



# **convening notice**

2016  
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 26<sup>th</sup>, 2016**

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 89,821,007.56

## **Documents made available to the shareholders:**

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.225-73-1 of the French Commercial Code shall be available on the Company's Website: [worldline.com](http://worldline.com) as per applicable legal and regulatory provisions.

**worldline**  
e-payment services

●●●●● an atos company



# Overview

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Worldline Chairman of the Board
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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 26, 2016 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 2015, and asked to approve in particular the 2015 financial statements and draft partial contribution of assets by your company to the benefit of the company Equens S.E. by way of transfer of a comprehensive and independent line of business "Financial Processing & Software Licensing".

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

## Was Worldline's second year as a listed company successful?

2015 was a satisfying year on all levels and clearly enabled the company's business plan to advance on every front. Worldline enjoyed enhanced visibility and recognition of its new status in the market and the confidence and loyalty of its investors was confirmed. The company grew, became more profitable and enjoyed accelerated revenue.

## What was a main 2015 highlight and how does it align with the company's 2016 strategic goals?

Our key strategic goal has always been to be an active leader in the consolidation of the payments industry in Europe, and this remains true for 2016. Our biggest step towards that goal in 2015 was the signing of a MoU between Worldline and Equens, a leading European payment services provider, concerning an impending transaction between our two companies. Representing a major advance for our Merchant Services and Financial Processing business lines, the transaction is a perfect example of our strategic direction for the future.

## What are some promising sectors for Worldline?

The technologies we've used for 40 years to connect banks, merchants and card holders, going back to early payment terminals and ATMs, are the same as those we use to support digital transformation in other sectors and in areas other than payment. We are therefore in a very strong position to operate in them. In fact, the tidal wave transition from cash to electronic payments means that all sectors are growth sectors for us. Interesting recent areas, however, include working for governments, helping them catch up with the digital revolution, for transport ticketing and for the media, where 'pay-per-view' downloading means that entertainment companies now need mass-payment solutions.

## How has innovation transformed Worldline?

Worldline's management team is highly innovation oriented, so the mindset at the top encourages a bold, risk-taking company culture. We have taken the innovation strategy of the Group in hand with our global structure and can now innovate for needs that go beyond just local requirements.

## What is Worldline's current relationship with Atos, its main shareholder?

Atos supports our business and is an important partner, notably in terms of sales, where we have mutual cooperation programs. We have common



programs to benefit from economies of scale by sharing sourced services, support each other's skills in scientific and technological research and we cooperate on an operational level. In HR, too, there are bridges.

## Would you define Worldline as a company of engineers and entrepreneurs?

We share, with the Atos Group, this corporate identity of engineers given the fact that we create our own growth largely thanks to our own innovation capability. Furthermore, Worldline's engineers and people in the field need to have the entrepreneurial spirit because most of our solutions aim to concretely improve in the very short term the business of our own customers. From this point of view, one of Worldline's strengths lies in the fact that this business orientation is also widely found in all administrative functions that contribute genuinely and directly to the company's business objectives.

**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 2015  
**€ 402 million**

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 2015  
**€ 411 million**

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 2015  
**€ 414 million**

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, Worldline<br>Chairman of the Board and Chief Executive Officer, Atos SE                   |
| <b>Gilles Grapinet</b>    | Chief Executive Officer of Worldline<br>Senior Executive Vice President of Atos SE coordinating Global Functions |
| <b>Gilles Arditti</b>     | Executive Vice-President Investor Relations & Financial Communication of Atos SE                                 |
| <b>Aldo Cardoso*</b>      | Director of companies  |
| <b>Charles Dehelly</b>    | Senior Executive Vice President of Atos SE coordinating Global Operations and TOP Program                        |
| <b>Ursula Morgenstern</b> | Head of Consulting & Systems Integration, Head of Cloud & Enterprise Software, Atos SE                           |
| <b>Michel-Alain Proch</b> | Senior Executive Vice President of Atos SE coordinating North American Operations, IT, Security                  |
| <b>Luc Rémont*</b>        | Chairman of the Board 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>, 2015
- **Approval of the consolidated accounts** for the financial year ending December 31<sup>st</sup>, 2015
- **Allocation of the net income for the financial year ending** December 31<sup>st</sup>, 2015
- **Approval of an overall amount of annual Directors' fees**
- **Renewal of Gilles Arditti** as member of the Board of Directors
- **Renewal of Charles Dehelly** as member of the Board of Directors
- **Renewal of Ursula Morgenstern** as member of the Board of Directors
- **Renewal of Michel-Alain Proch** as member of the Board of Directors
- **Renewal of Luc Remont** as member of the Board of Directors
- **Renewal of the term of office** of one of the two Statutory Auditors
- **Renewal of the term of office** of one of the two deputy Statutory Auditors
- **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>, 2015 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

## Extraordinary items

- **Authorization granted to the Board of Directors** to reduce the share capital by cancelling self-owned shares
- **Delegation to the Board of Directors** of authority to increase the share capital through the capitalization of premiums, reserves, profits or other items
- **Delegation to the Board of Directors** of authority to issue shares and/or securities giving access to share capital and/or negotiable securities carrying a right to the allocation of debt securities - while maintaining preferential subscription rights
- **Delegation to the Board of Directors** of authority to issue shares and/or securities giving access to share capital and/ or negotiable securities carrying a right to the allocation of debt securities through public offerings, without preferential subscription rights
- **Delegation to the Board of Directors** of authority to issue shares and/or securities giving access to share capital and/or negotiable 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
- **Authorization for the Board of Directors** 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
- **Delegation to the Board of Directors** of authority to increase the number of shares to be issued in connection with 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 the removal of the

preferential subscription rights to the benefit of the employees of the Company and its affiliated companies

- **Authorization for the Board of Directors** to grant free shares to the employees and executive officers of the Company and/or its affiliated companies
- **Review and approval of the draft of partial contribution of assets agreement** (contribution agreement) between the Company and the company Equens S.E. (the "**Agreement**") and the contribution of the

"Financial Processing & Software Licensing" business located in France (the "**FPLIS Business**"), including the part of the common administrative services as well as the functions "Customer Services" and "Technical Operation application level 2 support" related to this FPLIS Business operated by the Company, subject to the completion of the conditions precedent provided for in the Agreement, and approval of the valuation and remuneration of the contribution. Powers to the Board of Directors

- **Powers**



# 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 mail**;
- 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.



- **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 24, 2016, 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 24, 2016, 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 to the notice of meeting in the "T envelope" enclosed (**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: 0.15€/min excluding VAT) from Monday to Friday, between 8:30 am and 6:00 pm Paris time, only from France, and from the other countries at +33 (0)251.85.59.82 (local rate depending on the country from which the call is made).

### IF YOU CANNOT ATTEND THE GENERAL MEETING

On the proxy form, enter your surname, first name and address (or if your name and address are already printed, check that they are correct), and date and sign the form.

- **If you would like to vote by postal mail:** Tick the Box "*I vote by post*" and follow the instructions set out in the "How to fill in your form" part hereafter.
- **If you would like to give proxy to the Chairman of the Meeting:** Tick the Box "*I hereby give my proxy to the Chairman of the General Meeting*" and follow the instructions set out in the "How to fill in your form" part hereafter.
- **If 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 Box "*I hereby appoint*" and follow the instructions set out in the "How to fill in your form" part hereafter.

Pursuant to the provisions of article R. 225-79 of the French Commercial Code, the form for designating or revoking the proxy holder may be addressed by electronic means according to the following process:

- Registered shareholders:  
You must send as an attachment to an email, with an electronic signature, obtained by yourself and certified by an authorized third party as per applicable legal and regulatory requirements to the

following email address: [Assemblee-Generale@worldline.com](mailto:Assemblee-Generale@worldline.com), a scanned copy of the proxy form signed and indicating your first and last name, address and Société Générale user name for the owners of registered shares (information which can be found at the top left corner of your shareholder's statement) or your user name with the financial intermediary for the owners of administered registered shares, as well as the first and last name, address of the designated or revoked proxy.

- Bearer shareholders:  
You must send as an attachment to an email, with an electronic signature, obtained by yourself and certified by an authorized third party as per applicable legal and regulatory requirements to the following email address: [Assemblee-Generale@worldline.com](mailto:Assemblee-Generale@worldline.com), a scanned copy of the proxy form signed and indicating your first and last name, address and username with your bank or broker, as well as the first and last name, address of the designated or revoked proxy along with a scanned copy of your "*attestation de participation*" from your bank or broker, and you must ask your bank or broker to send a written confirmation (by mail or by fax) to 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 via fax at +33 (0)2 51 85 57 01).

The Company shall only take into account the notifications of designation or revocation of proxy which shall be dully signed, filled and received at the latest three days before the date of the General Meeting, i.e. on 23 May 2016.

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 23, 2016.

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.



**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** **PORTANT** : 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

Société anonyme au capital de 89.821.007,56 €  
Siège social : River Ouest - 80 Quai Voltaire  
95870 BEZONS  
378 901 946 R.C.S. Pontoise

**ASSEMBLÉE GÉNÉRALE MIXTE DU 26 MAI 2016**  
**A 10 heures au siège social - Auditorium**

**COMBINED GENERAL MEETING OF MAY 26th, 2016**  
**At 10 a.m. at the registered offices - Auditorium**

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

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

**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 pour 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 I 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 / Yes                | Non/No                   | Abst/Abs                 | Oui / Yes                | Non/No                   | Abst/Abs                 |
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| H | <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"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| I | <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"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| J | <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"/> | <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"/> | <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"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

**D**  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 renvoi (4)] à M., Mme ou Mlle, Raison Sociale pour voter en mon nom .....  
 I appoint / give reverse (4) Mr, Mrs or Miss, Corporate Name to vote on my behalf.

Pour être prise en considération, toute formalité doit parvenir au plus tard :  
 In order to be considered, this completed form must be returned at the latest:

à la banque / to the bank 23 mai 2016 / May 23rd, 2016  
 à la société / to the company 23 mai 2016 / May 23rd, 2016

**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)  
 M., Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name  
 Adresse / Address

**ATTENTION** : s'il s'agit de titres au porteur, les présentes instructions ne seront valides que si elles sont directement retournées à votre banque.  
**CAUTION** : if it is about bearer securities, the present instructions will be valid only if they are directly returned to your bank.

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)

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

Date & Signature

Date and sign here

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

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

## 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 20, 2016:

- 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 26, 2016 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 Grande 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 Bus 262

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

#### RATP Bus 272 and RATP Bus 367

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



#### By Worldline shuttle

**From Argenteuil station (Transilien)** - From the train station St-Lazare or elsewhere, take the shuttle with the Atos logo at sidewalk level of the Evangelical Church in front of the train station at 29 boulevard Karl Marx at Argenteuil (departure at 8:25 am, 8h45 am - 8h50 am - 9:00 am (last shuttle). For the return, take the Tramway because the first shuttle is at 5:10 pm.



#### 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>, 2015. 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>, 2015

#### 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                           | 2,621,459.65   |
| Issue premiums                       | 241,493,700.88 |
| Retained earnings (Report à nouveau) | 8,278,125.81   |
| Total distributable amount:          | 247,150,367.04 |

#### Equity capital after allocation of loss

|                                      |                       |
|--------------------------------------|-----------------------|
| Capital                              | 89,710,079.84         |
| Issue premiums                       | 241,493,700.88        |
| Legal reserve                        | 8,316,150.83          |
| To dividends                         | 0                     |
| Retained earnings (report à nouveau) | 5,656,666.16          |
| <b>Total</b>                         | <b>345,176,597.71</b> |

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 2015 financial year:

| Financial year | Number of remunerated shares <sup>(1)</sup> | Dividend per share (in €) | Total (in €)  |
|----------------|---|---------------------------|---------------|
| 2014           | 0   | 0                         | 0             |
| 2013           | 11,621,805                                  | 3.88                      | 45,092,603.40 |
| 2012           | 0   | 0                         | 0             |

<sup>(1)</sup> Number of shares having carried entitlement to dividend, net of treasury shares on the ex-dividend date.

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

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

We request you to approve for the financial year 2015, 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>, 6<sup>th</sup>, 7<sup>th</sup>, 8<sup>th</sup> and 9<sup>th</sup> resolutions

The Board of Directors proposes to you, pursuant to the 5<sup>th</sup>, 6<sup>th</sup>, 7<sup>th</sup>, 8<sup>th</sup> and 9<sup>th</sup> resolutions, to renew the terms of office of the following directors:

- for a period of two (2) years:
  - Charles Dehelly
  - Michel-Alain Proch
  - Gilles Arditti
- for a period of three (3) years:
  - Ursula Morgenstern
  - Luc Remont (independent director)

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

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

## Renewal of the term of office of one of the two Statutory Auditors and one of the two deputy Statutory Auditors

### 10<sup>th</sup> and 11<sup>th</sup> resolutions

The Board of Directors proposes to you, pursuant to the tenth resolution, to renew the terms of office of the principal Statutory Auditor, Deloitte & Associés, which is due to expire at the end of this Meeting, for a period of (6) financial years that will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2021.

The Board of Directors proposes to you, pursuant to the eleventh resolution, to renew the terms of office of the deputy Statutory Auditor, BEAS, which is due to expire at the end of this Meeting, for a period of (6) financial years that will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2021.

## Approval of the special report of the auditors regarding the related-parties agreements and commitments

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

The Board of Directors requests you, under the twelfth resolution, to approve the statutory auditors' report on related-parties agreements, which describes the agreements approved by the Board of Directors and entered into during the financial year with Atos SE, shareholder holding more than 10% of the share capital (common director to both companies: Mr. Thierry Breton, who has been holding the office of Chairman and CEO of Atos SE).

Atos SE and the Company entered into an agreement on June 26, 2014 in order to allow the Company, as from the listing of the Company's shares on Euronext Paris, to enjoy a renewable credit facility for a maximum amount of € 300 million made available by Atos SE to cover its liquidity requirements. Credits are granted at market conditions depending on their maturity date. This agreement was authorized by the Board of directors on June 26, 2014 and approved by the General Meeting on May 28, 2015.

On November 3, 2015, Atos SE and the Company executed an amendment to the agreement which provides for (i) the extension of the credit facility for an additional 3 years, i.e. a maturity date extended to June 26, 2019, and (ii) the possibility for the agreement to later on be tacitly renewed by 12 months period. The other terms and conditions of the credit facility remain unchanged.

The Board of directors gave prior authorization to this amendment to the agreement during its meeting held on November 3, 2015, as it considered it was in the interest of Atos SE to guarantee the Company a financial position towards its stakeholders by extending the financial support granted to it.

## Advisory opinion on elements of compensation due or allocated for the financial year ending December 31st, 2015 to Mr. Gilles GRAPINET, Chief Executive Officer

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

Under the thirteenth resolution, you are requested, in accordance with the recommendation of paragraph 24.3 of the AFEP-MEDEF Corporate Governance Code for listed companies of November 2015 (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 31st, 2015 to Mr. Gilles Grapinet, as described in the company's 2015 Registration Document, Section 211.2.3.

- 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.

Mr. Thierry Breton, Chairman of the Company's Board of directors since April 30, 2014, did not receive any compensation related to his office within the Company in 2014 and 2015.

The following elements of the compensation due or awarded to Mr. Gilles Grapinet, Chief Executive Officer, related to the 2015 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.

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# 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 2015, submitted to the shareholders' advisory vote

| Compensation Components                  | Amounts   | Comments   |
|--|---|--|
| <b>Fixed compensation</b>                | <b>€ 400,000</b><br>on an annual basis  | <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. Gilles Grapinet's compensation is determined pursuant to his employment agreement with Atos International SAS, a subsidiary of Atos SE. This employment agreement remains 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 is re-invoiced in full by Atos International SAS to the Company.</p>   |
| <b>Variable compensation</b>             | <p><b>€ 392,320</b><br/>paid in 2015 (98.08% of the annual on-target bonus) corresponding to H2 2014 and H1 2015.</p> <p><b>€ 423,459</b><br/>due in 2015 (105.86% of the annual on-target bonus) corresponding to H1 and H2 2015</p> | <p>Mr. Gilles Grapinet's variable compensation in his capacity as the Company's CEO is determined in accordance with the decision of the Company's Board of Directors upon proposal of the Nomination and Compensation Committee. It is based on the compensation criteria established by the Board. Such criteria are 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 2015, 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>• Worldline Group External Revenue (40%)</li> <li>• Worldline Group Operating Margin before Depreciation and Amortization (30%)</li> <li>• Worldline Group 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 Compensation Committee.</p> |
| <b>Multiannual variable compensation</b> | N/A   | Mr Gilles Grapinet, CEO, receives no variable multiannual compensation.  |
| <b>Fringe benefits</b>                   | <b>€ 3 172,27</b><br>(2/3 of total paid in 2015)  | Mr Gilles Grapinet, CEO, has a company car.  |
| <b>Extraordinary Compensation</b>        | N/A   | For the year 2015 there is no extraordinary compensation due to Mr. Gilles Grapinet, CEO.  |
| <b>Severance Pay</b>                     | N/A   | Mr. Gilles Grapinet does not receive any severance or compensation under a non-compete clause in the event of termination.   |

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

| Compensation Components            | Amounts   | Comments   |
|------------------------------------|---|--|
| <b>Director's fees</b>             | N/A   | Mr. Gilles Grapinet does not receive directors' fees in his capacity as a member of the Board.   |
| <b>Grant of Performance Shares</b> | N/A   | During 2015, Mr. Gilles Grapinet, CEO, received no grant of performance shares of the Company.   |
| <b>Grant of Stock Options</b>      | <p style="text-align: center;">Grant of<br/><b>€ 180,000</b><br/>Stock-Options on<br/>1 September 2015</p> <p style="text-align: center;">Stock-Options<br/>valuation<br/><b>€363,670</b></p> <p style="text-align: center;">Stock-Options<br/>valuation according to the<br/>IFRS 2 method recognized<br/>by the Group consolidated<br/>accounts</p> | <p>In accordance with the 18th resolution of the Shareholder Meeting dated June 13th, 2014, the Board of Directors granted 180,000 Stock-Options to the CEO, valued at € 363,670 according to the IFRS 2 method recognized by the Group consolidated accounts. This amount takes 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 27, 2015.</p> <p>In its analysis, the Board of Directors, upon recommendation of the Nomination and Remuneration Committee, did consider the following elements:</p> <ul style="list-style-type: none"> <li>• The grant of 180,000 Stock-Options to the Worldline CEO represents approximately 11.55% of the total number of Stock-Options allocated, and 0.14% of the share capital of the Company at the grant date.</li> <li>• The value of the Stock-Options granted to the CEO corresponds to an equity compensation of 31% of its annual total on-target compensation.</li> </ul> <p>The definitive acquisition of the Stock-Options granted under the 2015 plan is subject to the achievement of the following cumulative performance conditions:</p> <ul style="list-style-type: none"> <li>• Worldline Group Free Cash Flow before acquisition/disposal and variation of equity and dividends for 2015 and for 2016 (above or equal to 85% of the amount disclosed in the Company Budget for the concerned year, or, above or equal to the previous year's results + 10%),</li> <li>• Worldline Group Operating Margin Before Depreciation and Amortization for 2015 and for 2016 (above or equal to 85% of the amount disclosed in the Company Budget for the concerned year, or, above or equal to the previous year's results + 10%),</li> <li>• Worldline Group Revenue Growth for 2015 and 2016 (Revenue Growth Rate as mentioned in the Company's Budget for the year in question minus 1,2% (2015)/minus 1,5% (2016), or, +4% for 2015/+5% for 2016 per reference to the Company Growth targets;</li> <li>• Social and Environmental Responsibility criteria in 2015 and in 2016 (Obtaining the GRI rating "Comprehensive").</li> </ul> <p><i>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 eventually not met in the first year, the same will become compulsory for the following year. For each of the concerned year, the performance condition related to the Environmental and Social Responsibility of the Company must be achieved.</i></p> <p>Stock-Options granted under this plan will vest on May 15th, 2017, subject to compliance with the presence condition and the cumulative above mentioned performance conditions.</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> | No defined amount | <p>Like all employees of Atos International SAS members of the Executive Committee of the Atos group, Mr. Gilles Grapinet used to be a beneficiary, until March 1st, 2015, of a supplemental defined contribution plan. Contributions paid by the employer correspond to 5% of compensation paid and are limited to tranches A, B and C. Employees were not required to make contributions.</p> <p>In addition, Mr. Gilles Grapinet is a beneficiary under a supplementary pension plan applicable to employees or directors of Atos International SAS or Atos SE, members of the Executive Committee of the Atos group, the terms of which are described hereafter.</p> <p>The benefit of this scheme is subject to a presence condition within the companies Atos SE or Atos International SAS upon the liquidation of pension's rights in accordance with Article L.137-11 of the French Social Security Code.</p> <p><b>In 2015, the supplementary pension plan rules were amended including the strengthening of the acquisition rights by providing for an acquisition of these rights conditioned upon the achievement of performance criteria</b> as set annually by the Atos SE Board of Directors.</p> <p><b>Change of the terms and conditions for determining the amount of the pension supplement</b></p> <ul style="list-style-type: none"> <li>• The annual amount of the pension supplement is 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;</li> <li>• the annual bonus actually paid, 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>Entire calendar quarters of seniority are only taken into account to assess the amount of the pension supplement if they relate to a year during which the performance conditions set by the Board of Directors are achieved</p> <p><b>• Cap on the pension supplement</b></p> <p>The annual amount of the pension supplement paid under the present scheme cannot be superior to the difference between:</p> <ul style="list-style-type: none"> <li>• 33% of the reference compensation above mentioned; and</li> <li>• the annual amount of the basic, complementary and supplementary pensions.</li> </ul> <p>Pursuant to an agreement, the Company undertook to bear the costs related to the acquisition of rights by Mr. Gilles Grapinet under this defined benefit plan (prorata the time spent with Worldline as CEO and up to two thirds limit).</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

#### 14<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 fifteenth 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 36 per share (excluding fees); the maximum amount of the funds assigned to the buy-back program shall be EUR 475 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 May 28, 2015 pursuant to its 9<sup>th</sup> resolution.

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

#### 15<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 10<sup>th</sup> resolution of the Combined General Meeting of May 28, 2015.

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

#### 16<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 premiums, reserves, profits or other items, 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 17<sup>th</sup> resolution of this general meeting and the global ceiling of any future similar resolution.

It is specified that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting and that this



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

restriction shall remain in effect until the end of the offer period.

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 issue shares and/or securities giving access to share capital and/or negotiable securities carrying a right to the allocation of debt securities - while maintaining preferential subscription rights

### 17<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 than 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 set-off of debts or partly by the capitalization of reserves, profits or premiums.

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 18<sup>th</sup>, 19<sup>th</sup>, 20<sup>th</sup>, 21<sup>st</sup> and 22<sup>nd</sup> resolutions, that would be set at 80% of the company's share capital (at the date of this general meeting);
- said cap shall, if necessary, be increased by the nominal amount of shares that may be issued in addition in the event of further financial transactions, in order to preserve the rights of holders of negotiable securities giving access to the share capital;
- it is specified that the upper limits provided for in the 16<sup>th</sup> and 23<sup>rd</sup> resolutions of this General Meeting are separate and that the amount of the capital increases carried out pursuant to these resolutions will not count towards the total upper limit referred to above.

It is specified that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting and that this restriction shall remain in effect until the end of the offer period.

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 issue shares and/or securities giving access to share capital and/ or negotiable securities carrying a right to the allocation of debt securities through public offerings, without preferential subscription rights

### 18<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 than 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.

In the context of this resolution, you are asked to cancel the preferential subscription right ("**PSR**"). In fact, depending on market conditions, the types of investor concerned by the issue and the category of securities issued, it may be preferable, or even necessary, to cancel the PSR, in order to place the securities under the best possible conditions, in particular when the speed of the transactions is a vital condition for their success, or when the securities are issued on foreign financial markets. This type of cancellation can make it possible to obtain a greater pool of capital as a result of more favorable issue conditions. In exchange for the cancellation of PSR, your Board of Directors could implement a priority right, on a reducible basis where applicable.

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 set-off of debts or partly by the capitalization of reserves, profits or premiums.

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 17<sup>th</sup> resolution of this general meeting or the global ceiling of any future similar resolution and (ii)

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

this amount would count towards all share capital increases without preferential subscription right which may be led pursuant to the 19<sup>th</sup>, 20<sup>th</sup> and 21<sup>st</sup> resolutions of this general meeting;

- 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.

The issue price of the shares issued directly would be at least equal to the minimum stipulated by the regulatory provisions that are applicable on the issue date (currently, the weighted average prices of the last three trading sessions on the regulated market of Euronext Paris preceding the determination of the subscription price minus a maximum discount of 5%, after adjusting this average, if necessary, in the event of a difference between the dividend entitlement dates).

In accordance with the law, the authorizations granted by this Meeting, for the purpose of issuing securities giving access to share capital entail a waiver by the shareholders of their PSR for equity shares to which such shares grant an entitlement. If the resolutions were adopted, by operation of law, you would waive your PSR to any shares that the Company would issue in order to redeem a bond redeemable in shares.

It is specified that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting and that this restriction shall remain in effect until the end of the offer period.

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 issue shares and/or securities giving access to share capital and/or negotiable 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

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

You are being asked within the framework of this resolution to renew, for a duration of twenty six (26) months, in favour of the Board of Directors, the delegation of authority to decide to issue by "private placement" mentioned in Article L. 411-2, II of the French Monetary and Financial Code, without a preferential right to subscription ("PSR"), i.e. only for (a) persons who provide investment services of portfolio management of third party accounts or (b) qualified investors or a limited circle of investors, with the limit that these investors act for their own account, (i) ordinary shares of the Company, (ii) 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 purpose of this delegation is to optimize capital-raising for the Company and benefit from more favorable market conditions, because said financing method is both faster and simpler than capital increase based on public offering.

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 17th resolution of this general meeting or the global ceiling of any future similar resolution and (ii) the nominal amount of the share capital increases without preferential subscription right that may be carried out pursuant to the 18th, 20th and 21st resolutions of this Meeting shall be deducted from this amount;
- 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.

The issue price of the shares and securities issued directly would be set in the same way as in the 18th resolution.

It is specified that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting and that this restriction shall remain in effect until the end of the offer period.

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

## Authorization for the Board of Directors 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

### 20<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



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

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 17<sup>th</sup> resolution of this general meeting or the global ceiling of any future similar resolution and (ii) the nominal amount of the share capital increases without preferential subscription rights that may be carried out under the 18<sup>th</sup>, 19<sup>th</sup> and 21<sup>st</sup> resolutions of this meeting, will be deducted from such amount.

It is specified that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting and that this restriction shall remain in effect until the end of the offer period.

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 authorization 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 increase the number of shares to be issued in the event of a capital increase with or without the preferential subscription rights

### 21<sup>st</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 carried out 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 17<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 18<sup>th</sup> resolution of this general meeting.

It is specified that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting and that this restriction shall remain in effect until the end of the offer period.

This authorization 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 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

### 22<sup>nd</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 equity 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 equity 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 qualifying plan under article L. 225-180 of the Commercial Code and L. 3344-1 of the Labor Code.

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 17<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 May 28, 2015 under the 17<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 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.

.....

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

It is also specified that the Board of Directors, pursuant to article L 3332-21 of the Labor Code, may provide for the grant of free shares or other securities giving access to the share capital by way of contribution of the Company, or as applicable of 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.

End of 2014, Worldline has set up an employee shareholding plan concerning employees from 14 countries, which resulted in December 2014 in a share capital increase with a participation rate of 22% of the eligible employees. A new employee shareholding plan was implemented in December 2015 covering the same geographic scope, which resulted in a share capital increase in February 2016, with a participation rate of 23% of the eligible employees.

## Authorization for the Board of Directors to grant free shares to the employees and executive officers of the Company and/or its affiliated companies

### 23<sup>th</sup> resolution

It is proposed to you to authorize your Board of Directors, for a duration of thirty eight (38) months, to freely allot, on one or more occasions, performance shares in favor of employees or executive officers of the Company and/or of companies affiliated to it.

This resolution is part of long-term incentive plans set up on an annual basis in favor of managers or key employees of the Group, as well as of the Chief Executive Officer, and may also serve as incentive instrument for new joiners, in particular in the context of the joint venture Equens remaining to be created in 2016 subject to your approval of the 24<sup>th</sup> resolution of this Meeting as described below.

The final attribution of shares pursuant to this 23<sup>rd</sup> resolution, after a minimum vesting period of one year from the grant date, shall be subject to the fulfilling of several performance conditions that shall be set by the Board of Directors, based on operational and quantifiable criteria. The General Meeting would also determine a minimum holding period of one year which can be reduced to zero if the vesting period set by the Board exceeds two years.

Concerning the Chief Executive Officer and the first lines of managers, the shares awarded pursuant to this resolution would definitively vest only if the following internal and external conditions are achieved, over a multi-year period covering (i.e., minimum two financial years):

- **Internal Performance conditions:** for each year, Worldline must fulfill the objectives assigned by the Board of Directors when the budget is approved, in line with the Company's objectives for the relevant year linked to (i) free cash flow before dividend and acquisition/sales results, (ii) OMDA and (iii) revenue growth. For each year of the plan, at least two out of these three internal performance conditions must be met, and if one condition is not met, it becomes compulsory for the following year.
- **External Performance condition:** for each year, Worldline must fulfill the requirement of GRI as G4-Comprehensive.

The maximum number of shares to be allotted pursuant to the requested delegation cannot exceed 0.7% of the share capital as at the date of this General Meeting. Within this envelop, the total number of shares granted to the Chief Executive Officer pursuant to the proposed authorization shall not exceed 0.06% of the share capital at the date of this General Meeting. The resolution submitted to your General Meeting also specifies that the authorizations granted during the General Meetings of June 13<sup>th</sup>, 2014 in its 17<sup>th</sup> resolution would be canceled as from the General Meeting up to its unused portion.

## Review and approval of the draft of partial contribution of assets agreement (contribution agreement) between the Company and the company Equens S.E. (the "Agreement") and the contribution of the "Financial Processing & Software Licensing" business located in France (the "FPLiS Business"), including the part of the common administrative services as well as the functions "Customer Services" and "Technical Operation application level 2 support" related to this FPLiS Business operated by the Company, subject to the completion of the conditions precedent provided for in the Agreement and approval of the valuation and remuneration of the contribution. Powers to the Board of Directors

### 24<sup>th</sup> resolution

Further to the favorable opinion of the Works Council of the Company reported to the Meeting, under the twenty-fourth resolution, to approve the Agreement referring to a partial contribution of assets (contribution agreement) (the "**Agreement**") under the French spin-off legal regime (*apport partiel d'actifs soumis au régime des scissions*) pursuant to Articles L. 236-16 to L. 236-22 of the French Commercial Code by the Company to the benefit of the company Equens S.E. by way of transfer of a comprehensive and independent line of business "Financial Processing & Software Licensing" (the "**French FPLiS Branch of Activity**"), including the part of the common support services as well as the functions related to "Customer Services" and "Technical Operation application level 2 support" related to the French FPLiS Branch of Activity of the Company.

#### a) Description of the companies

**Equens SE**, the beneficiary of the business line "Financial Processing & Software Licensing" ("**FPLiS**"), is a European company (*societas europaea*)



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

governed by Dutch law, with an issued share capital of EUR 105,525,838 having its registered office located at Eendrachtlaan 315, 3526 LB Utrecht, the Netherlands, and registered with the trade register of the Dutch Chamber of Commerce under number 30220519, created in November 30th, 2006 ("**Equens**").

Equens' purpose is to provide services relating to processing of payments in the Netherlands, Germany, Italy and in any other country. Equens set up for the purpose of the Contribution a branch in France which is registered with the commercial register of Pontoise under number 819 173 782.

**Worldline S.A.**, the contributor, is a French *société anonyme à conseil d'administration* with a share capital of EUR 89,821,007.56, listed on the Euronext Paris regulated market, compartment A, under ISIN FRO011981968, having its registered office located at 80 quai Voltaire, Immeuble River Ouest - 95870 Bezons, France and registered with the Pontoise commercial registry under number 378 901 946 R.C.S. Pontoise, created in July 31st, 1990.

The Company purpose is the research, study, development and realization of all equipment, software, system or processing using new technologies or new information technologies (and the providing of related services), in particular in the sector of numerical and telecommunications services.

## b) Purposes of the Contribution

The Company is the European leader specialized in the payment and transactional services industry focusing mainly on three different activities: (i) Merchant Services & Terminals, (ii) Mobility & eTransactional Services and (iii) Financial Processing & Software Licensing.

Equens is one of the largest payment processors in Europe providing for a complete service range for payments and cards, e.g. issuing and acquiring processing, clearing and settlement, as well as solutions for mobile, contactless and biometric payments.

The Company and Equens entered into discussions in order to organize, in particular, the combining into Equens of the Company's European business line "Financial Processing & Software Licensing" performed by the Company and its affiliates ("**FPLiS**").

In this context, the Parties entered into a Business Combination Agreement dated March 24th, 2016 (the "**Business Combination Agreement**") in order, in particular, to implement the following operations:

- contribution of the Company FPLiS business located in France to Equens as set forth in Schedule 2.2, including the part of the common administrative services as well as the "Customer Services" and the "Technical Operation application level 2 support" related to this line of business, by way of a transfer of a comprehensive and independent line of business under the French spin-off legal regime (*apport partiel d'actifs soumis au régime des scissions*) (the "**French FPLiS Branch of Activity**");
- contribution in kind by Equens of 100% of the issued shares of the companies Mantis SAS and Arabor SAS, with all rights then attaching to them, to the Company by way of contribution in kind (the "**French FPLiS Companies**");

- contribution of the FPLiS business located in Belgium by Worldline NV/SA to Equens, including the part of the common administrative services as well as the "Customer Services" and "Technical Operation application level 2 support" functions related to this line of business, by way of a contribution of branch of activity (*apport de branche d'activité*) (the "**Belgian Activity**");
- contribution of the FPLiS business located in Luxembourg by Worldline Luxembourg to Equens including the part of the common administrative services as well as the "Customer Services" and "Technical operation application level 2 support" functions related to this line of business, by way of contribution of a branch of activity (the "**Lux Activity**");
- contribution in kind by Worldline Holding GmbH to Equens of 100% of the issued and outstanding shares of Worldline GmbH carrying-out the FPLiS business located in Germany, including the "Customer Services" and "Technical operation application level 2 support" functions related to this line of business, subject to the prior carve-out of excluded businesses that do not relate to the FPLiS business, by way of contribution in kind (the "**German Activity**").

From a legal perspective, the contribution of the French FPLiS Branch of Activity by the Company to Equens shall be governed by the spin-off regime defined by articles L. 236-16 to L. 236-21 of the French Code of commerce and in accordance with the possibility offered by article L. 236-22 of the same code. In accordance with such legal provisions, the contribution of the French FPLiS Branch of Activity shall result in the automatic transfer of assets and liabilities (*transmission universelle de patrimoine*).

## c) Description of the Contribution

(i) The terms and conditions of the contribution of the French FPLiS Branch of Activity and its related remuneration have been established on the basis of (i) the valuation of the contributed assets and liabilities relating to the French FPLiS Branch of Activity as at the Final Completion Date (as defined in the Agreement) provisionally estimated on the basis of the accounts of the Company as of December 31st, 2015 and on the basis of (ii) the value of Equens as set forth in the Agreement.

(ii) The contributed assets and liabilities of the French FPLiS Branch of Activity shall be valued at their real value. The Contributed Assets (as these words are defined in the Agreement) are valued at EUR 287,392,156 (real value), Equens assuming the Contributed Liabilities (as these words are defined in the Agreement) valued at EUR 41,791,510 (real value), i.e. a net contributed asset valued at EUR 245,600,646 (the "**Contributed Business**"), it being specified that in accordance with the principles and the procedure provided for by Article 7 of the Agreement, the Company and Equens have agreed that the amount of the Contribution mentioned above shall be subject to adjustment.

.....

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

(iii) Following to the exchange ratio determined according to the fair market value of the Contributed Business and of Equens pursuant to the method described in Schedule 6.1A of the Agreement, the Contribution shall be remunerated by the allotment to the Company of 81,790,973 new shares in the capital of Equens, each with a nominal value of EUR 1, to be issued by Equens by way of share capital increase (the "**Issued Shares**") and by execution, at the Final Completion Date, of a notarial deed of issuance of shares executed before Mr Bartholomeus Johannes Kuck, civil-law notary in Amsterdam, the Netherlands, or his deputy, successor or substitute, of Linklaters LLP in Amsterdam (the "**Dutch Notary**").

(iv) In accordance with Dutch law and the accounting principles generally accepted in the Netherlands, the difference between the real value of the Contribution, i.e. EUR 245,600,646 and the nominal value of the Issued Shares, i.e. EUR 81,790,973, shall constitute non-stipulated share premium (*niet-bedongen agio*) of an aggregate amount of EUR 163,809,673 (the "**Contribution Premium**"), which shall be added to the share premium reserves in the balance sheet of Equens.

(v) The amount of the share capital increase mentioned above shall in no case be modified due to a potential adjustment.

(vi) Subject to the satisfaction of all the Conditions Precedent provided for by Article 9 of the Agreement, the Contribution shall become effective 12:00 pm (midnight) French time on the last calendar day of the calendar month during which the last Condition Precedent has been completed (or waived by the Parties) (the "**Final Completion Date**").

Finally, we would like to point out to you that pursuant to the legal provisions or Articles L. 236-10 and L. 225-147 of the French Code of commerce, the President of the Tribunal of commerce of Pontoise has ordered through an order dated December 17, 2015, the appointment of Mr. Thierry Bellot as special auditor on the partial demerger.

We request you, under the twenty-fourth resolution, to approve, subject to the completion of the conditions precedent provided for in the Agreement (unless waived by the Company or Equens), the transaction mentioned above and to delegate all powers to the Board of Directors, with option of sub-delegation to the CEO of the Company, in order to officially note the satisfaction of all the conditions precedent provided for in Article 9 of the Agreement and the material completion of the Contribution.

## Powers

### 25<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, 2015

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 2015 financial year, approves, as presented, the Company's financial statements for the financial year ending December 31st, 2015, including the balance sheet, income statement and the notes to the financial statements, together with 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, 2015

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, 2015, 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, 2015

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

In euros

|                                      |                |
|--------------------------------------|----------------|
| Net income                           | 2,621,459.65   |
| Issue premiums                       | 241,493,700.88 |
| Retained earnings (Report à nouveau) | 8,278,125.81   |
| Total distributable amount:          | 247,150,367.04 |

#### Equity capital after allocation of loss

|                                      |                       |
|--------------------------------------|-----------------------|
| Capital                              | 89,710,079.84         |
| Issue premiums                       | 241,493,700.88        |
| Legal reserve                        | 8,316,150.83          |
| To dividends                         | 0                     |
| Retained earnings (report à nouveau) | 5,656,666.16          |
| <b>Total</b>                         | <b>345,176,597.71</b> |

It is therefore proposed not to distribute any dividend to shareholders.

In accordance with applicable legal provisions, the General Meeting notes that the following dividends were paid in the three financial years preceding the 2015 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 having carried entitlement to dividend, net of treasury shares on the ex-dividend date.

### 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 two years, that will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2017.

.....  
**Sixth resolution**

**Renewal of Charles Dehelly 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 Charles DEHELLY will expire at the end of this meeting, decides, upon proposal of the Board of Directors, to renew his mandate for a period of two years, that will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2017.

.....  
**Seventh 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 her mandate for a period of three years, that will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2018.

.....  
**Eighth resolution**

**Renewal of Michel-Alain Proch 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 Michel-Alain PROCH will expire at the end of this meeting, decides, upon proposal of the Board of Directors, to renew his mandate for a period of two years, that will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2017.

.....  
**Ninth resolution**

**Renewal of Luc Remont 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 Luc REMONT will expire at the end of this meeting, decides, upon proposal of the Board of Directors, to renew his mandate for a period of three years, that will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2018.

.....  
**Tenth resolution**

**Renewal of the term of office of one of the two Statutory Auditors**

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, noting that the Statutory Auditor's term of office of Deloitte & Associés will expire at the end of this meeting, decides, upon proposal of the Board of Directors, to renew its mandate for a period of six financial years, that will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2021.

.....  
**Eleventh resolution**

**Renewal of the term of office of one of the two deputy Statutory Auditors**

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, noting that the deputy Statutory Auditor's term of office of BEAS will expire at the end of this meeting, decides, upon proposal of the Board of Directors, to renew its mandate for a period of six financial years, that will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2021.

.....  
**Twelfth resolution**

**Approval of the special report of the auditors regarding the agreements and commitments referred to in articles L225-38 and 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 L225-38 and seq of the Commercial Code, approves said report in all its provisions as well as the agreements and commitments referred to therein approved by the Board of Directors.



# Draft resolutions



## Thirteenth resolution

### Advisory opinion on the elements of compensation due or allocated for the financial year ending December 31st, 2015 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 November 2015 (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, 2015 to Mr. Gilles GRAPINET, as described in the 2015 Registration Document, Section 21.1.2.3, as well as in the Board of Directors' report on the draft resolutions submitted to the approval of the General Meeting.



## Fourteenth 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 buyback 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 not exceed 5 per cent 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. 225-177 and seq. of the Commercial Code, and (iii) free awards of shares in particular under the framework set by articles L. 225-197-1 and seq. 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 established by market authorities and at such times as the Board of Directors or the person acting upon its delegation so decides, or ;

- to cancel them as a whole or in part through a reduction of the share capital pursuant to the fifteenth 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 subsequent to the present 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, subject to the limits authorized by 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 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 36 per share (excluding fees).

The Board of Directors shall adjust the aforementioned maximum 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 475 million, as calculated on the basis of the share capital as at December 31st, 2015, this maximum amount may be adjusted to take in account the amount of the capital on the day of the General Meeting.

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 complete the objectives enjoying a legitimacy presumption for share buy-back programs, to make public, in compliance with relevant legal and regulatory provision, 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 ninth resolution of the Combined General Meeting of May 28th, 2015.

The board of directors shall indicate to the shareholders in its report established by article L. 225-100 of the 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

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### Fifteenth resolution

#### **Authorization granted to the Board of Directors to reduce the share capital by cancelling self-owned 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 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 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 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

undertake the corresponding amendment 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 tenth resolution of the Combined General Meeting of May 28th, 2015.

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### Sixteenth 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;
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, 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 under the conditions prescribed by the applicable law and regulation; 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



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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. the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting; this restriction shall remain in effect until the end of the offer period;
- 4. 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 is given for a period of twenty-six months with effect from the date of this resolution.



## Seventeenth resolution

### **Delegation to the Board of Directors of authority to issue shares and/or securities giving access to share capital and/or negotiable securities carrying a right to the allocation of debt securities - while maintaining 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 and seq., and, in particular, Article L. 225-129-2 of the French Commercial Code, and the provisions of Article L. 228-91 and 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 negotiable 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 and seq. of the French Commercial Code, provided that such shares and negotiable 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 negotiable securities giving access to existing share capital of the Company or a Subsidiary or to a company which owns more than one half of its share capital or carrying a right to the allocation of debt securities in accordance with Articles L. 228-91 and 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 authorization shall be 50 per cent of the share capital on the day of this General

Meeting, it being specified that the nominal amount of share capital increases carried out under this delegation and the 18<sup>th</sup>, 19<sup>th</sup>, 20<sup>th</sup>, 21<sup>st</sup>, and 22<sup>nd</sup> resolutions of this Meeting shall be 80 per cent of the share capital on the day of this General Meeting;

- said cap shall, if necessary, be increased by the nominal amount of shares that may be issued in addition in the event of further financial transactions, in order to preserve the rights of holders of negotiable securities giving access to the share capital;
  - it is specified that the upper limits provided for in the 18<sup>th</sup> and 23<sup>th</sup> resolutions of this General Meeting are separate and that the amount of the capital increases carried out pursuant to these resolutions will not count towards the total upper limit referred to above;
- 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 and 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. the Board of Directors may not take the decision to use the delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting; this restriction shall remain in effect until the end of the offer period;
  - 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 Meeting;
  - 6. 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;
    - 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;

**7.** 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 negotiable 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 negotiable 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 negotiable 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 negotiable 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 negotiable 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;

**8.** 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.



**Eighteenth resolution**

**Delegation to the Board of Directors of authority to issue shares and/or securities giving access to share capital and/or negotiable 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 and



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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 and 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 negotiable securities giving access to the Company's share capital or to a company in which the Company owns more than one half of the share capital, either directly or indirectly (a "**Subsidiary**") (whether new or existing shares), issued for consideration or for free, in accordance with Articles L. 228-91 and seq. of the French Commercial Code, provided that the shares and other negotiable 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 negotiable securities giving access to the existing share capital of the Company or a Subsidiary or to a company which owns more than one half of its share capital, whether directly or indirectly, or conferring a right to the allocation of debt securities in accordance with Articles L. 228-91 and seq. of the French Commercial Code. These negotiable 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 issued by Group companies, by existing shareholders of their preferential subscription rights with respect to 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 per cent 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 seventeenth 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 the 19<sup>th</sup>, 20<sup>th</sup> and 21<sup>st</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 and 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. the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting; this restriction shall remain in effect until the end of the offer period;
6. 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;
7. 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 5, 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;
8. 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;
9. 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;

- 10.** 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 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;
- 11.** Acknowledges that these provisions shall not apply to the cases referred to in article L. 225-148 of the French Commercial Code.
- 12.** 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 negotiable 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, the number and characteristics of the securities to be created; decide, in addition, in the case of bonds or other debt securities (including the negotiable 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 negotiable 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 negotiable 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;
- 13.** 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 general delegation of authority relating to capital increases without preferential rights to subscribe for shares and/or securities giving access to the share capital of the Company and/ or the issuance of negotiable securities carrying a right to the allocation of debt securities through public offering.





## Nineteenth resolution

### **Delegation to the Board of Directors of authority to issue shares and/or securities giving access to share capital and/or negotiable 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 and 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 a company in which the Company owns more than one half of the share capital, either directly or indirectly ("**Subsidiary**") (whether in the form of new or existing shares) issued for consideration or for free, governed by Article L. 228-91 and seq. of the French Commercial Code, provided that the shares and other negotiable 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 and 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 per cent 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 seventeenth 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) the nominal amount of the share capital increases without

preferential subscription right that may be carried out pursuant to the 18th, 20th and 21st resolutions of this Meeting shall be deducted from this amount ;

- 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 and seq. of the French Commercial code and the usage by the Board of Directors of this delegation of authority:
    - 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. the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting; this restriction shall remain in effect until the end of the offer period;
  6. 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;
  7. resolves to cancel the preferential subscription rights of shareholders in respect of the securities that are the subject matter of this resolution;
  8. 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;
  9. 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;

**10.** 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 days on the regulated market of 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;

**11.** 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 negotiable 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 negotiable 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 negotiable 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;

**12.** 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.



**Twentieth resolution**

**Authorization for the Board of Directors 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 and 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



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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 per cent 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 seventeenth 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) the nominal amount of the share capital increases without preferential subscription rights that may be carried out under the 19<sup>th</sup>, 20<sup>th</sup> and 21<sup>st</sup> resolutions of this meeting, will be deducted from such amount;
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. the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting; this restriction shall remain in effect until the end of the offer period;
5. 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 negotiable securities giving access to the share capital, without preferential subscription rights, to pay for contributions in kind consisting of equity securities or negotiable securities giving access to the share capital;

6. sets the period of validity of the authorization granted pursuant to this resolution at twenty-six months from the date of this resolution.



## Twenty-first resolution

### Delegation to the Board of Directors of authority to increase the number of shares 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 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 seventeenth 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 eighteenth 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.
3. the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting; this restriction shall remain in effect until the end of the offer period;
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 to increase the number of shares to be issued in the event of a capital increase with or without preferential subscription rights.

This delegation is given for a period of twenty-six months with effect from the date of this resolution.



## Twenty-second resolution

### Delegation to the Board of Directors of authority 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/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 and article L. 3344-1 of the French Labour 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;
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 in paragraph 3 of the seventeenth resolution of this 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 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.



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## Twenty-third resolution

### Authorization given to the Board of Directors to grant free shares to the employees and executive officers of the Company and/or 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, authorizes the Board of Directors, with the power of sub-delegation as provided for in the applicable legal and regulatory provisions, pursuant to articles L. 225-197-1 and seq. of the French Commercial Code, to grant, on one or more occasions and according to its own decisions, existing free shares or newly-issued free shares, for a maximum proportion which shall in no event exceed 0,7% of the share capital as on the date of this Board of Directors, it being specified that this maximum amount does not take into account the number of shares to be issued, as the case may be, for the adjustments made to preserve the potential rights of the beneficiaries of free shares. Inside the aforementioned maximum amount, the total number of shares granted to the CEO in accordance with this authorization shall not represent more than 0,06% of the share capital on the date of this General Meeting.

The beneficiaries of the grants authorized in this resolution must be employees or executive officers of the Company and/or of companies or economic interest groups associated with it under the meaning of article L. 225-197-2 of the French Commercial Code, in France or outside of France, determined by the Board of Directors in accordance with articles L. 225-197-1 and seq. of the French Commercial Code. The vesting of shares at the end of the vesting period shall be subject to performance conditions set by the Board of Directors on operational and quantifiable criteria.

With regard to executive officers, the Board of Directors shall be able, within the limitations provided for by law, either to impose inalienability clauses on vested free shares prior to the beneficiary leaving its mandate, or determine a minimum number of vested free shares to keep under the registered form until the term of their mandate.

The General Meeting determines the minimum vesting period pursuant to which the shares granted to their beneficiaries shall vest as 1 year as from the date of their grant by the Board of Directors, and gives all powers to the Board of Directors to set, if applicable, a vesting period longer than 1 year, and/or set a holding period, it being specified that the combined total of the vesting and holding periods must be two years or longer. In case of disability of the beneficiary falling within the second or third categories of article L. 341-4 of the French Social Security Code, the vesting of the shares shall occur immediately, the shares becoming immediately freely transferable.

In case of death of the beneficiary, his heirs may request the vesting of the shares within six months from the death, the shares becoming immediately freely transferable.

This authorization entails an express waiver by the shareholders of their preferential subscription rights to the advantage of the beneficiaries of the shares to be issued by virtue of this authorization.

The General Meeting delegates all powers to the Board of Directors with the possibility of sub delegation within the conditions prescribed by applicable legal and regulatory provisions, to implement this authorization, within the limits and conditions here above specified, in order notably to:

- determine the categorie(s) of beneficiaries of the grant(s);
- determine the vesting period and the holding period, and if applicable,

modify these periods for any circumstance for which this resolution or the applicable regulation would allow such modification; determine the conditions and performance criteria for each grant;

- decide on the amount of the attribution(s), the dates and modalities of each, the date, even retroactive, when the issued shares shall give enjoyments rights; adjust, as the case may be, during the vesting period, the number of shares in relation to potential operations on the share capital or equity of the Company in order to protect the rights of the beneficiaries; acknowledge the completion of each increase in share capital up to the amount of the shares which shall effectively be subscribed, perform all resulting formalities and consequently amend the articles of association;
- on its own decision, after each increase, to attribute the costs of the capital increase to the relating premium and deduct the necessary amounts to increase the legal reserve to one tenth of the new share capital;
- more generally, to take all measures to perform the capital increase within the conditions as set forth by legal and regulatory provisions, conclude all agreements (notably with a view to ensuring the successful completion of the issue), request authorizations, carry out all formalities and do what is necessary to ensure the successful conclusion of the planned issues or to postpone the same, and notably to establish the capital increases resulting from every issue carried out by using this authorization, 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 authorization and to ensure the financial service for the shares in question at the exercise of the associated rights.

The General Meeting decides that this authorization shall be valid for a term of thirty-eight (38) months starting from this General Meeting; the delegations granted during the General Meeting of June 13th, 2014 in its 17th resolution is canceled as from today.



## Twenty-fourth resolution

### Review and approval of the draft of partial contribution of assets agreement (contribution agreement) between the Company and the company Equens S.E. (the "Agreement") and the contribution of the "Financial Processing & Software Licensing" business located in France (the "FPLiS Business"), including the part of the common administrative services as well as the functions "Customer Services" and "Technical Operation application level 2 support" related to this FPLiS Business operated by the Company, subject to the completion of the conditions precedent provided for in the Agreement, and approval of the valuation and remuneration of the contribution. Powers to the Board of Directors

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Agreement referring to a partial contribution of assets under the French spin-off legal regime (apport partiel d'actifs soumis au régime des scissions) pursuant to Articles L. 236-16 to L. 236-22 of the French Commercial Code, by the Company to the benefit of the company Equens S.E., a European company (societas europaea) governed by Dutch law, with a share capital of EUR 105,525,838, having its registered office at Eendrachtlaan 315, 3526 LB Utrecht, the Netherlands and

registered with the Dutch commercial registry under number 30220519 ("Equens"), by way of a transfer of a comprehensive and independent line of business "Financial Processing & Software Licensing" located in France (the "FPLiS Business"), including the part of the common administrative services as well as the "Customer Services" and "Technical Operation application level 2 support" functions related to this comprehensive and independent line of business FPLiS (the "**French FPLiS Activity**"), officially notes that pursuant to the Agreement:

(i) the Company contributes by way of partial contribution of assets to Equens its French FPLiS Activity;

(ii) the partial contribution of assets is governed by the French spin-off legal regime (apport partiel d'actifs soumis au régime des scissions) pursuant to Articles L. 236-16 to L. 236-22 of the French Commercial Code and shall result in the automatic transfer of assets and liabilities (transmission universelle de patrimoine);

(iii) the terms and conditions of the contribution of the French FPLiS Activity and its related remuneration have been established on the basis of (i) the valuation of the contributed assets and liabilities relating to the French FPLiS Activity as at the Final Completion Date provisionally estimated on the basis of accounts of the Company as of December 31st, 2015 and on the basis of (ii) the value of Equens as set forth in the Agreement;

(iv) the valuation of the contributed assets and liabilities relating to the French FPLiS Activity shall be based on of the book value. The Contributed Assets (as these words are defined in the Agreement) are valued at EUR 287,392,156 (real value), Equens assuming the Contributed Liabilities (as these words are defined in the Agreement) valued at EUR 41,791,510 (real value), i.e. a net contributed asset valued at EUR 245,600,646 (the "**Contributed Business**"), it being specified that the Company and Equens agreed that the amount of the Contribution mentioned above shall be submitted to an adjustment pursuant to the principles and procedures set out in Article 7 of the Agreement;

(v) following the exchange ratio determined according to the fair market value of the Contributed Business and of Equens pursuant to the method described in Schedule 6.1A of the Agreement, the Contribution shall be remunerated by the allotment to the Company of 81,790,973 new shares in the capital of Equens each with a nominal value of EUR 1, to be issued by Equens by way of share capital increase (the "**Issued Shares**") and by execution, at the Final Completion Date, of a notarial deed of issuance of shares, executed before Mr Bartholomeus Johannes Kuck, civil-law notary in Amsterdam, the Netherlands, or his deputy, successor or substitute, of Linklaters LLP in Amsterdam;

(vi) the difference between the real value of the Contribution, i.e. EUR 245,600,646 and the nominal value of the Issued Shares, ie EUR 81,790,973, shall constitute non-stipulated share premium (niet-bedongen agio) of an aggregate amount of EUR 163,809,673 (the "**Contribution Premium**"), which shall be added to the share premium reserves in the balance sheet of Equens;

(vii) the amount of the share capital increase mentioned above shall in no case be modified due to a potential adjustment;

(viii) subject to the satisfaction of all the Conditions Precedent provided for by Article 9 of the Agreement, the Contribution shall be become effective 12:00 pm (midnight) French time on the last calendar day of the calendar month during which the last Condition Precedent has been completed (or waived by the Parties) (the "**Final Completion Date**");

and after hearing of the Board of Directors' reports by the Company's and by Mr. Thierry Bellot, special auditor on the partial demerger, appointed by the President of the Tribunal of commerce of Pontoise through an order dated December 17, 2015, accepts and approve, subject to the completion of the conditions precedent provided for in the Agreement (unless they have been waived by the Company and Equens):

- all the provisions of the Agreement and its schedules;
- the Contribution as defined in the Agreement;
- the valuation of the contributed assets and liabilities relating to the French FPLiS Activity, being specified that the Contributed Assets (as this term is defined in the Agreement) are valued at EUR 287,392,156 (real value), Equens assuming the Contributed Liabilities (as this term is defined in the Agreement) valued at EUR 41,791,510 (real value), i.e. a net contributed asset valued at EUR 245,600,646,
- the remuneration of the allotment to the Company of 81,790,973 new shares in the capital of Equens each with a nominal value of EUR 1, to be issued by Equens by way of share capital increase; and
- the provisions of the Agreement relating to the adjustment of the amount of the Contribution.

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, delegates all its powers to the Board of Directors, with the option to subdelegate these powers to the Chief Executive Officer of the Company, in order to acknowledge the completion of all the conditions precedent provided for in Article 9 of the Agreement and the definitive completion of the Contribution.



## Twenty-fifth 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



## Charles Dehelly

Director

Number of shares  
**1**

Date of birth  
**October 19, 1950**

Nationality  
**French**

Date of appointment  
**April 30, 2014**

Term expires on  
**AGM ruling on the accounts of the 2015 financial year**



Proposal to renew Charles Dehelly as member of the Board of Directors

**Senior Executive Vice President of Atos SE coordinating Global Operations and TOP Program**

### Other directorships and positions as at December 31, 2015

- Member of the Supervisory Board of Atos Information Technology GmbH (Austria)
- President of the Supervisory Board of Atos IT Solutions and Services GmbH (Austria)
- Director, Atos International SA/NV, Bull
- Member of the Supervisory Board of Atos Information Technology GmbH (Germany)
- Member President of the Supervisory Board of Atos IT Solutions and Services GmbH (Germany)
- Managing Director of Canopy the Open Cloud Company Deutschland GmbH
- Member of the Supervisory Board of Atos Nederland BV
- Director of Canopy the Open Cloud Company Private Limited (Singapore)
- Director of Canopy the Open Cloud Company Limited (United Kingdom)
- Director of Canopy the Open Cloud Company USA Inc.

### Positions held during the last five years

None



**Charles Dehelly** began this career at the Thomson Group where in 1981 he was CEO of Home Appliance divisions and later CEO of Television division. Joining the Bull Group in 1992 as Group Chief Operating Officer, he returned to Thomson in 1998 as Chief Operating Officer then as Chief Executive Officer. In 2005 he became CEO of the Equant Group, then CEO of the Arjowiggins Group. He is Senior Executive Vice-President in charge of Global Operations (Consulting & Systems Integration, Managed Services, Cloud & Enterprise Software, Big Data & Cybersecurity), TOP Program, Global Purchasing and Geographic Business Unit.

## Michel-Alain Proch

Director

Number of shares

1

Date of birth

April 18, 1970

Nationality

French

Date of renewal

April 30, 2014

Term expires on

**GM ruling on the accounts of the 2015 financial year**



## Proposal to renew Michel-Alain Proch as member of the Board of Directors

### Senior Executive Vice President of Atos SE coordinating North American Operations, IT, Security

#### Other directorships and positions as at December 31, 2015

- President of Atos Investissement 20
- Director of Bull
- Director of BlueKiwi Software SAS
- Permanent representative of Atos International BV to the Board of Directors of Atos IT SAE
- Permanent representative of Atos SE to the Board of Directors of Worldline Participation 1

#### Director of :

- Affiliated Computer Services Ireland Limited
- XBS Disposition Subsidiary Philippines, Inc
- Canopy The Open Cloud Company Private Limited
- Anix Business Systems Limited
- Anix Computers Limited
- Anix Group Limited
- Anix Holdings Limited
- Atos Restaurant Technology Services UK Limited
- Blue River Systems Limited
- P.R. Systems limited
- Posetiv Limited
- Red Squared Limited
- Syan Holdings Limited
- Syan Technology Limited
- Vbhg Limited
- Affiliated Computer Services (Pty) Ltd
- Managing Director De Canopy The Open Cloud Company Deutschland GmbH
- CEO of Atos Origin Srl
- Director of Atos Qatar Llc

#### President of french head office :

- Atos Investissement 20 - Atos Israel
- Atos Investissement 20 (Puerto Rico branch), inc. D/b/a Atos Puerto Rico
- Director of Canopy The Open Cloud Company USA Inc.
- President du Conseil of Worldline Propco
- Supervisor of Atos Worldgrid Information Technology (Beijing) Co., Ltd.
- Supervisor RTS Information Consulting (Chengdu) Co. Ltd
- Supervisor bull information systems (beijing) Co. Ltd.
- Supervisor Bull Information Systems Ltd

#### Positions held during the last five years

- Director of Atos International BV
- Supervisor of Atos Covics Business Solutions LTD
- Supervisor of Atos Covics Business Solutions Co., Ltd. Guangzhou Branch
- Supervisor of Atos Information Technology (China) Co., Ltd.
- Supervisor of Atos Information Technology (China) Co., Ltd. Chengdu Branch
- Supervisor of Atos Information Technology (China) Co., Ltd. Nanjing Branch
- Supervisor Atos Information Technology (China) Co., Ltd. Shanghai Branch
- Director délégué, CEO of Atos International Competences & Alliances NV.
- Director délégué, CEO of Atos International SA/NV
- President of Atos Investissement 5
- President of Atos Investissement 10
- President of Atos Investissement 12
- President of Atos Investissement 19
- President of Atos Investissement 21
- President of Atos Investissement 22
- President of Atos Investissement 23
- President of Atos Participation 2
- Chairman of St Louis Re SA
- Permanent representative of Atos SE to the Board of directors of Diamis
- Supervisory board member at Atos Information Technology GmbH (Germany)
- Supervisory board member at Atos IT Solutions and Services GmbH (Germany)
- Supervisor of Atos Taiwan LTD
- Director of Atos Consulting Limited
- Director of Atos UK IT Holdings Limited
- Director of Canopy The Open Cloud Company Limited (Royaume-Uni)
- Director of Canopy The Open Cloud Company Private Limited
- Director of Worldline International (Hong Kong) Co. Ltd
- Director of Worldline International (Malaysia) Sdn. Bhd
- Director of Worldline IT and Payment Services (Singapore) PTE Ltd
- Supervisor of Worldline (China) Co. Ltd
- Supervisor of Worldline (Taiwan) Ltd

**Michel-Alain Proch**, 45, a graduate of Toulouse Business School started his career in 1991 at Deloitte & Touche, in the Audit division in Paris. He was later on transferred in Transaction Services based in London. In 1998, he joined Hermès, first as Director of Internal Audit, then as Group Financial Controller in charge of the Watch Division and Americas. He was promoted in 2002 Chief Financial Officer for the Americas, based in New York, supervising Finance, IT, Logistics and Store Planning. In 2006, he joined Atos as Senior Vice-President Internal Audit & Risk Management. He is appointed Group Chief Financial Officer in 2007, Executive Committee member. In 2009, he is promoted Executive Vice-President supervising Finance, IT & Processes, Real Estate, Pensions, Operational Risk Management, Bid Control and Security. In 2015 he becomes Senior Executive Vice-President and a member of the General Management Committee, next to Charles Dehelly and Gilles Grapinet and led by Thierry Breton, Chairman and CEO. Michel-Alain Proch is CEO North American Operations and in charge of coordinating Internal IT and Security.





# 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 2015 financial year



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

**Executive Vice-President Investor Relations & Financial Communication of Atos SE**

**Other directorships and positions as at December 31, 2015**

None

**Positions held during the last five years**

None



**Gilles Arditti** holds a master 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. Mr. Arditti was a member of the board of directors of Worldline Germany from 1993 to 2006.



## 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 2015 financial year**

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

### Head of Consulting & Systems Integration, Head of Cloud & Enterprise Software, Atos SE

#### Other directorships and positions as at December 31, 2015

- Director of Bluekiwi Software SAS
- Director of Canopy the Open Cloud Company Limited (United Kingdom)
- Director of Canopy the Open Cloud Company USA, Inc.

#### Positions held during the last five years

- Director and CEO of Atos IT Solutions and Services Limited (Ireland)
- Director and CEO of Atos IT Solutions and Services Limited (United Kingdom)
- 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

**Ursula Morgenstern** joined Atos in 2002 through the acquisition of KPMG Consulting. Before assuming the role of UK Chief Operating Officer earlier this year, from 2009 Ursula Morgenstern was Senior Vice-President responsible for Private Sector Markets, and from 2007 she was Senior Vice-President responsible for Systems Integration. Prior to that, she held a variety of roles in Systems Integration including management roles for sectors, custom practices, and package solution Business Units. Since September 2013, she is managing the Cloud & Enterprise Software Service Line and since July 2015 also the Consulting & Systems Integration Service Line.



# Additional information on candidates to the Board of Directors

**Luc Remont**  
**Director**  
Number of shares  
**1**  
Date of birth  
**September 7, 1969**  
Nationality  
**French**  
Date of appointment  
**June 13, 2014**  
Term expires on  
**AGM ruling on the accounts  
of the 2015 financial year**



Proposal to renew Luc Remont as member of the Board of Directors

**Chairman of the Board of Schneider Electric France**

**Other directorships and positions as at December 31, 2015**

- CEO of Schneider Electric France
- Director of DCNS

**Positions held during the last five years**

None



**Luc Remont** graduated from École Polytechnique and École Nationale Supérieure des Techniques Avancées (Ensta) and started his career in 1993 as an engineer at the French Ministry of Defense. From 1996 to 2007, he held several positions at the French Ministry of Economy, Finance and Industry. Initially, he was responsible for the French Treasury's relations with international development banks (including the World Bank and EBRD) before representing the French State's shareholding interests in transportation companies. From 2002 to 2007, he served as technical advisor and then deputy chief of staff of the Minister of Finance. In 2007, he joined Merrill Lynch Investment Banking (which he recently left), where he was head of Bank of America Merrill Lynch Corporate and Investment Banking for France beginning in 2009. In April 2014, he joined Schneider Electric, where he serves as President of Schneider Electric France since July 2014.



# 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 **THURSDAY MAY 26<sup>th</sup>, 2016**

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 26, 2016 as provided for by Article R. 225-83 of the French Commercial Code.

Signed in ....., on ..... 2016

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 1.22 billion euros revenues in 2015. 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)



## Worldline Headquarters

River Ouest  
80, quai Voltaire  
95877 Bezons Cedex  
Tél. : +33 1 73 26 00 00

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

