

Convening Notice

2018 Combined General Meeting

The Shareholders of Worldline

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

On Thursday May 24, 2018

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 90,493,694.84

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, on Thursday May 3, 2018 at the latest, the documents and information listed in particular in article R.225-731 of the French Commercial Code will be published on the Company's Website: www.worldline.com, "Investor" section, as per applicable legal and regulatory provisions.

Worldline



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Message from the Chairman

Madam, Sir, Dear Shareholders,

On behalf of the Board of Directors of Worldline, it is with pleasure that I invite you to the Combined General Meeting of the Company which will be held on Thursday May 24, 2018 at 10 am at the Company's registered offices, in the auditorium, River Ouest - 80 quai Voltaire - 95870 Bezons.

2017 was a successful year for Worldline, in all areas: organic growth and profitability, launch of new major and innovative offers, perfect execution of the industrial and commercial integration of equensWorldline, as well as reinforcement of its positions with four targeted acquisitions, which altogether perfectly position our Company regarding its 2017-2019 ambitions.

During this General Meeting, you will be presented with the activity report of the Group for the financial year 2017, and asked to approve in particular the 2017 financial statements, as well as the renewal of certain Directors and of usual authorizations 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



Interview with Gilles Grapinet



Gilles Grapinet
Worldline Chief Executive Officer

Did Worldline achieve its aims in 2017?

When looking at our 2017 achievements, there are many reasons for satisfaction. 2017 was a milestone year for Worldline. It was the first year of our 2017-2019 plan and the first full year after the merger with Equens. We recorded significant organic revenue growth, with our Group reported growth accelerating exactly as anticipated in the second half of the year. We improved our profitability by c. 240 bp and had a strong cash flow generation. Supporting these results, in 2017 we completed the very successful first phase of the integration of equensWorldline. And to prepare our future growth, we launched many highly innovative offers and had a very active commercial development in the second semester, which is materializing in an all-time high pipeline of commercial opportunities.

Since its IPO Worldline clearly focuses on mergers and acquisitions. Can you remind us of the key achievements on that front in 2017?

We started by focusing on the successful integration of our 2016 acquisitions. 2017 proved to be a remarkable first year of the integration of equensWorldline - the merger between Equens and the former Worldline financial processing entities in Europe - which demonstrated our ability to combine operations, generate synergies and create a common culture within a very short timeframe.

Worldline is now established as the most important and sizeable financial processor in Europe and has several growth opportunities lying ahead. We simultaneously pursued identifying value-creative acquisition opportunities, allowing us to sign and close 4 new transactions last year: with First Data Baltics, Digital River World Payments, MRL Posnet and, at the very end of the year, Diamis.

Acquiring First Data Baltics is a very interesting move as we have strong ambition to accelerate our growth in the Nordic countries.

The new 'Worldline Baltics' has given our Group a leading presence in Latvia, Estonia and Lithuania, where we now have a number 1 position as payment processor for banks. The acquisition of Digital River World Payments, headquartered in Sweden, provides Worldline with a leading global payments gateway with sophisticated collecting capabilities, very complementary to our existing internet payment gateway.

It means we can now address one of the most promising market segments of global payments, namely, international internet payments of global merchants. Regarding the reinforcement of our position in emerging markets, and in particular in India, we were very pleased to close the acquisition of MRL Posnet, as this company fits in perfectly with our existing operations in this country. It allows our Group to have a unique presence in one of the fast growing payment markets in the world.

Finally, we acquired Diamis, a payment software vendor to leading banks in Europe and renowned for its global payments and liquidity management software suite.

How will innovation support Worldline's plans for growth?

Innovation is clearly the life blood of our business. Our customers choose us for the quality of our services, for our cost competitiveness, and because they want a long term partner who will keep on innovating, who will help them keep pace - and stay ahead! - of their competition. In 2017 we invested more than 100 m€, close to 7% of our revenue, in our high-end processing platforms and solutions. It shows how focused on innovation our Company is.

More than ever, we will continue making innovation one of our strongest differentiators. We will continue to be an IP-rich company, because now we can also leverage all the benefits of our enlarged scale in our R&D activities. We are a recognized authority on payments innovation. For example, we started investigating the potential of blockchain technology four years ago, long before it became a buzzword, and we started to implement some first blockchain-based projects in the real world. Today, another of our R&D priorities is the application of Artificial Intelligence to payments. But whether it is short term incremental improvements or long-term disruption, our innovation agenda is determined by what our customers need to better succeed in the future. Whether they are merchants competing with Internet pure players or banks responding to technological and regulatory disruption, they rely on us for our fresh thinking and technological prowess as key contributions to their future success.

What is the role of Corporate Social Responsibility (CSR) at Worldline?

CSR is a personal obsession of mine as it relates fundamentally to building a very solid business, performing well in the short term but also equally able to stand the test of time for the decades to come and to properly meet the expectations of all the stakeholders of the Company.

At the end of the day, it is the same thing as good management. I believe a company can be a true leader only if it is also a leader in CSR. When our customers outsource their operations to us, it will generally be for many years. They can make such informed decisions because they know we are in this business for the long term, and we do everything to ensure our business is robust and sustainable.

At Worldline, the targets of our Trust 2020 program are engrained into all aspects of our business. Innovation, quality of service and security, our carbon footprint, and the ethical and respectful treatment of employees and customers are all absolutely critical to who we are as a company and to our long-term future.

What are your priorities for 2018?

One priority is to continue to accelerate our organic growth and to deliver our profitability and cash targets in line with our 2017-2019 plan. We will continue to benefit from the integration of equensWorldline and our acquisitions in 2017, extracting synergies and bringing to our customers the benefits of our increased scale and portfolio.

From a strategic stand-point, we remain committed to achieving the necessary consolidation of the fragmented European payments industry and we will continue to focus on value-creative M&A opportunities. Worldline needs to remain at the heart of all the trends and innovations that are reshaping the payment industry. Regulations to encourage open banking in Europe and the advent of instant payments have the potential to profoundly change the customer experience while online payments and digital technologies are opening up new sources of growth to merchants, industrial enterprises and governments.

Worldline is ready to help all its customers seize the opportunities of these transformations, in Europe and worldwide.



The Worldline Group

General Presentation

Worldline, an Atos company, 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. A key player in the B2B2C market, the Group has over 45 years of payment systems expertise. The Company operates in 29 countries throughout the World and employs circa 9,500 people. The Group operates across the full extended payment services value chain, providing an extensive range of merchant acquiring, payment processing and business solutions services to financial institutions, merchants, corporations and government agencies. It offers a unique and flexible business model built around a global and growing portfolio. The Group's strong culture of innovation allows it to help clients enhance their existing services and harness advances in technology to create new markets and services.

The Group works closely with its clients to build and run outsourced services, typically under long-term contracts where it receives fees for the initial implementation of the solution as well as recurring revenue over the life of the agreement based on business transaction volumes or transaction values.

The Group operates its business through a unified worldwide strategy for carrying out contracts aimed at maximizing economies of scale by leveraging a combination of standard processes and tools, shared best practices and efficient use of global resources to deliver high quality services at competitive prices.

In 2017,
the Group generated:

€1,594 million
of revenues.

a net income group share of
€105 million.

€335 million
of Operating Margin before
Depreciation and Amortization
("OMDA").

a free cash flow of
€176 million.



**Employees
worldwide**

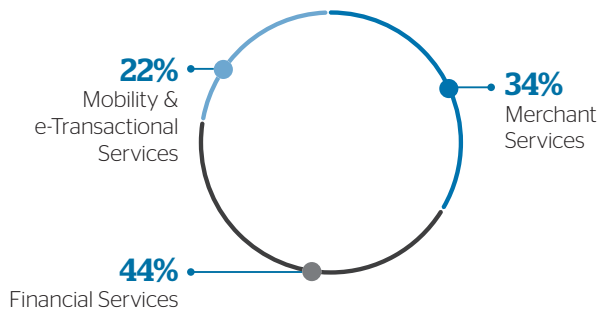
Countries

**Years
of expertise**

By line of services

Worldline has three Global Business Lines, each with its own portfolio of services, solutions and significant opportunities for growth, that together form the foundation for the Group's business strategy.

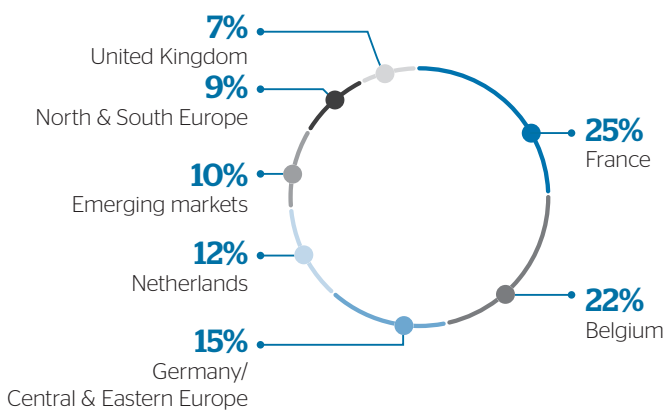
In 2017, 44% of the revenue base was generated by Financial Services contracts, 34% by Merchant Services contracts and 22% by Mobility & e-Transactional Services contracts.



(in € millions)	2017
Merchant Services	535.5
Financial Services	708.3
Mobility & e-Transactional Services	350.0
Worldline	1,593.9

By Geographic Area

Europe is the Group's main operational base, generating circa 90% of total revenue in 2017.



(in € millions)	2017
France	402.7
Belgium	358.5
Germany / Central & Eastern Europe	236.0
Netherlands	194.1
Emergent markets	156.9
North & South Europe	137.8
United Kingdom	107.9
Worldline	1,593.9



Merchant Services

- **€535.5 million**
- of revenue in 2017
- **200,000** merchants

The Merchant Services global business line primarily targets merchants, helping them build consumer intimacy through its broad portfolio of electronic payment solutions and value added services, across sales channels.



Financial Services

- **€708.3 million**
- of revenue in 2017
- **250** banks

The Financial Services global business line targets banks and other financial institutions. Its mission is to provide a complete range of payment services for banks in a challenging and evolving regulatory environment, by leveraging the Group's industrial scale processing operations and continuously providing innovations that support alternative pricing models, while taking into account new payment methods and value added services. It includes equensWorldline paneuropean leader in terms of payment and transactional services.



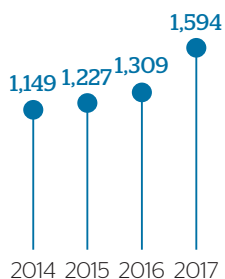
Mobility & e-Transactional Services

- **€350.0 million**
- of revenue in 2017
- **350** customers from various industries

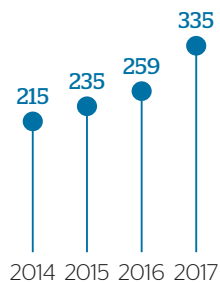
The Mobility & e-Transactional Services global business line goes beyond traditional payment transactions, helping business and government entities develop new paperless digital services and evolve their business models by leveraging digital advances in mobility and data analysis and solutions originally developed in the Group's payment business.

Key Performance Indicators: Worldline from 2014 to 2017

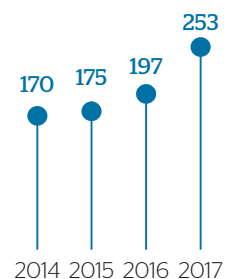
4-years revenue evolution (in € million)



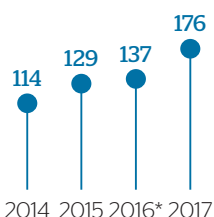
4-years OMDA evolution (in € million)



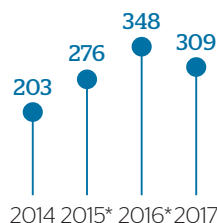
4-years operating margin evolution (in € million)



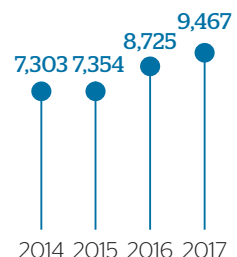
Free cash flow (in € million)



Net cash (in € million)



4-years employee evolution



* December 31, 2016 adjusted to reflect the change in presentation disclosed in Section E.4.72 « Basis of preparation and significant accounting policies » of the 2017 Registration Document.

* December 31, 2015 and 2016 adjusted to reflect the change in presentation disclosed in Section E.4.72 « Basis of preparation and significant accounting policies » of the 2017 Registration Document.

The Board of Directors



Rate of Independent Directors

33%



Gender diversity at Board level

of women

44%

66%

of men



Average age of Directors

55 years old



Average term of office

2.8 years



Thierry Breton

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



Gilles Grapinet

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



Gilles Arditti

Executive Vice President Investor Relations
& Financial Communication of Atos SE



Aldo Cardoso*

Director of companies



Danielle Lagarde

Chief Human Resources Officer
EMEA at Jones Lang Lasalle



Ursula Morgenstern

Head of Germany,
Atos group



Susan M. Tolson*

Board member for corporations
and non-profit entities



Sophie Proust

Head of Atos Research and Development,
Big Data & Security



Luc Remont*

Executive Vice President, International Operations,
Schneider Electric

* Independent Director

Ordinary items

- **Approval of the Company financial statements** for the financial year ending December 31, 2017
- **Approval of the consolidated financial statements** for the financial year ending December 31, 2017
- **Allocation of the net income** for the financial year ending December 31, 2017
- **Approval of an overall amount of annual Directors' fees**
- **Renewal of Mr. Gilles Arditti** as member of the Board of Directors
- **Renewal of Ms. Danielle Lagarde** as member of the Board of Directors
- **Renewal of Ms. Sophie Proust** as member of the Board of Directors
- **Approval of the elements of compensation and benefits paid or awarded for the financial year ending December 31, 2017 to Mr. Gilles Grapinet, Chief Executive Officer**
- **Approval of the features and criteria for setting, allocating, and granting, the fixed, variable, long-term and exceptional elements making up the total compensation and benefits of all kinds attributable to the Executive Senior Officers**
- **Authorization granted to the Board of Directors** for the purpose of purchasing, conserving or transferring shares in the Company

Extraordinary items

- **Authorization granted to the Board of Directors** to reduce the share capital by cancelling self-owned shares
- **Delegation to the Board of Directors** of authority to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt securities - while maintaining preferential subscription rights
- **Delegation to the Board of Directors** of authority to decide to issue shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt securities through public offerings, without preferential subscription rights
- **Delegation to the Board of Directors** of authority to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt securities through a private placement mentioned in article L.411-2, II of the French Monetary and Financial Code, without preferential subscription rights
- **Delegation of powers to 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 securities to be issued in the event of capital increase with or without preferential subscription rights
- **Delegation to the Board of Directors** of authority to decide the increase of the share capital through the capitalization of premiums, reserves, profits or other items
- **Delegation to the Board of Directors** of authority to increase the share capital of the Company with the removal of the preferential subscription rights to the benefit of members of a company saving plan as employees and executive officers of the Company and its affiliated companies
- **Authorization given to the Board of Directors** to grant options to subscribe for or to purchase shares to the employees and executive officers of the Company and its affiliated companies under article L.225-180 of the French Commercial Code
- **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
- **Amendment of article 27 of the Articles of Association - Statutory Auditors**
- **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.



Conditions to participate in this Meeting

- **the owners of registered shares** must give evidence of such capacity by the registration of the shares under the registered form on the second business day prior to the Meeting, i.e. on May 22, 2018, 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, 2018, 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 personally

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 from Monday to Friday, between 8:30 am and 6:00 pm Paris time, from France and from the other countries at +33(0)815.315.215 (cost: 0.15€/min including VAT).

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 duly signed, filled and received at the latest on May 20, 2018.

Votes by postal mail or by proxy shall only be taken into account if the forms are duly 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 - CS 30812 - 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 20, 2018.

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 participate to our general meeting?



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 90 493 694,84 €
 Siège social : River Ouest - 80 Quai Voltaire
 95870 BEZONS - FRANCE
 378 901 946 R.C.S. Pontoise

ASSEMBLÉE GÉNÉRALE MIXTE DU 24 MAI 2018
A 10 heures au siège social - Auditorium

COMBINED GENERAL MEETING OF MAY 24th, 2018
At 10:00 am 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	<input type="checkbox"/>
	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)

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 pour lesquels je vote NON ou je m'abstiens.
I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box - like this , for which I vote NO or abstain.

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

	1	2	3	4	5	6	7	8	9	Qui / Yes	Non/No Abst/Abs	Qui / Yes	Non/No Abst/Abs	
A	<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"/>	F	<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"/>	G	<input type="checkbox"/>	<input type="checkbox"/>
C	<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"/>
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"/>	J	<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"/>	K	<input type="checkbox"/>	<input type="checkbox"/>

E **JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE**
 Cf. au verso (3)

I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
 See reverse (3)

F **JE DONNE POUVOIR À :** Cf. au verso (4)

I HEREBY APPOINT: See reverse (4)
 Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name
 Adresse / Address

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

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf au verso.
Surname, first name, address of the shareholder (change regarding this information have to be addressed to the relevant institution, no change can be made using this proxy form). See reverse.

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

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

Date & Signature

Date and sign here

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

Resolutions not agreed by the Board: if applicable

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

Resolutions proposed during the meeting: fill out this box

FORMULAIRE DÉDIÉ AUX SOCIÉTÉS FRANÇAISES / FORM RELATED TO FRENCH COMPANIES

des amendements ou des résolutions nouvelles étaient présentés en assemblée / In case amendments or new resolutions are proposed during the meeting
 Je donne pouvoir au Président de l'assemblée générale de voter en mon nom. // I appoint the Chairman of the general meeting to vote on my behalf.
 Je m'abstiens (l'abstention équivaut à un vote blanc). // I abstain from voting (is equivalent to vote NO).
 Je donne procuration [cf. au verso renvoi (4)] à M., Mme ou Mlle, Raison Sociale pour voter en mon nom.
 I appoint [see reverse (4)] Mr, Mrs or Miss, Corporate Name to vote on my behalf.

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

à la banque / to the bank 20 mai 2018 / May 20, 2018
 à la société / to the company 20 mai 2018 / May 20, 2018



How to participate to our general meeting?

B. You wish to transfer your shares prior to the General Meeting, after having voted by mail, sent a proxy or requested an admission card or an “attestation de participation”

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

- if the **sale occurs before the 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 days prior to the date of the General Meeting, i.e. on May 17, 2018:

- 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: www.worldline.com, in the “Investors” section.

D. How do you come to the General Meeting?

The Combined General Meeting of May 24, 2018 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.



En transport en commun

The public transports schedule is subject to variation for instance in the event of a strike. We advise you to visit the devoted websites of the SNCF and of the RATP.

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



En navette Atos

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 10min until 9:40 am (last shuttle)). For the return, take the Tramway because the first shuttle is at 5:10 pm.



En voiture par l'A86

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

Ordinary items

Approval of the Company and consolidated financial statements for the financial year ending December 31, 2017

1st and 2nd resolutions

We request you to approve the Company and consolidated financial statements for the financial year ending December 31, 2017. The management report on the 2017 financial year is included in the 2017 Registration Document of the Company.

Allocation of the net income for the financial year ending December 31, 2017

3rd resolution

In the scope of the 3rd resolution, we propose you, after having noticed below mentioned the net income for the 2017 financial year, to allocate the total of this net income to the retained earnings.

	In euros
Net income	(24,391,981.09)
Previous retained earnings	242,106,605.73
Total distributable amount	217,714,624.64
To be allocated as follow	
To the retained earnings	217,714,624.64

Renewal of the mandates of Directors

5th, 6th, 7th resolutions

The Board of Directors is composed of 9 members who are renewed as per a rotation mechanism as indicated in the table below:

In this context, the terms of office of Mr. Gilles Arditti, Ms. Danielle Lagarde and Ms. Sophie Proust expire at the end of this General Meeting.

On December 11, 2017, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, examined the composition of the Board of Directors and approved the diversity policy applicable at Board level. All the specific objectives set by the Board are transcribed in part G.2.3.4 of the 2017 Registration Document. In that context, the Board addressed the diversity of skills and professional experience within the Board and considered that the current diversity of skills is satisfactory and should be upheld.

Name	Sexe	Independent	Nationality	Age	Date of appointment / reappointment	Comittee member	End of term of office	Number of shares held
Thierry Breton ¹	M	NO	French	63	May 24, 2017	N&R*/I*	AGM*2020	1,501
Gilles Grapinet	M	NO	French	55	May 24, 2017	I	AGM 2020	20,001
Gilles Arditti	M	NO	French	62	May 26, 2016	A*	AGM 2018	1,501
Aldo Cardoso ²	M	YES	French	62	May 24, 2017	A/I	AGM 2020	1,500
Danielle Lagarde	F	NO	French	58	December 12, 2016		AGM 2018	1,500
Ursula Morgenstern	F	NO	German	53	May 26, 2016		AGM 2019	1,501
Susan M. Tolson	F	YES	American	56	May 24, 2017	N&R/A	AGM 2019	1,500
Sophie Proust	F	NO	French	53	December 12, 2016		AGM 2018	1,500
Luc Remont ³	M	YES	French	49	May 26, 2016	N&R	AGM 2019	1,500

* AGM: Annual General Meeting; N&R: Nomination and Remuneration Committee; A: Audit Committee; I: Investment Committee.

1 Chair of the Investment Committee.

2 Chair of the Audit Committee.

3 Chair of the Nomination and Remuneration Committee.

4 The analysis of the independence of each Director is set forth under Section G.2.4.2 Review of the Directors' independence of the 2017 Registration Document.

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 2017 financial year:

Financial year	Number of remunerated shares ¹	Dividends per shares (in €)	Total (in €)
2016	0	0	0
2015	0	0	0
2014	0	0	0

¹Number 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 2018, an overall amount of annual Directors' fees of Euros 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.



Report of the Board of Directors on the resolutions

Renewal of Mr. Gilles Arditti's term of office as Director

Mr. Gilles Arditti was appointed Director on April 30, 2014. His term of office has been renewed since that date. He actively takes part in the Company's governance through his membership in the Audit Committee. Mr. Gilles Arditti has financial and accounting knowledge as well as mergers & acquisitions and investor relations skills (mainly in the IT and consulting sector) which he has developed in particular through the various management positions held within the Atos group (Mergers & Acquisitions Director, CFO France, Head of Investor Relations and Financial Communication). Besides, the Board has noted Mr. Gilles Arditti's dedication to the Board's works and those of the Audit Committee through his strong individual attendance rate at the Board and Audit Committee meetings (Board: 91.6% - Audit Committee: 85.7%).

Consequently, the Board considers that Mr. Gilles Arditti's remaining in office is in the Company's interest and consistent with regards to the Board's diversity policy, and requests, pursuant to the 5th resolution, that you renew Mr. Gilles Arditti's term of office for a period of three (3) years.

Renewal of Ms. Danielle Lagarde's and Ms. Sophie Proust's terms of office as Director

Ms. Danielle Lagarde and Ms. Sophie Proust were appointed Director of the Company on December 12, 2016, respectively to replace Mr. Charles Dehelly and Mr. Michel-Alain Proch, having resigned, for the remainder of their mandates. These appointments allowed for the strengthening of the proportion of women on the Board of Directors, thus surpassing the threshold of 40% of same-sex directors set out in law.

The General Meeting held on May 24, 2017 ratified the co-opting as Director of the Company of Ms. Danielle Lagarde and Ms. Sophie Proust until the end of the General Meeting convened to approve the financial statements for the fiscal year ending in 2017.

Ms. Lagarde and Ms. Proust, who possess knowledge of the strategic challenges of the Group, bring new skills, being respectively human resources manager and research and development engineer, and allow for the diversification of Directors profiles. Besides, the Board has noted Ms. Lagarde's and Ms. Proust's dedication to the Board's works through their strong individual attendance rate at the Board meetings (100%).

Consequently, the Board considers that Ms. Danielle Lagarde's and Ms. Sophie Proust's remaining in office is in the Company's interest and consistent with regards to the Board's diversity policy, and requests, pursuant to the 6th and 7th resolutions, that their respective terms of office be renewed for a period of three (3) years.

Additional information on the candidates to the Board of Directors can be found in pages 45 to 47 of this brochure.

Approval of the elements of compensation and benefits paid or awarded for the financial year ending December 31, 2017 to Mr. Gilles Grapinet, Chief Executive Officer 8th resolution

Under the 8th resolution, you are requested, in accordance with article L.225-100-II of the French Commercial Code, to approve the elements of compensation and benefits paid or awarded for the financial year ending December 31, 2017 to Mr. Gilles Grapinet, as described in the Company's report on corporate governance, and reproduced in the 2017 Registration Document, Section G.

In this context, the elements of compensation and benefits related to financial year 2017 paid or awarded to Mr. Gilles Grapinet, Chief Executive Officer, by the Board of Directors, on the proposal of the Nomination and Remuneration Committee, are reproduced hereafter.

It is recalled that, in accordance with article L.225-37-2 of the French Commercial Code, 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 of the Chief Executive Officer due to his mandate and underpinning the compensation policy that is relevant to him in 2017, have been submitted to the shareholders' vote, and approved during the Company's General Meeting which was held on May 24, 2017 (13th resolution).

It is recalled that Mr. Thierry Breton, Chairman of the Board of Directors (non-executive senior officer) since April 30, 2014, did not receive any compensation related to his office within the Company since 2014.

Report of the Board of Directors on the resolutions

Elements of the compensation and benefits paid or awarded to Mr. Gilles Grapinet, Chief Executive Officer, related the financial year 2017, submitted to the shareholders' vote

Compensation components	Amounts	Comments
Fixed annual compensation	€ 415,000 on an annual basis	The fixed annual compensation of the Chief Executive Officer has been approved during the Shareholders' Meeting of the Company, dated May 24, 2017 under the 13th resolution.
Variable compensation	€ 535,398 due for 2017 i.e. 111.5% of the target variable compensation and 129% of the annual fixed compensation	<p>In 2017, 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 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%). <p>The achievement of these criteria and the subsequent variable compensation amount has been approved during the Board of Directors meetings of July 24, 2017 and February 19, 2018. The variable compensation due for the first semester 2017 was € 294,720, ie. 122.8% of the on-target variable compensation for a semester, and € 240,678, ie. 100.3% for the second semester.</p>

2017 Targets	First-half		Second-half	
	Weight	Payout*	Weight	Payout*
Organic Revenue Growth	40%	>100%	40%	<100%
Operating Margin before Depreciation and Amortization	30%	>100%	30%	>100%
Free Cash Flow	30%	>100%	30%	>100%
Payout in % of the on-target variable compensation for a semester		122.8%	100.3%	

* After applying the 130% payout capped curves.

So the annual variable compensation due for 2017 was € 535,398, ie. 111.5% of the annual target variable compensation. Based on the semesters targets, the full year average achievements are as follows:

2017	Achievement
Organic Revenue Growth	100.50%
Operating Margin before Depreciation and Amortization	104.20%
Free Cash Flow	113.40%

Budget targets are in line with the financial targets shared by the Company every year.



Report of the Board of Directors on the resolutions

Compensation components	Amounts	Comments
Fringe benefits	€ 3,565	Company car
Multiannual equity-based variable compensation	<p>No stock-options grant</p> <p>Grant of 43,700 Performance Shares</p> <p>Shares valuation € 654,883</p> <p>Based on the fair value as determined according to IFRS 2 standard retained for the consolidated financial statements.</p>	<p>In connection with the authorization granted for thirty-eight months, by the Combined General Meeting of May 24, 2017 (twenty third resolution), the Board of Directors decided, during its meeting held on July 24, 2017, and upon the recommendation of the Nomination and Remuneration Committee, to proceed to the allocation of a theoretical maximum number of 43,700 performance shares to be issued in favor of the Chief Executive Officer of Worldline. This amount takes into account the recommendations of the AFEP-MEDEF Code applicable to the executive senior officers. These shares are evaluated at € 654,883 according to IFRS standard retained for the consolidated financial statements of the Company. In its analysis, after an opinion of the Nomination and Remuneration Committee, the Board of Directors reviewed the following components:</p> <ul style="list-style-type: none"> • Allocation of a maximum of 43,700 performance shares to the Chief Executive Officer; • The principle and additional requirement to adapt the final allocation of shares to the Chief Executive Officer in the case of over achievement with a maximum multiplier of 115%, and remaining within the ceiling of 50% of the annual overall remuneration based on equities (even in the most favorable situation); • The beneficiary is required to remain owner of 15% of his acquired shares for the duration of his duties. <p>The prohibition to enter into financial hedging transaction relating to the granted shares during the term of the Chief Executive Officer.</p> <p>For further information on the conditions of this allocation, see Section G.3.2.4 Table 2 of the 2017 Registration Document.</p>
Other compensation	€ 623	<p>Recharge of the 2/3 of the holidays bonus due by virtue of collective agreement to the Chief Executive Officer and other employees of Atos International SAS.</p> <p>As a reminder, the Chief Executive Officer does not receive exceptional compensation or other compensation elements. He 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. Moreover, the Chief Executive Officer does not receive director's fees.</p>
Defined Benefit Supplementary Pension scheme	N/A	<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 1, 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.</p> <p>The Company agreed with Atos SE to pay the relevant premiums for Mr Gilles Grapinet's defined benefit supplementary pension scheme during the period of his mandate as Chief Executive Officer of Worldline and limited to two thirds of the overall cost.</p> <p>A detailed description of the supplementary pension plan is available in Section D.3.5.7 of the 2017 Registration Document.</p>

Report of the Board of Directors on the resolutions

Approval of the features and criteria for setting, allocating, and granting, the fixed, variable, long-term and exceptional elements making up the total compensation and benefits of all kinds attributable the Executive Senior Officers 9th resolution

In the context of the 9th resolution, you are requested, in accordance with 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 fringe benefits of all kinds attributable to the Executive Senior Officers by reason of their office, for the 2018 financial year and constituting the compensation policy applicable to them.

These features and criteria, set by the Board of Directors on the recommendation of the Nomination and Remuneration Committee, are presented in the Company's corporate governance report, included in the 2017 Registration Document in Section G, and are reproduced hereafter.

In compliance with article L.225-100 of the French Commercial Code, the amounts resulting from the implementation of these principles and criteria will be submitted to the shareholders' approval during the General Meeting called to rule on the financial statements for the financial year ending in 2018.

Features and criteria for setting, allocating, and granting, the fixed, variable, long-term and exceptional elements making up the total compensation and benefits of all kinds attributable the Executive Senior Officers

The principles of the compensation of the Executive Senior Officer are proposed by the Nomination and Remuneration Committee, approved by the Board of Directors and submitted to the Shareholders' vote.

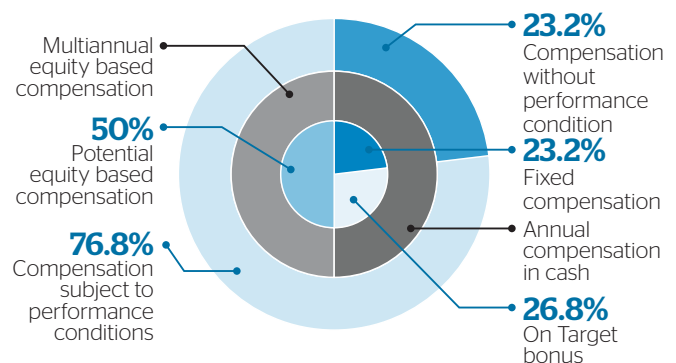
The principles governing the determination of the compensation of the Chief Executive Officer are established in the framework of the AFEP-MEDEF Code to which the Company is referring:

- Principle of balance: the Nomination and Remuneration Committee ensures that no element represents a disproportionate share of the Chief Executive Officer's compensation;
- Principle of competitiveness: The Nomination and Remuneration Committee also ensures the competitiveness of the remuneration of the Senior Officers, through regular compensation surveys. Within the context of the implementation of this principle, the Board of Directors held on December 12, 2016, proceeded with a comparative analysis of the compensations of chief executive officers in various European companies of the payment services sector with a profile similar to that of Worldline, established on multiple criteria (revenue, OMDA, geographical presence, headcount) after having taken into account the increase in the size of the Company since 2011 (initial public offering, major acquisitions in 2016, increase of the market capitalization by 50% since the listing); this benchmark stressed the adequacy between the performance of the Company and the resulting compensation of the Chief Executive Officer;

- 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 the Group's objectives, as regularly disclosed to the shareholders. In order to develop a community of interest with Worldline's shareholders and to associate Worldline's 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's commitment to corporate responsibility. In this context, performance criteria related to the social and environmental responsibility have been established in the stock-options and performance shares plans granted as from 2014.

The principles set forth above will apply in the event of appointment of a new Senior Officer.

The structure of the compensation of the Chief Executive Officer is the following and based on the Company Development Plan from Atos group three-year plan « 2017-2019 »



Elements of the 2018 compensation of Gilles Grapinet, Chief Executive Officer

On the occasion of the new Worldline three-year 2017-2019 strategic plan, in line with the three-year Atos group "Ambition 2019" plan, recently submitted to the investors, the Board of Directors decided on December 12, 2016, upon recommendation of the Nomination and Remuneration Committee, the following elements of the total compensation of Mr. Gilles Grapinet relating to his duties of Chief Executive Officer of the Company, as from January 1, 2017. The following amounts have not changed since 2017:

1. Fixed compensation

A fixed annual compensation of € 415,000.

2. Variable compensation

A variable compensation, subject to performance conditions, annual target being equal to € 480,000, with a maximum payment capped at 130%, which corresponds to a cap of 150.36% of the fixed annual compensation in case of over-performance and no minimum payment.

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 Group's ambitions, as they are regularly presented to the shareholders.



Report of the Board of Directors on the resolutions

In order to monitor the Group's performance more closely, and to accompany it proactively with respect to its strategic plan, the performance objectives for the Chief Executive Officer are set and reviewed on a half-year basis. Thus, H1 targets are set on the basis of the budget as approved by the Board of Directors in December 2017, and those of H2 on the basis of the « Full Year Forecast 2 », approved in July 2018.

For each semester of 2018, the Chief Executive Officer variable compensation indicators' natures and weights are distributed as follows:

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

The Board of Directors decides, through the half year objectives determining the variable compensation of the Chief Executive Officer, the financial objectives of the three-year strategic plan relating to revenue growth, OMDA and free cash flow. The budget objectives underlying such variable compensation are decided by the Board of Directors in order to carry out the achievement of the financial objectives announced to the market.

Therefore, for each performance indicator, the Board of Directors sets:

- A target in line with the strategic plan (budget) the attainment of which resulting in 100% achievement for getting the on-target variable compensation in respect of this indicator;
- A floor which defines the threshold below which no variable compensation for that component is due;
- A cap which defines the threshold above which the variable compensation for that indicator is limited at 130% of its on-target amount.

The elasticity curve accelerates the amount of the variable compensation due upwards and downwards according to the level of achievement of each of the objectives.

The payment of the variable compensation for the first and second semesters 2018 will be subject to the approval of the Shareholders' General Meeting to be held in 2019 ruling on the 2018 financial statements.

3. Multi-year equity-based compensation

Worldline is strongly committed to associating its employees with the long-term performance and results of the Company, notably through Long-Term Incentive (LTI) plans. Beneficiaries of such LTI plans are mostly the first managerial lines of Worldline including the Chief Executive Officer (see Section D.3.5.6 of the 2017 Registration Document).

The 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. Therefore, every year, the Board of Directors will adapt the equity based compensation of the Chief Executive Officer based on the equity granted for the past financial year, in order to comply with this cap.

The acquisition of equity instruments (performance shares and/or stock options) is subject to the achievement of the performance conditions, to be fulfilled over a period of three years, and based on key factors of the Group strategy and on indicators based on the Company social and environmental responsibility.

When it decides on the granting of the performance shares, the Board of Directors also states the percentage (15%) of acquired shares that the Senior Officer must keep until the end of his duties.

For 2018, it will be proposed to the General Meeting to be held on May 24, 2018 to renew the authorizations granted to the Board of Directors with the view to proceed with the issuance of performance shares and stock options. Such authorizations will allow the Board of Directors to decide on the issuance of (i) two first global plans including the Chief Executive Officer as beneficiary: the first one will be a performance share plan and the second will be a stock-options plan, the main characteristics of which are described below; and (ii) a third specific performance shares plan dedicated to rewarding and retaining one or more new talents joining the Company through newly acquired companies.

A. Condition of attendance

Subject to certain exceptions provided for in the plan (e.g. death or invalidity), the acquisition of performance shares is subject to the preservation of employee or company officer status of the Worldline Group or of Atos SE or of any company affiliated with Atos SE, by the beneficiary, during the acquisition period in accordance with article L.225-180 of the French Commercial Code.

B. Performance condition

The allocation of performance shares and/or stock options is also subject to the achievement of the following internal and external performance conditions, calculated for the three years 2018, 2019 and 2020 for the global plans and two years 2018 and 2019 for the specific plan.

Performance Share plan (Global):

- **Internal Performance Conditions** : For each year 2018, 2019 and 2020, 3 internal performance indicators must be met:
 - Revenue growth;
 - Operating Margin before Depreciation and Amortization (OMDA);
 - Group Free Cash Flow before acquisition/disposal and variation of equity and dividends.

The performance target achievement levels will be in line with the targets set forth by the Board of Directors and communicated to the market.

In the situation where one of the criteria would not be met during the course of the last year of the plan, the latter would be considered as achieved if it reaches at least 85% of the target; however the grant of performance shares will be lowered to 75% of the initially granted aggregate number.

The indicators mentioned in the performance conditions will be calculated based on a constant exchange rate and a constant consolidation scope.

Report of the Board of Directors on the resolutions

- **External Performance Conditions** : For each year 2018, 2019 and 2020, at least 2 out of 3 performance criteria must be met (or maintained if already at the highest level):
 - The Worldline Group gets the GRI Standards "Comprehensive" option (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 label "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).

Stock-options plan (Global):

- **Internal Performance Conditions** : For each year 2018, 2019 and 2020, the three internal performance indicators and defined targets are as follows:
 - Revenue growth: at least equal to -1.5%;
 - OMDA: 92.5 % of the target set in the budget for the relevant year;
 - Free Cash-flow: 92.5 % of the target set in the budget for the relevant year.

For each year, at least two out of three criteria must be met, if one is not, then it becomes mandatory for the following year.

- **External Performance Conditions** : For each year 2018, 2019 and 2020, at least 2 out of 3 performance criteria must be met (or maintained if already at the highest level):
 - The Worldline Group gets the GRI Standards "Comprehensive" option (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 label "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).

Specific Performance Shares plan:

The grant will be subject to internal performance conditions linked to the operational entity scope, a multiplier of maximum 150% will be applied in the event of overachievement of the performance conditions as set in the plan rules.

The performance conditions will relate to revenue and OMDA of the operational entity, for years 2018 and 2019.

The Chief Executive Officer will not be a beneficiary of this Specific Performance Shares plan.

C. Vesting and holding periods

The beneficiaries of the performance shares and/or stock-options plans will acquire them three years after the grant, provided that all required targets mentioned above are achieved and that they comply with the attendance requirement to the date of acquisition. The shares acquired will not be subject to a holding period and will be immediately exercisable by their beneficiaries, subject to the "black-out periods" set by the Company in the Guide for the Prevention of Insider Trading, applicable legal rules, and, for the Chief Executive Officer, the 15% retention obligation. In the event that performance conditions were not achieved and/or attendance condition was not satisfied, the performance shares and/or stock options would then be canceled.

4. Exceptional compensation

The Chief Executive Officer does not receive any exceptional compensation.

5. 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.

6. Benefits in kind

The Chief Executive Officer benefits from a company vehicle.

7. Complementary and supplementary pension plans

As all the employees of Atos International SAS members of the Executive Committee of the Atos Group, Mr. Gilles Grapinet used to benefit, until March 1, 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. Mr. Gilles Grapinet benefits, as all the members of the Executive Committee of Atos SE who end their career within Atos SE or Atos International SAS, from a supplementary pension plan within the framework of article L137-11 of the French Social Security Code. The population of beneficiaries is therefore larger than that of company officers. Further information is set forth in Section D.3.5.7 of the 2017 Registration Document and in the 2017 Registration Document of Atos SE.



Report of the Board of Directors on the resolutions

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

10th resolution

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

These purchases could be carried out in particular:

- 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 award 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 keep them and subsequently use them in payment or exchange or other in the context of external growth operations; and
- to cancel them as a whole or in part through a reduction of the share capital, authorized by the General Meeting, in particular pursuant to the 11th resolution of this General Meeting.

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 € 65.50 per share (excluding fees).

Consequently, the maximum amount of the funds assigned to the buy-back program shall thus be € 870,488,188 on the basis of the share capital as of December 31, 2017.

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 24, 2017 pursuant to its 14th resolution.

Extraordinary items

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

11th resolution

We request you to renew the authorization granted to the Board of Directors, for a duration of twenty-six (26) 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 24, 2017.

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

12th resolution

It is proposed that, as previously authorized by the Combined General Meeting of May 24, 2017, the Board of Directors should have the ability to increase the authorized share capital with preferential subscription rights ("PSR") in order to finance the Company's development, either by issuing shares (excluding preferred shares) or by issuing securities giving access to the share capital of the Company or any other company in which it holds, whether directly or indirectly, more than one-half of the capital (a "Subsidiary"). This resolution would also enable the issuance of securities giving access to the Company's or a Subsidiary's existing share capital or granting the rights to receive debt securities.

For all capital increases paid up in cash, a PSR is granted to the shareholders, which is detachable and can be traded throughout the subscription period: for a minimum of five (5) trading days as from the start of the subscription period, each shareholder has the right to subscribe for a number of new shares that is proportional to his/her stake in the capital.

The maximum nominal amount of share capital increases that may be carried out (on one or more occasions, either immediately or in the future, in the case of an issuance of securities giving access to the Company's share capital), pursuant to this resolution would be fixed at 50% of the Company's share capital on the date of the General Meeting.

The global limit (see article L.225-129-2 of the French Commercial Code) of share capital increases that may be carried out pursuant to the 13th, 14th, 15th, 16th and 18th resolutions of this General Meeting would be fixed at 80% of the Company's share capital on the date of the General Meeting.

To these limits will also be added, if necessary, in the event of further financial transactions, the nominal amount of the shares to be issued in addition to preserve, the rights of the holders of securities or other rights giving access to the share capital.

Report of the Board of Directors on the resolutions

It is specified that, within this global limit, the nominal amount of the capital increases capable of being carried out, without PSR, in accordance with the 13th, 14th, 15th and 16th resolutions of this General Meeting should not exceed 45% of the share capital as stated at the date of this General Meeting.

This authorization and the 13th and 14th resolutions of this General Meeting as well, provide for the possibility of using all financial instruments giving access to share capital in order to maintain flexibility in carrying out growth or financing transactions and to perform transactions to optimize the Company's capital structure as well.

This resolution and certain resolutions submitted to this Meeting would permit your Board of Directors to decide to issue securities giving access to the Company's share capital. The characteristics and details related to such securities are described below under 13th resolution of this General Meeting.

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

The period of validity of this authorization would be set at twenty-six (26) months. For information, this delegation, as already granted by the Combined General Meeting of May 24, 2017, has not been used.

Delegation to the Board of Directors of authority to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt securities through public offerings, without preferential subscription rights 13th resolution

This authorization would enable the Board of Directors to carry out growth and financing transactions by issuing, with the cancellation of preferential subscription right ("PSR"), in France and/or abroad, by means of a public offering, shares and/or securities giving access to the share capital of the Company or of any other company in which it holds, whether directly or indirectly, more than one-half of the capital (a "Subsidiary").

This resolution would also enable the issue of securities giving access to the Company's or a Subsidiary's existing share capital or of securities carrying a right to the allocation of debt securities.

In the context of this resolution, you are asked to cancel the 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.

The nominal maximum amount of the capital increases with the cancellation of PSR that may be carried out immediately or in the future, pursuant to this authorization, would be set at 45% of the Company's share capital at the date of the General Meeting. The nominal amount of the issuances that may be carried out pursuant to the delegation, will count towards the limit stipulated by paragraph 2 of the 12th resolution of this Meeting or, if applicable, towards any limit that may be stipulated by any resolution of the same nature that may supersede said resolution during the period of validity of this delegation of authority. The nominal amount of the share capital increases without PSR carried out pursuant to the 14th, 15th and 16th resolutions of this Meeting shall be deducted from the nominal maximum amount of this delegation.

To these limits will also be added, if necessary, the nominal amount of the shares to be issued, in the event of further financial transactions, in order to preserve the rights of the holders of securities or other rights 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).

This delegation of power shall permit the issuance of shares or securities giving access to the Company's share capital or securities granting the rights to receive debt securities as described below.

Certain resolutions presented in this Meeting shall enable your Board to decide on the issuance of securities giving access to share capital either by issuance of new shares such as bonds convertible or redeemable into shares or bonds with warrants attached or through the delivery of existing shares such as "OCEANes" (bonds which are convertible into new shares or exchangeable for existing shares) ; such securities could either be in the form of debt securities as in the example above or equity securities such as shares with warrants attached. However, it is prohibited by law, to issue equity securities that are convertible into or exchangeable for debt securities.

Securities giving access to share capital that are in the form of debt securities (e.g. bonds convertible into or redeemable for shares or bonds with warrants attached) could create an entitlement to allocation of shares, at any time or during certain periods or at certain set dates. Such allocation could be made through conversion (e.g. bonds convertible into shares), redemption (e.g. bonds redeemable for shares), exchange (e.g. bond exchangeable for shares), or presentation of a warrant (e.g. bonds with warrants attached) or any other method, for the duration of the instrument, with or without preferential subscription right for shareholders with respect to the securities thus issued.

In accordance with the law, the authorizations granted by this Meeting, for the purpose of issuing securities giving access to share capital entail a waiver by the shareholders of their PSR for equity shares to which such securities 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.

The issue price of the securities that give access to the capital would be set in such a way that, for all shares issued as a result of securities that give access to the capital, the total that the Company receives in respect of said securities that give access to the capital is at least



Report of the Board of Directors on the resolutions

equal to the minimum regulatory price per share (as said price stood on the date of issue of the securities that give access to the capital).

This resolution, as well as the 12th and 14th resolutions presented to this Meeting, would allow your Board of Directors to issue securities carrying a right to allocation of debt securities, such as bonds with warrants attached and bonds convertible or redeemable by any other debt security or shares with warrants attached. Where applicable, these securities may have warrants attached that carry a right to the allotment, acquisition or subscription for bonds or other debt securities. If these resolutions are adopted, your Board of Directors may determine the nature and characteristics of the securities to be created that will carry a right to the allotment of debt securities. Where necessary, the Board of Directors may, in particular, decide at the time of issue or during the existence of the securities concerned:

- that these securities will have warrants attached that carry a right, either during specified periods or on set dates, to the allotment, acquisition or subscription for bonds or other debt securities; or
- that the Company shall have the option of issuing debt securities in order to settle interest, the payment of which was suspended by the Company; or
- that said securities shall take the form of complex bonds, within the meaning defined by the stock market authorities (for example, as a result of their redemption or remuneration rules or other rights such as indexing or possible options); or
- that the securities will be redeemed early, including via delivery of Company assets or amortization; or
- that the securities will be bought back on the stock market or that the Company will offer to purchase or exchange them.

Lastly, this resolution would enable the issuance of shares or securities giving access to the Company's share capital to pay for securities of a company that meets the requirements of article L.225-148 of the French Commercial Code in the context of a public exchange offer initiated by the Company in France or abroad according to local rules, in which case the Board of Directors would be free to set the conversion rate and the above-described pricing rules would not apply. It should be noted that no priority subscription rights will be granted to shareholders within the framework of such issuances.

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

The period of validity of this authorization would be set at twenty-six (26) months. For information, the delegation having the same object granted by the Combined General Meeting of May 24, 2017, has not been used.

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

14th resolution

You are being asked within the framework of this resolution to renew in favor of the Board of Directors an authorization to allow the Company to issue shares by "private placement" with an increase in share capital or offers in combined securities without a preferential right to subscription ("PSR") only for (i) persons who provide investment services of portfolio management of third party accounts or (ii) qualified investors or a limited circle of investors, with the limit that these investors act for their own account.

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. You are asked to cancel the PSR in order to allow the Board of Directors to perform private placement financing transactions in a simplified manner by issuing, in France and/or abroad, shares and/or securities giving access to the share capital of the Company or any other company in which it holds, whether directly or indirectly, more than one-half of the capital (a "Subsidiary"). This resolution would also enable the issuance of securities giving access to the Company's or a Subsidiary's existing share capital or securities that grant entitlement to allocations of debt securities.

The nominal amount of increases in capital without PSR that could be carried out immediately or in the future, pursuant to this delegation of authority is set to 30% of the Company's share capital on the date of the General Meeting. The nominal amount of the issuances that would be carried out pursuant to this delegation will be deducted from the aggregate cap stipulated in paragraph 2 of the 12th resolution, or, if applicable, from any limit that may be stipulated by any resolution of the same nature that may supersede said resolution during the period of validity of this delegation of authority. The nominal amount of the share capital increases without PSR that may be carried out pursuant to the 13th, 15th, and 16th resolutions of this Meeting shall be deducted from the maximum nominal amount of this delegation.

In any event, issuances of equity securities carried out in virtue of this delegation shall not exceed the limits set forth by the applicable law as of the date of the issue. Otherwise, to this limit will also be added, if necessary, the nominal amount of the shares to be issued, in the event of further financial transactions, in order to preserve the rights of the holders of securities giving access to the Company's share capital.

As in the previous two resolutions, this authorization would allow issuance of new shares or securities giving access to share capital or securities that grant entitlement to allocations of debt securities (cf. description of the securities contained in the explanation for the 13th resolution). The issue price of the shares and securities issued directly would be set in the same way as in the 13th resolution.

Report of the Board of Directors on the resolutions

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

The period of validity of this authorization would be set at twenty-six (26) months. For information, the delegation having the same object granted by the Combined General Meeting of May 24, 2017, has not been used.

Delegation of powers to 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

15th resolution

You are being asked to renew the authorization granted to the Board of Directors during the Combined General Meeting of May 24, 2017 to proceed, within the limits of private exchange offering(s), to operations of external growth financed by shares or by securities giving access to the share capital issued by the Company as consideration for contributions in kind to the Company consisting of equity securities or securities giving access to the share capital (cf. description of these financial titles during the presentation of the 13th resolution). In the context of this resolution, you are asked to cancel the preferential subscription rights ("PSR") in order to grant the Board of Directors with the flexibility required to grasp external growth opportunities that could arise.

The nominal amount of the share capital increases without PSR that may be carried out immediately or in the future by virtue of this delegation is set to 10% of the share capital at the date of this General Meeting. The nominal amount of the issuances that would be carried out pursuant to this delegation will be deducted from the aggregate cap stipulated in paragraph 2 of the 12th resolution, or, if applicable, from any limit that may be stipulated by any resolution of the same nature that may supersede said resolution during the period of validity of this delegation of authority. The nominal amount of the share capital increases without PSR that may be carried out pursuant to the 13th, 14th, and 16th resolutions of this Meeting shall be deducted from the maximum nominal amount of this delegation.

This authorization would enable the Board, in particular, to set the terms of the issue, the conversion ratio and, if necessary, the amount of any equalization payment to be made in cash. The Board shall vote on the report of the *commissaires aux apports*, which covers, inter alia, the value of the contributions.

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

The period of validity of this authorization would be set at twenty-six (26) months. For information, the delegation having the same object granted by the Combined General Meeting of May 24, 2017, has not been used.

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

16th resolution

In the event of any capital increase with or without preferential subscription rights which would be decided pursuant to a delegation of authority granted by your General Meeting, and in the event of an oversubscription to the share capital increases, we propose you to renew the authorization granted to the Board of Directors during the Combined General Meeting of May 24, 2017, to increase the number of securities to be issued at the same price as that of the initial issue, within the periods and subject to the limits provided by the regulations applicable (currently, within thirty days of the closing of the subscription period). This over-allotment option should be exercised subject to a maximum of 15% of the initial issue.

The nominal amount of the increase in share capital that could be made under the present resolution will count towards the global cap provided in the resolution by which the initial issuance was decided and on the amount of the global cap decided in the paragraph 2 of the 12th resolution of this General Meeting, and in case of an increase in share capital without preferential subscription right, on the amount of the cap decided in the paragraph 3 of the 13th resolution, or, as the case may be, towards the upper limit stipulated by any resolution of the same nature that may supersede said resolution during the period of validity of the present delegation.

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

This delegation would be granted for a period of twenty-six (26) months. For information, the delegation having the same object granted by the Combined General Meeting of May 24, 2017, has not been used.

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

17th resolution

We propose that you renew the authorization granted to the Board of Directors during the Combined General Meeting of May 24, 2017, to capitalize reserves, premiums, profits or other items in the Company's share capital, up to the limit of a nominal amount of EUR 500 million, and to increase the share capital to that purpose by increasing the par value of the shares and/or by allotting free shares.

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



Report of the Board of Directors on the resolutions

This delegation would be granted for a period of twenty-six (26) months. For information, the previous delegation having the same object granted by the Combined General Meeting of May 24th, 2017, has not been used.

Delegation to the Board of Directors of authority to increase the share capital of the Company with the removal of the preferential subscription rights to the benefit of members of a company saving plan as employees and executive officers of the Company and its affiliated companies **18th resolution**

We request that you delegate to the Board of Directors, for a period of twenty-six (26) months, the power to decide the capital increase by issuing, shares or other equity securities of the Company in France and/or abroad, or securities giving rise, immediately or in the future and by all means, to existing or to be issued shares or other equity securities of the Company, reserved to the employees and executive officers of the Company or affiliated companies adhering to a Company saving plan or any other qualifying plan pursuant to the legal and regulatory provisions.

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 from the amount of the global cap provided for in paragraph 2 of the 12th resolution of this Meeting and is set without taking account the nominal amount of the shares or other capital securities to potentially issue in order to maintain the rights of the holders of securities or of the holders of other rights giving access to the capital of the Company, Company stock-options or free allotment of Company's shares.

The delegation would end up the previous delegation approved by the Combined General Meeting on May 24, 2017 under the 22nd resolution.

This delegation entails cancellation of the shareholders' preferential subscription right to shares and other equity securities and securities giving access to the share capital, 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.

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 Labor Code, it being specified that the maximum discount cannot exceed 20% of the average of the quoted share price of Worldline on the regulated market of Euronext Paris over the twenty (20) trading sessions 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 Labor Code, may provide for the attribution 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 that their pecuniary countervalue, evaluated at the subscription price, does not have for effect to exceed the limits established by law or regulations.

It is specified that, respectively by the end of 2014 and 2015, Worldline implemented two employee shareholding plans, involving employees in 14 countries and which has led to a share capital increase respectively in December 2014 and in February 2016. These plans offered to employees to purchase Worldline shares and benefit from a 20% discount on the reference share price. An incentive contribution from the employer applied: a maximum of fifteen (15) free shares for twenty (20) subscribed.

On the basis of this delegation, a new employee shareholding plan with similar terms and conditions, but with an adjusted number of free shares depending on the evolution of Worldline's share valuation, could be considered in the future.

Authorization given to the Board of Directors to grant options to subscribe for or to purchase shares to the employees and executive officers of the Company and/or its affiliated companies under article L.225-180 of the French Commercial Code **19th resolution**

Context of the authorization request

It is proposed to you to authorize your Board of Directors to grant options to subscribe for or to purchase shares to employees or executive officers of the Company and/or of companies affiliated to it under the terms and conditions described hereunder. This resolution is part of long-term incentive plans set up on an annual basis in favor of several hundreds of managers or key employees of the Group, as well as of the Chief Executive Officer.

Structure of the authorization

The main features of the 2018 plan would be as follows:

- a plan for the benefit of the first managerial lines and the Group key employees;
- a vesting period of three (3) years as from the grant date, without holding period;
- three (3) Internal Financial Performance Indicators (as defined hereunder) **and** one (1) External Performance Condition (as defined hereunder), the achievement of which each and every year conditions the vesting of all **(100%)** of the options to subscribe for or to purchase shares;
- the fulfillment of a supplementary external performance condition related to corporate social responsibility for each of the three (3) years of the plan, which conditions the partial or total vesting of the stock-options as described above.

Specific conditions of the authorization

1. Nature of the authorization

It is proposed to you to authorize your Board of Directors, for a duration of twenty-six (26) months, to grant, on one or more occasions, options to subscribe for or to purchase shares in favor of employees or executive officers of the Company and/or of companies affiliated to it.

Report of the Board of Directors on the resolutions

2. Maximum amount of the authorization

The maximum amount of stock-options that may be granted pursuant to the proposed delegation shall not exceed 0.9% of the share capital on the day of this General Meeting.

In addition, an exceptional cap of 0.65% of the share capital on the day of this General Meeting (the "**Extraordinary Cap**") would apply in case of simultaneous or successive use by the Board of Directors of the authorizations granted to it by this resolution and the 20th resolution.

3. Sub-cap for the grant to the executive Director

Within the maximum amount mentioned in item 2 hereabove, the total number of stock-options granted to the Chief Executive Officer pursuant to the proposed authorization, shall not represent more than 0.135% of the share capital on the day of this General Meeting. Moreover, in such a situation, the Board of Directors would set a rule as to the holding by the executive Director of a portion of the granted shares until expiration of his term of office. The existence of the Extraordinary Cap does not affect this sub-cap.

4. Vesting period

The grant of the shares to their beneficiaries will become final after a vesting period of three (3) years. No holding period will be applicable.

5. Performance conditions

The exercise of the options to subscribe for or to purchase shares shall be subject to the achievement of the three (3) internal financial performance indicators (the "**Internal Financial Performance Indicators**") set each year by the Board of Directors of the Company and which shall be in line with the annual financial objectives disclosed by the Company at the beginning of each year, i.e.:

- (i) Revenue growth; and
- (ii) Operating Margin before Depreciation and Amortization (OMDA); and
- (iii) Group Free Cash Flow before acquisition/disposal and variation of equity and dividends.

These Internal Financial Performance Indicators shall be calculated on a consolidated basis, taking into account potential scope variations and changes in the foreign exchange rates.

Additionally, for the three (3) years, the plan comprises an external performance condition (the "**External Performance Condition**") related to corporate social responsibility which should be fulfilled each year by the Company. As such, for each year of the plan, at least 2 out of 3 performance criteria must be met (or maintained if already at the highest level):

- (i) The Worldline Group gets the GRI Standards "Comprehensive" option (or its equivalent if, during the plan, the terminology to define the highest achievable level is modified);
- (ii) The Worldline Group gets the Eco Vadis CSR label "Gold" (or its equivalent if, during the plan, the terminology to define the highest achievable level is modified);
- (iii) 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).

6. Continued employment condition

The vesting of the stock-options will be subject to a continued employment condition within the Group during the three (3) years of the vesting period, except in case of retirement or death.

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 20th resolution

Context of the authorization request

It is proposed to you to authorize your Board of Directors to grant performance shares to employees or executive officers of the Company and/or of companies affiliated to it under the terms and conditions described hereunder. This resolution is part of long-term incentive plans set up on an annual basis in favor of several hundreds of managers or key employees of the Group, as well as of the Chief Executive Officer.

Structure of the authorization

The main features of the 2018 plan would be as follows:

- a plan for the benefit of the first managerial lines and the Group key employees;
- a vesting period of three (3) years as from the grant date, without holding period;
- three (3) Internal Financial Performance Indicators (as defined hereunder) **and** one (1) External Performance Condition (as defined hereunder), the achievement of which each and every year conditions the vesting of all **(100%)** of the performance shares;

In the event that:

- (i) the first two (2) years are validated, and
- (ii) for the third year, only two (2) Internal Financial Performance Indicators are fulfilled, and
- (iii) the third Internal Financial Performance Indicator for this last year reaches at least 85% completion, the grant of performance shares shall be reduced to **75%** of the initially granted aggregate number.

The fulfillment of a supplementary external performance condition related to corporate social responsibility for each of the three (3) years of the plan, which conditions the partial or total vesting as described above.

Specific conditions of the authorization

1. Nature of the authorization

It is proposed to you to authorize your Board of Directors, for a duration of thirty-eight (38) months, to grant, on one or more occasions, performance shares in favor of employees or executive officers of the Company and/or of companies affiliated to it. The resolution submitted to your General Meeting also specifies that the authorization granted during the General Meeting of May 24, 2017 in its 23rd resolution is canceled as from the General Meeting up to its unused portion.

2. Maximum amount of the authorization

The maximum amount of shares that may be granted pursuant to the proposed delegation shall not exceed 0.5% of the share capital on the day of this General Meeting.



Report of the Board of Directors on the resolutions

In addition, an exceptional cap of 0.65% of the share capital on the day of this General Meeting (the “**Extraordinary Cap**”) would apply in case of simultaneous or successive use by the Board of Directors of the authorizations granted to it by this resolution and the 19th resolution.

3. Sub-cap for the grant to the executive Director

Within the maximum amount mentioned in item 2 hereabove, the total number of shares granted to the Chief Executive Officer pursuant to the proposed authorization, shall not represent more than 0.05% of the share capital on the day of this General Meeting. Moreover, in such a situation, the Board of Directors would set a rule as to the holding by the executive Director of a portion of the granted shares until expiration of his term of office. The existence of the Extraordinary Cap does not affect this sub-cap.

4. Vesting period

The grant of the shares to their beneficiaries will become final after a vesting period of three (3) years. No holding period will be applicable.

5. Performance conditions

The vesting of the total amount of performance shares over a three (3) years period shall be subject to the achievement of the three (3) internal financial performance indicators (the “**Internal Financial Performance Indicators**”) set each year by the Board of Directors of the Company and which shall be in line with the annual financial objectives disclosed by the Company at the beginning of each year, i.e.:

- (i) Revenue growth; and
- (ii) Operating Margin before Depreciation and Amortization (OMDA); and
- (iii) Group Free Cash Flow before acquisition/disposal and variation of equity and dividends.

These Internal Financial Performance Indicators shall be calculated on a consolidated basis, taking into account potential scope variations and changes in the foreign exchange rates.

Additionally, for the three (3) years, the plan comprises an external performance condition (the “**External Performance Condition**”) related to corporate social responsibility which should be fulfilled each year by the Company. As such, for each year of the plan, at least 2 out of 3 performance criteria must be met (or maintained if already at the highest level):

- (i) The Worldline Group gets the GRI Standards “Comprehensive” option (or its equivalent if, during the plan, the terminology to define the highest achievable level is modified);
- (ii) The Worldline Group gets the Eco Vadis CSR label “Gold” (or its equivalent if, during the plan, the terminology to define the highest achievable level is modified);
- (iii) 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).

6. Continued employment condition

The vesting of the shares will be subject to a continued employment condition within the Group during the three (3) years of the vesting period, except in case of retirement or death.

Amendment of article 27 of the Articles of Association - Statutory auditors 21st resolution

It is proposed to you to modify the first paragraph of article 27 of the Articles of Association of the Company “Statutory auditors” so as to conform to the new drafting of article L.823-1 of the French Commercial Code, pursuant to which the appointment of a substitute statutory auditor is now only mandatory when the appointed statutory auditor is an individual or a one-person company. The other provisions of article 27 of the Articles of Association would remain unchanged.

Powers 22nd resolution

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





Draft resolutions

Ordinary items

First resolution

Approval of the Company financial statements for the financial year ending December 31, 2017

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 financial statements for the 2017 financial year, approved, as presented, the Company's financial statements for the year ending December 31, 2017, including the balance sheet, income statement and the notes to the financial statements, together with the transactions reflected in those financial statements and summarized in those reports.

Pursuant to article 223 *quater* of the French General Tax Code, the General Meeting approved those expenses and charges that are non-deductible for tax purposes under article 39.4 of said Code and that amount to 121,982 euros for the year ended December 31, 2017, it being specified that no taxes were paid with regards to said expenses and charges.

Second resolution

Approval of the consolidated financial statements for the financial year ending December 31, 2017

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 2017 financial year, approved, as presented, the consolidated financial statements for the year ending December 31, 2017, including the balance sheet, income statement and the notes to the financial statements, together with the transactions reflected in those financial statements and summarized in those reports.

Third resolution

Allocation of the net income for the financial year ending December 31, 2017

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

	In euros
Net income	(24,391,981.09)
Previous retained earnings	242,106,605.73
Total distributable amount	217,714,624.64
To be allocated as follows	
To the retained earnings	217,714,624.64

In accordance with applicable legal provisions, the General Meeting noted that the following dividends were paid in the three financial years preceding the 2017 financial year:

Financial year	Number of remunerated shares ¹	Dividends per share (in €)	Total (in €)
2016	0	0	0
2015	0	0	0
2014	0	0	0

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.

Fifth resolution

Renewal of Mr. Gilles Arditti as member of the Board of Directors

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, noting that the director's term of office of Mr. Gilles Arditti will expire at the end of this meeting, decides, upon proposal of the Board of Directors, to renew his mandate for a period of three (3) years, that will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2020.

Sixth resolution

Renewal of Ms. Danielle Lagarde as member of the Board of Directors

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, noting that the director's term of office of Ms. Danielle Lagarde will expire at the end of this meeting, decides, upon proposal of the Board of Directors, to renew her mandate for a period of three (3) years, that will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2020.

Seventh resolution

Renewal of Ms. Sophie Proust as member of the Board of Directors

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report, noting that the director's term of office of Ms. Sophie Proust will expire at the end of this meeting, decides, upon proposal of the Board of Directors, to renew her mandate for a period of three (3) years, that will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2020.

Eighth resolution

Approval of the elements of compensation and benefits paid or awarded for the financial year ending December 31, 2017 to Mr. Gilles Grapinet, Chief Executive Officer

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, consulted pursuant to article L.225-100-II of the French Commercial Code, approves the fixed, variable, long-term and exceptional elements making up the total compensation and benefits of all kind paid or awarded in respect of the financial year ending December 31, 2017 to Mr. Gilles Grapinet, by reason of his office as Chief Executive Officer, as presented in the Company's report on corporate governance referred to in article L.225-37 of the French Commercial Code, and mentioned in the 2017 Registration Document, Section G, as well as in the Board of Directors' report on the draft resolutions submitted to the approval of the General Meeting.

Ninth resolution

Approval of the features and criteria for setting, allocating, and granting, the fixed, variable, long-term and exceptional elements making up the total compensation and benefits of all kinds attributable to the Executive Senior Officers

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, consulted pursuant to article L.225-37-2 of the French Commercial Code, approves the features and criteria for setting, allocation, and granting, the fixed, variable, long-term and exceptional elements making up the total compensation and benefits of all kinds attributable, by reason of their offices, to the Executive Senior Officers, as presented in the Company's report on corporate governance referred to in article L.225-37 of the French Commercial Code, and mentioned in the 2017 Registration Document, Section G, as well as in the Board of Directors' report on the draft resolutions submitted to the approval of the General Meeting.

Tenth 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 the Board of Directors, 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, 16, 2014 on market abuse, Delegated Regulation (EU) no 2016/1052 of the European Commission of March 8, 2016 and the market practices admitted by the AMF, with option of sub-delegation in accordance with the conditions set out in the relevant laws and regulations, to purchase Company's shares in the context of the implementation of a share buyback program.

These purchases could be carried out 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;

- 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 set by market authorities and at such times as the Board of Directors or the person acting upon its delegation so decides;
- 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 relating to the issuance of such securities, under the conditions set by market authorities and at such times as the Board of Directors or the person acting upon its delegation so decides;
- keep them and subsequently use them in payment or exchange or other in the context of potential external growth operations; or
- cancel them as a whole or in part through a reduction of the share capital authorized by the General Meeting, in particular pursuant to the 11th resolution of this General Meeting, 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 purpose in compliance with applicable regulation or which would subsequently enjoy a legitimacy presumption under the relevant legal and regulatory provisions or that may subsequently be admitted as market practice by the AMF. In such case, the Company shall inform its shareholders by press release.

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

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



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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 65.50 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 or any other transaction on equity, 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 870,488,188 as calculated on the basis of the share capital as at December 31, 2017, this maximum amount may be adjusted to take in account the amount of the capital on the day of the General Meeting.

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

This authorization is given for a duration of eighteen (18) months, starting from the day of this General Meeting, and shall revoke, with immediate effect, for the unused part, the authorization given by the 14th resolution of the Combined General Meeting of May 24, 2017.

Extraordinary items

Eleventh resolution

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

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

This authorization is given for a duration of twenty-six (26) months, starting from the day of this General Meeting, and shall revoke, with immediate effect, for the unused part, the authorization given by the 15th resolution of the Combined General Meeting of May 24, 2017.

Twelfth resolution

Delegation to the Board of Directors of authority to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt securities - 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 statutory auditors' special report, and pursuant to the provisions of articles L.225-129 *et seq.*, and, in particular, article L.225-129-2 of the French Commercial Code, and the provisions of article L.228-91 *et seq.* of said Code:

1. delegates to the Board of Directors, with the right to sub-delegate under the conditions provided by law, its authority (i) to increase the share capital on one or more occasions, in France and/or abroad, in such proportions and at such times as it shall see fit, whether in euros or in any other currency or monetary unit established by reference to a basket of currencies, by issuing shares (excluding preferred shares) or securities giving access to the share capital of the Company or any other company in which it holds, either directly or indirectly, more than one-half of the share capital (a "Subsidiary") (whether new or existing), for consideration or for free, in accordance with articles L.228-91 *et seq.* of the French Commercial Code, provided that such shares and securities may be subscribed for in cash, by the set-off of debts or partly by the capitalization of reserves, profits or premiums, or, (ii) under the same conditions, to issue securities giving access to existing share capital of the Company or a Subsidiary or 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 delegation of authority 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 13th, 14th, 15th, 16th, and 18th 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;
- it is specified that the upper limits provided for in the 17th, 19th and 20th 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. resolves that 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;

4. sets the period of validity of the delegation of authority granted pursuant to this resolution at twenty-six (26) months from the date of this Meeting;

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

- resolves that shareholders will have a preferential right to subscribe for the issue or issues on an irreducible basis in proportion to the number of shares then owned by them;
- officially notes that the Board of Directors has the power to introduce a reducible subscription right;
- officially notes that this delegation of authority automatically involves the express waiver by shareholders, in favor of the holders of securities giving access to the capital of the Company, which will be issued pursuant to this resolution, of their preferential subscription rights in respect of shares into which such securities are convertible, whether immediately or in the future;
- officially notes that in accordance with article L.225-134 of the French Commercial Code, if irreducible, and, if applicable, reducible subscriptions do not absorb the entirety of the capital increase, the Board of Directors may exercise one or more of the following options under the conditions provided by law and in such order as it shall determine:
 - to limit the capital increase to the amount of the subscriptions, provided that said amount equals at least three quarters of the amount of the increase decided upon;
 - in its discretion, to distribute all or part of the shares, or, in the case of securities giving access to the share capital or carrying a right to the allocation of debt securities, such securities, the issue of which has been decided upon but that have not been subscribed;
 - to offer all or part of the shares or, in the case of securities giving access to the share capital or carrying a right to the allocation of debt securities, securities which have not been subscribed for, to the public in France or abroad;

- resolves that warrants to subscribe for the Company's shares may also be issued by way of free allocations to the owners of existing shares, provided that the Board of Directors shall have the option to decide that allocation rights in respect of fractional shares shall not be tradable and that the corresponding securities shall be sold;

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

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



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- determine and make any necessary adjustments to take into account the impact of transactions on the Company's capital, especially in the event of a change in the par value of the shares, increase in share capital by capitalization of reserves, free allocation of shares or equity securities, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting equity or share capital (including in case of a takeover bid and/or in the event of a change of control), and define, in accordance with legislative and regulatory provisions, the terms and conditions on which the rights of holders of securities giving access to the share capital (including through cash adjustments) will be protected, if necessary;
- formally records completion of each capital increase and amend the Articles of Association accordingly;
- in general, enter into any agreement, in particular to ensure successful completion of the planned issuances, and take any measures and carry out any formalities relevant for the issuance, listing and financial servicing of the securities issued pursuant to this delegation of authority, together with the exercise of the rights attached thereto;

7. officially notes that, with effect from the date hereof, this delegation of authority cancels any as yet unused part of any previous delegation of authority granted for the same purpose, i.e. any delegation of authority relating to capital increases with preferential subscription rights, covering the securities referred to in this resolution.

Thirteenth resolution

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

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

1. delegates to the Board of Directors, with the power to sub-delegate under the conditions prescribed by law, its authority (i) to increase the share capital on one or more occasions, in such proportions and at such times as it shall see fit, in France and/or abroad, by making public offerings of shares, whether in euros or in any other currency or monetary unit established by reference to a basket of currencies, by way of the issue of shares (excluding preferred shares) or securities giving access to the Company's share capital or to a company in which the Company owns more than one half of the share capital, either directly or indirectly (a "Subsidiary") (whether new or existing shares), issued for consideration or for free, in accordance with articles L.228-91 *et seq.* of the French Commercial Code, provided that the shares and other securities may be subscribed for in cash, by the set-off of receivables, or partly by the capitalization of reserves, profits or premiums, or, (ii) under the same conditions, to issue securities giving access to the existing share capital of the Company or a Subsidiary or to a company which owns more than one half of its share capital, whether directly or indirectly, or conferring a right to the allocation of debt securities in accordance with articles L.228-91 *et seq.* of the French Commercial Code. These securities may,

in particular, be issued for the purpose of paying for securities transferred to the Company in the context of a securities exchange takeover bid made in France and/or abroad in accordance with local rules (for example, in the context of a "reverse merger") in relation to securities satisfying the conditions set out in article L.225-148 of the French Commercial Code;

2. delegates to the Board of Directors, with the power to sub-delegate as permitted by law, its authority to decide to issue shares or securities giving access to the Company's share capital to be issued following the issue, by companies of which the Company directly or indirectly owns more than half the share capital, of securities giving access to the Company's share capital. This resolution automatically entails an unconditional waiver, in favor of the future holders of securities that may be 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 12th resolution of this Meeting or, if applicable, towards any limit that may be stipulated by any resolution of the same nature that may follow said resolution during the period of validity of this delegation of authority, and (ii) that the nominal amount of the share capital increases without preferential subscription rights that may be carried out pursuant to the 14th, 15th and 16th resolutions of this Meeting shall be deducted from this amount;

- if necessary, said cap shall be increased by the nominal amount of any shares issued in the event of further financial transactions in order to preserve the rights of holders of securities giving access to the share capital;

4. resolves that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting; 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 (26) months from the date of this Meeting;

6. resolves to cancel the preferential subscription rights of shareholders in respect of the securities that are the subject matter of this resolution, while nevertheless giving the Board of Directors the option, pursuant to article L.225-135, sub-paragraph 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;

7. officially notes that if subscriptions, including those of shareholders, if applicable, do not absorb the entirety of the issue, the Board may limit the amount of the operation to the amount of the subscriptions received, on the condition that said amount is at least three quarters of the issue decided upon;

8. officially notes that this delegation of authority automatically entails an express waiver, in favor of the holders of securities giving access to the share capital, which will be issued pursuant to this resolution, by the shareholders of their preferential subscription rights in respect of the shares to which said securities will entitle their holders, either immediately or in the future;

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

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

10. acknowledges that the provisions of paragraph 9 shall not apply to the cases referred to in article L.225-148 of the French Commercial Code;

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

- decide to increase the capital and determine the securities to be issued;
- decide the amount of the capital increase, the issue price and the amount of the premium that may, if necessary, be requested upon issue;
- determine the dates and terms of the capital increase, the nature, the number and the characteristics of the securities to be created; decide, in addition, in the case of bonds or other debt securities (including the securities conferring a right to the allocation of debt securities referred to in article L.228-91 of the French Commercial Code), whether they will be subordinated or not (and, if so, their level of subordination, in accordance with the provisions of article L.228-97 of the French Commercial Code), set their interest rate (in particular fixed or variable interest or zero or indexed coupon), and provide, if necessary, for compulsory or optional cases of suspension or non-payment of interest, provide for their term (fixed or perpetual), the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including providing them with guarantees or security interests) and redemption (including repayment by the delivery of assets of the Company); if necessary, these securities may be coupled with warrants conferring a right to the allocation, acquisition or subscription of bonds or other securities representing debt,

or may provide for the Company to have the option to issue debt securities (whether of a similar nature or otherwise) by way of payment of interest payment of which has been suspended by the Company, or alternatively could take the form of complex bonds as defined by the market authorities (for example, by reason of the terms of redemption or remuneration or other rights such as indexation, possibility of options); and amend the terms referred to above during the term of the securities concerned, in compliance with the applicable formalities;

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



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- 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 general delegation of authority relating to capital increases without preferential rights to subscribe for shares and/or securities giving access to the share capital of the Company and/or the issuance of securities giving right to the allocation of debt securities by means of a public offering.

Fourteenth resolution

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

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

1. delegates to the Board of Directors, with the power to sub-delegate subject to applicable law, its authority (i) to decide to increase the share capital, on one or more occasions, in the proportions and at the times it sees fit, in France and/or abroad, through an offer covered by article L.411-2, II of the French Monetary and Financial Code, in euros or in any other currency or monetary unit established by reference to a basket of currencies, by issuing shares (other than preferred shares) or securities giving access to the Company's share capital or to a company in which the Company owns more than one half of the share capital, either directly or indirectly (a "Subsidiary") (whether in the form of new or existing shares) issued for consideration or for free, governed by article L.228-91 *et seq.* of the French Commercial Code, provided that the shares and other securities may be subscribed for in cash, by the set-off of receivables, or partly by the capitalization of reserves, profits or premiums, or, (ii) under the same conditions, to decide to issue securities giving access to the existing share capital of the Company or a Subsidiary or carrying a right to the allocation of debt securities governed by article L.228-91 *et seq.* of the French Commercial Code;

2. delegates to the Board of Directors, with the power to sub-delegate as permitted by law, its authority to decide to issue shares or securities giving access to the Company's share capital to be issued following the issue, by companies of which the Company directly or indirectly owns more than half the share capital, of securities giving access to the Company's share capital. This resolution automatically entails an unconditional waiver, in favor of the future holders of securities that may be issued by Group companies, by existing shareholders of their preferential subscription rights with respect 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 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 12th resolution of this Meeting, or, if applicable, towards any limit that may be stipulated by any resolution of the same nature that may follow said resolution during the period of validity of this delegation of authority and (ii) the nominal amount of the share capital increases without preferential subscription right that may be carried out pursuant to the 13th, 15th and 16th 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. resolves that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting; 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 (26) months from the date of this Meeting;

6. resolves to cancel the preferential subscription rights of shareholders in respect of the securities that are the subject matter of this resolution;

7. officially notes that if the subscriptions do not absorb the entire capital increase, the Board of Directors may limit the capital increase to the amount of subscriptions received, provided that said amount reaches at least three-quarters of the capital increase decided upon;

8. officially notes that this delegation of authority automatically entails an express waiver, in favor of the holders of securities giving access to the share capital, which will be issued pursuant to this resolution, by the shareholders of their preferential subscription rights in respect of the shares to which said securities will entitle their holders, either immediately or in the future;

9. officially notes the fact that, in accordance with article L.225-136 1°, subparagraph 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;
- 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;

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

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

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

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

Fifteenth resolution

Delegation of powers to 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 statutory auditors' special report, 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 and the provisions of articles L.228-91 *et seq.* of said Code:

1. delegates all powers to the Board of Directors, with power of sub-delegation under the conditions prescribed by law, to increase the share capital on one or more occasions, to pay for contributions in kind made to the Company and consisting of equity securities or securities giving access to the share capital, when the provisions of article L.225-148 of the French Commercial Code are not applicable, by issuing, on one or more occasions, shares (excluding preferred shares) or securities giving access to the share capital of the Company (whether new or existing shares);
2. decides that the maximum nominal amount of the capital increases that may be carried out whether immediately or in the future pursuant to this delegation is 10% of the share capital on the day of this General Meeting, it being specified that (i) this amount will be deducted from the amount of the aggregate cap stipulated in paragraph 2 of the 12th resolution of



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this Meeting or, where applicable, from the amount of the aggregate cap that may be provided under a resolution of the same nature which could replace said resolution during the validity period of this delegation, and (ii) the nominal amount of the share capital increases without preferential subscription rights that may be carried out under the 13th, 14th and 16th resolutions of this Meeting, will be deducted from such amount;

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

- decide upon the capital increase to pay for the contributions in kind and determine the securities to be issued;
- determine the list of the contributed securities, approve the valuation of the contributions, determine the conditions of the issue of the securities to pay for the contributions, and if necessary the amount of any additional cash payments (*soulte*) to be paid, approve the grant of special benefits, and, if the contributors consent, reduce the valuation of the contributions or the remuneration of the special benefits;
- determine the characteristics of the securities issued to pay for the contributions and determine the terms upon which, if necessary, the rights of holders of securities giving access to the share capital will be preserved;
- on its sole initiative, charge the costs of the capital increases to the amount of the associated premiums and deduct from such amount the sums necessary to fund the statutory reserve;
- formally note completion of each capital increase and amend the Articles of Association accordingly;
- in general, take any measures and complete any formalities necessary for the issue, listing, if applicable and financial servicing of the securities issued pursuant to this authorization, together with the exercise of the rights attached thereto;

4. officially acknowledges, where necessary, of the absence of preferential subscription right to the shares or securities issued and that this delegation entails the waiver by the shareholders of their preferential subscription rights to the shares to which the securities which would be issued on the basis of this delegation may give entitlement;

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

6. officially notes that, with effect from the date hereof, this delegation cancels any as yet unused part of any previous authorization granted for the same purpose, i.e. any authorization relating to the issue of shares or securities giving access to the share capital, without preferential subscription rights, to pay for contributions in kind consisting of equity securities or securities giving access to the share capital. The authorization is given for a period of twenty-six (26) months with effect from the date of this Meeting.

Sixteenth resolution

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

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and the statutory auditors' special report, 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 12th resolution of this Meeting and, in the event of a capital increase without preferential subscription rights, towards the amount of the upper limit stipulated by paragraph 3 of the 13th resolution of this Meeting, 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. resolves that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting; 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.

The delegation of authority is given for a period of twenty-six (26) months with effect from the date of this Meeting.

Seventeenth resolution

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

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report and in accordance with article L.225-129 *et seq.* of the French Commercial Code, and in particular article L.225-129-2 and L.225-130 of the French Commercial Code:

1. delegates to the Board of Directors, with the power to sub-delegate under the conditions prescribed by law, its authority to increase the share capital on one or more occasions in such proportions and at such times as it sees fit, through the capitalization of premiums,

reserves, profits or otherwise as permitted by applicable law and the Articles of Association, by way of the issue of new equity securities, an increase in the nominal value of existing equity securities or the use of both these methods. The maximum nominal amount of the capital increases that may be carried out in this way may not exceed the amount of EUR 500,000,000, to which will be added, if necessary, the nominal amount of any additional shares to be issued, in the event of new financial transactions, to preserve the rights of holders of securities giving access to the share capital;

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

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

3. resolves that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting; 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 of authority is given for a period of twenty-six (26) months with effect from the date of this Meeting.

Eighteenth resolution

Delegation to the Board of Directors of authority to increase the share capital of the Company with the removal of the preferential subscription rights to the benefit of the members of a company saving plan as employees and executive officers 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 statutory 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 and L.228-91 *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 12th resolution of this Meeting, and is set without taking account of the nominal amount of the shares or other equity securities to potentially issue to preserve, in conformity with the legal and regulatory provisions and, where required, to the applicable contractual stipulations that set forth other cases of adjustment, the rights of the holders of securities or the holders of other rights that give access to the share capital of the Company, Company stock-options or free shares attribution rights;

3. decides that this delegation entails the removal of the preferential subscription right of the shareholders to the shares and other equity securities and securities, which may be issued pursuant to this resolution, as well as to the shares and other equity securities which the securities issued on the basis of this delegation may provide entitlement to;

4. decides that the subscription price of the securities issued by virtue of this delegation shall be set by the Board of Directors and determined under the conditions established in article L.3332-19 of the French Labour Code, it being agreed that the maximum discount may not exceed 20 % of an average of Worldline share prices quoted on the regulated market of Euronext Paris over the twenty trading sessions preceding the day of the Board of Directors' decision, or of its proxy, setting the opening date of the subscription period;

5. decides that pursuant to article L.3332-21 of the French Labour Code, the Board of Directors may provide for the attribution of free shares or other securities giving access to the share capital of the Company, as Company contribution, or as the case may be, the discount, subject to the consideration that their pecuniary counter value, evaluated at the subscription price, does not have for effect to exceed the applicable legal and regulatory limits;



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6. authorizes the Board of Directors, under the conditions of this delegation, to sell shares to members of a company or group savings plan (or assimilated plan) as provided for by article L.3332-24 of the French Labour Code, it being specified that transfers of shares carried out with a discount in favor of members of one or more company savings plans referred to in this resolution, shall be deducted up to the nominal amount of the shares thus transferred from the amount referred to in paragraph 2 above;

7. decides that the characteristics of the other securities that give access to the Company's share capital shall be set by the Board of Directors, under the conditions set forth by the applicable legal and regulatory provisions;

8. grants all powers to the Board of Directors, with the right of sub-delegation to any person authorized by the applicable legal and regulatory provisions, for the purpose of implementing this delegation, and in particular:

- to decide that the issuances may be carried out directly to the advantage of the beneficiaries or through collective securities investment funds;
- to set, where necessary, a perimeter of the companies concerned by the offer which is narrower than the companies eligible for the plans in question;
- to set the procedures for participation in these issuances;
- to set the conditions and procedures for these issuances, and notably the starting and closing dates for subscriptions, the dates of entitlement to dividends (including retroactive ones), the procedures for payment in full and the subscription price of the equity securities or securities giving access to the share capital of the Company;
- to determine, if necessary, the amounts of the sums to be incorporated into the share capital within the limit set above, the entry/entries among the shareholders' equity from which they shall be drawn, as well as the conditions for the attribution of the shares or other securities in question;
- at its sole initiative, to attribute the expenses of any issue to the amount of the premiums relating to the same and to withhold from this amount the sums necessary to raise the legal reserve to one tenth of the new share capital after each increase; and
- in general, to take all useful measures, conclude all agreements (notably with a view to ensuring the successful completion of the issuance), request all authorizations, carry out all formalities and do what is necessary to ensure the successful conclusion of the planned issuances or to postpone the same, and notably to record the capital increase(s) resulting from every issuance carried out by using this delegation, correspondingly, to amend the Articles of Association of the Company, to request the listing on the market of Euronext Paris of all securities issued by virtue of this delegation and to ensure the financial service for the shares in question and the exercise of the associated rights;

9. decides that this delegation of authority granted to the Board of Directors shall be given for a duration of twenty-six (26) months starting from the date of this Meeting and officially notes that the present delegation cancels with effect from this day any unused portion of any prior delegation with the same object. It is specified, as far as necessary, that the implementation and final completion of any operation decided by the Board of Directors under a previous delegation with the same purpose shall not be affected by the approval of this resolution.

Nineteenth resolution

Authorization given to the Board of Directors to grant options to subscribe for or to purchase shares to the employees and executive officers of the Company and its affiliated companies under article L.225-180 of the French Commercial Code

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and the statutory auditors' special report and ruling pursuant to article L.225-177 *et seq.* of the French Commercial Code:

1. authorizes the Board of Directors to grant, on one or more occasions, to the beneficiaries that it shall determine from among employees and/or executive officers of the Company and/or companies or economic interest groups related to the Company on the terms specified in articles L.225-177 and L.225-180 of the French Commercial Code, options giving entitlement to subscribe for new shares of the Company or options giving entitlement to purchase existing shares of the Company;

2. resolves that the total amount of such granted options shall not give entitlement to a total number of shares exceeding 0.9% of the Company's share capital on the date of this General Meeting, it being specified that this total number of shares does not take into account any adjustments that may be made pursuant to the provisions of the French Commercial Code and any contractual stipulations in the event of a transaction affecting the Company's share capital. The options to subscribe for or to purchase shares granted to the senior officers pursuant to the present resolution shall not exceed a sub-cap of 0.135% of the Company's share capital on the date of this General Meeting;

3. resolves that, by way of exception to the provisions of paragraph 2 above, to apply an extraordinary global ceiling in the event of simultaneous or successive use by the Board of Directors of the authorizations given to it pursuant to this resolution and the 20th resolution of this Meeting concerning the grant of free shares to employees and executive officers of the Company and/or its affiliated companies. As such, the total number of options granted by virtue of this resolution and the free shares granted pursuant to the 20th resolution of this Meeting shall not exceed 0.65% of the share capital at the date of this General Meeting. The provisions of this paragraph 3 do not affect the abovementioned sub-cap applicable to the allocation of options to subscribe for or to purchase shares to the senior officers;

4. sets the maximum period during which the options may be exercised as ten years as from the date of their grant by the Board of Directors, and gives all powers to the Board of Directors to set a shorter period;

5. resolves that the price payable on the exercise of the options to subscribe for or to purchase shares will be set on the day on which the options are granted and that (i) in the case of a grant of options to subscribe for shares, such price may not be lower than 80% of the Reference Value (*Valeur de Référence*), and (ii) in the case of a grant of options to purchase shares, such price may not be lower than either the value indicated in (i) above or 80% of the average purchase price of shares held by the Company under articles L.225-208 and L.225-209 of the French Commercial Code; for the purposes of this paragraph and in the case of options granted subsequent to the admission of the Company's shares to trading on the Euronext Paris market, the Reference Value (*Valeur de Référence*) means the average of the opening prices of the Company's shares on the Euronext Paris market during the twenty trading sessions preceding the day on which the options to subscribe for shares are granted. If grant decision of the Board of

Directors is made before the shares are admitted to trading on a regulated market, the subscription price shall be determined in accordance with the rules laid down in article L.225-177 of the French Commercial Code and may not be lower than the price set pursuant to the objective methods used for the valuation of shares and taking into account, according to an appropriate weighting tailored to each case, the Company's net equity, profitability and business prospects. These criteria are assessed, where appropriate, on a consolidated basis or, failing that, taking into account the financial data of significant subsidiaries. Failing this, the subscription price is determined by dividing the amount of net revalued net assets, as calculated on the basis of the most recent balance sheet, by the number of existing shares. If the Company carries out any of the transactions mentioned in articles L.225-181 or R.225-138 of the French Commercial Code, the Company will, on the terms stipulated by the regulations then in force, take the necessary measures to protect the interests of the beneficiaries, including, as the case may be, by adjusting the number of shares that may be obtained beneficiaries on exercise of their options so as to take account of the impact of the transaction in question;

6.officially notes that this authorization entails the express waiver by the shareholders, in favor of the beneficiaries of options to subscribe for shares, of their preferential subscription rights relating to the shares that may be issued as and when the options to subscribe for shares are exercised. The increase in the share capital resulting from the exercise of options to subscribe for shares will be definitively completed by mere that declaration that the option is exercised accompanied by the subscription forms and full payment which may be made in cash or by offset of debts of the Company;

7. Consequently, the General Meeting delegates all power to the Board of Directors to implement this authorization, in order notably to:

- determine whether the options granted are options to subscribe for and/or options to purchase shares and, if applicable, to change its choice before the beginning of the exercise period of the options;
- set the conditions under which the options shall be granted as well as the list of beneficiaries, the number of options granted and, if applicable, the granting criteria;
- determine the subscription or purchasing price of the shares;
- set the terms and conditions of the options, and in particular:
 - the exercise date(s) or period(s) of the options, it being understood that the Board of Directors may (i) bring forward the exercise date(s) or period(s) of the options, (ii) maintain the benefit of the options, or (iii) amend the dates or periods during which the shares obtained by exercise of options may not be transferred or converted into bearer shares;
 - set, if necessary, the performance and other conditions governing the right to exercise the options;
 - decide on the date, which may be retroactive, from which the new shares resulting from the exercise of options to subscribe for shares will rank for dividend.

This authorization is granted to the Board of Directors for a duration of twenty-six (26) months with effect from the date of this Meeting.

Twentieth resolution

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

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and the statutory auditors' special report, authorizes the Board of Directors, with the power of sub-delegation as provided for in the applicable legal and regulatory provisions, pursuant to articles L.225-197-1 *et seq.* of the French Commercial Code, to grant, on one or more occasions and according to its own decisions, existing free shares or newly-issued free shares, for a maximum proportion which shall in no event exceed 0.5% of the share capital as on the date of this General Meeting, it being specified that this maximum amount does not take into account the number of shares to be issued, as the case may be, for the adjustments made to preserve the potential rights of the beneficiaries of free shares. Within the aforementioned maximum amount, the total number of shares granted to the Chief Executive Officer in accordance with this authorization shall not represent more than 0.05% of the share capital on the date of this General Meeting.

By way of exception to the above provisions, the General Meeting decides to apply an extraordinary global ceiling in the event of simultaneous or successive use by the Board of Directors of the authorizations given to it pursuant to this resolution and the 19th resolution of this Meeting concerning the grant of options to subscribe for or to purchase shares to employees and executive officers of the Company and/or its affiliated companies. As such, the total number of free shares granted by virtue of this resolution and the total number of options granted pursuant to the 20th resolution of this Meeting shall not exceed 0.65% of the share capital at the date of this General Meeting. This derogation does not affect the abovementioned sub-cap applicable to the allocation of free shares to the Chief Executive Officer.

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

As far as executive officers are concerned, the Board of Directors shall be able, under the terms and conditions set by law, either to impose inalienability clauses on vested free shares prior to the beneficiary leaving its mandate, or determine a minimum number of vested free shares to keep under the registered form until the term of their mandate.

The General Meeting determines the minimum vesting period pursuant to which the shares granted to their beneficiaries shall vest as three (3) years as from the date of their grant by the Board of Directors, and gives all powers to the Board of Directors to set, if applicable, a vesting period longer than three (3) years, and/or set a holding period.

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.



Draft resolutions

In case of death of the beneficiary, his heirs may request the vesting of the shares within six (6) months from the death, the shares becoming immediately freely transferable.

The General Meeting notes that in case new free shares are granted, this authorization will entail as progressively as these shares vest, share capital increase through incorporation of reserves, benefits or premiums 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 category(s) of beneficiaries of the grant(s) and determine the identity of the beneficiaries;
- determine the vesting period and, if applicable, the holding period, and, as the case may be, 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 grant(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 premiums 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 set forth by legal and regulatory provisions, conclude all agreements (notably with a view to ensuring the successful completion of the issue), request all authorizations, carry out all formalities and do what is necessary to ensure the successful conclusion of the planned issuances or to postpone the same, and notably to acknowledge the capital increase(s) resulting from every issuance 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 and 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 by the Combined General Meeting of May 24th 2017 in its 23rd resolution is canceled as from today up to its unused portion.

Twenty-first resolution

Amendment of article 27 of the Articles of Association - Statutory Auditors

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report, decides, in order to conform to the new wording of article L.823-1 of the French Commercial Code to amend the first paragraph of article 27 of the Article of Association, which is currently worded as follows:

"The General Meeting appoints one or several main auditors and one or several substitute auditors who meet the conditions set by law and by regulations."

This will now be worded as follows:

"The Ordinary General Meeting appoints one or several incumbent statutory auditors and if necessary, one or several substitute statutory auditors under the conditions set by law and by regulations."

The other provisions of article 27 of the Articles of Association remain unchanged.

Twenty-second resolution

Powers

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

Additional information on candidates to the Board of Directors



Gilles Arditti

Number of shares
1,501

Date of birth
November 24, 1955

Nationality
French

Date of appointment
April 30, 2014

Date of renewal:
May 26, 2016

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

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

Executive Vice President Investor Relations & Financial Communication of Atos SE

Other positions and offices held at December 31, 2017

- Within the Worldline Group: None
- Outside the Worldline Group: None

Other positions and offices held during the last five years

- Within the Worldline Group: None
- Outside the Worldline Group: None

Gilles Arditti holds a master in finance from the *Université de Dauphine* and a master in international finance from the *École des Hautes Études de Commerce (HEC)* in Paris. He also holds an engineering degree from the *École Nationale Supérieure des Techniques Industrielles et des Mines d'Alès (ENSTIMA)* and is a Certified Public Accountant. After six years at Bull and four at KPMG, he joined Atos group in 1990, where until 2004 he was, successively, Director of Mergers and Acquisitions, Director of Finance and Human Resources for Atos Origin in France, and CFO for France, Germany and Central Europe. In 2007, Mr. Arditti became Head of Investor Relations and Financial Communication for the Atos group, a position he still holds. Mr. Arditti was a member of the Board of Directors of Worldline Germany from 1993 to 2006.

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**Additional information on
candidates to the board of directors**



Danielle Lagarde

Number of shares
1,500

Date of birth
May 3, 1960

Nationality
French

Date of appointment
December 12, 2016

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

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**Proposal to renew Danielle Lagarde
as member of the Board of Directors**

Chief Human Resources Officer EMEA at Jones Lang Lasalle

Other positions and offices held at December 31, 2017

- Within the Worldline Group: None
- Outside the Worldline Group: Chairman of Jones Lang Lasalle holding SAS France

Other positions and offices held during the last five years

- Within the Worldline Group: None
- Outside the Worldline Group: None

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Danielle Lagarde joined the Atos group in 2005 where she spent more than eleven years and where she served in several different 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 corporate 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 Group, 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 a Headhunter 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/Sciences Po Paris) and a "Women on Board" Certification from Harvard business School.

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Additional information on candidates to the Board of Directors



Sophie Proust

Number of shares
1,500

Date of birth
February 4, 1965

Nationality
French

Date of appointment
December 12, 2016

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

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Proposal to renew Sophie Proust as member of the Board of Directors

Head of Atos Research & Development, Big Data & Security

Other positions and offices held at December 31, 2017

- Within the Worldline Group: None
- Outside the Worldline Group: None

Other positions and offices held during the last five years

- Within the Worldline Group: None
 - Outside the Worldline Group: None
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Sophie Proust graduated from the *École Supérieure d'Électricité* (Supélec). 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.



Overview of current financial authorizations

The following authorizations to modify the share capital and to issue shares and other securities are currently in force:

Authorization	Duration of authorization	Maximum amount	Use of authorizations (par value)	Unused balance (par value)
A.G.M 13 June 2014 Stock option plans	38 months	2.5% of the Company's share capital ³	3,079,420 net grant of stock options	224,138 stock-options
A.G.M 24 May 2017 Authorization to enter into transactions involving the Company's shares	18 months	10% of the share capital adjusted at any moment	Section G.6.6.10 of the 2017 Registration Document	10%
A.G.M 24 May 2017 Share capital increase by capitalization of share premiums, reserves, profits or other items that may be capitalized	26 months	Maximum amount of share capital increase: €500 million	Unused	Maximum amount of share capital increase: €500 million
A.G.M 24 May 2017 Share capital increase with preferential subscription rights	26 months	Maximum amount of share capital increase: 50% of the share capital ¹ Maximum amount of debt instruments: €1 billion	Unused	Maximum amount of share capital increase: 50% of the share capital ¹ Maximum amount of debt instruments: €1 billion
A.G.M 24 May 2017 Share capital increase without preferential subscription rights by public offer	26 months	Maximum amount of share capital increase: 45% of the share capital ¹ Maximum amount of debt instruments: €1 billion	Unused	Maximum amount of share capital increase: 45% of the share capital ¹ Maximum amount of debt instruments: €1 billion
A.G.M 24 May 2017 Share capital increase without preferential subscription rights by an offer made pursuant to article L.411-2 of the French Monetary and Financial Code (i.e., private placements to qualified investors)	26 months	Maximum amount of share capital increase: 30% of the share capital ² Maximum amount of debt instruments: €600 million	Unused	Maximum amount of share capital increase: 30% of the share capital ² Maximum amount of debt instruments: €600 million

Overview of current financial authorizations

Authorization	Duration of authorization	Maximum amount	Use of authorizations (par value)	Unused balance (par value)
A.G.M 24 May 2017 Share capital increase in consideration for contributions in kind	26 months	10% of the Company's share capital ^{1,2}	Unused	10% of the Company's share capital ^{1,2}
A.G.M 24 May 2017 Increase of the number of shares to be issued with or without preferential subscription rights	26 months	Maximum percentage under applicable French law (as of the date of this Registration Document, 15% of the initial share capital increase) ^{2,4}	Unused	Maximum percentage under applicable French law (as of the date of this Registration Document, 15% of the initial share capital increase) ^{1,2,4}
A.G.M 24 May 2017 Share capital increase in connection with an employee share savings plan without preferential subscription rights	26 months	2.5% of the Company's share capital ¹	Unused	2.5% of the Company's share capital ¹
A.G.M 24 May 2017 Free share plans	38 months	0.5% of the Company's share capital	507,118	157,376
A.G.M 24 May 2017 Decrease in share capital by cancellation of shares	18 months	10% of the Company's share capital for any 24-month period	Unused	10% of the Company's share capital for any 24-month period

1 The total maximum nominal amount for the capital increases that may be realized under this authorization is to be deducted from the overall limit fixed at 80% of the share capital on the day of the General Meeting of May 24, 2017 in connection with a capital increase, whether immediate or deferred.

2 The total maximum nominal amount for the capital increases that may be realized under this authorization is to be deducted from the overall limit fixed at circa €40 million in connection with a capital increase, whether immediate or deferred.

3 A sub-ceiling fixed at 0.5% applies to the allocations to the Chairman, CEO and other legal representatives (*mandataires sociaux*).

4 The nominal amount for the capital increases that may be realized under this authorization is to be deducted from the overall limit of the resolution pursuant to which the initial issuance was decided.

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Request for documents and information



Form to be returned to:

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

COMBINED GENERAL MEETING OF **THURSDAY MAY 24, 2018**

I, the undersigned,

Name, Surname:

Residing at:

Postcode: City: Country:

Owner of: share(s) 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 May 24, 2018 as provided for by article R.225-83 of the French Commercial Code.

Signed in, on 2018
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 player in the B2B2C market, with c. 45 years of expertise, Worldline supports and contributes to the success of all businesses and government agencies, in a perpetually evolving market. Worldline offers a unique and flexible business model built around a global and growing portfolio thus enabling end-to-end support. Worldline activities are organized around three axes: Merchant Services & Terminals, Mobility & e-Transactional Services, and Financial Services including equensWorldline. Worldline employs circa 9,500 people worldwide and generates c. 1.6 billion euros revenues. Worldline is an Atos company.



For more information

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worldline.com



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

