

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.

Worldline SA

Siège social :
River Ouest, 80 quai Voltaire
95877 Bezons Cedex
France

Téléphone : + 33 1 34 34 95 95

worldline.com

Société Anonyme au capital de 90.770.608,52€
SIREN: 378 901 946 RCS Pontoise
TVA Intracommunautaire : FR 01 378 901 946

1. 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 (first and second 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**”).

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 (FR0011981968) 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 (third 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 (fourth resolution)

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.

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 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 free Company shares to the employees and executive officers of the Contributed Companies and/or of their subsidiaries (fifth 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 a 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.

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 (sixth 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.

Ordinary items

(f) Governance post-completion of the Contribution (seventh, eighth and ninth resolutions)

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	Male	No	Swiss	58 years old (11-Feb-1960)	November 30, 2018	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.	AGM 2021	None ¹	Chairman of SIX Group AG
Giulia Fitzpatrick	Female	No	US and Italian	58 years old (29-Dec-1959)	November 30, 2018	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.	AGM 2020	None ¹	None
Daniel Schmucki	Male	N/A	Swiss	50 years old (6-Jun-1968)	November 30, 2018	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.	AGM 2020	N/A	Chairman of the board of directors of SIX Global Services AG and SIX Payment Services AG ² 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.

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.

(g) Powers to carry out the formalities (tenth 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.

2. 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