



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

**On Tuesday June 9, 2020
At 10:30 a.m.**

At the registered offices of the Company
River Ouest – 80 Quai Voltaire – 95870 Bezons

CONVENING NOTICE 2020 COMBINED GENERAL MEETING

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 124,353,675.36.

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.

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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 June 9, 2020 at 10:30 a.m. at the Company's registered offices, River Ouest – 80 Quai Voltaire – 95870 Bezons.

In the context linked to Covid-19 coronavirus pandemic, the General Meeting will be held with arrangements adapted in accordance with the French government's guidelines and will be broadcasted live online via a dedicated website.

Despite these exceptional circumstances, the General Meeting remains a key event in your Company's life. Any shareholder, regardless of the number of shares owned, may participate and vote. Shareholders can participate through remote participation by voting online, or, as usual, by voting by mail or by granting their proxy to the Chairman any other person of his/her choice.

For Worldline, 2019 was a highly productive year, since we delivered organic growth and profitability, launched innovative new offerings and smoothly completed the integration of SIX Payment Services' sales and production activities, which substantially strengthened our European positions in merchant payment services. Over the past 12 months, we also continued to move forward on the social and environmental responsibility front, and we now rank right at the top end of most of the major independent rankings in this area.

The year 2019 was also a year that brought major changes for our Company, in particular with the successful completion of the acquisition of the minority stake in our subsidiary equensWorldline, and even more crucially, five years after our IPO, with the spin-off and sell-down completed by Atos SE, which effectively marked the end of our time as a controlled subsidiary and our full independence.

This major change in our ownership structure, which is also a testament to what we have already accomplished, opens up a whole raft of new opportunities for us to join in the consolidation underway in our sector across Europe. We took full advantage of our new independence in February 2020 with the announcement of an operation of genuinely strategic importance: a friendly takeover of the Ingenico group. The two companies fit together remarkably well and will form a combined entity that would immediately rank among the world leaders in the electronic payments sector. This contemplated transaction has received the unanimous support from Ingenico's and Worldline's Boards of Directors and is expected to create significant value for Worldline's shareholders.

Ahead of this General Meeting, - during which the activity report for the 2019 financial year taking into account the best possible evaluation of the Covid-19 crisis' impacts and the risks related to our company will be presented - I encourage you to review carefully all the draft resolutions.

During this General Meeting, you will notably be asked to approve the 2019 financial statements and to reappoint some of our directors and also one of our Statutory Auditors for another term of office, as well as to grant the customary authorizations to the Board of Directors. Among the extraordinary items addressed during this General Meeting, you will notably be asked to approve the authorizations necessary to the friendly tender offer that will be presented to Ingenico's shareholders once all the necessary authorizations have been obtained, as well as our governance adaptations following the closing of the offering.

It would be remiss of me to end without saying how proud I am of the way Worldline has responded with anticipation and reactivity to the unprecedented Covid-19 situation. Our fully mobilised managers and teams immediately put into motion their proactive plans to keep our employees safe and healthy. While fully complying with the recommendations and instructions issued by the public authorities, they have also taken steps to safeguard the seamless operational continuity of our electronic payment platforms. These actions form the bedrock supporting the remaining business transactions in our economies which have been so severely affected by this major crisis.

I thank you for the trust that you have shown to the Worldline Group as well as for the attention you will give to the enclosed draft resolutions, and I look forward to interacting with you at the General Meeting.

Gilles Grapinet
Chairman of the Board and
Chief Executive Officer of Worldline

MESSAGE FROM THE CHAIRMAN

THE WORLDLINE GROUP

DIGITAL PAYMENTS FOR A TRUSTED WORLD

Worldline has been at the forefront of shaping new ways of paying, living, doing business and building relationships since we won the world's first contract for bank card transactions back in 1973. Today, as an independent and highly innovative pan-European company with global reach, Worldline is the European leader in the payments and transactional services industry. We are dedicated to shaping the future through payments as we provide secure payments and trusted transactional services to a wide range of clients along the entire payments value chain.

Through our global business lines Merchant Services, Financial Services and Mobility & e-Transactional Services we provide our clients with next-generation, end-to-end solutions and a broad spectrum of outsourcing services, ensuring the security and operational excellence our clients and their customers can rely on, millions of times every single day.

Seamless payments and digital transactions

At Worldline, we cover the entire value chain of the world of payments and digital transactions. Our unwavering commitment to security, quality of service to our clients, innovation and operational

We build long-term partnerships with our clients who include financial institutions, merchants of all sizes and segments, government authorities and companies in sectors ranging from transport, energy and healthcare to hospitality, utilities and telecoms. Our clients choose Worldline because we enable transformation through transactions and services they and their customers can trust.

Our innovative solutions, rooted in technological base, anticipate the future and foster positive change to digitally empower each end user. Worldline's innovative capabilities are matched by the power and dependability of its platforms, the security of its solutions, its broad geographical reach and the quality of its services.

excellence has made us the leader in all three of our global business lines: Merchant Services, Financial Services and Mobility & e-Transactional Services.

IN 2019, THE GROUP GENERATED:

€ 2,382 million of Revenue

€ 602 million of OMDA (Operating Margin before Depreciation & Amortization)

€ 311 million of Net Income Group share

€ 288 million of Free Cash Flow

12,000 employees worldwide

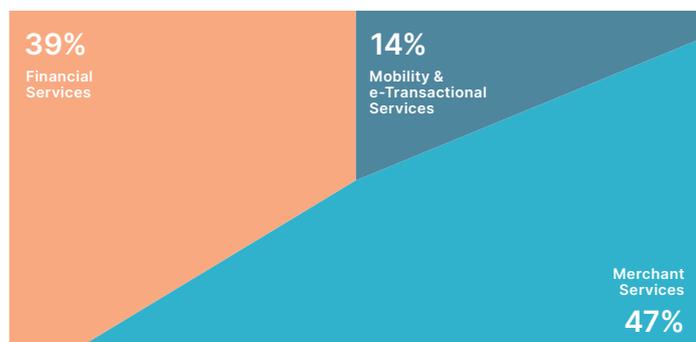
30+ countries

>45 years of expertise

BY LINE OF SERVICES

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

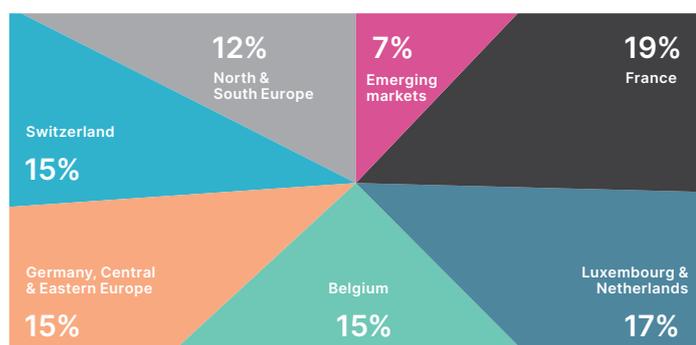
Following the acquisition of SIX Payment Services end of 2018, Merchant Services is now the largest Global Business Line of the Group, representing 47% of the total revenue. 39% of the revenue base was generated by Financial Services contracts and 14% by Mobility & e-Transactional Services contracts.



<i>In € million</i>	Revenue
	2019
Merchant Services	1,119.4
Financial Services	918.4
Mobility & e-Transactional Services	343.8
Worldline	2,381.6

BY GEOGRAPHY

Europe is the Group's main operational base, generating circa 93% of total revenue in 2019.



<i>In € million</i>	Revenue
	2019
France	451.4
Luxembourg & Netherlands	400.8
Belgium	367.8
Germany, Central & Eastern Europe	365.8
Switzerland	354.3
North & South Europe	282.5
Emerging markets	159.3
Worldline	2,381.6

THE WORLDLINE GROUP

MERCHANT SERVICES

Energising commerce with advanced payment services

Our Merchant Services offer a comprehensive combination of payment, digital and transactional expertise, enabling merchants to increase their sales and enhance their customers' experience, in a secure, trusted environment. We cover the full retail value chain, online and in-store, delivering on our vision for a cashless economy at the forefront of modernity. Supported by our fast-expanding international footprint, this business line is enjoying rapid growth in geographies such as India and Central Europe. Applying an end-to-end approach in all our markets, we help merchants and retailers understand their customers and facilitate consumer engagement, via seamless services on any device – putting payment at the very heart of the shopping experience.

400,000+ merchants
c. 96,000 ecommerce websites
250+ payment brands
3.97 billion card transactions acquired in 2019

FINANCIAL SERVICES

Consolidating payment processing

As one of the pan-European leaders in financial processing, Worldline is committed to delivering transactions that enhance the way people live and interact in line with our vision that every payment carries a power of change. We invest extensively in delivering new and innovative solutions for payments and card transactions, developed by our expert brand equensWorldline. With our know-how and experience, we help our clients adapt to the new reality of instant payments and digital transactions, enabling them to transform their business models, manage risks and fraud, and anticipate regulatory changes anywhere in the world. Leveraging our scale and our complete service portfolio, we work closely with our customers to help them anticipate the future and make the most of the opportunities it offers.

320+ Financial Institutions
c. 125 million cards under management
c. 11 billion card transactions
c. 13 billion account to account payment transaction

MOBILITY & E-TRANSACTIONAL SERVICES

Bringing payment and regulation expertise to new markets

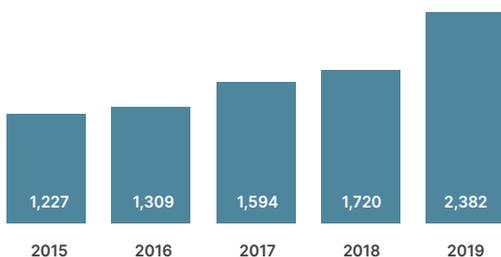
We believe that there is much more to consumer digital engagement than just payment. We see an opportunity to deliver transformation through transactions and our Mobility & e-Transactional Services manage and secure transactions at the cutting-edge of the digital economy. Our expertise spans services as diverse as trusted digitisation for regulated sectors, IoT, digital ticketing and contact centres. We help our partners and clients comply with regulations, secure their systems and transactions, and anticipate the digital future by re-inventing their customer engagement.

350+ customers
€ 16 billion travel tickets sold per annum

Key Performance Indicators: Worldline from 2014 to 2019

5-YEARS REVENUE EVOLUTION (in € million)

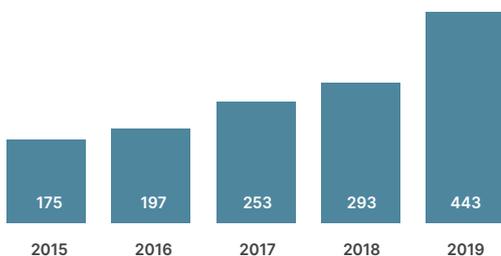
* December 31, 2017 adjusted to reflect change in presentation disclosed in Section E.4.7.2 «Basis of preparation and significant accounting policies»



5-YEARS OMDA EVOLUTION (in € million)

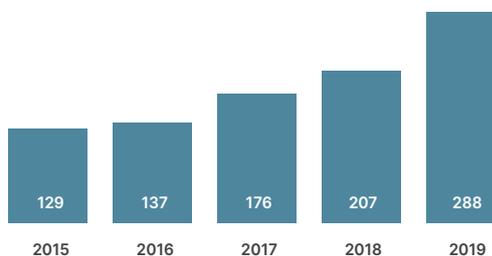


5-YEARS OPERATING MARGIN EVOLUTION (in € million)



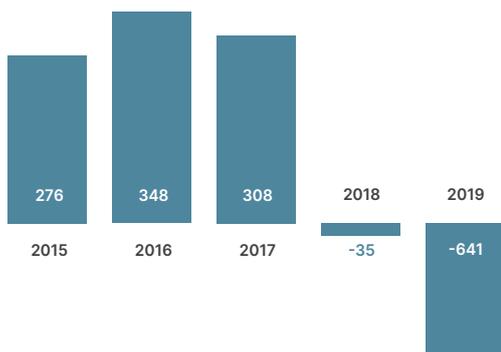
5-YEARS FREE CASH FLOW EVOLUTION (in € million)

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

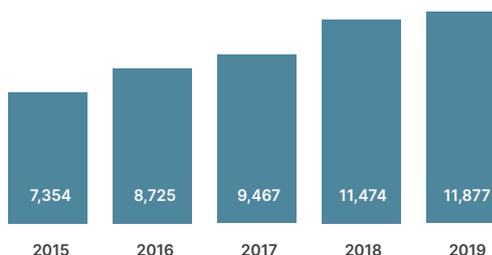


5-YEARS NET CASH EVOLUTION (in € million)

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



5-YEARS EMPLOYEE EVOLUTION



THE WORLDLINE GROUP

Creation of a new world-class leader in payment services: Worldline to acquire Ingenico

Worldline SA and Ingenico Group SA [Euronext: FR0000125346-ING] have announced on February 3rd, 2020 that their respective Boards of Directors have unanimously approved a business combination agreement pursuant to which Worldline would launch a tender offer for all Ingenico shares, in Worldline shares and cash, as well as outstanding OCEANES.

This transaction would combine two premier companies to create the world's number four player in payment services with circa 20,000 employees in approximately 50 countries with physical presence. Upon closing, the new combined group would offer best-in-class payment services to nearly 1 million merchants and 1,200 financial institutions. Detailed information on synergies is available in the press release and the presentation published on the Company's website on February 3, 2020.

Upon closing, former Worldline shareholders would own c.65% of the combined entity and former Ingenico shareholders would own c.35%.

Thanks to the full mobilization of teams on both sides, fast progress has been made towards the processes to be completed and the approvals to be obtained to be ready to close during the third quarter of 2020 as per timing initially announced.

In particular:

- All required regulatory filings or pre-fillings to seek transaction approvals) have been made and are under discussions with the relevant regulators, and the various clearance processes are progressing as expected;
- Ingenico French Works Council has given its opinion regarding the contemplated acquisition and Worldline has completed its information process with its works councils; and
- The bridge financing for the transaction has been committed by a pool of 8 banks.

In addition, preliminary activities to prepare integration are now started.

INGENICO'S BUSINESS PROFILE

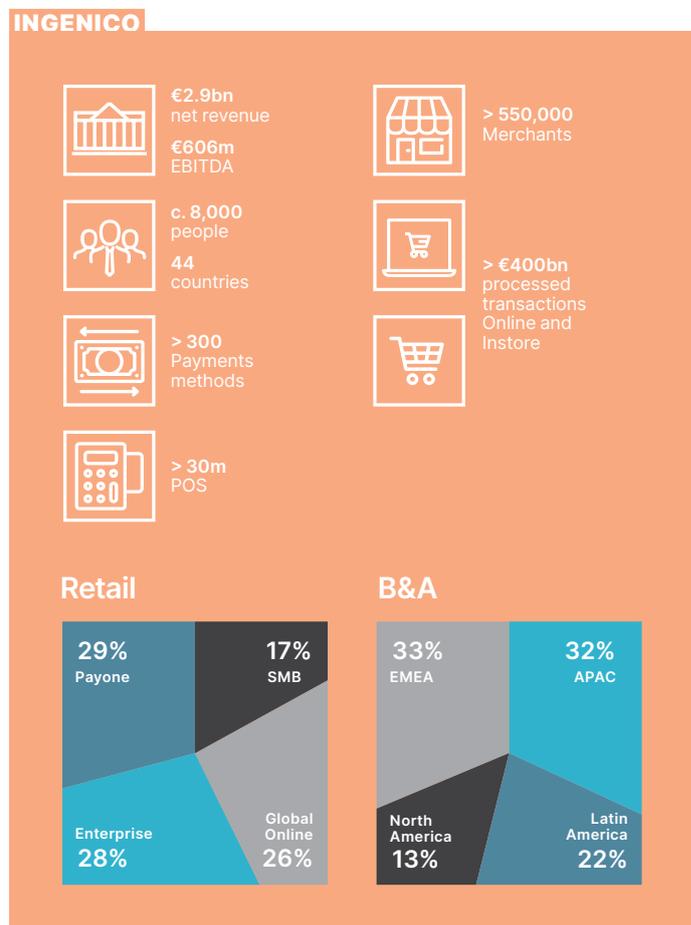
Established in 1980 and headquartered in Paris, Ingenico is one of the main global payment services providers. In addition to a historical global number 1 market position as payment terminal manufacturer, with an estimated market share of 37% of the global payment terminal market and over 30 million terminals installed worldwide, Ingenico has built one of the strongest European merchant services business with c. 1.4 billion net revenue, and one of the best in class online offer through notably the successive acquisitions of Easycash, Ogone, Global Collect and Bambora. Lately, the remarkable strategic partnership concluded with the German savings banks and the PAYONE joint-venture have established Ingenico as a leader of the German commercial acquiring market.

Today, Ingenico provides to more than 550,000 merchants directly, a comprehensive portfolio of payment solutions beyond payment terminals including in store and online payment processing and the management of more than 300 payment methods. Ingenico has operations in 170 countries and employs around 8,000 employees.

In 2019, Ingenico has implemented a new strategic plan based on a more agile, efficient and customer-centric organization. With its Fit for Growth holistic transformation program and the launch of the Payment Platform as a Service (PPaaS), Ingenico has revived its B&A (Banks & Acquirers) division and restored its competitive edge, invested in its Retail division to accelerate its profitable growth while maintaining a strong financial discipline.

AN INDUSTRY DEFINING TRANSACTION AND A MAJOR TRANSFORMATIONAL MOVE FOR WORLDLINE

With pro forma revenues reaching an estimated c. € 5.3 billion in 2019, out of which c.€ 2.5 billion in merchant payment and transaction-related services, this transformative combination would create a new leading global payment services player.



THE BOARD OF DIRECTORS AS OF TODAY



GILLES GRAPINET

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



ALDO CARDOSO

(Independent director)
Director of companies



GIULIA FITZPATRICK

(Director)
Financial Services Expert



LORENZ VON HABSBURG LOTHRINGEN

(Director)
Managing Partner E. Gutzwiller & Cie, Bankers, Basel



METTE KAMSVÅG

(Independent director)
Advisor at M-K Consulting AS



DANIELLE LAGARDE

Independent Director of Worldline SA



MARIE-CHRISTINE LEBERT

(Director representing the employees)
Project Leader in Worldline SA



GEORGES PAUGET

(Lead independent director)
Managing Director of ALTIMAGE16.LDA



LUC RÉMONT

(Independent director)
Executive Vice President, International Operations, Schneider Electric



DANIEL SCHMUCKI

(Director)
Chief Financial Officer of SIX Group AG



SUSAN M. TOLSON

(Independent director)
Board member for corporations and non-profit entities



GILLES ARDITTI

(Censor)
Executive Vice President Investor Relations & Internal Audit of Atos SE



JOS DIJSSELHOF

(Censor)
Chief Executive Officer of SIX Group AG



JULIENNE DE CHAZOURNES

(Representative of the Social and Economic Committee)
Head of Marketing, Business & Strategic Development Worldline



RATE OF INDEPENDENT DIRECTORS

60%

(6 out of 10)



GENDER DIVERSITY AT BOARD LEVEL

40% of women

(4 out of 10)



AVERAGE AGE OF DIRECTORS

58 years old



DIRECTORS OF NON-FRENCH NATIONALITY

50%

(5 out of 10)



AVERAGE TERM OF OFFICE

3.6 years

Note: Neither the censors nor the director representing the employees are considered for the purpose of calculating the ratios and averages presented above.

AGENDA

Ordinary items

- **Approval of the Company financial statements** for the financial year ending December 31, 2019
- **Approval of the consolidated financial statement** for the financial year ending December 31, 2019
- **Allocation of the net income** for the financial year ending December 31, 2019
- **Approval of the separation agreement entered into between Worldline and Atos SE** as referred to in Article L.225-38 of the French Commercial Code
- **Approval of the voting undertaking between Worldline and SIX Group AG** as referred to in Article L.225-38 of the French Commercial Code
- **Approval of the letter-agreement related to SIX Group AG's stake in Worldline** as referred to in Article L.225-38 of the French Commercial Code
- **Approval of an overall amount of annual directors' compensation**
- **Renewal of Mr. Gilles Grapinet** as member of the Board of Directors
- **Renewal of Mr. Aldo Cardoso** as member of the Board of Directors
- **Renewal of Mrs. Giulia Fitzpatrick** as member of the Board of Directors
- **Ratification of the interim appointment of Mr. Daniel Schmucki** as member of the Board of Directors
- **Ratification of the interim appointment of Mr. Johannes Dijsselhof** as censor
- **Ratification of the interim appointment of Mr. Gilles Arditti** as censor
- **Ratification of the interim appointment of Mr. Pierre Barnabé** as member of the Board of Directors and then as censor
- **Appointment, subject to condition precedent, Mr. Gilles Arditti** as member of the Board of Directors of the Company
- **Appointment, subject to condition precedent, Mr. Bernard Bourigeaud** as member of the Board of Directors of the Company
- **Appointment, subject to condition precedent, Mr. Thierry Sommelet** as member of the Board of Directors of the Company
- **Appointment, subject to condition precedent, Mr. Michael Stollarz** as member of the Board of Directors of the Company
- **Appointment, subject to condition precedent, Mrs. Caroline Parot** as member of the Board of Directors of the Company
- **Appointment, subject to condition precedent, Mrs. Agnès Audier** as member of the Board of Directors of the Company
- **Appointment, subject to condition precedent, Mrs. Nazan Somer Özelgin** as member of the Board of Directors of the Company
- **Renewal of the mandate of Grant Thornton as Statutory Auditors**
- **Acknowledgment of the termination of the mandate of IGEC as Substitute Auditors**
- **Approval of the information on Corporate Officers' compensation** referred to in I of Article L.225-37-3 of the French Commercial Code
- **Approval of the elements of compensation and benefits paid for the financial year ending December 31, 2019 or awarded for the same to Mr. Gilles Grapinet, Chairman and Chief Executive Officer**
- **Approval of the elements of compensation and benefits paid for the financial year ending December 31, 2019 or awarded for the same to Mr. Marc-Henri Desportes, Deputy Chief Executive Officer**
- **Approval of the compensation policy applicable to non-executive directors**
- **Approval of the compensation policy applicable to the Chairman and Chief Executive Officer**
- **Approval of the compensation policy applicable to the Deputy Chief Executive Officer**
- **Authorization granted to the Board of Directors for the purpose of purchasing, holding 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 decide the issue of shares as part of a public offering with an exchange component initiated by the Company, without preferential subscription rights, on the securities of Ingenico
- **Delegation to the Board of Directors of authority** to decide the issue of shares, without preferential subscription rights, reserved for people with certain characteristics
- **Delegation to the Board of Directors of authority** to decide the issue of shares or securities giving access to the share capital, without preferential subscription rights, in consideration for contributions in kind relating to equity securities or securities giving access to the capital
- **Authorization to the Board of Directors to grant performance shares** to the employees and corporate officers of Ingenico and/or its affiliated companies
- **Amendment, subject to condition precedent, of Article 19 of the Company's bylaws** to amend the age limit applicable to the Chairman of the Board of Directors
- **Delegation to the Board of Directors of authority** to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt securities – while maintaining preferential subscription rights
- **Delegation to the Board of Directors of authority** to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt securities through public offerings (other than public offerings mentioned in Article L.411-2 II of the French Monetary and Financial Code), without preferential subscription rights
- **Delegation to the Board of Directors of authority** to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt securities through public offerings mentioned in Article L.411-2 II of the French Monetary and Financial Code, without preferential subscription rights
- **Delegation to the Board of Directors of authority** to increase the number of securities to be issued in connection with a share capital increase with or without preferential subscription rights
- **Delegation to the Board of Directors of authority** to decide the increase of the share capital through the capitalization of premiums, reserves, profits or other items
- **Delegation to the Board of Directors of authority** to increase the share capital of the Company with the removal of the preferential subscription rights to the benefit of members of a company savings plan as employees and executive officers of the Company and its affiliated companies
- **Authorization 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 to the Board of Directors to grant performance shares** to the employees and corporate officers of the Company and/or its affiliated companies
- **Amendment of Article 2 of the Company's bylaws** in order to provide for the "raison d'être" of the Company
- **Amendment of Article 16 of the Company's bylaws** in order to determine the terms and conditions of the appointment of directors representing the employees
- **Amendment of Article 17 of the Company's bylaws** related to the Board of Directors' managerial decisions
- **Amendment of Article 20 of the Company's bylaws** related to the directors' compensation to comply with the provisions of the PACTE law
- **Amendment of Article 26 of the Company's bylaws** related to the censors of the Board of Directors to comply with the provisions of the PACTE law
- **Amendment of Article 18 of the Company's bylaws** in order to enable the Board of Directors to take decisions by means of written consultation
- **Powers**

HOW TO PARTICIPATE TO OUR GENERAL MEETING?

CAUTION: PARTICIPATION AT THE 2020 GENERAL MEETING MAY CHANGE ACCORDING TO HEALTH AND/OR LEGAL IMPERATIVES, IN PARTICULAR IN THE CONTEXT LINKED TO COVID-19. THE GENERAL MEETING COULD BE HELD BEHIND CLOSED DOOR (À HUIS CLOS) (WITHOUT THE SHAREHOLDERS BEING PHYSICALLY PRESENT) ACCORDING TO THE PROVISIONS OF ARTICLE 4 OF ORDER N°2020-321 DATED MARCH 25, 2020. AS A PRECAUTION, SHAREHOLDERS ARE INVITED TO VOTE BY POSTAL MAIL OR ONLINE VIA THE VOTACCESS WEBSITE OR TO GRANT THEIR PROXY TO THE CHAIRMAN OR ANY OTHER PERSON OF THEIR CHOICE. IT IS SPECIFIED THAT THEY WILL BE THE ONLY MEANS OF PARTICIPATION IF THE COMPANY WAS TO DECIDE TO HOLD THE GENERAL MEETING BEHIND CLOSED DOOR IN VIEW OF THE EVOLVING SITUATION LINKED TO THE COVID-19 PANDEMIC.

IN THE EVENT THAT THE GENERAL MEETING WOULD BE HELD BEHIND CLOSED DOOR, NO QUESTION COULD BE ASKED DURING THE MEETING AND NO NEW RESOLUTION COULD BE ADDED TO THE AGENDA AND THE DEADLINE FOR RECEIVING NOTIFICATIONS OF DESIGNATION OR REVOCATION OF PROXY WOULD BE MORE RESTRICTIVE.

YOU ARE INVITED TO REGULARLY REFER TO THE SECTION DEDICATED TO THE 2020 GENERAL MEETING ON THE COMPANY'S WEBSITE WWW.WORLDFLINE.COM, INVESTORS SECTION.

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

Physical presence

(only if the General Meeting is not held behind closed door and if the arrangements for physical participation allow it)

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

Non-physical presence

(recommended options since it will be the only means of participation if the General Meeting is held behind closed door in view of the evolving situation linked to the Covid-19 pandemic)

- by voting by mail;
- by voting online;

In the evolving context of the coronavirus epidemic (covid-19) and the fight against its spread, shareholders are encouraged, in line with the AMF recommendations, to take steps to vote without being physically present at the General Meeting.

Any shareholder can also ask written questions on matters relating to the General Meeting.

In the event that the General Meeting would be held behind closed door, shareholders will not be able to ask questions during the meeting.

For any questions about these different voting methods or about access to documentation on this topic, shareholders can contact the investors relations services at the following address: assemblee-generale@worldline.com

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 June 5, 2020, 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 June 5, 2020, 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

According to the provisions of Article 7 of decree n°2020-418 dated April 10, 2020 and by way of derogation from Article R.225-85, III 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 General Meeting, with or without the "attestation de participation", shall be able to select another means of participation. In such case, the instructions must be received by the Company at the latest on the fourth day prior to the date of the General Meeting, i.e. on June 5, 2020, and, if applicable, the previous instructions received will then be revoked.

IF YOU CANNOT / DECIDE NOT TO ATTEND THE GENERAL MEETING

(recommended options since it will be the only means of participation if the General Meeting is held behind closed door)

You have the possibility to:

- **Vote or give proxy online;**
- **Vote or give proxy by postal mail.**

A. Vote or give proxy by Internet

Vote online:

Worldline gives shareholders access to a dedicated online voting website ahead of the General Meeting under the following conditions:

- **Owners of registered shares:**
You should log onto the secure sharinbox.societegenerale.com website using your usual previously communicated login information. You should then select the Worldline's Shareholders Meeting in your list of transactions in progress on the home page. Follow the instructions and then click on "Vote" in the voting rights section. You will then be redirected automatically to the voting website. If you have lost or forgotten your login information, simply click on "Get your codes" on the login page.
- **Owners of bearer shares:**
You should log onto the web portal of your bank or broker, with your usual login information, to connect to the Votaccess site and vote. You simply click on the icon displayed on the line corresponding to your Worldline shares. You will only be able to vote in this way if your bank or broker is a member of the Votaccess system.

The Votaccess website will be open from 9:00 a.m. on May 25, 2020 until 3:00 p.m. on June 8, 2020 (Paris Time). To avoid overloading the dedicated site, we recommend that you do not wait until the last day to vote.

Give proxy online to the Chairman of the Meeting or any other person of your choice:

In accordance with Article R.225-61 of the French Commercial Code, you may give proxy (to the Chairman of the Meeting or any

other person of your choice) or withdraw a proxy electronically by logging onto the sharinbox.societegenerale.com website if you hold registered shares, or onto the website of your bank or broker if you hold bearer shares, with your usual login information, in order to connect to the Votaccess site as described above, and this no later than June 8, 2020 at 3:00 p.m. (Paris time) or, if the General Meeting is held behind closed door, no later than June 5, 2020.

Pursuant to the provisions of Article R.225-79 of the French Commercial Code, the form for designating or revoking the proxy holder may also be addressed by electronic means according to the following process:

- **Registered shareholders:**
You must send as an attachment to an email, with an electronic signature, obtained by yourself and certified by an authorized third party as per applicable legal and regulatory requirements to the following email address: assemblee-generale@worldline.com, a scanned copy of the proxy form signed and indicating your first and last name, address and Société Générale user name for the owners of registered shares (information which can be found at the top left corner of your shareholder's statement) or your user name with the financial intermediary for the owners of administered registered shares, as well as the first and last name, address of the designated or revoked proxy.
- **Bearer shareholders:**
You must send as an attachment to an email, with an electronic signature, obtained by yourself and certified by an authorized third party as per applicable legal and regulatory requirements to the following email address: assemblee-generale@worldline.com, a scanned copy of the proxy form signed and indicating your first and last name, address and username with your bank or broker, as well as the first and last name, address of the designated or revoked proxy along with a scanned copy of your "attestation de participation" from your bank or broker, and you must ask your bank or broker to send a written confirmation (by mail or e-mail) to Société Générale – Département Titres et Bourse – Service des Assemblées – SGSS/SBO/CIS/ISS/GMS – 32 rue du Champ de Tir – CS 30812 – 44308 Nantes Cedex 3.

The Company shall only take into account the notifications of designation or revocation of proxy which shall be duly signed, filled and received at the latest on June 8, 2020 at 3:00 p.m. (Paris time) or, if the General Meeting is held behind closed door, no later than June 5, 2020.

B. Vote or give proxy by postal mail

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.

HOW TO PARTICIPATE TO OUR GENERAL MEETING?

- 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.

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 the latest on June 6, 2020, at:

- Société Générale – Département Titres et Bourse – Service des Assemblées – SGSS/SBO/CIS/ISS/GMS – 32 rue du Champ de Tir – CS30812 – 44308 Nantes Cedex 3; or
- The Company's registered offices – Worldline, Legal Department, River Ouest, 80 Quai Voltaire – 95877 Bezons Cedex.

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 June 6, 2020 or, if the General Meeting is held behind closed door, no later than June 5, 2020.

IF YOU DECIDE TO ATTEND THE GENERAL MEETING PERSONNALLY

(only if the General Meeting is not held behind closed door and if the arrangements for physical participation allow it - you are invited to regularly refer to the section dedicated to the 2020 General Meeting on the Company's website, www.worldline.com, "Investors" section)

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
 - log onto the website sharinbox.societegenerale.com using your login information previously received; 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; or
 - log onto your bank or financial broker's web portal using your usual login information to access the Votaccess system and vote. You should then click on the icon which will appear on the line corresponding to Worldline shares. It is specified that may only access the Votaccess system the owner of bearer shares whose bank or broker has adhered to the system.

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) 825.315.215 (cost: 0.15€/min including VAT).

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 General Meeting. You should shade the box corresponding to your choice: give proxy to the Chairman to vote in your name; abstain from voting or give proxy to vote in your name by specifying the name of the proxy holder.

You would like to give proxy to the Chairman:

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

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

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

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

HOW TO PARTICIPATE TO OUR GENERAL MEETING?

In the evolving context of the coronavirus epidemic (covid-19) and the fight against its spread, shareholders are encouraged, in line with the AMF recommendations, to take steps to vote without being physically present at the General Meeting, and to vote by postal mail or online via the Votaccess website or by granting proxy to the Chairman.

To attend the General Meeting personally: tick here

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

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

A

Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side
 Quelle que soit l'option choisie, noircir comme ceci [] ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade boxes [] like this [], date and sign at the bottom of the form

JE DÉSIRES 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

Worldline

ASSEMBLÉE GÉNÉRALE MIXTE DU 9 JUI 2020
 A 10h30 au siège social - Auditorium

COMBINED GENERAL MEETING OF JUNE 9th, 2020
 At 10:30 am at the registered offices - Auditorium

Société anonyme au capital de 124 353 675, 36 €
 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: []
 Nominatif Registered: []
 Porteur Bearer: []
 Nombre d'actions Number of shares: []
 Vote simple Single vote: []
 Vote double Double vote: []
 Nombre de voix - Number of voting rights: []

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

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci [] l'une des cases "Non" ou "Abstention". / I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this [], for which I vote No or I abstain.

Sur les projets de résolutions non agréés, je vote en noircissant la case correspondant à mon choix. On the draft resolutions not approved, I cast my vote by shading the box of my choice.

1	2	3	4	5	6	7	8	9	10	A	B
Non / No	Abs.									Out / Yes	
11	12	13	14	15	16	17	18	19	20	C	D
Non / No	Abs.									Out / Yes	
21	22	23	24	25	26	27	28	29	30	E	F
Non / No	Abs.									Out / Yes	
31	32	33	34	35	36	37	38	39	40	G	H
Non / No	Abs.									Out / Yes	
41	42	43	44	45	46	47	48			J	K
Non / No	Abs.									Out / Yes	

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

F JE DONNE POUVOIR À : Cf. au verso (4) pour me représenter à l'Assemblée
 I HEREBY APPOINT: See reverse (4) to represent me at the above mentioned Meeting

M. []
 Mlle, Raison Sociale / Mr. Mrs or Miss, Corporate Name
 Adresse / Address

ATTENTION : Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.
CAUTION: As for bearer shares, 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)
 Surname, first name, address of the shareholder (Change regarding this information have to be notified to relevant institution, no changes can be made using this proxy form). See reverse (1)

C

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote NON sauf si je signale un autre choix en noircissant la case correspondante
 In case amendments or new resolutions are proposed during the meeting, I vote NO unless I indicate another choice by shading the corresponding box:

- Je donne pouvoir au Président de l'assemblée générale. / I appoint the Chairman of the general meeting. []
 - Je m'abstiens. / I abstain from voting. []
 - Je donne procuration (cf. au verso verso) (cf. à M. Mlle ou Mlle, Raison Sociale pour voter en mon nom) / I appoint (see reverse (4)) (Mr. Mrs or Miss, Corporate Name to vote on my behalf) []

Pour être prise en considération, tout formulaire doit parvenir au plus tard :
 To be considered, this completed form must be returned no later than:

à la banque / to the bank: 6 juin 2020 / June 6, 2020
 à la société / to the company: 6 juin 2020 / June 6, 2020

- Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), cela vaut automatiquement pouvoir au Président de l'assemblée générale -
 If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative), this automatically applies as a proxy to the Chairman of the General Meeting

D

G

H

Date and sign here

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

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

Resolutions not agreed by the Board of Directors: if applicable

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 June 3, 2020:

- 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.

In the event that the General Meeting is held behind closed door, the shareholders would not be able to ask questions during the meeting.

D. How do you come to the General Meeting?

(only if the General Meeting is not held behind closed door and if the arrangements for physical participation allow it subject to legal restrictions that may be applicable on the day of the General Meeting - you are invited to regularly refer to the section dedicated to the 2020 General Meeting on the Company's website, www.worldline.com, “Investors” section)

The Combined General Meeting of June 9, 2020 shall start at 10:30 a.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

We advise you visit in due time the devoted websites of the French government, the SNCF and the RATP for updated constraints, measures and recommendations, in particular regarding health, applicable to public transports in the context of Covid-19 pandemic.

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

The public transports schedules are subject to variations for instance in the event of a strike. We advise you to visit the devoted websites of the SNCF and of the RATP.



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

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 important to note that in case of problem on the Tramway T2, you may use the bus lines RATP 272, 367, 262.

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 AND PROPOSED RESOLUTIONS

Ordinary items

Approval of the Company and consolidated financial statements for the financial year ending December 31, 2019

1ST AND 2ND RESOLUTIONS

We request you to approve the Company and consolidated financial statements for the financial year ending December 31, 2019. The management report on the 2019 financial year is included in the 2019 Universal Registration Document of the Company.

FIRST RESOLUTION

Approval of the Company financial statements for the financial year ending December 31, 2019

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 2019 financial year, approves, as presented, the Company's financial statements for the year ending December 31, 2019, 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 approves those expenses and charges that are non-deductible for tax purposes under Article 39.4 of said Code and that amount to 153,494.70 euros for the 2019 financial year, 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, 2019

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 2019 financial year, approves, as presented, the consolidated financial statements for the year ending December 31, 2019, 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.

Allocation of the net income for the financial year ending December 31, 2019

3RD RESOLUTION

In the scope of the 3rd resolution, we propose you, after having noticed below mentioned the net income for the 2019 financial year, to allocate the total of this net income to the retained earnings.

In euros	
Net income	(- 9,386,748.59)
Previous retained earnings	182,968,898.15
Total distributable amount	173,582,149.56
To be allocated as follows	
To the retained earnings	173,582,149.56

It is proposed not to distribute any dividend to shareholders.

For record, no dividend was paid in the three financial years preceding the 2019 financial year.

THIRD RESOLUTION

Allocation of the net income for the financial year ending December 31, 2019

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

In euros	
Net income	(- 9,386,748.59)
Previous retained earnings	182,968,898.15
Total distributable amount	173,582,149.56
To be allocated as follows	
To the retained earnings	173,582,149.56

In accordance with applicable legal provisions, the General Meeting notes that no dividends were paid in the three financial years preceding the 2019 financial year.

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS

Approval of related-party agreements and of the statutory auditors' special report on related-party agreements

4TH, 5TH AND 6TH RESOLUTIONS

We request you, under the resolutions 4th, 5th and 6th resolutions to approve the statutory auditors' report on related-party agreements as well as the agreements and commitments it mentions, which have been authorized by the Board of Directors.

Agreements and undertakings authorized by the Board of Directors during the financial year ended December 31, 2019

4TH RESOLUTION

SEPARATION AGREEMENT ENTERED INTO BETWEEN WORLDLINE AND ATOS SE (4TH RESOLUTION)

Following approval by Atos SE's shareholders' meeting held on April 30, 2019 of the exceptional distribution in kind by Atos SE of 23.5% of the share capital of Worldline, Worldline and Atos SE concluded a separation agreement dated May 6, 2019 to organize the separation activities in a coordinated manner and the allocation of related costs and expenses (the "Separation Agreement"), thus ensuring a high level of operational continuity for the respective groups.

Upon recommendation of the Audit Committee, the Board of Directors of Worldline authorized the signature of the Separation Agreement, during its meeting following the shareholders' general meeting held on April 30, 2019.

It was noted that it is in the Company's interest to cooperate in order to optimize and eliminate, as much as possible, any additional costs - mainly IT-related costs - associated with Worldline's deconsolidation following the exceptional distribution in kind by Atos SE to its shareholders of 23.5% of the Company's share capital.

The main terms of the Separation Agreement are presented in the 2019 Universal Registration Document, Section E.8.1.2.

FOURTH RESOLUTION

Approval of the separation agreement entered into between Worldline and Atos SE as 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 separation agreement entered into between Worldline and Atos SE, referred to in Article L.225-38 of the French Commercial Code and mentioned therein.

Agreements and undertakings authorized by the Board of Directors after December 31, 2019

5TH AND 6TH RESOLUTIONS

VOTING UNDERTAKING BETWEEN WORLDLINE AND SIX GROUP AG (5TH RESOLUTION)

Worldline announced on February 3, 2020 the contemplated acquisition of Ingenico Group (317 218 758 RCS Paris) ("Ingenico") (the "Transaction") by way of a tender offer that Worldline intends to launch for all Ingenico shares and convertible bonds (OCEANES).

In this context, SIX Group AG entered into a voting undertaking on January 31, 2020 (accepted by Worldline on February 2, 2020 following the prior authorization of the Board of Directors) whereby SIX Group AG undertook to vote in favor of the resolutions necessary to implement the Transaction.

It was noted that it is in the Company's interest to have the full support of SIX Group AG, one of its main shareholders, to successfully implement the proposed combination of Worldline and Ingenico.

LETTER-AGREEMENT RELATED TO SIX GROUP AG' STAKE IN WORLDLINE (6TH RESOLUTION)

In the context of the contemplated Transaction, SIX Group AG signed a letter-agreement on January 31, 2020 which was accepted by Worldline on February 2, 2020 following the meeting of the Board of Directors held on the same day and having authorized it, regarding SIX Group AG's shareholding in Worldline as well as SIX Group AG's representation at Board level, with a view to reflect the medium to long term strategic ownership of SIX Group AG in Worldline.

The letter-agreement (as further amended) 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 later this year, 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 contemplated acquisition of Ingenico.

On March 19, 2020, following the disposals of Worldline's shares completed by Atos SE until February 4, 2020 and the subsequent decrease of Atos SE' shareholding in Worldline below 4% of the share capital, the Board of Directors, upon recommendation of the Nomination and Remuneration Committee, decided to anticipate the appointment, upon proposal of SIX Group AG, of such additional director and decided the interim appointment of Mr. Daniel Schmucki as director in replacement of Ms. Ursula Morgenstern.

Consequently, the Board of Directors approved the amendment to the letter-agreement to reflect this interim appointment and the amendment was then executed between SIX Group AG and Worldline on May 4, 2020.

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS

It should be pointed out that the ratification of the appointment of Mr. Schmucki as director is the subject-purpose of the 11th resolution.

Again, it was noted that it is in the Company's interest to have the full support of SIX Group AG, one of its main shareholders, to successfully implement the proposed combination of Worldline and Ingenico.

The main terms of the agreements between Worldline and SIX Group AG in the context of the contemplated acquisition of Ingenico are presented in the 2019 Universal Registration Document, Section E.8.3.

FIFTH RESOLUTION

Approval of the voting undertaking entered into between Worldline and SIX Group AG as 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 voting undertaking entered into between Worldline and SIX Group AG, referred to in Article L.225-38 of the French Commercial Code and mentioned therein.

SIXTH RESOLUTION

Letter-agreement related to SIX Group AG's stake in Worldline as 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 letter-agreement, as further amended, related to SIX Group AG's stake in Worldline as referred to in Article L.225-38 of the French Commercial Code and mentioned therein.

Approval of an overall amount of annual directors' compensation

7TH RESOLUTION

We request you to approve for the financial year 2020 and the following financial years until a new decision of the shareholders' general meeting, an overall amount of 1,200,000 euros to be awarded to the directors and compensating the general activity of the Board of Directors, and to authorize the Board of Directors to distribute such compensation among the members of the Board of Directors according to the terms which it shall present in its management report. This amount will be tacitly renewed every year until a new decision from the shareholders' general meeting.

The increase requested is due to the increasing overall number of directors in the context of the contemplated acquisition of Ingenico. Given the resolutions submitted to your vote in the context of this acquisition, it is contemplated that the Board of Directors be enlarged to 18 members (including the director representing the employees), i.e. 5 additional members compared to last year.

The increase is also due to the increasing number of directors receiving compensation while the non-independent directors initially appointed upon Atos SE's proposal and having progressively resigned were not perceiving any compensation as directors of Worldline.

Besides, the expected increase is also explained by the development of the activity of the Board of Directors and its Committees in particular in the context of the various changes in the Company's corporate governance resulting from Atos' progressive disengagement and the M&A activity. It also results from the creation of a new Social and Environmental Responsibility Committee from December 2019 and the recent appointment of a lead director.

In this context, the Board of Directors, during its meeting held on February 18, 2020, and based on the works and recommendations of the Nomination and Remuneration Committee, decided to propose to this General Meeting to increase the overall amount for directors' compensation for 2020.

Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors initially decided to amend the 2019 rules to allocate the global remuneration among the directors in order to increase the variable part of the remuneration and progressively get closer to the market practice in terms of remuneration per director. However, given the current economic context resulting from the Covid-19 crisis, the Board of Directors, upon recommendation of the Nomination and Remuneration Committee, decided not to increase this year the remuneration of the directors. In consequence, the rules applicable in 2019 will remain unchanged in 2020 as presented in the 2019 Universal Registration Document, Section G.3.1.2.

For reference, the global envelope granted by the shareholders' general meeting of April 30, 2019 amounted to 600,000 euros being reminded that the Board was composed of 13 members compared to 18 expected this year following completion of the acquisition of control of Ingenico.

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS

SEVENTH RESOLUTION

Approval of an overall amount of annual Directors' compensation

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 1,200,000 the overall amount of annual directors' compensation remunerating the general activity of the Board of Directors. The General Meeting authorizes the Board of Directors to distribute such compensation among the members of the Board of Directors according to the terms which it shall present in its management report.

Renewal and Appointments of members of the Board of Directors

8TH TO 21ST RESOLUTIONS

The Board of Directors is currently composed of 11 members (including 1 director representing the employees), 6 of whom were qualified by the Board of Directors as independent directors pursuant to the criteria set forth in the AFEP-Medef Code of Governance for listed companies (the "AFEP-Medef Code"), plus two censors (*censeurs*) and one representative of the Social and Economic Committee (the latter having no voting right).

Pursuant to Article 14 of the Company's bylaws, the terms of office of Directors are renewed as per a rotation mechanism as indicated in the table hereafter.

The purpose of the 8th, 9th and 10th resolutions is to renew the terms of office of current directors (including Mr. Gilles Grapinet's, current Chairman of the Board of Directors and Chief Executive Officer) since they are due to expire at the end of the General Meeting.

Since the acquisition of SIX Payment Services by Worldline, SIX Group AG is represented in Worldline's Board of Directors by two directors and one censor. As part of the agreements concluded between Worldline and SIX Group AG in the context of the contemplated acquisition of Ingenico and in particular the letter-agreement which is the purpose of the 6th resolution, it was contemplated that SIX Group AG would be entitled to appoint an additional third member of the Board of Directors of Worldline.

Following Atos SE's reduced participation in the Company's share capital initiated in May 2019 and further decreased in February 2020 following the completion of the sale of a 13.1% stake in Worldline, members of the Board of Directors appointed upon proposal of Atos SE have resigned from their respective positions in March 2020. In this context, SIX Group AG being the main shareholder and reaffirming publicly its medium to long term strategic ownership it holds in the Company, the Board of Directors, upon recommendation of the Nomination and Remuneration Committee, decided to (i) anticipate the appointment, upon proposal of SIX Group AG, of an additional director initially expected to take place after the closing of the acquisition of Ingenico and decided the interim appointment of Mr. Daniel Schmucki (previously censor) as director, in replacement

of Ms. Ursula Morgenstern (Atos SE' director having resigned due to Atos SE' reduction of its participation within Worldline) and (ii) appoint, upon proposal of SIX Group AG, Mr. Jos Dijsselhof as censor (in replacement of Mr. Daniel Schmucki). The purpose of the 11th and 12th resolutions is to ratify these appointments.

The Board of Directors also decided, upon recommendation of the Nomination and Remuneration Committee, to maintain the presence of Mr. Gilles Arditti (initially designated upon proposal of Atos SE) at Board level on his own name since he was considered of great value for the Board of Directors in particular given his experience and longstanding knowledge of Worldline. In this context, the purpose of the 13th and 15th resolution is respectively to ratify his interim appointment as censor and to appoint him, subject to the closing of the acquisition of Ingenico, as director.

It is reminded that censors, as the directors, are bound in particular by the Internal Rules of the Board of Directors and the guide to the prevention of insider trading.

Finally, the purpose of the 16th, 17th, 18th, 19th, 20th, and 21th resolutions is to appoint to the Board of Directors of the Company new directors from the Ingenico Board of Directors whose terms of office would take effect on the date of completion of the acquisition of Ingenico, in order to reflect the relative weight of the former shareholders of Ingenico within the combined entity, in accordance with the provisions of the business combination agreement dated February 2, 2020 and unanimously approved by the Boards of Directors of Ingenico and Worldline respectively (the "Combination Agreement").

The appointment of these candidates has been reviewed and supported by the Nomination and Remuneration Committee and reflects the content of the Combination Agreement.

To this end, subject to the condition precedent of the completion of the acquisition of control of Ingenico, it is proposed that the composition of the Board of Directors of Worldline be enlarged to 18 members², out of which 11 independent directors, as follows:

- The current directors from the Worldline Board of Directors including:
 - the Chief Executive Officer and current Chairman: Mr. Gilles Grapinet;
 - 3 directors designated upon proposal of SIX Group AG: Mr. Lorenz von Habsburg, Ms. Giulia Fitzpatrick and Mr. Daniel Schmucki (third director representing SIX Group AG as contemplated by the agreements with SIX Group AG);
 - 6 independent directors: Ms Danielle Lagarde, Mette Kamsvag, Susan Tolson and Mr. Aldo Cardoso, Georges Pauget and Luc Rémont;
 - 1 director representing the employees: Ms. Marie-Christine Lebert¹;
- 6 members from Ingenico's Board of Directors:
 - Mr. Bernard Bourigeaud (who would be appointed as Chairman of the Board of Directors);
 - 1 director representing Bpifrance: Mr. Thierry Sommelet;

¹ An additional director representing the employees could be designated by the European Works Council if it exists (or, alternatively, by the Social and Economic Committee). For additional information, please refer to the 46th resolution.

² Plus Mr. Jos Dijsselhof as censor (see 12th resolution) and the representative of the Social and Economic Committee.

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS

- 1 director representing Deutscher SparkassenVerlag GmbH (“DSV”): Mr. Michael Stollarz;
- Three other independent directors: Ms. Agnès Audier, Caroline Parot and Nazan Somer Özelgin;
- Gilles Arditti (current censor on his own name; member of the Board of Directors initially appointed upon proposal of Atos SE in 2014 and still at the time of the Combination Agreement but having resigned following Atos SE's reduced participation in the Company's share capital; it is proposed to appoint him again as director but on his own name); and
- Jos Dijsselhof (as censor).

In this context, during the review of candidates for membership of the Board of Directors at its meeting of March 17, 2020, the Nomination and Remuneration Committee reviewed the independency of the Directors whose appointment is proposed and took into consideration the diversity policy applicable within the Board and detailed in section G.2.3.2 of the 2019 Universal Registration Document. The Committee also noted that the proposed terms of office are consistent with the staggered renewal process provided for in Article 14 of the Company's bylaws.

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 in respect of the proportion of independent members sitting on the Board of Directors and will comply with the legal provisions regarding gender diversity.

Information about the candidates can be found in pages 70 *et seq.* of this brochure.

Renewal of Mr. Gilles Grapinet's term of office as director

8TH RESOLUTION

It is proposed, pursuant to the 8th resolution, to renew the term of office of Mr. Gilles Grapinet as director since it is due to expire at the end of the General Meeting.

His term of office shall be renewed for a duration of three (3) years and would expire at the end of the general meeting convened in 2023 to approve the financial statements of the Company for the financial year ending December 31, 2022.

Mr. Gilles Grapinet has been appointed Chief Executive Officer on April 30, 2014, for the duration of his term as director. Following Mr. Thierry Breton's resignation, and in order to ensure continuity in the successful management of the Company, guarantee smooth transition following Worldline deconsolidation from the Atos group, secure targets achievement, in particular in the context of three-year plan 2019-21 (including the integration of SIX Payment Services and the ongoing synergy plans), carry-out major external growth projects, and pursue delivering value to investors, the Board of Directors, during its meeting held on October 24, 2019, upon recommendation of the Nomination and Remuneration Committee, unanimously decided that the chairmanship of the Board of Directors be assumed by Mr. Gilles Grapinet, thus uniting the functions of Chairman of the Board of Directors and of Chief Executive Officer of the Company.

The Board of Directors indicated, upon recommendation of the Nomination and Remuneration Committee, that the unification of the functions of Chairman and Chief Executive Officer was expected to be made, on a temporary basis as it was contemplated that such functions would be dissociated again in particular in order to facilitate governance discussions in the context of a future strategic partnership expected in the short term.

Indeed, in the context of the contemplated acquisition of Ingenico, it has been agreed that the functions of Chairman and the functions of Chief Executive Officer be separated with Mr. Bernard Bourigeaud (current chairman of the Board of Directors of Ingenico) expected to take over the position of non-executive Chairman of the Board of Directors of Worldline at closing while Gilles Grapinet would remain Chief Executive Officer. It should be pointed out that the appointment of Mr. Bernard Bourigeaud, who is proposed to act as Chairman of the Board of Directors as of, and subject to the completion of the Transaction, is the subject-purpose of the 16th resolution.

In such context and in application of the highest corporate governance standards, in particular given the temporary combination of the functions of Chairman and Chief Executive Officer, the Board of Directors, upon recommendation of the Nomination and Remuneration Committee, decided to appoint Mr. Georges Pauget as lead independent director on March 19, 2020. The lead independent director will remain in place after the closing of the Transaction and the expected dissociation of the functions of Chairman and Chief Executive Officer.

As director, Mr. Gilles Grapinet brings to the Board of Directors his deep knowledge of the Group's business and challenges for several years now. He drove the successful development of the Company (since IPO, Group Revenue being multiplied by 2.1; OMDA by 2.7 and FCF by 2.5) marked by its initial public offering in 2014 and its entry into the Next 20 index last December and into the CAC40 Index in March 2020, and supported by transformative acquisitions, notably the acquisition of SIX Payment Services.

Additional information on Mr. Gilles Grapinet can be found in page 70 of this brochure.

EIGHTH RESOLUTION

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

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report, noting that the director's term of office of Mr. Gilles Grapinet 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 in 2023 to approve the financial statements for the financial year ending in 2022.

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS

Renewal of Mr. Aldo Cardoso's term of office as director

9TH RESOLUTION

It is proposed, pursuant to the 9th resolution, to renew the term of office of Mr. Aldo Cardoso as director since it is due to expire at the end of the General Meeting.

His term of office shall be renewed for a duration of three (3) years and would expire at the end of the general meeting convened in 2023 to approve the financial statements of the Company for the financial year ending December 31, 2022.

Mr. Aldo Cardoso was appointed director of the Company on June 13, 2014. His term of office has been renewed since that date. As per the yearly assessment of the directors' independence performed by the Board of Directors on December 18, 2019, Mr. Aldo Cardoso qualifies as independent director as not fulfilling any non-independence criteria.

Mr. Aldo Cardoso actively takes part in the Company's governance through his chairmanship of the Audit Committee and his membership in the Strategy and Investment Committee. Moreover, the Board of Directors has noted his dedication to the Board's works since 2014 and in particular in 2019 through his strong individual attendance rate at the Board and Committees' meetings (94% on average) as well as his valuable contribution to the works of the Board and of the Committees.

Mr. Aldo Cardoso has an in-depth and recognized knowledge of corporate finance and accounting, as well as of audit and control procedures, which he acquired during his long experience in the management of the audit and financial, legal and tax consulting firm Arthur Andersen and in exercising his various directorships as a director of leading French and foreign companies. He also has a valuable longstanding and deep knowledge of the Company's governance and recent history.

Additional information on Mr. Aldo Cardoso can be found in page 71 of this brochure.

NINTH RESOLUTION

Renewal of Mr. Aldo Cardoso 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. Aldo Cardoso 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 in 2023 to approve the financial statements for the financial year ending in 2022.

Renewal of Ms. Giulia Fitzpatrick's term of office as director

10TH RESOLUTION

It is proposed, pursuant to the 10th resolution, to renew the term of office of Ms. Giulia Fitzpatrick as director since it is due to expire at the end of the General Meeting.

Her term of office shall be renewed for a duration of three (3) years and would expire at the end of the general meeting convened in 2023 to approve the financial statements of the Company for the financial year ending December 31, 2022.

Ms. Giulia Fitzpatrick was appointed director of the Company on November 30, 2018, upon proposal of SIX Group AG. She actively takes part in the Company's governance through her membership in the Audit Committee, the Strategy and Investment Committee and, more recently, the Social and Environmental Responsibility Committee. Moreover, the Board of Directors has noted her dedication to the Board's works since 2018 and in particular in 2019 through her strong individual attendance rate at the Board and Committees' meetings (97% on average) as well as her valuable contribution to the works of the Board and of the Committees.

Ms. Giulia Fitzpatrick has in excess of 30 years of professional experience in particular in finance with various firms active in particular in the financing sector.

Besides, the appointment of Ms. Giulia Fitzpatrick participates to gender diversity at Board level which will reach as of, and subject to the completion of the Transaction, 41% (i.e. 7 out of 17 members to be taken into account*) given the resolutions submitted to your vote in this General Meeting.

Additional information on Ms. Giulia Fitzpatrick can be found in page 72 of this brochure.

TENTH RESOLUTION

Renewal of Ms. Giulia Fitzpatrick 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. Giulia Fitzpatrick 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 in 2023 to approve the financial statements for the financial year ending in 2022.

* Directors representing the employees are not taken into account when determining the gender diversity ratio (Art L.225-27-1, C.Com.).

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS

Ratification of the interim appointment of Mr. Daniel Schmucki as director

11TH RESOLUTION

It is proposed, pursuant to the 11th resolution, to ratify the interim appointment by the Board of Directors, upon proposal of SIX Group AG and recommendation of the Nomination and Remuneration Committee, during its meeting held on March 19, 2020, of Mr. Daniel Schmucki as director, in replacement of Ms. Ursula Morgenstern who resigned. This appointment will be for the remaining period of her term of office which will expire at the end of the general meeting convened in 2021 to approve the financial statements of the Company for the financial year ending December 31, 2020.

Such ratification is proposed in compliance with the agreements entered into between Worldline and SIX Group AG in the context of the Transaction and to reflect SIX Group AG's largest shareholder status in Worldline and its medium to long-term commitment allowing it to be represented by a third director as explained above (refer to the 2019 Universal Registration Document, Section E.8.3).

Mr. Daniel Schmucki was appointed as censor of the Board of Directors on November 30, 2018, upon proposal of SIX Group AG to reflect the agreements entered into at the time of the acquisition of SIX Payment Services.

The Board of Directors noted that, as reflected by his individual attendance rate for 2019 (80% on average), Mr. Daniel Schmucki is highly involved in the works of the Board of Directors and the Committees he participates to and regularly shares quality observations in particular thanks to his deep knowledge of financial matters as well as the payment business and SIX Payment Services recently acquired by Worldline.

As director, Mr. Daniel Schmucki will continue to bring to the Board his long-standing experience in finance acquired particularly as Chief Financial Officer of SIX Group AG, a position he still holds.

Additional information on Mr. Daniel Schmucki can be found in page 73 of this brochure.

ELEVENTH RESOLUTION

Ratification of the interim appointment of Mr. Daniel Schmucki 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, decides to ratify, in accordance with Article 14 of the Company's bylaws, the interim appointment by the Board of Directors during its meeting held on March 19, 2020, of Mr. Daniel Schmucki as director, in replacement of Ms. Ursula Morgenstern who resigned. His term of office will expire at the end of the general meeting convened in 2021 to approve the financial statements of the Company for the financial year ending in 2020.

Ratification of the appointment of Mr. Jos Dijsselhof as censor

12TH RESOLUTION

It is proposed, pursuant to the 12th resolution, to ratify the appointment by the Board of Directors during its meeting held on March 19, 2020, of Mr. Jos Dijsselhof as censor pursuant to Article 26 of the Company's bylaws. Said appointment results from the appointment as director of Mr. Daniel Schmucki (initially appointed as censor at the time of the acquisition of SIX Payment Services) in compliance with the agreements entered into between Worldline and SIX Group AG in the context of the Transaction and to reflect SIX Group AG's largest shareholder status in Worldline and its medium to long-term commitment allowing it to be represented by a third director as explained above (refer to the 2019 Universal Registration Document, Section E.8.3).

His term of office would expire at the end of the general meeting convened in 2021 to approve the financial statements of the Company for the financial year ending December 31, 2020.

Mr. Jos Dijsselhof joined SIX Group AG in January 2018 as CEO. He holds degrees in computer science and business administration and has a long track record in international management in the financial sector. He has previously held positions at ABN Amro Bank, Royal Bank of Scotland and ANZ Australia & New Zealand Banking Group in various countries including Hong Kong and Singapore. His most recent role was Chief Operating Officer (2014–June 2017) and CEO ad interim (2015) at Euronext in Amsterdam.

The Board of Directors noted that, as censor, Mr. Jos Dijsselhof will bring to the Board his long-standing experience in bank, finance and payment sectors. The involvement of the Chief Executive Officer of SIX Group AG in the Company's governance is in the interest of the Company and also demonstrates the importance of this strategic investment for SIX Group AG.

Additional information on Mr. Johannes Dijsselhof can be found in page 74 of this brochure.

TWELFTH RESOLUTION

Ratification of the appointment of Mr. Johannes Dijsselhof as censor

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report, decides to ratify, in accordance with Article 26 of the Company's bylaws, the interim appointment by the Board of Directors during its meeting held on March 19, 2020, of Mr. Johannes Dijsselhof as censor of the Board of Directors. His term of office will expire at the end of the general meeting convened in 2021 to approve the financial statements of the Company for the financial year ending in 2020.

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS

Ratification of the interim appointment of Mr. Gilles Arditti as censor

13TH RESOLUTION

It is proposed, pursuant to the 13th resolution, to ratify the appointment by the Board of Directors, during its meeting held on March 19, 2020, of Mr. Gilles Arditti as censor pursuant to Article 26 of the Company's bylaws. This appointment will allow the Company to comply with the Copé-Zimmerman law providing for a maximum of 60% of same-sex Directors among the Board of Directors following Mr. Daniel Schmucki's interim appointment as director effective as of March 19, 2020.

It should be pointed out that the ratification of the interim appointment of Mr. Daniel Schmucki as director as well as the appointment of Mr. Gilles Arditti as director, as of, and subject to, completion of the Transaction, are the subject-purpose of the 11th and 15th resolution respectively.

Mr. Gilles Arditti's term of office as censor would expire at the earliest of (i) the date of completion of the acquisition of control of Ingenico or (ii) the end of the general meeting convened in 2021 to approve the financial statements of the Company for the financial year ending December 31, 2020. Mr. Gilles Arditti was appointed director on April 30, 2014 upon proposal of Atos SE and resigned from his term of office on March 16, 2020, following the Atos SE' sale of a 13.1% stake in Worldline dated February 4, 2020 and in accordance with the agreements entered into between Atos SE and SIX Group AG at the time of the acquisition of SIX Payment Services and further amended.

As censor, Mr. Gilles Arditti will attend the Board of Directors in his capacity as observer and allow the Directors to be provided, through the observations he may make, with additional clarification on important issues the Board should decide on. He may also be part of the Committees of the Board of Directors.

Additional information on Mr. Gilles Arditti can be found in page 75 of this brochure.

THIRTEENTH RESOLUTION

Ratification of the appointment of Mr. Gilles Arditti as censor

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report, decides to ratify, in accordance with Article 26 of the Company's bylaws, the interim appointment by the Board of Directors during its meeting held on March 19, 2020, of Mr. Gilles Arditti as censor of the Board of Directors. His term of office will expire at the earliest of (i) the date of completion of the acquisition of control of Ingenico or (ii) the end of the general meeting convened in 2021 to approve the financial statements of the Company for the financial year ending in 2020.

Ratification of the interim appointment of Mr. Pierre Barnabé as director and then as censor

14TH RESOLUTION

It is proposed, pursuant to the 14th resolution, to ratify the interim appointment of Mr. Pierre Barnabé as director (from October 24, 2019 until November 15, 2019), decided by the Board on October 24, 2019 in replacement of Mr. Thierry Breton having resigned, and then as censor of the Board of Directors (from November 15, 2019 until March 3, 2020), reflecting the agreements in place with Atos SE in the context of the acquisition of SIX Payment Services and further amended.

Mr. Pierre Barnabé resigned from his duties as censor of the Board of Directors effective as of March 3, 2020 following Atos SE's reduced participation in the Company's share capital since February 4, 2020.

FOURTEENTH RESOLUTION

Ratification of the interim appointment of Mr. Pierre Barnabé as member of the Board of Directors and then as censor

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report, decides to ratify, in accordance with Articles 14 and 26 of the Company's bylaws, the interim appointment by the Board of Directors during its meeting held on October 24, 2019 of Mr. Pierre Barnabé as director, in replacement of Mr. Thierry Breton who resigned and, during its meeting held on November 15, 2019, as censor of the Board of Directors.

The General Meeting takes note of the resignation of Mr. Pierre Barnabé as censor of the Board of Directors with effect from March 3, 2020.

Appointment of Mr. Gilles Arditti

15TH RESOLUTION

It is proposed, pursuant to the 15th resolution, to appoint Mr. Gilles Arditti as Director, reflecting the Combination Agreement which provides for his appointment as of, and subject to, completion of the Transaction.

His term of office would begin on the date of completion of the acquisition of control of Ingenico and would expire at the end of the general meeting convened in 2023 to approve the financial statements of the Company for the financial year ending December 31, 2022.

Mr. Gilles Arditti was initially appointed as director on April 30, 2014 upon proposal of Atos SE, a position he resigned from on March 16, 2020 following Atos SE's sale of a 13.1% stake in Worldline dated February 4, 2020.

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS

Nevertheless, the Board of Directors noted that Mr. Gilles Arditti's deep knowledge of the Group's business and challenges and its governance since the IPO was considered to be of great value for the Board's operation and would therefore justify keeping him at Board level *in his own name*. He would then not act as a director appointed upon Atos SE's proposal and he will then not represent Atos SE in any way. As emphasized by the Nomination and Remuneration Committee, Mr. Gilles Arditti's strong individual attendance rate at the Board and Committees' meetings in particular in 2019 (97% on average) reflects his strong dedication to the accomplishment of his mission as director as well as his valuable contribution to the works of the Board and the Committees.

Mr. Gilles Arditti has served and still serves in high profile positions, in particular as Executive Vice President Investor Relations & Internal Audit of Atos SE.

Additional information on Mr. Gilles Arditti can be found in page 75 of this brochure.

FIFTEENTH RESOLUTION

Appointment, subject to condition precedent, of Mr. Gilles Arditti 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, and subject to the condition precedent of the completion of the acquisition of control of Ingenico Group (RCS Paris 317 218 758), decides to appoint Mr. Gilles Arditti as member of the Board of Directors of the Company, with effect from the completion date of the acquisition aforementioned.

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 2023 to approve the financial statements for the financial year ending in 2022.

Appointment of Mr. Bernard Bourigeaud

16TH RESOLUTION

It is proposed, pursuant to the 16th resolution, to appoint Mr. Bernard Bourigeaud as director, reflecting the Combination Agreement which provides for his appointment as of, and subject to, completion of the Transaction.

His term of office would begin on the date of completion of the acquisition of control of Ingenico and would expire at the end of the general meeting convened in 2023 to approve the financial statements of the Company for the financial year ending December 31, 2022.

Mr. Bernard Bourigeaud has served and still serves in high profile positions, in particular as Chairman of the Board of Ingenico. He also has in particular a deep and longstanding experience in the IT and payment sectors.

Additional information on Mr. Bernard Bourigeaud can be found in page 76 of this brochure.

According to the Combination Agreement as of and subject to the closing of the Transaction, Mr. Bernard Bourigeaud is expected to chair the Board of Directors until the end of his term of office as described above.

SIXTEENTH RESOLUTION

Appointment, subject to condition precedent, of Mr. Bernard Bourigeaud 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, and subject to the condition precedent of the completion of the acquisition of control of Ingenico Group (RCS Paris 317 218 758), decides to appoint Mr. Bernard Bourigeaud as member of the Board of Directors of the Company, with effect from the completion date of the acquisition aforementioned.

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 2023 to approve the financial statements for the financial year ending in 2022.

Appointment of Mr. Thierry Sommelet

17TH RESOLUTION

It is proposed, pursuant to the 17th resolution, to appoint Mr. Thierry Sommelet as director, upon proposal of Bpifrance, reflecting the Combination Agreement which provides for his appointment as director representing Bpifrance as of, and subject to, completion of the Transaction.

The contemplated representation of Bpifrance within the Board of Directors aims to reflect its public support to the Transaction and its intent to consider increasing its shareholding in Worldline to a level close to its current shareholding in Ingenico and to become a long term reference shareholder of Worldline.

His term of office would begin on the date of completion of the acquisition of control of Ingenico and would expire at the end of the general meeting convened in 2023 to approve the financial statements of the Company for the financial year ending December 31, 2022.

Mr. Thierry Sommelet has served and still serves in high profile positions, in particular as a member of the Board of Directors of Ingenico. Mr. Thierry Sommelet is Executive Director of the Mid & Large Caps department in charge of the Technology, Media and Telecom sector, and a member of the Management Committee of Bpifrance Investissement. Mr. Thierry Sommelet has more than fifteen years of investment experience in companies, listed or not, in the TMT sector.

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Additional information on Mr. Thierry Sommelet can be found in page 77 of this brochure.

SEVENTEENTH RESOLUTION

Appointment, subject to condition precedent, of Mr. Thierry Sommelet 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, and subject to the condition precedent of the completion of the acquisition of control of Ingenico Group (RCS Paris 317 218 758), decides to appoint Mr. Thierry Sommelet as member of the Board of Directors of the Company, with effect from the completion date of the acquisition aforementioned.

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 2023 to approve the financial statements for the financial year ending in 2022.

Appointment of Mr. Michael Stollarz

18TH RESOLUTION

It is proposed, pursuant to the 18th resolution, to appoint Mr. Michael Stollarz as director, upon proposal of Deutscher Sparkassen Verlag GmbH ("DSV"), reflecting the Combination Agreement which provides for the appointment of a representative of DSV as of, and subject to, completion of the Transaction.

His term of office would begin on the date of completion of the acquisition of control of Ingenico and would expire at the end of the general meeting convened in 2022 to approve the financial statements of the Company for the financial year ending December 31, 2021.

After 12 years with Handelsblatt, Mr. Michael Stollarz took over the management of Hubert Burda International GmbH and became Head of Digital Strategy and developed the "International Business" division. He was then appointed partner at Executive Interim Partners GmbH and shortly afterwards managing director of Flick Gocke Schaumburg. Michael Stollarz then joined DSV. In addition to his role as Managing Director of DSV, Michael Stollarz is a member of several supervisory boards, advisory boards and committees.

Additional information on Mr. Michael Stollarz can be found in page 78 of this brochure.

EIGHTEENTH RESOLUTION

Appointment, subject to condition precedent, of Mr. Michael Stollarz 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, and subject to the condition precedent of the completion of the acquisition of control of Ingenico Group (RCS Paris 317 218 758), decides to appoint Mr. Michael Stollarz as member of the Board of Directors of the Company, with effect from the completion date of the acquisition aforementioned.

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 2022 to approve the financial statements for the financial year ending in 2021.

Appointment of Ms. Caroline Parot

19TH RESOLUTION

It is proposed, pursuant to the 19th resolution, to appoint Ms. Caroline Parot as director reflecting the Combination Agreement which provides for the appointment of directors from the Ingenico Board of Directors as of, and subject to, completion of the Transaction.

Her term of office would begin on the date of completion of the acquisition of control of Ingenico and would expire at the end of the general meeting convened in 2022 to approve the financial statements of the Company for the financial year ending December 31, 2021.

Ms. Caroline Parot has served and still serves in high profile positions, in particular as a member of the Board of Directors of Ingenico, and as Chairperson of the Management Board of the Europcar Group. She joined Europcar in 2011 and was appointed Chief Financial Officer in March 2012, then General Director Finance and Chairperson of the Management Board in November 2016.

Additional information on Ms. Caroline Parot can be found in page 79 of this brochure.

NINETEENTH RESOLUTION

Appointment, subject to condition precedent, of Ms. Caroline Parot 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, and subject to the condition precedent of the completion of the acquisition of control of

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS

Ingenico Group (RCS Paris 317 218 758), decides to appoint Ms. Caroline Parot as member of the Board of Directors of the Company, with effect from the completion date of the acquisition aforementioned.

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 2022 to approve the financial statements for the financial year ending in 2021.

Appointment of Ms. Agnès Audier

20TH RESOLUTION

It is proposed, pursuant to the 20th resolution, to appoint Ms. Agnès Audier as director reflecting the Combination Agreement which provides for the appointment of directors from the Ingenico Board of Directors as of the date of, and subject to, completion of the Transaction.

Her term of office would begin on the date of completion of the acquisition of control of Ingenico and would expire at the end of the general meeting convened in 2021 to approve the financial statements of the Company for the financial year ending December 31, 2020.

Ms. Agnès Audier has served and still serves in high profile positions, in particular as a member of the Board of Directors of Ingenico. Ms. Agnès Audier is a senior advisor to the Boston Consulting Group (BCG) and a consultant specializing in supporting start-ups and transformations in the Tech and HealthTech sectors.

Additional information on Ms. Agnès Audier can be found in page 80 of this brochure.

TWENTIETH RESOLUTION

Appointment, subject to condition precedent, of Ms. Agnès Audier 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, and subject to the condition precedent of the completion of the acquisition of control of Ingenico Group (RCS Paris 317 218 758), decides to appoint Ms. Agnès Audier as member of the Board of Directors of the Company, with effect from the completion date of the acquisition aforementioned.

This term of office is granted for a period of one (1) year that will expire at the end of the general meeting convened in 2021 to approve the financial statements for the financial year ending in 2020.

Appointment of Ms. Nazan Somer Özelgin

21ST RESOLUTION

It is proposed, pursuant to the 21st resolution, to appoint Ms. Nazan Somer Özelgin as director reflecting the Combination Agreement which provides for the appointment of directors from the Ingenico Board of Directors as of, and subject to, completion of the Transaction.

Her term of office would begin on the date of completion of the acquisition of control of Ingenico and would expire at the end of the general meeting convened in 2021 to approve the financial statements of the Company for the financial year ending December 31, 2020.

Ms. Nazan Somer Özelgin has served and still serves in high profile positions, in particular as member of the Board of Directors of Ingenico. Ms. Nazan Somer Özelgin is a non-executive member of the Supervisory Board of Unicredit (Romania), Zagrebacka Banka (Unicredit Croatia) and Mapfre Insurance (Turkey).

Additional information on Ms. Nazan Somer Özelgin can be found in page 81 of this brochure.

TWENTY-FIRST RESOLUTION

Appointment, subject to condition precedent, of Ms. Nazan Somer Özelgin 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, and subject to the condition precedent of the completion of the acquisition of control of Ingenico Group (RCS Paris 317 218 758), decides to appoint Ms. Nazan Somer Özelgin as member of the Board of Directors of the Company, with effect from the completion date of the acquisition aforementioned.

This term of office is granted for a period of one (1) year that will expire at the end of the general meeting convened in 2021 to approve the financial statements for the financial year ending in 2020.

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS

Mandate of Statutory and Substitute Auditors

22ND AND 23RD RESOLUTIONS

Renewal of the mandate of Grant Thornton as Statutory Auditors

22ND RESOLUTION

The Board of Directors proposes to you, in accordance with the recommendation of the Audit Committee, pursuant to the 22nd resolution, to renew the term of office of the principal Statutory Auditors, Grant Thornton, which is due to expire at the end of this General Meeting, for a period of six (6) financial years that will expire at the end of the 2026 General Meeting convened to approve the financial statements of the Company for the financial year ending in 2025.

TWENTY-SECOND RESOLUTION

Renewal of the mandate of Grant Thornton as Statutory Auditors

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report, and noting that the mandate of Grant Thornton as Statutory Auditors will expire at the end of this meeting, decides, upon proposal of the Board of Directors, to renew its mandate for a period of six (6) years, that will expire at the end of the general meeting convened in 2026 to approve the financial statements for the financial year ending in 2025.

Acknowledgment of the termination of the mandate of IGEC as Substitute Auditors

23RD RESOLUTION

The Board of Directors proposes to you, pursuant to the 23rd resolution, to acknowledge the termination of the mandate of IGEC as Substitute Auditors, which is due to expire at the end of this General Meeting.

TWENTY-THIRD RESOLUTION

Acknowledgment of the termination of the mandate of IGEC as Substitute Auditors

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report, and noting that the mandate of IGEC as Substitute Auditors will expire at the end of this meeting, acknowledges the termination of the mandate of

IGEC as Substitute Auditors and decides, in compliance with the applicable legal provisions and Article 27 of the Company's bylaws, not to appoint a replacement.

Approval of the remuneration paid to Corporate Officers for the financial year ending December 31, 2019

24TH, 25TH AND 26TH RESOLUTIONS

Section G.3.2 of the 2019 Universal Registration Document set forth the required information on the compensation of Corporate Officers (Chairman and Chief Executive Officer, Deputy Chief Executive Officer and directors) (i) paid for the financial year ending December 31, 2019 and (ii) awarded in respect of that year, and that you are requested to approve pursuant to paragraph II of Article L.225-100 of the French Commercial Code (24th resolution).

Under the 25th and 26th resolutions, you are requested, in accordance with paragraph III of Article L.225-100 of the French Commercial Code, to approve the compensation paid or awarded to Mr. Gilles Grapinet (Chairman and Chief Executive Officer) and to Mr. Marc-Henri Desportes (Deputy Chief Executive Officer), for the financial year ending December 31, 2019, in consideration of their office.

Approval of the information on Corporate Officers' compensation referred to in I of Article L.225-37-3 of the French Commercial Code

24TH RESOLUTION

Under the 24th resolution, we request you, in accordance with paragraph II of Article L.225-100 of the French Commercial Code, to approve the information published pursuant to Article L.225-37-3 of the French Commercial Code regarding the elements of compensation and benefits paid for the financial year ending December 31, 2019 or awarded in respect of that year to the Corporate Officers, as described in the Board of Directors' report on corporate governance set forth, and reproduced in the 2019 Universal Registration Document, Section G.3.2.

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 Senior Executive Officers due to their mandate and underpinning the compensation policy that is relevant to them in 2019, have been submitted to the shareholders' vote, and approved during the Company's General Meeting which was held on April 30, 2019 (19th and 20th resolutions).

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS

TWENTY-FOURTH RESOLUTION

Approval of the information on Corporate Officers' compensation referred to in I of Article L.225-37-3 of the French Commercial Code

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, approves, in accordance with paragraph II of Article L.225-100 of the French Commercial Code, the information referred to in I of Article L.225-37-3 of said Code, as described in the Company's report on corporate governance, and reproduced in the 2019 Universal Registration Document, Section G, sub-section G.3.2.

Approval of the elements of compensation and benefits paid for the financial year ending December 31, 2019 or awarded for the same to Mr. Gilles Grapinet, Chairman and Chief Executive Officer

25TH RESOLUTION

Under the 25th resolution, we request you, in accordance with paragraph III of Article L.225-100 of the French Commercial Code, to approve the elements of compensation and benefits paid for the financial year ending December 31, 2019 or awarded in respect of that year to Mr. Gilles Grapinet, as described in the Board of Directors' report on corporate governance set forth, and reproduced in the 2019 Universal Registration Document, Section G.3.2.3.

In this context, the elements of compensation and benefits related to financial year 2019 paid or awarded to Mr. Gilles Grapinet, Chairman and Chief Executive Officer, by the Board of Directors, upon proposal of the Nomination and Remuneration Committee, are summarized hereafter.

It is reminded 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 2019, have been submitted to the shareholders' vote, and approved during the Company's General Meeting which was held on April 30, 2019 (19th resolution).

It is also reminded that Mr. Thierry Breton, Chairman of the Board of Directors (non-executive Senior Officer) until October 24, 2019, did not receive any compensation related to his office within the Company since 2014.

TWENTY-FIFTH RESOLUTION

Approval of the elements of compensation and benefits paid for the financial year ending December 31, 2019 or awarded for the same to Mr. Gilles Grapinet, Chairman and Chief Executive Officer

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, consulted pursuant to paragraph III of Article L.225-100 of the French Commercial Code, approves the fixed, variable and exceptional elements making up the total compensation and benefits of all kind paid in respect of the financial year ending December 31, 2019 or awarded in respect of that year to Mr. Gilles Grapinet, by reason of his office as Chief Executive Officer, and then by reason of his office as Chairman and Chief Executive Officer, as presented in the Company's report on corporate governance, and mentioned in the 2019 Universal Registration Document, Section G, sub-section G.3.2.3.

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS

Elements of compensation submitted to the shareholders' vote	Amounts paid for the past financial year (in euros)	Amounts awarded for the past financial year or accounting value (in euros)	Comments
Fixed compensation	605,740	605,740	Fixed compensation due and awarded for the fiscal year 2019 to Mr. Gilles Grapinet as Chief Executive Officer of Worldline – for additional information, refer to section G.3.2.3 of the 2019 Universal Registration Document, paragraph "Fixed compensation".
Variable compensation	517,848 (amount awarded for the financial year 2018 and paid in 2019 after approval by the shareholders' general meeting held on April 30, 2019)	711,457 (amount awarded for the 2019 financial year and to be paid in 2020 after approval by the shareholders' general meeting called to approve the financial statements of the Company for the 2019 financial year)	Variable compensation paid in 2019 (i.e. awarded for the 2018 financial year) – for additional information, refer to section G.3.2.2 of the 2018 Registration Document. Variable compensation awarded for the 2019 financial year – for additional information, refer to section G.3.2.3 of the 2019 Universal Registration Document, paragraph "Variable compensation".
Value of stock-options granted during the year (*1)	0	208,688	Grant of 26,250 stock-options to Mr. Gilles Grapinet – for additional information, refer to section G.3.2.3 of the 2019 Universal Registration Document, paragraph "Long term compensation".
Value of performance shares granted during the year (*1)	0	1,072,050	Grant of 26,250 performance shares to Mr. Gilles Grapinet – for additional information, refer to section G.3.2.3 of the 2019 Universal Registration Document, paragraph "Long term compensation".
Exceptional compensation	0	0	Mr. Gilles Grapinet did not receive any exceptional compensation as Chief Executive Officer of Worldline.
Directors' compensation	0	0	Mr. Gilles Grapinet did not receive any compensation awarded to directors as Chief Executive Officer of Worldline.
Benefits in kind	11,541	11,541	Company vehicle with driver.
Complementary and supplementary pension plans	0	0	No amount was paid or awarded to Mr. Grapinet in 2019 – for additional information, refer to section G.3.2.3 of the 2019 Universal Registration Document, paragraph "Complementary and supplementary pensions plans".
Compensatory allowance	0	0	No amount was paid or awarded to Mr. Gilles Grapinet in 2019 since he continues to perform his duties with Worldline - for additional information, refer to section G.3.2.3 of the 2019 Universal Registration Document, paragraph "Compensatory allowance".
Other elements of compensation	642	642	Holidays bonus due by virtue of collective agreement to all employees of Atos International SAS – for additional information, refer to section G.3.2.3 of the 2019 Universal Registration Document, paragraph "Other elements of compensation".
Social protection schemes (employer's contribution)	4,715	4,715	Employer's contribution to the healthcare and welfare schemes – for additional information, refer to section G.3.2.3 of the 2019 Universal Registration Document, paragraph "Social protection schemes".
Compensation paid by a company in the scope of consolidation (*2)	331,082	331,082	Compensation received by Mr. Gilles Grapinet pursuant to his employment contract with Atos International SAS for the period beginning January 1 st , 2019 and ending January 31 st , 2019 (i.e. 1/3 of his total compensation not reinvoiced to Worldline) – for additional information, refer to section G.3.2.3 of the 2019 Universal Registration Document, paragraph "Compensation paid by a company in the scope of consolidation".
Total	1,471,568	2,945,915	

(*1) Fair value determined pursuant to IFRS 2 standard retained for the consolidated financial statements;

(*2) This compensation is presented for information purposes only as it was not awarded to Mr. Gilles Grapinet for his duties as Chief Executive Officer of Worldline and is therefore not submitted to the shareholders' vote.

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS

Approval of the elements of compensation and benefits paid for the financial year ending December 31, 2019 or awarded for the same to Mr. Marc-Henri Desportes, Deputy Chief Executive Officer

26TH RESOLUTION

Under the 26th resolution, you are requested, in accordance with paragraph III of Article L.225-100 of the French Commercial Code, to approve the elements of compensation and benefits paid for the financial year ending December 31, 2019 or awarded in respect of that year to Mr. Marc-Henri Desportes, as described in the Board of Directors' report on corporate governance set forth, and reproduced in the 2019 Universal Registration Document, Section G.3.2.4.

In this context, the elements of compensation and benefits related to financial year 2019 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 summarized 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 2019, have been submitted to the shareholders' vote, and approved during the Company's General Meeting which was held on April 30, 2019 (20th resolution).

TWENTY-SIXTH RESOLUTION

Approval of the elements of compensation and benefits paid for the financial year ending December 31, 2019 or awarded for the same 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 paragraph III of Article L.225-100 of the French Commercial Code, approves the fixed, variable and exceptional elements making up the total compensation and benefits of all kind paid in respect of the financial year ending December 31, 2019 or awarded in respect of that year 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 2019 Universal Registration Document, Section G, sub-section G.3.2.4.

Elements of compensation submitted to the shareholders' vote	Amounts paid for the past financial year (in euros)
Fixed compensation	350,000
Variable compensation	149,713(*1) (amount awarded for the financial year 2018 and paid in 2019 after approval by the shareholders' general meeting held on April 30, 2019)
Value of stock-options granted during the year (*2)	0
Value of performance shares granted during the year (*2)	0
Exceptional compensation	0
Directors' compensation	0
Benefits in kind	2,922
Complementary and supplementary pension plans	0
Other elements of compensation	72
Social protection schemes (employer's contribution)	5,166
Total	507,873

(*1) The variable remuneration relating to July 2018 and paid in April 2019 relates to a period where Mr. Marc-Henri Desportes was not Deputy Chief Executive Officer and has not been taken into account.
(*2) Fair value determined pursuant to IFRS 2 standard retained for the consolidated financial statements;

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS

	Amounts awarded for the past financial year or accounting value (in euros)	Comments
	350,000	Fixed compensation due and awarded for the fiscal year 2019 to Mr. Marc-Henri Desportes as Deputy Chief Executive Officer of Worldline – for additional information, refer to section G.3.2.4 of the 2019 Universal Registration Document, paragraph “Fixed compensation”.
	356,053 (amount awarded for the 2019 financial year and to be paid in 2020 after approval by the shareholders’ general meeting called to approve the financial statements of the Company for the 2019 financial year)	Variable compensation paid in 2019 (i.e. awarded for the 2018 financial year) – for additional information, refer to section G.3.2.2 of the 2018 Registration Document. Variable compensation awarded for the 2019 financial year – for additional information, refer to section G.3.2.4 of the 2019 Universal Registration Document, paragraph “Variable compensation”.
	108,120	Grant of 13,600 stock-options to Mr. Marc-Henri Desportes – for additional information, refer to section G.3.2.4 of the 2019 Universal Registration Document, paragraph “Long term compensation”.
	555,424	Grant of 13,600 performance shares to Mr. Marc-Henri Desportes – for additional information, refer to section G.3.2.4 of the 2019 Universal Registration Document, paragraph “Long term compensation”.
	0	Mr. Marc-Henri did not receive any exceptional compensation as Deputy Chief Executive Officer of Worldline.
	0	Mr. Marc-Henri Desportes has not been appointed as director and therefore did not receive any compensation awarded to directors.
	2,922	Company vehicle without driver.
	0	Mr. Marc-Henri Desportes does not benefit from any complementary or supplementary pension plans.
	72	Holidays bonus due by virtue of collective agreement to the Deputy Chief Executive Officer and other employees of Worldline – for additional information, refer to section G.3.2.4 of the 2019 Universal Registration Document, paragraph “Other elements of compensation”.
	5,166	Employer’s contribution to the healthcare and welfare schemes – for additional information, refer to section G.3.2.4 of the 2019 Universal Registration Document, paragraph “Social protection schemes”.
	1,377,757	

Approval of the compensation policy applicable to Corporate Officers

27TH, 28TH AND 29TH RESOLUTIONS

In the context of the 27th, 28th and 29th resolutions, you are requested, in accordance with paragraph II of Article L.225-37-2 of the French Commercial Code, to approve the compensation policy applicable to the Corporate Officers by reason of their office, for the 2020 financial year.

These features and criteria, set by the Board of Directors upon recommendation of the Nomination and Remuneration Committee, are presented in the 2019 Universal Registration Document, Section G.3.1.

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 in 2021 on the financial statements of the Company for the financial year ending in 2020.

Approval of the compensation policy applicable to non-executive directors

27TH RESOLUTION

In the context of the 27th resolution, you are requested, in accordance with paragraph II of Article L.225-37-2 of the French Commercial Code to approve the compensation policy applicable to non-executive directors by reason of their office, for the 2020 financial year.

These features and criteria, set by the Board of Directors upon recommendation of the Nomination and Remuneration Committee, are presented in the 2019 Universal Registration Document, Sections G.3.1.1 and G.3.1.2.

TWENTY-SEVENTH RESOLUTION

Approval of the compensation policy applicable to non-executive directors

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, approves, pursuant to paragraph II of Article L.225-37-2 of the French Commercial Code, the compensation policy applicable to non-executive directors by reason of their office, for the 2020 financial year, as presented in the 2019 Universal Registration Document, Section G, sub-sections G.3.1.1 and G.3.1.2.

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS

Approval of the compensation policy applicable to the Chairman and Chief Executive Officer

28TH RESOLUTION

In the context of the 28th resolution, you are requested, in accordance with paragraph II of Article L.225-37-2 of the French Commercial Code to approve the compensation policy applicable to the Chairman and Chief Executive Officer by reason of his office, for the 2020 financial year.

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 2019 Universal Registration Document, Sections G.3.1.1 and G.3.1.3.

TWENTY-EIGHTH RESOLUTION

Approval of the compensation policy applicable to the Chairman and Chief Executive Officer

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, approves, pursuant to paragraph II of Article L.225-37-2 of the French Commercial Code, the compensation policy applicable to the Chairman of the Board of Directors and Chief Executive Officer by reason of his office, for the 2020 financial year, as presented in the 2019 Universal Registration Document, Section G, sub-sections G.3.1.1 and G.3.1.3.

Approval of the compensation policy applicable to the Deputy Chief Executive Officer

29TH RESOLUTION

In the context of the 29th resolution, you are requested, in accordance with paragraph II of Article L.225-37-2 of the French Commercial Code to approve the compensation policy applicable to the Deputy Chief Executive Officer by reason of his office, for the 2020 financial year.

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 2019 Universal Registration Document, Sections G.3.1.1 and G.3.1.4.

TWENTY-NINTH RESOLUTION

Approval of the compensation policy applicable to the Deputy Chief Executive Officer

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, approves, pursuant to paragraph II of Article L.225-37-2 of the French Commercial Code, the compensation policy applicable to the Deputy Chief Executive Officer by reason of his office, for the 2020 financial year, as presented in the 2019 Universal Registration Document, Section G, sub-sections G.3.1.1 and G.3.1.4.

Share buyback program

30TH 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 corporate officers 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 31st 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 at any time (i.e. representing a maximum number of 18,276,445 shares on the basis of the share capital as of December 31, 2019).

The maximum purchase price shall not exceed € 95 per share (excluding fees).

Consequently, the maximum amount of the funds assigned to the buyback program shall thus be € 1,736,262,275 on the basis of the share capital as of December 31, 2019.

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS

This authorization will enter into force for a duration of 18 months starting on the earlier of (i) the expiration of the share buyback program decided by the Combined General Meeting held on April 30, 2019 (21st resolution) and (ii) the completion of the public tender regarding the shares and OCEANEs issued by Ingenico Group.

This authorization would cancel and replace, for the unused part by the Board of Directors, the authorization granted by the Combined General Meeting of April 30, 2019 pursuant to its 21st resolution.

THIRTIETH RESOLUTION

Authorization granted to the Board of Directors for the purpose of purchasing, holding 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 (or arrange for the purchase of) 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, (iii) free awards of shares in particular under the framework set by Articles L.225-197-1 *et seq.* of the French Commercial Code, (iv) performance shares plan implemented by the entities acquired by the Company and (v) 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 31st resolution of this General Meeting, hereafter.

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

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

The purchase of shares shall not exceed, at any time, a maximum number of shares representing 10% of the share capital of the Company (i.e. for reference as of December 31, 2019, 18,276,445 shares), 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 (i) the number of shares acquired with a view to their retention and future delivery in connection with a merger, demerger or contribution may not exceed 5% of the share capital and (ii) where the shares are repurchased in the context of a liquidity contract in accordance with the conditions dans les conditions specified by the General Regulation of the AMF, 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 occasion, on a regulated market, or via a multilateral trading facility, or a systematic internalizer or over the counter, including by public tender offering or by block purchases or sales (with no limit on the portion of the share repurchase program), and where required, by derivative financial instrument (traded on a regulated market or a multilateral trading facility via a systematic internalizer or over the counter) or by warrants or securities giving access to Company shares, or the implementation of optional strategies such as purchases or sales of purchase or sale options, or by the issuance of securities giving access to the Company's capital by conversion, exchange, redemption, exercise of a warrant or any other means to Company shares held by this latter party, and when the Board of Directors or the person acting upon the Board of Directors' authority, under conditions laid down in the law, decides in compliance with the relevant legal and regulatory provisions.

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS

The maximum purchase price shall not exceed EUR 95 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 1,736,262,275 as calculated on the basis of the share capital as at December 31, 2019, this maximum amount may be adjusted to take in account the amount of the capital on the day of the General Meeting.

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

This authorization is given for a duration of eighteen (18) months, starting from the earlier of (i) the expiration of the share buyback program decided by the Combined General Meeting held on April 30, 2019 (21st resolution) and (ii) the completion of the public tender regarding the shares and OCEANEs issued by Ingenico Group.

This authorization shall revoke, from its entry into force, for the unused part, the authorization given by the 21st resolution of the General Meeting of April 30, 2019.



REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS

Extraordinary items

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

31ST 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 22nd resolution of the Combined General Meeting of April 30, 2019.

THIRTY FIRST 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 (i.e. for reference as of December 31, 2019, 18,276,445 shares), 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 22nd resolution of the General Meeting of April 30, 2019.

Extraordinary resolutions relating to the contemplated acquisition of Ingenico Group

32ND TO 36TH RESOLUTIONS

The resolutions 32 to 36 proposed to you hereinafter are part of the contemplated acquisition of Ingenico announced on February 3, 2020.

The Combination Agreement, which governs the terms and conditions of the acquisition of Ingenico, provides that the Transaction will be carried out in the form of a friendly tender offer.

The terms of the tender offer, as defined in the Combination Agreement (subject to adjustments resulting from a distribution prior to or on the settlement date of the tender offer, if any), are set out below:

Offer relating to Ingenico shares:

- Primary Offer: 11 Worldline shares and 160.50 euros for 7 Ingenico shares;
- Secondary exchange offer: 56 Worldline shares in exchange for 29 Ingenico shares; and
- Secondary cash offer: 123.10 euros per Ingenico share, based on a "mix and match" mechanism.

Ingenico shareholders will be able to tender their shares in the Primary Offer and/or the Secondary Offers. Tenders in any of the Secondary Offers will be subject to proration and allocation adjustments that will ensure that, in the aggregate, the number of Worldline shares issued and the amount of cash paid by Worldline shall be equal to those issued and paid if all shares had been tendered in the Primary Offer.

Offer relating to the OCEANES issued by Ingenico:

- Mixed offer: 998 euros and 4 shares for 7 Ingenico OCEANES tendered; and
- Cash offer: 179 euros per Ingenico OCEANE.

This Transaction will create the world's number four player in payment services with circa 20,000 employees in approximately 50 countries with physical presence. Upon closing, the new combined group would offer best-in-class payment services to nearly 1 million merchants and 1,200 financial institutions.

The completion of the Transaction remains subject to customary conditions precedent, in particular the receipt of regulatory and competition authority clearances, as well as the approval by Worldline's General Shareholders' Meeting of the resolutions allowing the issuance of Worldline shares to be delivered in consideration for the shares tendered to the offer and other resolutions allowing the implementation of the Combination Agreement.

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS

The Transaction will also be subject to the condition that Worldline acquires a number of Ingenico shares representing at least 60% of Ingenico's share capital, on a fully diluted basis, in accordance with Article 231-9, II of the AMF General Regulation. Worldline may, however, waive this acceptance threshold.

Moreover, in case of completion of the Transaction, it is intended that Worldline will contribute, to Payone, the joint venture owned by Ingenico in partnership with Deutscher SparkassenVerlag GmbH and S-Payment GmbH ("DSV") (respectively for 52% and 48%), its Merchant Services activities in Germany and Austria, in order to combine the retail activities of the combined group in these regions into this joint venture which will be controlled by the Worldline Group. As part of the agreement signed with DSV on February 2, 2020, Worldline also committed to make its best efforts to appoint a member of the Worldline Board of Directors on the proposal of DSV (see 18th resolution of this General Meeting).

Bpifrance Participations, which holds approximately 5.31% of Ingenico's share capital, has undertaken to tender its shares to the Worldline offer under the terms of a commitment subject to conditions of revocability in accordance with customary practice and applicable regulations. This agreement also provides for the appointment of a representative of Bpifrance Participations to the Board of Directors of Worldline (see 17th resolution of this General Meeting). Such appointment shall be maintained provided that Bpifrance Participations holds at least 4% of the share capital of Worldline no later than 10 weeks prior to the 2021 Worldline shareholders' meeting. Assuming Bpifrance Participations maintains the stake held to date in Worldline, i.e. 3.61% of Worldline's share capital¹, this threshold is expected to be reached upon completion of the Transaction given the stake held by Bpifrance in Ingenico.

SIX Group AG undertook to vote in favor of the resolutions necessary to implement the Transaction and publicly announced its full support to the contemplated Transaction (see 5th and 6th resolutions of this General Meeting).

Atos SE also communicated to Worldline and publicly announced its support to the contemplated Transaction and that it will vote in favor of the corresponding resolutions for its implementation during the relevant General Meeting of Worldline shareholders, with all the Worldline shares it will hold at that time.

It is envisaged that the acquisition of control of Ingenico by Worldline will be completed in the third quarter of 2020.

Delegation to the Board of Directors of authority to decide the issue of shares as part of a public offering with an exchange component initiated by the Company, without preferential subscription rights on the securities of Ingenico

32ND RESOLUTION

This delegation is intended to allow the Board of Directors to issue shares, without preferential subscription rights, in France and/or abroad, (excluding preferred shares) for the purpose of paying

for securities transferred to the Company in the context of one or several securities exchange takeover bid(s) made in France (whether as a primary, secondary and/or alternative offer, with or without the payment of an additional payment in cash (*soulte*)) and the consequences thereof (including for the purposes of any re-opening of the offer and any subsequent offer to an initial offer and, if applicable, for the purposes of any option to receive securities of the Company in connection with a squeeze-out as well as in connection with any put or call options that may be entered into in connection with the takeover bid (in particular with employees or former employees and executives or former executives of the Ingenico group)) that would be initiated by the Company on the shares and bonds convertible into new shares and/or exchangeable for existing shares of the company (OCEANEs) issued or to be issued by the Ingenico.

It is planned that the Company will enter into liquidity agreements with the beneficiaries of free shares granted by Ingenico on the grounds of the provisions of Article L.225-197-1 *et seq.* of the French Commercial Code.

In the context of this resolution, and in view of its specific features aimed at compensating securities that would be tendered to the public offer initiated by the Company, you are therefore asked to waive your preferential subscription right (DPS). Indeed, it is specified that no priority subscription right would be granted to shareholders in the context of such an issue.

The maximum nominal amount of the capital increases without preferential subscription rights that may be carried out immediately or in the future under this delegation would be set at EUR 72,500,000. The nominal amount of the issuances that would be carried out pursuant to this delegation is set autonomously and separately from the limits of other delegations of authority to increase the share capital and will not count (i) towards the limit stipulated by paragraph 2 of the 37th resolution of this General Meeting or (ii) on any sublimit stipulated in any other resolution of this General Meeting, and in particular the amount of the sublimit provided for in paragraph 3 of the 38th resolution of this General Meeting.

If necessary, said cap shall be increased by the nominal amount of any shares issued in the event of further financial transactions in order to preserve, in accordance with the legal and regulatory provisions and/or, as the case may be, the contractual stipulations providing for other cases of adjustment, the rights of holders of securities giving access to the share capital.

This delegation could also be used to deliver Worldline shares in exchange for Ingenico shares to beneficiaries of free shares granted by Ingenico to its employees and executives. Depending on applicable regulations and constraints, the exchange of these Ingenico shares for Worldline shares could be carried out pursuant to this resolution, the 33rd resolution and/or the 34th resolution submitted to this General Meeting.

It is specified that the Board of Directors would be authorized to take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company until the end of the offer period.

This delegation has a purpose distinct from that of the 38th resolution and survives and produces its effects for the initial period of twenty-six (26) months from its adoption.

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS

THIRTY-SECOND RESOLUTION

Delegation to the Board of Directors of authority to decide the issue of shares as part of a public offering with an exchange component initiated by the Company, without preferential subscription rights on the securities of Ingenico

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

1. delegates to the Board of Directors, with the power to sub-delegate under the conditions prescribed by law, its authority to increase the share capital on one or more occasions, in such proportions and at such times as it shall see fit, in France and/or abroad, by way of the issue of shares (excluding preferred shares) for the purpose of paying for securities transferred to the Company in the context of one or several securities exchange takeover bid(s) made in France (whether as a primary, secondary and/or alternative offer, with or without the payment of an additional payment in cash (*soulte*)) and the consequences thereof (including for the purposes of any re-opening of the offer and any subsequent offer to an initial offer and, if applicable, for the purposes of any option to receive securities of the Company in connection with a squeeze-out as well as in connection with any put or call options that may be entered into in connection with the takeover bid (in particular with employees or former employees and executives or former executives of the Ingenico group)) that would be initiated by the Company on the shares and bonds convertible into new shares and/or exchangeable for existing shares of the company (OCEANes) issued or to be issued by the company Ingenico Group (RCS Paris 317 218 758) ("Ingenico");

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

3. resolves to limit the amounts of the capital increases authorized in the event that this delegation of authority is used by the Board of Directors as follows:

- the maximum nominal amount of the capital increases that may be carried out pursuant to this delegation, whether immediately or in the future, shall be EUR 72,500,000, it being specified that this amount is set autonomously and separately from the limits of other delegations of authority to increase the share capital and will not count (i) towards the limit stipulated by paragraph 2 of the 37th resolution of this General Meeting or (ii) on any sublimit stipulated in any other resolution of this General Meeting, and in particular the amount of the sublimit provided for in paragraph 3 of the 38th resolution of this General Meeting;

- if necessary, said cap shall be increased by the nominal amount of any shares issued in the event of further financial transactions in order to preserve, in accordance with the legal and regulatory provisions and/or, as the case may be, the contractual stipulations providing for other cases of adjustment, the rights of holders of securities giving access to the share capital;

4. resolves that the Board of Directors is allowed to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company until the end of the offer period;

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

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

- decide to increase capital;
- draw up a list of securities to be contributed on the exchange, set the conditions for the issuance, the exchange ratio as well as the amount of any additional payment in cash (*soulte*), if any, determine the terms and conditions of an issuance for an OPE, an alternative purchase or exchange offer, or an offer to purchase or exchange the securities in question in exchange for payment in securities and cash (mixed offer) whether or not accompanied by a subsidiary public exchange offer and/or a subsidiary public tender offer, whether or not accompanied by a "mix and match" mechanism as developed by custom, and/or any other form of public offer with a principal, subsidiary or alternative exchange component in accordance with the applicable regulations on public offers;
- decide the amount of the capital increase, the issue price and the amount of the contribution premium that will be recorded as a liability in the balance sheet to which the rights of all shareholders will relate, corresponding to the difference between the issue price of the shares and their nominal value;
- on its sole initiative, charge the costs of the capital increases to the amount of the associated premium and deduct from said amount the sums necessary to fund the statutory reserve;
- formally record completion of each capital increase and amend the bylaws accordingly;
- carry out all formalities and declarations, require any necessary authorization; and
- in general, enter into any agreement, in particular to complete the contemplated issues successfully, and take any measures and complete any formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority, together with the exercise of the rights attached thereto.

7. officially notes that this delegation has a purpose distinct

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS

from that of the 38th resolution and survives and takes effects for the initial period of twenty-six (26) months as from the date of this General Meeting.

Delegation to the Board of Directors of authority to decide the issue of shares, without preferential subscription rights, reserved for people with certain characteristics

33RD RESOLUTION

This delegation would allow the Board of Directors to issue shares, without preferential subscription rights, in France and/or abroad, (excluding preferred shares) or securities giving access to the Company's share capital reserved for beneficiaries of free shares granted by Ingenico on the basis of the provisions of Article L.225-197-1 *et seq.* of the French Commercial Code, holders of Ingenico shares through a company savings plan and/or a group savings plan or through a company mutual fund.

The shares may be subscribed for in cash, by the set-off of receivables, or partly by the capitalization of reserves, profits or premiums.

It is planned that the Company will enter into liquidity agreements with the beneficiaries of free shares granted by Ingenico on the grounds of the provisions of Article L.225-197-1 *et seq.* of the French Commercial Code.

In the context of this resolution, and in view of its specific features, you are therefore asked to waive your preferential subscription right (DPS). Indeed, this capital increase would be reserved to the benefit of the above-mentioned persons who meet the specified characteristics and therefore no priority subscription right would be granted to shareholders in the context of such an issue.

The maximum nominal amount of the capital increases without preferential subscription rights that may be carried out immediately or in the future under this delegation would be set at EUR 1,500,000. The nominal amount of the issuances that would be carried out pursuant to this delegation is set autonomously and separately from the limits of other delegations of authority to increase the share capital and will not count (i) towards the limit stipulated by paragraph 2 of the 37th resolution of this General Meeting or (ii) on any sublimit stipulated in any other resolution of this General Meeting, and in particular the amount of the sublimit provided for in paragraph 3 of the 38th resolution of this General Meeting.

If necessary, said cap shall be increased by the nominal amount of any shares issued in the event of further financial transactions in order to preserve, in accordance with the legal and regulatory provisions and/or, as the case may be, the contractual stipulations providing for other cases of adjustment, the rights of holders of securities giving access to the share capital.

The subscription price per share for each issue would be equal to the average of the quoted share price of Worldline on the regulated market of Euronext Paris over the twenty (20) trading sessions preceding the date of exercise of the option either by (i) the

concerned beneficiary of the liquidity contract or, as the case may be (ii) the date at which the Company has exercised its option.

This delegation of authority could be used to deliver Worldline shares in exchange for Ingenico shares to the beneficiaries of free shares granted by Ingenico to its employees and senior executives. In accordance with the applicable regulations and constraints, the exchange of these Ingenico shares for Worldline shares could be carried out pursuant to this resolution, the 32nd resolution and/or the 34th resolution submitted to the General Meeting.

It is specified that the Board of Directors would be authorized to take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company until the end of the offer period.

The period of validity of this delegation would be set at eighteen (18) months.

THIRTY-THIRD RESOLUTION

Delegation to the Board of Directors of authority to decide the issue of shares, without preferential subscription rights, reserved for people with certain characteristics

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report and the statutory auditors' special report, and in accordance with the provisions of Articles L.225-129 *et seq.* of the French Commercial Code, and in particular those of Articles L.225-129-2, L.225-135, L.225-138 and L.228-91 *et seq.* of the same Code:

1. delegates to the Board of Directors, with the power to sub-delegate under the conditions prescribed by law, its authority to increase the share capital on one or more occasions, in such proportions and at such times as it shall see fit, in France and/or abroad, whether in euros or in any other currency or monetary unit established by reference to a basket of currencies, by way of the issue of shares (excluding preferred shares) or securities giving access to the Company's share capital, issued for consideration or for free, provided that the shares and other securities may be subscribed for in cash, by the set-off of receivables, or partly by the capitalization of reserves, profits or premiums;

2. resolves to cancel the preferential subscription rights of shareholders in respect of the securities that are the subject matter of this resolution, to the benefit of beneficiaries of free shares granted by Ingenico on the basis of the provisions of Article L.225-197-1 *et seq.* of the French Commercial Code, holders of Ingenico shares through a company savings plan and/or a group savings plan or through a company mutual fund;

3. resolves to limit the amounts of the capital increases authorized in the event that this delegation of authority is used by the Board of Directors as follows:

- the maximum nominal amount of the capital increases that may be carried out pursuant to this delegation, whether

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS

immediately or in the future, shall be EUR 1,500,000, it being specified that this amount is set autonomously and separately from the limits of other delegations of authority to increase the share capital and will not count (i) towards the limit stipulated by paragraph 2 of the 37th resolution of this General Meeting or (ii) on any sublimit stipulated in any other resolution of this General Meeting, and in particular the amount of the sublimit provided for in paragraph 3 of the 38th resolution of this General Meeting;

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

4. resolves that the Board of Directors may take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company until the end of the offer period;

5. sets the period of validity of the delegation of authority granted pursuant to this resolution at eighteen (18) months from the date of this General Meeting;

6. resolves that the subscription price per share for each issue shall be equal to the average of the quoted share price on the regulated market of Euronext Paris over the twenty (20) trading sessions preceding the date of exercise of the option either by (i) the concerned beneficiary of the liquidity contract or, as the case may be (ii) the date at which the Company has exercised its option;

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

- decide on the capital increase(s) and determine the securities to be issued;
- draw up a list of the beneficiaries of the aforementioned category, the number of securities and the characteristics of the securities to be allocated to each of them and decide, where appropriate, whether or not to make the delivery of securities subject to a possible payment in cash (*soulte*);
- decide on the amount of the capital increase, the issue price as well as the amount of the premium that may, if applicable, be requested at the time of the issue;
- determine the manner of payment for the shares or securities giving access to the share capital to be issued, including by way of offsetting debts;
- determine, if necessary, the terms of exercise of the rights attached to the shares and, in particular, determine, even retroactively, the effective date from which the new shares will carry entitlement to dividends, together with any other terms and conditions for completion of the capital increase;
- set the terms and conditions under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange securities issued or to be issued, immediately or in the future,

in order to cancel them or not, in accordance with the law;

- provide for the suspension of the exercise of the rights attached to the issued securities as permitted by relevant laws and regulations;
- at its sole initiative, charge the costs of the capital increase against the amount of the related premiums and deduct from this amount the sums necessary to fund the legal reserve;
- determine, in accordance with legal and regulatory provisions, the terms and conditions under which the rights of holders of securities giving access to the capital will be preserved (including by means of a cash adjustment), where applicable;
- record the completion of each capital increase and make the corresponding amendments to the bylaws;
- enter into any agreement with all or part of the persons meeting the characteristics referred to in paragraph 2 of this resolution, including any liquidity contract (including put and/or call options) in the context of a public offer initiated by the Company for the securities of Ingenico, providing for the delivery of shares to be issued in the context of this resolution, as well as any related adjustment mechanism intended to take into account the impact of transactions on the share capital of Ingenico or the Company;
- in general, enter into any agreement, in particular in order to successfully complete the planned issues, take all measures and carry out all formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority and for the exercise of the rights attached thereto.

Delegation to the Board of Directors of authority to decide the issue of shares or securities giving access to the share capital, without preferential subscription rights, in consideration for contributions in kind relating to equity securities or securities giving access to the capital

34TH RESOLUTION

You are being asked to renew the authorization granted to the Board of Directors during the Combined General Meeting of May 24, 2018 to proceed, within the limits of private exchange offering(s), to operations of external growth financed by shares or by securities giving access to the share capital issued by the Company as consideration for contributions in kind to the Company consisting of equity securities or securities giving access to the share capital (cf. description of these financial titles during the presentation of the 38th resolution). In the context of this resolution, you are asked to waive your preferential subscription rights ("DPS") in order to grant the Board of Directors with the flexibility required to grasp external growth opportunities that could arise.

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS

It is planned that the Company will enter into liquidity contracts with the beneficiaries of free shares granted by Ingenico on the basis of the provisions of Article L.225-197-1 *et seq.* of the French Commercial Code.

The nominal amount of the share capital increases without DPS that may be carried out immediately or in the future by virtue of this delegation is set to 10% of the share capital at the date of this General Meeting.

The nominal amount of the issuances that would be carried out pursuant to this delegation will be deducted from the aggregate cap stipulated in paragraph 2 of the 37th resolution, and, in case of share capital increases without DPS, from the sub-cap stipulated in paragraph 3 of the 38th resolution or, if applicable, from any limit that may be stipulated by any resolution of the same nature that may supersede said resolutions during the period of validity of this delegation of authority.

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

If necessary, said cap shall be increased by the nominal amount of any shares issued in the event of further financial transactions in order to preserve, in accordance with the legal and regulatory provisions and/or, as the case may be, the contractual stipulations providing for other cases of adjustment, the rights of holders of securities giving access to the share capital.

This delegation could be used to deliver Worldline shares in exchange for Ingenico shares to beneficiaries of free shares granted by Ingenico to its employees and senior executives. Depending on applicable regulations and constraints, the exchange of these Ingenico shares for Worldline shares could be carried out pursuant to this resolution, the 32nd resolution and/or the 33rd resolution submitted to this General Meeting.

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

The period of validity of this authorization would be set at twenty-six (26) months. For information, the delegation having the same object granted by the Combined General Meeting of May 24, 2018, has not been used.

THIRTY-FOURTH RESOLUTION

Delegation to the Board of Directors of authority to decide the issue of shares or securities giving access to the share capital, without preferential subscription rights, in consideration for contributions in kind relating to equity securities or securities giving access to the capital

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report and the statutory auditors' special report, and in accordance with the provisions of Articles L.225-129 *et seq.* of the French Commercial Code, and in particular those of Article L.225-147, paragraph 6 of said Code and the provisions of Articles L.228-91 *et seq.* of said Code:

1. delegates all powers to the Board of Directors, with power to sub-delegate under the conditions prescribed by law, to increase the share capital on one or more occasions, to pay for contributions in kind made to the Company and consisting of equity securities or securities giving access to the share capital, when the provisions of Article L.225-148 of the French Commercial Code are not applicable, by issuing, on one or more occasions, shares (excluding preferred shares) or securities giving access to the share capital of the Company issued for consideration or for free, in accordance with Articles L.228-91 *et seq.* of the French Commercial Code;

2. decides that the maximum nominal amount of the capital increases that may be carried out whether immediately or in the future pursuant to this delegation is 10% of the share capital per year, it being specified that this amount will count towards (i) the limit stipulated by paragraph 2 of the 37th resolution of this General Meeting or, if applicable, towards any limit that may be stipulated by any resolution of the same nature that may supersede said resolution during the period of validity of this delegation of authority and (ii) the sublimit stipulated provided for in paragraph 3 of the 38th resolution of this General Meeting in the event of a capital increase without preferential subscription rights or, if applicable, towards any limit that may be stipulated by any resolution of the same nature that may supersede said resolution during the period of validity of this delegation of authority;

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

- decide upon the capital increase to pay for the contributions in kind and determine the securities to be issued;
- determine the list of the contributed securities, approve the valuation of the contributions, determine the conditions of the issue of the securities to pay for the contributions, and if necessary the amount of any additional cash payments (*soulte*) to be paid, approve the grant of special benefits,

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS

and, if the contributors consent, reduce the valuation of the contributions or the remuneration of the special benefits;

- determine the characteristics of the securities issued to pay for the contributions and determine the terms upon which, if necessary, the rights of holders of securities giving access to the share capital will be preserved;
- on its sole initiative, charge the costs of the capital increases to the amount of the associated premiums and deduct from such amount the sums necessary to fund the statutory reserve;
- determine the terms and conditions under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange securities issued or to be issued, immediately or in the future, in order to cancel them or not, in accordance with the laws ;
- formally note completion of each capital increase and amend the bylaws accordingly;
- in general, take any measures and complete any formalities necessary for the issue, listing, if applicable and financial servicing of the securities issued pursuant to this authorization, together with the exercise of the rights attached thereto;

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

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

6. officially notes that, with effect from the date hereof, this delegation cancels any as yet unused part of any previous authorization granted for the same purpose, i.e. any authorization relating to the issue of shares or securities giving access to the share capital, without preferential subscription rights, to pay for contributions in kind consisting of equity securities or securities giving access to the share capital.

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

Authorization to the Board of Directors to grant performance shares to the employees and corporate officers of Ingenico and/or its affiliated companies

35TH RESOLUTION

Context of the authorization request

It is proposed to you to authorize your Board of Directors, subject to the condition precedent of the completion of the Transaction, to grant performance shares to employees or corporate officers of Ingenico and/or of companies affiliated to it under terms and conditions aligned on the Worldline performance shares plan conditions, subject to taking into account, for the year 2020, the level of satisfaction of the internal performance conditions set forth in the Ingenico 2020 Performance Shares plan (to the extent possible).

The performance shares plan to be implemented pursuant to the present resolution is intended to substitute the performance shares plan granted by Ingenico in 2020.

Structure of the authorization

The main features of the plan would be as follows:

- a vesting period of at least two (2) years as from the grant date, ending at least three (3) years from the date of the Ingenico 2020 performance shares plan, without holding period;
- three internal financial performance indicators and one external performance condition related to the social and environmental responsibility of the Company, directly connected to key success factors for the achievement of the Group's ambitions as outlined in the strategic plan, the achievement of which, measured over the 3-year period, conditions the vesting in whole or in part of the performance shares;
- number of performance shares to be granted will be based on the exchange ratio of the secondary exchange offer as defined in the Combination Agreement (subject to rounding and adjustments).

Specific conditions of the authorization

1. Nature of the authorization

It is proposed to you to authorize your Board of Directors, for a duration of twenty-six (26) months, to grant, on one or more occasions, performance shares in favor of employees or corporate officers of Ingenico and/or of companies affiliated to it. The resolution submitted to your General Meeting also specifies that this authorization shall not cancel the authorization of the same kind to be granted by this General Meeting, in its 44th resolution.

2. Maximum amount of the authorization

The maximum amount of shares that may be granted pursuant to the proposed delegation shall not exceed 0.43% of the share capital on the day of this General Meeting.

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3. Vesting period

The grant of the shares to their beneficiaries will become final after a vesting period of at least two (2) years as from the grant date, ending on the third anniversary date of the grant of the Ingenico 2020 performance shares plan. No holding period will be applicable.

5. Performance conditions

As for the performance shares plan to be granted to employees or corporate officers of Worldline and/or its affiliated companies pursuant to the 44th resolution, the vesting of whole or part of the performance shares over a three (3) years period shall be subject to the achievement of three (3) internal financial performance indicators (the "Internal Financial Performance Indicators") directly connected to key success factors for the achievement of the Group's ambitions as outlined in the strategic plan and regularly disclosed to the shareholders: (i) Group Organic Revenue growth conditioning 30% of the grant, and (ii) Group Operating Margin before Depreciation and Amortization ("OMDA") conditioning 25% of the grant, and (iii) Group Free Cash Flow before acquisition/disposal and variation of equity and dividends ("FCF") conditioning 25% of the grant.

The external performance condition linked to the corporate social responsibility and based on three (3) combined external performance indicators, including carbon disclosure program, Eco Vadis and Gaia Index Certification, will condition 20% of the grant. The target achievement will be based on the ratings obtained at the end of the concerned period (in 2022).

Their target achievement levels will be aligned on the performance conditions applicable to performance shares to be granted to the employees and corporate officers of Worldline (see § 5 under the 44th resolution of this General Meeting), subject to taking into account, for the year 2020, the level of satisfaction of the internal performance conditions set forth in the Ingenico 2020 performance shares plan (to the extent possible).

The same elasticity curve as for the Options and performance shares to be granted under the 43rd and 44th resolutions respectively, defined before the crisis in connection with Covid-19 pandemic, will accelerate upwards and downwards the percentage of the grant related to each indicator according to its level of achievement over the vesting period (see § 5 under the 43rd resolution of this General Meeting).

The final number of vested performance shares shall in no circumstance be above the number initially granted.

6. Continued employment condition

Subject to certain exceptions provided for in the plan (e.g. death or invalidity), the vesting of the shares will be subject to the preservation of the status of Group's employee or corporate officer, by the beneficiary, during the vesting period. The presence condition will also include a waiver in case of forced departure within 18 months following a change of control.

THIRTY-FIFTH RESOLUTION

Authorization to the Board of Directors to grant performance shares to the employees and corporate officers of Ingenico 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 subject to the condition precedent of the completion of the acquisition of control of Ingenico Group (RCS Paris 317 218 758), authorizes the Board of Directors, with the power to sub-delegate 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 0.43% 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.

It is specified that the limit provided for in the preceding paragraph is set autonomously and separately and that the amount of the capital increases that may be carried out pursuant to this resolution will not count towards the limits stipulated by the 44th resolution of this General Meeting.

The beneficiaries of the grants authorized under this resolution must be employees or corporate officers of Ingenico and/or its subsidiaries or former employees or corporate officers of Ingenico and/or its subsidiaries who became employees or corporate officers of Worldline and/or its subsidiaries, 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.

The General Meeting determines the minimum vesting period pursuant to which the shares granted to their beneficiaries will become final at a period of two (2) years, ending at least three (3) years from the date of the Ingenico 2020 performance shares plan and that will be replaced by this performance shares plan, and gives all powers to the Board of Directors to set, if applicable, a vesting period longer than two (2) 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.

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS

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

The General Meeting delegates all powers to the Board of Directors with the possibility to sub-delegate 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(-ies) 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 statutory 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 twenty-six (26) months starting from the completion of the acquisition of control of Ingenico; that this authorization has a purpose distinct from that of the 44th resolution and survives and takes effects for the initial period of twenty-six (26) months as from its entry into force.

Amendment, subject to condition precedent, of Article 19 of the Company's bylaws to amend the age limit applicable to the Chairman of the Board of Directors

36TH RESOLUTION

In the context of the contemplated acquisition of Ingenico, it is contemplated to appoint Mr. Bernard Bourigeaud, currently Chairman of the Board of Directors of Ingenico, as non-executive Chairman of the Board of Directors of the Company until the end of his term of office as director. It should be pointed out that the appointment of Mr. Bourigeaud as director is the subject-purpose of the 16th resolution.

In order to allow for his appointment as Chairman of the Board of Directors, in accordance with the Combination Agreement, it is proposed that you amend, subject to completion of the Transaction, the clause in the bylaws that currently sets the age limit for the office of Chairman of the Board of Directors at 70 years old.

It is proposed that you set the age limit for the office of Chairman of the Board of Directors to 79 years of age. When this age limit is reached during the term of office, the Chairman of the Board of Directors would be deemed to have resigned automatically at the end of the Ordinary General Meeting following reaching the age of 79.

THIRTY-SIXTH RESOLUTION

Amendment, subject to condition precedent, of Article 19 of the Company's bylaws to amend the age limit applicable to the Chairman of the Board of Directors

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report, decides, subject to the condition precedent of the completion of the acquisition of control of Ingenico Group (RCS Paris 317 218 758), to amend Article 19 (Executive Committee of the Board of Directors) of the Company's bylaws.

The second paragraph of Article 19 shall now be worded as follows:

"The age limit for the exercising of the function of chairman of the board of directors is set at 79 under the conditions specified hereinafter. When, in the course of his functions, this age limit is reached, the chairman of the board of directors will be considered to have automatically resigned at the end of the ordinary general meeting following the reaching of the age of 79 years old."

The other provisions of Article 19 of the bylaws remain unchanged.

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS

Financial delegations

37TH, 38TH, 39TH AND 40TH RESOLUTIONS

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

37TH RESOLUTION

It is proposed that, as previously authorized by the Combined General Meeting of May 24, 2018, the Board of Directors should have the ability to increase the authorized share capital with preferential subscription rights ("DPS") in order to finance the Company's development, either by issuing shares (excluding preferred shares) or by issuing securities giving access to the share capital of the Company or any other company in which it holds, whether directly or indirectly, more than one-half of the capital (a "Subsidiary"). This resolution would also enable the issuance of securities giving access to the Company's or a Subsidiary's existing share capital or granting the rights to receive debt securities.

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

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

The global ceiling (see Article L.225-129-2 of the French Commercial Code) of share capital increases that may be carried out pursuant to the present resolution and the 34th, 38th, 39th, 40th and 42nd resolutions of this General Meeting would be fixed at 50% of the Company's share capital on the date of the General Meeting.

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

It is specified that, within this global ceiling, the nominal amount of the capital increases capable of being carried out, without DPS, in accordance with the 34th, 38th, 39th and 40th resolutions of this General Meeting should not exceed 10% of the share capital as stated at the date of this General Meeting.

This authorization and the 38th and 39th resolutions of this General Meeting as well, provide for the possibility of using all financial instruments giving access to share capital in order to maintain flexibility in carrying out growth or financing transactions and to perform transactions to optimize the Company's capital structure as well.

This resolution and certain resolutions submitted to this General Meeting would permit your Board of Directors to decide to issue securities giving access to the Company's share capital. The characteristics and details related to such securities are described below under the 38th resolution of this General Meeting.

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

The period of validity of this authorization would be set at twenty-six (26) months. For information, this delegation, as already granted by the Combined General Meeting of May 24, 2018, has not been used.

THIRTY-SEVENTH RESOLUTION

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

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report, and the statutory auditors' special report, and pursuant to the provisions of Articles L.225-129 *et seq.* of the French Commercial Code, in particular Articles L.225-129-2, L.225-132 à L.225-134 of said Code, and the provisions of Article L.228-91 *et seq.* of said Code:

1. delegates to the Board of Directors, with the right to sub-delegate under the conditions provided by law, its authority (i) to increase the share capital on one or more occasions, in France and/or abroad, in such proportions and at such times as it shall see fit, whether in euros or in any other currency or monetary unit established by reference to a basket of currencies, by issuing shares (excluding preferred shares) or securities governed by Articles L.228-92 paragraph 1, L.228-93 paragraph 1 and paragraph 3 or L.228-94 paragraph 2 of the French Commercial Code giving access to the share capital of the Company or any other company in which it holds, either directly or indirectly, more than one-half of the share capital (a "Subsidiary") (whether new or existing), for consideration or for free, in accordance with Articles L.228-91 *et seq.* of the French Commercial Code, provided that such shares and securities

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may be subscribed for in cash, by the set-off of debts or partly by the capitalization of reserves, profits or premiums, or, (ii) under the same conditions, to issue securities giving access to existing share capital of the Company or a Subsidiary or to a company which owns either directly or indirectly more than one half of its share capital or carrying a right to the allocation of debt securities in accordance with Articles L.228-92 paragraph 1, L.228-93 paragraph 1 and paragraph 3 or L.228-94 paragraph 2 of the French Commercial Code;

2. resolves that the maximum amounts of the capital increases authorized in the event that the Board of Directors uses this delegation of authority shall be as follows:

- the maximum nominal amount of the capital increases that may be carried out immediately or in the future pursuant to this delegation of authority shall be 50% of the share capital on the day of this General Meeting, it being specified that the nominal amount of share capital increases that may be carried out under this delegation and the 34th, 38th, 39th, 40th and 42nd resolutions of this General Meeting shall be 50% of the share capital on the day of this General Meeting;
- said cap shall, if necessary, be increased by the nominal amount of shares that may be issued in addition in the event of further financial transactions, in order to preserve the rights of holders of negotiable securities giving access to the share capital in compliance with the legal and regulatory provisions, and as applicable, the contractual provisions providing for other adjustment cases;
- it is specified that the limits provided for in the 32nd, 33rd, 35th, 41st, 43rd and 44th resolutions of this General Meeting are set autonomously and separately and that the amount of the capital increases that may be carried out pursuant to these resolutions will not count towards the total limit referred to above;

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

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

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

- resolves that shareholders will have a preferential right to subscribe for the issue or issues on an irreducible basis in proportion to the number of shares then owned by them;
- officially notes that the Board of Directors has the power to introduce a reducible subscription right;
- officially notes that this delegation of authority automatically involves the express waiver by shareholders, in favor of the holders of securities giving access to the capital of the

Company, which will be issued pursuant to this resolution, of their preferential subscription rights in respect of shares into which such securities are convertible, whether immediately or in the future;

- officially notes that in accordance with Article L.225-134 of the French Commercial Code, if irreducible, and, if applicable, reducible subscriptions do not absorb the entirety of the capital increase, the Board of Directors may exercise one or more of the following options under the conditions provided by law and in such order as it shall determine:
 - to limit the capital increase to the amount of the subscriptions, provided that said amount equals at least three quarters of the amount of the increase decided upon;
 - in its discretion, to distribute all or part of the shares, or, in the case of securities giving access to the share capital or carrying a right to the allocation of debt securities, such securities, the issue of which has been decided upon but that have not been subscribed;
 - to offer all or part of the shares or, in the case of securities giving access to the share capital or carrying a right to the allocation of debt securities, securities which have not been subscribed for, to the public in France or abroad;
- resolves that warrants to subscribe for the Company's shares may also be issued by way of free allocations to the owners of existing shares, provided that the Board of Directors shall have the option to decide that allocation rights in respect of fractional shares shall not be tradable and that the corresponding securities shall be sold;

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

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

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

- determine the manner of payment for the shares or securities giving access to the share capital to be issued immediately or in the future;
- if necessary, determine the terms of exercise of the rights (rights to conversion, exchange and redemption, including by the delivery of assets of the Company such as treasury shares or securities already issued by the Company, as the case may be) attached to the shares or securities giving access to the share capital to be issued and, in particular, determine, even retroactively, the effective date from which the new shares will carry entitlement to dividends, together with any other terms and conditions for completion of the capital increase;
- set the terms and conditions under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange securities issued or to be issued, immediately or in the future, in order to cancel them or not, in accordance with the law;
- provide for the suspension of the exercise of the rights attached to the issued securities as permitted by relevant laws and regulations;
- at its sole initiative, charge the costs of the capital increase to the amount of the associated premiums and deduct from said amount the sums necessary to fund the statutory reserve;
- determine and make any necessary adjustments to take into account the impact of transactions on the Company's capital, especially in the event of a change in the par value of the shares, increase in share capital by capitalization of reserves, free allocation of shares or equity securities, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting equity or share capital (including in case of a takeover bid and/or in the event of a change of control), and define, in accordance with legislative and regulatory provisions, the terms and conditions on which the rights of holders of securities giving access to the share capital (including through cash adjustments) will be protected, if necessary;
- formally records completion of each capital increase and amend the bylaws accordingly;
- in general, enter into any agreement, in particular to ensure successful completion of the planned issuances, and take

any measures and carry out any formalities relevant for the issuance, listing and financial servicing of the securities issued pursuant to this delegation of authority, together with the exercise of the rights attached thereto;

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

Issue of shares and/or securities giving access, immediately or in the future, to the share capital of the Company or its affiliated companies through public offerings, with cancellation of the DPS

38TH AND 39TH RESOLUTIONS

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

38TH RESOLUTION

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

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

In the context of this resolution, you are asked to waive your DPS. In fact, depending on market conditions, the types of investor concerned by the issue and the category of securities issued, it may be preferable, or even necessary, to waive the DPS, in order to place the securities under the best possible conditions, in particular when the speed of the transactions is a vital condition for their success, or when the securities are issued on foreign financial markets. This type of cancellation can make it possible to obtain a greater pool of capital as a result of more favorable issue conditions.

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS

In exchange for the cancellation of DPS, your Board of Directors could implement a priority right, on a reducible basis where applicable.

The nominal maximum amount of the capital increases with waiver of DPS that may be carried out immediately or in the future, pursuant to this authorization, would be set at 10% of the Company's share capital on the date of the General Meeting. The nominal amount of the capital increases capable of being carried out, without DPS, in accordance with the present resolution and the 34th, 39th and 40th resolutions of this General Meeting should not exceed 10% of the share capital as stated at the date of this General Meeting.

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

The issue price of the shares issued directly would be at least equal to the minimum stipulated by the regulatory provisions that are applicable on the issue date (currently, the weighted average prices of the last three trading sessions on the regulated market of Euronext Paris preceding the public offer minus a maximum discount of 10%, after adjusting this average, if necessary, in the event of a difference between the dividend entitlement dates).

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

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

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

In accordance with the law, the authorizations granted by this General Meeting, for the purpose of issuing securities giving access to share capital entail a waiver by the shareholders of their DPS for equity shares to which such securities grant an entitlement. If the resolutions were adopted, by operation of law, you would waive your DPS to any shares that the Company would issue in order to redeem a bond redeemable in shares.

The issue price of the securities that give access to the capital would be set in such a way that, for all shares issued as a result of securities that give access to the capital, the total that the Company receives in respect of said securities that give access to the capital is at least equal to the minimum regulatory price per share (as said price stood on the date of issue of the securities that give access to the capital).

This resolution, as well as the 37th and 39th resolutions presented to this General Meeting, would allow your Board of Directors to issue securities carrying a right to allocation of debt securities, such as bonds with warrants attached and bonds convertible or redeemable by any other debt security or shares with warrants attached. Where applicable, these securities may have warrants attached that carry a right to the allotment, acquisition or subscription for bonds or other debt securities. If these resolutions are adopted, your Board of Directors may determine the nature and characteristics of the securities to be created that will carry a right to the allotment of debt securities. Where necessary, the Board of Directors may, in particular, decide at the time of issue or during the existence of the securities concerned:

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

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

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

The period of validity of this delegation of authority would be set at twenty-six (26) months. For information, the delegation having the same object granted by the Combined General Meeting of May 24, 2018, has not been used.

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It is noted that this delegation has a purpose distinct from that of the 32nd resolution and survives and takes effects for the initial period of twenty-six (26) months as from the date of the General Meeting.

THIRTY-EIGHTH RESOLUTION

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

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report and the statutory auditors' special report, and in accordance with Articles L.225-129 *et seq.* of the French Commercial Code, in particular Articles L.225-129-2, L.225-135, L.225-136 and L.225-18 of said Code, and with Article L.228-91 *et seq.* of said Code:

1. delegates to the Board of Directors, with the power to sub-delegate subject to applicable law, its authority (i) to decide to increase the share capital, on one or more occasions, in the proportions and at the times it sees fit, in France and/or abroad, through an offer other than the offers covered by Article L.411-2 paragraph 1 of the French Monetary and Financial Code, in euros or in any other currency or monetary unit established by reference to a basket of currencies, by issuing shares (other than preferred shares) or securities as governed by Articles L.228-92 paragraph 1, L.228-93 paragraph 1 and paragraph 3 or L.228-94 paragraph 2 of the French Commercial Code giving access to the Company's share capital or to a company in which the Company owns more than one half of the share capital, either directly or indirectly (a "Subsidiary") (whether in the form of new or existing shares) issued for consideration or for free, governed by Article L.228-91 *et seq.* of the French Commercial Code, provided that the shares and other securities may be subscribed for in cash, by the set-off of receivables, or partly by the capitalization of reserves, profits or premiums, or, (ii) under the same conditions, to decide to issue securities giving access to the existing share capital of the Company or a Subsidiary or to a company which owns either directly or indirectly more than one half of its share capital or carrying a right to the allocation of debt securities governed by Articles L.228-92 paragraph 1, L.228-93 paragraph 1 and paragraph 3 or L.228-94 paragraph 2 of the French Commercial Code. These securities may, in particular, be issued for the purpose of paying the securities transferred to the Company in the context of a securities exchange takeover bid made in France and/or abroad in accordance with local rules (for examples, in the context of a « reverse merger ») in relation to securities satisfying the conditions set out in Article L.225-148 of the French Commercial Code;

2. delegates to the Board of Directors, with the power to sub-delegate as permitted by law, its authority to decide to issue shares or securities giving access to the Company's share capital to be issued following the issue, by companies of which the Company directly or indirectly owns more than half the share capital, of securities giving access to the Company's share capital. This resolution automatically entails an unconditional waiver, in favor of the future holders of securities that may be issued by Group companies, by existing shareholders of their preferential subscription rights with respect to shares or securities giving access to the share capital of the Company to which any such future securities may give access;

3. resolves to limit the amounts of the capital increases authorized in the event that this delegation of authority is used by the Board of Directors as follows:

- the maximum nominal value of the capital increases that may, be carried out, immediately or in the future, pursuant to this delegation of authority shall be 10% of the share capital on the day of this General Meeting, it being specified (i) that this amount will be deducted from the aggregate cap stipulated in paragraph 2 of the 37th resolution of this General Meeting, or, if applicable, towards any limit that may be stipulated by any resolution of the same nature that may supersede said resolution during the period of validity of this delegation of authority and (ii) the nominal amount of the share capital increases that may be carried out pursuant to this resolution and the 34th, 39th and 40th resolutions of this General Meeting shall be deducted from this amount;
- if necessary, said cap shall be increased by the nominal amount of any shares issued in the event of further financial transactions in order to preserve the rights of holders of securities giving access to the share capital in accordance with the legal and regulatory provisions and/or, as the case may be, the contractual stipulations providing for other cases of adjustment;
- it is specified that the limits provided for in the 32nd, 33rd, 35th, 41st, 42nd, 43rd, and 44th resolutions of this General Meeting are set separately and autonomously and that the amount of the capital increases that may be carried out pursuant to these resolutions will not count towards the sublimit referred to above;

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

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

6. resolves to cancel the preferential subscription rights of shareholders in respect of the securities that are the subject matter of this resolution, while nevertheless giving the Board of Directors the option, pursuant to Article L.225-135, paragraph 5 of the French Commercial Code, to grant shareholders, for such period and on such terms as it shall determine in accordance with the applicable legal and regulatory provisions, and in

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respect of all or part of an issue, a priority subscription period not giving rise to the creation of tradeable rights, and which must be exercised in proportion to the number of shares owned by each shareholder and may potentially be supplemented by a reducible subscription, provided that the securities not subscribed for in said manner will be the subject of a public offering in France and/or abroad;

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

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

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

- the issue price of the shares issued directly shall be at least equal to the minimum provided by the regulatory provisions applicable on the date of issue (currently, the weighted average price of the three last trading sessions on the regulated market of Euronext Paris preceding the public offering minus 10 %), after adjusting this average, if necessary, in the event of a difference between the dividend entitlement dates;
- the issue price of the securities giving access to the share capital and the number of shares into which each security is convertible, redeemable, or otherwise transformable shall be such that the amount received immediately by the Company plus any amount to be received subsequently by the Company will be, for each share issued as a consequence of the issuance of such securities, at least equal to the minimum subscription price defined in the previous paragraph;

10. notes that the provisions referred to in paragraph 9 will not apply in cases referred to in Article L.225-148 of the French Commercial Code;

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

- decide to increase the share capital and determine the securities to be issued;
- decide the amount of the capital increase, the issue price and the amount of the premium that may, if necessary, be requested upon issue;
- determine the dates and terms of the capital increase, the nature, the number and characteristics of the securities to be created; decide, in addition, in the case of bonds or other debt securities (including the securities conferring a right to

the allocation of debt securities referred to in Article L.228-91 of the French Commercial Code), whether they will be subordinated or not (and, if so, their level of subordination, in accordance with the provisions of Article L.228-97 of the French Commercial Code), set their interest rate (in particular fixed or variable interest or zero or indexed coupon), and provide, if necessary, for compulsory or optional cases of suspension or non-payment of interest, provide for their term (fixed or perpetual), the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including providing them with guarantees or security interests) and redemption (including repayment by the delivery of assets of the Company); if necessary, these securities may be coupled with warrants conferring a right to the allocation, acquisition or subscription of bonds or other securities representing debt, or may provide for the Company to have the option to issue debt securities (whether of a similar nature or otherwise) by way of payment of interest payment of which has been suspended by the Company, or alternatively could take the form of complex bonds as defined by the market authorities (for example, by reason of the terms of redemption or remuneration or other rights such as indexation, possibility of options); and amend the terms referred to above during the term of the securities concerned, in compliance with the applicable formalities;

- determine the manner of payment for the shares or securities giving access to the share capital to be issued immediately or in the future;
- if necessary, determine the terms of exercise of the rights (rights to conversion, exchange and redemption, including by the delivery of assets of the Company such as treasury shares or securities already issued by the Company, as the case may be) attached to the shares or securities giving access to the share capital to be issued and, in particular, determine, even retroactively, the effective date from which the new shares will carry entitlement to dividends, together with any other terms and conditions for completion of the capital increase;
- set the terms and conditions under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange securities issued or to be issued, immediately or in the future, in order to cancel them or not, in accordance with the law;
- provide for the ability, if necessary, to suspend the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions;
- in the event of an issuance of securities for the purpose of paying for shares contributed in the context of a public exchange offer (*offre publique d'échange* (OPE)), draw up a list of securities to be contributed on the exchange, set the conditions for the issuance, the exchange ratio as well as the amount of any additional payment in cash (*soulte*), if any, the terms for setting the price provided for in paragraph 9 of this resolution not being applicable, and determine the terms and conditions of an issuance for an OPE, an alternative purchase or exchange offer, a single offer to buy or trade securities in consideration for a payment in securities or cash, a principal public tender offer (*offre publique d'achat* (OPA))

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or public exchange offer accompanied by a subsidiary public exchange offer or public tender offer, or any other form of public offer with an exchange component complying with the law and regulations applicable to such a public offer;

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

12. officially notes that, with effect from the date hereof, this delegation cancels any as yet unused part of any previous delegation granted for the same purpose, i.e. any delegation of authority relating to capital increases without preferential subscription rights to subscribe for shares and/or securities giving access to the share capital of the Company and/or the issuance of securities giving right to the allocation of debt securities by means of a public offering, it being specified that this delegation has a purpose distinct from that of the 32nd resolution and survives and takes effects for the initial period of twenty-six (26) months as from the date of this General Meeting.

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

39TH RESOLUTION

You are being asked within the framework of this resolution to renew in favor of the Board of Directors an authorization to allow the Company to issue shares through public offerings mentioned in Article L.411-2, II of the French Monetary and Financial Code with an increase in share capital or offers in combined securities without a preferential right to subscription ("DPS") only for (i) persons who provide investment services of portfolio management of third party accounts or (ii) qualified investors or a limited circle of investors, with the limit that these investors act for their own account.

The purpose of this delegation is to optimize capital-raising for the Company and benefit from more favorable market conditions, because said financing method is both faster and simpler than capital increase based on public offering. You are asked to waive your DPS in order to allow the Board of Directors to perform private placement financing transactions in a simplified manner by issuing, in France and/or abroad, shares and/or securities giving access to the share capital of the Company or any other company in which it holds, whether directly or indirectly, more than one-half of the capital (a "Subsidiary"). This resolution would also enable the issuance of securities giving access to the Company's or a Subsidiary's existing share capital or securities that grant entitlement to allocations of debt securities.

The nominal amount of increases in capital without DPS that could be carried out immediately or in the future, pursuant to this delegation of authority, is set to 10% of the Company's share capital on the date of the General Meeting. The nominal amount of the issuances that would be carried out pursuant to this delegation will be deducted from the aggregate cap stipulated in paragraph 2 of the 37th resolution, or, if applicable, from any limit that may be stipulated by any resolution of the same nature that may supersede said resolution during the period of validity of this delegation of authority. The nominal amount of the share capital increases without DPS that may be carried out pursuant to the present resolution and the 38th and 40th resolutions of this General Meeting shall be deducted from the sub-cap stipulated in paragraph 3 of the 38th resolution, or, if applicable, from any limit that may be stipulated by any resolution of the same nature that may supersede said resolution during the period of validity of this delegation of authority.

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

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As in the previous two resolutions, this authorization would allow issuance of new shares or securities giving access to share capital or securities that grant entitlement to allocation of debt securities (cf. description of the securities contained in the explanation for the 38th resolution). The issue price of the shares and securities issued directly would be set in the same way as in the 38th resolution.

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

The period of validity of this authorization would be set at twenty-six (26) months. For information, the delegation having the same object granted by the Combined General Meeting of May 24, 2018, has not been used.

THIRTY-NINTH RESOLUTION

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

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report and the statutory auditors' special report, and in accordance with Articles L.225-129 *et seq.* of the French Commercial Code, in particular Articles L.225-129-2, L.225-135, and L.225-136 of said Code, Article L.228-91 *et seq.* of said Code and Article L.411-2, 1° of the French Monetary and Financial Code:

1. delegates to the Board of Directors, with the power to sub-delegate subject to applicable law, its authority (i) to decide to increase the share capital, on one or more occasions, in the proportions and at the times it sees fit, in France and/or abroad, through a public offer covered by Article L.411-2, 1° of the French Monetary and Financial Code, in euros or in any other currency or monetary unit established by reference to a basket of currencies, by issuing shares (other than preferred shares) or securities as governed by Articles L.228-92 paragraph 1, L.228-93 paragraph 1 and paragraph 3 or L.228-94 paragraph 2 of the French Commercial Code giving access to the Company's share capital or to a company in which the Company owns more than one half of the share capital, either directly or indirectly (a "Subsidiary") (whether in the form of new or existing shares) issued for consideration or for free, governed by Article L.228-91 *et seq.* of the French Commercial Code, provided that the shares and other securities may be subscribed for in cash, by the set-off of receivables, or partly by the capitalization of reserves, profits or premiums, or (ii)

under the same conditions, to decide to issue securities giving access to the existing share capital of the Company or a Subsidiary or carrying a right to the allocation of debt securities governed by Articles L.228-92 paragraph 1, L.228-93 paragraph 1 and paragraph 3 or L.228-94 paragraph 2 of the French Commercial Code;

2. delegates to the Board of Directors, with the power to sub-delegate as permitted by law, its authority to decide to issue shares or securities giving access to the Company's share capital to be issued following the issue, by companies of which the Company directly or indirectly owns more than half the share capital, of securities giving access to the Company's share capital.

This resolution automatically entails an unconditional waiver, in favor of the future holders of securities that may be issued by Group companies, by existing shareholders of their preferential subscription rights with respect to shares or securities giving access to the share capital of the Company to which any such future securities may give access;

3. resolves to limit the amounts of the capital increases authorized in the event that this delegation of authority is used by the Board of Directors as follows:

- the maximum nominal value of the capital increases that may, be carried out, immediately or in the future, pursuant to this delegation of authority shall be 10% of the share capital on the day of this General Meeting, it being specified (i) that this amount will count towards the limit stipulated in paragraph 2 of the 37th resolution of this General Meeting, or, if applicable, towards any limit that may be stipulated by any resolution of the same nature that may supersede said resolution during the period of validity of this delegation of authority and (ii) towards the sublimit provided for in paragraph 3 of the 38th resolution of this General Meeting in the event of a capital increase without preferential subscription rights or, if applicable, towards any limit that may be stipulated by any resolution of the same nature that may follow said resolution during the period of validity of this delegation of authority ;
- in any event, equity securities issued under this delegation shall not exceed the limits provided for in the regulations applicable on the date of the issue; and
- if necessary, said cap shall be increased by the nominal amount of any shares issued in the event of further financial transactions in order to preserve, in accordance with the legal and regulatory provisions and/or, as the case may be, the contractual stipulations providing for other cases of adjustment, the rights of holders of securities giving access to the share capital;

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

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

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

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

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

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

- the issue price of the shares issued directly shall be at least equal to the minimum provided by the regulatory provisions applicable on the date of issue (currently, the weighted average price of the three last trading sessions on the regulated market of Euronext Paris preceding the public offering, minus 10%), after adjusting this average, if necessary, in the event of a difference between the dividend entitlement dates;
- the issue price of the securities giving access to the share capital and the number of shares into which each security is convertible, redeemable, or otherwise transformable shall be such that the amount received immediately by the Company plus any amount to be received subsequently by the Company will be, for each share issued as a consequence of the issuance of such securities, at least equal to the minimum subscription price defined in the previous paragraph;

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

- decide to increase the share capital and determine the securities to be issued;
- decide the amount of the capital increase, the issue price and the amount of the premium that may, if necessary, be requested upon issue;
- determine the dates and terms of the capital increase, and the nature and characteristics of the securities to be created; decide, in addition, in the case of bonds or other debt securities (including the securities conferring a right to the allocation of debt securities referred to in Article L.228-91 of the French Commercial Code), whether they will be subordinated or not (and, if so, their level of subordination, in accordance with the provisions of Article L.228-97 of the French Commercial Code), set their interest rate (in particular fixed or variable interest or zero or indexed coupon), and

provide, if necessary, for compulsory or optional cases of suspension or non-payment of interest, provide for their term (fixed or perpetual), the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including providing them with guarantees or security interests) and redemption (including repayment by the delivery of assets of the Company); if necessary, these securities may be coupled with warrants conferring a right to the allocation, acquisition or subscription of bonds or other securities representing debt, or may provide for the Company to have the option to issue debt securities (whether of a similar nature or otherwise) by way of payment of interest payment of which has been suspended by the Company, or alternatively could take the form of complex bonds as defined by the market authorities (for example, by reason of the terms of redemption or remuneration or other rights such as indexation, possibility of options); and amend the terms referred to above during the term of the securities concerned, in compliance with the applicable formalities;

- determine the manner of payment for the shares or securities giving access to the share capital to be issued immediately or in the future;
- if necessary, determine the terms of exercise of the rights (rights to conversion, exchange and redemption, including by the delivery of assets of the Company such as treasury shares or securities already issued by the Company, as the case may be) attached to the shares or securities giving access to the share capital to be issued and, in particular, determine, even retroactively, the effective date from which the new shares will carry entitlement to dividends, together with any other terms and conditions for completion of the capital increase;
- set the terms and conditions under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange securities issued or to be issued, immediately or in the future, in order to cancel them or not, in accordance with the law;
- provide for the ability, if necessary, to suspend the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions;
- on its sole initiative, charge the costs of the capital increases to the amount of the associated premiums and deduct from said amount the sums necessary to fund the statutory reserve;
- determine and make any necessary adjustments to take into account the impact of transactions on the Company's capital, especially in the event of a change in the par value of the shares, increase in share capital by capitalization of reserves, free allocation of shares or equity securities, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting equity or share capital (including in case of a takeover bid and/or in the event of a change of control), and define, in accordance with the legislative and regulatory provisions, the terms and conditions on which the rights of holders of securities convertible into Company shares (including through cash adjustments) will be protected, if necessary;

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- formally record completion of each capital increase and amend the bylaws accordingly;
- in general, enter into any agreement, in particular to complete the contemplated issues successfully, and take any measures and complete any formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority, together with the exercise of the rights attached thereto;

11. officially notes that, with effect from the date hereof, this delegation cancels any as yet unused part of any previous delegation granted for the same purpose, i.e. any delegation of authority relating to capital increases without preferential subscription rights by means of a public offer covered by Article L.411-2, 1° of the French Monetary and Financial Code

Increase in the number of securities to be issued with maintenance or cancellation of the DPS under over-allotment option in the event that demand exceeds the number of securities offered

40TH RESOLUTION

In the event of any capital increase with or without preferential subscription rights which would be decided pursuant to a delegation of authority granted by your General Meeting, and in the event of an oversubscription to the share capital increases, we propose you to renew the authorization granted to the Board of Directors during the Combined General Meeting of May 24, 2018, to increase the number of securities to be issued at the same price as that of the initial issue, within the periods and subject to the limits provided by the regulations applicable (currently, within thirty days of the closing of the subscription period). This over-allotment option should be exercised subject to a maximum of 15% of the initial issue.

The nominal amount of the increase in share capital that could be made under the present resolution will count towards the limit provided in the resolution by which the initial issuance was decided and on the limit stipulated in the paragraph 2 of the 37th resolution of this General Meeting, and in case of an increase in share capital without preferential subscription right, on the sublimit stipulated in the paragraph 3 of the 38th resolution, or, as the case may be, towards the upper limit stipulated by any resolution of the same nature that may supersede said resolutions during the period of validity of the present delegation.

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

This delegation would be granted for a period of twenty-six (26) months. For information, the delegation having the same object granted by the Combined General Meeting of May 24, 2018, has not been used.

FORTIETH RESOLUTION

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

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report and the statutory auditors' special report, in accordance with Articles L.225-129-2 and L.225-135-1 of the French Commercial Code:

1. delegates to the Board of Directors, with the power to sub-delegate under the provisions prescribed by law, its authority to increase the number of securities to be issued in the event of a capital increase of the Company with or without preferential subscription rights, at the same price as that of the initial issue, within the periods and subject to the limits provided by the regulations applicable on the date of the issue (currently, within thirty days of the closing of the subscription and subject to a maximum of 15% of the initial issue), in particular with a view to granting an over-allotment option in accordance with market practices;

2. resolves that the nominal amount of the capital increases that may be carried out pursuant to this resolution will count towards the limit provided for in the resolution under which the initial issue is decided and towards the limit stipulated by paragraph 2 of the 37th resolution of this General Meeting and, in the event of a capital increase without preferential subscription rights, towards the limit stipulated by paragraph 3 of the 38th resolution of this General Meeting, or, where applicable, towards the limits stipulated by resolutions of the same nature that might succeed said resolutions during the period of validity of this delegation of authority;

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

4. officially notes that, with effect from the date hereof, this authorization cancels any as yet unused part of any previous authorization granted for the same purpose, i.e. any authorization to increase the number of shares to be issued in the event of a capital increase with or without preferential subscription rights.

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

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Issue by capitalization of premiums, reserves, profits or other items that may be capitalized

41ST RESOLUTION

We propose that you renew the authorization granted to the Board of Directors during the Combined General Meeting of May 24, 2018, to capitalize reserves, premiums, profits or other items in the Company's share capital, up to the limit of a nominal amount of € 500 million, and to increase the share capital to that purpose by increasing the par value of the shares and/or by allotting free shares.

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

This delegation would be granted for a period of twenty-six (26) months. For information, the previous delegation having the same object granted by the Combined General Meeting of May 24, 2018, has not been used.

FORTY-FIRST RESOLUTION

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

The General Meeting ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report and ruling pursuant to Articles L.225-129 *et seq.* of the French Commercial Code, and in particular Article L.225-129-2 and Article L.225-130 of the French Commercial Code:

1. delegates to the Board of Directors with the power to sub-delegate under the conditions prescribed by law, its authority to increase the share capital on one or more occasions in such proportions and at such times as it sees fit, through the capitalization of premiums, reserves, profits or otherwise as permitted by applicable law and the bylaws, by way of the issue of new equity securities, an increase in the nominal value of existing equity securities or the use of both these methods. The maximum nominal amount of the capital increases that may be carried out in this way may not exceed the amount of EUR 500,000,000, to which will be added, if necessary, the nominal amount of any additional shares to be issued, in the event of new financial transactions, to preserve the rights of holders of securities giving access to the share capital, and it being specified that this amount is set autonomously and separately from the limits set by the other delegations of authority to increase the share capital and will not count (i) towards the limit stipulated by paragraph 2 of the 37th resolution of this General Meeting or (ii) on any sublimit stipulated in any

other resolution of this General Meeting, and in particular the amount of the sublimit provided for in paragraph 3 of the 38th resolution of this General Meeting;

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

- determine the amount and nature of the sums to be capitalized, determine the number of new equity securities to be issued and/or the amount by which the nominal value of the existing equity securities comprising the share capital will be increased, set the effective date, even retroactively, from which the new equity securities will carry entitlement to dividends or the date on which the increase in the nominal value of the existing equity securities will take effect;
 - decide, in the event of free distributions of equity securities that rights to fractional securities will not be tradeable and that the relevant capital securities will be sold under the conditions prescribed by the applicable law and regulation; the sums arising from the sale will be allocated to the holders of the rights under the conditions prescribed by the applicable law and regulation;
 - make any necessary adjustments to take into account the impact of transactions affecting the capital of the Company, in particular a change in the par value of the Company's shares, increase in share capital by capitalization of reserves, free allocation of shares or equity securities, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting equity or share capital (including in the event of a takeover bid and/or in the event of a change of control), and determine the procedures for safeguarding the rights of holders of securities giving access to the share capital (including through cash adjustments);
 - formally note the completion of each capital increase and amend the bylaws accordingly;
 - in general, enter into any agreement, in particular to ensure successful completion of the planned issuances, and take any measures and carry out any formalities relevant for the issuance, listing and financial servicing of the securities issued pursuant to this delegation, together with the exercise of the rights attached thereto;
3. resolves that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting; this restriction shall remain in effect until the end of the offer period;
4. officially notes that, with effect from the date hereof, this delegation cancels any as yet unused portion of any previous delegation granted for the same purpose, i.e. any delegation of authority relating to capital increases by the capitalization of premiums, reserves, profits or otherwise.

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The present authorization is valid for a duration of twenty-six (26) months starting from the date of this General Meeting.

Incentive schemes for the employees and corporate officers of the Company and its affiliated companies

42ND, 43RD AND 44TH 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

42ND 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 limit stipulated in paragraph 2 of the 37th resolution of this General Meeting, and is set without taking account of the nominal amount of the shares or other capital securities to be potentially issued 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's stock-options or free allotment of Company's shares.

The delegation would end up the previous delegation approved by the Combined General Meeting on April 30, 2019 under the 23rd 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 30% (or 40% if the applicable compulsory holding period is ten years or more) of the average of the quoted share price of Worldline on the regulated market of Euronext Paris over the twenty (20) trading sessions preceding the day of the decision of the Board of Directors setting the opening date for the subscription period.

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

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 shares.

On the basis of this delegation, a new employee shareholding plan with similar terms and conditions, also to be offered to the employees of Ingenico and its affiliated companies, subject to the condition precedent of the completion of the acquisition of control of Ingenico, but with an adjusted number of free shares depending on the evolution of Worldline's share valuation, could be considered in the future.

FORTY-SECOND 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 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, 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 Labor 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 as governed by paragraphs 1 and 3 of Article L.228-92 or paragraph 2 of Article

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L.228-94 of the French Commercial Code 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 and Article L.3344-1 of the French Labor 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 limit stipulated in paragraph 2 of the 37th resolution of this General Meeting, and is set without taking account of the nominal amount of the shares or other equity securities to potentially issue to preserve, in conformity with the legal and regulatory provisions and, where required, to the applicable contractual stipulations that set forth other cases of adjustment, the rights of the holders of securities or the holders of other rights that give access to the share capital of the Company, Company's 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 Labor Code, it being agreed that the maximum discount may not exceed 30% (or 40% when the applicable compulsory holding period as provided for in the plan pursuant to Articles L.3332-25 and L.3332-26 of the French Labor Code is equal to or superior to ten years, it being precised that the discount levels mentioned in this paragraph could be amended in case the relevant regulations in force evolves), 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 Labor 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 Labor 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 to subdelegate 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, in particular the seniority conditions that the beneficiaries of the capital increases shall met;
- in case of issuance of debt securities, determine the characteristics and terms of the securities (including their term, fixed or perpetual, whether they will be subordinated or not, and their remuneration) and amend the terms and characteristics referred to above during the term of the securities concerned, in compliance with the applicable formalities;
- 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;
- determine and make any necessary adjustments to take into account the impact of transactions on the Company's capital, especially in the event of a change in the par value of the shares, increase in share capital by capitalization of reserves, free allocation of shares or equity securities, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting equity or share capital (including in case of a takeover bid and/or in the event of a change of control), and define, in accordance with legislative and regulatory provisions, the terms and conditions on which the rights of holders of securities giving access to the share capital (including through cash adjustments) will be protected, if necessary;
- 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;

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- set the terms and conditions under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange securities issued or to be issued, immediately or in the future, in order to cancel them or not, in accordance with the law;
- provide for the suspension of the exercise of the rights attached to the issued securities as permitted by relevant laws and regulations;
- at its sole initiative, 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 statutory 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 bylaws, 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.

Authorization 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

43RD 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 ("Options") to employees or corporate officers of the Company and/or of companies affiliated to it under the terms and conditions described hereunder, which are significantly redesigned compared to previous ones after alignment with various stakeholders. This resolution would be part of the long-term incentive reserved for the current Chairman and Chief Executive Officer, the Deputy Chief Executive Officer, Group Executive Committee members, as well

as managers and key employees of the Group in 2020. As for last year, a mix of performance shares and stock-options is proposed to be implemented in 2020 to retain and obtain full commitment of the contemplated beneficiaries and in particular Group Executive Committee members.

Structure of the authorization

The main features of the 2020 grant under this authorization would be as follows:

- a vesting period of three (3) years as from the grant date;
- a strike price equal to the average of the opening Worldline share price during the twenty trading days before the grant date, increased by five percent;
- a vesting and an ability to exercise Options in whole or in part tied to the achievement of three internal financial performance indicators and one external performance condition related to the social and environmental responsibility of the Company, directly connected to key success factors for the achievement of the Group's ambitions as outlined in the strategic plan, the achievement of which is measured over the 3-year period.

Specific conditions of the authorization

1. Nature of the authorization

It is proposed to you to authorize your Board of Directors, for a duration of twenty-six (26) months, to grant, on one or more occasions, options to subscribe for or to purchase shares in favor of employees or 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 Combined General Meeting of April 30, 2019 (24th resolution) is canceled as from the General Meeting up to the 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 1% of the share capital on the day of this General Meeting.

By way of derogation from the cap referred in the paragraph above, 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 virtue of this resolution and the 44th resolution.

3. Sub-cap for the grant to the Senior Executive Officers

Within the maximum amount mentioned in paragraph 2 hereabove, the total number of Options granted to the Senior Executive Officers pursuant to the proposed authorization, shall not represent more than 0.035% 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 shares acquired by the exercise of Options until expiration of their respective term of office. The existence of the Extraordinary Cap does not affect this sub-cap.

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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. The exercise period will end seven (7) years after the vesting date.

5. Performance conditions

The exercise of the Options shall be subject to the achievement of the three (3) internal financial performance indicators (the “Internal Financial Performance Indicators”) directly connected to key success factors for the achievement of the Group’s ambitions as outlined in the strategic plan and regularly disclosed to the shareholders: (i) Group Organic Revenue growth conditioning 30% of the grant, and (ii) Group Operating Margin before Depreciation and Amortization (“OMDA”) conditioning 25% of the grant, and (iii) Group Free Cash Flow before acquisition/disposal and variation of equity and dividends (“FCF”) conditioning 25% of the grant.

The external performance condition linked to the corporate social responsibility and based on three (3) combined external performance indicators, including carbon disclosure program, Eco Vadis and Gaia Index Certification, will condition 20% of the grant. The target achievement will be based on the ratings obtained at the end of the concerned period (in 2022).

Their target achievement levels will be set in line with the objectives of the Worldline 3-year strategic plan and its extension based on guidance as regularly disclosed to the market.

The Board of Directors reserves the right to adjust the performance indicators in the event of a change in the scope of consolidation of Worldline, a change in accounting method or due to any other circumstance justifying such an adjustment, in order to neutralize the consequences of these circumstances on the objective set at grant date. In particular, it could, on the recommendation of the Nominations and Remunerations Committee, adjust the objectives adopted for 2020 in the light of current exceptional circumstances and beyond the control of management (namely the crisis resulting from the state of health emergency in connection with the Covid-19 pandemic) in order to maintain, in the corporate interest of the Company, an adequate implementation of the remuneration policy with performance; these objectives remaining in line with the company’s strategy and with a level of requirement aimed at ensuring the alignment of the interests of beneficiaries and shareholders.

The elasticity curve referred to in the adjacent table, defined before the crisis in connection with Covid-19 pandemic, will accelerate upwards and downwards the percentage of the grant related to each indicator according to its level of achievement over the 3-year period.

The final number of vested Options shall in no circumstance be above the number initially granted.

The performance conditions of the contemplated 2020 grant are detailed in the 2019 Universal Registration Document, Section G.3.

Indicators	Weight	Elasticity curves		% vested
Internal performance: condition 1 Group Organic Revenue growth	30%	Average of the Group Organic Revenue Growth rates over 3 years (2020 – 2022)	Floor: Target -1.75% Target Cap: Target +1.75%	50% 100% 130%
Internal performance: condition 2 Group OMDA	25%	Average rate of Group OMDA over 3 years (2020 – 2022)	Floor: Target -1.5% Target Cap: Target +2%	50% 100% 130%
Internal performance: condition 3 Group FCF	25%	Average Group FCF over 3 years (2020-2022)	Floor: Target -1.5% Target Cap: Target +1.25%	50% 100% 130%
External performance condition linked to the corporate social responsibility	20%	Carbone Disclosure Program Rating Rating obtained at the end of the concerned period (in 2022)	Floor: CDP B Target: CDP A- Cap: CDP A	50% 100% 130%
		Eco Vadis Rating Rating obtained at the end of the concerned period (in 2022)	Floor: 74% of Target Target: above 2019 score Cap: Target +1.2%	50% 100% 130%
		Gaia Index Certification Rating obtained at the end of the concerned period (in 2022)	Floor: 68% of Target Target: above 2019 score Cap: Target +6.8%	50% 100% 130%

6. Acquisition price

In the case of (i) a grant of options to subscribe for shares, such price may not be lower than the average of the first quoted prices, plus 5%, of the share on Euronext Paris during the twenty market trading sessions prior to the date of the decision to grant options to subscribe for shares, 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.

7. Continued employment condition

Subject to certain exceptions provided for in the plan (e.g. death or invalidity), the vesting of the Options will be subject to the preservation of the status of Group’s employee or corporate officer, by the beneficiary, during the three (3) years of the vesting period.

FORTY-THIRD RESOLUTION

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

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 1% 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 0.035% 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 44th 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 44th 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 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. notes that this authorization entails the express waiver by the shareholders, in favor of the beneficiaries of options to subscribe for shares, of their preferential subscription rights relating to the shares that may be issued as and when the options to subscribe for shares are exercised. The increase in the share capital resulting from the exercise of options to subscribe for shares will be definitively completed by mere declaration that the option is exercised accompanied by the subscription forms and full payment which may be made in cash or by offset of debts of the Company;

7. resolves that any grant of options to corporate officers of the Company shall provide that the exercise of the options will be integrally subject to the achievement of one or several performance conditions set by the Board of Directors;

8. 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;

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

- determine whether the options granted are options to subscribe for and/or options to purchase shares and, if applicable, to change its choice before the beginning of the exercise period of the options;
- set the conditions under which the options shall be granted as well as the list of beneficiaries, the number of options granted and, if applicable, the granting criteria;
- determine the subscription or purchasing price of the shares;
- set the terms and conditions of the options, and in particular:
 - the exercise date(s) or period(s) of the options, it being understood that the Board of Directors may (a) bring

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forward the exercise date(s) or period(s) of the options, (b) maintain the benefit of the options, or (c) amend the dates or periods during which the shares obtained by exercise of options may not be transferred or converted into bearer shares;

- set, if necessary, the performance and other conditions governing the right to exercise the options;
- decide on the date, which may be retroactive, from which the new shares resulting from the exercise of options to subscribe for shares will rank for dividend.

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 authorization granted by the combined general meeting on April 30, 2019 (24th resolution) is canceled from today up to its unused portion.

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

44TH 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, which are significantly redesigned compared to previous ones after alignment with various stakeholders.

Worldline is strongly committed to associating its employees with the long-term performance and results of the Group, notably through long-term incentive plans. Beneficiaries of such plans are mostly the first managerial lines, key employees and experts of Worldline, including the Company's Senior Executive Officers.

Structure of the authorization

The main features of the 2020 plan would be as follows:

- a vesting period of three (3) years as from the grant date, without holding period;
- three internal financial performance indicators and one external performance condition related to the social and environmental responsibility of the Company, directly connected to key success factors for the achievement of the Group's ambitions as outlined in the strategic plan, the achievement of which, measured over the 3-year period, conditions the vesting in whole or in part of the performance shares.

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 any authorization of the same kind, i.e. that granted during the General Meeting of April 30, 2019, in its 25th resolution, is canceled as from the General Meeting up to its unused portion.

2. Maximum amount of the authorization

The maximum amount of shares that may be granted pursuant to the proposed delegation shall not exceed 0.35% of the share capital on the day of this General Meeting.

By way of derogation from the cap referred in the paragraph above, 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 43rd resolution.

3. Sub-cap for the grant to the Senior Executive Officers

Within the maximum amount mentioned in item 2 hereabove, the total number of shares granted to the Senior Executive Officers pursuant to the proposed authorization, shall not represent more than 0.035% 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.

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

As for the exercise of the Options under the 43rd resolution, the vesting of whole or part of the performance shares over a three (3) years period shall be subject to the achievement of three (3) internal financial performance indicators (the "Internal Financial Performance Indicators") directly connected to key success factors for the achievement of the Group's ambitions as outlined in the strategic plan and regularly disclosed to the shareholders: (i) Group Organic Revenue growth conditioning 30% of the grant, and (ii) Group Operating Margin before Depreciation and Amortization ("OMDA") conditioning 25% of the grant, and (iii) Group Free Cash Flow before acquisition/disposal and variation of equity and dividends ("FCF") conditioning 25% of the grant.

The external performance condition linked to the corporate social responsibility and based on three (3) combined external performance indicators, including carbon disclosure program, Eco

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS

Vadis and Gaia Index Certification, will condition 20% of the grant. The target achievement will be based on the ratings obtained at the end of the concerned period (in 2022).

Their target achievement levels will be set in line with the objectives of the Worldline 3-year strategic plan and its extension based on guidance as regularly disclosed to the market.

The Board of Directors reserves the right to adjust the performance indicators in the event of a change in the scope of consolidation of Worldline, a change in accounting method or due to any other circumstance justifying such an adjustment, in order to neutralize the consequences of these circumstances on the objective set at grant date. In particular, it could, on the recommendation of the Nominations and Remunerations Committee, adjust the objectives adopted for 2020 in the light of current exceptional circumstances and beyond the control of management (namely the crisis resulting from the state of health emergency in connection with the Covid-19 pandemic) in order to maintain, in the corporate interest of the Company, an adequate implementation of the remuneration policy with performance; these objectives remaining in line with the company's strategy and with a level of requirement aimed at ensuring the alignment of the interests of beneficiaries and shareholders.

The same elasticity curve as for the Options to be granted under the 43rd resolution, defined before the crisis in connection with Covid-19 pandemic, will accelerate upwards and downwards the percentage of the grant related to each indicator according to its level of achievement over the 3-year period (see § 5 under the 43rd resolution of this General Meeting).

The final number of vested performance shares shall in no circumstance be above the number initially granted.

The performance conditions of the contemplated 2020 grant are detailed in the 2019 Universal Registration Document, Section G.3.

6. Continued employment condition

Subject to certain exceptions provided for in the plan (e.g. death or invalidity), the vesting of the shares will be subject to the preservation of the status of Group's employee or corporate officer, by the beneficiary, during the three (3) years of the vesting period.

FORTY-FOURTH RESOLUTION

Authorization to the Board of Directors to grant performance 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 to subdelegate 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 0.35% 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. Within the aforementioned maximum amount, the total number of shares granted to the Senior Executive Officers of the Company in accordance with this authorization shall not represent more than 0.035% 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 43rd resolution of this General Meeting concerning the grant of options to subscribe for or to purchase shares to employees and executive officers of the Company and/or its affiliated companies. As such, the total number of free shares granted by virtue of this resolution and the total number of options granted pursuant to the 43rd 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 of the Company.

It is specified that the limits provided for in the preceding paragraph is separate and that the amount of the capital increases carried out pursuant to this resolution will not count towards the limit stipulated in the 35th resolution of this General Meeting.

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 beneficiary leaving its mandate, or determine a minimum number of vested free shares to keep under the registered form until the term of their mandate.

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

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

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

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

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

The General Meeting delegates all powers to the Board of Directors with the possibility to subdelegate 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 whether the shares granted are shares to be issued and/or existing shares;
- determine the category(s) of beneficiaries of the grant(s) and determine the identity of the beneficiaries of the grant(s) of shares to employees or corporate officers of the Company and/or of companies or economic interest groups aforementioned and the number of shares to be allocated to each of them;
- 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 statutory 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; that the authorization granted by the Combined General Meeting of April 30, 2019 in its 25th resolution is canceled as from today up to its unused portion and that this authorization has a purpose distinct from that of the 35th resolution and survives and produces its effects for the initial period of thirty-eight (38) months from the date of this General Meeting.

Amendment to the Company's bylaws following the main legislative developments (PACTE and Soilihi Laws)

45TH TO 50TH RESOLUTIONS

Amendment to Article 2 of the Company's bylaws in order to provide for the "raison d'être" of the Company

45TH RESOLUTION

It is proposed to you to modify Article 2 of the bylaws of the Company "Purpose" so as to provide for a "raison d'être" in addition to the purpose of the Company, in accordance with the provisions of the so-called "Loi Pacte". The other provisions of Article 2 of the bylaws would remain unchanged.

After a dedicated process involving diverse groups and local employees and managers, consultation of the Executive Committee and upon recommendation of its Social and Environmental Responsibility Committee, the Board of Directors proposes the following "raison d'être" for the Company:

"We design and operate leading digital payment and transactional solutions that enable sustainable economic growth and reinforce trust and security in our societies. We make them environmentally friendly, widely accessible and support social transformation."

For Worldline's CSR objectives, initiatives and recognitions, please refer to 2019 Universal Registration Document, Section D.

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS

FORTY-FIFTH RESOLUTION

Amendment to Article 2 of the Company's bylaws in order to provide for the "raison d'être" of the Company

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors report, decides to include the "raison d'être" in the Company's bylaws and, as a consequence, amend Article 2 (Purpose) of the Company's bylaws as follows:

- Title of Article 2 is amended as follows: "Article 2 — Purpose and "Raison d'être"";
- A new paragraph is *in fine* added to Article 2 worded as follows:

"The "raison d'être" of the Company is as follows:

"We design and operate leading digital payment and transactional solutions that enable sustainable economic growth and reinforce trust and security in our societies. We make them environmentally friendly, widely accessible and support social transformation."

The other provisions of Article 2 of the bylaws remain unchanged.

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

46TH RESOLUTION

The so-called "Loi Pacte" dated May 22, 2019 has reduced from twelve (12) to eight (8) the minimum number of directors requiring a second director representing the employees within the Board of Directors. Therefore, in order to comply with the law, it is proposed that you amend Article 16.1 of the Company's bylaws "Directors representing the employees" to determine the terms and conditions of the appointment of the second director representing the employees.

The draft amending the Company's bylaws provides that such second director representing the employees will be designated by the European Works Council if it exists. Alternatively, provided the European Works Council does not exist, the draft stipulates that such second director representing the employees shall be designated by the Social and Economic Committee. In this case, the Social and Economic Committee shall appoint a woman or a man as second director representing the employees to ensure gender equity between directors representing the employees. Such director representing the employees enjoys the same status, powers and responsibilities as the other directors but must have

a labor agreement with the Company or one of its subsidiaries. In addition, such director is subject to the incompatibilities provided by law.

FORTY-SIXTH RESOLUTION

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

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report and the opinion of the Social and Economic Committee of Worldline, decides to amend Article 16 (Directors representing the employees and employee shareholders) of the Company's bylaws to determine, within the framework set up by the law n°2019-486 dated May 22, 2019 relating to business growth and transformation (PACTE law), the terms and conditions of the appointment of directors representing the employees.

The paragraph 16.1 "Directors representing the employees" shall now be worded as follows:

"The board of directors comprises one (1) or two (2) directors representing the employees."

Subject to the provisions of this article and the provisions of the French Commercial Code, any director representing the employees has the same status, the same powers and the same responsibilities as the other directors.

The first director representing the 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 Social and Economic Committee.

When the board comprises more than eight (8) directors, the number and mode of designation of which are provided for in Articles L.225-17 and L.225-18 of the French Commercial Code, and provided this criterion is still satisfied on the day of the designation, the designation of the second director representing the employees shall be mandatory.

The second director representing the employees shall be appointed, in compliance with Article L.2225-27-1 of the French Commercial Code, pursuant to the terms and conditions set by paragraph III-4° of such Article, i.e. appointment by the European Works Council of the Company if it exists. If the European Works Council does not exist, the second director representing the employees is designated, in compliance 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 Social and Economic Committee of the Company.

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS

When the two directors representing the employees are appointed pursuant to the terms and conditions set by paragraph III-2° of Article L.225-27-1 of the French Commercial Code, the Social and Economic Committee shall appoint a woman and a man.

If the number of directors, the number and mode of designation of which are provided for in Article L.225-17 of the French Commercial Code, become equal to or below eight (8), the mandates of the two directors representing the employees expire at the end of their term of office.

The directors representing the employees are not taken into consideration when calculating the minimum and maximum number of directors provided for in Article 13 of these bylaws.

The directors 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 their appointment and corresponding to an actual job position. The directors representing the employees are subject to the incompatibilities provided by law. By way of derogation, the second director representing the employees designated pursuant to the terms and conditions set by paragraph III-4° of Article L.225-27-1 of the French Commercial Code must hold an employment contract with the Company or one of its subsidiaries, either direct or indirect, since at least two years prior to their appointment and corresponding to an actual job position. Nonetheless, the seniority condition is not required when the Company is incorporated for less than two years on the day of the nomination.

The board of directors ensures the implementation of and the compliance with these provisions.

The term of office of the directors representing the employees shall be three (3) years. The mandate of the directors 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 directors representing the 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. By way of derogation, the mandate of the second director representing the employees designated pursuant to the terms and conditions set by paragraph III-4° of Article L.225-27-1 of the French Commercial Code 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, or if the entity employing the director representing the employees ceases to be a direct or indirect subsidiary of the Company.

In the event of vacancy of one director representing the employees for any reason whatsoever, the vacant seat shall be filled under the conditions provided by applicable

regulations. When the board of directors comprises one (1) director representing the employees, the term of office of the director so appointed shall end when the term of office of the director whose vacancy is thus filled expires. When the board of directors comprises two (2) directors representing the employees, the term of office of the director so appointed shall end when the term of office of the other director representing the employee normally expires.

The board of directors may validly deliberate irrespective of any irregular appointment of one of the directors 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.

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

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

The other provisions of Article 16 of the bylaws would remain unchanged.

Amendment to Article 17 of the Company's bylaws related to the Board of Directors' managerial decisions

47TH RESOLUTION

The so-called "Loi Soilihi" dated July 21, 2019 amended Article L.225-35 of the French Commercial Code to specify how the Board of Director shall set the orientation of the Company's business. In order to comply with the law, it is proposed that you amend the clause in the Company's bylaws to state that the Board of Directors' decisions shall be taken in accordance with the Company's interest and taking into account the social and environmental issues related to its business.

Therefore, the current Article 17 of the Company's bylaws shall be amended to comply with the law and be drafted as follows:

"Article 17 – Powers of the Board of Directors

The board of directors sets the orientations of the Company's business and monitors their implementation, **in accordance with its corporate interest, by taking account of the social and environmental issues related to its business.** With the exception of powers expressly assigned to general meetings of shareholders and within the limits of the Company's purpose, it handles all matters involving the proper functioning of the Company and settles matters through its deliberations."

The other provisions of Article 17 of the bylaws would remain unchanged.

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS

FORTY-SEVENTH RESOLUTION

Amendment to Article 17 of the Company's bylaws related to the Board of Directors' managerial decisions

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 17 (Powers of the Board of Directors) of the Company's bylaws to reflect the modifications made to Article L.225-35 of the French Commercial Code by stating that the Board of Directors shall set the orientation of the Company's business and monitors their implementation, in accordance with the Company's interest and taking into account the social and environmental issues related to its business.

The first paragraph of Article 17 shall now be worded as follows:

"The board of directors sets the orientations of the Company's business and monitors their implementation, in accordance with its corporate interest, by taking account of the social and environmental issues related to its business. With the exception of powers expressly assigned to general meetings of shareholders and within the limits of the Company's purpose, it handles all matters involving the proper functioning of the Company and settles matters through its deliberations."

The other provisions of Article 17 of the bylaws would remain unchanged.

Amendment to Article 20 of the Company's bylaws related to the Directors' compensation and Article 26 of the Company's bylaws related to the Censors' compensation

48TH AND 49TH RESOLUTIONS

The so-called "Loi Pacte" modified Article L.225-45 of the French Commercial Code by deleting any reference to "Directors' fees". Therefore, it is proposed that you amend Article 20 "Remuneration of the Directors" and Article 26 "Censors" of the Company's bylaws to comply with the law.

The draft amending the Company's bylaws deletes all reference to "Directors' fees".

The other provisions of Article 20 and Article 26 of the bylaws would remain unchanged.

FORTY-EIGHTH RESOLUTION

Amendment to Article 20 of the Company's bylaws related to the Directors' compensation to comply with the provisions of the PACTE law

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 20 (Remuneration of the Directors) of the Company's bylaws by deleting any reference to 'directors' fees' in compliance with the PACTE law.

Article 20 shall now be worded as follows:

"The members of the board of directors may receive by reason of their office a compensation, the total amount of which, determined by the general meeting, is freely distributed by the board of directors."

The board of director may for example allocate a larger share to the directors who are members of the committees mentioned in Article 17 above and/or for specific tasks or mandates assigned to directors."

FORTY-NINTH RESOLUTION

Amendment to Article 26 of the Company's bylaws related to the Censors of the Board of Directors to comply with the provisions of the PACTE law

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 26 (Censors) of the Company's bylaws by deleting any reference to 'directors' fees' in compliance with the PACTE law.

The last paragraph of Article 26 shall now be worded as follows:

"The board of directors can decide to award the censors a share of the overall amount of annual directors' compensation allocated to it by the general meeting, and may authorize the reimbursement of expenditures incurred by the censors in the interests of the Company."

The other provisions of Article 26 of the bylaws would remain unchanged.

REPORT OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS

Amendment to Article 18 of the Company's bylaws in order to enable the Board of Directors to take decisions by means of written consultation

50TH RESOLUTION

The so-called "Loi Soilihi" dated July 21, 2019 amended Article L.225-37 of the French Commercial Code to enable the Board of Directors to take decisions by means of written consultation. In order to allow your Board of Directors to decide by means of written consultation, within the limits laid down by law, it is proposed that you amend the clause in the Company's bylaws that currently sets the manner in which the Board of Directors may deliberate. The Board of Directors does not intend to change its way of working and make decisions but it may usefully give flexibility in case of special circumstances.

Article 18 of the Company's bylaws "Calls and deliberations of the Board of Directors" shall include a new paragraph drafted as follows:

"Article 18 – Calls and deliberations of the Board of Directors

[...] Decisions falling within the board of directors' sphere of responsibility referred to in Article L.225-37 of the Commercial Code, as well as decisions to transfer the registered office within the same department may be taken by written consultation of the members of the board of directors."

The other provisions of Article 18 of the bylaws would remain unchanged.

FIFTIETH RESOLUTION

Amendment to Article 18 of the Company's bylaws in order to enable the Board of Directors to take decisions by means of written consultation

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report, in compliance with Article L.225-37 of the French Commercial Code, decides to amend Article 18 (Calls and deliberations of the Board of Directors) of the Company's bylaws by adding a new paragraph drafted as follows:

[...] Decisions falling within the board of directors' sphere of responsibility referred to in Article L.225-37 of the French Commercial Code, as well as decisions to transfer the registered office within the same department may be taken by written consultation of the members of the board of directors."

The other provisions of Article 18 of the bylaws would remain unchanged.

Powers

51ST RESOLUTION

It is proposed to grant 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.

FIFTY-FIRST 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



Professional address:
River Ouest – 80 quai Voltaire 95870 Bezons,
France

Number of shares: 114,726

Date of birth (and age):
July 3, 1963 (56 years old)

Nationality: French

Date of appointment: April 30, 2014

Date of renewal: May 24, 2017

Term expires on:
2020 AGM ruling on the accounts
of the 2019 financial year

Average attendance rate 2019: 100%

Proposal to renew Mr. Gilles Grapinet as Director

BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

Chairman and Chief Executive Officer of Worldline**

Gilles Grapinet is a graduate of the École Nationale d'Administration and a French Inspecteur Général des Finances (General Finance Inspector). He was Director of Information Systems and Strategy at the French Direction Générale des Impôts (Tax department), and Director of the Copernic program, charged with creating an "e-Tax department" for electronic filing of tax returns and payment of taxes. He was an economic and financial adviser to the French Prime Minister in 2003 and 2004, and then chief of staff (Directeur de cabinet) to two ministers of the Economy and Finances from 2004 to 2007. In 2007, he became a member of the Executive Committee of Crédit Agricole SA, in charge of Strategy and later of the Group's Systems and Payment Services division. Mr. Grapinet joined Atos in December 2008. He served as Senior Executive Vice-President in charge of Global Functions of the Atos Group, in which capacity he has headed Global Support Functions, ensured coordination and development of Global Sales and Marketing as well as of the Consulting and Technology Services division of the Atos Group, and supervised development of the Group's activities. Mr. Grapinet has been Worldline's Chief Executive Officer since July 2013 and also Chairman of the Board of Directors of Worldline since October 2019. He received the French Légion d'Honneur (Chevalier) in 2011.

Main activities outside the Company (beside corporate mandates)

- Member of the Board of Energie Jeunes (Association recognized as a public utility – unpaid activity)

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES

Other positions and offices held at December 31, 2019

Within the Worldline Group Foreign countries:

- Chairman of the Supervisory Board of equensWorldline SE
- Member of Supervisory Board of Worldline (China)

Outside the Worldline Group None

Other positions and offices held during the last five years

Within the Worldline Group None

Outside the Worldline Group France:

- Permanent representative of Atos SE** at the Board of Directors of Atos Participation 2 SA
- Director of Saint Louis Ré SA and Bull SA

ADDITIONAL INFORMATION ON CANDIDATES TO THE BOARD OF DIRECTORS



Professional address:

River Ouest – 80 quai Voltaire 95870 Bezons,
France

Number of shares: 1,500

Date of birth (and age):

March 7, 1956 (64 years old)

Nationality: French

Date of appointment: June 13, 2014

Date of renewal: May 24, 2017

Term expires on:

2020 AGM ruling on the accounts
of the 2019 financial year

Average attendance rate 2019: 94%

Proposal to renew Mr. Aldo Cardoso* as Director

BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

Director of companies

Aldo Cardoso is a graduate of the École Supérieure de Commerce de Paris and holds a Master's degree in business Law and is a Certified Public Accountant. From 1979 to 2003, he held several successive positions at Arthur Andersen, including consultant, partner (1989), Chief Executive Officer audit and financial advisory France (1993-1996), member of the board of directors of Andersen Worldwide (1996), Chairman of the board of directors (non-executive) of Andersen Worldwide (2000) and Chief Executive Officer of Andersen Worldwide (2002-2003). Since 2003, he has served as a Director of French and foreign companies.

Main activities outside the Company (beside corporate mandates)

- None

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES

Other positions and offices held at December 31, 2019

Within the Worldline Group
None

Outside the Worldline Group
France:

- Director of Imerys**
- Chairman of the Board of Bureau Veritas**

Foreign countries:

- Director of DWS** (Germany)
- President of the Board of Directors of SMEG (Monaco)
- Director of Ontex** (Belgium)

Other positions and offices held during the last five years

Within the Worldline Group
None

Outside the Worldline Group

- Director of Engie**
- Censeur of Axa Investment Managers (France)
- Director of Accor**
- Director of Gecina**
- Director of Rhodia**
- Director of Mobistar (Belgium)**
- Director of General Electric Corporate Finance Bank SAS

ADDITIONAL INFORMATION ON CANDIDATES TO THE BOARD OF DIRECTORS



Professional address:
Räspweg 11 – CH-8126 Zumikon,
Switzerland

Number of shares: 750

Date of birth (and age):
December 29, 1959 (60 years old)

Nationality: Italian and American

Date of appointment: November 30, 2018

Date of renewal: N.A.

Term expires on:
2020 AGM ruling on the accounts
of the 2019 financial year

Average attendance rate 2019: 97%

Proposal to renew Mrs. Giulia Fitzpatrick as Director

BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

Financial Services Expert

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

Main activities outside the Company (beside corporate mandates)

- Cofounder of Zetamind AS (Switzerland)

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES

Other positions and offices held at December 31, 2019

Within the Worldline Group
None

Outside the Worldline Group Foreign countries:

- Director of PostFinance AG

Other positions and offices held during the last five years

Within the Worldline Group
None

Outside the Worldline Group Foreign countries:

- Managing Director in Global Technology of UBS AG (2011-2018)

ADDITIONAL INFORMATION ON CANDIDATES TO THE BOARD OF DIRECTORS



Professional address:
Pfungsteiwaldstrasse 110 CH-8021 Zurich,
Switzerland

Number of shares: 0¹

Date of birth (and age):
June 6, 1968 (51 years old)

Nationality: Swiss

Date of appointment: November 30, 2018

Date of renewal: N.A.

Term expires on:
2020 AGM ruling on the accounts
of the 2019 financial year

Average attendance rate 2019: 80%

Proposal to ratify the interim appointment of Mr. Daniel Schmucki as Director

BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

Chief Financial Officer of SIX Group AG

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

Main activities outside the Company (beside corporate mandates)

- Chief Financial Officer of SIX Group AG

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES

Other positions and offices held at December 31, 2019

Within the Worldline Group
None

Outside the Worldline Group
Foreign countries:

- Chairman of the Board of Directors of SIX Global Services AG
- Director
 - Swisskey AG
 - SIX Group Services AG
 - SIX SIS AG
 - SIX x-clear AG
 - SIX Securities Services AG
 - SIX Repo AG
 - SIX Swiss Exchange AG
 - Flaschenpost Services AG

Other positions and offices held during the last five years

Within the Worldline Group
None

Outside the Worldline Group
Foreign countries:

- Director
 - Aeroporto do Belo Horizonte
 - Bangalore International Airport
 - Zurich Airport Latin America
 - Piavita AG
- Chairman of the Board of Directors of Zurich Airport International AG
- Deputy Chief Executive Officer and Chief Financial Officer of Flughafen Zurich AG**

**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



Professional address:
Pfingstweidstrasse 110 8021 Zürich,
Switzerland

Number of shares: N/A ⁽¹⁾

Date of birth (and age):
October 4, 1965 (54 years old)

Nationality: Dutch

Date of appointment: March 19, 2020

Date of renewal: N.A.

Term expires on:
2021 AGM ruling on the accounts
of the 2020 financial year

Proposal to ratify the appointment of Mr. Jos Dijsselhof as Censor

BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

Chief Executive Officer of SIX Group AG

Jos Dijsselhof joined SIX in January 2018 as CEO. He holds degrees in computer science and business administration, and has a long track record in international management in the financial sector. He has previously held positions at ABN Amro Bank, Royal Bank of Scotland and ANZ Australia & New Zealand Banking Group in various countries including Hong Kong and Singapore. His most recent role was Chief Operating Officer (2014–June 2017) and CEO ad interim (2015) at Euronext in Amsterdam.

Main activities outside the Company (beside corporate mandates)

- None

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES

Other positions and offices held at December 31, 2019

Within the Worldline Group
None

Outside the Worldline Group

- Chief Executive Officer of
SIX Group AG

Other positions and offices held during the last five years

Within the Worldline Group
None

Outside the Worldline Group

- Chief Executive Officer of
SIX Group AG
- COO Euronext N.V. Amsterdam a.i.,
2014 -2017

ADDITIONAL INFORMATION ON CANDIDATES TO THE BOARD OF DIRECTORS



Professional address:
River Ouest – 80 quai Voltaire 95870 Bezons,
France

Number of shares: 22,539

Date of birth (and age):
November 24, 1955 (64 years old)

Nationality: French

Date of appointment: April 30, 2014

Date of renewal: May 24, 2018

Term expires on:
Earliest of (i) closing of the acquisition of control of Ingenico
or (ii) 2021 AGM ruling on the accounts of the 2020 financial year

Average attendance rate 2019: 97%

Proposal to ratify the interim appointment of Mr. Gilles Arditti as Censor and to appoint Mr. Gilles Arditti to the position of Director

BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

**Executive Vice President Investor Relations &
Internal Audit of Atos SE****

Gilles Arditti holds a master in finance from the Université de Dauphine and a master in international finance from the École des Hautes Études de Commerce (HEC) in Paris. He also holds an engineering degree from the École Nationale Supérieure des Techniques Industrielles et des Mines d'Alès (ENSTIMA), Certified Public Accountant. After six years at Bull and four at KPMG, he joined Atos Group in 1990, where he was, successively, Director of Mergers and Acquisitions, Director of Finance and Human Resources for Atos in France, and CFO for France, Germany and Central Europe. In 2007, Mr. Arditti became head of Investor Relations and Financial Communication for the Atos Group, a position he still holds. Mr. Arditti was a member of the Board of Directors of Worldline Germany from 1993 to 2006. Since the beginning of 2019, he is in charge of the Internal Audit of Atos.

Main activities outside the Company (beside corporate mandates)

- Executive Vice President Investor Relations & Internal Audit of Atos SE**

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES

**Other positions and offices
held at December 31, 2019**

Within the Worldline Group
None

Outside the Worldline Group
None

**Other positions and offices held
during the last five years**

Within the Worldline Group
None

Outside the Worldline Group
None

ADDITIONAL INFORMATION ON CANDIDATES TO THE BOARD OF DIRECTORS



Professional address:
28/32 boulevard de Grenelle, 75015 Paris.
France

Number of shares: 0¹

Date of birth (and age):
March 20, 1944 (76 years old)

Nationality: French

Date of appointment: N.A.

Date of renewal: N.A.

Term expires on:
N.A.

Proposal to appoint Mr. Bernard Bourigeaud* to the position of Director

BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

Chairman of the Board of Directors of Ingenico**

Bernard Bourigeaud is behind the creation and development of one of the world's largest IT services and payments groups, Atos, which he chaired for 16 years. Prior to this, he was Chairman at Deloitte in France and had an international career at PricewaterhouseCoopers and Continental Grain, in particular in the United Kingdom. Today, he is an investor, consultant and operating partner of Advent International, a private equity fund. He is a Director of several companies, a member of the Advisory Board of Jefferies in New York and an operating partner of Aalto Invest in London. He is also an affiliate professor at HEC in Paris.

In addition to his previous roles within Atos and its subsidiaries, he has also served as a member of the Boards of CGI**, Business Objects, SNT (a subsidiary of KPN), Hagemeyer, Neopost, Tibco Software, CCMX, Automic in Austria, and Oberthur Technologies. He was also a member of the Governing Board of the International Paralympic Committee (IPC) from September 2011 to September 2017. Bernard Bourigeaud is a qualified chartered accountant and holds a degree in Economics and Management. He is a Knight of the Legion of Honor and former President of CEPS (Center for Long-Term Strategic Studies).

Main activities outside the Company (beside corporate mandates)

- Operating Partner at Advent International

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES

Other positions and offices held at December 31, 2019

Within the Worldline Group
None

Outside the Worldline Group

- Chairman of the Board of Directors of Ingenico Group** since November 5, 2018
- Chairman of BJB Consulting and Newton Partners (Belgium)
- Member of the Advisory Board and of the Executive Committee of Jefferies New York (United States)

Other positions and offices held during the last five years

Within the Worldline Group
None

Outside the Worldline Group

- CGI** (Canada) until January 2019
- Holistic Innovations (United States) until 2018
- Sierrabolics (United States) until 2018
- Automic (Austria) until January 2017
- Non-executive Chairman of Oberthur Technology SA until May 2017
- Non-Executive Vice-President of Oberthur Technology Holding until May 2017
- Member of the International Paralympic Committee until September 2017

ADDITIONAL INFORMATION ON CANDIDATES TO THE BOARD OF DIRECTORS



Professional address:

BPI
6/8 boulevard Haussmann 75009 Paris,
France

Number of shares: 0¹

Date of birth (and age):
December 10, 1969 (50 years old)

Nationality: French

Date of appointment: N.A.

Date of renewal: N.A.

Term expires on:
N.A.

Proposal to appoint Mr. Thierry Sommelet* to the position of Director

BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

Director of the Capital Development Department at Bpifrance Investissement, Head of technology, Media and Telecoms

Thierry Sommelet is Director of the Capital Development Department in charge of the Technology, Media and Telecom sector and member of the Executive Committee at Bpifrance Investissement, the private equity arm of the French public investment bank (formerly known as Fonds Stratégique d'Investissement). Thierry Sommelet has more than fifteen years of investment experience in listed and unlisted companies in the TMT sector. Thierry Sommelet began his career working in capital markets at Crédit Commercial de France in 1992 in Paris, then in New York. He subsequently became Manager of the financial engineering team at Renaissance Software in London, then Deputy Chief Executive Officer of media company InfosCE in 2001. In 2002, he joined the Investments and Digital Participations Department of Caisse des Dépôts et Consignations, a French public entity, which he headed up in 2007. After joining Fonds Stratégique d'investissement in 2009, Thierry Sommelet became part of the team at Bpifrance Investissement when it was created in 2013. Thierry Sommelet graduated from the ENPC (École nationale des ponts et chaussées) Civil Engineering School in Paris and also holds an MBA from INSEAD.

Main activities outside the Company (beside corporate mandates)

- Director of the Capital Development Department at Bpifrance Investissement, Head of technology, Media and Telecoms

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES

Other positions and offices held at December 31, 2019 **Other positions and offices held during the last five years**

Within the Worldline Group
None

Within the Worldline Group
None

Outside the Worldline Group

Outside the Worldline Group

- Director of the Capital Development Department at Bpifrance Investissement, Head of Technology, Media and Telecoms
- **As Bpifrance Investissements' permanent representative:**
 - Director of Idemia SAS
- **As Bpifrance Participations' permanent representative:**
 - Director of Technicolor SA**
- **In his own name:**
 - Director of Soitec SA**
 - Director of Talend SA**
 - Chairman of the Supervisory Board of Greenbureau SA
- **As Bpifrance Participations' permanent representative:**
 - Member of the Supervisory Board of Inside Secure SA**
 - Director of Tyrol Acquisition 1 SAS
 - Director of Mersen**
- **In his own name:**
 - Member of the Supervisory Board of Sipartech SAS and Cloudwatt SA
 - Director of TDF SAS
 - Chairman of the Board of Soitec SA**

*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



Professional address:
DEUTSCHER SPARKASSEN VERLAG
Am Wallgraben 115, Stuttgart, D-70565
Germany

Number of shares: 0¹

Date of birth (and age):
June 17, 1966 (53 years old)

Nationality: German

Date of appointment: N.A.

Date of renewal: N.A.

Term expires on:
N.A.

Proposal to appoint Mr. Michael Stollarz to the position of Director

BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

Chief Executive Officer of Deutscher Sparkassen Verlag GmbH (DSV Group)

Dr. Michael Stollarz has been Chief Executive Officer of Deutscher Sparkassen Verlag GmbH (DSV Group) since January 2018. Michael Stollarz began his professional career with an apprenticeship in banking. He also holds a doctorate in law. After several internships at Westdeutscher Handwerkskammertag and Hornblower Fischer, Dr. Michael Stollarz joined the publishing house Handelsblatt as legal counsel, and was quickly promoted to Head of the Investment Department. In 2007, Dr. Stollarz was appointed to the Executive Committee, where he was the youngest serving member. In particular, he was responsible for the digitization of the Group, specialized media, and corporate publishing. After 12 years at Handelsblatt, Dr. Michael Stollarz took over the management of Hubert Burda International GmbH, becoming its Director of Digital Strategy, where he set up the International Affairs branch. He was then appointed partner at Executive Interim Partners GmbH and manager at Flick Gocke Schaumburg shortly afterwards. Dr. Stollarz then joined the DSV Group. In addition to his role as Chief Executive Officer of the DSV Group, Dr. Stollarz is a member of several supervisory boards, advisory boards and committees. He has also been manager of Otto Schmidt Beteiligungsgesellschaft since 2016.

Main activities outside the Company (beside corporate mandates)

- Chief Executive Officer of Deutscher Sparkassen Verlag GmbH (DSV Group)

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES

**Other positions and offices held
at December 31, 2019**

Within the Worldline Group
None

Outside the Worldline Group

- Member of the Supervisory Committee of Payone GmbH
- Member of the Shareholders' Committee of Ingenico Payone Holding GmbH
- Chief Executive Officer of Deutscher Sparkassen Verlag GmbH since 2018
- Manager of Otto Schmidt Beteiligungsgesellschaft GmbH since 2016
- Member of the Executive Committee of the German Savings Banks Association (DSGV) (Germany)
- Chairman of the Advisory Board of S-Markt & Mehrwert GmbH & Co. KG
- Chairman of the Advisory Board of Sparkassen-Finanzportal GmbH (Germany)
- Member of the Supervisory Board of PLUSCARD GmbH
- Member of the Supervisory Board of Bad Homburger Inkasso GmbH (Germany)
- Member of the Board of trustees of German Savings Bank Foundation for international collaboration

**Other positions and offices
held during the last five years**

Within the Worldline Group
None

Outside the Worldline Group

- Manager - Flick Gocke Schaumburg (2015-2016)
- Partner - Executive Interim Partners GmbH (2015-2017)
- Manager and Director of Digital Strategy of Burda International GmbH (2012-2015)

ADDITIONAL INFORMATION ON CANDIDATES TO THE BOARD OF DIRECTORS



Professional address:

EUROPCAR
13 ter boulevard Berthier, 75017 Paris,
France

Number of shares: 0¹

Date of birth (and age):

January 27, 1972 (48 years old)

Nationality: French

Date of appointment: N.A.

Date of renewal: N.A.

Term expires on:
N.A.

Proposal to appoint Mrs. Caroline Parot* to the position of Director

BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

Chair of the Management Board of Europcar Mobility group**

Caroline Parot is Chair of the Board of Europcar Mobility group. She joined Europcar Mobility group in 2011 and was appointed Chief Financial Officer in March 2012, and was later named Chief Executive Officer of Finance. Previously, she held senior finance and group control positions (2009-2011) and served on the Executive Committee (2010-2011) within the Technicolor group. She was notably in charge of restructuring the debt of Thomson Technicolor. With the same group, she also served as Chief Financial Officer of the Technology segment (2008-2009) and controller of the Intellectual Property and License Management Department (2005-2008). She began her career in 1995 as an auditor at Ernst & Young, where she worked until 2005.

Caroline Parot holds a Master's degree in Finance from ESCP Business School and a Post-Graduate degree in Economics & Mathematics from Paris I Pantheon Sorbonne. She also holds a Higher Diploma of Accounting and Management.

Main activities outside the Company (beside corporate mandates)

- None

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES

Other positions and offices held at December 31, 2019

Within the Worldline Group
None

Outside the Worldline Group

- Chair of the Board of Europcar Mobility group**
- Chair of Europcar Services, Unipessoal, Lda (Portugal)

Other positions and offices held during the last five years

Within the Worldline Group
None

Outside the Worldline Group

- Chair of Europcar International SAS, until 2018
- Chair of Europcar Holding SAS, until 2018
- Director of Europcar Australia Pty Ltd (Australia)
- Director of CLA Trading Pty Ltd (Australia)
- Director of BVJV Ltd (New Zealand) until May 2017
- Director of PremierFirst Vehicle Rental EMEA Holdings Ltd (UK), until 2018
- Permanent representative in Europcar International SAS in her capacity as Chair of Europcar France SAS, until 2018
- Supervisory Board member of Europcar Autovermietung GmbH (Germany), until 2018
- Supervisory Board member of Car2Go GmbH (Germany), until 2018
- Member of the Monitoring and Development Committee of Ubeevo International SAS until May 2017

*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



Professional address:
28/32 boulevard de Grenelle, 75015 Paris,
France

Number of shares: 0¹

Date of birth (and age):
November 3, 1964 (55 years old)

Nationality: French

Date of appointment: N.A.

Date of renewal: N.A.

Term expires on:
N.A.

Proposal to appoint Mrs. Agnès Audier* to the position of Director

BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

Senior Advisor at the Boston Consulting Group

Agnès Audier is a Senior Advisor at the Boston Consulting Group (BCG) and a consultant supporting startups and digital transformation in the Tech and HealthTech sectors. She previously held the role of Partner and Associate Director and was a member of the Europe and Latin America management committee. Before joining the BCG in 2007, Agnès Audier was a member of the Executive Committee of Havas, where she held the role of Executive Vice President, Chief Performance Officer from 2003 to 2005 before joining the Audit team of the French Ministry of Finance (Inspection Générale des Finances) in 2006. Previously, she served as Chief Operational Officer of Vivendi Universal's Internet and Technology BU after being Chief Strategy of Business Development, as well as Secretary of the Group Executive Committee. Before taking up these positions, Agnès Audier worked in public service, including in the cabinet of the French Minister of Health and Social and Urban Affairs, and then as head of cabinet of the French Minister for SMEs. Agnès Audier is a Chief Engineer of prestigious French state engineering institution the Corps des Mines. She is also a graduate of the Institut d'Etudes Politiques in Paris, an alumna of the École Normale Supérieure, and holds the highest French teaching qualification (agrégation) in physical sciences. She has a postgraduate degree (DEA) in materials science and spent two years writing a thesis on high-temperature superconductors.

Main activities outside the Company (beside corporate mandates)

- Senior Advisor at the Boston Consulting Group (BCG)
- Consultant for digital and data transformation

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES

Other positions and offices held at December 31, 2019

Within the Worldline Group
None

Outside the Worldline Group

- Director at EUTELSAT**, member of the audit committee and of the compensation committee
- Chairman (unpaid position) of the Board of Directors of SOS Seniors (non profit organization)

Other positions and offices held during the last five years

Within the Worldline Group
None

Outside the Worldline Group

- Partner and managing Director of The Boston Consulting Group

ADDITIONAL INFORMATION ON CANDIDATES TO THE BOARD OF DIRECTORS



Professional address:
28/32 boulevard de Grenelle, 75015 Paris,
France

Number of shares: 0¹

Date of birth (and age):
November 6, 1963 (56 years old)

Nationality: Turkish

Date of appointment: N.A.

Date of renewal: N.A.

Term expires on:
N.A.

Proposal to appoint Mrs. Nazan Somer Özelgin* to the position of Director

BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

Board member for corporations

Nazan Somer Özelgin is a Supervisory Board Member of Unicredit Romania, Zagrebacka Banka (Unicredit Croatia) and Mapfre Insurance (Turkey). She also holds Deputy Chair responsibility in Zagrebacka in addition to being a member of the Risk Committee and Audit Committee. In Unicredit Romania, in addition to being a Supervisory Board Member, she is the Audit Committee Chairperson and Risk Committee, Nomination Committee and Remuneration Committee member. In addition to these Supervisory Board responsibilities Nazan Somer Özelgin provides management consultancy services to some CEE banks. Furthermore, she is the Board Member and Deputy Chair of Istanbul Golf Club and as part of her social responsibility efforts holds a chair in the Advisory Committee of Darussafaka Foundation (a reputable Turkish foundation focusing on education). From 1988 to 2000, she served as an Independent Auditor of Arthur Andersen Istanbul office and obtained her Certified Public Accountant Certificate in 1993. She began her career with pharmaceutical company Pamer Sti, where she worked in the finance and accounting department. Nazan Somer Özelgin completed her high school education in Istanbul American Robert College. She has an undergraduate degree from the Business Administration Faculty of Bosphorus University.

Main activities outside the Company (beside corporate mandates)

- None

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES

Other positions and offices held at December 31, 2019

Within the Worldline Group
None

Outside the Worldline Group

- Member of the Supervisory Board, Chairman of the Audit committee and member of Risk committee, Nomination and Remuneration committee of Unicredit** (Romania)
- Member of the Supervisory Board, Deputy Chair of the Supervisory Board, Risk and audit member of Zagrebacka Banka** (Croatia)
- Member of the Supervisory Board of Mapfre Sigorta A.S.
- Deputy Chair of Istanbul Golf Club
- Member of the Advisory Board of Darussafaka (Foundation)

Other positions and offices held during the last five years

Within the Worldline Group
None

Outside the Worldline Group

- Member of the Board of Directors and Audit, Risk and Finance committee member of Visa Europe (2003-2016)
- Member of the Board of Directors, Audit, Risk and Finance Committee Member and Chairperson of 441 Trust Company Limited, United Kingdom (2016-2017)
- Member of the Board of Directors and Chairperson of the Visa Turkish National Board (2003-2017)
- Member of the Board of Directors of Yapi Kredi Azerbaijan (2012-2017)
- Member of the Supervisory Board of Tani Pazarlama (Koç Holding CRM company) - (2014-2018)
- Executive Vice President of Yapi ve Kredi Bankasi (2000 to 2018)

*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.

COMPOSITION OF THE BOARD OF DIRECTORS

FOLLOWING RENEWALS AND APPOINTMENTS SUBMITTED TO THE GENERAL MEETING



GILLES GRAPINET

Chief Executive Officer of Worldline*



BERNARD BOURIGEAUD¹

(Independent director)
Chairman of the Board of Directors of Worldline



GILLES ARDITTI²

(Director)
Executive Vice President Investor Relations & Internal Audit of Atos SE



AGNÈS AUDIER³

(Independent director)
Senior Advisor at the Boston Consulting Group



ALDO CARDOSO

(Independent director)
Director of companies



GIULIA FITZPATRICK

(Director)
Financial Services Expert



LORENZ VON HABSBURG LOTHRINGEN

(Director)
Partner of E. Gutzwiller & Cie, Banquiers, Basel



METTE KAMSVÅG

(Independent director)
Advisor at M-K Consulting AS



DANIELLE LAGARDE

Independent Director of Worldline SA



MARIE-CHRISTINE LEBERT

(Director representing the employees)
Project Leader in Worldline SA



CAROLINE PAROT⁴

(Independent director)
Chair of the Management Board of Europcar Mobility group



GEORGES PAUGET

(Lead independent director)
Managing Director of ALTIMAGE16.LDA



LUC RÉMONT

(Independent director)
Executive Vice President, International Operations, Schneider Electric



DANIEL SCHMUCKI

(Director)
Chief Financial Officer of SIX Group AG



NAZAN SOMER ÖZELGIN⁵

(Independent director)
Board member for corporations



THIERRY SOMMELET⁶

(Independent director)
Managing Director and member of the Executive Committee at Bpifrance Investissement



MICHAEL STOLLARZ⁷

(Director)
Chief Executive Officer of Deutscher Sparkassen Verlag GmbH (DSV Group)



SUSAN M. TOLSON

(Independent director)
Board member for corporations and non-profit entities



JOS DIJSSELHOF

(Censor)
Chief Executive Officer of SIX Group AG



JULIE NOIR DE CHAZOURNES

(Representative of the Social and Economic Committee)
Head of Marketing, Business & Strategic Development Worldline

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 70 *et seq.* of this brochure for the Directors to be appointed and renewed and, for the other Board members, section G.2.3 of the 2019 Universal Registration Document available on the Company's website.

* It is expected that Mr. Gilles Grapinet remains Chairman of the Board of Directors until completion of the Transaction and the appointment of a new Chairman upon completion of the Transaction.

¹ Appointment subject to completion of the Transaction pursuant to the 16th resolution.

² Appointment subject to completion of the Transaction pursuant to the 15th resolution.

³ Appointment subject to completion of the Transaction pursuant to the 20th resolution.

⁴ Appointment subject to completion of the Transaction pursuant to the 19th resolution.

⁵ Appointment subject to completion of the Transaction pursuant to the 21st resolution.

⁶ Appointment subject to completion of the Transaction pursuant to the 17th resolution.

⁷ Appointment subject to completion of the Transaction pursuant to the 18th resolution.

CONTEMPLATED GOVERNANCE STRUCTURE

Gender Diversity



59% of male

41% of female

Mix of nationalities

2 American /Italian*

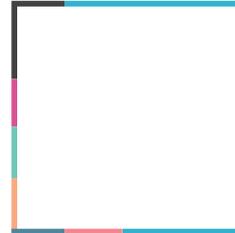
1 Belgian /Austrian**

1 German

1 Norwegian

1 Swiss

1 Turkish



10 French

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

Independence

65% independent members
(11 out of 17)

Average age of Directors

57,8 years old

	Personal information					Experience	Position on the Board				
	Name	Age	Gender	Nationality	Number of shares held	Number of corporate mandates in other listed companies	Independency ⁽¹⁾	Date of first appointment	End of term of office	Seniority at the Board	Committee member
Chief Executive Officer	Gilles Grapinet ⁽²⁾	56	M	French	114,726	0	No	April 30, 2014	AGM 2023	5	SER/SI
Chairman of the Board of Directors	Bernard Bourgeaud ⁽⁴⁾⁽⁵⁾	76	M	French	N/A ⁽³⁾	1	Yes	Transaction completion date	AGM 2023	None	
Directors	Gilles Arditti ⁽²⁾⁽⁶⁾	64	M	French	22,539	0	No	April 30, 2014	AGM 2023	5	
	Agnès Audier ⁽⁷⁾	55	F	French	N/A ⁽³⁾	1	Yes	Transaction completion date	AGM 2021	None	
	Aldo Cardoso ⁽²⁾	64	M	French	1,500	4	Yes	June 13, 2014	AGM 2023	5	A /SI
	Giulia Fitzpatrick ⁽²⁾	60	F	American; Italian	750	0	No	November 30, 2018	AGM 2023	1	A/SER/SI
	Lorenz von Habsburg Lothringen	64	M	Austrian; Belgian	750	0	No	April 30, 2019	AGM 2021	1	N&R /SI
	Mette Kamsvåg	49	F	Norwegian	1,000	0	Yes	April 30, 2019	AGM 2022	1	A/SER
	Danielle Lagarde	59	F	French	2,740	0	Yes	December 12, 2016	AGM 2021	3	N&R/SER *
	Caroline Parot ⁽⁸⁾	48	F	French	N/A ⁽³⁾	1	Yes	Transaction completion date	AGM 2022	None	
	Georges Pauget (Lead independent director)	72	M	French	750	2	Yes	April 30, 2019	AGM 2022	1	
	Luc Rémont	50	M	French	1,500	1	Yes	June 13, 2014	AGM 2022	5	A/N&R/SI
	Daniel Schmucki ⁽²⁾	51	M	Swiss	N/A ⁽³⁾	0	No	November 30, 2018 (as censor)	AGM 2021	1 (as censor)	A/SI*
	Nazan Somer Özelgin ⁽⁹⁾	56	F	Turkish	N/A ⁽³⁾	2	Yes	Transaction completion date	AGM 2021	None	
	Thierry Sommelet ⁽¹⁰⁾	50	M	French	N/A ⁽³⁾	3	Yes	Transaction completion date	AGM 2023	None	
Michael Stollarz ⁽¹¹⁾	53	M	German	N/A ⁽³⁾	0	No	Transaction completion date	AGM 2022	None		
Susan M. Tolson	58	F	American	1,500	3	Yes	June 13, 2014	AGM 2022	5	A/N&R	
Director representing the employees	Marie-Christine Lebert	57	F	French	N/A ⁽³⁾	0	No	May 17, 2019	AGM 2022	1	SER
Censor	Jos Dijsselhof ⁽²⁾	54	M	Dutch	N/A	0	N/A	March 19, 2020	AGM 2021	Less than a year	

AGM: Annual General Meeting; N&R: Nomination and Remuneration Committee; A: Audit Committee; SI: Strategy & Investment Committee; SER: Social and Environmental Responsibility Committee.

* Chairman

(1) The analysis of the independency of each Director is set forth under section G.2.3.3 Review of the Directors' independence of the 2019 Universal Registration Document. The analysis of the independency of each candidate was carried out by the Board of Directors on March 19, 2020 on the basis of the preparatory work of the Nomination and Remuneration Committee.

(2) The renewal of the term of office or, as the case may be, the ratification of the interim appointment of this member of the Board of Directors is proposed to the 2020 Annual General Meeting.

(3) In accordance with the Internal Rules of the Board of Directors' provisions, the newly appointed directors are required to own Worldline's shares but such a requirement does not apply to the director representing the employees. It is contemplated that the candidate will purchase Company shares further to his/her appointment in order to comply with the relevant provision of the

internal rules of the Board of Directors.

(4) Contemplated appointment as Chairman subject to the approval of the 36th resolution of this General Meeting submitted to the vote of the shareholders to amend Article 19 of the Articles of Association in order to increase the age limit of the Chairman of the Board of Directors.

(5) Appointment as Director subject to completion of the Transaction (16th resolution).

(6) Appointment as Director subject to completion of the Transaction (15th resolution).

(7) Appointment as Director subject to completion of the Transaction (20th resolution).

(8) Appointment as Director subject to completion of the Transaction (19th resolution).

(9) Appointment as Director subject to completion of the Transaction (21st resolution).

(10) Appointment as Director subject to completion of the Transaction (17th resolution).

(11) Appointment as Director subject to completion of the Transaction (18th resolution).

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 authorizations (par value)	Unused balance (par value)	Authorization expiration date
EGM May 24, 2018 12th resolution Share capital increase with preferential subscription right ¹	45,266,590.20	0	45,266,590.20	07/24/2020 (26 months)
EGM May 24, 2018 13th resolution Share capital increase without preferential subscription right by public offer ¹²	40,739,931.20	0	40,739,931.20	07/24/2020 (26 months)
EGM May 24, 2018 14th resolution Share capital increase without preferential subscription right by private placement ¹²⁷	27,159,954.1	3,953,488.04	14,153,148.04	07/24/2020 (26 months)
EGM May 24, 2018 15th resolution Share capital increase without preferential subscription right to remunerate contribution in kind ¹²	9,053,318	0	9,053,318	07/24/2020 (26 months)
EGM May 24, 2018 16th resolution Increase in the number of securities in case of share capital increase with or without preferential subscription right ¹²³	Extension by 15% maximum of the initial issuance	0	Extension by 15% maximum of the initial issuance	07/24/2020 (26 months)
EGM May 24, 2018 17th resolution Share capital increase of securities through incorporation of premiums, reserves, benefits or other	500 millions	0	500 millions	07/24/2020 (26 months)
EGM April 30, 2019 21st resolution Authorization to buyback the Company shares	10% of the share capital adjusted at any moment	0 (as of December 31, 2019)	10% of the share capital (as of December 31, 2019)	10/30/2020 (18 months)
EGM April 30, 2019 22nd resolution Share capital decrease by cancellation of shares	10% of the share capital for any 24-month period	0	10% of the share capital adjusted as at the day of the decrease	06/30/2021 (26 months)
EGM April 30, 2019 23rd resolution Capital increase reserved to employees and executive officers	3,104,959.95	0	3,104,959.95	06/30/2021 (26 months)
EGM April 30, 2019 24th resolution Authorization to grant stock options to employees and executive officers ⁴⁶	869,388.79	67,048	802,340.79	06/30/2021 (26 months)
EGM April 30, 2019 25th resolution Authorization to allot free shares to employees and executive officers ⁵⁶	459,534.07	222,336.20	237,197.87	06/30/2022 (38 months)

¹ The share capital increases carried out pursuant to the 12th, 13th, 14th, 15th and 16th resolutions of the Combined General Meeting of May 24, 2018 shall be deducted from the aggregate cap corresponding to 80% of the share capital of the Company on the day of the Combined General Meeting of May 24, 2018 (i.e. € 72,426,544.3). Any share capital increase pursuant to these resolutions shall be deducted from this aggregate cap. The total amount used for the OCEANES is € 3,953,488.04. The remaining amount available under this cap consequently amounts to € 68,473,056.28.

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 0.03% of the share capital of the Company on the day of the Combined General Meeting of April 30, 2019 (i.e. € 37,259.52) applies to the allocations to senior executive officers (dirigeants mandataires sociaux).

⁵ A sub-cap fixed at 0.12% of the share capital of the Company on the day of the Combined General Meeting of April 30, 2019 (i.e. € 149,038.08) applies to the allocations to senior executive officers (dirigeants mandataires sociaux).

⁶ The total number of allocations pursuant to the 24th and 25th resolutions of the Combined General Meeting of April 30, 2019 shall not exceed 0.5% of the share capital at the date of this General Meeting (i.e. € 620,991.99). This derogation does not affect the sub-cap above-mentioned in 4 and 5.

⁷ The maximum par value amount authorized by the 14th resolution is € 27,159,954.12 but this amount is also subject to a legal maximum authorized cap of 20% per year (Article L.225-136 3° of the French Commercial Code) from the date of the first bond issuance decision (i.e. July 25, 2019, the date on which the OCEANES issuance has been decided), thus amounting to € 18,106,636.08. After the OCEANES issuance on July 25, 2019, the remaining amount that is available until July 24, 2020 is reduced by € 3,953,488.04 and thus amounts to € 14,153,148.04.

REQUEST FOR DOCUMENTS AND INFORMATION

Worldline

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 JUNE 9, 2020

I, the undersigned,

Name, Surname:

Residing at:

Postcode: City: Country:

E-mail:

Owner of: share(s) of Worldline:

- registered shares
- bearer shares entered in an account at ¹:

acknowledge having received the documents and information concerning the General Meeting as provided for by Article R.225-81 of the French Commercial Code ²,

request a copy of the documents and information concerning the Combined General Meeting of June 9, 2020 as provided for by Article R.225-83 of the French Commercial Code.

Signed in, on 2020

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

² According to the provisions of Article 2 of Order n°2020-321 dated March 25, 2020, such communication can regularly be effected by electronic means, provided that the shareholder indicates in his/her request the electronic address at which it can be made. Shareholders are thus encouraged to communicate their electronic address at the time of any request.



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's 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's activities are organized around three axes: Merchant Services, Financial Services including equensWorldline and Mobility & e-Transactional Services. Worldline employs circa 12,000 people worldwide, with 2019 revenue of 2.4 billion euros.

FOR MORE INFORMATION

assemblee-generale@worldline.com
worldline.com

WORLDLINE HEADQUARTERS

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

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

