

Convening Notice

2019 Combined General Meeting

The Shareholders of Worldline

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

On Tuesday April 30, 2019

At 2:30 p.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 124,198,398.04.

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



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Message from the Chairman

Madam, Sir, Dear Shareholders,

On behalf of the Board of Directors of Worldline, it is with pleasure that I invite you to the Combined General Meeting of the Company which will be held on Tuesday April 30, 2019 at 2:30 p.m. in the auditorium of the Company's registered offices, River Ouest, 80 quai Voltaire, 95870 Bezons.

The year 2018 has been remarkable for Worldline with results fully in line with all our full-year objectives and, on the other hand, the major acquisition of SIX Payment Services closed on November 30, 2018. This acquisition is the most transformative step in Worldline's recent history and has been a decisive step in its strategic transformation from which we have already started to see the beneficial effects. More than ever, Worldline starts its new 3-year plan, presented during the Atos Investor Day held on January 30, 2019, with an ideal positioning to further reinforce its leadership and to take advantage of the next wave of the payment industry consolidation in Europe. Worldline's planned change in ownership structure relating to the distribution by Atos SE of 23.5% of the share capital of Worldline, as presented during this Investor Day and which will be submitted for approval to Atos SE's shareholders on April 30, 2019, also opens a new major chapter in your Company's history.

During this General Meeting, you will be presented with the activity report of the Group for the 2018 financial year and asked to approve in particular the 2018 financial statements, as well as the renewal of usual authorizations granted to your Board of Directors. Furthermore, as part of the evolution of the governance of the Company, the renewal of terms of office of directors expired and the appointment of three new directors will be submitted to your approval. These appointments reflect the agreements entered into with SIX Group AG in the context of the acquisition of SIX Payment Services and the contemplated distribution by Atos SE of 23.5% of Worldline's share capital.

This General Meeting is a special moment in your Company's life. Any shareholder may participate regardless of the number of shares he/she owns either by participating physically, by voting by mail or by being represented by the Chairman of the General Meeting or by the proxy of his/her choice.

I look forward to welcoming you very soon, and I thank you for the trust you have shown to the Worldline Group as well as for the attention you will give to the enclosed draft resolutions.

Thierry Breton

Worldline Chairman of the Board



Interview with Gilles Grapinet



Gilles Grapinet
Worldline Chief Executive Officer

What were the most significant business developments for Worldline in 2018?

2018 was a pivotal year in shaping our model for strong, profitable and sustainable growth. We reported very solid financial results, with all our full-year objectives met.

In parallel, the major 2018 breakthrough was clearly the transformative acquisition of SIX Payment Services (SPS) which has greatly reinforced our pan-European leadership. Worldline's ambition, more than ever, is to lead the next wave of consolidation of the European payment market and the merger with SPS is a vital step forward in this regard.

Together with Marc-Henri Desportes, our Deputy CEO, I am very proud of our teams, who were able to deliver outstanding performance while actively preparing the integration of SPS, which enabled us to launch our new integrated company on December 1.

As the market leader, how important is sustainability to Worldline?

The Payment business is distinctive because it is a business rooted in the dual dimensions of trust and durability. As a consequence, sustainability is not something that we can treat apart in the payments business: it is and has to be constantly a core component of our operational DNA.

Worldline's success depends on both financial and extra-financial factors and these are intertwined. Recognizing this in every aspect of our operations helps us in our mission to achieve excellence in all respects. That is why we took the decision to publish an integrated report this year, to ensure that our annual reporting from now on reflects our approach to meeting our financial and Corporate Social Responsibility objectives.

In 2018, facing growing stakeholder expectations amidst a world of uncertainties, imbalances and tensions, Worldline continued to

progress toward its TRUST 2020 objectives, our roadmap for long-term improvement in corporate social responsibility, and the related KPIs.

What are Worldline's priorities in terms of sustainability?

We have very high levels of responsibility towards our stakeholders to provide high quality, reliable and secure services with innovative solutions that bring value to our customers, be a responsible employer, apply our business ethics throughout our supply chain and optimize the efficiency of our data centers and offices with ideally zero impact in terms of CO2 emissions.

During the past year, we have remained focused on ensuring the robustness and quality of our systems, knowing that we are responsible for a critical service that impacts millions of citizens. This includes being at the forefront of the ongoing fight against threats to privacy and data integrity. Our constant efforts to improve security, to create value for customers and offer sustainable solutions depend on our capacity for innovation. Here again, we recognize a broader responsibility: ensuring that everyone has affordable access to payments, which are now a basic need for individuals across the world.

What is Worldline doing to meet tomorrow's challenges?

In line with our commitment to sustainability, innovation within Worldline must be driven in a way that fits with society and provides real business value to all market participants while mitigating the environmental impacts of delivering billions of electronic transactions every year with spectacular growth. Our payment solutions are transforming the way people live and interact with one another, shaping a future built on trust, openness, greater transparency and more opportunities for everyone to use their money more safely and more conveniently. In the world of Payments, innovation is more incremental than disruptive, and we are constantly reinforcing our R&D capabilities and investing in talented individuals, enabling us to develop ground-breaking solutions that will help deliver all the environmental and anti-fraud benefits of the cashless society.

What are Worldline's ambitions for 2019?

Strengthened by our acquisition of SIX Payment Services, we are by far the payment leader in Europe, delivering strong revenue growth, profitability and sustainable cash flow generation. After having doubled in size and geographic reach over the last four years, we will fully leverage our leadership position, focusing on new large outsourcing deals and bank alliances, growing online and omni-channel cross-border payments, and swiftly executing our SPS synergy plans.

Based on our recognized track record, Worldline intends to reinforce its position as a premium brand for customers, employees and key talents and there is no doubt that we are the long-term payment partner to European banks and merchants.

Thanks to our strategic flexibility and proven ability to shape tailor-made M&A transactions, we will maintain an absolute priority and focus, in parallel with the SPS integration, on the next wave of European payment consolidation opportunities.

Last, of course, the Atos project to distribute 23.5% of Worldline's share capital to Atos' shareholders, if approved by Atos' shareholders at their Annual General Meeting planned for April 30, 2019, would only further enhance our ability to take advantage of the numerous consolidation opportunities that lie ahead.

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.

It operates in 32 countries, throughout Europe and in several emerging markets in Latin America and Asia (where Worldline also has a leading position in India as a payment processor and in Asia-Pacific in payment Software Licensing). Through its recent acquisition of Six Payment Services, the Group extended and reinforced its geographic presence in Europe notably in Switzerland, Austria, Germany and Luxembourg.

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 works closely with its clients to build and run outsourced services, typically under long-term contracts where it receives fees for the initial implementation of the solution as well as recurring revenue over the life of the agreement based on business transaction volumes or transaction values. The Group's strong culture of innovation allows it to help clients enhance their existing services and harness advances in technology to create new markets and services.

The Group operates 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 2018,
the Group generated:

€1,720 million
of revenues

€100 million
of Net Income group share

€391 million
of Operating Margin before
Depreciation and Amortization
("OMDA")

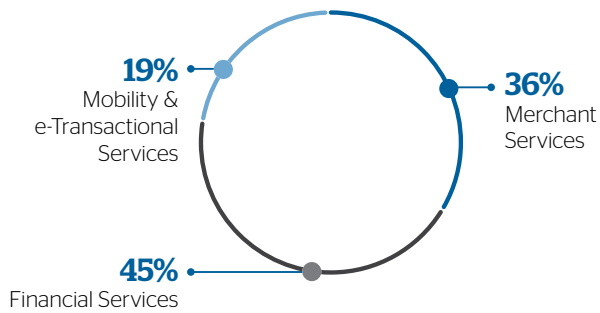
€207 million
of Free Cash Flow



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.

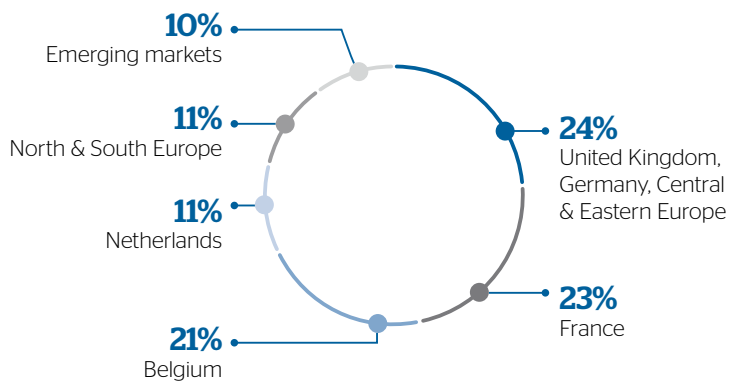
In 2018, 45% of the revenue base was generated by Financial Services contracts, 36% by Merchant Services contracts and 19% by Mobility & e-Transactional Services contracts.



(in € millions)	2018	2018 Pro Forma
Merchant Services	624.3	1038.7
Financial Services	777.0	863.7
Mobility & e-Transactional Services	319.0	319.0
Worldline	1,720.2	2,221.4

By Geographic Area

Europe is the Group's main operational base, generating circa 90% of total revenue in 2018.



(in € millions)	2018
United Kingdom, Germany, Central & Eastern Europe	417.9
France	396.7
Belgium	356.7
Netherlands	195.1
North and South Europe	187.5
Emerging markets	166.4
Worldline	1,720.2



Merchant Services

€624.3 million
of revenue in 2018

400,000 merchants

The **Merchant Services** includes pan-European and domestic commercial acquiring for physical or online businesses.



Financial Services

€777.0 million
of revenue in 2018

320 financial institutions

The **Financial Services** global business line targets banks and other financial institutions. Its mission is to secure payment transaction processing 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.



Mobility & e-Transactional Services

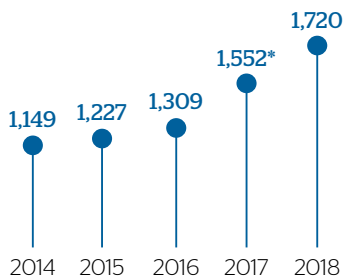
€319.0 million
of revenue in 2018

350 customers from
various industries

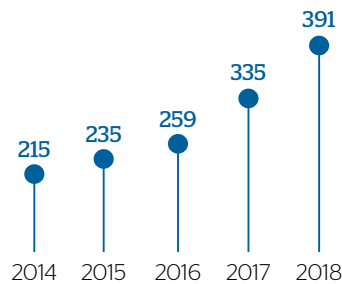
The **Mobility & e-Transactional Services** global business line goes beyond traditional payment transactions, helping public transport networks, government entities and business develop new paperless digital services and evolve their business models by leveraging digital advances in mobility and data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

Key Performance Indicators: Worldline from 2014 to 2018

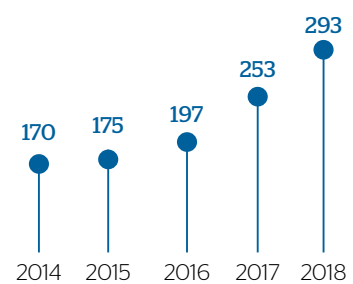
**5-years revenue evolution
(in € million)**



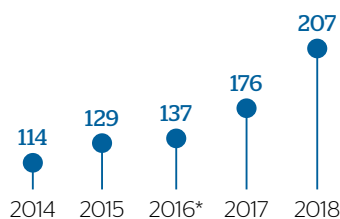
**5-years OMDA evolution
(in € million)**



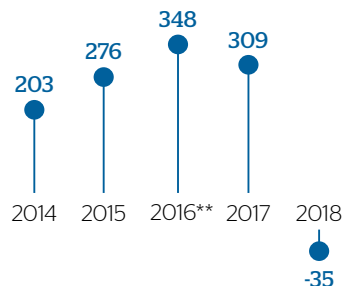
**5-years operating margin evolution
(in € million)**



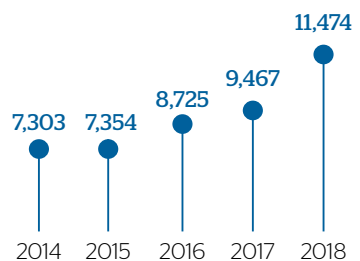
**Free cash flow
(in € million)**



**Net cash
(in € million)**



5-years employee evolution



* December 31, 2017 adjusted to reflect change in presentation disclosed in Section E.4.72 "Basis of preparation and significant accounting policies" of the 2018 Registration Document.

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



The Board of Directors as of today



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



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



Gilles Grapinet
Chief Executive Officer of Worldline



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



Sophie Proust
Atos group Chief
Technology Officer



Luc Rémont*
Executive Vice President,
International Operations, Schneider Electric



Susan M. Tolson*
Board member for corporations
and non-profit entities



Daniel Schmucki (censor)
Chief Financial Officer of SIX Group AG



Rate of Independent Directors

36%



Gender diversity at Board level

45%
55%



Average age of Directors

57
years old



Directors of non-French nationality

36%



Average term of office

36
years

* Independent Director

Ordinary items

- **Approval of the Company financial statements** for the financial year ending December 31, 2018
- **Approval of the consolidated financial statements** for the financial year ending December 31, 2018
- **Allocation of the net income** for the financial year ending December 31, 2018
- **Approval of the commitments referred to in article L.225-42-1 of the French Commercial Code**
- **Approval of the agreement providing for the suspension of the employment contract entered into with Mr. Marc-Henri Desportes** referred to in article L.225-38 of the French Commercial Code
- **Approval of the agreement providing for the transfer of Mr. Gilles Grapinet** referred to in article L.225-38 of the French Commercial Code
- **Approval of the agreement providing for the application to Mr. Gilles Grapinet of the regimes of reimbursement of health costs and “Incapacity, Disability, Death”** in force within the Company and applicable to all employees referred to in article L.225-38 of the French Commercial Code
- **Approval of the amendment to the agreement entered into between Worldline and SIX Group AG on October 18, 2018** referred to in article L.225-38 of the French Commercial Code
- **Approval of the global alliance agreement entered into between Worldline and Atos SE** referred to in article L.225-38 of the French Commercial Code
- **Approval of an overall amount of annual Directors’ fees**
- **Appointment of Mr. Georges Pauget** as member of the Board of Directors of the Company
- **Appointment of Ms. Mette Kamsvåg** as member of the Board of Directors of the Company
- **Appointment of Mr. Lorenz von Habsburg Lothringen** as member of the Board of Directors of the Company
- **Renewal of Ms. Ursula Morgenstern** as member of the Board of Directors
- **Renewal of Mr. Luc Rémont** as member of the Board of Directors
- **Renewal of Ms. Susan M. Tolson** as member of the Board of Directors
- **Approval of the elements of compensation and benefits paid or awarded for the financial year ending December 31, 2018 to Mr. Gilles Grapinet, Chief Executive Officer**
- **Approval of the elements of compensation and benefits paid or awarded for the financial year ending December 31, 2018 to Mr. Marc-Henri Desportes, Deputy Chief Executive Officer**
- **Approval of the features and criteria for setting, allocating, and granting, the fixed, variable, long-term and exceptional elements making up the total compensation and benefits of all kinds attributable to Mr. Gilles Grapinet, Chief Executive Officer**
- **Approval of the features and criteria for setting, allocating, and granting, the fixed, variable, long-term and exceptional elements making up the total compensation and benefits of all kinds attributable to Mr. Marc-Henri Desportes, Deputy Chief Executive Officer**
- **Authorization granted to the Board of Directors** for the purpose of purchasing, conserving or transferring shares of the Company

Extraordinary items

- **Authorization granted to the Board of Directors** to reduce the share capital by cancelling self-owned shares
- **Delegation to the Board of Directors** of authority to increase the share capital of the Company with the removal of the preferential subscription rights to the benefit of members of a company savings plan as employees and corporate officers of the Company and its affiliated companies
- **Authorization given to the Board of Directors** to grant options to subscribe for or to purchase shares to the employees and corporate officers of the Company and/or its affiliated companies
- **Authorization given to the Board of Directors** to grant free shares to the employees and corporate officers of the Company and/or its affiliated companies
- **Amendment to Article 13 of the bylaws** to increase the maximum number of Directors
- **Amendment to Article 16 of the bylaws** to determine the terms and conditions of the appointment of Directors representing employees
- **Powers**



How to participate to our General Meeting?

Any shareholder, regardless of the number of shares owned, may participate in the Meeting either:

- by participating personally;
- by voting by mail;
- by being represented or by granting proxy to the Chairman of the General Meeting, to his/her spouse or partner with whom a civil solidarity pact was concluded, to another shareholder or to any other person (whether a natural or a legal person) of his/her choice, under the conditions provided for in article L.225-106 of the French Commercial Code, or without naming a proxy holder. It is specified that for any proxy without the name of a beneficiary, the Chairman of the General Meeting shall issue a vote in favour of adopting any draft resolutions submitted or approved by the Board of Directors, and a vote against adopting any other draft resolutions.



Conditions to participate in this Meeting

- **the owners of registered shares** must give evidence of such capacity by the registration of the shares under the registered form on the second business day prior to the General Meeting, i.e. on April 26, 2019, 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 General Meeting, i.e. on April 26, 2019, 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 a.m. and 6:00 p.m. Paris time, from France and from the other countries at +33 (0) 8 25 315 215 (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 or via fax at +33 (0) 2 51 85 57 01.

The Company shall only take into account the notifications of designation or revocation of proxy which shall be dully signed, filled and received at the latest on April 27, 2019.

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 April 27, 2019.

Pursuant to article R.225-85 of the French Commercial Code, a shareholder who shall already have voted by mail, sent a proxy, or asked for his/her admission card for the Meeting, with or without the "*attestation de participation*", shall not be able to select another means of participation.



How to participate to our General Meeting?



How to fill in your form?

You will attend the General Meeting personally:

- Tick the **A box**; and
- Date and sign the **H box**.

You will not attend the General Meeting personally:

You would like to vote by postal mail:

- Tick the **B box** and follow the instructions; and
- Date and sign the **H box**.
- **C box**: This box must be filled to vote for resolutions which were to be presented by shareholders and which the Board of Directors does not agree on. To vote, you should shade the box corresponding to your choice.
- **D box**: This box must be filled in case amendments or new resolutions were to be presented during the meeting. You should shade the box corresponding to your choice: give proxy to the Chairman to vote in your name; abstain from voting or give proxy to vote in your name by specifying the name of the proxy holder.

You would like to give proxy to the Chairman:

- Tick the **E box**; and
- Date and sign the **H box**.

It is specified that for any proxy granted by a shareholder without the name of the proxy holder, the Chairman of the General Meeting shall issue a vote in favour of adopting any draft resolutions submitted or approved by the Board of Directors, and a vote against adopting any other draft resolutions.

You would like to be represented by a proxy holder (individual or legal entity), by another shareholder, or by your spouse or partner with whom a civil solidarity pact was concluded:

- Tick the **F box** and fill in the information of your proxy; and
- Date and sign the **H box**.

How to participate to our General Meeting?

To attend the General Meeting personally: tick here

A **IMPORTANT :** Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - **Important :** Before selecting please refer to instructions situated 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 AVRIL 2019
 A 14h30 au siège social - Auditorium

COMBINED GENERAL MEETING OF APRIL 30th, 2019
 At 2:30 pm at the registered offices - Auditorium

Société anonyme au capital de 124 198 398,04 €
 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
	Porteur Bearer
Nombre de voix - Number of voting rights	Vote double Double vote

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 sur lesquels je vote NON ou je m'abstiens.

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.

	OUI / Yes	NON / No	ABSTIEN Abst/Abs
1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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26	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
27	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
28	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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43	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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E **JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE**
 Cf. au verso (3)
HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
 See reverse (3)

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

Mme ou Mlle, Monsieur / Ms, Mrs or Mss, Corporate Name

Adresse / Address

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

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf au verso (1)
 Name, first name, address of the shareholder (change regarding this information have to be notified to relevant institution, no change can be made using this proxy form). See reverse (1)

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

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

Date & Signature

H

Date and sign here

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

Resolutions not agreed by the Board of Directors: 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 day prior to the date of the General Meeting, i.e. on April 24, 2019:

- 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 General 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 April 30, 2019, shall start at 2:30 p.m. 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 a.m. to 1 a.m. the next day)

- From 7 to 10 a.m. and from 4 to 8 p.m.: a train every 4' to 6'
- From 10 a.m. to 4 p.m.: a train every 9'
- Before 7 a.m. and after 8 p.m.: a train every 9' to 15'
- After 10 p.m.: a train every 15'
- After 11 a.m.: a train every 20'

It is useful 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 and, as the case may be, we invite you to take note of the number corresponding to your parking space.

Report of the Board of Directors on the resolutions

Ordinary items

Approval of the Company and consolidated financial statements for the financial year ending December 31, 2018

1st and 2nd resolutions

We request you to approve the Company and consolidated financial statements for the financial year ending December 31, 2018. The management report on the 2018 financial year is included in the 2018 Registration Document of the Company.

Allocation of the net income for the financial year ending December 31, 2018

3rd resolution

In the scope of the 3rd resolution, we propose you, after having noticed the net income for the 2018 financial year mentioned below, to allocate the total of this net income to the retained earnings.

	In euros
Net income	- 34,561,036.45
Previous retained earnings	217,570,227.32
Total distributable amount	183,009,190.87
To be allocated as follows	
To the retained earnings	183,009,190.87

It is proposed not to distribute any dividend to shareholders.

For record, no dividend was paid in the three financial years preceding the 2018 financial year.

Approval of commitments referred to in article L.225-42-1 of the French Commercial Code

4th resolution

Under the fourth resolution, the Board of Directors asks you to approve the commitments made to the benefit of the Chief Executive Officer, Mr. Gilles Grapinet, relating to the implementation of the defined benefit supplementary pension plan he previously benefited from and the introduction of a compensatory allowance paid in the event of forced departure, as described in the present report and in the auditors' special report concerning regulated agreements referred to in articles L.225-38, L.225-40 and L.225-42-1 of the French Commercial Code.

In the context of Atos SE's announcement of its project to distribute in kind 23.5% of the share capital of Worldline to its shareholders, and in order to preserve his status, it is in the Company's interest to make such commitments to the benefit of Mr. Gilles Grapinet, Chief Executive Officer, who now carries out 100% of his activity within Worldline.

In the scope of this resolution, it is reminded that:

A/ Implementation of a defined benefit supplementary pension plan

Mr. Grapinet benefited from the defined benefit supplementary pension plan applicable, under certain conditions, to members of the Executive Committee of the Atos group.

Pursuant to an agreement dated July 29, 2014, Worldline committed itself to bear the costs related to the acquisition of rights under the Atos pension plan corresponding to the time Mr. Grapinet spent as Chief Executive Officer of Worldline, up to a two-thirds limit that corresponded to the proportion of his activity within Worldline.

Worldline intends to carry out the continuation of such a plan to the benefit of Mr. Grapinet.

The acquisition of rights under the supplementary pension scheme is subject to performance conditions set annually by the Board of Directors, which may in particular refer to the performance conditions contained in stock-option plans or performance shares plans or to any other condition which it will consider more relevant.

The Board of Directors will meet annually, before the Annual General Meeting convened to approve the financial statements for the previous financial year, in order to verify the completion of the performance conditions and to determine the amount of the increased conditional rights acquired by Mr. Grapinet during the preceding year.

Entire calendar quarters will only be taken into account to assess the amount of the pension supplement if they relate to a year during which the performance conditions set by the Board of Directors will have been achieved.

Only previously acquired calendar quarters of seniority related to the acquisition of rights that Worldline committed itself to take over is taken into account to assess the amount of Mr. Grapinet's additional pension (i.e. 12.67 calendar quarters as at February 1, 2019).

Moreover, for the award of the additional pension it is expected that at least two-thirds of the years are validated under the performance conditions during Mr. Gilles Grapinet's membership in Worldline's Executive Committee while performing his various terms of office (i.e. since 2014).

Subject to the above-mentioned conditions, the annual amount of the pension supplement is 0.625% of the reference compensation per entire calendar quarters of seniority recognized by the scheme, as it was the case in the regime that he was previously benefitting. The reference compensation is the average of the last sixty monthly compensation multiplied by twelve.

For the assessment of this reference compensation, only the followings are taken into account:

- the fixed compensation of the executive director;
- the annual on-target bonus actually paid to the executive director excluding any other form of variable compensation. This annual bonus is taken into account within the cap of 130% of the fixed compensation.

The annual amount of the pension supplement paid under the present scheme to the Chief Executive Officer cannot exceed the difference between:

- 33% of the reference compensation above-mentioned; and
- the annual amount of the basic, complementary and supplementary pensions.

Finally, it is reminded that the benefit of the plan is conditional upon a five years membership in Worldline's Executive Committee (i.e. since 2014 as far as Mr. Grapinet is concerned). The minimum age to benefit from the scheme is the statutory retirement age set by article L.161-17-2 of the French



Report of the Board of Directors on the resolutions

Social Security Code. Likewise, the age for liquidation of the pension supplement is the age at which the person may liquidate his full pension under the general scheme. This age cannot in any case be less than the one foreseen in article L.161-17-2 of the French Social Security Code.

B/ Introduction of a compensatory allowance paid in the event of forced departure

As a result of his change of status, Mr. Grapinet is going to lose the benefit of the rights that he previously validated during his 10 years presence within the Atos group Executive Committee under the performance conditions set forth in the Atos pension plan.

Worldline wishes to set up a compensatory allowance paid in the event of Mr. Grapinet's forced departure.

The amount of this compensatory allowance is equal to the difference between the net amounts (after payment of the social costs and social security contributions) of:

- the pension due to Mr. Grapinet on December 31, 2018 pursuant to the Atos SE and Atos International supplementary pension plan (i.e. 291,000 euros gross); and
- the pension actually received by Mr. Grapinet pursuant to Worldline's supplementary pension plans.

This allowance will take the form, at the discretion of the Board of Directors, of an allowance paid as a lump sum or a lifetime pension that will not benefit from the social treatment provided for in article L.137-11 of the French Social Security Code.

The benefit of this allowance is conditional upon the achievement of performance conditions assessed regarding Mr. Grapinet's tenure as Chief Executive Officer of Worldline since 2014: achievement during more than two thirds of those years of the performance conditions set forth in the Long Term Incentive plans as determined by the Board of Directors (or any other conditions that the Board will deem fit).

No allowance will be paid to Mr. Grapinet in the event of resignation (except in case of 2nd or 3rd class invalidity, or death). Thus, Mr. Grapinet will not benefit from this allowance if he voluntarily leaves the Company to claim his pension rights.

Approval of related-parties agreements and of the statutory auditors' special report on related-parties agreements 5th, 6th, 7th, 8th, 9th resolutions

We request you, under the resolutions 5th to 9th to approve the statutory auditors' report on related-parties agreements as well as the agreements and commitments it mentions, which have been authorized by the Board of Directors.

Agreement providing for the suspension of the employment contract of Mr. Marc-Henri Desportes (5th resolution)

In accordance with Article 24 of the Company's Bylaws, upon proposal of the Chief Executive Officer and recommendation of the Nomination and Remuneration Committee, the Board of Directors decided on July 21, 2018 to appoint Mr. Marc-Henri Desportes as Deputy Chief Executive Officer with effect as from August 1, 2018.

Consequently, the Board of Directors, upon recommendation of the Nomination and Remuneration Committee decided, on July 21, 2018, to authorize pursuant to article L.225-38 of the French Commercial Code, the

signing of an agreement between Worldline and Mr. Marc-Henri Desportes providing for the suspension of his employment contract with Worldline during the term of his office as Deputy Chief Executive Officer.

This agreement is in the interest of the Company as it lays down the terms and conditions for returning to a salaried activity following a corporate mandate in order to attract the Company's best talents to the highest senior management positions, without them losing the benefits they would have continued to receive if they had remained employees, after a long career with the Company.

Agreements authorized since the end of the financial year (6th, 7th, 8th and 9th resolutions)

1) Agreement providing for the transfer of Mr. Gilles Grapinet (6th resolution)

The transfer agreement has been entered into between Worldline, Atos International SAS, and Mr. Grapinet. As of February 1, 2019, Mr. Grapinet carries out 100% of his activity within Worldline. The agreement contains no financial commitment on the part of Worldline.

It is in the interest of the Company that Mr. Grapinet be fully assigned to Worldline.

2) Agreement providing for the application to Mr. Gilles Grapinet of the regime of reimbursement of health costs and "incapacity, disability, death" in force within the Company and applicable to all employees (7th resolution)

The purpose of the present agreement is to authorize Mr. Grapinet to benefit, under the same conditions as employees, from the reimbursement of health costs plan and the "incapacity, disability/death" plan, as well as the employer's contributions to those schemes.

It is in the interest of the Company that its Chief Executive Officer benefits from such plans.

3) Amendment to the agreement entered into with SIX Group AG (8th resolution)

In the context of the acquisition of SIX Payment Services, SIX Group AG and Atos SE have entered into a shareholders' agreement on October 18, 2018 purporting to organize the new governance of Worldline in light of the contribution and provide certain rights and obligations for SIX Group AG to protect its financial interests (the "Shareholders' Agreement") and an agreement was also entered into between SIX Group AG and Worldline on October 18, 2018 (the "Worldline-SIX Agreement").

In the context of the contemplated distribution by Atos SE of 23.5% of the share capital of Worldline, Atos SE and SIX Group AG renegotiated their Shareholders' Agreement and as a consequence, SIX Group AG and Atos SE invited Worldline to enter into an amendment to the Worldline-SIX Agreement (the "Amendment"), containing in particular the following provisions:

- The Amendment provides for an extension of Worldline's undertaking to make reasonable efforts to implement potential SIX Group AG request (if any) for a secondary listing of Worldline Shares on the SIX Swiss Stock Exchange (in addition to the listing of the Worldline Shares on the Euronext Paris regulated market), which will expire one year after the signing of the Amendment instead of one year following November 30, 2018 (being the closing date of the acquisition of SIX Payment Services);
- In addition, SIX Group AG's veto rights (as detailed in the 2018 Registration Document in Section G.1.4.) will apply only as long as

Report of the Board of Directors on the resolutions

(i) SIX Group AG owns a number of Company's shares representing more than 8% of the share capital and voting rights of the Company and
(ii) Atos SE owns a number of Company's shares representing more than 8% of the share capital and voting rights of the Company;

- Worldline's undertaking regarding the agreements with Atos SE has been amended as well : it agrees that the internal rules of the Board of Directors shall reflect the principles regarding the procedure for agreements entered into between any company within the Worldline Group and any company within the Atos group (including, as the case may be, after termination of the Shareholders' Agreement) for so long as (i) SIX Group AG fully owns a number of Company's shares representing more than 8% of the share capital or voting rights of the Company and (ii) (a) Atos SE owns a number of Company's shares representing more than 10% of the voting rights of the Company or (b) at least one Director is also a member of the board of directors or a manager, within the meaning of Article L. 225-38 of the French Commercial Code, of Atos SE or a company within the Atos group.

It is in the interest of the Company to enter into this Amendment which adapts the Worldline-SIX Agreement following the amendments made to the Shareholders' Agreement to reflect the announcement by Atos SE to distribute in kind 23.5% of Worldline's share capital to its shareholders and the resulting shareholding structure.

4) Agreement entered into with Atos SE (9th resolution)

In light of Atos and Worldline group's willingness to maintain a strong industrial and commercial partnership, the Company and Atos SE entered into an agreement (the "**Global Alliance Agreement**"), that will come into force subject to the Atos' contemplated distribution of 23.5% of Worldline's shares. The Global Alliance Agreement governs four main domains: Sales, Research and Development (R&D), Human Resources and Procurement, and will include in particular a mutual general cooperation clause and governance provisions relating to the implementation of a Global Alliance Board and a specific alliance board for each of the four domains.

The Global Alliance Agreement will take effect upon completion of the distribution and will remain valid for five years (automatically renewed by two extension periods by three years each unless terminated by either party within a six-month prior notice). In addition, the Company or Atos SE will be entitled to terminate the Global Alliance Agreement for specific causes, in particular following any occurrence of a change of control over the other party.

It was noted that it is both in the Company's interest and of Atos' to maintain mutually beneficial cooperation in these four areas to preserve synergies, notably regarding digital innovation and payment services, as well as to foster the development of talents of employees of both companies. This partnership will also facilitate Worldline's transition from the status of controlled subsidiary of Atos SE to independent company.

Approval of an overall amount of annual Directors' fees 10th resolution

We request you to approve for the financial year 2019, an overall amount of annual Directors' fees of 600,000 euros compensating the general activity of the Board of Directors and to authorize the Board of Directors to distribute such Directors' fees among the members of the Board of Directors according to the terms which it shall present in its management report.

The increase requested is due to the increasing overall number of Directors following the acquisition of SIX Payment Services according to

the agreements with SIX Group AG. In the context of this transaction, two additional directors and a censor were appointed at the General Meeting of November 30, 2018 upon proposal of SIX Group AG. Besides, given the resolutions submitted to your vote, it is contemplated that the Board of Directors be increased to 12 members, i.e. one additional independent member.

Moreover, in this context, the Board of Directors, during its meeting held on March 15, 2019 and based on the works and recommendations made by the Nomination and Remuneration Committee, decided to propose to the General Meeting to increase the Directors' fees for 2019 in order to have the same closer to the market practices.

For reference, the global envelope granted by the General Meeting of May 24, 2018 amounted to 150,000 euros. It is reminded that Directors from Atos do not receive Director's fee according to Atos group policy and past practice.

Appointment of new Directors 11th, 12th, 13th resolutions

The purpose of the 11th, 12th and 13th resolutions is to appoint new Directors to the Board of Directors of the Company. The appointment of these individuals has been reviewed by the Nomination and Remuneration Committee and reflects (i) the agreements with SIX Group AG and (ii) for one of them, the project of Atos SE to distribute in kind circa 23.5% of the share capital of Worldline to its shareholders (the "**Distribution**").

In that respect, following Atos' announcement of a contemplated reduced representation of its members on the Board of Directors of Worldline in line with the reduction of its shareholding, Ms. Sophie Proust, appointed by Atos, will resign from her position of Director of Worldline, subject to the Distribution being approved by Atos SE's shareholders during the combined general meeting to be held on April 30, 2019.

In that context, the Board of Directors, when selecting candidates to the Board of Directors during its meeting held on March 15, 2019, considered the diversity policy including gender, nationality, age, independence, as well as the skills and professional experience applicable at Board level and detailed in part G.2.3.2 of the 2018 Registration Document. The proposed duration of term of office is consistent with the staggered renewal process provided by Article 14 of the Company's existing bylaws.

Subject to (i) the approval of the 11th, 12th and 13th resolutions of this General Meeting, and (ii) the approval of the Distribution by Atos SE's shareholders pursuant to the 5th resolution of Atos SE' General Meeting of April 30, 2019, the composition of the Board of Directors of the Company, will consist of a total of 12 members:

- Mr. Gilles Grapinet, Chief Executive Officer of the Company;
- Three 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
- Six independent directors designated based on the recommendations of the Nomination and Remuneration Committee.

Considering the above, the new composition of the Board of Directors resulting from the General Meeting, will be compliant with the recommendations of 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.

In addition, the Board of Directors comprises a censor (*censeur*) appointed upon the proposal of SIX Group AG.



Report of the Board of Directors on the resolutions

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

Personal information					Experience		Position at the Board			
Name	Age	Gender	Nationality	Numbers of shares held ¹	Number of corporate mandates in other listed companies	Independency ²	Contemplated date of appointment	End of term of office	Seniority at the Board	Committee member ³
Mette Kamsvåg ⁴	48	F	Norwegian	None	0	Yes	April 30, 2019	AGM* 2022	None	-
Georges Pauget	71	M	French	None	2	Yes	April 30, 2019	AGM 2022	None	-
Lorenz von Habsburg Lothringen ⁵	63	M	Austrian & Belgian	None	1	No	April 30, 2019	AGM 2021	None	-

* AGM: Annual General Meeting.

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 regulations of the Board of Directors.

² The analysis of the independence of each candidate has been performed by the Board of Directors, relying on the preliminary works of the Nomination and Remuneration Committee, during its meeting held on March 15, 2019.

³ It is planned that the Board of Directors will determine the composition of the Committees on April 30, 2019.

⁴ Appointment subject to the approval by Atos SE's shareholders of the contemplated Distribution during Atos SE AGM of April 30, 2019.

⁵ Designated upon proposal of SIX Group AG pursuant to the Worldline-SIX Agreement to replace Dr. Romeo Lacher, resigning as from April 30, 2019.

Appointment of Mr. Georges Pauget 11th resolution

It is proposed, pursuant to the 11th resolution, to appoint Mr. Georges Pauget as Director, reflecting the Shareholders' Agreement which provides for the appointment of an additional independent Director by the end of 2019.

His term of office will begin as of the end of this General Meeting and is granted for a duration that will expire at the end of the general meeting convened in 2022 to approve the financial statements of the Company for the financial year ending on December 31, 2021.

As most of the Directors currently serving to the Board of Directors, Mr. Georges Pauget has served and still serves in high profile positions. His extensive experience in finance and banking, as well as his specific knowledge in the payment services sector participate to the diversification of profiles at Board level and strengthen the existing expertise which are key to the Company.

Additional information on Mr. Georges Pauget can be found in page 42 of this brochure.

Appointment of Ms. Mette Kamsvåg 12th resolution

It is proposed, pursuant to the 12th resolution, to appoint Ms. Mette Kamsvåg as Director. This proposal is a consequence of, and subject to, the approval, by the General Meeting of Atos SE of the contemplated Distribution. It allows the Company to comply with the 50% recommended threshold of independent Directors set forth by the AFEP-Medef Code for non-controlled companies which will be the case of Worldline following the Distribution.

Her term of office will begin as of the end of this General Meeting and will expire at the end of the general meeting convened in 2022 to approve the financial statements of the Company for the financial year ending on December 31, 2021.

The appointment of Ms. Mette Kamsvåg, Norwegian citizen, allows for the strengthening of the proportion of women on the Board of Directors while diversifying the profiles of Directors both in terms of expertise and nationalities. Indeed, her deep knowledge of the payment services, in particular in connection with Nordic markets is key to the Company.

Additional information on Ms. Mette Kamsvåg can be found in page 43 of this brochure.

Appointment of Mr. Lorenz von Habsburg Lothringen 13th resolution

The Board of Directors proposes to you, pursuant to the 13th resolution, to appoint Mr. Lorenz von Habsburg Lothringen, as Director designated upon proposal of SIX Group AG pursuant to the Shareholders' Agreement, to replace Dr. Romeo Lacher, resigning as from April 30, 2019. The term of office of Mr. Lorenz von Habsburg Lothringen would be similar to that of Dr. Romeo Lacher, i.e. from the end of the General Meeting until the shareholders' general meeting to be held in 2021 ruling on the 2020 financial statements. As his predecessor, Mr. Lorenz von Habsburg Lothringen possesses extensive experience in high profile positions in the banking sector.

Additional information on Mr. Lorenz von Habsburg Lothringen can be found in page 44 of this brochure.

Renewal of the mandates of Directors 14th, 15th, 16th resolutions

The Board of Directors is currently composed of 11 members, four of whom were qualified by the Board of Directors as independent Directors pursuant to the criteria set forth in the AFEP-Medef Code and seven other non-independent Directors (including the Chairman).

The terms of office of Directors are renewed as per a rotation mechanism as indicated in the table on the right:

Report of the Board of Directors on the resolutions

Personal information					Experience		Position at the Board				
Name	Age	Gender	Nationality	Numbers of shares held	Number of corporate mandates in other listed companies	Independency ¹	Contemplated date of appointment	End of term of office	Seniority at the Board (in years)	Committee member	
Thierry Breton ²	64	M	French	1,501	3	No	April 30, 2014	AGM* 2020	4	N&R*/I*/SI ³	
Romeo Lacher ⁴	59	M	Swiss	750	0	No	November 30, 2018	AGM 2021	Less than 1	N&R ³ /I ³ /SI ³	
Gilles Grapinet	55	M	French	78,701	0	No	April 30, 2014	AGM 2020	4	I/SI ³	
Gilles Arditi	63	M	French	1,501	0	No	April 30, 2014	AGM 2021	4	A*	
Aldo Cardoso ⁵	63	M	French	1,500	3	Yes	June 13, 2014	AGM 2020	4	N&R ³ /A/I	
Guilla Fitzpatrick	59	F	USA; Italian	750	0	No	November 30, 2018	AGM 2020	Less than 1	A ³ /SI ³	
Danielle Lagarde	58	F	French	1,500	0	Yes	December 12, 2016	AGM 2021	2		
Ursula Morgenstern	53	F	German	1,501	0	No	April 30, 2014	AGM 2019	4		
Sophie Proust	54	F	French	1,500	0	No	December 12, 2016	AGM 2021	2		
Luc Rémont ⁶	49	M	French	1,500	0	Yes	June 13, 2014	AGM 2019	4	N&R ⁶ /A ³ /SI ³	
Susan M. Tolson	57	F	USA	1,500	3	Yes	June 13, 2014	AGM 2019	4	N&R/A	
Daniel Schmucki (censor)	50	M	Swiss	N/A	0	N/A	November 30, 2018	AGM 2020	Less than 1		

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

¹ The analysis of the independence of each Director is set forth under Section G.2.3.3 Review of the Directors' independence of the 2018 Registration Document.

² Chairman of the Investment Committee and co-Chairman of the Strategy and Innovation Committee as from November 30, 2018.

³ As from November 30, 2018.

⁴ Chairman of the Nomination and Remuneration Committee, Vice-Chairman of the Investment Committee and co-Chairman of the Strategy and Innovation Committee as from November 30, 2018.

This Director has resigned as Director of the Company with effect April 30, 2019.

⁵ Chairman of the Audit Committee.

⁶ Chairman of the Nomination and Remuneration Committee until November 30, 2018.

The terms of office of Ms. Ursula Morgenstern, Ms. Susan M. Tolson and Mr. Luc Rémont expire at the end of this General Meeting. On February 18, 2019, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, examined the composition of the Board of Directors and of the Committees and approved the diversity policy applicable at Board level. All the specific objectives set by the Board are transcribed in part G.2.3.2 of the 2018 Registration Document. In that context, the Board addressed the diversity of profiles (gender, nationality, age, and independence), skills and professional experience within the Board and considered that the current diversity is satisfactory and should be upheld.

Renewal of Ms. Ursula Morgenstern's term of office as Director 14th resolution

Ms. Ursula Morgenstern was appointed Director on April 30, 2014. Her term of office has been renewed since that date. Ms. Ursula Morgenstern has extensive experience in management skills (mainly in the IT and consulting sector) which she has developed in particular through the various management positions held within the Atos group (Senior Vice-President responsible for Systems Integration, Senior Vice-President responsible for Private Sector Markets, COO and CEO of UK & I, CEO of Atos's Germany). Besides, the appointment of Ms. Ursula Morgenstern participates to gender diversity at Board level (currently 45% of women directors, i.e. 5 out of 11 members) as well as diversity in terms of age and nationality.

Consequently, the Board considers that Ms. Ursula Morgenstern's remaining in office is in the Company's interest and consistent with regards to the Board's diversity policy, and requests, pursuant to the 14th resolution, that you renew Ms. Ursula Morgenstern's term of office for a period of two (2) years.

Additional information on Ms. Ursula Morgenstern can be found in page 45 of this brochure.

Renewal of Ms. Susan M. Tolson's and Mr. Luc Rémont's terms of office as Director 15th and 16th resolutions

Ms. Susan M. Tolson and Mr. Luc Rémont were appointed Director of the Company on June 13, 2014. Their terms of office have been renewed since that date. They are both independent Directors and actively take part in the Company's governance through their membership in the Nomination and Remuneration Committee and the Audit Committee. Mr. Luc Rémont is also member of the newly created Strategy and Innovation Committee.

Ms. Susan M. Tolson has financial and accounting knowledge as well as investment and development skills acquired from her experience in various investment structures (particularly in investment management) and performing her duties as director of non-profit companies and organizations in France and especially abroad. Besides, the appointment of Ms. Susan M. Tolson participates to gender diversity at Board level (currently 45% of women directors, i.e. 5 out of 11 members) as well as diversity in terms of age and nationality.



.....
**Report of the Board of Directors
on the resolutions**

Mr. Luc Rémont has extensive banking and financial knowledge due to his long-standing experience at the French Ministry of Economy, Finance and Industry. He also acquired strong management skills performing his duties as Chief Executive Officer of Schneider Electric France and Executive Vice President International Operations at Schneider Electric.

Moreover, the Board has noted Ms. Susan M. Tolson's and Mr. Luc Rémont's dedication to the Board's works in 2018 through their strong individual attendance rate at the Board meetings (100%) and at the Committees meetings (respectively 100% and 93%) as well as their valuable contribution to the works of the Board and the Committees.

Consequently, the Board considers that Ms. Susan M. Tolson's and Mr. Luc Rémont's remaining in office is in the Company's interest and consistent with regards to the Board's diversity policy and requests, pursuant to the 15th and 16th resolutions, that their respective terms of office be renewed for a period of three (3) years.

Additional information on Ms. Susan M. Tolson and Mr. Luc Rémont can be found in pages 46 and 47 of this brochure.

**Approval of the elements of
compensation and benefits paid or
awarded for the financial year ending
December 31, 2018 to Mr. Gilles Grapinet,
Chief Executive Officer
17th resolutions**

Under the 17th resolution, we request you, in accordance with article L.225-100-II of the French Commercial Code, to approve the elements of compensation and benefits paid or awarded for the financial year ending December 31, 2018 to Mr. Gilles Grapinet, as described in the Company's report on corporate governance, and reproduced in the 2018 Registration Document, Section G.

In this context, the elements of compensation and benefits related to financial year 2018 paid or awarded to Mr. Gilles Grapinet, Chief Executive Officer, by the Board of Directors, upon proposal of the Nomination and Remuneration Committee, are reproduced hereafter.

It is recalled that, in accordance with article L.225-37-2 of the French Commercial Code, the features and criteria for setting, allocating, and granting the fixed, variable, long-term and exceptional elements making up the total compensation and all fringe benefits of the Chief Executive Officer due to his mandate and underpinning the compensation policy that is relevant to him in 2018, have been submitted to the shareholders' vote, and approved during the Company's General Meeting which was held on May 24, 2018 (9th resolution).

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

Report of the Board of Directors on the resolutions

Elements of the compensation and benefits paid or awarded to Mr. Gilles Grapinet, Chief Executive Officer, related to the financial year 2018, submitted to the shareholders' vote

Remuneration Component	Amount	Comments																																												
Fixed annual compensation	415,000 euros* on an annual basis	<p>Mr. Gilles Grapinet was appointed CEO on April 30, 2014, the date on which the Company was converted into a limited liability corporation ("<i>société anonyme</i>"), for the duration of his term as a Director. Mr. Gilles Grapinet's compensation is determined pursuant to his employment agreement with Atos International SAS, a subsidiary of Atos SE. This employment agreement remained in effect after the listing of the Company's shares on Euronext Paris.</p> <p>The portion of his fixed compensation related to his duties as CEO of the Company represents two-thirds of the total fixed compensation provided for by his employment agreement with Atos International SAS, a subsidiary of Atos SE. This portion is re-invoiced in full by Atos International SAS to the Company.</p> <p>The fixed annual compensation of the Chief Executive Officer has been approved during the Shareholders' Meeting of the Company, dated May 24, 2018 under the 9th resolution.</p>																																												
Variable compensation	517,848 euros** due for 2018 i.e. 107.9% of the target variable compensation and 124.8% of the annual fixed compensation	<p>In 2018, the nature and weighting of each indicator of the variable on-target bonus of the Chief Executive Officer are the following:</p> <ul style="list-style-type: none"> • Worldline Group Organic Revenue Growth (40%); • Worldline Group Operating Margin before Depreciation and Amortization (30%); • Worldline Group Free Cash Flow before acquisition/disposal and variation of equity and dividends (30%). <p>The achievement of these criteria and the subsequent variable compensation amount has been approved during the Board of Directors meetings of July 21, 2018 and February 18, 2019. The variable compensation due for the first semester 2018 was 271,464 euros, i.e. 113.1% of the on-target variable compensation for the first semester, and 246,384 euros, i.e. 102.7% for the second semester.</p> <table border="1"> <thead> <tr> <th colspan="2">2018 Targets</th> <th colspan="2">First Half</th> <th colspan="2">Second Half</th> </tr> <tr> <th>Indicator</th> <th>Weight</th> <th>Payout*</th> <th>Weight</th> <th>Payout*</th> <th></th> </tr> </thead> <tbody> <tr> <td>Organic Revenue Growth</td> <td>40%</td> <td>107.2%</td> <td>40%</td> <td>93.1%</td> <td></td> </tr> <tr> <td>Operating Margin before Depreciation and Amortization</td> <td>30%</td> <td>104.1%</td> <td>30%</td> <td>101.0%</td> <td></td> </tr> <tr> <td>Free Cash Flow</td> <td>30%</td> <td>130%</td> <td>30%</td> <td>117.1%</td> <td></td> </tr> <tr> <td colspan="2">Payout in % of the on target variable compensation for a semester</td> <td>113.1%</td> <td></td> <td>102.7%</td> <td></td> </tr> </tbody> </table> <p>* After applying the 130% payout capped curves</p> <p>So the annual variable compensation due for 2018 was 517,848 euros i.e. 107.9% of the annual target variable compensation. Based on the semesters targets, the full year average achievements are the following:</p> <table border="1"> <thead> <tr> <th>2018</th> <th>Achievement</th> </tr> </thead> <tbody> <tr> <td>Organic Revenue Growth</td> <td>102.5%</td> </tr> <tr> <td>Operating Margin before Depreciation and Amortization</td> <td>100.9%</td> </tr> <tr> <td>Free Cash Flow</td> <td>109.3%</td> </tr> </tbody> </table> <p>Budget targets are in line with the financial targets shared by the Company every year.</p>	2018 Targets		First Half		Second Half		Indicator	Weight	Payout*	Weight	Payout*		Organic Revenue Growth	40%	107.2%	40%	93.1%		Operating Margin before Depreciation and Amortization	30%	104.1%	30%	101.0%		Free Cash Flow	30%	130%	30%	117.1%		Payout in % of the on target variable compensation for a semester		113.1%		102.7%		2018	Achievement	Organic Revenue Growth	102.5%	Operating Margin before Depreciation and Amortization	100.9%	Free Cash Flow	109.3%
2018 Targets		First Half		Second Half																																										
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Free Cash Flow	30%	130%	30%	117.1%																																										
Payout in % of the on target variable compensation for a semester		113.1%		102.7%																																										
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Operating Margin before Depreciation and Amortization	100.9%																																													
Free Cash Flow	109.3%																																													
Fringe benefits	3,215 euros	<p>Company car</p> <p>* It is reminded that the CEO is entitled to a total annual fixed compensation of € 622,500 (of which € 207,500 is borne by Atos International SAS). ** It is reminded that the CEO is entitled to a total annual on-target variable compensation of € 720,000 (of which € 240,000 is borne by Atos International SAS).</p>																																												



Report of the Board of Directors on the resolutions

Remuneration Component	Amount	Comments
Multiannual equity-based variable compensation	Grant of 81,000 stock-options Valued at 317,435 euros* ~ Grant of 20,250 Performance Shares Valued at 536,587 euros*	<p>In connection with the authorization granted by the Combined General Meeting of May 24, 2018 (nineteenth and twentieth resolutions), the Board of Directors decided, during its meeting held on July 21, 2018, and upon the recommendation of the Nomination and Remuneration Committee, to proceed to the allocation of 81,000 stock-options and 20,250 performance shares in favor of the Chief Executive Officer. These amounts takes into account the recommendations of the AFEP-Medef Code applicable to the Chief Executive Officer. These performance shares are valued at 536,587 euros and the stock-options at 317,435 euros according to IFRS 2 standard retained for the consolidated financial statements of the Company. In its analysis, the Board of Directors also reviewed the following components:</p> <ul style="list-style-type: none"> • The beneficiary is required to remain owner of 15% of his acquired shares for the duration of his duties as Corporate Officer and to keep on the nominative form, at least 5% of the shares issued on exercise of stock-options. • The prohibition to enter into financial hedging transaction relating to the granted performance shares and stock-options during the term of the Chief Executive Officer. <p>In line with the commitments made on the occasion of previous share award plans, the Chief Executive Officer, on the occasion of the award of stock-options on September 3, 2014, September 1, 2015 and July 21, 2018, and of the award of performance shares on July 25, 2016, July 24, 2017 and July 21, 2018, took note of the Company's prohibition towards him not to engage in any risk hedging transactions over the shares which are the subject of the award throughout the duration of his social mandate.</p>
Other compensation	1,481 euros	<p>Recharge of 2/3 of the holidays bonus due by virtue of collective agreement to the Chief Executive Officer and other employees of Atos International SAS.</p> <p>As a reminder, the Chief Executive Officer does not receive exceptional compensation nor compensation elements or fringe benefits. He will not receive a severance payment at the end of his mandate nor any compensation for non-compete clause in the event of termination of his mandate. Moreover, the Chief Executive Officer has declined to accept his Director's fees.</p>
Defined Benefit Supplementary Pension Scheme	N/A	<p>Mr. Gilles Grapinet is a beneficiary of a supplementary pension plan (<i>régime de retraite à prestations définies</i>) applicable to employees or directors of Atos International SAS or Atos SE, members of the Executive Committee of the Atos group. The amount of the pension he will benefit from pursuant to this plan was estimated at 291,000 euros on December 31, 2018. The terms of such supplementary pension plan are described in Section D.3.4.3.4 of the 2018 Registration Document.</p> <p>The Company agreed with Atos SE to bear the costs related to the acquisition of rights by Mr. Gilles Grapinet under the above defined benefit plan, prorata the time spent with Worldline as Chief Executive Officer and up to a two-thirds limit, it being specified that the reference remuneration was limited to the one earned during the concerned period. Upon proposal of the Nomination and Remuneration Committee, the Board of Directors decided on February 18, 2019, that the change of status of Mr. Grapinet on February 1, 2019 should have no impact on the supplementary pension scheme he benefits from.</p>

* Based on the fair value as determined according to IFRS 2 standard retained for the consolidated financial statements.

Approval of the elements of compensation and benefits paid or awarded for the financial year ending December 31, 2018 to Mr. Marc-Henri Desportes, Deputy Chief Executive Officer

18th resolution

Under the 18th resolution, you are requested, in accordance with article L.225-100-II of the French Commercial Code, to approve the elements of compensation and benefits paid or awarded for the financial year ending December 31, 2018 to Mr. Marc-Henri Desportes, as described in the Company's report on corporate governance, and reproduced in the 2018 Registration Document, Section G.

In this context, the elements of compensation and benefits related to financial year 2018 paid or awarded to Mr. Marc-Henri Desportes, Deputy Chief Executive Officer, by the Board of Directors, upon the proposal of the Nomination and Remuneration Committee, are reproduced hereafter.

It is recalled that, in accordance with article L.225-37-2 of the French Commercial Code, the features and criteria for setting, allocating, and granting the fixed, variable, long-term and exceptional elements making up the total compensation and all fringe benefits of the Deputy Chief Executive Officer due to his mandate and underpinning the compensation policy that is relevant to him in 2018, have been submitted to the shareholders' vote, and approved during the Company's General Meeting which was held on May 24, 2018 (9th resolution).

Report of the Board of Directors on the resolutions

Elements of the compensation and benefits paid or awarded to Mr. Marc-Henri Desportes, Deputy Chief Executive Officer, related to the financial year 2018, submitted to the shareholders' vote

Remuneration Component	Amount	Comments																		
Fixed annual compensation	350,000 euros on an annual basis	-																		
Variable compensation	149,712.5 euros* due for 2018 i.e. 102.7% of the target variable compensation* and 102.7% of the annual fixed compensation*	<p>In the second semester 2018, the nature and weighting of each indicator of the variable on-target bonus of the Deputy Chief Executive Officer are the following:</p> <ul style="list-style-type: none"> • Worldline Group Organic Revenue Growth (40%); • Worldline Group Operating Margin before Depreciation and Amortization (30%); • Worldline Group Free Cash Flow before acquisition/disposal and variation of equity and dividends (30%). <p>The achievement of these criteria and the subsequent variable compensation amount has been approved during the Board of Directors meeting of February 18, 2019. The variable compensation due for the second semester 2018 was 149,712.5 euros*, i.e. 102.7% of the on-target variable compensation for the second semester*.</p> <table border="1"> <thead> <tr> <th>2018 Targets</th> <th colspan="2">Second Half</th> </tr> <tr> <th>Indicator</th> <th>Weight</th> <th>Payout**</th> </tr> </thead> <tbody> <tr> <td>Organic Revenue Growth</td> <td>40%</td> <td>93.1%</td> </tr> <tr> <td>Operating Margin before Depreciation and Amortization</td> <td>30%</td> <td>101.0%</td> </tr> <tr> <td>Free Cash Flow</td> <td>30%</td> <td>117.1%</td> </tr> <tr> <td>Payout in % of the on target variable compensation for a semester</td> <td></td> <td>102.7%</td> </tr> </tbody> </table> <p>* pro-rata 5 months from August 1, 2018 ** After applying the 130% payout capped curves</p> <p>Budget targets are in line with the financial targets shared by the Company every year</p>	2018 Targets	Second Half		Indicator	Weight	Payout**	Organic Revenue Growth	40%	93.1%	Operating Margin before Depreciation and Amortization	30%	101.0%	Free Cash Flow	30%	117.1%	Payout in % of the on target variable compensation for a semester		102.7%
2018 Targets	Second Half																			
Indicator	Weight	Payout**																		
Organic Revenue Growth	40%	93.1%																		
Operating Margin before Depreciation and Amortization	30%	101.0%																		
Free Cash Flow	30%	117.1%																		
Payout in % of the on target variable compensation for a semester		102.7%																		
Fringe benefits	1,195.45 euros	Company car (from August 1, 2018)																		
Multiannual equity-based variable compensation	Grant of 62,000 stock-options Valued at 242,975 euros* ~ Grant of 15,500 Performance Shares Valued at 410,721 euros*	<p>In connection with the authorization granted by the Combined General Meeting of May 24, 2018 (nineteenth and twentieth resolutions), the Board of Directors decided, during its meeting held on July 21, 2018, and upon the recommendation of the Nomination and Remuneration Committee, to proceed to the allocation of 62,000 stock-options and 15,500 performance shares in favor of the Deputy Chief Executive Officer. This amount takes into account the recommendations of the AFEP-Medef Code applicable to the Deputy Chief Executive Officer. These performance shares are valued at 410,721 euros and the stock-options at 242,975 euros according to IFRS 2 standard retained for the consolidated financial statements of the Company. In its analysis, the Board of Directors reviewed the following components:</p> <ul style="list-style-type: none"> • The beneficiary is required to remain owner of 15% of his acquired shares for the duration of his duties as Senior Officer and to keep on the nominative form, at least 5% of the shares issued on exercise of stock-options; • The prohibition to enter into financial hedging transaction relating to the granted shares and options during the term of the Deputy Chief Executive Officer. <p>The Deputy Chief Executive Officer, on the occasion of the award of stock-options and performance shares on July 21, 2018 took note of the Company's prohibition towards him not to engage in any risk hedging transactions over the shares which are the subject of the award throughout the duration of his social mandate.</p>																		
Defined Benefit Supplementary Pension scheme	N/A	The Deputy Chief Executive Officer does not benefit from any complementary or supplementary pension plans.																		
Other	-	The Deputy Chief Executive Officer is entitled to the regime of reimbursement of health costs and "disability/death" policy as well as to the assistance contract in case of travel abroad in force within the Worldline Group in France.																		

* Based on the fair value as determined according to IFRS 2 standard retained for the consolidated financial statements.



Report of the Board of Directors on the resolutions

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

19th and 20th resolutions

In the context of the 19th and 20th resolutions, you are requested, in accordance with article L.225-37-2 of the French Commercial Code to approve the features and criteria for setting, allocating, and granting, the fixed, variable, long-term and exceptional elements making up the total compensation and fringe benefits of all kinds attributable to the Senior Executive Officers by reason of their office, for the 2019 financial year, and constituting the compensation policy applicable to them.

These features and criteria, set by the Board of Directors upon recommendation of the Nomination and Remuneration Committee, are presented in the Company's corporate governance report, included in the 2018 Registration Document, Section G, and are reproduced hereafter.

Pursuant to article L.225-100 of the French Commercial Code, the amounts resulting from the implementation of these principles and criteria will be submitted to the shareholders' approval during the General Meeting called to rule on the financial statements for the financial year ending in 2019.

General principles applicable to Senior Executive Officers

The following principles of the compensation of the Senior Executive Officers have been proposed by the Nomination and Remuneration Committee, approved by the Board of Directors and are submitted to the vote of the General Meeting. They have been established in compliance with the recommendations of the AFEP-Medef Code.

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

Likewise for the Deputy Chief Executive Officer, the Nomination and Remuneration Committee held on July 19, 2018 and the Board of Directors held on July 21, 2018 took note of the following elements when deciding on the new remuneration applicable to the Deputy Chief Executive Officer from the date of his appointment as Senior Officer: (i) the increase of the operational perimeter of the Company in particular with the acquisition of SIX Payment Services, in terms of

Revenue Growth (+30%), number of countries (30) and headcount in the scope (c. 11,000) as well as (ii) the focus of the Deputy Chief Executive Officer on the operational activities and Human Resources allowing the Chief Executive Officer to focus on the strategic development of the Company, including new acquisitions and partnerships with banks (see Section G.2.2 of the 2018 Registration Document).

- Related to **performance**: the compensation of the Senior Executive Officers is closely linked to the Group performance, notably through a variable compensation plan determined on a half-year basis. The payment of the semester bonuses is subject to the achievement of precise, simple, and measurable objectives which are closely linked to the Group's objectives, as regularly disclosed to the shareholders. In order to develop a community of interest with Worldline's shareholders and to associate Worldline's managers and the Senior Officers with the performance and financial results of the Company in a long-term perspective, a part of their compensation is based on multi-year long term incentive plans, which could include stock-options and/or performance shares. Finally, the compensation policy of the Senior Executive Officer supports Worldline's commitment to corporate responsibility. In this context, performance criteria related to the social and environmental responsibility have been established in the stock-options and performance shares plans granted as from 2014.

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

Principles applicable to Mr. Gilles Grapinet

Mr. Gilles Grapinet was appointed Chief Executive Officer on April 30, 2014, the date on which the Company was converted into a limited liability corporation (*société anonyme*), for the duration of his term as a Director. Prior to such date, he had been Chairman of the simplified stock company since July 31, 2013. Mr. Grapinet did not receive any compensation for his position within the Company in 2013. His term as Director of the Company was renewed during the Annual Shareholders' General Meeting of 2017 for a period of three years.

During the period up until February 1, 2019, Mr. Gilles Grapinet's compensation was paid by Atos International SAS, a subsidiary of Atos SE, pursuant to his employment agreement for an unlimited duration. The Board of Directors of the Company had authorized, after review by the Nomination and Remuneration Committee, the signing of a service agreement between Atos International SAS and the Company in order to recharge the portion of Mr. Gilles Grapinet's compensation related to his functions as Worldline Chief Executive Officer, under the following conditions¹:

- Recharging of two-thirds of Mr. Gilles Grapinet's annual fixed base compensation (the portion of his fixed compensation relating to his duties as Chief Executive Officer of the Company representing two-thirds of the total fixed compensation provided for by his employment agreement with Atos International SAS);
- Recharging of the variable part of his compensation related to Worldline financial performance, which will be paid upon decision of the Worldline Board of Directors (depending on the achievement of targets which it determines in advance) (the target of the variable compensation relating to the duties of M. Gilles Grapinet as Chief Executive Officer of the Company being set at two-third of the total variable compensation provided for by his employment agreement with Atos International SAS);
- Recharging of expenses incurred in the interest of Worldline (two-thirds of the costs related to his workplace and other expenses);

¹ In addition, Atos International SAS received a 2% mark-up of such recharged amounts, to compensate management costs.

Report of the Board of Directors on the resolutions

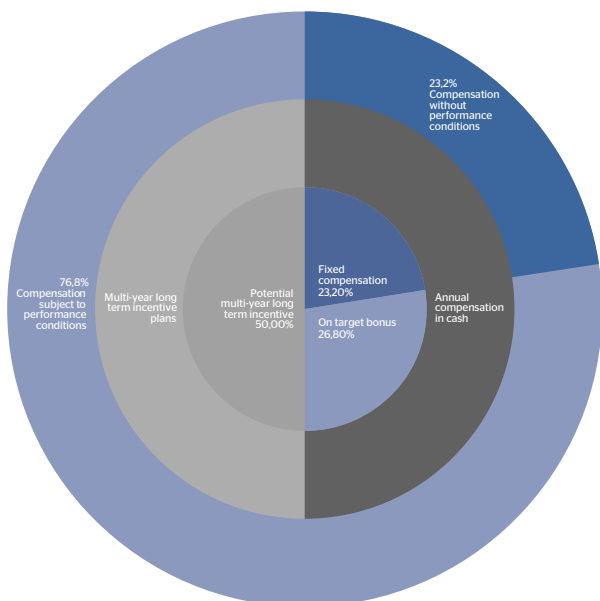
- Recharging of two-thirds of benefits in kind granted to Mr. Gilles Grapinet (company car pursuant to the Atos group policy, and employee benefits and health coverage schemes);
- Coverage by Worldline of the costs related to the acquisition of rights by Mr. Gilles Grapinet under the defined benefit plan (*régime de retraite à prestations définies*) that is applicable to employees or directors of Atos International SAS or Atos SE, members of the Executive Committee of the Atos group (prorata to the time spent with Worldline as Chief Executive Officer and up to a two-thirds limit, it being specified that the reference remuneration was limited to the one earned during the concerned period).

As of February 1, 2019, Mr. Gilles Grapinet retains no duty nor activities within Atos, his employment contract with Atos International SAS being terminated at the same date. From February 1, 2019, Mr. Gilles Grapinet is fully assigned to Worldline as Senior Executive Officer (*“dirigeant mandataire social exécutif”*). Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company decided on February 18, 2019 to maintain in 2019 the total compensation and benefits package granted to Mr. Gilles Grapinet in 2018, including the defined benefit supplementary pension scheme, the reimbursement of health costs and “Incapacity, Disability, Death” policy as well as other benefits in kind like the company car, annual medical check-up and investment advisor. Such total compensation and benefits package will be fully borne by Worldline as from February 1, 2019.

The transfer agreement between Atos International, Worldline and Mr. Grapinet has been authorized by the Board of Directors on February 18, 2019 and is submitted to the approval of the General Meeting (6th resolution) in accordance with article L.225-38 of the French Commercial Code.

The design of the defined benefit supplementary pension plan and of the compensatory allowance in the event of forced departure is set forth under fourth resolution (A and B) of this report.

The structure of the compensation of the Chief Executive Officer is the following according to the Worldline 2019-21 3-year plan

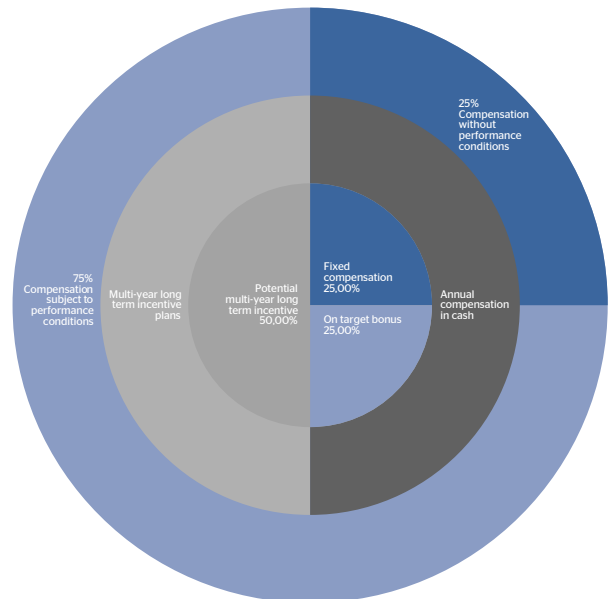


Principles applicable to Marc-Henri Desportes

In accordance with article 24 of the Company’s bylaws, upon proposal of the Chief Executive Officer and upon recommendation of the Nomination and Remuneration Committee, the Board of Directors decided on July 21, 2018 to appoint Mr. Marc-Henri Desportes as Deputy Chief Executive Officer with effect as from August 1, 2018. Detailed information about the appointment and role of Mr. Marc-Henri Desportes as Deputy Chief Executive Officer is provided in Section G.2.2 “Management Mode” of the 2018 Registration Document.

Consequently, the Board of Directors, upon recommendation of the Nomination and Remuneration Committee, decided on July 21, 2018 to authorize, pursuant to Article L.225-38 of the French Commercial Code, the signing of an agreement between Worldline and Mr. Marc-Henri Desportes providing for the suspension of his employment contract with Worldline during the term of his office as Deputy Chief Executive Officer. This agreement is submitted to the approval of the General Meeting on April 30, 2019 in accordance with article L.225-38 of the French Commercial Code.

The structure of the compensation of the Deputy Chief Executive Officer is the following according to the Worldline 2019-21 3-year plan





Report of the Board of Directors on the resolutions

Elements of the 2019 compensation of Gilles Grapinet, Chief Executive Officer

The Board of Directors decided on February 18, 2019, upon recommendation of the Nomination and Remuneration Committee, to maintain the following elements of the total compensation of Mr. Gilles Grapinet relating to his duties of Chief Executive Officer of the Company, applicable as from January 1, 2017. The following amounts of the total compensation have not changed since 2017. They remain applicable, in 2019, within the framework of the Worldline 2019-21 3-year plan and within the framework of the full assignment of the Chief Executive Officer to Worldline as Senior Executive Officer (*"dirigeant mandataire social exécutif"*) as from February 1, 2019.

1. Fixed annual compensation

A fixed annual compensation of 622,500 euros¹.

2. Variable compensation

A variable compensation, subject to performance conditions, the annual target which is equal to 720,000 euros², with a maximum payment capped at 130% (which corresponds to a cap of 150% of the fixed annual compensation) in case of over-performance and no minimum payment.

The variable compensation of the Chief Executive Officer is a conditional compensation, based on clear and demanding operating performance criteria exclusively related to quantitative and financial objectives which are annually fixed by Worldline Board of Directors, upon proposal of the Nomination and Remuneration Committee. These objectives are closely aligned with the Group's ambitions, as they are regularly presented to the shareholders.

In order to monitor the Group's performance more closely, and to accompany it proactively with respect to its 2019-21 3-year plan, the performance objectives for the Chief Executive Officer are set and reviewed on a half-year basis. H1 targets are set on the basis of the budget as approved by the Board of Directors in February 2019, and H2 targets are set on the basis of the « Full Year Budget 2 », to be approved in July 2019.

For each semester of 2019, the natures and weights of the performance criteria applicable to the variable compensation of the Chief Executive Officer are the following:

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

The Board of Directors decides, through the half year objectives determining the variable compensation of the Chief Executive Officer, the financial objectives of the Company 2019-21 3-year plan relating to Group Revenue growth, Group OMDA and Group Free Cash Flow. The budget objectives underlying such variable compensation are decided by the Board of Directors in order to carry out the achievement of the financial objectives announced to the market.

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

- A target in line with the Company 2019-21 3-year strategic plan (budget), the attainment of which results in getting 100% of the on-target variable compensation in respect of this indicator;

- A floor which defines the threshold below which no variable compensation for that component is due;
- A cap which defines the threshold above which the variable compensation for that indicator is limited to 130% of its on-target amount; and
- The elasticity curve which accelerates the amount of the variable compensation due upwards and downwards according to the level of achievement of each of the objectives.

The payment of the variable compensation for the first and second semesters 2019 will be subject to the approval of the Shareholders' General Meeting to be held in 2020 ruling on the 2019 financial statements.

3. Multi-year long term incentive plans

The Group is strongly committed to associating its employees with the long-term performance and results of the Company, notably through Long-Term Incentive (LTI) plans. Beneficiaries of such LTI plans are mostly the first managerial lines of Worldline, key talents, key experts and selected juniors, and include the Senior Executive Officers (see Section D.3.4.3 "Equity plans" of the 2018 Registration Document for equity-based long term incentive plans).

The multi-year long-term compensation of the Chief Executive Officer is subject to the following conditions:

- It is limited to circa 50% of the global compensation of the Chief Executive Officer. When multi-year long term incentive plans are equity based, the value taken into account is based on the fair value set by reference to IFRS 2 recognized in the consolidated financial statements. Therefore, every year, the Board of Directors will adapt the multi-year long term compensation of the Chief Executive Officer in order to comply with this cap.
- The acquisition of the multi-year long term incentive plans (including performance shares and/or stock options) is subject to the achievement of internal and external performance conditions to be fulfilled over a certain number of years and based on clear and demanding criteria set by the Worldline Board of Directors, upon proposal of the Nomination and Remuneration Committee. These objectives are closely aligned with the Group's ambitions, as they are regularly presented to the shareholders.
- The long term incentive plans are subject to a condition of presence within the Worldline Group at the date of vesting of the concerned plan.

When it decides on the granting of performance shares, the Board of Directors also states the percentage (15%) of acquired shares that the Senior Officer must keep until the end of his duties. When it decides on the granting of stock-options, the Board of Directors also states the percentage (5%) of shares issued upon exercise of the stock-options that the Senior Officer must keep in a nominative form until the end of his duties.

For 2019, it is proposed to the General Meeting to renew the authorizations granted to the Board of Directors with the view to proceed with the issuance of performance shares and stock-options, the main characteristics of which are described below (24th and 25th resolutions).

A. Continued-employment: Subject to certain exceptions provided for in the plan (e.g. death or invalidity), the exercisability of the stock-options and/or the acquisition of performance shares are subject to the preservation

¹ Until February 1st, 2019, such annual fixed remuneration was paid to Mr. Gilles Grapinet pursuant to his employment agreement with Atos International SAS. Two-thirds corresponding to the portion of his fixed compensation relating to his duties as Chief Executive Officer of the Company was re-invoiced in full by Atos International SAS to the Company.

² Like the annual fixed compensation, until February 1st, 2019, such variable was due to Mr. Gilles Grapinet pursuant to his employment agreement with Atos International SAS. Atos therefore recharged the variable part of his compensation relating to his duties as Chief Executive Officer of the Company, which were to be paid upon decision of Worldline Board of Directors (depending on the achievement of targets determined in advance).

Report of the Board of Directors on the resolutions

of the status of Group's employee or corporate officer, by the beneficiary, during the acquisition period.

B. Performance condition: The allocation of performance shares and/or exercisability of stock-options are also subject to the achievement of the following internal and external performance conditions, calculated for the three years 2019, 2020 and 2021.

Performance Shares plan

Internal Performance Conditions:

For each year 2019, 2020 and 2021, 3 internal performance indicators must be met:

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

The performance target achievement levels will be in line with the guidance set forth by the Board of Directors and shared with the market for the relevant year, or for the Group Operating Margin before Depreciation and Amortization and Group Free Cash Flow before acquisition/disposal and variation of equity and dividends criteria, an increase defined by the Worldline Board of Directors versus the previous year.

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

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

External Performance Conditions:

For each year 2019, 2020 and 2021, at least 2 out of 3 performance criteria must be met (or maintained if already at the highest level):

- The Worldline Group gets the GRI Standards "Comprehensive" option (or its equivalent if, during the plan, the terminology to define the highest achievable level is modified);
- The Worldline Group gets the Eco Vadis CSR label "Gold" (or its equivalent if, during the plan, the terminology to define the highest achievable level is modified);
- The Worldline Group gets the GAIA Index Certification general rating equal or above 70% (or its equivalent if, during the plan, this terminology is modified).

Stock-options plan:

Internal Performance Conditions:

For each year 2019, 2020 and 2021, the three internal performance indicators and defined targets are the following:

- Group Organic Revenue growth: at least equal to budget of the relevant performance year -1.5%;
- Group OMDA: 92.5% of the target set in the budget for the relevant year;
- Group FCF: 92.5% of the target set in the budget for the relevant year.

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

External Performance Conditions:

For each year 2019, 2020 and 2021, at least 2 out of 3 performance criteria must be met (or maintained if already at the highest level):

- The Worldline Group gets the GRI Standards "Comprehensive" option (or its equivalent if, during the plan, the terminology to define the highest achievable level is modified);
- The Worldline Group gets the Eco Vadis CSR label "Gold" (or its equivalent if, during the plan, the terminology to define the highest achievable level is modified);
- The Worldline Group gets the GAIA Index Certification general rating equal or above 70% (or its equivalent if, during the plan, this terminology is modified).

C. Vesting and holding periods: The beneficiaries of the performance shares and/or stock-options plans will acquire them and be able to exercise them three years after the grant, provided that all conditions (both performance and continued-employment conditions) set by the plan are achieved.

The performance shares acquired will not be subject to a holding period and will be immediately available for sale by their beneficiaries, subject to the "black-out periods" set by the Company in the Guide for the Prevention of Insider Trading, applicable legal rules, and, for the Senior Executive Officers, the 15% retention obligation.

The stock-options can only be exercised between the date of acquisition and the tenth anniversary of the date of grant excluded (with some exceptions provided for in the Plan Rules), in compliance with the "black-out periods" as set by the Company according to the Guide for the Prevention of Insider Trading and applicable laws. The Senior Executive Officers must keep, in a nominative form, at least 5% of the shares issued upon exercise of the stock-options, and this, until the termination of their function of Senior Executive Officer. The exercise price of the stock-options will be equal to the average opening share prices calculated on the 20 days preceding the grant date increased by 5%.

4. Exceptional compensation

The Chief Executive Officer does not receive any exceptional compensation.

5. Supplementary pension plan

Upon proposal of the Nomination and Remuneration Committee, the Board of Directors decided on February 18, 2019, that the change of status of Mr. Grapinet on February 1, 2019 should have no impact on his total compensation and benefits package, including the supplementary pension scheme. On March 15, 2019, the Board of Directors decided to implement a supplementary pension plan to which the Chief Executive Officer benefits.

The acquisition of rights under the supplementary pension scheme is subject to performance conditions set annually by the Board of Directors, which may in particular refer to the performance conditions contained in stock option plans or performance shares plans or to any other condition which it will consider more relevant. The Board of Directors will meet annually, before the Annual General Meeting convened to rule on the financial statements for the previous financial year, in order to verify the completion of the performance conditions and to determine the amount of the increased conditional rights acquired by Mr. Grapinet during the preceding year.



Report of the Board of Directors on the resolutions

Entire calendar quarters will only be taken into account to assess the amount of the pension supplement if they relate to a year during which the performance conditions set by the Board of Directors will have been achieved. Only previously acquired calendar quarters of seniority related to the acquisition of rights that Worldline committed itself to take over is taken into account to assess the amount of Mr. Grapinet's additional pension (i.e. 12.67 calendar quarters as at February 1, 2019). Moreover, for the award of the additional pension it is expected that at least two-thirds of the years are validated under the performance conditions during Mr. Gilles Grapinet's membership in Worldline's Executive Committee while performing his various terms of office (i.e. since 2014).

Subject to the above-mentioned conditions, the annual amount of the pension supplement is 0.625% of the reference compensation per entire calendar quarters of seniority recognized by the scheme, as was the case in the regime that he was previously benefitting. The reference compensation is the average of the last sixty monthly compensation multiplied by twelve.

For the assessment of this reference compensation, only the followings are taken into account:

- the fixed compensation of the beneficiary;
- the annual on-target bonus actually paid to the beneficiary excluding any other form of variable compensation. This annual bonus is taken into account within the cap of 130% of the fixed compensation.

The annual amount of the pension supplement paid under the present scheme to the Chief Executive Officer cannot exceed the difference between:

- 33% of the reference compensation above-mentioned; and
- the annual amount of the basic, complementary and supplementary pensions.

Finally, it is reminded that the benefit of the plan is conditional upon a five years membership in Worldline's Executive Committee (i.e. since 2014 as far as Mr. Grapinet is concerned). The minimum age to benefit from the scheme is the statutory retirement age set by article L.161-17-2 of the French Social Security Code. Likewise, the age for liquidation of the pension supplement is the age at which the person may liquidate his full pension under the general scheme. This age cannot in any case be less than the one foreseen in article L.161-17-2 of the French Social Security Code.

This pension plan, which is the continuation of the Atos regime, is submitted to the approval of the General Meeting (4th resolution) in accordance with article L.225-42-1 of the French Commercial Code.

6. Compensatory allowance in the event of forced departure

The Board of Directors decided, on February 18, 2019, that the change of the status of Mr. Grapinet will be neutral for him in terms of retirement plan.

However, because of this change of status Mr. Grapinet will lose the benefit of rights that he previously validated under performance conditions set in the Atos pension plan during his 10 years presence within the Atos group.

Therefore, the Board of Directors decided to implement, to the benefit of Mr. Grapinet, a compensatory allowance in the event of forced departure.

The amount of this compensatory allowance is equal to the difference between the net amounts (after payment of the social costs and social security contributions) of:

- the pension due to Mr. Grapinet on December 31, 2018 pursuant to the Atos SE and Atos International supplementary pension plan (i.e. 291,000 euros gross); and

- the pension actually received by Mr. Grapinet pursuant to Worldline's supplementary pension plans.

This allowance will take the form, at the discretion of the Board of Directors, of an allowance paid as a lump sum or a lifetime pension that will not benefit from the social treatment provided for in article L.137-11 of the French Social Security Code.

The benefit of this allowance is conditional upon the achievement of performance conditions assessed regarding Mr. Grapinet's tenure as Chief Executive Officer of Worldline since 2014: achievement during more than two thirds of those years of the performance conditions set forth in the LTI plans as determined by the Board of Directors (or any other conditions that the Board will deem fit).

No allowance will be paid to Mr. Grapinet in the event of resignation (except in case of 2nd or 3rd class invalidity, or death). Thus, Mr. Grapinet will not benefit from this allowance if he voluntary leaves Worldline to claim his pension rights.

This compensatory allowance is submitted to the approval of the General Meeting (4th resolution) in accordance with article L.225-42-1 of the French Commercial Code.

7. Benefits in kind

The Chief Executive Officer benefits from a company vehicle with or without driver, which can be used for private purposes. Such benefit is treated as a benefit in kind for tax and social security purposes.

8. Other

Mr. Gilles Grapinet is entitled to the Group regime of reimbursement of health costs and "Incapacity, Disability, Death" policy applicable to the employees of the Group as well as to the assistance contract in case of travel abroad in force within Worldline in France. He also benefits from an annual medical check-up and investment advisor.

This undertaking is submitted to the approval of the General Meeting (7th resolution) in accordance with article L.225-38 of the French Commercial Code.

Elements of the 2019 compensation of Marc-Henri Desportes, Deputy Chief Executive Officer

The Board of Directors decided on July 21, 2018, upon recommendation of the Nomination and Remuneration Committee, the following elements of the total compensation of Mr. Marc-Henri Desportes relating to his duties of Deputy Chief Executive Officer of the Company, as from August 1, 2018. These elements remain applicable, for 2019, in the framework of the Company 2019-21 3-year plan:

1. Fixed annual compensation

A fixed annual compensation of 350,000 euros.

2. Variable compensation

A variable compensation, subject to performance conditions, annual target being equal to 350,000 euros, with a maximum payment capped at 130% of the fixed annual compensation in case of over-performance and no minimum payment.

Report of the Board of Directors on the resolutions

The variable compensation of the Deputy Chief Executive Officer follows the same conditions and principles than those applicable to the Chief Executive Officer.

3. Multi-year long term incentive plans

As mentioned under the Chief Executive Officer section relating to the multi-year long term incentive plans, the Group is strongly committed to associating its employees with the long-term performance and results of the Company, notably through Long-Term Incentive (LTI) plans. Beneficiaries of such LTI plans are mostly the first managerial lines, key talents, key experts and selected juniors and include the Senior Executive Officers (see Section D.3.4.3 "Equity plans" of the 2018 Registration Document for equity-based long term incentive plans).

The multi-year long term compensation of the Deputy Chief Executive Officer follows the same conditions and principles than those applicable to the Chief Executive Officer.

4. Exceptional compensation

The Deputy Chief Executive Officer does not receive any exceptional compensation.

5. Severance Pay

In the event of termination of his duties as Deputy Chief Executive Officer, Mr. Marc-Henri Desportes will not receive any severance pay or compensation under a non-compete clause.

6. Benefits in kind

The Deputy Chief Executive Officer benefits from a company vehicle.

7. Complementary and supplementary pension plans

The Deputy Chief Executive Officer does not benefit from any complementary or supplementary pension plan.

8. Other

Mr. Marc-Henri Desportes is entitled to the Group regime of reimbursement of health costs and "Incapacity, Disability, Death" policy applicable to the employees of the Atos group as well as to the assistance contract in case of travel abroad in force within Worldline in France.

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

21st resolution

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

These purchases could be carried out in particular:

- to ensure liquidity and an active market of the Company's shares;
- to attribute or assign these shares to the executive officers and Directors or to the employees of the Company and/or companies which are affiliated to the Company in connection with (i) profit-sharing plans,

(ii) the share purchase option regime, (iii) the free share award regime and (iv) shareholding plans under French or foreign law particularly in the context of a company savings plan;

- to remit the shares acquired upon the exercise of the rights attached to securities giving the right to the attribution of shares of the Company;
- to keep them and subsequently use them in payment or exchange or other in the context of external growth operations; and
- to cancel them as a whole or in part through a reduction of the share capital, authorized by the General Meeting, in particular pursuant to the 22nd resolution of this General Meeting.

This authorization shall not be used during public offers on the shares of the Company.

The purchase of shares shall not exceed, at any time, a maximum number of shares representing 10% of the share capital of the Company.

The maximum purchase price shall not exceed € 79.60 per share (excluding fees).

Consequently, the maximum amount of the funds assigned to the buy-back program shall thus be € 1,453,137,163.2 on the basis of the share capital as of December 31, 2018.

This authorization would cancel and replace, for the unused part by the Board of Directors, the authorization granted by the Combined General Meeting of May 24, 2018 pursuant to its 10th resolution.

Extraordinary items

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

22nd resolution

We request you to renew the authorization granted to the Board of Directors, for a duration of twenty-six (26) months, to reduce the share capital by cancelling, on one or more occasions, within the limit of 10% of the share capital and in twenty-four (24) month periods, all or part of the shares which the Company owns or could own through the share buy-back programs authorized by the General Meeting of shareholders.

This new authorization would cancel and replace for the unused part by the Board of Directors, the authorization given by the 11th resolution of the Combined General Meeting of May 24, 2018.



Report of the Board of Directors on the resolutions

Delegation to the Board of Directors of authority to increase the share capital of the Company with the removal of the preferential subscription rights to the benefit of members of a company savings plan as employees and corporate officers of the Company and its affiliated companies

23rd resolution

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

The cap of the par value amount of the immediate or future share capital increases, resulting from all the issues carried out under the present delegation cannot exceed 2.5% of the share capital on the day of the General Meeting, it being specified that the amount will be deducted from the global cap of 80% set forth in paragraph 2 of the 12th resolution of the General Meeting dated May 24, 2018 and is set without taking account the nominal amount of the shares or other capital securities to potentially issue in order to maintain the rights of the holders of securities or of the holders of other rights giving access to the capital of the Company, Company stock-options or free allotment of Company's shares.

The delegation would end up the previous delegation approved by the Combined General Meeting on May 24, 2018 under the 18th resolution.

This delegation entails cancellation of the shareholders' preferential subscription right to shares and other equity securities and securities giving access to the share capital, which may be issued pursuant to this resolution, as well as to the shares and other equity securities which the securities issued on the basis of this delegation may provide entitlement to.

It is specified that the Board of Directors could set the subscription price of the securities issued by virtue of this delegation and that it will be determined under the conditions set out in article L.3332-19 of the French Labor Code, it being specified that the maximum discount cannot exceed 20% (or 30% if the law authorizes such discount) of the average of the quoted share price of Worldline on the regulated market of Euronext Paris over the twenty (20) trading sessions preceding the day of the decision of the Board of Directors, setting the opening date for the subscription period.

It is also specified that the Board of Directors, pursuant to article L.3332-21 of the French Labor Code, may provide for the attribution of free shares or other securities giving access to the share capital by way of contribution of the Company, or as applicable of the discount, subject to the consideration that their pecuniary counter value, evaluated at the subscription price, does not have for effect to exceed the limits established by law or regulations.

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

In 2018, Worldline implemented a new employee shareholding plan, involving employees in 26 countries and which has led to a share capital increase on February 28, 2019. This plan offered the employees to purchase Worldline shares and benefit from a 20% discount on the reference share price. An incentive contribution from the employer applied: a maximum of six (6) free shares for six (6) subscribed.

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

Authorization given to the Board of Directors to grant options to subscribe for or to purchase shares to the employees and corporate officers of the Company and/or its affiliated companies

24th resolution

Context of the authorization request

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

Structure of the authorization

The main features of the 2019 plan would be as follows:

- a plan for the benefit of the first managerial lines and the Group key employees;
- 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 corporate officers of the Company and/or of companies affiliated to it. The resolution submitted to your General Meeting also specifies that the authorization granted during the General Meeting of May 24, 2018 (19th resolution) and during the General Meeting of November 30, 2018 (4th resolution) are canceled as from the General Meeting, respectively up to their unused portion.

2. Maximum amount of the authorization

The maximum amount of Options that may be granted pursuant to the proposed delegation shall not exceed 0.7% of the share capital on the day of this General Meeting.

Report of the Board of Directors on the resolutions

In addition, an exceptional cap of 0.5% of the share capital on the day of this General Meeting (the “**Extraordinary Cap**”) would apply in case of simultaneous or successive use by the Board of Directors of the authorizations granted to it by this resolution and the 25th resolution.

3. Sub-cap for the grant to the senior officers

The total number of Options granted to the Senior Executive Officers of the Company pursuant to the proposed authorization, shall not represent more than 0.03% of the share capital on the day of this General Meeting. Moreover, in such a situation, the Board of Directors would set a rule as to the holding by the Senior Executive Officers of a portion of the granted shares until expiration of their respective term of office. The existence of the Extraordinary Cap does not affect this sub-cap.

4. 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.

5. Performance conditions

Internal Performance Conditions:

For each year 2019, 2020 and 2021, the three internal performance indicators and defined targets are the following:

- Group Organic Revenue growth: at least equal to budget of the relevant performance year - 1.5%;
- Group OMDA: 92.5% of the target set in the budget for the relevant year;
- Group FCF: 92.5% of the target set in the budget for the relevant year.

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

External Performance Conditions:

For each year 2019, 2020 and 2021, at least 2 out of 3 performance criteria must be met (or maintained if already at the highest level):

- The Worldline Group gets the GRI Standards “Comprehensive” option (or its equivalent if, during the plan, the terminology to define the highest achievable level is modified);
- The Worldline Group gets the Eco Vadis CSR label “Gold” (or its equivalent if, during the plan, the terminology to define the highest achievable level is modified);
- The Worldline Group gets the GAIA Index Certification general rating equal or above 70% (or its equivalent if, during the plan, this terminology is modified).

6. Continued employment condition

Subject to certain exceptions provided for in the plan (e.g. death or invalidity), the exercisability of the Options is subject to the preservation of the status of Group’s employee or corporate officer, by the beneficiary, during the acquisition period.

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

25th resolution

Context of the authorization request

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

Structure of the authorization

The main features of the 2019 plan would be as follows:

- a plan for the benefit of the first managerial lines and the Group key employees;
- 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 Internal Financial Performance Indicators are fulfilled during the first two (2) years,
- (ii) for the third year, only two (2) Internal Financial Performance Indicators are fulfilled, and 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 thirty-eight (38) months, to grant, on one or more occasions, performance shares in favor of employees or corporate officers of the Company and/or of companies affiliated to it. The resolution submitted to your General Meeting also specifies that the authorization granted during the General Meeting of May 24, 2018 (20th resolution) and during the General Meeting of November 30, 2018 (5th resolution) are canceled as from the General Meeting respectively up to their unused portion.

2. Maximum amount of the authorization

The maximum amount of shares that may be granted pursuant to the proposed delegation shall not exceed 0.37% of the share capital on the day of this General Meeting.



Report of the Board of Directors on the resolutions

In addition, an exceptional cap of 0.5% of the share capital on the day of this General Meeting (the “**Extraordinary Cap**”) would apply in case of simultaneous or successive use by the Board of Directors of the authorizations granted to it by this resolution and the 24th resolution.

3. Sub-cap for the grant to senior officers

The total number of shares granted to the Senior Executive Officers of the Company pursuant to the proposed authorization, shall not represent more than 0.12% of the share capital on the day of this General Meeting. Moreover, in such a situation, the Board of Directors would set a rule as to the holding by the Senior Executive Officers of a portion of the granted shares until expiration of their respective term of office. The existence of the Extraordinary Cap does not affect this sub-cap.

4. Vesting period

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

5. Performance conditions

Internal Performance Conditions:

For each year 2019, 2020 and 2021, 3 internal performance indicators must be met:

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

The performance target achievement levels will be in line with the guidance set forth by the Board of Directors and shared with the market for the relevant year, or for the Group Operating Margin before Depreciation and Amortization and Group Free Cash Flow before acquisition/disposal and variation of equity and dividends criteria, an increase defined by the Worldline Board of Directors versus the previous year.

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

External Performance Conditions:

For each year 2019, 2020 and 2021, at least 2 out of 3 performance criteria must be met (or maintained if already at the highest level):

- The Worldline Group gets the GRI Standards “Comprehensive” option (or its equivalent if, during the plan, the terminology to define the highest achievable level is modified);
- The Worldline Group gets the Eco Vadis CSR label “Gold” (or its equivalent if, during the plan, the terminology to define the highest achievable level is modified);
- The Worldline Group gets the GAIA Index Certification general rating equal or above 70% (or its equivalent if, during the plan, this terminology is modified).

6. Continued employment condition

Subject to certain exceptions provided for in the plan (e.g. death or invalidity), the vesting of the shares is subject to the preservation of the status of Group’s employee or corporate officer, by the beneficiary, during the acquisition period.

Amendment to Article 13 of the Company’s bylaws in order to increase the maximum number of Directors

26th resolution

Should the General Meeting approve the appointments and renewals of office of Directors under resolutions 11th to 16th, the Board of Directors will reach the maximum number of Directors provided by the bylaws (12). In order for the Board of Directors to have some flexibility to propose appointments of further Directors, it is proposed to amend the bylaws of the Company to provide that the maximum number of Directors equals the mandatory maximum (18).

Amendment to Article 16 of the Company’s bylaws in order to determine the terms and conditions of the appointment of Directors representing employees

27th resolution

In the context of the contemplated distribution by Atos SE of around 23.5% of Worldline’s share capital and should this project be approved by the General Meeting of Atos SE, Worldline will cease to be controlled by Atos SE. Consequently, the provisions of Article L.225-271 of the French Commercial Code will, at a future point in time, be applicable to Worldline and, therefore, a Director representing the employees will have to be designated as per the mandatory provisions.

The management and the Board wish to take advantage of this General Meeting to anticipate the application of this mandatory obligation and consequently propose, subject to the approval by the General Meeting of Atos SE of the contemplated Distribution, to amend the Company’s bylaws.

The draft amendment of the Company’s bylaws provides that such Director will be designated by the Company’s Works Council (or the Social and Economic Committee that will take over its responsibilities in accordance with law). Such Director enjoys the same status, powers and responsibilities as the other Directors but must have a labour agreement with the Company or one of its subsidiaries. In addition, such Director is subject to prohibitions set forth by law.

The term of the office of the director is three (3) years and will end on the date of the General Meeting deciding on the annual accounts and to be held on the year at which the office expires.

Powers

28th resolution

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





Draft resolutions

Ordinary items

First resolution

Approval of the Company financial statements for the financial year ending December 31, 2018

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the management report of the Board of Directors and the report of the statutory auditors on the Company's financial statements for the 2018 financial year, approved, as presented, the Company's financial statements for the year ending December 31, 2018, including the balance sheet, income statement and the notes to the financial statements, together with the transactions reflected in those financial statements and summarized in those reports.

Pursuant to article 223 *quater* of the French General Tax Code, the General Meeting approved those expenses and charges that are non-deductible for tax purposes under article 39.4 of said Code and that amount to 142,742.99 euros for the year ended December 31, 2018, it being specified that no taxes were paid with regards to said expenses and charges.

Second resolution

Approval of the consolidated financial statements for the financial year ending December 31, 2018

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the management report of the Board of Directors and the report of the statutory auditors on the consolidated financial statements for the 2018 financial year, approved, as presented, the consolidated financial statements for the year ending December 31, 2018, including the balance sheet, income statement and the notes to the financial statements, together with the transactions reflected in those financial statements and summarized in those reports.

Third resolution

Allocation of the net income for the financial year ending December 31, 2018

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

	In euros
Net income	- 34,561,036.45
Previous retained earnings	217,570,227.32
Total distributable amount	183,009,190.87
To be allocated as follows	
To the retained earnings	183,009,190.87

In accordance with applicable legal provisions, the General Meeting noted that no dividends were paid in the three financial years preceding the 2018 financial year.

Fourth resolution

Approval of the commitments referred to in article L.225-42-1 of the French Commercial Code

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the special report of the statutory auditors regarding the agreements and the commitments referred to in article L.225-42-1 of the French Commercial Code, approves

the commitments made to the benefit of Mr. Gilles Grapinet, Chief Executive Officer, relating to the implementation of the defined benefit supplementary plan he previously benefited from and the introduction of a compensatory allowance paid in the event of forced departure as presented in the abovementioned report.

Fifth resolution

Approval of the agreement providing for the suspension of the employment contract entered into with Mr. Marc-Henri Desportes referred to in article L.225-38 of the French Commercial Code

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the special report of the statutory auditors regarding the agreements referred to in article L.225-38 of the French Commercial Code, approves the conclusions of this report and the agreement providing for the suspension of the employment contract of Mr. Marc-Henri Desportes, Deputy Chief Executive Officer, and mentioned therein.

Sixth resolution

Approval of the agreement providing for the transfer of Mr. Gilles Grapinet referred to in article L.225-38 of the French Commercial Code

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the special report of the statutory auditors regarding the agreements referred to in article L.225-38 of the French Commercial Code, approves the conclusions of this report and the agreement providing for the transfer of Mr. Gilles Grapinet and mentioned therein.

Seventh resolution

Approval of the agreement providing for the application to Mr. Gilles Grapinet of the regimes of reimbursement of health costs and "Incapacity, Disability, Death" in force within the Company and applicable to all employees referred to in article L.225-38 of the French Commercial Code

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the special report of the statutory auditors regarding the agreements referred to in article L.225-38 of the French Commercial Code, approves the conclusions of this report and the agreement providing for the application to Mr. Gilles Grapinet of the regimes of reimbursement of health costs and "Incapacity, Disability, Death" in force within the Company and applicable to all employees referred to in article L.225-38 of the French Commercial Code and mentioned therein.

Eighth resolution

Approval of the amendment to the agreement entered into between Worldline and SIX Group AG on October 18, 2018 referred to in article L.225-38 of the French Commercial Code

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the special report of the statutory auditors regarding the agreements referred to in article L.225-38 of the French Commercial Code, approves the conclusions of this report and the amendment to the agreement entered between Worldline and SIX Group AG on October 18, 2018 referred to in article L.225-38 of the French Commercial Code and mentioned therein.

Ninth resolution

Approval of the global alliance agreement entered into between Worldline and Atos SE referred to in article L.225-38 of the French Commercial Code

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the special report of the statutory auditors regarding the agreements referred to in article L.225-38 of the French Commercial Code, approves the conclusions of this report and the global alliance agreement entered between Worldline and Atos SE referred to in article L.225-38 of the French Commercial Code and mentioned therein.

Tenth resolution

Approval of an overall amount of annual Directors' fees

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report, decides to set at EUR 600,000 the overall amount of annual Directors' fees remunerating the general activity of the Board of Directors. The General Meeting authorizes the Board of Directors to distribute such Directors' fees among the members of the Board of Directors according to the terms which it shall present in its management report.

Eleventh resolution

Appointment of Mr. Georges Pauget as member of the Board of Directors of the Company

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report, decides to appoint Mr. Georges Pauget as member of the Board of Directors of the Company.

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

This term of office is granted for a period of three (3) years that will expire at the end of the general meeting convened in 2022 to approve the financial statements for the financial year ending on December 31, 2021.

Twelfth resolution

Appointment of Ms. Mette Kamsvåg as member of the Board of Directors of the Company

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the report issued by the Board of Directors of the Company,

decides, subject to the approval of the 5th resolution submitted to the vote of Atos SE' combined general meeting to be held on April 30, 2019, to appoint Ms. Kette Kamsvåg as member of the Board of Directors of the Company.

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

This term of office is granted for a period of three (3) years that will expire at the end of the general meeting convened in 2022 to approve the financial statements for the financial year ending on December 31, 2021.

Thirteenth resolution

Appointment of Mr. Lorenz von Habsburg Lothringen as member of the Board of Directors of the Company

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report, decides to appoint Mr. Lorenz von Habsburg Lothringen as member of the Board of Directors of the Company.

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

This term of office is granted for a period of two (2) years that will expire at the end of the general meeting convened in 2021 to approve the financial statements for the financial year ending on December 31, 2020.

Fourteenth resolution

Renewal of Ms. Ursula Morgenstern as member of the Board of Directors

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report, noting that the director's term of office of Ms. Ursula Morgenstern will expire at the end of this meeting, decides, upon proposal of the Board of Directors, to renew her mandate for a period of two (2) years, that will expire at the end of the general meeting convened to approve the financial statements for the financial year ending in 2020.

Fifteenth resolution

Renewal of Mr. Luc Rémont as member of the Board of Directors

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report, noting that the director's term of office of Mr. Luc Rémont will expire at the end of this meeting, decides, upon proposal of the Board of Directors, to renew his mandate for a period of three (3) years, that will expire at the end of the general meeting convened to approve the financial statements for the financial year ending in 2021.

Sixteenth resolution

Renewal of Ms. Susan M. Tolson as member of the Board of Directors

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report, noting that the director's term of office of Ms. Susan M. Tolson will expire at the end of this meeting, decides, upon proposal of the Board of Directors, to renew her mandate for a period of three (3) years, that will expire at the end of the general meeting convened to approve the financial statements for the financial year ending in 2021.

Seventeenth resolution

Approval of the elements of compensation and benefits paid or awarded for the financial year ending December 31, 2018 to Mr. Gilles Grapinet, Chief Executive Officer

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, consulted pursuant to article L.225-100-II of the French Commercial Code, approves the fixed, variable and exceptional elements making up the total compensation and benefits of all kind paid or awarded in respect of the financial year ending December 31, 2018 to Mr. Gilles Grapinet, by reason of his office as Chief Executive Officer,



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as presented in the Company's report on corporate governance, and mentioned in the 2018 Registration Document, Section G, as well as in the Board of Directors' report on the draft resolutions submitted to the approval of the shareholders' General Meeting.

Eighteenth resolution

Approval of the elements of compensation and benefits paid or awarded for the financial year ending December 31, 2018 to Mr. Marc-Henri Desportes, Deputy Chief Executive Officer

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, consulted pursuant to article L.225-100-II of the French Commercial Code, approves the fixed, variable and exceptional elements making up the total compensation and benefits of all kind paid or awarded in respect of the financial year ending December 31, 2018 to Mr. Marc-Henri Desportes, by reason of his office as Deputy Chief Executive Officer, as presented in the Company's report on corporate governance, and mentioned in the 2018 Registration Document, Section G, as well as in the Board of Directors' report on the draft resolutions submitted to the approval of the shareholders' General Meeting.

Nineteenth resolution

Approval of the features and criteria for setting, allocating, and granting, the fixed, variable, long-term and exceptional elements making up the total compensation and benefits of all kinds attributable to Mr. Gilles Grapinet, Chief Executive Officer

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, consulted pursuant to article L.225-37-2 of the French Commercial Code, approves the features and criteria for setting, allocating, and granting, the fixed, variable, long-term and exceptional elements making up the total compensation and benefits of all kinds attributable, by reason of his office as Chief Executive Officer, to Mr. Gilles Grapinet, as presented in the Company's report on corporate governance, and mentioned in the 2018 Registration Document, Section G, as well as in the Board of Directors' report on the draft resolutions submitted to the approval of the shareholders' General Meeting.

Twentieth resolution

Approval of the features and criteria for setting, allocating, and granting, the fixed, variable, long-term and exceptional elements making up the total compensation and benefits of all kinds attributable to Mr. Marc-Henri Desportes, Deputy Chief Executive Officer

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, consulted pursuant to article L.225-37-2 of the French Commercial Code, approves the features and criteria for setting, allocating, and granting, the fixed, variable, long-term and exceptional elements making up the total compensation and benefits of all kinds attributable, by reason of his office as Deputy Chief Executive Officer, to Mr. Marc-Henri Desportes, as presented in the Company's report on corporate governance, and mentioned in the 2018 Registration Document, Section G, as well as in the Board of Directors' report on the draft resolutions submitted to the approval of the shareholders' General Meeting.

Twenty-first resolution

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

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report, authorizes the Board of Directors, in accordance with the provisions of article L.225-209 *et seq.* of the French Commercial Code, articles 241-1 *et seq.* of the General Regulation of the French Financial Market Authority ("AMF"), Regulation (EU) no 596/2014 of the European Parliament and Council of April, 16, 2014 on market abuse, Delegated Regulation (EU) no 2016/1052 of the European Commission of March 8, 2016 and the market practices admitted by the AMF, with option of sub-delegation in accordance with the conditions set out in the relevant laws and regulations, to purchase Company's shares in the context of the implementation of a share buyback program.

These purchases could be carried out to, particularly:

- ensure liquidity and an active market of the Company's shares through an investment services provider acting independently in the context of a liquidity contract, in accordance with the professional conduct charter accepted by the AMF;
- attribute or sell these shares to the corporate officers or to the employees of the Company and/or to the current or future affiliated companies, under the conditions and according to the terms set or accepted by applicable legal and regulatory provisions in particular in connection with (i) profit-sharing plans, (ii) the share purchase option regime laid down under articles L.225-177 *et seq.* of the French Commercial Code, and (iii) free awards of shares in particular under the framework set by articles L.225-197-1 *et seq.* of the French Commercial Code and (iv) French or foreign law shareholding plans, in particular in the context of a company savings plan, as well as to carry out all hedging operations relating to these operations, under the terms and conditions set by market authorities and at such times as the Board of Directors or the person acting upon its delegation so decides;
- remit the shares acquired upon the exercise of the rights attached to securities giving the right, whether immediate or deferred, by reimbursement, conversion, exchange, presentation of a warrant or any other way, to the attribution of shares of the Company, as well as to carry out all hedging operations relating to the issuance of such securities, under the conditions set by market authorities and at such times as the Board of Directors or the person acting upon its delegation so decides;
- keep them and subsequently use them in payment or exchange or other in the context of potential external growth operations; or
- cancel them as a whole or in part through a reduction of the share capital authorized by the General Meeting, in particular pursuant to the 22nd resolution of this General Meeting, hereafter.

This authorization shall be used at any time except during public offers on the shares of the Company.

This authorization is also intended to allow the Company to trade in own shares for any other purpose in compliance with applicable regulation or which would subsequently enjoy a legitimacy presumption under the relevant legal and regulatory provisions or that may subsequently be admitted as market practice by the AMF. In such case, the Company shall inform its shareholders by press release.

The purchase of shares shall not exceed, a maximum number of shares representing 10% of the share capital of the Company, at any time, this

percentage being applied to a share capital figure adjusted to reflect transactions affecting the share capital subsequent to the present General Meeting, it being specified that where the shares are repurchased in the context of a liquidity contract, the number of shares taken into account in calculating the 10% limit will be the number of shares purchased minus the number of shares resold during the period of the authorization.

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

The maximum purchase price shall not exceed EUR 79.60 per share (excluding fees).

The Board of Directors shall adjust the aforementioned maximum purchase price in the event of incorporation of premiums, reserves or profits, giving rise either to an increase of the nominal value of the shares, or the creation and the free allocation of shares, and in case of division of the nominal value of the share or share consolidation or any other transaction on equity, so as to take account of the impact of such transactions on the value of the shares.

The maximum amount of the funds assigned to the buy-back program shall thus be EUR 1,453,137,163.2 as calculated on the basis of the share capital as at December 31, 2018, this maximum amount may be adjusted to take into account the amount of the capital on the day of the General Meeting.

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

The General Meeting also grants full powers to the Board of Directors, if the law or the AMF extend or complete the objectives enjoying a legitimacy presumption for share buy-back programs, to make public, in compliance with relevant legal and regulatory provision, any changes of the program related to the amended objectives.

This authorization is given for a duration of eighteen (18) months, starting from the day of this General Meeting, and shall revoke, with immediate effect, for the unused part, the authorization given by the 10th resolution of the General Meeting of May 24, 2018.

Extraordinary items

Twenty-second resolution

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

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

This authorization is given for a duration of twenty-six (26) months, starting from the day of this General Meeting, and shall revoke, with immediate effect, for the unused part, the authorization given by the 11th resolution of the General Meeting of May 24, 2018.

Twenty-third resolution

Delegation to the Board of Directors of authority to increase the share capital of the Company with the removal of the preferential subscription rights to the benefit of the members of a company savings plan as employees and corporate officers of the Company and its affiliated companies

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report and the statutory auditors' special report and ruling pursuant to articles L.225-129, L.225-129-2, L.225-129-6, L.225-138 and L.225-138-1 and L.228-91 *et seq.* of the French Commercial Code and article L.3332-18 *et seq.* of the French Labour Code:

1. delegates to the Board of Directors, with the possibility of sub-delegation within the conditions set forth in the applicable regulatory and legal provisions, the competence to decide, under the proportions and the periods that it shall determine, the issuing, in France and/or abroad of shares or other equity securities of the Company, or securities that immediately or in future give access through any means, to shares or other equity securities of the Company, existing or to be issued, reserved to employees and corporate officers of the Company or affiliated companies under the meaning of article L.225-180 of the French Commercial Code



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and article L.3344-1 of the French Labour Code, as long as these employees or corporate officers adhere to a company savings plan or any other qualifying plan pursuant to the legal and regulatory provisions;

2. decides that the maximum nominal amount of the immediate or future capital increases of the Company that are likely to be carried out under the present delegation shall not exceed 2.5% of the share capital on the day of this General Meeting, it being specified that this amount shall be deducted from the amount of the aggregate cap of 80% provided for in paragraph 2 of the 12th resolution of the General Meeting of May 24, 2018, and is set without taking account of the nominal amount of the shares or other equity securities to potentially issue to preserve, in conformity with the legal and regulatory provisions and, where required, to the applicable contractual stipulations that set forth other cases of adjustment, the rights of the holders of securities or the holders of other rights that give access to the share capital of the Company, Company stock-options or free shares attribution rights;

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

4. decides that the subscription price of the securities issued by virtue of this delegation shall be set by the Board of Directors and determined under the conditions established in article L.3332-19 of the French Labour Code, it being agreed that the maximum discount may not exceed 20%, or 30% if the law so permits, of an average of Worldline share prices quoted on the regulated market of Euronext Paris over the twenty trading sessions preceding the day of the Board of Directors' decision, or of its proxy, setting the opening date of the subscription period;

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

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

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

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

- to decide that the issuances may be carried out directly to the advantage of the beneficiaries or through collective securities investment funds;
- to set, where necessary, a perimeter of the companies concerned by the offer which is narrower than the companies eligible for the plans in question;

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

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

Twenty-fourth resolution

Authorization given to the Board of Directors to grant options to subscribe for or to purchase shares to the employees and the corporate officers of the Company and/or its affiliated companies

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

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

2. resolves that the total amount of such granted options shall not give entitlement to a total number of shares exceeding 0.7% of the Company's share capital on the date of this General Meeting, it being specified that this total number of shares does not take into account any adjustments that may be made pursuant to the provisions of the French Commercial Code and any contractual stipulations in the event of a transaction affecting the Company's share capital. The options to subscribe for or to purchase

shares granted to the senior executive officers of the Company pursuant to the present resolution shall not exceed a sub-cap of 0.03% of the Company's share capital on the date of this General Meeting;

3. resolves, by way of exception to the provisions of paragraph 2 above, to apply an extraordinary global ceiling in the event of simultaneous or successive use by the Board of Directors of the authorizations given to it pursuant to this resolution and the 25th resolution of this General Meeting concerning the grant of free shares to employees and corporate officers of the Company and/or its affiliated companies. As such, the total number of options granted by virtue of this resolution and the free shares granted pursuant to the 25th resolution of this General Meeting shall not exceed 0.5% of the share capital on the date of this General Meeting. The provisions of this paragraph 3 do not affect the abovementioned sub-cap applicable to the allocation of options to subscribe for or to purchase shares to the senior executive officers;

4. sets the maximum period during which the options may be exercised as ten (10) 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 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 subscription options are granted, 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. 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. decides that the Board of Directors shall not take the decision to use this delegation as from the date a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the general meeting and that this restriction shall remain in effect until the end of the offer period;

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

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

The General Meeting decides that the present authorization is valid for a duration of twenty-six (26) months starting from the date of this General Meeting, and the authorizations granted by the general meeting on May 24, 2018 (19th resolution) and November 30, 2018 (4th resolution) are canceled from today up to their unused portion respectively.

Twenty-fifth resolution

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

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report and the statutory auditors' special report, authorizes the Board of Directors, with the power of sub-delegation as provided for in the applicable legal and regulatory provisions, pursuant to articles L.225-197-1 *et seq.* of the French Commercial Code, to grant, on one or more occasions and according to its own decisions, existing free shares or newly-issued free shares, for a maximum proportion which shall in no event exceed 0.37% of the share capital on the date of this General Meeting, it being specified that this maximum amount does not take into account the number of shares to be issued, as the case may be, for the adjustments made to preserve the potential rights of the beneficiaries of free shares. The free shares granted to the senior executive officers of the Company under this resolution may not exceed a sub-cap of 0.12% of the share capital on the date of this General Meeting.

By way of exception to the above provisions, the General Meeting decides to apply an extraordinary global ceiling in the event of simultaneous or successive use by the Board of Directors of the authorizations given to it pursuant to this resolution and the 24th resolution of this General Meeting concerning the grant of options to subscribe for or to purchase shares to employees and corporate officers of the Company and/or its affiliated companies. As such, the total number of free shares granted by virtue of this resolution and the total number of options granted pursuant to the 24th resolution of this General Meeting shall not exceed 0.5% of the share capital on the date of this General Meeting. This derogation does not affect the abovementioned sub-cap applicable to the allocation of free shares to the senior executive officers.



Draft resolutions

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

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

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

In case of disability of the beneficiary falling within the second or third categories of article L.341-4 of the French Social Security Code, the vesting of the shares shall occur immediately, the shares becoming immediately freely transferable.

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

The General Meeting notes that in case new free shares are granted, this authorization will entail as progressively as these shares vest, share capital increase through incorporation of reserves, benefits or premiums in favor of the beneficiaries of these shares and an express waiver by the shareholders of their preferential subscription rights to the advantage of the beneficiaries of the shares pursuant to this resolution.

The General Meeting decides that the Board of Directors shall not take the decision to use this delegation as from the date a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the general meeting and that this restriction shall remain in effect until the end of the offer period.

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

- determine the category(s) of beneficiaries of the grant(s) and determine the identity of the beneficiaries;
- determine the vesting period and, if applicable, the holding period, and, as the case may be, modify these periods for any circumstance for which this resolution or the applicable regulation would allow such modification; determine the conditions and performance criteria for each grant;
- decide on the amount of the grant(s), the dates and modalities of each, the date, even retroactive, when the issued shares shall give enjoyments rights; adjust, as the case may be, during the vesting period, the number of shares in relation to potential operations on the share capital or equity of the Company in order to protect the rights of the beneficiaries; set off, as applicable, in case of issuance of new shares, on reserves, benefits or premiums, the amounts required for the full payment of these shares; acknowledge the completion of

each increase in share capital up to the amount of the shares which shall effectively be subscribed, perform all resulting formalities and consequently amend the 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 General Meeting decides that this authorization shall be valid for a term of thirty-eight (38) months starting from this General Meeting, and the authorizations granted by the General Meeting on May 24, 2018 (20th resolution) and November 30, 2018 (5th resolution) are canceled as from today up to their unused portion respectively.

Twenty-sixth resolution

Amendment to Article 13 of the bylaws to increase the maximum number of Directors

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report, decides to amend Article 13 of the bylaws to increase the maximum number of Directors to 18, as follows.

The Article shall now be worded as follows:

"Article 13 - BOARD OF DIRECTORS - COMPOSITION

The Company shall be managed by a board of directors of three (3) members at least and eighteen (18) members at most, appointed by the ordinary general meeting of shareholders.

A legal entity may be appointed as a director but must, in the conditions provided for by law, appoint an individual who will be its permanent representative on the board of directors."

Twenty-seventh resolution

Amendment to Article 16 of the bylaws in order to determine the terms and conditions of the appointment of Directors representing employees

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report, and noted the opinion issued by the Worldline Group Works Council, decides,

subject to the approval of the 5th resolution submitted to the vote of the combined general meeting of Atos SE to be held on April 30, 2019,

to amend Article 16 of the bylaws in order to provide, within the framework set by the law, the terms and conditions of appointment on the Board of Directors of Directors representing employees as follows.

Article 16 shall be renamed “Directors representing employees and employee shareholders” and subdivided into two paragraphs. The current article would become paragraph 16.2 “Director representing employee shareholders” and would be preceded by a paragraph 16.1 called “Directors representing employees” worded as follows:

“Article 16 - DIRECTORS REPRESENTING EMPLOYEES AND EMPLOYEE SHAREHOLDERS

16.1 - Directors representing employees

The board of directors comprises one (1) director representing employees.

The director representing employees shall be appointed in accordance with article L.225-27-1 of the French Commercial Code, pursuant to the terms and conditions set by paragraph III-2° of such article, i.e. appointment by the Company’s Works Council or the Social and Economic Committee that will take over its responsibilities. Subject to the provisions of this article and the provisions of the French Commercial Code, the director representing employees has the same status, the same powers and the same responsibilities as the other directors.

The director that represents the employees is not taken into consideration when calculating the minimum and maximum number of directors provided for in article 13 of these articles of association.

The director representing the employees must hold an employment contract with the Company or one of its subsidiaries, either direct or indirect, and which registered offices are located in the French territory, since at least two years prior to his/her appointment and corresponding to an actual job position. The director representing employees is subject to the incompatibilities provided by law.

The Board of Directors ensures the implementation of and the compliance with these provisions.

The term of office of the director representing the employees shall be three (3) years. The mandate of a director representing the employees shall expire at the end of the ordinary general meeting of shareholders called to rule on the financial statements of the fiscal year that has ended, and which is held in the year during which the term of office of the aforesaid director expires.

The term of office of the director representing employees shall automatically expire in the event of loss of the status of employee of the Company or of one of its subsidiaries, either direct or indirect, and which registered offices are located in the French territory, or if the entity employing the director representing employees ceases to be a direct or indirect subsidiary of the Company.

In the event of vacancy of the director representing the employees for any reason whatsoever, the vacant seat shall be filled under the conditions provided by applicable regulations. The term of office of the director so appointed shall end when the term of office of the other director whose vacancy is thus filled expires.

Article 15 of these articles of association does not apply to the directors representing the employees.

The board of directors may validly deliberate irrespective of any irregular appointment of the director representing employees within the meaning of article L.225-29, paragraph 2 of the French Commercial Code, and any failure to appoint a director representing employee not attributable to the Company.

The board of directors may grant powers to the Chief Executive Officer to perform any action in order to implement this paragraph 16.1.

16.2 - Directors representing employee shareholders

[...]

Twenty-eighth resolution

Powers

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



Additional information on candidates to the Board of Directors



Georges Pauget*

Professional address:
Rua Almirante Pessanha 16-2 DT
1200-022 Lisbon, Portugal

Number of shares:
None¹

Date of birth (and age):
June 7, 1947 (71 years old)

Nationality:
French

Date of appointment:
April 30, 2019

Term expires on:
GM ruling on the accounts
of the 2021 financial year

Proposal to appoint Georges Pauget to the position of Director

Biography - Professional experience - Fields of expertise

Managing Director of ALMITAGE16.LDA (Portugal)

Georges Pauget has extensive experience in finance and banking, having spent most of his career with the Crédit Agricole group where he was Chief Executive Officer from September 2005 to March 2010. As Lead Director of Valeo and Chairman of the Compensation Committee and the Governance, Appointments & Corporate Social Responsibility Committee, he has also acquired considerable experience in the corporate governance of listed companies. He served as Chairman of various Board of Directors, including LCL - Le Crédit Lyonnais, Calyon and Viel & Cie. From 2008 to 2009, he served as Chairman of the Executive Committee of the French Banking Federation. He was previously Scientific Director of the Chair of Asset Management and Adjunct Professor at *Université de Paris Dauphine*, lecturer at *Institut d'études politiques de Paris* (IEP) and Visiting Professor at the University of Beijing until 2015. He also served as Chairman of *Économie Finance et Stratégie SAS*. Georges Pauget also has specific knowledge in the payment services sector. From 2003 to 2006, he served as Chairman of CEDICAM (which is now CA Payments) and then as Chairman of the Monnet Project from 2010 to 2012. Georges Pauget is a Doctor of Economic Sciences. He is a French citizen and speaks French, English, Spanish and Italian.

Main activities outside the Company (beside corporate mandates):

- Managing Director of ALMITAGE16.LDA (Portugal)

List of positions and offices held in French and foreign companies

Other positions and offices held at February 28, 2019

Within the Worldline Group
None

Outside the Worldline Group France

- Lead Director, Valeo**
- Vice-President, Club Med
- Member of the Supervisory Board, Eurazeo**
- Honorary Chairman, LCL - Le Crédit Lyonnais

Other positions and offices held during the last five years

Within the Worldline Group
None

Outside the Worldline Group France

- Chairman, *Économie Finance et Stratégie SAS*
- Director, *Tikehau***

Foreign countries

- Director, *Dalenys***

*Independent Director

**Listed company

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

Additional information on candidates to the Board of Directors



Mette Kamsvåg*

Professional address:
Fannesfjordsveien 118,
6421 Molde, Norway

Number of shares:
None²

Date of birth (and age):
January 17, 1971 (48 years old)

Nationality:
Norwegian

Date of appointment:
April 30, 2019

Term expires on:
GM ruling on the accounts
of the 2021 financial year



Proposal to appoint Mette Kamsvåg to the position of Director¹

Biography - Professional experience - Fields of expertise

Advisor at M-K Consulting AS

Mette Kamsvåg holds a master in Business and Economics from BI Norwegian School of Management. Mette Kamsvåg has 20 years' experience from IT and payment services and has been a member of the management of BBS and Nets for 15 years with responsibility for sales, products and business development. She was CEO of Nets from 2011 to 2014. Since 2014, she held a seat on the board of several companies and is currently an active board member of Sparebank 1 SMN, Oslo Børs VPS ANS and SIVA AS. She is currently chairing the boards of Maritech Systems AS and Easy2you AS. Ms. Kamsvåg has deep knowledge of the payment services, in particular in connection with Nordic markets.

Main activities outside the Company (beside corporate mandates):

- Partner of Novela AS (since July 2016)
- Advisor at M-K Consulting AS (since 2014)

List of positions and offices held in French and foreign companies

Other positions and offices held at February 28, 2019

Within the Worldline Group
None

Outside the Worldline Group France

- Director:
 - SIVA AS
 - Oslo Børs VPS ANS
 - SpareBank 1 SMN
- Chairman of the Board of Directors:
 - Maritech Systems AS
 - Easy2you AS

Other positions and offices held during the last five years

Within the Worldline Group
None

Outside the Worldline Group Foreign countries

- Director:
 - Novela AS (November 2016 - May 2018)
 - Geodata AS (May 2015 - May 2018)
 - Eika Forsikring AS (April 2015 - May 2018)
 - Helse Vest IKT (April 2010 - May 2018)
 - Merit Globe AS (June 2015)
 - Teller AS (2011-2014)
 - eBoks AS (2010-2014)
- Chairman of the Board of Directors:
 - Nets Norway AS (2011 - 2014)
 - Nets Denmark AS (2011 - 2014)

*Independent Director

¹ Subject to the approval of the 5th resolution submitted to the vote of Atos SE's combined general meeting to be held on April 30, 2019.

² It is contemplated that the candidates to the Board of Directors will purchase shares further to their appointment in order to comply with the relevant provision of the internal regulations of the Board of Directors.



Additional information on candidates to the Board of Directors



Lorenz von Habsburg Lothringen

Professional address:
COBEPA, Rue de la Chancellerie,
2 1000 Brussels, Belgium

Number of shares:
None¹

Date of birth (and age):
December 16, 1955 (63 years old)

Nationality:
Austrian and Belgian

Date of appointment:
April 30, 2019

Term expires on:
GM ruling on the accounts
of the 2020 financial year



Proposal to appoint Lorenz von Habsburg Lothringen to the position of Director

Biography - Professional experience - Fields of expertise

Managing Partner of E. Gutzwiller & Cie, Banquiers

Lorenz von Habsburg Lothringen was born on December 16, 1955. After his studies at the University of Saint Gallen in Switzerland, he subsequently obtained a Master's degree in Economics and Politics from the University of Innsbruck, Austria. Lorenz von Habsburg Lothringen joined the Swiss bank E. Gutzwiller & Cie in 1983, first as a banking executive and then as a Director. He became Managing Partner at E. Gutzwiller & Cie, Banquiers in 1990. He is also a Director of Six Group in Switzerland

Main activities outside the Company (beside corporate mandates):

- Managing Partner of E. Gutzwiller & Cie, Banquiers

List of positions and offices held in French and foreign companies

Other positions and offices held at February 28, 2019

Within the Worldline Group
None

Outside the Worldline Group
France

- Director, Suez**

Foreign countries

- Director, SIX Group AG

Other positions and offices held during the last five years

Within the Worldline Group
None

Outside the Worldline Group
France

- Advisor to the Management Committee of BNP Paribas

**Listed company

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

Additional information on candidates to the Board of Directors



Ursula Morgenstern

Professional address:
Atos Information Technology GmbH
Otto-Hahn-Ring-6 81739 Munich,
Germany

Number of shares:
1,501

Date of birth (and age):
April 12, 1965 (53 years old)

Nationality:
German

Date of first appointment:
April 30, 2014

Date of last renewal:
May 26, 2016

Term expires on:
GM ruling on the accounts
of the 2018 financial year

Proposal to renew Ms. Ursula Morgenstern as Director

Biography - Professional experience - Fields of expertise

Head of Germany, Atos Group

Ursula Morgenstern joined Atos in 2002 through the acquisition of KPMG Consulting. From 2007 to 2009, she was Senior Vice-President responsible for Systems Integration, and then she was Senior Vice-President responsible for Private Sector Markets. Prior to that, she held a variety of roles in Systems Integration including management roles for sectors and various practices. Before taking on the role as CEO of UK & I in 2012 she was COO for UK & I. From July 2015 to February 2018 she was managing the Global Business & Platform Solutions division. Since February 2018 she is CEO of Atos's Germany GBU (Global Business Unit).

Main activities outside the Company (beside corporate mandates):

- Head of Germany, Atos group
- Bitkom Member of Executive Board
- International Data Space Association, Member of Executive Committee
- Acatech - Member of senate
- Allianz für Cybersicherheit - Alliance for Cyber Security (Bundesamt für Sicherheit in der Informationstechnik - Federal Office for Information Security) - Member of Advisory Board

List of positions and offices held in French and foreign companies

Other positions and offices held at February 28, 2019

Within the Worldline Group
None

Outside the Worldline Group France

- Director of Bluekiwi Software SAS

Foreign countries

- Director: Canopy the Open Cloud Company Limited; Canopy the Open Cloud UK Limited (United Kingdom)
- Managing Director: Atos DC Management GmbH; Atos DC Verwaltung UG (haftungsbeschränkt); Atos Information Technology GmbH; Atos IT Services GmbH
- Vice-Chairman of the Supervisory Board: Science + computing Aktiengesellschaft
- Member of the Supervisory Board: Atos IT Dienstleistung und Beratung GmbH; Wivertis Gesellschaft für Informations - und Kommunikationsdienstleistungen GmbH
- Chairman of the Advisory Council: Applied international informatics GmbH
- Permanent Representative: Atos DC Management GmbH and Atos DC Vermögensverwaltung GmbH und Co. KG Partnership; Atos Information Technology GmbH, associate of Unify Communications and Collaboration GmbH & Co. KG Partnership and Unify Software and Solutions GmbH & Co. KG Partnership

Other positions and offices held during the last five years

Within the Worldline Group
None

Outside the Worldline Group Foreign countries

- Director and CEO: Atos IT Solutions and Services Limited (Ireland); Atos IT Solutions and Services Limited (United Kingdom); Atos Consulting Limited; Atos Esprit Limited; Atos International IT Limited; Atos Investments Limited; Atos IT Services Limited; Atos IT Services UK Limited; Atos Limited; Atos UK International IT Services Limited; Atos UK IT Holdings Limited; Atos UK IT Limited; Barabas Limited; BR business Systems Limited; Sema Investment UK Limited; Shere Limited
- Director: Canopy the Open Cloud company USA, Inc.; Atos Scotland APF GP Limited; Atos Origin (Sema) Pension Trustees Limited; Atos Origin CS Pension Trustees Limited; Atos Origin Pension Trustees Limited; Atos ASPS Scotland GP Limited
- Permanent Representative: Atos Scotland GP Limited, managing associate of Atos CS Scotland LP Partnership



Additional information on candidates to the Board of Directors



Luc Rémont*

Professional address:
35 rue Joseph Monier 92500
Rueil-Malmaison, France

Number of shares:
1,500

Date of birth (and age):
September 7, 1969 (49 years old)

Nationality:
French

Date of first appointment:
June 13, 2014

Date of last renewal:
May 24, 2016

Term expires on:
GM ruling on the accounts
of the 2018 financial year



Proposal to renew Mr. Luc Rémont as Director

Biography - Professional experience - Fields of expertise

Executive Vice President, International Operations, Schneider Electric

Luc Rémont graduated from *École Polytechnique* and *École Nationale Supérieure des Techniques Avancées* (Ensta) and started his career in 1993 as an engineer at the French Ministry of Defense. From 1996 to 2007, he held several positions at the French Ministry of Economy, Finance and Industry. Initially, he was responsible for the French Treasury's relations with international development banks (including the World Bank and EBRD) before representing the French State's shareholding interests in transportation companies. From 2002 to 2007, he served as technical advisor and then deputy chief of staff of the Minister of Finance. In 2007, he joined Merrill Lynch Investment Banking and then he was head of Bank of America Merrill Lynch Corporate and Investment Banking for France beginning from 2009 to 2014. In April 2014, he then joined Schneider Electric, where he served as President of Schneider Electric France between July 2014 and April 2017. Since then, he holds the position of Executive Vice President International Operations at Schneider Electric.

Main activities outside the Company (beside corporate mandates):

- Executive Vice President, International Operations, Schneider Electric**

List of positions and offices held in French and foreign companies

Other positions and offices held at February 28, 2019

Within the Worldline Group
None

Outside the Worldline Group France

- Director of Naval Group

Other positions and offices held during the last five years

Within the Worldline Group
None

Outside the Worldline Group France

- CEO of Schneider Electric France

*Independent Director

**Listed company

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Additional information on candidates to the Board of Directors



Susan M. Tolson*

Professional address:
3319 Prospect St NW Washington,
DC, 20007, USA

Number of shares:
1,500

Date of birth (and age):
March 7, 1962 (57 years old)

Nationality:
American

Date of first appointment:
June 13, 2014

Date of last renewal:
May 24, 2017

Term expires on:
GM ruling on the accounts
of the 2018 financial year

•••••

Proposal to renew Ms. Susan M. Tolson as Director

Biography - Professional experience - Fields of expertise

Board member for corporations and non-profit entities

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

Main activities outside the Company (beside corporate mandates):

- Member of the Los Angeles World Affairs council, the Palay Center for Media and the Los Angeles Society of Financial Analysts

List of positions and offices held in French and foreign companies

Other positions and offices held at February 28, 2019

Within the Worldline Group
None

Outside the Worldline Group
France
• Director of Lagardère Group**

Foreign countries
• Director of Take-Two Interactive Software**
• Director of Outfront Media**

Other positions and offices held during the last five years

Within the Worldline Group
None

- Outside the Worldline Group**
- Director of American Cinémathèque
 - Advisory Board member of Terra Alpha Investments LLC.
 - Director of American Media, Inc.
 - Honorary President of the Council of the American Women's Group in Paris
 - Director of the Fulbright Commission
 - Board member of the American University of Paris
 - Honorary President of American Friends of the Musée d'Orsay

*Independent Director
**Listed company



Composition of the Board of Directors following renewals and appointments submitted to the General Meeting



Thierry Breton

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



Gilles Grapinet

Chief Executive Officer of Worldline



Gilles Arditti

Executive Vice President Investor Relations
& Financial Communication of Atos SE



Aldo Cardoso*

Director of companies



Giulia Fitzpatrick

Financial Services Expert



Mette Kamsvåg*1

Advisor at M-K Consulting AS



Danielle Lagarde*

Chief Human Resources Officer
EMEA at Jones Lang Lasalle



Ursula Morgenstern

Head of Germany,
Atos group



Georges Pauget*

Managing Director of
ALMITAGE16.LDA (Portugal)



Luc Rémont*

Executive Vice President,
International Operations, Schneider Electric



Susan M. Tolson*

Board member for corporations
and non-profit entities



Lorenz Von Habsburg Lothringen

Managing Partner of E.Gutzwiller & Cie



Daniel Schmucki (censor)

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 42 *et seq.* of this brochure for the directors to be appointed and renewed and, for the other board members, in pages 430 *et seq.* of the 2018 Registration Document available on the Company's website.

Following Atos' announcement of a contemplated reduced representation of its members on the Board of Directors of Worldline in line with the reduction of its shareholding, Ms. Sophie Proust, appointed by Atos, will resign from her position of Director of Worldline, subject to the Distribution being approved by Atos SE's shareholders during the combined general meeting to be held on April 30, 2019.

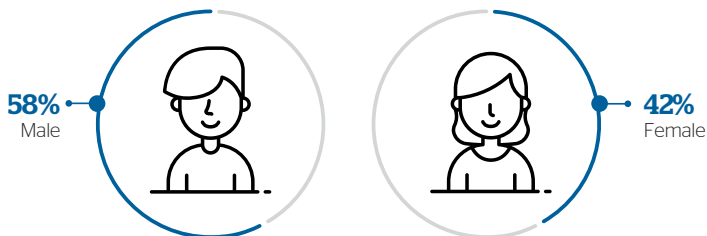
* Independent Director

1 Appointment subject to the distribution of 23.5% of the share capital of Worldline by Atos SE to its shareholders being approved by Atos SE's combined general meeting to be held on April 30, 2019 pursuant to the 5th resolution.

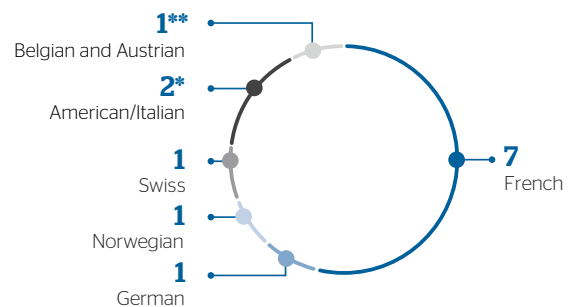
2 Resignation contemplated if distribution of 23.5% of the share capital of Worldline by Atos SE to its shareholders approved by Atos SE's combined general meeting to be held on April 30, 2019 pursuant to the 5th resolution.

Contemplated governance structure

Gender diversity

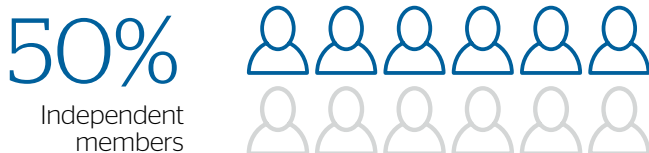


Mix of nationality



*Ms. Giulia Fitzpatrick is both American and Italian citizen.
**Mr. Lorenz von Habsburg Lothringen is both Austrian and Belgian citizen.

Independence



Average age of Directors

58,6 years old

Name	Personal information			Numbers of shares held	Experience		Position at the Board			
	Age	Gender	Nationality		Number of corporate mandates in other listed companies	Independency ¹	Contemplated date of appointment	End of term of office	Seniority at the Board (in years)	Committee member ²
Thierry Breton ³	64	M	French	1,501	3	No	April 30, 2014	AGM* 2020	5	N&R*/I*/SI ⁴
Gilles Grapinet	55	M	French	78,701	0	No	April 30, 2014	AGM 2020	5	I/SI ⁴
Gilles Arditi	63	M	French	1,501	0	No	April 30, 2014	AGM 2021	5	A*
Aldo Cardoso ⁵	63	M	French	1,500	3	Yes	June 13, 2014	AGM 2020	5	N&R ⁴ /A/I
Guilia Fitzpatrick	59	F	USA ; Italian	750	0	No	November 30, 2018	AGM 2020	Less than 1	A ⁴ /SI ⁴
Mette Kamsvåg ⁶	48	F	Norwegian	0 ⁷	0	Yes ⁹	April 30, 2019	AGM 2022		
Danielle Lagarde	58	F	French	1,500	0	Yes	December 12, 2016	AGM 2021	2	
Ursula Morgenstern	53	F	German	1,501	0	No	April 30, 2014	AGM 2021	5	
Georges Pauget	71	M	French	0 ⁷	2	Yes ⁹	April 30, 2019	AGM 2022		
Luc Rémont ⁸	49	M	French	1,500	0	Yes	June 13, 2014	AGM 2022	5	N&R ⁴ /A ⁴ /SI ⁴
Susan M.Tolson	57	F	USA	1,500	3	Yes	June 13, 2014	AGM 2022	5	N&R/A
Lorenz von Habsburg Lothringen	63	M	Austrian ; Belgian	0 ⁷	1	No ⁹	November 30, 2018	AGM 2021		
Daniel Schmucki (censor)	50	M	Swiss	N/A	0	N/A	November 30, 2018	AGM 2020		

Following Atos' announcement of a contemplated reduced representation of its members on the Board of Directors of Worldline in line with the reduction of its shareholding, Ms. Sophie Proust, appointed by Atos, will resign from her position of Director of Worldline, subject to the Distribution being approved by Atos SE's shareholders during the combined general meeting to be held on April 30, 2019.

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

1 The analysis of the independence of each Director is set forth under Section G.2.3.3 Review of the Directors' independence.

2 It is planned that the Board of Directors will determine the composition of the Committees following this General Meeting.

3 Chairman of the Investment Committee and co-Chairman of the Strategy and Innovation Committee as from November 30, 2018.

4 As from November 30, 2018.

5 Chairman of the Audit Committee.

6 Subject to the approval of the 5th resolution submitted to the combined general meeting of Atos SE to be held on 30 April 2019.

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

8 Chairman of the Nomination and Compensation Committee until November 30, 2018.

9 The analysis of the independence of each candidate has been performed by the Board of Directors, relying on the preliminary works and on the recommendations of the Nomination and Remuneration Committee, during its meeting held on March 15, 2019.

Overview of current financial authorizations

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

Authorization	Authorization amount (par value)	Use of the authorizations (par value)	Unused balance (par value)	Authorization expiration date
EGM May 24, 2018 – 10 th resolution Authorization to buyback the Company shares	10% of the share capital adjusted at any moment	632,400	11,781,334.36	11/24/2019 (18 months)
EGM May 24, 2018 – 11 th resolution Share capital decrease	10% of the share capital for any 24 month period	0	10% of the share capital adjusted on the day of the decrease	07/24/2020 (26 months)
EGM May 24, 2018 – 12 th resolution Share capital increase without preferential subscription right ¹	45,266,590.2	0	45,266,590.2	07/24/2020 (26 months)
EGM May 24, 2018 – 13 th 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 – 14 th 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)
EGM May 24, 2018 – 15 th resolution Share capital increase without preferential subscription right by remunerate contribution in kind ^{1,2}	9,053,318	0	9,053,318	07/24/2020 (26 months)
EGM May 24, 2018 – 16 th 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 – 17 th 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 – 18 th resolution Capital increase reserved to employees	2,263,329.5	0	2,263,329.5	07/24/2020 (26 months)
EGM May 24, 2018 – 19 th resolution Stock-options Plans ^{4,6}	814,798.6	218,246	596,552.6 ⁷	07/24/2020 (26 months)
EGM May 24, 2018 – 20 th resolution Authorization to allot free shares to employees and executive officers ^{5,6}	452,665.9	298,265	154,400.9 ⁷	07/24/2021 (38 months)
EGM November 30, 2018 – 4 th resolution Stock-options Plans ⁸	63,540.3	48,688	14,852.3 ⁹	01/30/2021 (26 months)
EGM November 30, 2018 – 5 th resolution Authorization to allot free shares to employees and executive officers ⁸	63,540.3	14,796.8	48,743.5 ⁹	01/30/2021 (26 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 senior executive officers (*dirigeants mandataires sociaux*).

7 The unused balance amounts to €71,954.6 when applying the global ceiling of 0.65% of the share capital on the day of the Combined General Meeting of May 24, 2018 as described in paragraph 6 above.

8 The total number of allocations pursuant to the 4th and 5th resolutions of the Combined General Meeting of November 30, 2018 shall not exceed 0.07% of the share capital at the date of this General Meeting (i.e. €63,540.3). This derogation does not affect the abovementioned sub-cap applicable to the allocation of free shares to senior executive officers (*dirigeants mandataires sociaux*).

9 The unused balance amount to €55.5 when applying the global ceiling of 0.07% of the share capital on the day of the Combined General Meeting of November 30, 2018 as described in paragraph 8 above.

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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 **TUESDAY APRIL 30, 2019**

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 April 30, 2019 as provided for by article R.225-83 of the French Commercial Code.

Signed in, on 2019

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 payment and transactional services industry. With innovation at the core of its DNA, Worldline core offerings include Pan-European and domestic Commercial Acquiring for physical or online businesses, secured payment transaction processing for banks and financial institutions, as well as transactional services in e-Ticketing and for local and central public agencies.

Thanks to a presence in 30+ countries, Worldline is the payment partner of choice for merchants, banks, public transport operators, government agencies and industrial companies, delivering cutting-edge digital services.

Worldline activities are organized around three axes: Merchant Services, Financial Services including equensWorldline and Mobility & e-Transactional Services. Worldline employs circa 11,500 people worldwide, with estimated pro forma revenue of circa 2.3 billion euros on a yearly basis. Worldline is an Atos company.



For more information

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

