

**Information about the related-party agreements  
as provided for in Article L.225-38 et seq of the French Commercial Code**

RELATED-PARTY AGREEMENT	DATE OF PRIOR AUTHORIZATION OF THE BOARD OF DIRECTORS (AND EXECUTION DATE BY WORLDLINE, IF DIFFERENT)	DATE OF APPROVAL BY THE GENERAL MEETING OF SHAREHOLDERS	ENTITIE(S) / INDIVIDUAL(S) DIRECTLY OR INDIRECTLY INTERESTED	NATURE OF RELATIONSHIP WITH THE COMPANY	FINANCIAL TERMS AND CONDITIONS OF THE AGREEMENT	MISCELLANEOUS
<b>Voting undertaking of SIX Group AG in favor of the resolutions submitted to the Worldline's shareholders meeting</b>	February 2, 2020	2020 AGM	<ul style="list-style-type: none"> <li>- SIX Group AG (reference shareholder of Worldline);</li> <li>- Giulia FITZPATRICK (member of the Board of Directors of Worldline, appointed upon proposition of SIX Group AG);</li> <li>- Lorenz von HABSBURG LOTHRINGEN (member of the Board of Directors of Worldline and of SIX Group AG);</li> <li>- Daniel SCHMUCKI (censor of the Board of Directors of Worldline until March 19, 2020 then member of the Board of Directors of Worldline and Chief Financial Officer of SIX Group AG);</li> <li>- Jos DIJSSELHOF (censor of the Board of Directors of Worldline since March 19, 2020 and Chief Executive Officer of SIX Group AG).</li> </ul>	N/A		<p>On February 3, 2020, Worldline announced the contemplated acquisition of Ingenico Group (the "Transaction") through the launch of a tender offer for all Ingenico shares and outstanding OCEANES.</p> <p>In this context, SIX Group AG addressed to Worldline in January 31, 2020 a letter whereby SIX Group AG irrevocably undertook to vote in favor of the resolutions submitted to the shareholders meeting necessary to implement the Transaction.</p> <p>During its meeting dated February 2, 2020, the Board of Directors authorized the conclusion of this voting undertaking. Worldline countersigned the voting undertaking at the end of this Board's meeting.</p> <p>It was noted that it is in the Company's interest to have the full support of SIX Group AG, one its reference shareholders, to successfully implement the proposed combination of Worldline and Ingenico.</p>

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<p><b>Letter-agreement related to SIX Group AG' stake in Worldline</b></p>	<p>February 2, 2020 and its amendment on March 19, 2020 (amendment signed on May 4, 2020)</p>	<p>2020 AGM</p>	<ul style="list-style-type: none"> <li>- SIX Group AG (reference shareholder of Worldline);</li> <li>- Giulia FITZPATRICK (member of the Board of Directors of Worldline, appointed upon proposition of SIX Group AG);</li> <li>- Lorenz von HABSBURG LOTHRINGEN (member of the Board of Directors of Worldline and of SIX Group AG);</li> <li>- Daniel SCHMUCKI (censor of the Board of Directors of Worldline until March 19, 2020 then member of the Board of Directors of Worldline and Chief Financial Officer of SIX Group AG);</li> <li>- Jos DIJSSELHOF (censor of the Board of Directors of Worldline since March 19, 2020 and Chief Executive Officer of SIX Group AG).</li> </ul>	<p>N/A</p>	<p>N/A</p>	<p>On February 3, 2020, Worldline announced the contemplated acquisition of Ingenico Group (the "Transaction") through the launch of a tender offer for all Ingenico shares and outstanding OCEANes. In this context, SIX Group AG addressed to Worldline in January 31, 2020 a letter-agreement related to SIX Group AG' stake in Worldline and representation at Board level, with a view to reflect the medium to long term strategic ownership of SIX Group AG in Worldline.</p> <p>During its meeting held on February 2, 2020, the Board of Directors authorized the conclusion of this letter-agreement. Worldline countersigned the letter-agreement at the end of this Board's meeting.</p> <p>This letter notably provides for a public statement from SIX Group AG that Worldline is a highly strategic investment for SIX Group AG and that it intends to commit, subject to the decisions of its corporate governance bodies, to a new lock-up effective upon closing of the Transaction until the end of H1 2021. It was also agreed that SIX Group AG shall be entitled to appoint an additional third member of the Board of Directors of Worldline to reflect the medium to long term strategic ownership of SIX Group AG in Worldline and as long as SIX Group AG holds at least 15% of the voting rights within Worldline and the combined entity from closing of the Transaction.</p> <p>On March 19, 2020, the Board of Directors decided, upon proposition of SIX Group AG and recommendation of the Nomination and Remuneration Committee, to</p>

				<p>anticipate the appointment of the third Board member expected to be appointed upon proposal of SIX Group AG by coopting Mr. Daniel Schmucki as director in replacement of Mrs. Ursula Morgenstern (director appointed upon proposition of Atos SE having resigned), without any condition regarding the closing of the tender offer (provided however that SIX Group AG owns more than 15% of the voting rights in Worldline). This decision takes into consideration:</p> <ul style="list-style-type: none"> <li>- the recent reduction by Atos of its level of shareholding within Worldline to a level below 4% of the share capital;</li> <li>- the status of SIX GROUP AG, as reference shareholder of Worldline reaffirming that Worldline is a highly strategic investment for SIX Group AG which intends to remain a medium to long-term shareholder; and</li> <li>- the announcement by SIX Group AG of its intent to commit later in 2020, subject to decisions of its governance bodies, to new lock up, in respect of Worldline shares that it will hold until end of H1 2021, as evidence of its full support to the contemplated strategic Transaction with Ingenico and consistent with its position as medium to long-term reference shareholder of the combined group.</li> </ul> <p>On the very same day, the Board of Directors authorized the amendment of the letter-agreement dated February 2, 2020.</p> <p>It was noted that it is in the Company’s interest to have the full support of SIX Group AG, one its reference shareholders, to successfully implement the proposed combination of Worldline and Ingenico.</p>
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