



convening notice

2017
Combined
General
Meeting

The Shareholders of Worldline

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

On Wednesday May 24th, 2017

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 90,077,530.08

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. 225-731 of the French Commercial Code shall be available on the Company's Website: worldline.com, "Investor" section, as per applicable legal and regulatory provisions.

worldline
e-payment services

●●●●● an atos company



Overview

2	MESSAGE FROM THE CHAIRMAN Thierry Breton Worldline Chairman of the Board
3	THE WORLDLINE GROUP Gilles Grapinet Worldline CEO
4	GENERAL PRESENTATION
6	THE BOARD OF DIRECTORS
6	AGENDA
7	HOW TO PARTICIPATE TO OUR GENERAL MEETING?
12	REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS SUBMITTED TO THE GENERAL MEETING
24	REPORT OF THE BOARD OF DIRECTORS MADE PURSUANT TO ARTICLE L.225-37-2 OF THE FRENCH COMMERCIAL CODE
28	DRAFT RESOLUTIONS
41	ADDITIONAL INFORMATION ON CANDIDATES TO THE BOARD OF DIRECTORS
47	REQUEST FOR DOCUMENTS AND INFORMATION



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 Wednesday May 24, 2017 at 10 am at the company's registered offices, in the auditorium, River Ouest, 80 quai Voltaire, 95870 Bezons.

Worldline met all its objectives for the year 2016, which allows starting 2017 on a solid basis. During this General Meeting, you will be presented with the activity report of the Group for the financial year 2016, and asked to approve in particular the 2016 financial statements, as well as the renewal of certain Directors and authorization usually granted to your Board of Directors.

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 2016 a successful year for the Group?

The year saw a remarkably successful implementation of the strategy we announced when Worldline became a listed company. Our thorough planning and forecast materialized in all areas perfectly with a solid acceleration of our organic growth, profitability and free cash flow. Beyond a robust organic performance, Worldline also reinforced remarkably in 2016 the solidity of its positioning in the face of the new challenges confronting European banks and merchants with the merger with Equens and the acquisitions of PaySquare and KB SmartPay. Big changes are under way in the European payments landscape, with EU regulations capping interchange fees for card-based payments and the PSD2 directive mandating banks to grant access to customers' accounts to third parties. At the same time, projects around Instant Payments are gaining momentum. In particular, the skills brought by Equens in mass and non-card payments, especially, have helped put us in an enviable position to reap the benefits of the opportunities these changes bring.

What were the main factors that contributed to this success?

We reached a first fundamental milestone in our ambition of being the natural leader of the consolidation of Europe's payments industry, with the integration of Equens into Worldline, the acquisition of PaySquare, Equens' Commercial Acquiring arm, and the signature of an important agreement with the Czech bank Komerční banka (KB, a subsidiary of the Société Générale group). Creating equensWorldline made us the European leader in Financial Processing. These events represent a most impressive start for the acquisition and integration pillar of our multi-year strategy. Equens and PaySquare joined us in September 2016 increasing the size of our payment businesses by around 40 percent. As the mergers were well prepared, the fourth quarter of 2016 was remarkable, both in the immediate contribution of the new companies to our results and in the success of the initial integration effort. All our enlarged teams recognize that this strategic move makes total sense for Worldline at this time.

What are the priorities for 2017?

This is, of course, the first full year of solidifying the benefits we will derive from this broadening of our size and scope. We have started to execute rigorously the integration process, notably with a detailed and solid integration plan for equensWorldline, so it can contribute optimally to the planned acceleration of our performance in 2017. Plainly, we will be doing everything to strengthen our power to respond to the numerous opportunities created by the regulatory changes, PSD2, Instant Payments and the digital transformation in general. This means taking advantage of our reinforced portfolio of products, new-found synergies and economies of scale, to offer our customers market-leading efficiency, solidity and security, enhanced innovative capacity and highly-competitive prices. Being an active contributor to the consolidation of our industry remains our underlying drive, since the European payments industry is still very fragmented.



Has the strategy of the Group evolved?

In November, we announced a new 3-year business plan for 2017 to 2019, with ambitious targets which are materializing the planned increase of the company's profitable growth and free cash flow, which will progressively reflect the powerful derived synergies.

How can you sum up the Group's prospects?

Worldline's growth perspectives are vast, based on the ongoing dematerialization trend of payments and, indeed, on dematerialization and the Internet of Things in general, which are happening in many sectors beyond that of payments. We either can or do serve all these areas, including those of transport ticketing, connected objects, government e-collection and healthcare-system management, for example, employing the very same expertise used for electronic processing of financial transactions. In this context, our 3-year plan will take Worldline to a further level of operational performance, involving all the company's value creation levers. Clearly, the company has already demonstrated a capacity to transform positively its presence, operating model, size, geographical reach, industrial capacity and economic power, through a robust execution of our strategic actions. We will pursue doing so and, all in all, our future looks like an exciting one!

Gilles Grapinet
Worldline CEO



General presentation

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, Mobility & e-Transactional Services, Financial Services including equensWorldline. Worldline employs more than 8,700 people worldwide, with estimated revenue of circa 1.5 billion euros on a yearly basis. Worldline is an Atos company.



In 2016,
the Group
generated:

Total revenue
€1,309 million.

OMDA
€259 million.

Net income
group share
€144 million.

Free cash flow
€140 million.



Employees
worldwide

Countries

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



Merchant Services

€ 440 million
2016 Annual Revenue

Energizing commerce with advanced payment services

Merchants increasingly focus on optimizing the consumer's digital experience through simplicity, efficiency, naturalness and security. A European leader in end-to-end payments and transactional services, Worldline enables merchants to leverage innovation to enhance the consumer experience through our Merchant Services business. We help merchants grow sales by enabling them to engage consumers through leading edge, seamless services - before, during and after the point of sale. MS&T designs, implements and provides day-to-day management of services solutions.

Worldline MS&T's offers include commercial acquiring, multi-channel payment acceptance, terminals, private label cards & loyalty services and e-commerce & m-commerce applications. In 2015, Worldline started to build a partnership with Komerční Banka (KB), a leading bank in the Czech Republic, to provide Merchant Acquiring and Payment Processing services to retailers, under the name of KB SmartPay. With the 2016 addition of Equens' commercial acquiring subsidiary, PaySquare, Worldline further consolidated the European payments market and reinforced its services offering to merchants.



Financial Services

€ 500 million
2016 Annual Revenue

Consolidating payment processing in Europe

Banks and financial institutions rely on Worldline's expertise to manage their card-based and online cashless payments and those of their customers. Worldline also helps customers anticipate regulatory changes, benefit from transformative technologies, optimize processes and mine data.

Worldline Financial Services activities provide end-to-end payment processing as well as software licensing that complies with the most stringent international requirements.

As Europe's largest payments industry company, Worldline continues to drive the consolidation of payment processing in the Eurozone. By providing more secured, cost-effective and innovative payment systems and facilitating the fluid circulation of money, Worldline is helping to build the infrastructure needed for Europe to realize its full economic potential. In 2016 the creation of equensWorldline marks a major step toward achieving this key strategic goal.



Mobility & e-Transactional Services

€ 369 million
2016 Annual Revenue

Enabling digital transformation

As the digital revolution redefines our world, business and government customers seek expertise to help harness technologies and take advantage of unprecedented opportunities to do more and better with less.

Through its Mobility & e-Transactional Services business, Worldline supports the strategic digital transformation of customers, opening new vistas in areas like connected living solutions, e-ticketing systems and Cloud-based contact and consumer solutions.

By leveraging its experience across multiple sectors, Worldline creates innovative, contextual digital products to accelerate business innovation. Its innovations also help companies, governments and healthcare services to become paper-free and connected, improving operational efficiency.



The Board of Directors

Thierry Breton	Chairman of the Board, Worldline Chairman of the Board and Chief Executive Officer, Atos SE
Gilles Grapinet	Chief Executive Officer of Worldline Senior Executive Vice President of Atos SE coordinating Global Functions
Gilles Arditti	Executive Vice-President Investor Relations & Financial Communication of Atos SE
Aldo Cardoso*	Director of companies
Sophie Houssiaux	Head of Research and Development, Atos Big Data & Security
Danielle Lagarde	Chief Human Resources Officer EMEA of Jones Lang Lasalle
Ursula Morgenstern	Executive Vice-President, Head of Business & Platform Solutions, Atos SE
Luc Rémont*	Executive Vice President, International Operations, Schneider Electric Group
Susan Tolson*	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 31st, 2016
- **Approval of the consolidated accounts** for the financial year ending December 31st, 2016
- **Allocation of the net income for the financial year ending** December 31st, 2016
- **Approval of an overall amount of annual Directors' fees**
- **Renewal of Mr. Thierry Breton** as member of the Board of Directors
- **Renewal of Mr. Gilles Grapinet** as member of the Board of Directors
- **Renewal of Ms. Susan M. Tolson** as member of the Board of Directors
- **Renewal of Mr. Aldo Cardoso** as member of the Board of Directors
- **Ratification of the co-opting of Ms. Sophie Houssiaux** as member of the Board of Directors in replacement of Mr. Charles Dehelly
- **Ratification of the co-opting of Ms. Danielle Lagarde** as member of the Board of Directors in replacement of Mr. Michel Alain Proch
- **Approval of the special report of the auditors** regarding the agreements and commitments referred to in articles L. 225-38 et seq. of the Commercial Code
- **Opinion vote on the elements of compensation due or granted to Mr. Gilles Grapinet, Chief Executive Officer, for the financial year ending December 31st, 2016**

- **Approval of the features and criteria for setting, allocating, and granting, the fixed, variable, long-term and exceptional elements of compensation of the 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 treasury 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 given to the Board of Directors** to grant free shares to the employees and executive officers of the Company and/or its affiliated companies
- **Powers**



How to participate to our 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 22, 2017, 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 22, 2017, 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 to our 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, 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, 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 on May 19, 2017.

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 des 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 on May 19, 2017.

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 to our General Meeting?

To attend the General Meeting personally: tick here

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

worldline
e-payment services

Société anonyme au capital de 90 077 530, 08 €
 Siège social : River Ouest - 80 Quai Voltaire
 95870 BEZONS
 378 901 946 R.C.S. Pontoise

ASSEMBLÉE GÉNÉRALE MIXTE DU 24 MAI 2017
A 10 heures au siège social - Auditorium
COMBINED GENERAL MEETING OF MAY 24th, 2017
At 10 a.m. at the registered offices - Auditorium

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

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

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

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci la case correspondante et/ou lesquels je vote NON ou je m'abstiens.
 Note 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 Directoire ou la Gérance, je vote en noircissant comme ceci la case correspondante 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
A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
B	<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"/>
C	<input checked="" 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	<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"/>
E	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
F	<input type="checkbox"/>	<input type="checkbox"/>	<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"/>
G	<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"/>
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"/>

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. / M. 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 (les modifications de ces informations doivent être adressées à l'établissement concerné)
 Surname, first name, address of the shareholder (change regarding this information have to be sent to the relevant institution, no change can be made using this proxy form). See reverse (4)

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

H

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 second 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 second 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 day prior to the date of the General Meeting, i.e. on May 18, 2017:

- 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.

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: worldline.com, in the "Investors" section.

D

How do you come to the General Meeting?

The Combined General Meeting of May 24, 2017 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 Atos 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 7:45 am and then every 10 minutes until 9:40 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.

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 31st, 2016

1st and 2nd resolutions

We request you to approve the Company and consolidated accounts for the financial year ending December 31st, 2016. The management report on the 2016 financial year is included in the Registration Document (*document de référence*) of the Company.

Allocation of the result for the financial year ending December 31st, 2016

3rd resolution

In the scope of the third resolution, we propose you, after having noticed the below mentioned total of distributable amounts to allocate net income for the financial year to the legal reserve for an amount of EUR 683,444.90 and the balance to the retained earnings.

In euros

Net income	237,133,384.47
Issue premiums	248,698,467.86
Retained earnings	5,656,666.16
Total distributable amount	491,488,518.49

Equity capital after allocation of 2016 income

Capital	89,995,957.28
Issue premiums	248,698,467.86
Legal reserve	8,999,595.73
Retained earnings	242,106,605.73
Total	589,800,626.60

It is proposed not to distribute any dividend to shareholders.

For the record, the following dividends were paid in the three financial years preceding the 2016 financial year:

Financial year	Number of remunerated shares ⁽¹⁾	Dividend per share (in €)	Total (in €)
2015	0	0	0
2014	0	0	0
2013	11,621,805	3.88	45,092,603.40

⁽¹⁾ 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

4th resolution

We request you to approve for the financial year 2017, 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

5th, 6th, 7th and 8th resolutions

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

- for a period of two (2) years:
 - **Ms. Susan M. Tolson** (independent Director, member of the Audit Committee and the Nomination and Remuneration Committee)
- for a period of three (3) years:
 - **Mr. Thierry Breton** (Chairman of the Board of Directors)
 - **Mr. Gilles Grapinet** (Chief Executive Officer)
 - **Mr. Aldo Cardoso** (independent Director, Chairman of the Audit Committee)

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

.....

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

Ratification of the co-opting of two Directors

9th and 10th resolutions

The Board of Directors proposes to you, pursuant to the ninth and tenth resolutions, to ratify the co-opting made by the Board of Directors during its meeting held on December 12th, 2016 of Ms. Sophie Houssiaux, as Director of the Company, to replace Mr. Charles Dehelly, having resigned, and of Ms. Danielle Lagarde, as Director of the Company, to replace Mr. Michel Alain Proch, having resigned, for the remaining period of their respective predecessor's term, i.e. one year. These appointments allowed for the strengthening of the proportion of women on the Board of Directors, while diversifying the profiles of Directors. Ms. Houssiaux and Ms. Lagarde, who possess knowledge of the strategic challenges of the Group, bring new skills, being respectively research and development engineer and human resources manager.

Additional information on Ms. Houssiaux and Ms. Lagarde can be found in this brochure, on pages 45 and 46.

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

11th resolution

The Board of Directors requests you, under the eleventh resolution, to approve the statutory auditors' report on related-parties agreements, which does not indicate any new agreements approved by the Board of Directors and entered into during the financial year 2016.

Opinion vote on the elements of compensation due or granted to Mr. Gilles Grapinet, Chief Executive Officer, for the financial year ending December 31st, 2016

12th resolution

Under the twelfth resolution, you are requested, in accordance with the recommendation of paragraph 26.2 of the AFEP-MEDEF Corporate Governance Code for listed companies of November 2016 (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 granted for the financial year ending December 31st, 2016 to Mr. Gilles Grapinet, in his capacity of Chief Executive Officer, as described in the company's 2016 Registration Document, Section 211.2.2.

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 together with the performance criteria that contribute to the determination of this amount;
- extraordinary compensation;
- stock options, performance shares, and multi-annual variable compensation plans, together with the performance criteria used to determine these compensation components;
- 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 since 2014.

The following elements of the compensation due or awarded to Mr. Gilles Grapinet in his capacity of Chief Executive Officer, related to the 2016 financial year by the Board of Directors, upon the proposal of the Nomination and Remuneration Committee, are submitted to the shareholders' opinion vote at the Annual General Meeting.



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

Elements of the compensation due or granted to Mr. Gilles Grapinet, Worldline's Chief Executive Officer, related the financial year 2016, submitted to the shareholders' vote

Compensation Components	Amounts	Comments
Fixed compensation	€ 400,000 on an annual basis	<p>Mr. Gilles Grapinet was appointed Chief Executive Officer on April 30, 2014, the date on which the Company was converted into a limited liability corporation ("<i>société anonyme</i>"), 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 mandate as Chief Executive Officer 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>
Variable compensation	<p>€ 440,960 paid in 2016 (110.2% of the annual on-target bonus) corresponding to H2 2015 and H1 2016.</p> <p>€ 436,560 due in 2016 (109.1% of the annual on-target bonus) corresponding to H1 and H2 2016.</p>	<p>Mr. Gilles Grapinet's variable compensation in his capacity as the Company's Chief Executive Officer is determined in accordance with the decision of the Company's Board of Directors upon proposal of the Nomination and Remuneration Committee. It is based on the compensation criteria established by the Board of Directors. Such criteria are based exclusively on the Company's achievement of specific performance objectives.</p> <p>The variable part is subject to performance conditions and can vary between 0% and 130% of the fixed compensation, according to the level of achievement of criteria exclusively quantitative, with a target bonus at 100% of the fixed compensation i.e. € 400,000. The variable compensation of the Chief Executive Officer is conditional, based on clear and demanding operating performance criteria exclusively related to quantitative and financial objectives. The objectives are fully aligned with the Worldline ambitions, as they are regularly presented to the shareholders.</p> <p>In 2016, the nature and weighting of each indicator of the variable on-target bonus of the Chief Executive Officer are the following:</p> <ul style="list-style-type: none"> • Worldline Group External Revenue (40%) • Worldline Group Operating Margin before Depreciation and Amortization (30%) • Worldline Group Free Cash Flow (30%). <p>In order to monitor Company performance more closely and establish a proactive way to support its strategic plan, the performance objectives for the Chief Executive Officer are set and reviewed on a half-year basis by the Board of Directors upon recommendation of the Nomination and Remuneration Committee. Thus, the objectives for the first-half of the year are set on the basis of the Company's budget approved by the Board of Directors in December and the objectives for the second-half of the year on the basis of the "Full Year Forecast 2" approved in July by the Board of Directors.</p> <p>Achievement of the performance criteria and the resulting variable compensation amount have been validated by the Board of Directors during the meetings held on July 25, 2016 and February 20, 2017: for the first semester of 2016, the variable bonus of Mr. Gilles Grapinet, Chief Executive Officer, stood at € 234,760 (117,4% of the semester on-target bonus), and at € 201,800 (100,9% of the semester on-target bonus) for the second semester of 2016.</p>

.....

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

Compensation Components	Amounts	Comments																												
		<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th colspan="2"></th> <th colspan="2" style="background-color: #D3D3D3;">2016</th> </tr> <tr> <th colspan="2"></th> <th style="background-color: #D3D3D3;">First-half</th> <th style="background-color: #D3D3D3;">Second-half</th> </tr> <tr> <th style="background-color: #D3D3D3;">Indicators</th> <th style="background-color: #D3D3D3;">Weight</th> <th style="background-color: #D3D3D3;">Payout*</th> <th style="background-color: #D3D3D3;">Payout*</th> </tr> </thead> <tbody> <tr> <td>Worldline Revenue Growth</td> <td>40%</td> <td>>100%</td> <td><100%</td> </tr> <tr> <td>Worldline OMDA</td> <td>30%</td> <td><100%</td> <td>>100%</td> </tr> <tr> <td>Worldline Free Cash Flow (1)</td> <td>30%</td> <td>>100%</td> <td>>100%</td> </tr> <tr> <td>Payout in % of the semester on-target bonus</td> <td></td> <td>117.4%</td> <td>100.9%</td> </tr> </tbody> </table> <p style="margin-left: 40px;"><i>* on the basis of the elasticity curve capped at 130%</i></p> <p style="margin-left: 40px;"><i>(1) Free Cash Flow, before dividends and income generated from acquisition/disposals</i></p>			2016				First-half	Second-half	Indicators	Weight	Payout*	Payout*	Worldline Revenue Growth	40%	>100%	<100%	Worldline OMDA	30%	<100%	>100%	Worldline Free Cash Flow (1)	30%	>100%	>100%	Payout in % of the semester on-target bonus		117.4%	100.9%
		2016																												
		First-half	Second-half																											
Indicators	Weight	Payout*	Payout*																											
Worldline Revenue Growth	40%	>100%	<100%																											
Worldline OMDA	30%	<100%	>100%																											
Worldline Free Cash Flow (1)	30%	>100%	>100%																											
Payout in % of the semester on-target bonus		117.4%	100.9%																											
Fringe benefits	€ 2,583 (2/3 of total paid in 2016)	Mr. Gilles Grapinet, Chief Executive Officer, has a company car.																												
Extraordinary compensation	N/A	For the year 2016, there is no extraordinary compensation due to Mr. Gilles Grapinet, Chief Executive Officer.																												
Severance Pay	N/A	There is no severance pay of any kind (golden parachutes, non-compete clauses etc.).																												
Multiannual variable compensation	N/A	Mr. Gilles Grapinet, Chief Executive Officer, receives no variable multiannual compensation.																												
Director's fees	N/A	Mr. Gilles Grapinet does not receive directors' fees in his capacity as a member of the Board of Directors.																												
Grant of Stock Options	N/A	During 2016, Gilles Grapinet, Chief Executive Officer, received no Stock-Options of the company.																												



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

Compensation Components	Amounts	Comments
<p>Grant of Performance Free Shares</p>	<p>Grant of 38,000 Performance Free Shares on 25 July 2016 (taking into account a multiplier coefficient of 100%) Performance Free Shares valuation (based on the grant of 38,000 shares)</p> <p>€ 646,643 Performance Free Shares valuation method according to the IFRS 2 method recognized by the consolidated accounts of the company.</p>	<p>In connection with the authorization granted, for thirty-eight months, by the Combined General Meeting of May 26, 2016 (twenty-third resolution), the Board of Directors, during its meeting held on July 25, 2016, and upon the recommendation of the Nomination and Remuneration Committee, allocated 38,000 performance shares (taking into account the application of a multiplier coefficient of 100%) to the Worldline Chief Executive Officer. This amount takes into account the recommendations of the AFEP-MEDEF Corporate Governance Code with respect to the Chief Executive Officer.</p> <p>Those shares are valued at € 646,643 according to the IFRS 2 method recognized by the consolidated accounts of the Company.</p> <p>In its analysis, the Board of Directors, upon the recommendation of the Nomination and Remuneration Committee, considered the following elements:</p> <ul style="list-style-type: none"> • the allocation of a theoretical maximum of 43,700 performance shares to the Chief Executive Officer (taking into account an over-performance and the application of a multiplier coefficient of maximum 115%); • the principle and additional requirement to adjust the definitive attribution of the number of performance shares to the Chief Executive Officer, relating to a possible over-performance through the application of a multiplier coefficient of maximum 115% resulting from such over-performance, and this in compliance with the threshold of a compensation in shares of 45% of his total annual compensation (even in the most favorable case); • the conservation obligation, for the duration of his mandate, of 15% of performance shares allocated to him will also apply to the Chief Executive Officer; • Will also apply the prohibition to conclude any financial hedging instruments over the shares being the subject of the award during the whole duration of the mandate of the Chief Executive Officer. <p>On top of a condition of attendance during the acquisition period, the allocation of performance shares is also subject to the achievement of the following internal and external performance conditions, calculated for the two years 2016 and 2017:</p> <p>Internal Performance Conditions:</p> <p>For each year 2016 and 2017, at least 2 of 3 internal performance criteria must be met. If one criterion is not met, this criterion becomes compulsory for the following year.</p> <ul style="list-style-type: none"> • WL Group Free Cash Flow before acquisition/disposal and variation of equity and dividends (above or equal to 85% of the amount disclosed in the Group Budget for the concerned year, or, above or equal to the previous year's results + 10%), • WL Group Operating Margin Before Depreciation and Amortization (above or equal to 85% of the amount disclosed in the Group Budget for the concerned year, or, above or equal to the previous year's results + 10%), • WL Group Revenue (Revenue Growth Rate as mentioned in the Company's Budget for the year minus a percentage decided by the Board of Directors or + 5% per reference to the Group Growth targets). <p>External Performance Conditions:</p> <p>For each year 2016 and 2017, at least 2 of 3 performance criteria must be met (or maintained if already at the highest level):</p> <ul style="list-style-type: none"> • The Worldline Group gets the GRI G4 rating "Comprehensive" (or its equivalent if, during the plan, the terminology to define the highest achievable level is modified); • The Worldline Group gets the Eco Vadis CSR rating "Gold" (or its equivalent if, during the plan, the terminology to define the highest achievable level is modified); • The Worldline Group gets the GAIA Index Certification general rating equal or above 70% (or its equivalent if, during the plan, this terminology is modified). <p>Subject to the achievement of the performance conditions of the plan and the condition of attendance, the definitive allocation of shares will vary between 85% and 115% of the number of performance shares communicated to the beneficiaries in the letter of grant, respectively in case of under-performance or over-performance of the Worldline Group in 2016 and 2017 compared to the objectives defined by the Board of Directors.</p> <p>The Worldline Chief Executive Officer is a Plan France beneficiary. According to this Plan, eneficiaries of performance shares will definitively acquire the shares on 25 July 2018, subject to achieving the performance conditions and the aforementioned condition of attendance until 25 July 2018; the beneficiaries will also be required to retain the shares thus acquired for a period of one year following this date.</p>

•••••

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

Compensation Components	Amounts	Comments
Defined Benefit Supplementary Pension scheme	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>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 as set annually by the Atos SE Board of Directors.</p> <p>Change of the terms and conditions for determining the amount of the pension supplement</p> <p>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.</p> <p>For the assessment of this reference compensation, only the followings are taken into account:</p> <ul style="list-style-type: none"> • the basic compensation; • 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. <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 Atos SE Board of Directors are achieved.</p> <p>Cap on the pension supplement</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"> • 33% of the reference compensation above mentioned; and • the annual amount of the basic, complementary and supplementary pensions. <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 Chief Executive Officer and up to two thirds limit).</p>



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

Approval of the features and criteria for setting, allocating, and granting, the fixed, variable, long-term and exceptional elements of compensation of the Chief Executive Officer

13th resolution

Under the thirteenth resolution, you are requested, pursuant to Article L.225-37-2 of the French Commercial Code, to approve the features and criteria for setting, allocating, and granting the fixed, variable, long-term and exceptional elements making up the total compensation and all fringe benefits which may be allocated to the Worldline Chief Executive Officer, by reason of his office, for the 2017 financial year and constituting the remuneration policy concerning this function.

These features and criteria, related by the Board of Directors upon the proposal of the Nomination and Remuneration Committee, are presented in the specific report referred into the abovementioned article as attached to the present brochure and in Section 21.1.2.3 of the 2016 Registration Document (*document de référence*).

In accordance to Article L.225-100 of the French Commercial Code, the amounts resulting from the implementation of these features and criteria will be submitted to the General Meeting for approval during the General Meeting convened to approve the financial statements for the financial year ending in 2017.

We request you to approve these features and criteria as described in this report.

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

14th resolution

We request that you renew, for a duration of eighteen (18) months, in favour 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 EUR 43.50 per share (excluding fees); the maximum amount of the funds assigned to the buy-back program shall be EUR 575 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 26, 2016 pursuant to its 14th resolution.

Extraordinary items

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

15th 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 15th resolution of the Combined General Meeting of May 26, 2016.

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

16th 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 € 500 million, it being specified that this maximum amount is autonomous and would not count towards the global ceiling provided for in paragraph 2 of the 17th resolution of this General Meeting.

Unless the Board of Directors obtains prior authorization from the 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 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 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

17th 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 by public offering, 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.

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 18th, 19th, 20th, 21st and 22nd 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 to 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 16th and 23rd 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.

Unless the Board of Directors obtains prior authorization from the 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 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.



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

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

18th 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 through public offerings, 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 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 17th resolution of this General Meeting or the global ceiling of any future similar resolution and (ii) this amount would count towards all share capital increases without preferential subscription right which may be led pursuant to the 19th, 20th and 21st 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 General 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.

Unless the Board of Directors obtains prior authorization from the 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 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

19th 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

.....

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

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 General 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 issuance date; 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.

Unless the Board of Directors obtains prior authorization from the 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 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

20th resolution

You are being asked to renew, for a period of twenty-six (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 by any means, immediate or deferred, to ordinary shares in existence or to be issued by the Company as consideration for contributions in kind to the Company consisting of equity securities or securities giving access to the share capital.

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 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 rights that may be carried out under the 18th, 19th and 21st resolutions of this General Meeting, will be deducted from such amount.

Unless the Board of Directors obtains prior authorization from the 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 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.



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

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

21st 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 twenty-six (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 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 17th 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 18th resolution of this General Meeting.

Unless the Board of Directors obtains prior authorization from the 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 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 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

22nd 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 access, 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 French Commercial Code and L.3344-1 of the French Labour 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 2 of the 17th resolution of this General Meeting and is set without taking account of the nominal amount of the shares or other capital securities to potentially issue 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 26, 2016 under the 22nd 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 French Labour 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.

It is also specified that the Board of Directors, pursuant to article L.3332-21 of the French Labour 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 counter value, 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 given to the Board of Directors to grant free shares to the employees and executive officers of the Company and/or its affiliated companies

23rd 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 favour of employees or executive officers of the Company and/or of companies affiliated to it.

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

The features of the performance shares allocation plan are as follows:

A. Condition of attendance

Subject to certain exceptions provided for in the plan (such as for instance death or incapacity), the allocation of performance shares is conditioned on the preservation of employee or corporate officer status of the Worldline Group or of Atos SE or of any company affiliated with Atos SE, by the beneficiary during the vesting period (section below) in accordance with article L. 225-180 of the French Commercial Code.

B. Performance condition

The allocation of performance shares is also subject to the achievement of the following internal and external performance conditions, calculated for the three years 2017, 2018 and 2019.

Internal performance conditions

For each year 2017, 2018 and 2019, at least 2 out of 3 internal performance criteria must be met. If one criterion is not met, this criterion becomes compulsory for the following year:

• Performance condition n° 1

The amount of the Worldline Group Free Cash Flow, before dividends and income generated from acquisitions/disposals in the relevant year, is at least equal to one of the following two amounts:

- 85 % of the Worldline Group Free Cash Flow set forth, before dividends and income generated from acquisitions/disposals in the budget of the Company for the relevant year; or
- the Worldline Group Free Cash Flow before dividends and income generated from acquisitions/disposals recorded in the previous year increased by 10 %.

• Performance condition n° 2

The Group Operating Margin before Depreciation and Amortization of the Worldline Group in the relevant year is at least equal to one of the following two amounts:

- 85 % of the Worldline Group Operating Margin before Depreciation and Amortization disclosed in the budget of the Company for the relevant year; or
- the Worldline Group Operating Margin before Depreciation and Amortization recorded in the previous year increased by 10 %.

• Performance condition n° 3

The Worldline Group Revenue Growth for 2017*, 2018 and 2019 is at least equal to one of the following two amounts:

- the growth rate set forth in the Company's budget minus a percentage decided by the Board of Directors; or
- +5% growth rate in reference to the growth targets of the Company.

(* For 2017, the percentage disclosed in the budget is the "Full Year Forecast 2".

The indicators of Performance Conditions n°1, n°2 and n°3 will be calculated at constant currency exchange rates and consolidation scope.

External performance conditions

For each year 2017, 2018 and 2019, at least 2 out of 3 performance criteria must be met (or maintained if already at the highest level):

• Performance condition n° 1

The Worldline Group gets the GRI G4 rating "Comprehensive" (or its equivalent if, during the plan, the terminology to define the highest achievable level is modified);

• Performance condition n° 2

The Worldline Group gets the Eco Vadis CSR rating "Gold" (or its equivalent if, during the plan, the terminology to define the highest achievable level is modified);

• Performance condition n° 3

The Worldline Group gets the GAIA Index Certification general rating equal or above 70% (or its equivalent if, during the plan, this terminology is modified).

Subject to the presence and performance conditions of the plan being achieved, the definitive allocation of performance shares may vary between 85% and 115% of the number of performance shares communicated to the Beneficiaries in the letter of grant, in case of, respectively, under-performance or over-performance of the Worldline Group in 2017, 2018 and 2019 compared to objectives defined by the Board of Directors.

C. Vesting and holding periods

Beneficiaries of performance shares will definitively acquire the performance shares allocated to them 3 years after the grant date, subject to achieving the above performance conditions and the aforementioned condition of attendance until the vesting date. The shares thus acquired will not be subject to any holding obligation and will be immediately available for sale by their beneficiaries, in compliance with the « closed periods » as set by the Company according to the Guide for the Prevention of Insider Trading, with the exception of the shares allocated to the Chief Executive Officer, who has an obligation to keep a certain number of vested performance shares to be determined for the entire duration of his term of office.

The maximum number of shares to be allotted pursuant to the requested delegation cannot exceed 0.5% of the share capital 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 0.05% 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 Meeting of May 26th, 2016 in its 23rd resolution would be canceled as from the date of this General Meeting up to their unused portion.

Powers

24th resolution

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



Report of the Board of Directors made pursuant to article L.225-37-2 of the French Commercial Code

Pursuant to the provisions of the law n° 2016-1691 dated December 9, 2016, the so-called "Sapin 2" law, a resolution including the principles and criteria for setting, allocating, and granting the fixed, variable, and exceptional elements making up the total compensation and all fringe benefits of the Chief Executive Officer due to his mandate and underpinning the remuneration policy that is relevant to him in 2017, must be submitted to the shareholders' vote, during the Annual General Meeting which will be held on May 24, 2017 (13th resolution).

Principles of the compensation of the Chief Executive Officer

Mr. Gilles Grapinet's compensation is determined pursuant to his employment agreement with Atos International SAS, a subsidiary of Atos SE, for an unlimited duration. This employment agreement remains in effect after the listing of the Company's shares on Euronext Paris. The portion of his fixed compensation relating to his office as Chief Executive Officer 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.

During its meeting held on July 28th, 2014, the Board of Directors adopted the terms and conditions of Mr. Gilles Grapinet's compensation in relation to his functions as Chief Executive Officer of the Company.

Pursuant to article L. 225-38 of the French Commercial Code, the Board of Directors of the Company authorized, after review by the Nomination and Compensation Committee, the signing of a service agreement between Atos International and the Company in order to recharge the portion of Mr. Gilles Grapinet's compensation related to his functions as Worldline Chief Executive Officer, under the following conditions:

- Recharging of two-thirds of Mr. Gilles Grapinet's annual fixed base compensation;
- Recharging of the variable part of his compensation relating to Worldline financial performance, which will be paid upon decision of Worldline Board of Directors (depending on the achievement of targets which it determines in advance);
- Recharging of expenses incurred in the interest of Worldline (two-thirds of costs related to his workplace and other expenses);
- Recharging of two-thirds of benefits in kind granted to Mr. Gilles Grapinet (company car pursuant to the Atos Group policy, and employee benefits and health coverage schemes);
- Coverage by Worldline of the costs related to the acquisition of rights by Mr. Gilles Grapinet under the defined benefit plan (*régime de retraite à prestations définies*) that is applicable to employees or directors of Atos International SAS or Atos SE, members of the Executive Committee of the Atos Group (prorata the time spent with Worldline as Chief Executive Officer and up to two thirds limit).

In addition, Atos International SAS receives a 2% mark-up of such recharged amounts, to compensate management costs.

The principles of the compensation of Mr. Gilles Grapinet's relating to his office as Chief Executive Officer of the Company are proposed by the Nomination and Compensation Committee and approved by the Board of Directors.

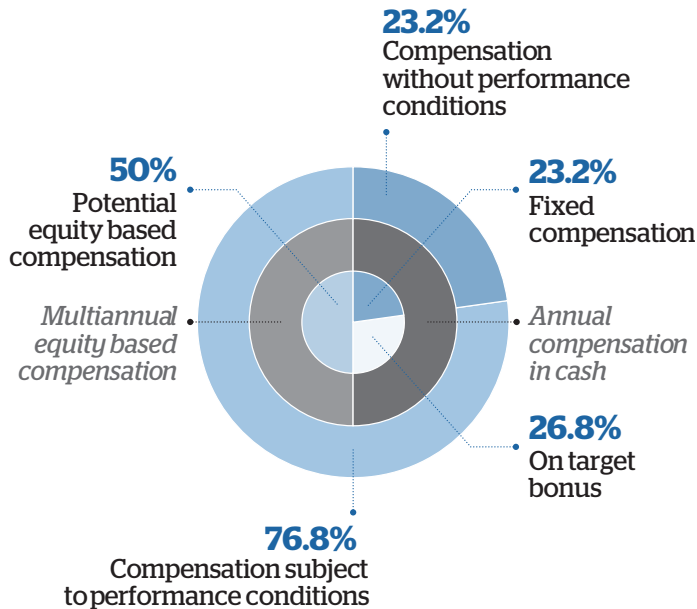
The principles governing the determination of the compensation of the Chief Executive Officer are established in the framework of the AFEP-MEDEF Code to which the Company is referring:

- Principle of **balance**: the Nomination and Compensation Committee ensures that no element represents a disproportionate share of the Chief Executive Officer's compensation;
- Principle of **competitiveness**: the Nomination and Compensation Committee also ensures the competitiveness of the remuneration of the Chief Executive Officer, through regular compensation surveys;
- Related to **performance**: the Chief Executive Officer's compensation is closely linked to **company performance**, notably through a variable compensation plan determined on a half-year basis. The payment of the semester bonuses is subject to the achievement of precise, simple, and measurable objectives which are closely linked to Company's objectives, as regularly disclosed to the shareholders. In order to develop a **community of interest with the Group's shareholders** and to associate Worldline managers and the Chief Executive Officer with the performance and financial results of the Company in a long-term perspective, a part of their compensation is equity based, including stock-options and performance shares. Finally, the compensation policy of the Chief Executive Officer supports Worldline commitment to corporate responsibility. In this context, performance criteria related to the **social and environmental responsibility** of the Company have been established in the stock-options and performance shares plans granted as from 2014.

The Board of Directors, during its meeting on December 12, 2016, implemented the principle of competitiveness by basing its decision of setting the Chief Executive Officer compensation applicable in future years, on comparisons with international references of the payment sector, taking into account the Company size increase since 2011 (Company initial public offering; major acquisitions realized in 2016; increase of about 50% of the market capitalization since the IPO); this benchmarking outlined the consistency between the Company's performance and the resulting financial recognition for the Chief Executive Officer.

Report of the Board of Directors made pursuant to article L.225-37-2 of the French Commercial Code

In the context of the Company development plan within the new Atos three-year plan « 2017-2019 »:



Compensation of the Chief Executive Officer

Elements of the compensation

On the occasion of the new Worldline three-year 2017-2019 strategic plan, in line with the three-year Atos "Ambition 2019" plan, recently submitted to the investors, the Board of Directors decided on 12 December 2016, upon recommendation of the Nomination and Compensation Committee the following evolutions of the **total compensation in cash** of Mr. Gilles Grapinet relating to his office of Chief Executive Officer of the Company, as from January 1st, 2017:

- a fixed annual compensation of 415,000 euros;
- a variable compensation, subject to performance conditions, annual target being equal to 480,000 euros, with a maximum payment capped at 130% of the target variable compensation in case of over-performance and no minimum payment.
- in order to monitor Company's performance more closely, the performance objectives for the Chief Executive Officer are set and reviewed on a half-year basis.

It is also important to specify that the variable compensation of the Chief Executive Officer is a conditional compensation, based on clear and demanding operating performance criteria exclusively related to quantitative and financial objectives (such as revenue growth, profitability and free cash flow). These objectives are closely aligned with the Worldline ambitions, as they are regularly presented to the shareholders. Thus, H1 targets are set on the basis of the budget as approved by the Board of Directors in December, and those of H2 on the basis of the « Full Year Forecast 2 », approved in July.

The portion of the fixed and variable compensation of Mr. Gilles Grapinet relating to his office within the Atos Group is increased under the same proportion.

Mr. Gilles Grapinet, Chief Executive Officer, also benefits from an **equity based compensation**: the total equity based compensation of the Chief Executive Officer is limited, based on the fair value set by reference to IFRS 2 recognized in the consolidated financial statements, to circa 50% of the global compensation of the Chief Executive Officer.

Since 2014, Worldline has exclusively granted stock-options or performance shares to its executive director, on the occasion of collective grants in favour of the first managerial and technology experts lines.

Similarly, the Board of Directors, upon proposal of the Nomination and Remuneration Committee, could decide, in the context of the strategic plan 2017-2019, for the Worldline Chief Executive Officer and the first managerial and technology experts lines to be closely associated to performance and financial results of Worldline through long-term incentive plans. In line with previous plans already implemented, the Board of Directors would define the final granting conditions by combining serious and challenging performance conditions, internal as external, regarding the achievement of performance criteria acknowledged over a minimum period of three years.

The **benefits in kind** remain unchanged.

The re-charging conditions of the compensation of Mr. Gilles Grapinet relating to his office of Company Chief Executive Officer, by Atos SE, remain unchanged.

Compensation components

Pursuant to the general principles of the compensation, the Board of Directors, upon recommendation of the Nomination and Remuneration Committee, adopted a specific structure of compensation for the Chief Executive Officer, including the following components:

Directors' fees

The Chief Executive Officer does not receive directors' fees.

Fixed compensation

The fixed compensation paid to the Chief Executive Officer as from January 1, 2017 will amount 415,000 euros. Such remuneration will be stable over several years and might be reviewed, for instance at the moment of renewal of the Chief Executive Officer mandate.

Variable compensation

This variable compensation relies on the achievement of the objectives stated below, as deriving from the annual objectives announced to the market, and cascaded in the Worldline budget-setting exercise.

The on-target annual variable compensation amounts to 480,000 euros, with a maximum payment capped at 130% of the target variable compensation in case of over-performance and no minimum payment.

In order to monitor Company's performance more closely, the performance objectives for the Chief Executive Officer are set and reviewed on a half-year basis.



Report of the Board of Directors made pursuant to article L.225-37-2 of the French Commercial Code

It is also important to specify that the variable compensation of the Chief Executive Officer is a conditional compensation, based on clear and demanding operating performance criteria exclusively related to quantitative and financial objectives. These objectives are closely aligned with the Worldline ambitions, as they are regularly presented to the shareholders. Thus, H1 targets are set on the basis of the budget as approved by the Board of Directors in December, and those of H2 on the basis of the « Full Year Forecast 2 », approved in July.

For the two semesters 2017, the nature and weighting of each indicator of the variable on-target bonus of the Chief Executive Officer are as follows:

- Worldline Group Organic Revenue Growth (40%);
- Worldline Group Operating Margin before Depreciation and Amortization (30%);
- Worldline Group Free Cash Flow before acquisition/disposal and variation of equity and dividends (30%).

The Board of Directors sets out the biannual objectives on which the variable compensation of the Chief Executive Officer is based on in connection with the financial objectives of its 3-year strategic plan, relating to the revenue organic growth, operating margin and free cash flow. The underlying biannual objectives are determined by the Board of Directors in order to carry out the achievement of the financial objectives announced to the market (refer to the 2016 Reference Document).

Due variable compensation for the first semester 2017, based on actual achievement of the performance conditions set by the Board of Directors, will be paid in August 2017. Pursuant to the provisions of the so-called "Sapin 2" law, the payment of the variable compensation due for the second semester 2017 will be subject to the approval of the Shareholders' General Meeting which will be called in 2018 to validate the 2017 consolidated financial statements.

Multiannual variable compensation

The Chief Executive Officer benefits from the annual grant of stock-options or performance share plans for which the first managerial and technology experts lines are entitled to (please refer to section below).

Grant of stock-options

No stock-options will be granted in 2017.

Grant of performance shares

The total equity based compensation of the Chief Executive Officer is limited, based on the fair value set by reference to IFRS 2 recognized in the consolidated financial statements, to circa 50% of the global compensation of the Chief Executive Officer. For 2017, during the General Meeting held on May 24, 2017, the shareholders will be invited to approve a performance share plan with the following features.

Performance conditions to be achieved over the three years 2017, 2018 and 2019 of the new plan relate to internal financial criteria linked to Free Cash Flow, Operating Margin before Depreciation and Amortization and Revenue Growth. The plan also provides for three external conditions detailed below.

The features of the performance shares allocation plan are as follows:

A. Condition of attendance

Subject to certain exceptions provided for in the plan (such as for instance death or incapacity), the allocation of performance shares is conditioned on the preservation of employee or corporate officer status of the Worldline Group or of Atos SE or of any company affiliated with Atos SE, by the beneficiary during the vesting period (section below) in accordance with article L. 225-180 of the French Commercial Code.

B. Performance condition

The allocation of performance shares is also subject to the achievement of the following internal and external performance conditions, calculated for the three years 2017, 2018 and 2019.

Internal performance conditions

For each year 2017, 2018 and 2019, at least 2 out of 3 internal performance criteria must be met. If one criterion is not met, this criterion becomes compulsory for the following year:

• Performance condition n° 1

The amount of the Worldline Group Free Cash Flow, before dividends and income generated from acquisitions/disposals in the relevant year, is at least equal to one of the following two amounts:

- 85 % of the Worldline Group Free Cash Flow set forth, before dividends and income generated from acquisitions/disposals in the budget of the Company for the relevant year; or
- the Worldline Group Free Cash Flow before dividends and income generated from acquisitions/disposals recorded in the previous year increased by 10 %.

• Performance condition n° 2

The Group Operating Margin before Depreciation and Amortization of the Worldline Group in the relevant year is at least equal to one of the following two amounts:

- 85 % of the Worldline Group Operating Margin before Depreciation and Amortization disclosed in the budget of the Company for the relevant year; or
- the Worldline Group Operating Margin before Depreciation and Amortization recorded in the previous year increased by 10 %.

• Performance condition n° 3

The Worldline Group Revenue Growth for 2017*, 2018 and 2019 is at least equal to one of the following two amounts:

- the growth rate set forth in the Company's budget minus a percentage decided by the Board of Directors; or
- +5% growth rate in reference to the growth targets of the Company.

(*) For 2017, the percentage disclosed in the budget is the "Full Year Forecast 2".

The indicators of Performance Conditions n°1, n°2 and n°3 will be calculated at constant currency exchange rates and consolidation scope.

.....

Report of the Board of Directors made pursuant to article L.225-37-2 of the French Commercial Code

External performance conditions

For each year 2017, 2018 and 2019, at least 2 out of 3 performance criteria must be met (or maintained if already at the highest level):

- **Performance condition n° 1**

The Worldline Group gets the GRI G4 rating "Comprehensive" (or its equivalent if, during the plan, the terminology to define the highest achievable level is modified);

- **Performance condition n° 2**

The Worldline Group gets the Eco Vadis CSR rating "Gold" (or its equivalent if, during the plan, the terminology to define the highest achievable level is modified);

- **Performance condition n° 3**

The Worldline Group gets the GAIA Index Certification general rating equal or above 70% (or its equivalent if, during the plan, this terminology is modified).

Subject to the presence and performance conditions of the plan being achieved, the definitive allocation of performance shares may vary between 85% and 115% of the number of performance shares communicated to the Beneficiaries in the letter of grant, in case of, respectively, under-performance or over-performance of the Worldline Group in 2017, 2018 and 2019 compared to objectives defined by the Board of Directors.

C. Vesting and holding periods

Beneficiaries of performance shares will definitively acquire the performance shares allocated to them 3 years after the grant date, subject to achieving the above performance conditions and the aforementioned condition of attendance until the vesting date. The shares thus acquired will not be subject to any holding obligation and will be immediately available for sale by their beneficiaries, in compliance with the « closed periods » as set by the Company according to the Guide for the Prevention of Insider Trading, with the exception of the shares allocated to the Chief Executive Officer, who has an obligation to keep a certain number of vested performance shares to be determined for the entire duration of his term of office.

In case the performance conditions would not be achieved and/or the presence condition would not be met, the performance shares granted would be rendered void.

Exceptional compensation

The Chief Executive Officer does not receive exceptional compensation.

Benefits for taking up the position

Not applicable.

Severance Pay

The Chief Executive Officer will not receive a severance payment at the end of his mandate nor any compensation for non-compete clause in the event of termination of his mandate.

Benefits in kind

The benefits in kind granted to the Chief Executive Officer since his appointment remained unchanged and include a company car. The total amount of the benefits in kind in favor of Mr. Grapinet, relating to his office of Chief Executive Officer, are valued at 2,947 euros for the year 2016 and should remain comparable for the year 2017.



Draft resolutions

Ordinary items

First resolution

Approval of the Company accounts for the financial year ending December 31st, 2016

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 2016 financial year, approves, as presented, the Company's financial statements for the financial year ending December 31st, 2016, 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, 2016

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 financial statements for the 2016 financial year, approves, as presented, the consolidated financial statements for the financial year ending December 31st, 2016, 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 those reports.

Third resolution

Allocation of the result for the financial year ending December 31st, 2016

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, decides after having noticed the below mentioned total of distributable amounts to allocate the net income for the financial year to the legal reserve for an amount of EUR 683,444.90 and the balance to the retained earnings.

In euros

Net Income for the financial year	237,133,384.47
Issue premiums	248,698,467.86
Retained earnings	5,656,666.16
Total distributable amount	491,488,518.49

Equity capital after allocation 2016 income

Capital	89,995,957.28
Issue premiums	248,698,467.86
Legal reserve	8,999,595.73
Retained earnings	242,106,605.73
Total	589,800,626.60

In accordance with applicable legal provisions, the General Meeting notes that the following dividends were paid in the three financial years preceding the 2016 financial year:

Financial year	Number of remunerated shares ⁽¹⁾	Dividends per share (in €)	Total (in €)
2015	0	0	40
2014	0	0	0
2013	11,621,805	3.88	45,092,603.40

⁽¹⁾ 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.



Draft resolutions

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 granted for the financial year ending December 31, 2016 to Mr. Gilles Grapinet in his quality of Chief Executive Officer, as described in the 2016 Registration Document, Section 211.2.2, as well as in the Board of Directors’ report on the draft resolutions submitted to the approval of the General Meeting.



Thirteenth resolution

Approval of the features and criteria for setting, allocating, and granting, the fixed, variable, long-term and exceptional elements of compensation of the Chief Executive Officer

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having considered the report referred in Article L.225-37-2 of the French Commercial Code, approves the features and criteria for setting, allocating, and granting the fixed, variable, long-term and exceptional elements making up the total compensation and all fringe benefits which may be allocated to the Chief Executive Officer, by reason of his office, as described in the abovementioned report and in the Registration Document.



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 et seq. of the French Commercial Code, Articles 241-1 et seq. of the General Regulation of the French Financial Market Authority (“AMF”), Regulation (EU) no 596/2014 of the European Parliament and Council of April, 16th 2014 on market abuse, Delegated Regulation (EU) no 2016/1052 of March 8th, 2016 of the European Commission and the market practices admitted by AMF, the Board of Directors, with option of sub-delegation in accordance with the conditions set out in the relevant laws and regulations, to purchase the Company’s shares in the context of the implementation of a share buy-back program.

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

- to keep them and subsequently use them for payment or exchange in the context of possible external growth operations, it being specified that the maximum amount of shares acquired by the Company in this context shall no exceed 5% of the share capital;
- to ensure liquidity and an active market of the Company’s shares through an investment services provider acting independently in the context of a liquidity contract, in accordance with the professional conduct charter accepted by the AMF;
- to attribute or sell these shares to the executive officers and Directors or to the employees of the Company and/or to the current or future affiliated companies, under the conditions and according to the terms set or accepted by applicable legal and regulatory provisions in particular in connection with (i) profit-sharing plans, (ii) the share purchase option regime laid down under articles L. 225-177 et seq. of the French Commercial Code, and (iii) free awards of shares in particular under the framework set by articles L. 225-197-1 et seq. of the French 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, 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 43.50 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 575 million, as calculated on the basis of the share capital as at December 31st, 2016, this maximum amount may be adjusted to take in account the amount of the capital on the day of the General Meeting.



Draft resolutions

- 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 et seq., and, in particular, Article L.225-129-2 of the French Commercial Code, and the provisions of Article L.228-91 et seq. of said Code:

- 1. delegates to the Board of Directors, with the right to sub-delegate under the conditions provided by law, its authority (i) to increase the share capital on one or more occasions, in France and/or abroad, in such proportions and at such times as it shall see fit, whether in euros or in any other currency or monetary unit established by reference to a basket of currencies, by issuing shares (excluding preferred shares) or 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 et 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 et seq. of the French Commercial Code;
- 2. resolves that the maximum amounts of the capital increases authorized in the event that the Board of Directors uses this delegation of authority shall be as follows:
 - the maximum nominal amount of the capital increases that may be carried out immediately or in the future pursuant to this authorization shall be 50% 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 18th, 19th, 20th, 21st, and 22nd resolutions of this General Meeting shall be 80% 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;
- 3. it is specified that the upper limits provided for in the 16th and 23th 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 et seq. of the French Commercial Code and the usage by the Board of Directors of this delegation:
 - the maximum nominal amount of debt instruments that may be issued immediately or in the future pursuant to this delegation of authority shall be equal to one billion euros or the counter value 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 General 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,



Draft resolutions

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 favour 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% 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 General 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 19th, 20th and 21st resolutions of this General Meeting shall be deducted from this amount ;
 - if necessary, said cap shall be increased by the nominal amount of any shares issued in the event of further financial transactions in order to preserve the rights of holders of securities giving access to the share capital;
4. sets as follows the maximum amounts of debt instruments authorized in case of an issuance of securities giving right to the attribution of debt instruments regulated by articles L.228-91 et seq. of the French Commercial Code and the usage by the Board of Directors of this delegation:
 - the maximum nominal amount of debt instruments that may be issued immediately or in the future pursuant to this delegation of authority shall be equal to one billion euros or the countervalue of this amount in any other currency or currency unit determined by reference to several currencies at the date of the issuance;
 - this amount will be increased, as the case may be, by any redemption price above par;
 - this amount is independent from the amount of debt instruments whose issuance would be decided or authorized by the Board of Directors pursuant to article L.228-40 of the French Commercial Code and contractual terms and conditions;
5. 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 General 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 of Directors 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 favour 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:



Draft resolutions

2. delegates to the Board of Directors, with the power to sub-delegate as permitted by law, its authority to decide to issue shares or securities giving access to the Company's share capital to be issued following the issue, by companies of which the Company directly or indirectly owns more than half the share capital, of securities giving access to the Company's share capital. This resolution automatically entails an unconditional waiver, in favor of the future holders of securities that may be issued by Group companies, by existing shareholders of their preferential subscription rights with respect shares or securities giving access to the share capital of the Company to which any such future securities may give access;
3. resolves to limit the amounts of the capital increases authorized in the event that this delegation of authority is used by the Board of Directors as follows:
 - the maximum nominal value of the capital increases that may be carried out, immediately or in the future, pursuant to this delegation of authority shall be 30% of the share capital on the day of this General Meeting, it being specified (i) that this amount will be deducted from the aggregate cap stipulated in paragraph 2 of the 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 *et 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 six hundred million euros (€ 600,000,000) 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 General 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 et seq. of the French Commercial Code, and in particular those of Article L.225-147, sub-paragraph 6 of said Code:

- 1.** authorizes the Board of Directors, with power of sub-delegation under the conditions prescribed by law, to increase the share capital on one or more occasions, to pay for contributions in kind made to the Company and consisting of equity securities or securities giving access to the share capital, when the provisions of Article L.225-148 of the French Commercial Code are not applicable, by issuing, on one or more occasions, shares (excluding preferred shares) or securities giving access to the share capital of the Company (whether new or existing shares);
- 2.** decides that the maximum nominal amount of the capital increases that may be carried out whether immediately or in the future pursuant to this delegation is 10% of the share capital on the day of this General Meeting, it being specified that (i) this amount will be deducted from the amount of the aggregate cap stipulated in paragraph 2 of the seventeenth resolution of this General 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 19th, 20th and 21st resolutions of this General 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;



Draft resolutions

- 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 General 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 *et seq.* of the French Commercial Code and article L.3332-18 *et seq.* 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 2 of the seventeenth resolution of this General Meeting, and is set without taking account of the nominal amount of the shares or other equity securities to potentially issue to preserve, in conformity with the legal and regulatory provisions and, where required, to the applicable contractual stipulations that set forth other cases of adjustment, the rights of the holders of securities or the holders of other rights that give access to the share capital of the Company, Company stock-options or free shares attribution rights;
- 3. decides that this delegation entails the removal of the preferential subscription right of the shareholders to the shares and other equity securities and securities, which may be issued pursuant to this resolution, as well as to the shares and other equity securities which the securities issued on the basis of this delegation may provide entitlement to;
- 4. decides that the subscription price of the securities issued by virtue of this delegation shall be set by the Board of Directors and determined under the conditions established in article L.3332-19 of the French Labour Code, it being agreed that the maximum discount



Draft resolutions

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.

The General Meeting notes that in case of new free shares are granted, this authorization will entail progressively as these shares are vested, share capital increase through incorporation of reserves, benefits or premium in favor of the beneficiaries of these shares and 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) and determine the identity of the beneficiaries;
- 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; set off, as applicable, in case of issuance of new shares, on reserves, benefits, or premiums, the amounts required for the full payment of these shares; 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 authorization granted during the General Meeting of May 26, 2016 by virtue of its 23rd resolution is canceled as from this date up to its unused portion.



Twenty-fourth 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



Thierry Breton

Chairman of the Board of Directors

Number of shares

1

Date of birth

January 15, 1955

Nationality

French

Date of appointment

April 30, 2014

Term expires on

AGM ruling on the accounts of the 2016 financial year



Proposal to renew Thierry Breton as member of the Board of Directors

**Chairman of the Board of Directors of Worldline
Chairman and Chief Executive Officer of Atos SE**

Directorships and positions as at December 31, 2016

- Chairman and Chief Executive Officer of Atos SE*
- Director of Carrefour SA*
- Director of SONATEL* (Senegal)
- Director of Sats* (Singapore)

Positions held during the last five years

- Chief Executive Officer of Atos International
- Chairman of the Board of Directors of Bull

*Listed Company (Worldline is controlled by Atos SE)



Thierry Breton graduated from the *Paris Ecole Supérieure d'Electricité* (Supélec) and the *Institut des Hautes Etudes de Défense Nationale* (IHEDN, 46th class). In 1986, he became Project Manager of the Poitiers Futuroscope theme park, and then headed its teleport operations. He later served as an advisor to Education Minister René Monory in the area of new information technologies. He also served in the Poitou-Charentes Regional Council from 1986 to 1992 (as Vice-Chairman from 1988 on).

He then joined Bull as Director of Strategy and Development before becoming Deputy Managing Director. Member of the Board of Directors in February 1996, he was successively named Vice-Chairman of the Board then group Delegated Director.

After being appointed Chairman and Chief Executive Officer of Thomson (1997-2002) then Chairman and Chief Executive Officer of France Telecom (2002-2005), he was France's Minister for the Economy, Finance and Industry between February 25, 2005 and May 16, 2007, before becoming a professor at Harvard University (USA) for "*Leadership, Corporate Accountability*".

In November 2008, he became Chairman of the Management Board of Atos Origin. He is today Chairman and Chief Executive Officer of Atos SE.



Additional information on candidates to the Board of Directors



Gilles Grapinet
Chief Executive Officer
Director

Number of shares
20,000

Date of birth
July 03, 1963

Nationality
French

Date of appointment
April 30, 2014

Term expires on
AGM ruling on the accounts of the 2016 financial year



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

Chief Executive Officer of Worldline
Senior Executive Vice President of Atos SE
coordinating Global Functions

Directorships and positions as at December 31, 2016

- Senior Executive Vice-President Global Functions, Atos SE*
- Director of Saint Louis Ré S.A., Bull
- Permanent representative Atos SE, Director of Atos Participation 2 S.A.
- Vice President of Atos IT Solutions and Services GmbH
- Member of the Supervisory Board of Atos Information Technology GmbH, Worldline (China)

Positions held during the last five years

None

**Listed Company (Worldline is controlled by Atos SE)*



Gilles Grapinet is a graduate of the *Ecole Nationale d'Administration* and a French *Inspecteur Général des Finances* (General Finance Inspector). He was Director of Information Systems and Strategy at the French *Direction Générale des Impôts* (Tax Department), and Director of the Copernic program, charged with creating an "e-Tax department" for electronic filing of tax returns and payment of taxes. He was an economic and financial adviser to the French Prime Minister in 2003 and 2004, and then chief of staff (*Directeur de cabinet*) to two ministers of the Economy and Finances from 2004 to 2007. In 2007, he became a member of the Executive Committee of *Crédit Agricole SA*, in charge of Strategy and later of the group's Systems and Payment Services division. Mr. Grapinet joined Atos in December 2008. He currently serves as Senior Executive Vice President in charge of Global Functions of the Atos group, in which capacity he has headed Global Support Functions, ensured coordination and development of Global Sales and Marketing as well as of the Consulting and Technology Services division of the Atos group, and supervised development of the Group's activities. Mr. Grapinet has been Worldline's Chief Executive Officer since July 2013. He received the French *Légion d'Honneur (Chevalier)* in 2011.



Aldo Cardoso

Independent Director

Chairman of the Audit Committee

Number of shares

1,500

Date of birth

March 07, 1956

Nationality

French

Date of appointment

June 16, 2014

Term expires on

**AGM ruling on the accounts
of the 2016 financial year**



Proposal to renew Aldo Cardoso as member of the Board of Directors

Director of Companies

Directorships and positions as at December 31, 2016

- Director of Engie*
- Director of Imerys*
- Chairman of the Board of Directors of Bureau Veritas*
- Censeur of Axa Investment Managers (France)

Positions held during the last five years

- Director of Accor*
- Director of Gecina*
- Director of Rhodia*
- Director of Mobistar (Belgium)*
- Director of General Electric Corporate Finance Bank SAS

**Listed Company*



Aldo Cardoso is a graduate of the *École Supérieure de Commerce de Paris* and holds a Master's Degree in Business Law and is a Certified Public Accountant. From 1979 to 2003, he held several successive positions at Arthur Andersen, including consultant, partner (1989), Chief Executive Officer audit and financial advisory France (1993-1996), member of the Board of Directors of Andersen Worldwide (1996), Chairman of the Board of Directors (non-executive) of Andersen Worldwide (2000) and Chief Executive Officer of Andersen Worldwide (2002-2003). Since 2003, he has served as a Director of French and foreign companies.



Additional information on candidates to the Board of Directors



Susan M. Tolson

Independent Director

Member of the Audit Committee and of the Nomination and Remuneration Committee

Number of shares
1,500

Date of birth
March 07, 1962

Nationality
American

Date of appointment
June 13, 2014

Term expires on
AGM ruling on the accounts of the 2016 financial year



Proposal to renew Susan M. Tolson as member of Board of Directors

Board member for several corporations and non-profit entities

Directorships and positions as at December 31, 2016

- Director of Lagardère Group*
- Director of Take-Two Interactive Software
- Director of Outfront Media*
- Director American Cinémathèque
- Member of the Los Angeles World Affairs Council, the Paley Center For Media and the Los Angeles Society of Financial Analysts

Positions held during the last five years

- Director of American Media, Inc.
- Honorary President of the Council of the American Women's Group in Paris
- Director of the Fulbright Commission
- Board member of the American University of Paris
- Honorary President of American Friends of the Musée d'Orsay

**Listed Company*



Susan M. Tolson graduated cum laude from Smith College in 1984 with a B.A. in economics and earned an M.B.A. degree from Harvard Business School in 1988. Ms. Tolson started her career as a corporate finance analyst at Prudential-Bache Securities in 1984, and then joined Aetna Investment Management Company in 1988 as an Investment Officer, managing private equity investments in media and entertainment companies. From April 1990 to June 2010, Ms. Tolson worked at Capital Research Company (Capital Research), a subsidiary of The Capital Group Companies, Inc., one of the world's largest investment management organizations, successively as an analyst, portfolio manager and then senior vice president, specializing in the high-yield bond market. Ms. Tolson has been an active board member for several corporations and non-profit entities since 2010.



Sophie Houssiaux

Director

Number of shares

0

Date of birth

February 02, 1965

Nationality

French

Date of appointment

December 12, 2016

Term expires on

**AGM ruling on the accounts
of the 2017 financial year**



Ratification of the co-opting of Madame Sophie Houssiaux as member of Board of Directors

Head of Research and Development, Atos Big Data & Security

Directorships and positions as at December 31, 2016

None

Positions held during the last five years

None



Sophie Proust Houssiaux graduated from the *Ecole Supérieure d'Electricité* (Supelec). She joined Bull in 1989 where she held various technical managerial positions and, in particular, she headed the Tera100 Project which granted the CEA, in 2010, with the first Petaflops-scale calculator in Europe. She joined the Atos group in 2014 following the takeover by Atos of Bull, where she lastly held the position of Head of Research & Development. At Atos, she currently is Head of Research & Development for the Big Data & Security division.



Additional information on candidates to the Board of Directors



Danielle Lagarde

Director

Number of shares
1,500

Date of birth
May 03, 1960

Nationality
French

Date of appointment
December 12, 2016

Term expires on
AGM ruling on the accounts of the 2017 financial year



Ratification of the co-opting of Madame Danielle Lagarde as member of Board of Directors

Chief Human Resources Officer EMEA of Jones Lang Lasalle

Directorships and positions as at December 31, 2016

None

Positions held during the last five years

None



Danielle Lagarde joined Atos in 2005 where she spent more than 11 years and where she served in several roles.

From June 2014 to January 2017, she served as Group Senior Vice President, in charge of Human Resources Executive Management. Prior to this role and from 2008 to 2014, she was responsible for the Group HR Center of Excellence, in charge of all HR expertise, and was also leading the HR for the corporates entities and for all support functions. From 2007 to 2008, she served as Group Vice President of Talent Management & HR for corporate entities. She started in the Group as HRD Continental Europe for Atos-Euronext in 2005.

Prior to Atos, Danielle Lagarde served as Senior HR Director EMEA for several service lines at DELL, CEO France for RSL Com (US Telco Company), HRD Europe for Viatel (US Telco), Managing Director at Millesime Human Resources Ltd. based in Hong Kong, and Corporate Communication Manager for a Group of Airlines (EAS Europe Airlines). She started her career as Head hunter and was Consultant (Partner) at Switch One during several years.

She is currently serving as Chief Human Resources Officer EMEA at Jones Lang Lasalle.

Danielle Lagarde holds a Post Master degree (DESS) in Human Resources (IAE Aix en Provence), a Board Member Certification (IFA/SciencesPo Paris) and a "Women on Board" Certification from Harvard Business School.



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 **WEDNESDAY MAY 24th, 2017**

I, the undersigned,

Name, surname:

Residing at:

Postcode: City: Country:

Owner of: shares of Worldline:

- registered shares
- bearer shares entered in an account at¹:

acknowledge 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 Wednesday May 24, 2017 as provided for by Article R. 225-83 of the French Commercial Code.

Signed in, on 2017

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.

¹ 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, Mobility & e-Transactional Services, Financial Services including equensWorldline. Worldline employs more than 8,700 people worldwide, with estimated revenue of circa 15 billion euros on a yearly basis. Worldline is an Atos company.



For more information

assemblee-generale@worldline.com
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.



The mark of responsible forestry