

## WORLDLINE

Public limited company with a share capital of €189,767,846.16  
Registered Office: River West Building 80 Quai Voltaire 95870 Bezons  
378 901 946 Trade and Companies Register of Pontoise  
(the “**Company**”)

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### SUPPLEMENTARY REPORT OF THE BOARD OF DIRECTORS RELATING TO THE CAPITAL INCREASE ADOPTED ON OCTOBER 26, 2020

(Articles L. 225-129-5 and R. 225-116 of the French Commercial Code)

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This supplementary report has been prepared in accordance with Articles L. 225-129-5 and R. 225-116 of the French Commercial Code in connection with the issue of new shares of the Company, without preferential subscription rights, in order to compensate the shareholders of Ingenico Group (RCS Paris 317 218 758) (“**Ingenico**”) and the holders of bonds convertible into new shares and/or exchangeable for existing shares of Ingenico (the “**OCEANEs**”) who have transferred their shares and OCEANEs to the Company as part of the Offer (as defined below), pursuant to the delegation of authority granted to the Company’s Board of Directors by the Combined General Shareholders’ Meeting of June 9, 2020 in its 32<sup>nd</sup> resolution.

This Capital Increase was part of the tender offer (before reopening) including an exchange component (whether as a primary, secondary and/or alternative offer, with or without the payment of an additional payment in cash (*soulte*)) for the shares of Ingenico and filed on July 8, 2020 by the Company (the “**Offer**”) and which was declared compliant by the French *Autorité des marchés financiers* (the “**AMF**”) on July 28, 2020 (see D&I 220C2732), approving the Company’s offer document (visa no.20-370) (the “**Offer Document**”) and Ingenico’s reply document (visa no.20-371).

The Ingenico shareholders who tendered their shares to the Offer were compensated on the basis of the ratios described in the “*Final terms of the capital increase*” section of this report.

In accordance with the provisions of Articles L.225-129-5 and R.225-116 of the French Commercial Code, this report has been prepared by the Board of Directors to report on the terms and conditions of implementation of the aforementioned delegation.

#### 1. LEGAL FRAMEWORK OF THE CAPITAL INCREASE

##### 1.1. Combined General Shareholders’ Meeting of June 9, 2020

The Company’s Combined General Shareholders’ Meeting of June 9, 2020 (the “**General Shareholders’ Meeting**”), in its 32<sup>nd</sup> resolution, delegated 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 the times 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 and including an exchange component (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 reopening 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.

Under the terms of the aforementioned resolution, the General Shareholders' Meeting, *inter alia*, resolves to set the following limits on the amounts of capital increases authorized in the event that the Board of Directors makes use of this delegation of powers:

- the maximum nominal amount of the capital increases that may be carried out immediately or in the future under the delegation is set at €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 adopted by the General Shareholders' Meeting and will not count (i) towards the limit stipulated by paragraph 2 of the 37<sup>th</sup> resolution of the General Shareholders' Meeting or (ii) on any sublimit stipulated in any other resolution of this General Shareholders' Meeting, and in particular the amount of the sublimit provided for in paragraph 3 of the 38<sup>th</sup> resolution of this General Shareholders' Meeting;
- said cap shall be increased, where applicable, 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.

### **1.2. Decision of the Board of Directors of September 24, 2020**

At its meeting of September 24, 2020, the Board of Directors of the Company, pursuant to and within the limits of the powers vested in it pursuant to the delegation of authority granted to it by the General Shareholders' Meeting in its 32<sup>nd</sup> resolution, decided, *inter alia*,

- on the principle of issuing new shares of the Company, without preferential subscription rights, on one or more occasions, to compensate the shareholders of Ingenico and the holders of OCEANEs who transferred their shares and OCEANEs to the Company in the context of the Offer and, where applicable, the Reopened Offer, up to a maximum nominal amount of €72,500,000 (it being specified that this maximum nominal amount does not take into account any adjustments that may be made in accordance with applicable legal and regulatory provisions and, as the case may be, contractual provisions providing for other cases of adjustment, in order to preserve the rights of the holders of securities or other securities giving access to the share capital); and
- to sub-delegate to the Chairman and Chief Executive Officer all powers, under the conditions set by law and in particular the provisions of Article L. 225-129-4 of the French Commercial Code, and in accordance with the conditions and within the limits set by the 32<sup>nd</sup> resolution of the General Shareholders' Meeting, to carry out each Capital Increase, and to finalize all the terms and conditions thereof.

### **1.3. Decision of the Chairman and Chief Executive Officer of October 26, 2020**

On October 26, 2020, the Chairman and Chief Executive Officer, acting by sub-delegation of the Board of Directors, decided to carry out a capital increase, without preferential subscription rights, for a total nominal amount of €61,470,761.72 (the "**Capital Increase**") through the issuance of 90,398,179 Worldline shares (the "**New Shares**") corresponding to:

- 88,745,564 new ordinary shares (including the 5,632 fractional Worldline shares sold as described in the Offer Document) with a par value of €0.68 each in order to pay the 56,474,416 Ingenico shares tendered to the Offer at the ratios described below; and

- 1,652,615 new ordinary shares (including the 34 fractional Worldline shares sold as described in the Offer Document) with a par value of €0.68 each in order to pay, according to the ratios described below, the 2,892,076 Ingenico OCEANEs tendered to the Offer.

By the same decision, the Chairman and Chief Executive Officer also decided that all costs and duties incurred in connection with the Capital Increase will be charged against the contribution premium and that the necessary amount will be deducted from the legal reserve.

#### 1.4. Decisions of the Chairman and Chief Executive Officer of October 28, 2020

The Chairman and Chief Executive Officer, acting by sub-delegation of the Board of Directors, acknowledged the final completion of the Capital Increase for a total nominal amount of €61,470,761.72 through the issuance of 90,398,179 New Shares for the purpose of paying the 56,474,416 Ingenico shares and the 2,892,092 Ingenico OCEANEs tendered to the Initial Offer for the shares and OCEANEs of Ingenico initiated by the Company, bringing the share capital of the Company to the sum of €186,176,134.44 divided into 273,788,433 shares with a nominal value of €0.68 each.

In addition, the Chief Executive Officer has decided to amend Article 6 “Share Capital” of the Company’s bylaws as a result of the completion of the Capital Increase.

#### 1.5. Decision of the Chairman and Chief Executive Officer of 11 November 2020

The Chairman and Chief Executive Officer, pursuant to the sub-delegation granted by the Board of Directors, specified the amount of the premium corresponding to the difference between the issue price of the New Shares and the par value of said shares, i.e., a total issue premium of €5,604,687,098 euros in respect of this Capital Increase, the issue price being €62.68 per New Share thus issued.

## 2. FINAL TERMS OF THE CAPITAL INCREASE

The final terms and conditions of the Capital Increase are as follows:

<b>Number of New Shares Issued</b>	90,398,179 New Shares (corresponding to 88,745,564 New Worldline Shares as consideration for the 56,474,416 Ingenico shares tendered to the Offer and 1,652,615 New Worldline Shares as consideration for the 2,892,092 Ingenico OCEANEs tendered to the Offer)
<b>Nominal amount of the Capital Increase</b>	€61,470,761.72
<b>Summary of the terms of the Offer and its results</b>	<p>The Offer consisted of:</p> <ul style="list-style-type: none"> <li>i. a tender offer for the shares of Ingenico, consisting of: <ul style="list-style-type: none"> <li>- a mixed Primary Offer allowing Ingenico shareholders to receive €160.50 and 11 Worldline shares for 7 Ingenico shares tendered (the “<b>Primary Offer</b>”); and</li> <li>- in the alternative, a public exchange offer and a public cash offer, the characteristics of which are as follows (the “<b>Secondary Offers</b>”): <ul style="list-style-type: none"> <li>▪ secondary exchange offer (the “<b>Secondary Exchange Offer</b>”): within the limit defined below, the Offeror offers 56 Worldline shares to Ingenico shareholders in exchange for 29</li> </ul> </li> </ul> </li> </ul>

Ingenico shares;

- secondary cash offer: within the limit defined below, the Offeror offers to acquire the Ingenico shares of Ingenico shareholders at a price of €123.10 per Ingenico share;
- Secondary Offers subject, where applicable, to a proration mechanism in order to obtain: (i) an amount in cash to be paid under the Offer equal to the amount that would have been obtained if all the Ingenico shareholders who tendered to the Offer had tendered their Ingenico shares to the Primary Offer; and (ii) a total number of Worldline shares under the Offer equal to the number that would have been obtained if all Ingenico shareholders who tendered to the Offer had tendered their Ingenico shares to the Primary Offer.

ii. a tender offer for Ingenico's OCEANEs consisting of:

- an offer in cash of €179 per OCEANE ;
- a mixed offer of 4 Worldline shares and €998 for 7 OCEANEs (the "**OCEANE Mixed Offer**"),

The Offer (before reopening) ran from July 30 through October 15, 2020, and the AMF announced by a notice of results (D&I 220C4474) dated October 20, 2020 that under the Initial Offer:

- 5,107,463 Ingenico shares had been tendered to the Primary Offer;
- 51,269,494 Ingenico shares had been contributed to the Secondary Exchange Offer; and
- 97,459 Ingenico shares had been tendered to the Secondary Cash Offer; and

it being specified that after application of the above-mentioned proration mechanism, the orders of the Primary Offer and the Secondary Cash Offer have been fully satisfied. As the number of Ingenico shares tendered to the Secondary Exchange Offer relative to the number of Ingenico shares tendered to the Secondary Cash Offer is higher than the ratio of 0.229, the orders submitted to the Secondary Exchange Offer have been prorated in such a way that the ratio of 0.229 is respected. As a result, the number of shares tendered in the Secondary Exchange Offer is 425,813, i.e. an allocation ratio of 0.83%, and 50,843,681 Ingenico shares have been carried over to the Primary Offer;

	<ul style="list-style-type: none"> <li>- 2,892,076 Ingenico OCEANEs contributed to the OCEANE Mixed Offer;</li> <li>- 16 Ingenico OCEANEs contributed to the OCEANE Cash Offer.</li> </ul>
<b>Par value per New Share</b>	€0.68
<b>Value per New Share</b>	€62.68
<b>Total gross amount of the Capital Increase</b>	€5,166,157,860, including issue premium
<b>Total issue premium</b>	€5,604,687,098
<b>Dividend rights on New Shares</b>	The New Shares carry current dividend rights and give the right, from the time of their issue, to all distributions decided by the Company as from that date and have been admitted to the same listing line as the Company's existing shares.
<b>Settlement-delivery</b>	October 28, 2020.
<b>Listing of the New Shares</b>	On the regulated market of Euronext in Paris on October 28, 2020, on the same listing line as the Company's existing shares (ISIN code FR0011981968).

### **3. IMPACT OF THE CAPITAL INCREASE ON THE SITUATION OF HOLDERS OF EQUITY SECURITIES AND SECURITIES GIVING ACCESS TO CAPITAL**

#### **3.1. Impact of the Capital Increase on the Company's share of shareholders' equity**

For information purposes, the impact of the Capital Increase on the Company's shareholders' equity per share (*calculated on the basis of the Company's shareholders' equity as at June 30, 2020 - as shown in the financial statements as at June 30, 2020 - and the number of shares composing the Company's share capital as at June 30, 2020*), is as follows:

	<b>Share of equity, before appropriation, per ordinary share (in euros)</b>	
	<b>Non-diluted basis</b>	<b>Diluted basis<sup>(1)</sup></b>
Before issuance of the New Shares.....	14.21	19.52
After issuance of the New Shares.....	30.24	33.05

<sup>(1)</sup> In the event of the exercise of all share subscription options, whether exercisable or not, the definitive acquisition of all performance shares and the conversion of bonds convertible and/or exchangeable for new or existing shares issued on July 30, 2019 and July 30, 2020, in all cases through the issue of new shares (i.e. 14,910,879 new shares to be issued).

#### **3.2. Impact of the Capital Increase on the share of consolidated shareholders' equity**

For information purposes, the impact of the Capital Increase on the Company's consolidated shareholders' equity per share (*calculated on the basis of the Company's consolidated shareholders' equity as at June 30, 2020 - as shown in the consolidated financial statements as at June 30, 2020 -*

and the number of shares composing the Company's share capital as at June 30, 2020 after deduction of treasury shares), is as follows

	Share of equity, before appropriation, per ordinary share (in euros)	
	Non-diluted basis	Diluted basis <sup>(1)</sup>
Before issuance of the New Shares.....	17.96	22.99
After issuance of the New Shares.....	32.76	35.45

<sup>(1)</sup> In the event of the exercise of all share subscription options, whether exercisable or not, the definitive acquisition of all performance shares and the conversion of bonds convertible and/or exchangeable for new or existing shares issued on July 30, 2019 and July 30, 2020, in all cases through the issue of new shares (i.e. 14,910,879 new shares to be issued).

### 3.3. Theoretical impact of the Capital Increase on the shareholder's situation

For information purposes, the theoretical impact of the Capital Increase on the shareholding of a shareholder holding 1% of the Company's share capital prior to the issuance and who does not subscribe to the issuance (calculated on the basis of the number of shares comprising the Company's share capital as at June 30, 2020) is as follows:

	Shareholder's equity interest (in %)	
	Non-diluted basis	Diluted basis <sup>(1)</sup>
Before issuance of the New Shares	1.00 %	0.92 %
After issuance of the New Shares	0.67 %	0.63 %

<sup>(1)</sup> In the event of the exercise of all share subscription options, whether exercisable or not, the definitive acquisition of all performance shares and the conversion of bonds convertible and/or exchangeable for new or existing shares issued on July 30, 2019 and July 30, 2020, in all cases through the issue of new shares (i.e. 14,910,879 new shares to be issued).

### 3.4. Theoretical impact of the Capital Increase on the current market value of Worldline shares

For your information, we indicate below the theoretical impact of the issue on the market value of the Worldline share as it results from the average of the average closing price of the twenty trading days preceding October 28, 2020, (calculated on the basis of the number of shares composing the Company's share capital as at June 30, 2020):

	Number of shares	Market value per share (in euros)
Before issuance of the New Shares resulting from the Capital Increase	182,960,921	70.05
After issuance of the New Shares resulting from the Capital Increase	273,359,100	90.78

The market value was obtained by taking the market capitalization prior to the issue, corresponding to the average of the volume-weighted average prices for the twenty trading days prior to October 28, 2020 (i.e. €68.4586 per share<sup>1</sup>) multiplied by the number of shares (i.e. 182,960,921 shares as at June 30, 2020), adding the gross amount of the issue 5,666,157,859.72) and dividing the total by 273,359,100, corresponding to the sum of the number of shares as at June 30, 2020 and the total number of shares resulting from the Capital Increase (i.e. 90,398,179 New Shares).

#### **4. AVAILABILITY OF THIS SUPPLEMENTARY REPORT**

This report, together with this supplementary report of the Board of Directors, will immediately be made available to shareholders at the registered office of the Company, no later than fifteen days after the Board of Directors' meeting of December 18, 2020, and will be brought to their attention at the next shareholders' meeting.

In accordance with applicable laws and regulations, this supplementary report will be made available to shareholders at the Company's registered office and will be directly brought to their attention at the next shareholders' meeting.

The Board of Directors

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<sup>1</sup> Source: Bloomberg.