

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 Friday November 30, 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 90,770,608.52

Documents made available to the shareholders:

Pursuant to legal provisions, all documents pertaining to this General Meeting shall be made available to the shareholders within the legal deadlines at the registered offices of the Company: River Ouest, 80 Quai Voltaire - 95870 Bezons. In addition, the documents and information listed in particular in article R.225-73-1 of the French Commercial Code will be published on the Company's Website: www.worldline.com, "Investors" section, as per applicable legal and regulatory provisions.

Worldline



Overview

- 3** Message from the Chairman
Thierry Breton
Worldline Chairman of the Board
- 4** Interview with **Gilles Grapinet**
Worldline Chief Executive Officer
- 6** Interview with **Dr. Romeo Lacher**
Chairman of the Board of Directors of SIX Group AG
- 8** The Worldline Group
- 11** The SIX Group
- 12** SIX Payment Services
- 13** Agenda
- 14** How to participate
to our General Meeting?
- 19** Report of the Board of Directors
on the resolutions
- 26** Draft resolutions
- 32** Additional information
on candidates to the Board of Directors
- 35** The Board of Directors at the completion of the Contribution
- 36** Overview of current financial authorizations
- 37** Request for documents
and information



Message from the Chairman

Dear Shareholders,

It is with great pleasure that on behalf of the Board of Directors of Worldline I invite you to the Mixed General Meeting of the Company, which will be held on November 30th, 2018 at 10 am at its registered offices, in the auditorium, River Ouest - 80 quai Voltaire - 95870 Bezons.

We have called this General Meeting to approve the acquisition of SIX Payment Services by the Company.

This is certainly the most transformative step in the recent history of Worldline, following the company's IPO in 2014. The integration of SIX Payment Services will turn Worldline's Merchant Services business line into the largest non-bank acquirer in continental Europe. This integration will also reinforce the existing leadership position of our Financial Services business. In essence, together, we will become the undisputed European leader of payments.

From this standpoint, this major acquisition is fully in line with Worldline's strategy as defined by the Board of Directors since 2014, which is to take advantage of the consolidation trends in the payment industry and create - at the very heart of our European continent - a payment champion with the right industrial scale to better serve banks and merchants alike.

In addition to being of paramount importance to Worldline, this deal marks a milestone in the history of the European payments industry. By integrating SIX Payment Services into the Worldline Group, Worldline is now ideally positioned to lead the sector at a time of unprecedented regulatory change and technological innovation.

Atos, Worldline's majority shareholder, has already expressed its full support for this acquisition. I will be pleased to welcome our new shareholder and proposed Board members from SIX, as well as colleagues and customers from SIX Payment Services into our company.

It is a source of great pride that SIX selected Worldline as the right partner, after a very competitive process. Together we are a big step closer to achieving our shared vision of building, in the heart of Europe, a new global leader for the payments industry. I call on all shareholders to support this truly transformative proposal.

Thierry Breton

Worldline Chairman of the Board



Interview with Gilles Grapinet



Gilles Grapinet
Worldline Chief Executive Officer

SIX and Worldline share the common dream of helping to develop an advanced, efficient and cashless society. By joining forces, we will be better placed to make that dream a reality.

What does the acquisition of SIX Payment Services bring to Worldline?

This strategic partnership is a perfect example of the successful execution of our long-term strategy: to establish Worldline in the undisputed n°1 position in Europe for digital payment services. Not only will the acquisition of SIX Payment Services radically transform our business but, given the unique strengths of the combined entity, it will simultaneously redefine the industrial standard metrics in the European payments sector. Together with SIX Payment Services, we will become the undisputed pan-European leader of the European payments industry.

In parallel, the transaction will bring about a major enhancement of Worldline's European geographic presence, with a very important and valuable rebalancing towards the DACH region (Germany, Austria and Switzerland).

By combining our best-in-class positions in the major European countries, we will be the only player in the market capable of delivering a truly continental European processing platform to provide merchants, banks and other customers with value-added payment services. Nobody else has, at this point in time, our scale or our reach.

What value will be created by this transaction?

The payments industry is a business where scale matters deeply. From that standpoint, we expect that, as a result of this transaction, our annual revenues will increase by c.30%, with an estimated combined net revenue of c. €2.3 billion in 2019.

Clearly, this merger entails a major strategic transformation for Worldline both for Merchant Services and for Financial Services. The merger will bring an increase of around 65% in our Merchant Services business, which will generate more than €1 billion in annual revenue thereby increasing its relative weight in our business profile. At the same time, we anticipate a 12% increase for our Financial Services business which will further reinforce, with an annual turnover of c. € 900m, our number one position in this area in Europe.

In terms of profitability and value creation, there will be game-changing synergies from the combination of the two businesses and the subsequent increase in scale. We estimate that we will achieve an annual run-rate of synergies of c. €110 million by 2022 and, consequently, benefit progressively from a major upside to our margins ratios. We expect a positive impact on earnings from 2019 and a highly accretive contribution to earnings per share from 2020 onwards.

This is an exciting time for our people and the complementarities between our two businesses will bring considerable benefits to our customers.

What is the significance of this acquisition for Worldline's merchant customers?

This acquisition, which combines all of SIX Payment Services' Merchant Services activities with ours, represents a quantum leap in terms of our positions in the market and the range of the services we can jointly offer to our respective merchant customers.

SIX Payment Services' strengths in Germany and their number one positions in Switzerland, Austria and Luxembourg, ideally complement Worldline's strong presence in Belgium, Netherlands, France and Germany. This will bring unparalleled Merchant Services offerings across physical and online payments and to players operating in vertical segments with a pan-European geographic reach. Worldline will now be uniquely positioned as the most attractive bank partner for successful alliances in payment acceptance and commercial acquiring.

As Europe's leading non-bank acquiring platform, we will be the only player able to deliver the pan-European platform that the large international retailing groups tell us they urgently need, across a wide range of different business segments and countries.

With a combined client base of more than 410,000 merchants, we will offer them the most complete portfolio of products and services in the market and powerful omni-channel capabilities. SIX Payment Services has leading solutions in segments such as travel, hotels and restaurants, DCC, perfectly complementing Worldline's existing expertise in online gateways and payment terminals.

How will the acquisition benefit Worldline's Financial Services business line?

In Financial Services, our increased scale will give us renewed opportunities for growth. The combination of Worldline and SIX Payment Services will lead to important cost efficiencies and increase the competitiveness of our offering to the financial services sector. As a result, we will be extremely well positioned to win new outsourcing deals from banks and to unlock new markets for our services.

The merger will see Worldline integrating all of SIX Payment Services' financial services activities outside of Switzerland and also gives us a unique opportunity to serve the Swiss banking community, through SIX Group, based on a new 10-year agreement to deliver tier-one financial processing services.

Wherever they are in Europe, financial institutions will be able to find that there is only one partner for payment processing with the reach, capabilities and competitiveness of the new Worldline.

How will the deal support innovation at Worldline?

Our increased scale, our significant capex synergies and combined expertise and passion for innovation will further strengthen Worldline's leadership position as a leading European payment innovator.

Thanks to our size increase, we will have even more financial flexibility to accelerate our R&D road map while avoiding parallel investments when we were two competing companies. With a wealth of talent in both our companies, this acquisition will allow us to bring together our best innovators and combine R&D activities in cutting-edge areas such as, blockchain technologies, cybersecurity and the application of Artificial Intelligence to payments. As part of the acquisition of SIX Payment Services, we are also acquiring a 20% stake in TWINT, the leader of the Swiss mobile payment market with an innovative and successful approach to developing smartphone-based next-gen cashless payments.

Are you still looking for other M&A opportunities?

Since Worldline's IPO in June 2014, our vision has not changed. Since the creation of the Euro and the adoption of the SEPA regulatory framework, we have been determined to accelerate our inorganic growth and to position our company at the center of the consolidation of European payments. With SIX, we complete a major step forward in the implementation of this strategy.

After the integration of SIX Payment Services, our balance sheet will be as strong as ever, with an estimated financial firepower of €2 billion at the end of 2019. In parallel to the priority given to the implementation of the anticipated synergies resulting from the transaction with SIX Payment Services, we intend to take full advantage of future opportunities for M&A as they arise. Our vocation remains the same: to lead the consolidation of the European payments market.



Interview with Dr. Romeo Lacher



Dr. Romeo Lacher

Chairman of the Board of Directors of SIX Group AG

What should shareholders know about SIX and SIX Payment Services?

SIX operates and develops infrastructure services in the areas of securities, payment transactions and financial information with the aim of raising efficiency, quality and innovative capacity across the entire value chain of the Swiss financial center. SIX is owned by about 130 banks in Switzerland.

SIX Payment Services is the Payment Business Unit of SIX, and offers merchants and international financial institutions secure and stable solutions along the entire value chain of cashless payment transactions. It is one of the largest payment service providers in Europe, the historical leader of our home market Switzerland and a recognized leader in the DACH region, with a number one position in the commercial acquiring markets in Switzerland, Austria and Luxembourg. Last year, we acquired the payment businesses of Aduno in Switzerland and VÖB-ZVD in Germany, strengthening our position in the DACH countries and increasing our workforce to approximately 1,300 people.

Why did SIX choose to partner with Worldline?

In November 2017, SIX's Board of Directors decided to separate the cards business (merchant acceptance & acquiring and international card processing) from the core organization and to look for a strategic partnership which would create the leading pan-European provider in the payments market.

As you can imagine, in the months following our announcement we saw a huge level of interest in forming such a partnership with us. The Worldline offer was selected by our Board of Directors as the most attractive overall. Worldline shares our vision of working together to shape the future development of the European payment services sector and could already demonstrate a very convincing track record of previous successful mergers and value creation. The geographic match between the two businesses is also ideal, with Worldline's strength in France, Benelux and the Baltics perfectly complementing our own position in the DACH region.

At SIX we have a long-term commitment to the payment services industry. As we made clear to all the bidders, we were not interested in creating value by short term financial optimizations or in exiting the business completely. Our clear ambition is to take the lead in the future of European payments and participate to the future value which will be created. In Worldline we are delighted to have found the perfect partner and as holders of a 27% stake in Worldline, we fully intend to support the growth of the company and to help it consolidate its leadership of the sector.

What does the deal mean for the European payments landscape?

This is a landmark deal for our Payment industry, bringing together two of the largest, most experienced and most capable players in Europe. I believe that there is still further consolidation to come. Cross-border economies of scale and cost efficiencies have become fundamental in the processing sector because of the standardization brought by the SEPA and payment services directives. For their part, many merchants now expect and depend upon continuous innovation in cashless payment transactions. The combination of Worldline and SIX Payment Services will allow us to develop innovative new technologies more efficiently and more effectively.

As long-term shareholders, we are very excited by the growth prospects for the payments market and for Worldline as the leader of that market. I am looking forward to working closely with the Board and with our fellow shareholders to maximize that growth and create sustainable value for all our customers and partners across Europe.





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").

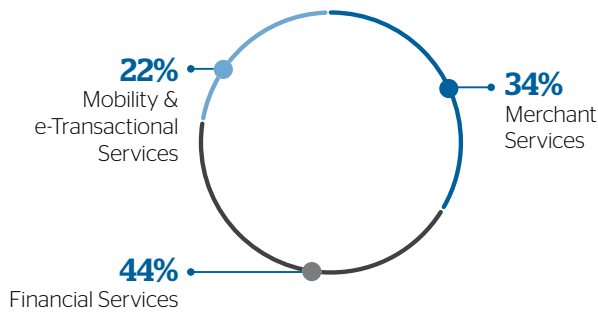
a free cash flow of
€176 million.



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.

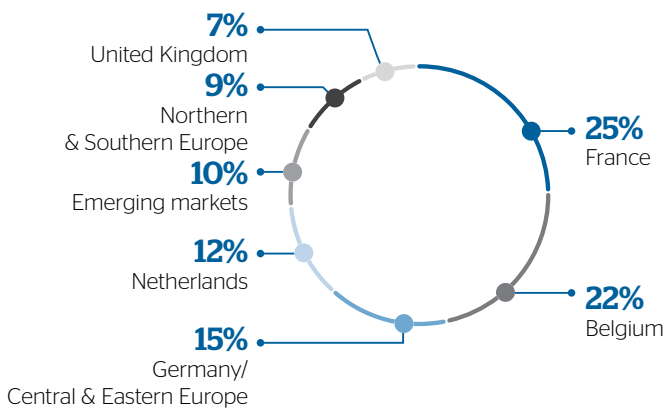
In 2017, 44% of the revenue base was generated by Financial Services contracts, 34% by Merchant Services contracts and 22% by Mobility & e-Transactional Services contracts.



(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
Northern & Southern 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.



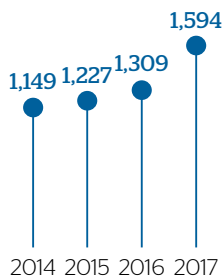
Mobility & e-Transactional Services

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

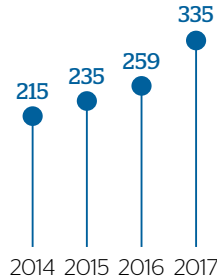
The Mobility & e-Transactional Services global business line goes beyond traditional payment transactions, helping business and government entities develop new paperless digital services and evolve their business models by leveraging digital advances in mobility and data analysis and solutions originally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

Key Performance Indicators: Worldline from 2014 to 2017

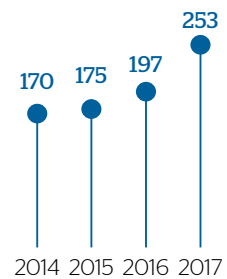
4-years revenue evolution (in € million)



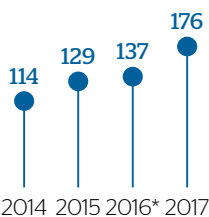
4-years OMDA evolution (in € million)



4-years operating margin evolution (in € million)

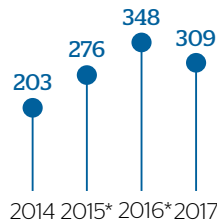


Free cash flow (in € million)



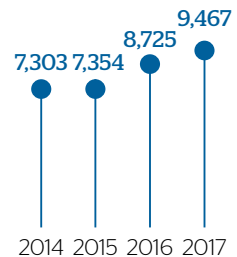
* December 31, 2016 adjusted to reflect the change in presentation disclosed in Section E.4.7.2 « Basis of preparation and significant accounting policies » of the 2017 Registration Document.

Net cash (in € million)



* December 31, 2015 and 2016 adjusted to reflect the change in presentation disclosed in Section E.4.7.2 « Basis of preparation and significant accounting policies » of the 2017 Registration Document.

4-years employee evolution



SIX is a central infrastructure provider and ensures the flow of information and money between banks, traders, merchants, investors and service providers worldwide. Innovation is fundamental to our work. We develop new systems for the financial technology of the future on an ongoing basis. The company is owned by its users: around 130 banks.

Business Units

SIX offers products and services for securities trading, stock market transactions, financial information and payment transactions in five business units: Securities & Exchanges, Banking Services, Financial Information, Innovation & Digital and Cards.

Securities & Exchanges

Bringing the Swiss Exchanges and Securities Services together combines the dynamism of one of Europe's foremost exchanges with the stability and reliability of one of the most respected post-trade service providers in the industry. The resulting SIX business unit is now a powerful single source for Swiss and international clients for listing, trading and posttrade solutions.

Banking Services

Banking Services establishes a competence center for operation, development and increased innovation in Swiss payment transactions. It focuses on the infrastructure required for interbank payments, connection to the SEPA area, and card-based and mobile payment transactions.

Financial Information

Financial Information is a leading global provider of financial information with core expertise in reference and regulatory data, especially corporate actions. With offices around the world, SIX combines the advantages of local expertise with global reach to serve the wealth and asset management industry as well as global financial institutions.

Innovation & Digital

SIX consolidates its innovation organization into a new business unit. Innovation & Digital is set to become the innovative drive behind new infrastructure services for the Swiss financial center.

Cards

Cards offers traders and international financial institutions secure and stable solutions along the entire value chain of cashless payment transactions.

• Total operating income (2017)
• **CHF 1,945 millions**

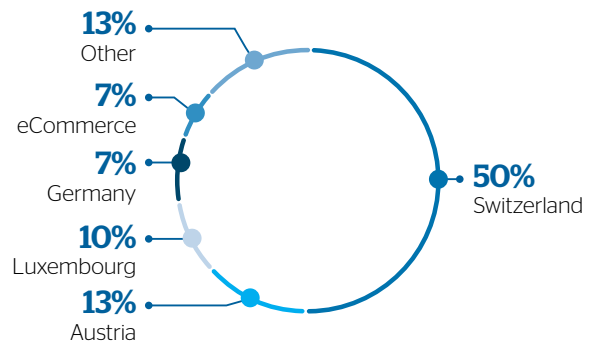
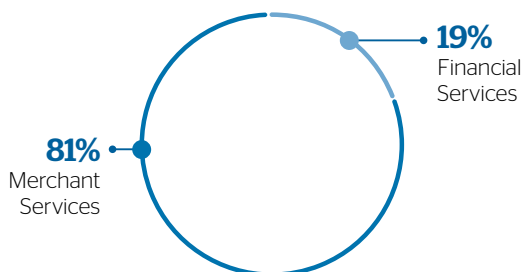
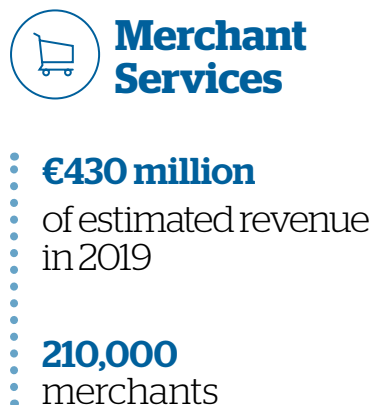
• **22** countries
• **3,951** employees

SIX Payment Services

SIX Payment Services, owned by SIX, is one of the leading providers of digital payment services and related technology solutions in Europe, with market leading positions in Switzerland, Austria, and Luxembourg.

With more than 1,300 employees, SIX Payment Services provides financial institutions and merchants with secure and innovative solutions along the entire value chain of cashless payments, from payment capture and authorization through to processing, clearing and settlement. It also offers a wide range of contemporary payment terminals, innovative mobile payment solutions, and tailor-made solutions for specific retail sectors - including small retailers, luxury retailers, restaurants, hotels, car parks, petrol stations and online retailers.

SIX Payment Services net 2019 revenue is estimated at circa 530 million euros, out of which approximately 430 million euros in Merchant Services, delivered to circa 210,000 off-line and on-line merchants, and around 100 million euros in Financial Services, from financial processing services delivered to circa 180 banks and financial institutions, in particular to the Swiss banking community.



amounts converted based on the EUR/CHF conversion rate of 1.194

Extraordinary items

- **Approval of (i) the contribution in kind** (*apport en nature*) to the Company by SIX Group AG of 100% of the shares issued by SIX Payment Services (Europe) SA, SIX Payment Services (Luxembourg) SA and SIX Payment Services AG, **(ii) the terms of the corresponding contribution agreement, (iii) the valuation of said contribution in kind and (iv) its remuneration**
- **Approval of the share capital increase for the benefit of SIX Group AG** in consideration for the contribution in kind (*apport en nature*) to the Company by SIX Group AG of 100% of the shares issued by SIX Payment Services (Europe) SA, SIX Payment Services (Luxembourg) SA and SIX Payment Services AG
- **Amendments to Article 6** (*“Modification of the share capital”*), **Article 16** (*“Directors representing shareholder employees”*), **Article 17** (*“Powers of the Board of Directors”*) and **Article 18** (*“Calls and Deliberations of the Board of Directors”*) of the bylaws following completion of the contribution in kind (*apport en nature*) to the Company by SIX Group AG of 100% of the shares issued by SIX Payment Services (Europe) SA, SIX Payment Services (Luxembourg) SA and SIX Payment Services AG
- **Authorization given to the Board of Directors to grant options to subscribe for or to purchase Company shares** to the employees and executive officers of SIX Payment Services (Europe) SA, SIX Payment Services (Luxembourg) SA and SIX Payment Services AG and/or of their subsidiaries
- **Authorization given to the Board of Directors to grant performance Company shares** to the employees and executive officers of SIX Payment Services (Europe) SA, SIX Payment Services (Luxembourg) SA and SIX Payment Services AG and/or of their subsidiaries
- **Powers** to carry out the formalities

Ordinary items

- **Appointment of Dr. Romeo Lacher** as member of the Board of Directors of the Company
- **Appointment of Mrs. Giulia Fitzpatrick** as member of the Board of Directors of the Company
- **Appointment of Mr. Daniel Schmucki** as censor of the Board of Directors of the Company
- **Powers** to carry out the formalities



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 favor 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 November 28, 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 November 28, 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 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)825.315.215 (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) 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.

The Company shall only take into account the notifications of designation or revocation of proxy which shall be dully signed, filled and received at the latest on November 27, 2018.

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

- Société Générale - Département Titres et Bourse - Service des Assemblées - SGSS/SBO/CIS/ISS/GMS - 32 rue du Champ de Tir - CS 30812 - 44308 Nantes Cedex 3 ; or
- The Company's registered offices - Worldline, Legal Department, River Ouest, 80 Quai Voltaire - 95877 Bezons Cedex;

at the latest on November 27, 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 favor 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

ASSEMBLÉE GÉNÉRALE MIXTE DU 30 NOVEMBRE 2018
A 10 heures au siège social - Auditorium

COMBINED GENERAL MEETING OF NOVEMBER 30th, 2018
At 10:00 am at the registered offices - Auditorium

Société anonyme au capital de 90 770 608,52 €
 Siège social : River Ouest - 80 Quai Voltaire
 95870 BEZONS - FRANCE
 378 901 946 R.C.S. Pontoise

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

Identifiant - Account Vote simple / Single vote

Nombre d'actions / Number of shares Nominatif / Registered Vote double / Double vote

Porteur / Bearer

Nombre de voix - Number of voting rights

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

vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directeur ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci la case correspondante et pour lesquels je vote NON ou je m'abstiens.
 vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box - like this , for which I vote NO or I abstain.
 Sur les projets de résolutions non agréés par le Conseil d'Administration ou le Directeur ou la Gérance, je vote en noircissant comme ceci la case correspondant à mon choix.
 On the draft resolutions not approved by the Board of Directors, I cast my vote by shading the box of my choice - like this .

	Oui / Yes	Non/No	Abst/Abs	Oui / Yes	Non/No	Abst/Abs
1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	A	<input type="checkbox"/>	<input type="checkbox"/>
2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	B	<input type="checkbox"/>	<input type="checkbox"/>
3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	C	<input type="checkbox"/>	<input type="checkbox"/>
4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	D	<input type="checkbox"/>	<input type="checkbox"/>
5	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	E	<input type="checkbox"/>	<input type="checkbox"/>
6	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	F	<input type="checkbox"/>	<input type="checkbox"/>
7	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	G	<input type="checkbox"/>	<input type="checkbox"/>
8	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	H	<input type="checkbox"/>	<input type="checkbox"/>
9	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	J	<input type="checkbox"/>	<input type="checkbox"/>
10	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	K	<input type="checkbox"/>	<input type="checkbox"/>
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44	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
45	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			

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

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.

F **JE DONNE POUVOIR À** : Cf. au verso (4)
HEREBY APPOINT: See reverse (4)

Mme ou Mlle, Raison Sociale / Ms. Mrs or Miss, Corporate Name
 Adresse / Address

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 (4)
 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 (4)

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

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

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 nul). // I abstain from voting (is equivalent to vote NO).
 Je donne procuration [cf. au verso renvoi (5)] à M., Mme ou Mlle, Raison Sociale pour voter en mon nom.
 I appoint [see reverse (5)] 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 27 novembre 2018 / November 27th, 2018
 à la société / to the company 27 novembre 2018 / November 27th, 2018

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



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 November 26, 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 November 30, 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.



By public transportation

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



Taking the A86 by car

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

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

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

At the crossing with Charles de Gaulle boulevard, take the Bezons bridge

After the bridge, take the road along the Seine towards River Ouest, take exit River Ouest.

The parking is open for your convenience.

Report of the Board of Directors on the resolutions

Dear Shareholders,

The proposed resolutions to this Combined General Meeting of the shareholders (the **“General Meeting”**) of Worldline (the **“Company”**) are put forward as part of the contemplated combination of SIX Group AG's payment services business (the **“Contributed Business”**) with the Company and which would occur through the contribution in kind (*apport en nature*), by SIX Group AG, of 100% of the shares of SIX Payment Services (Europe) SA, SIX Payment Services (Luxembourg) SA and SIX Payment Services AG (the **“Contributed Companies”**), i.e., the entities operating (together with their subsidiaries) the Contributed Business (this transaction is hereinafter referred to as the **“Contribution”**).

The terms of the Contribution, including the consideration of the Contribution, are further detailed in Section 1(a) and Section 1(b) below. The Contribution, should it be approved by the General Meeting, will also entail the appointment of two new directors and one censor designated upon the proposition of SIX Group AG, as presented in Section 1(f) of this report.

The combination of the Contributed Business with the Company would result, due to the Company's and SIX Group's respective leading and complementary positions in the European payment segment, in the creation of one of the leading and largest European payments providers, enabling the joint and efficient development and implementation of new technologies.

The strategic rationale of the Contribution is to rebalance and reinforce the Company's European footprint across continental Europe in the payment industry which is currently consolidating and where large players with a broad product offering and geographic range are gaining a competitive edge.

The Company would reinforce its existing leading position within the European payments landscape, reaching approximately 10 % of the European market share in the “Merchant Acquiring” business and approximately 20 % in the “Financial Services” business. Through this size increase, the Company's enhanced profile and all the expected market impacts, the Contribution would also widely benefit the employees of both groups, allowing them to get access to numerous and more diversified positions as well as new professional challenges. Together, the Company and the Contributed Business will benefit from reinforced industrial scale, numerous synergies and complementarities that will boost their development and profitability and will, at the same time, significantly enlarge their offerings to customers.

All the conditions precedent to the Contribution, except the approval of the Contribution by the General Meeting, have been satisfied as acknowledged by the Board of Directors during its meeting held on October 18, 2018.

I. Resolutions relating to the contemplated contribution in kind by SIX Group AG of its payment services business to the Company

Extraordinary items

(a) Approval of the contemplated contribution in kind by SIX Group AG of 100% of the shares of the entities operating (together with their subsidiaries) the SIX payment services business of the SIX Group

1st and 2nd resolutions

The purpose of the first and second resolutions is to request your approval on the contemplated Contribution, its valuation and its remuneration.

The aggregate valuation of the Contribution is valued at CHF2,805,453,784 (corresponding to 2,348,957,206 euros based on the spot EUR/CHF conversion rate of 1.19434 of May 11, 2018).

The terms and conditions of the Contribution are set forth in a contribution agreement entered into between the Company and SIX Group AG on October 18, 2018 (the **“Contribution Agreement”**), which is available to you on the Company's website (www.worldline.com).

In consideration for the Contribution, SIX Group AG will receive from the Company:

- 49,066,878 newly issued ordinary shares of the Company with a par value of €0.68 each, corresponding to a total nominal amount of €33,365,477.04 and representing 26.60% of the share capital and 17.70% of the voting rights of the Company (the **“Consideration Shares”**); and
- CHF337,910,852 in cash (corresponding to €282,926,825 based on the spot EUR/CHF conversion rate of 1.19434 of May 11, 2018), subject to certain adjustments relating to the Contributed Business' net debt and working capital as provided for in the Contribution Agreement; and

SIX Group AG may also receive from the Company, in 2020, a contingent additional cash payment of up to CHF166 million (corresponding to approximately €139 million based on the spot EUR/CHF conversion rate of 1.19434 of May 11, 2018), to be paid only if certain conditions are satisfied (as set forth in the Contribution Agreement) and, in particular, depending on the volume-weighted average price (VWAP) of the Company shares during the twenty trading day period ending on March 31, 2020 (inclusive) (the **“Additional Consideration”**).



Report of the Board of Directors on the resolutions

The difference between the issuing price of the Consideration Shares (i.e., €2,066,030,381.50) and the nominal amount of the share capital increase (i.e., €33,365,477.04) will represent an estimated contribution premium of €2,032,664,904.46. Such premium will be credited to additional paid-in capital in the Company's statement of financial position (*compte "prime d'apport"*) to which all new and existing shareholders of the Company will be entitled to and may be adjusted by the General Meeting or, upon delegation, as the case may be, by the Board of Directors or the Chief Executive Officer.

The Consideration Shares will rank *pari passu* with the existing Company shares, will carry the same rights and privileges and will be subject to all of the provisions set out in the Company's bylaws as from the date of the General Meeting.

The Consideration Shares will be traded under the same ISIN code (FRO011981968) as the existing Company shares.

The reasons for and purposes and characteristics of the Contribution are further described in the information document which has been prepared for the purpose of listing the Consideration Shares on Euronext Paris and constitutes an annex to this report (the "**Document E**"). The Document E has been registered by the AMF and is available to you on the Company's website (www.worldline.com) and on the AMF's website (www.amf-france.org).

Pursuant to the Contribution Agreement, the only remaining condition precedent to the completion of the Contribution is the approval by the General Meeting of the Contribution Agreement and of the issuance of the Consideration Shares. In other words, all conditions precedent will be satisfied upon approval of both the first and second resolutions.

It should be noted that the first and second resolutions are indivisible and interconnected, such as the General Meeting may not approve one without the other.

(b) Amendment of the Company's bylaws 3rd resolution

As Shareholders, you will be asked in the third resolution to approve the following amendments to the Company's bylaws as a result from and subject to completion of the Contribution:

- Amendment to Article 6 of the Company's bylaws ("*Share Capital*") in order to change the share capital of the Company following the completion of the Contribution;
- Amendment to Article 18 of the Company's bylaws ("*Calls and Deliberations of the Board of Directors*") in the context of the Contribution so as to specify that only the chairman of the Board of Directors may cast the deciding vote when the Board of Directors votes are equal by stating that, should the chairman of the Board of Directors be absent at a Board of Directors meeting, the person chairing such meeting in his/her absence shall not have a casting vote; and
- Amendments to Article 16 ("*Directors representing employees*") and Article 17 ("*Powers of the Board of Directors*") of the Company's bylaws specifying each reference to the "chairman" to reflect, where appropriate, the distinction between the chairman of the Board of Directors and the person chairing the Board of Directors' meeting in his/her absence as provided by the aforementioned amendment to Article 18 of the Company's bylaws ("*Calls and Deliberations of the Board of Directors*").

(c) Authorization given to the Board of Directors to grant options to subscribe for or to purchase Company shares to the employees and executive officers of the Contributed Companies and/or of their subsidiaries

4th résolution

Context of the authorization request

As Shareholders, you will be asked to authorize your Board of Directors to grant options to subscribe for or to purchase shares (the "**Options**") to employees or executive officers of the Contributed Companies and/or their subsidiaries (the "**Contributed Group**") under the terms and conditions described hereunder. This resolution is part of long-term incentive plans set up by the Company in favor of managers and key employees of the Contributed Group.

Such authorization shall not cancel the previous authorization of a similar nature given by the general meeting held on May 24, 2018 (19th resolution) and the unused portion of such authorization may be used wholly or partly in the context of the grant of the Options to employees or executive officers of the Contributed Group.

Structure of the authorization

The main features of the plan (similar to the plan granted on July 21, 2018 to the executive officers, its first managerial lines and key employees of the Company and companies affiliated to it) would be as follows:

- the beneficiaries will be determined amongst the first managerial lines and key employees of the Contributed Group;
- the vesting period will be three (3) years as from the grant date, without holding period;
- the performance conditions will be based on 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 exercise of all (100%) of the Options.

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 in favor of employees or executive officers of the Contributed Group. In addition, the resolution proposed to your General Meeting specified that the authorization given during the general meeting held on May 24, 2018 in its 19th resolution shall remain in force for its remaining duration.

2. Maximum amount of the authorization

The maximum amount of Options that may be granted pursuant to the proposed authorization shall not exceed 0.07% of the share capital on the day of this General Meeting.

In addition, an exceptional cap of 0.07% of the share capital on the day of this General Meeting 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 5th resolution.

Report of the Board of Directors on the resolutions

3. Acquisition of the right to exercise the Options

The beneficiaries of the Options can exercise them after a vesting period of three (3) years, subject to the "closed periods" set by the Company in the Guide for the Prevention of Insider Trading and to applicable law.

4. Performance conditions

The exercise of the Options shall be subject to the achievement of the three (3) internal financial performance indicators (the "**Internal Financial Performance Indicators**") for the years 2019, 2020 and 2021, namely:

- i. the amount of the Free Cash Flow of the Worldline Group, before dividends and acquisition/disposal for the relevant year is at least equal to 92.5% of the amount of the Free Cash Flow of the Worldline Group, before dividends and acquisition/disposal presented in the budget for the relevant year; and/or
- ii. the Operating Margin before Depreciation and Amortization (OMDA) of the Worldline Group is at least equal to 92.5% of the OMDA of the Worldline Group presented in the budget for the relevant year; and/or
- iii. the Worldline Group's revenue growth for the relevant year is at least equal to the growth rate presented in the budget for the relevant year -1.5%.

For each year, at least two out of three Internal Financial Performance Indicators must be met and if one them is not met, it shall become mandatory for the following year.

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 two out of the three following performance criteria must be met (or maintained if already at the highest level):

- i. the Company gets the GRI - G4 "Comprehensive" rating (or its equivalent if, during the plan, the terminology to define the highest achievable level is modified); and/or
- ii. the Company gets the Eco Vadis CSR label "Gold" (or its equivalent if, during the plan, the terminology to define the highest achievable level is modified); and/or
- iii. the Company gets the GAIA Index Certification general rating equal or above 70% (or its equivalent if, during the plan, this terminology is modified).

5. Continued employment condition

The exercise of the Options will be subject to a continued employment condition within the Atos group during the vesting period except in certain cases (particularly in case of retirement or death).

(d) Authorization given to the Board of Directors to grant performance Company shares to the employees and executive officers of the Contributed Companies and/or of their subsidiaries

5th resolution

Context of the authorization request

It is proposed to you in the 5th resolution to authorize your Board of Directors to grant performance shares to employees or executive officers of the Contributed Group under the terms and conditions described hereunder. This resolution is part of long-term incentive plans set up by the Company in favor of managers or key employees of the Contributed Group.

This authorization shall not cancel the previous authorization of a similar nature given by the general meeting held on May 24, 2018 (20th resolution) and the unused portion of such authorization may be used wholly or partly in the context of the grant of shares to managers or key employees of the Contributed Group.

Structure of the authorization

The main features of the plan (similar to the plan granted on July 21, 2018 to the executive officers, first managerial lines, key talents, key experts and a selection of juniors of the Company and companies affiliated to it) would be as follows:

- the beneficiaries will be determined amongst the first managerial lines and key employees of the Contributed Group;
- the vesting period will be three (3) years as from the grant date, without holding period;
- the performance conditions will be based on 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. all performance conditions are fulfilled during the first two (2) years, 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.

In any case, the final vesting, in whole or in part, of the performance shares as described above is subject to the fulfillment of the External Performance Condition for each of the three (3) years of the plan, as well as to the continued employment condition.



Report of the Board of Directors on the resolutions

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, performance shares in favor of employees or executive officers of the Contributed Group. The resolution submitted to your General Meeting also specifies that the authorization granted during the general meeting of May 24, 2017 in its 20th resolution shall remain in force for its remaining duration.

2. Maximum amount of the authorization

The maximum amount of shares that may be granted pursuant to the proposed authorization shall not exceed 0.07% of the share capital on the day of this General Meeting.

In addition, an exceptional cap of 0.07% of the share capital on the day of this General Meeting 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 4th resolution.

3. 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.

4. 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 (or an increase defined by the Board of Directors in comparison with the previous year as far as criteria (i) and (iii) hereunder are concerned), i.e.:

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

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 two out of the three following performance criteria must be met (or maintained if already at the highest level):

- i. the Company gets the GRI – G4 “Comprehensive” rating (or its equivalent if, during the plan, the terminology to define the highest achievable level is modified); and/or
- ii. the Company gets the Eco Vadis CSR label “Gold” (or its equivalent if, during the plan, the terminology to define the highest achievable level is modified); and/or
- iii. the Company gets the GAIA Index Certification general rating equal or above 70% (or its equivalent if, during the plan, this terminology is modified).

5. Continued employment condition

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

(e) Powers to carry out the formalities 6th resolution

As Shareholders, you will be asked in the sixth resolution to grant full powers to the holder of an original, copy or excerpt of the minutes of the General Meeting to complete any and all required filings and formalities in respect of the extraordinary resolutions you will be deciding upon.

Report of the Board of Directors on the resolutions

Ordinary items

(f) Governance post-completion of the Contribution

7th, 8th, 9th resolution

Board of Directors

The purpose of resolutions seven and eight is to appoint two new directors to the Board of Directors of the Company with effect at the completion date of the Contribution, namely Dr. Romeo Lacher and Mrs Giulia Fitzpatrick. The appointment of those individuals has been proposed by SIX Group AG and reviewed by the Nomination and Remuneration Committee. Such appointments reflect the agreements entered into between SIX Group AG and Worldline.

Apart from these appointments, the composition of the Board of Directors as set out in the Company's bylaws and the internal rules of the Board of Directors (made up of three to twelve members) will remain unchanged. The composition of the Board of Directors' committees will evolve as further described in the Document E.

Subject to the approval of resolutions seven and eight, the composition of the Board of Directors of the Company, at the completion date of the Contribution, will consist of a total of 11 members:

- six directors designated upon the proposal of Atos SE, including the chairman of the Board of Directors who shall have a casting vote;
- two directors designated upon the proposal of SIX Group AG; and
- three independent directors designated based on the recommendations of the Nomination and Remuneration Committee of the Board of Directors.

As further described in the Document E and as agreed between Atos SE and SIX Group AG, a fourth independent member will be appointed to the Board of Directors by the end of the year 2019 (bringing the total of directors to 12 directors, including four independent directors).

Considering the above, the new composition, as at the completion of the Contribution, of the Board of Directors (and consequently of the Audit Committee) will not be fully compliant, on a temporary basis, with the AFEP-Medef Code of Governance for listed companies (the "AFEP-Medef Code") in respect of the proportion of independent members sitting on the Board of Directors (and the Audit Committee) until the appointment of a fourth independent director by the end of the year 2019.

The Company has chosen to delay the appointment of such fourth independent director in order to have more time to carefully consider and select a suitable candidate in light of the Contribution, the resulting new shareholding structure of the Company as at the date of completion of the Contribution and the new composition of the Board of Directors.

In addition, it has been agreed between Atos SE and SIX Group AG that the chairmanship of the Nomination and Remuneration Committee be held by a director designed by SIX Group AG. Consequently, Worldline will not comply with the specific recommendation of the AFEP-Medef Code stating that the chairman of the remuneration committee be an independent director. However, considering that only non-executive officers (*administrateurs n'ayant pas de fonctions exécutives*) will be members of the Nomination and Remuneration Committee (including as regards the chairperson) and that the composition of such committee will include a majority of independent directors, namely three out of its five members as recommended by the AFEP-Medef Code, the Board of Directors believes that the foregoing will ensure the proper functioning of the Nomination and Remuneration Committee.

In addition, and pursuant to resolution nine, it is proposed to appoint one censor (*censeur*) to the Board of Directors upon the proposal of SIX Group AG, namely Mr. Daniel Schmucki. Such proposal was also reviewed by the Nomination and Remuneration Committee and reflects the agreements entered into between SIX Group AG and Worldline as well.

As provided under the Company's existing bylaws, the censor will be invited to attend the meetings of the Board of Directors in his capacity as observer and may be consulted by the Board of Directors. He will have the ability to present observations to the shareholders' meetings in respect of the propositions submitted by the Board of Directors, as the case may be. The censor must be convened to attend the meetings of the Board of Directors and may also be part of the committees of the Board of Directors. The censor may be entrusted with specific assignments by the Board of Directors.

The two additional directors shall be appointed for a term consistent with the three-year staggered renewal process provided by Article 14 of the Company's existing articles association. The censor shall be appointed for a term expiring at the annual shareholders' general meeting held in 2020 as provided by Article 26 of the Company's existing bylaws.

Information relating to each of the candidates at the Board of Directors are set out in the table below.

Name	Gender	Independent	Nationality	Age	Contemplated date of appointment	Committee member	End of term of office	Numbers of shares held at the completion date of the Contribution	Mandates held in other companies at the completion date of the Contribution
Romeo Lacher	M	NO	Swiss	58	November 30, 2018	*	AG 2021	None ¹	Chairman of SIX Group AG
Giulia Fitzpatrick	F	NO	US and Italian	58	November 30, 2018	*	AG 2020	None ¹	None
Daniel Schmucki	M	N/A	Swiss	50	November 30, 2018	*	AG 2020	N/A	Chairman of the board of directors of SIX Global Services AG and SIX Payment Services AG ² **

* It is planned that the Board of Directors will determine the composition of the committees on the date of completion of the Contribution following this General Meeting.

** Member of the board of directors of Swisskey AG, SIX Group Services AG, SIX SIS AG, SIX x-clear AG, SIX Securities Services AG, SIX Repo AG, SIX Swiss Exchange AG, and Flaschenpost Services AG.

¹ It is contemplated that the candidates will purchase Company shares further to their appointment in order to comply with the relevant provision of the internal rules of the Board of Directors.

² It is contemplated that Daniel Schmucki will resign from his mandate of Chairman of the board of directors of SIX Payment Services AG at the completion date of the Contribution.



Report of the Board of Directors on the resolutions

Detailed information on Dr. Romeo Lacher, Mrs Giulia Fitzpatrick and Mr. Daniel Schmucki and their respective background are included in Section 2.8.1.3 of the Document E and in pages 32 to 34 of this brochure.

(g) Powers to carry out the formalities

10th resolution

As Shareholders, you will be asked in the tenth resolution to grant full powers to the holder of an original, copy or excerpt of the minutes of the General Meeting to complete any and all required filings and formalities in respect of the ordinary resolutions you will be deciding upon.

II. Indications on the conduct of the Company's affairs since the beginning of the ongoing financial year

With respect to the conduct of the company's affairs since the beginning of the ongoing 2018 financial year, the Board of Directors invites you to refer to the Company's Registration Document for the financial year ended December 31, 2017 filed with the AMF on March 31, 2018 under number D.18-0163, and the update to said 2017 Registration Document including the half-year financial report filed with the AMF on August 1, 2018 under number D.18-0163-A01.

We recommend that you vote in favor of all of the resolutions presented above and put forward during the General Meeting held on November 30, 2018.

The Board of Directors





Draft resolutions

Extraordinary items

First resolution

Approval of (i) the contribution in kind (apport en nature) to the Company by SIX Group AG of 100% of the shares issued by SIX Payment Services (Europe) SA, SIX Payment Services (Luxembourg) SA and SIX Payment Services AG, (ii) the terms of the corresponding contribution agreement, (iii) the valuation of said contribution in kind and (iv) its remuneration

The Combined General Meeting, ruling under the quorum and majority conditions required for extraordinary general meetings in accordance with Article L. 225-147 of the French Commercial Code, after having reviewed in particular:

- the report issued by the Board of Directors of the Company,
- the document prepared in anticipation of listing on Euronext Paris of the new Company shares to be issued in consideration for the Contribution (as defined below) and registered by the French financial markets authority (the “AMF”) in accordance with Article 212-34 of the AMF General Regulation (the “Document E”),
- the contribution agreement entered into on October 18, 2018 (the “Contribution Agreement”) by and between the Company and SIX Group AG, a company organized under the laws of Switzerland, the registered office of which is located at Hardturmstrasse 201, 8005 Zurich, Switzerland, and registered under number CHE - 109.870.410 (“SIX Group AG”), providing for the contribution by SIX Group AG to the Company of its payment services business through the contribution in kind of 100% of the shares issued by SIX Payment Services (Europe) SA, SIX Payment Services (Luxembourg) SA and SIX Payment Services AG (the “Contributed Companies”, the Contributed Companies together with their subsidiaries being referred to as the Contributed Group) (the transaction described above is hereinafter referred to as the “Contribution”),
- the reports on the value of the Contribution and its consideration issued by BM&A, 11, rue de Laborde, 75008 Paris, represented by Mr. Thierry Bellot, contribution auditor appointed by order of the President of the Pontoise Commercial court dated June 4, 2018;

And after having acknowledged that:

- the contribution auditor’s report on the value of the Contribution has been filed with the registry of the Pontoise Commercial court in accordance with applicable legal and regulatory provisions,
- for accounting purposes, the value of the shares to be contributed under the Contribution will be recorded in the books of the Company based on their fair market value (*valeur réelle*), as provided for by applicable accounting rules and regulations,
- the aggregate valuation of the Contribution is valued at CHF 2,805,453,784 (corresponding to 2,348,957,206 euros based on the spot EUR/CHF conversion rate of 1,19434 of May 11, 2018),
- subject only to the approval by the Combined General Meeting of the first and second resolutions, the conditions precedent to the completion of the Contribution, as listed in the Contribution Agreement, have been fulfilled; and

The Company has made the necessary verifications with SIX Group AG to ensure that the transfer of the shares of the Contributed Companies to the Company in the context of the Contribution, free and clear of encumbrances, will be properly effected on this day, subject to the approval of the first and second resolutions by the Combined General Meeting.

Subject to the approval of the second resolution submitted to the present Combined General Meeting:

1. Approves the Contribution, and in particular, the valuation thereof, subject to the terms of the Contribution Agreement;
2. Approves all provisions of the Contribution Agreement, and in particular the provisions pertaining to the consideration of the Contribution which is composed of:
 - 49,066,878 new ordinary shares to be issued by the Company, each with a par value of 0.68 euro, representing a nominal amount of 33,365,477.04 euros and for which SIX Group AG will be the legal and beneficial owner as from the closing date of the Contribution,
 - an amount of cash equal to CHF 337,910,852 (the “Cash Consideration”), subject to certain adjustments relating to the net debt and working capital positions of the Contributed Group immediately before closing of the contemplated Contribution in accordance with the terms of the Contribution Agreement, and
 - a contingent additional cash payment of a maximum amount of CHF 166 million depending on the volume-weighted average price (the “VWAP”) of the Company shares during the twenty trading day period ending on March 31, 2020 (inclusive) which may have to be paid as provided for in the Contribution Agreement (the “Additional Consideration”);
3. Gives full powers to the Company’s Board of Directors, with ability to sub-delegate to the Chief Executive Officer to:
 - (a) review or determine or cause to be reviewed or determined, as the case may be, the amount of (i) the estimated and final adjustments to the Cash Consideration in accordance with the terms of the Contribution Agreement and (ii) the Additional Consideration (if any) in accordance with the terms of the Contribution Agreement,
 - (b) pay or receive, as the case may be and as provided for in the Contribution Agreement, any amount in relation to (i) the Cash Consideration (as adjusted on an estimated or final basis in accordance with the terms of the Contribution Agreement), and (ii) the Additional Consideration, if applicable, and
 - (c) more generally, undertake all confirmations, statements or communications, and take any measure, sign any document, instrument or agreement and perform any formality or process useful or necessary for or in relation to the implementation of paragraphs (a) and (b) above.

Second resolution

Approval of the share capital increase for the benefit of SIX Group AG in consideration for the contribution in kind (apport en nature) to the Company by SIX Group AG of 100% of the shares issued by SIX Payment Services (Europe) SA, SIX Payment Services (Luxembourg) SA and SIX Payment Services AG

The Combined General Meeting, ruling under the quorum and majority conditions required for extraordinary general meetings in accordance with Article L. 225-147 of the French Commercial Code, after having reviewed in particular:

- the report issued by the Board of Directors of the Company;
- the Document E registered by the AMF;
- the Contribution Agreement;
- the reports on the value of the Contribution and its consideration issued by BM&A, rue de Laborde, 75008 Paris, represented by M. Thierry Bellot, contribution auditor appointed by order of the President of the Pontoise Commercial court on June 4, 2018;

and after having acknowledged that the Company has made the necessary verifications with SIX Group AG to ensure that the transfer of the shares of the Contributed Companies to the Company in the context of the Contribution, free and clear of encumbrances, will be properly effected on this day, subject to the approval of the first and second resolutions by the Combined General Meeting;

Subject to the approval of the first resolution submitted to the present Combined General Meeting:

1. resolves to increase the share capital of the Company in consideration for the Contribution, for a total nominal amount of 33,365,477.04 euros through the issuance of 49,066,878 new ordinary shares of the Company, each with a par value of 0.68 euro, fully paid up and wholly granted to SIX Group AG;
2. resolves that the 49,066,878 new ordinary shares of the Company to be issued for the benefit of SIX Group AG will be fully paid up and fully fungible with the existing ordinary shares of the Company as of the date hereof, free and clear from encumbrances and together with all rights attaching to them as of the date of this Combined General Meeting, including the right to receive all dividends or distributions declared, approved or paid (to the extent that these dividends and distributions have not been declared before the date hereof) by the Company on or after the date of this Combined General Meeting;
3. approves the estimated contribution premium of 2,032,664,904.46 euros (consisting of the difference between the issuing price of the ordinary shares to be issued as part of the Contribution, amounting to 2,066,030,381.50 euros and the par value of the share capital increase amounting to 33,365,477.04 euros completed as consideration for the Contribution), which may be adjusted, as the case may be, by the Board of Directors or, upon delegation of the Board of directors, by the Chief Executive Officer;

4. resolves to credit the contribution premium to additional paid-in capital in the Company's statement of financial position (*compte "prime d'apport"*), in which all new and existing shareholders of the Company will be entitled to share;

5. resolves to withdraw from the contribution premium any amounts necessary to fund the Company statutory reserve or other reserves, if necessary;

6. resolves to offset against the contribution premium account all expenses and charges of any kind whatsoever, resulting from the completion of the Contribution, it being specified that the balance of the contribution premium may be allocated, in compliance with applicable rules, by a decision of the Combined General Meeting;

7. acknowledges the completion of the contribution to the Company of the shares of the Contributed Companies (free and clear from encumbrances and together with all rights and advantages attaching to them as of the date hereof, including the right to receive all dividends or distributions declared, approved or paid (to the extent that these dividends or distributions have not been declared before the date of this Combined General Meeting) on or after the date of this Combined General Meeting) and the corresponding share capital increase, as approved in the first resolution and in this resolution;

8. gives full powers to the Company's Board of Directors, with ability to sub-delegate to the Chief Executive Officer, to:

- as the case may be, adjust the amount of the contribution premium, the withdrawal of any amount necessary to fund the Company's statutory or other reserve, or the offsetting on such premium of expenses and charges resulting from the completion of the Contribution; and
- undertake all required formalities with a view to listing the newly issued Company shares on the regulated market of Euronext Paris;
- more generally, undertake all confirmations, statements or communications, and take any measure, sign any document, instrument or agreement and perform any formality or process useful or necessary for or in relation, to the completion of the Contribution and the implementation of paragraphs (a) through (b) above.



Draft resolutions

Third resolution

Amendments to Article 6 (“Modification of the share capital”), Article 16 (“Directors representing shareholder employees”), Article 17 (“Powers of the Board of Directors”) and Article 18 (“Calls and Deliberations of the Board of Directors”) of the bylaws following completion of the contribution in kind (apport en nature) to the Company by SIX Group AG of 100% of the shares issued by SIX Payment Services (Europe) SA, SIX Payment Services (Luxembourg) SA and SIX Payment Services AG

The Combined General Meeting, ruling under the quorum and majority conditions required for extraordinary general meetings in accordance with Article L. 225-96 of the French Commercial Code,

- after having reviewed, in particular, the report issued by the Board of Directors of the Company and the new bylaws of the Company, and
- subject to the approval by the Combined General Meeting of the first and second resolutions;

1. resolves to amend **Article 6** of the Company’s bylaws (“Modification of the share capital”) as follows:

Former version of the bylaws

The share capital is set at the sum of ninety million, seven hundred and seventy thousand, six hundred and eight euros and fifty-two cents (€90,770,608.52), divided into one hundred and thirty-three million, four hundred and eighty-six thousand, one hundred and eighty-nine (133,486,189) shares with a nominal value of €0.68 each, fully paid-up.

New version of the bylaws

The share capital is set at the sum of one hundred twenty-four million, **one hundred thirty-six thousand, eighty-five euros and fifty-six cents (€124,136,085.56)**, divided into **one hundred eighty-two million, five hundred fifty-three thousand, sixty-seven (182,553,067)** shares of sixty-eight (0.68) Euro per value each, all fully paid up.

2. resolves to amend **Article 16** of the Company’s bylaws (“Directors representing shareholder employees”) as follows:

Former version of the bylaws

(...) In order to implement paragraph a), the Chairman of the board of directors convenes the supervisory boards of the shareholding plans with a view to appointing up to two candidates.

New version of the bylaws

(...) In order to implement paragraph a), the Chairman of the board of directors convenes the supervisory boards of the shareholding plans with a view to appointing up to two candidates.

The supervisory boards must notify the Chairman of the board of directors of the identity of the candidate(s) elected from among their members at least 45 days before the meeting of the general assembly. Only applications sent by this deadline shall be accepted. (...)

The supervisory boards must notify the Chairman of the board of directors of the identity of the candidate(s) elected from among their members at least 45 days before the meeting of the general meeting. Only applications sent by this deadline shall be accepted. (...)

3. resolves to amend **Article 17** of the Company’s bylaws (“Powers of the Board of Directors”) as follows:

Former version of the bylaws

(...) Each director receives all of the information needed for carrying out his assignment and can receive from the chairman or the chief executive officer all of the documents needed for carrying out his assignment. (...)

New version of the bylaws

(...) Each director receives all of the information needed for carrying out his assignment and can receive from the chairman **of the board of directors** or the chief executive officer all of the documents needed for carrying out his assignment. (...)

4. resolves to amend **Article 18** of the Company’s bylaws (“Calls and Deliberations of the Board of Directors”) as follows:

Former version of the bylaws

(...) When the board of directors has not met for more than two months, at least one third of the members of the board of directors may request that the chairman call a meeting with a determined agenda. The chief executive officer may also request that the chairman calls the board of directors with a determined agenda. The chairman is then bound by these requests. (...)

New version of the bylaws

(...) When the board of directors has not met for more than two months, at least one third of the members **of the board of directors** may request that the chairman call a meeting with a determined agenda. The chief executive officer may also request that the chairman of the board of directors calls the board of directors with a determined agenda. The chairman **of the board of directors** is then bound by these requests. (...)

(...) Decisions are made by the majority of the members present or represented. If the vote is split, the chairman shall cast the deciding vote. (...)

(...) Decisions are made by the majority of the members present or represented. If the vote is split, the chairman **of the board of directors** shall cast the deciding vote. **If the chairman of the board of directors is absent at a board of directors meeting, the person chairing such meeting shall not have a casting vote. (...)**

5. in light of the aforementioned amendments, resolves to adopt with effect as of the date hereof the new version of the Company’s bylaws, in full and article by article, as made available to the shareholders under the legal and regulatory conditions.

The draft amended bylaws have been made available free of charge at the registered offices of the Company and on the Company’s website www.worldline.com within the statutory deadline.

Fourth resolution

Authorization given to the Board of Directors to grant options to subscribe for or to purchase Company shares to the employees and executive officers of SIX Payment Services (Europe) SA, SIX Payment Services (Luxembourg SA) and SIX Payment Services AG and/or of their subsidiaries

The Combined 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,

Subject to the approval of the first and second resolutions by the Combined General Meeting;

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 Contributed Group, 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 0.07% of the Company's share capital on the date of this Combined General Meeting prior to the share capital increase resulting from the second resolution of this Combined 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;
3. resolves that, by way of exception to the provisions of paragraph 2 above, an extraordinary global ceiling will apply 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 5th resolution hereof concerning the grant of free Company shares to employees and executive officers of the Contributed Group. As such, the total number of options granted by virtue of this resolution and the free Company shares granted pursuant to the 5th resolution of this Combined General Meeting shall not exceed 0.07% of the share capital at the date of this Combined General Meeting, prior to the share capital increase resulting from the second resolution hereof;
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 by the 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 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. resolves that the Board of Directors shall not, unless previously authorized by the shareholders' meeting, use this authorization as of the filing by a third party of a contemplated public offering concerning the Company's securities and until the termination of the offer period;
8. Consequently, the Combined 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 (a) bring forward the exercise date(s) or period(s) of the options, (b) maintain the benefit of the options, or (c) 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 Combined General Meeting, it being specified that the authorization granted by the combined general meeting held on May 24, 2018 in its 19th resolution shall remain in force and be effective for the initial duration of twenty-six (26) months as of May 24, 2018.



Draft resolutions

Fifth resolution

Authorization given to the Board of Directors to grant performance Company shares to the employees and executive officers of SIX Payment Services (Europe) SA, SIX Payment Services (Luxembourg) SA and SIX Payment Services AG and/or of their subsidiaries

The Combined 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, subject to the approval of the first and second resolutions by the Combined General Meeting, 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 performance shares or newly-issued free shares, for a maximum proportion which shall in no event exceed 0.07% of the share capital as on the date of this Combined General Meeting prior to the share capital increase resulting from the second resolution of this Combined 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.

By way of exception to the above provisions, the Combined 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 4th resolution of this Meeting concerning the grant of options to subscribe for or to purchase shares to employees and executive officers of the Contributed Group. As such, the total number of free shares granted by virtue of this resolution and the total number of options granted pursuant to the 4th resolution of this Combined General Meeting shall not exceed 0.07% of the share capital at the date of this Combined General Meeting prior to the share capital increase resulting from the second resolution of this Combined General Meeting.

The beneficiaries of the grants authorized under this resolution must be employees or executive officers of the Contributed Group, whether or not located in 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.

The Combined General Meeting determines the minimum vesting period pursuant to which the shares granted to their beneficiaries shall vest as three 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 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.

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

The Combined 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 Combined General Meeting resolves that the Board of Directors may not take the decision to use this authorization from the date at which a third party files a proposal for a public offering of 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 Combined 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 bylaws;
- 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 bylaws 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 Combined General Meeting decides that this authorization shall be valid for a term of twenty-six (26) months starting from this Combined General Meeting and that the authorization granted by the combined general meeting held on May 24, 2018 in its 20th resolution shall remain in force and be effective for the initial duration of thirty-eight (38) months as of May 24, 2018.

Sixth resolution

Powers to complete the formalities

The Combined General Meeting, ruling under the quorum and majority conditions required for extraordinary general meetings, hereby grants full powers to the holder of an original, copy or excerpt of the minutes of this Combined General Meeting to complete any and all required filings and formalities.

Ordinary items

Seventh resolution

Appointment of Dr. Romeo Lacher as member of the Board of Directors of the Company

The Combined General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings:

- subject to the approval by the Combined General Meeting of the first and second resolutions; and
- after having reviewed the report issued by the Board of Directors of the Company;

resolves to appoint Dr. Romeo Lacher, of Swiss nationality, as member of the Board of Directors of the Company.

This term of office will begin as of the end of this Combined General Meeting.

This term of office is granted for a duration that will expire at the end of the general meeting convened in 2021 to approve the financial statements of the Company for the financial year ending on December 31, 2020.

Eighth resolution

Appointment of Mrs. Giulia Fitzpatrick as member of the Board of Directors of the Company

The Combined General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings:

- subject to the approval by the Combined General Meeting of the first and second resolutions; and
- after having reviewed the report issued by the Board of Directors of the Company;

resolves to appoint Mrs. Giulia Fitzpatrick, of US and Italian nationalities, as member of the Board of Directors of the Company.

This term of office will begin as of the end of this Combined General Meeting.

This term of office is granted for a duration that will expire at the end of the general meeting convened in 2020 to approve the financial statements of the Company for the financial year ending on December 31, 2019.

Ninth resolution

Appointment of Mr. Daniel Schmucki as censor of the Board of Directors of the Company

The Combined General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings:

- subject to the approval by the Combined General Meeting of the first and second resolutions; and
- after having reviewed the report issued by the Board of Directors of the Company;

resolves to appoint, in accordance with Article 26 of the bylaws of the Company, Mr. Daniel Schmucki, of Swiss nationality, as censor of the Board of Directors of the Company.

This term of office will begin as of the end of this Combined General Meeting.

This term is granted for a duration that will expire at the end of the general meeting convened to approve in 2020 the financial statements of the Company for the financial year ending on December 31, 2019.

Tenth resolution

Powers to complete the formalities

The Combined General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, hereby grants full powers to the holder of an original, copy or excerpt of the minutes of this Combined General Meeting to complete any and all required filings and formalities.



Additional information on candidates to the Board of Directors



Romeo Lacher

Date of birth

February 11, 1960

Nationality

Swiss

Date of appointment

November 30, 2018

Term expires on

AGM ruling on the accounts of the 2020 financial year



Proposal to appoint Dr. Romeo Lacher to the position of Director

Chairman of the Board of Directors of SIX Group AG

Other positions and offices held at September 30, 2018

- Within the Atos Group: None
- Outside the Atos Group (foreign countries): Chairman of the Board of Directors of SIX Group AG

Other positions and offices held during the last five years

- Within the Atos Group: None
- Outside the Atos Group (foreign countries):

Credit Suisse AG:

- Chief Operating Officer of the International Wealth Management and member of the IWM Management Committee (2016-2017)
- Head Private Banking Middle East and Africa (2014-2015)
- Head Private Banking Western Europe (2012-2014)
- Member of the Private Banking Committee (2004-2015)



Dr. Romeo lacher joined Credit Suisse in 1990 and until the beginning of 2017 held multiple senior management positions within the company, including Global Head of Private Banking Operations from 2004 to 2011. Before his appointment as Chief Operating Officer of the International Wealth Management Division in 2016, he was Head Private Banking of Western Europe and EMEA from 2012 to 2016. In 2008 he became member of the board of SIX Group AG and was elected Chairman of the board in 2017. Dr. Romeo Lacher also was a board member of Swisscard AECS and BANK-now for several years. He holds a graduate degree and Ph.D. in Business Administration from University of St. Gallen in Switzerland.

.....
**Additional information on
candidates to the Board of Directors**



Giulia Fitzpatrick

Date of birth

December 29, 1959

Nationality

US and Italian

Date of appointment

November 30, 2018

Term expires on

**AGM ruling on the accounts
of the 2019 financial year**

.....
Proposal to appoint Mrs. Giulia Fitzpatrick to the
position of Director

Financial Services Expert

Other positions and offices held at September 30, 2018

- Within the Atos Group: None
- Outside the Atos Group (foreign countries): None

Other positions and offices held during the last five years

- Within the Atos Group: None
- Outside the Atos Group (foreign countries):
Managing Director in Global Technology of UBS AG (2011-2018)

.....
Mrs Giulia Fitzpatrick has worked for global financial services and agricultural firms for over 30 years. After holding various managerial positions at Merrill Lynch from 2000 to 2008, she joined Bunge Ltd, one of the largest provider in agricultural commodities, until 2011. Then, she served at UBS AG as Managing Director in Global Technology until 2018. Mrs. Giulia Fitzpatrick has non-executive director experience on non-profit boards. She holds a MBA in Finance and a MA in International Studies from the Wharton School and University of Pennsylvania, respectively.



Additional information on candidates to the Board of Directors



Daniel Schmucki

Date of birth
June 6, 1968

Nationality
Swiss

Date of appointment
November 30, 2018

Term expires on
**AGM ruling on the accounts
of the 2019 financial year**



Proposal to appoint Mr. Daniel Schmucki to the position of Censor

Chief Financial Officer of SIX Group AG

Other positions and offices held at September 30, 2018

- Within the Atos Group: None
- Outside the Atos Group (foreign countries):
Chairman of the Board of Directors:
 - SIX Payment Services AG¹
 - SIX Global Services AG

Director:

- Swisskey AG
- SIX Group Services AG
- SIX SIS AG
- SIX x-clear AG
- SIX Securities Services AG
- SIX Repo AG
- SIX Swiss Exchange AG
- Flaschenpost Services AG

Other positions and offices held during the last five years

- Within the Atos Group: None
- Outside the Atos Group (foreign countries):

Director:

- Aeroporto do Belo Horizonte
- Bangalore International Airport Bangalore
- Zurich Airport Latin America
- Piavita AG

Chairman of the Board of Directors of Zurich Airport International AG
Deputy Chief Executive Officer and Chief Financial Officer of Flughafen Zürich AG*



Mr Daniel Schmucki is a member of the Executive Board at SIX Group AG and holds the position as Chief Financial Officer since March 2017. From 1994 to 1999 he has held various positions in finance at Bosch Group in Switzerland and Germany. In 1999 he took on the role of Head Controlling, Treasury and Investor Relation at Flughafen Zürich AG, which he held for nine years. In 2008 he was promoted to Chief Financial Officer and Managing Director Global Airport Operations and was since then also a member of the Executive Management. Mr. Daniel Schmucki is also Member of the board of directors at Flaschenpost Services AG. He holds a qualification as Chartered Accountant.

* Listed company.

¹ Resignation contemplated at the completion date of the Contribution.



The Board of Directors at the completion of the Contribution



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



Romeo Lacher
Chairman of the Board of Directors of SIX Group AG



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



Giulia Fitzpatrick
Financial Services Expert



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 Electrica Luc Remont*



Daniel Schmucki**
Chief Financial Officer of SIX Group AG

Detailed information regarding the directors and the censor, including the indication of other companies in which such individuals hold a corporate mandate, is in pages 32 et seq. of this brochure for the directors appointed upon proposal of SIX Group AG and, for the other board members, in pages 300 et seq of the 2017 Registration Document available on the Company's website.



Rate of Independent Directors



Gender diversity at Board level



Average age of Directors



Directors of non-French nationality



Average term of office:



¹ It is contemplated that such ratio be raised to 33% (AFEP-MEDEF Code recommendation) further to the appointment of a fourth independent director before the end of the year 2019.

* Independent Director
** Censor

Overview of current financial authorizations

As of September 30, 2018, the following authorizations to modify the share capital and to issue shares and other securities were in force:

Authorization	Authorization amount (par value)	Use of the authorizations (par value)	Unused balance (par value)	Authorization expiration date
EGM May 24, 2018 10th resolution Authorization to buyback the Company shares	10% of the share capital adjusted at any moment	217,289.24	8,859,771.61	11/24/2019 (18 months)
EGM May 24, 2018 11th resolution Share capital decrease	10% of the share capital for any 24-month period	0	10% of the share capital for any 24-month period	07/24/2020 (26 months)
EGM May 24, 2018 12th resolution Share capital increase with preferential subscription right ¹	45,266,590.2	0	45,266,590.2	07/24/2020 (26 months)
EGM May 24, 2018 13th resolution Share capital increase without preferential subscription right by public offer ^{1&2}	40,739,931.2	0	40,739,931.2	07/24/2020 (26 months)
EGM May 24, 2018 14th resolution Share capital increase without preferential subscription right by private placement ^{1&2}	27,159,954.1	0	27,159,954.1	07/24/2020 (26 months)
AGE 24 mai 2018 15e résolution Augmentation de capital sans DPS en vue de rémunérer des apports en nature ^{1&2}	9 053 318	0	9 053 318	07/24/2020 (26 months)
EGM May 24, 2018 16th resolution Increase in the number of securities in case of share capital increase with or without preferential subscription right ^{1,2&3}	Extension by 15% maximum of the initial issuance	0	Extension by 15% maximum of the initial issuance	07/24/2020 (26 months)
EGM May 24, 2018 17th resolution Share capital increase through incorporation of premiums, reserves, benefits or other	500 million	0	500 million	07/24/2020 (26 months)
EGM May 24, 2018 18th resolution Capital increase reserved to employees	2,263,329.5	0	2,263,329.5	07/24/2020 (26 months)
EGM May 24, 2018 19th resolution Stock-options Plans ^{4&6}	814,798.6	178.160	636,638.6	07/24/2020 (26 months)
EGM May 24, 2018 20th resolution Authorization to allot free shares to employees and executive officers ^{5&6}	452,665.9	249,345.8	203,320.1	07/24/2021 (38 months)

¹ The share capital increases carried out pursuant to the 12th, 13th, 14th, 15th and 16th resolutions of the Combined General Meeting of May 24, 2018 shall be deducted from the aggregate cap corresponding to 80% of the share capital of the Company on the day of the Combined General Meeting of May 24, 2018 (i.e. €72,426,544.3). Any share capital increase pursuant to these resolutions shall be deducted from this aggregate cap.

² The share capital increases without preferential subscription right carried out pursuant to the 13th, 14th, 15th and 16th resolutions of the Combined General Meeting of May 24, 2018 are subject to an aggregate sub-cap corresponding to 45% of the share capital of the Company on the day of the Combined General Meeting of May 24, 2018 (i.e. €40,739,931.2). Any share capital increase pursuant to these resolutions shall be deducted from this aggregate sub-cap.

³ The additional issuance shall be deducted from (i) the cap of the resolution pursuant to which the initial issuance was decided, (ii) the aggregate cap set by the 12th resolution of the Combined General Meeting of May 24, 2018, and (iii) in case of share capital increase without preferential subscription rights, the amount of the sub-cap mentioned at 2 here above.

⁴ A sub-cap fixed at 0.135% of the share capital of the Company on the day of the Combined General Meeting of May 24, 2018 (i.e. €122,219.79) applies to the allocations to senior executive officers (dirigeants mandataires sociaux).

⁵ A sub-cap fixed at 0.05% of the share capital of the Company on the day of the Combined General Meeting of May 24, 2018 (i.e. €45,266.6) applies to the allocations to senior executive officers (dirigeants mandataires sociaux).

⁶ The total number of allocations pursuant to the 19th and 20th resolutions of the Combined General Meeting of May 24, 2018 shall not exceed 0.65% of the share capital at the date of this General Meeting (i.e. €588,465.7). This derogation does not affect the abovementioned sub-cap applicable to the allocation of free shares to the Chief Executive Officer.

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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 **FRIDAY NOVEMBER 30, 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 November 30, 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

assemblee-generale@worldline.com
worldline.com



Worldline Headquarters

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

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

This brochure contains combined data (including synergies) which are estimates based on current assumptions of separation of SIX Payment Services and which remain subject to the effective completion of SIX Payment Services' carve-out and to the completion of the proposed transaction between Worldline and SIX Group AG.

This document contains forward-looking statements that involve risks and uncertainties, including references, concerning Worldline's expected growth and profitability in the future which may significantly impact the expected performance indicated in the forward-looking statements. These risks and uncertainties are linked to factors out of the control of Worldline and not precisely estimated, such as market conditions, competitors behaviors or actual completion of the synergies. Any forward-looking statements made in this document are statements about Worldline' beliefs and expectations and should be evaluated as such. Forward-looking statements include statements that may relate to Worldline' plans, objectives, strategies, goals, future events, future revenues or synergies, or performance, and other information that is not historical information. Actual events or results may differ from those described in this document due to a number of risks and uncertainties that are described within the 2017 Registration Document filed with the Autorité des Marchés Financiers (AMF) on March 21, 2018 under the filing number D18-0163, within the update to the 2017 Registration Document including the half year financial report filed with the AMF on August 1er, 2018 under number D. 18-0163-A01 and in the information document (Document E) relating the contemplated contribution in kind of the Payment Services division of SIX Group AG filed with the AMF on October 31, 2018 under number E18-070. Worldline does not undertake, and specifically disclaims, any obligation or responsibility to update or amend any of the information above except as otherwise required by law. There can be no assurance that the proposed transaction between Worldline and SIX Group AG will be consummated or that the anticipated benefits will be realized. The proposed transaction is subject to various regulatory approvals and the fulfillment of certain conditions, and there can be no assurance that any such approvals will be obtained and/or such conditions will be met.

This document includes supplemental financial measures that are not clearly defined under IFRS and that are or may be non-defined financial measures. These supplemental financial measures should not be viewed in isolation or as alternatives to measures of Worldline's net assets and financial position or results of operations as presented in accordance with IFRS in its consolidated financial statements. Other companies that report or describe similarly titled supplemental financial measures may calculate them differently. Revenue organic growth is presented at constant scope and exchange rates. 2018 objectives have been considered with exchange rates as of December 31, 2017.

Due to rounding, numbers presented throughout this and other documents may not add up precisely to the totals provided and percentages may not precisely reflect the absolute figures.

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