

CONVENING NOTICE

2021
COMBINED
GENERAL
MEETING

ON THURSDAY MAY 20, 2021

at 2:30 p.m. behind closed doors

At the registered offices of the Company

Immeuble River Ouest - 80, Quai Voltaire - 95870 Bezons - France

COMBINED GENERAL SHAREHOLDERS' MEETING

The preliminary notice of meeting of the Combined General Shareholders' Meeting provided for in Article R.225-73 of the French Commercial Code was published in the French Bulletin of Mandatory Legal Announcements (*Bulletin des annonces légales obligatoires*) on April 14, 2021.

The documents and information relating to this General Shareholders' Meeting are made available to shareholders in accordance with applicable laws and regulations, and the information referred to in Article R.225-73-1 of the French Commercial Code is published on the Company's website: www.worldline.com.

The 2020 Universal Registration Document is also available at that same web address and will be sent to you upon request.

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Help protect the environment and opt for e-notices



PLEASE CONTACT US
for any additional
information.

WWW.WORLDLINE.COM

MESSAGE FROM THE CHAIRMAN

OF THE BOARD OF DIRECTORS

**Dear Madam, Dear Sir,
Dear Shareholders,**

On behalf of Worldline's Board of Directors, I am pleased to invite you to Worldline's Combined Shareholders' General Meeting, which will take place at 2.30 p.m. on Thursday May 20, 2021 at the Company's headquarters, River Ouest, 80 Quai Voltaire – 95870 Bezons, France.

The Shareholders' General Meeting will take place, again this year, under special conditions, behind closed doors, i.e. shareholders will not be able to attend in person due to the ongoing Covid-19 situation, and we will of course strictly adhere to governmental guidelines. The meeting will be livestreamed on the Worldline website so that you can participate remotely.

2020 was genuinely an extraordinary year in many respects.

The public health crisis that has unfolded over the last year brought exceptional challenges, both societal and economic.

In the face of this unprecedented situation, Worldline rapidly implemented decisive operational measures to protect its employees, ensure its business' continuity and the quality of the services provided to its clients, and control costs, whilst continuing to develop and prepare the company's future through investments.

In spite of these testing conditions, the Group benefited from the diversity of its business model and was able to achieve all its major objectives for the year and this is a source of immense collective satisfaction.

Worldline's 2020 results therefore demonstrate the Group's resilience and the full commitment of Worldline's managers and employees in these difficult times. I would like to warmly thank them all.

2020 will remain a year during which Worldline's development accelerated significantly: the Company joined the CAC 40 index and completed the friendly acquisition of Ingenico, which is a major strategic development for your Group.

The acquisition has ideally positioned Worldline as the world's fourth largest player in payment services worldwide.

The combined Group is ideally positioned to continue to take advantage of growth opportunities, allowing Worldline to continue to create value for its shareholders. Indeed, we now cover the whole payments value chain, with exceptionally strong positions in online payments, merchant acquiring and transaction processing. The Ingenico deal is a crucial strategic milestone in your Company's history. It has given Worldline an ideal position and was well timed, coinciding with deep-seated changes in our markets, partly resulting from and accelerated by the pandemic. In this context, I am very much looking forward to continuing

to work on developing our Group supported by all members of our Board and particularly Mr. Bernard Bourigeaud, who has confirmed that he will take up the role of non-executive Chairman at the end of the third quarter 2021, as initially planned.

The Group is also continuing to make progress on all matters relating to social and environmental responsibility, supported by Worldline's sense of purpose ("Raison d'Être"), which you approved during our last Shareholders' General Meeting, as well as by our Company values.

Looking ahead to our 2021 Shareholders' General Meeting, during which we will present the Group's business report for 2020, I would encourage you to carefully look at all of the draft resolutions that will be presented. In particular, you will be asked to vote on items including the approval of the 2020 financial statements, the renewal of several Board members, the remuneration of corporate officers and the renewal of certain financial authorisations usually granted to your Board of Directors.

Despite the unusual circumstances, I very much hope that you will take part in this Shareholders' General Meeting. You will be able to submit questions in writing ahead of the meeting, and we have put in place a fast, secure online voting system. You can appoint a person of your choosing to act as your proxy, or you can authorise the Chairman of the Board of Directors to vote on your behalf.

As it will be taking place behind closed doors, you will not be able to ask questions orally during the Shareholders' General Meeting. However, to encourage shareholders to play an active role in the meeting and, in addition to the arrangements for submitting written questions beforehand, you will also be able to ask questions during a dedicated online Q&A session, details of which are available on the Company's website.

Again, I encourage you to look at the draft resolutions in relation to our upcoming Shareholders' General Meeting, and I thank you for the trust you have placed in Worldline.

Gilles GRAPINET
Chairman and CEO of Worldline



HOW TO TAKE PART IN THE GENERAL SHAREHOLDERS' MEETING

The General Shareholders' Meeting will exceptionally be held behind closed doors (without the physical presence of shareholders, their representatives, or other persons who have the right to attend). Shareholders may therefore only participate in the General Shareholders' Meeting and exercise their voting rights remotely.

No meeting passes will be sent to shareholders.

If you require assistance, please call +33 (0) 2 51 85 59 82.

The General Shareholders' Meeting will be broadcasted live, on the Company's website.

HOW TO PROVIDE EVIDENCE OF YOUR STATUS AS A WORLDLINE SHAREHOLDER

All shareholders, regardless of the number of shares they own, may attend this General Shareholders' Meeting or be represented by any person or entity of their choice, subject to providing proof of their share ownership by midnight Paris time two business days prior to the General Shareholders' Meeting, i.e. by **May 18, 2021**:

- ▶ if you hold **REGISTERED** shares, you must register your shares in a "direct registered" or "administered registered" account in the Company's register kept by its authorized representative, Société Générale Securities Services;

- ▶ if you hold **BEARER** shares, you must register your shares in your own name or in the name of the intermediary acting on your behalf (in the case of non-resident shareholders) in the bearer share accounts kept by the intermediary authorized to manage them. Registration is verified through a registered stock certificate issued by the authorized financial intermediary that must be provided with the voting or proxy form.

HOW TO EXERCISE YOUR VOTING RIGHTS

French Order No. 2020-321 of March 25, 2020 have modified the rules governing Meetings and deliberations of Shareholders' Meetings and the governing bodies of legal entities and private law entities without legal personality due to the Covid-19 pandemic as amended by Order No. 2020-1497 of December 2, 2020, supplemented by Decree No. 2020-418 of April 10, 2020 as amended by Decree No. 2020-1614 of December 18, 2020, whose periods of application were extended by Decree No. 2021-255 of March 9, 2021. Consequently, the Board of Directors of the Company decided to hold the General Shareholders' Meeting behind closed doors, i.e. without the physical presence of shareholders, their representatives, or other persons who have the right to attend.

Given the foregoing, and in accordance with the aforementioned order, **shareholders may only exercise their voting rights remotely, prior to the General Shareholders' Meeting, in one of the following ways:**

- ▶ voting by mail (using the paper voting form);
- ▶ appointing a proxy and being represented (using the paper voting form and returning it by mail or by email);
- ▶ voting or giving a proxy online.

Details for each of these methods are provided below.

Voting by mail (using the paper voting form)

If you hold **REGISTERED** shares, you will automatically receive the notice of meeting with the postal voting or proxy form either by mail or by email if you have opted for e-notices.

If you hold **BEARER** shares, all requests must be made to the intermediary that manages your account, who will forward the postal or proxy voting form to Société Générale Securities Services, Département Titres et Bourse, Service des Assemblées – 32, rue du Champ-de-Tir – CS 30812 – 44308 Nantes Cedex 3, France.

HOW TO TAKE PART IN THE GENERAL SHAREHOLDERS' MEETING

Check the **"I vote by post"** box on the postal voting form and, where applicable, fill in the boxes corresponding to the resolutions you do not wish to approve. To abstain from voting for a particular resolution, fill in the **"ABSTENTION"** box (this choice is no longer considered a vote against and will not be counted as a vote cast):

- ▶ remember to fill in your choice for situations **"WHERE AMENDMENTS OR NEW RESOLUTIONS ARE PROPOSED DURING THE GENERAL SHAREHOLDERS' MEETING"**;
- ▶ do not fill in any other boxes on the form;
- ▶ date and sign the **"DATE & SIGNATURE"** box provided.

If you hold REGISTERED shares, return the paper form to Société Générale Securities Services using the envelope provided.

If you hold BEARER shares, return the paper form to the financial intermediary managing your shares.

To be counted, the duly completed and signed postal voting form (together with the bearer stock certificate) must be received by Société Générale Securities Services no later than **11:59 p.m. Paris time on May 17, 2021**. Voting forms received after this date will not be counted.

Paper postal and proxy voting forms may be downloaded from the Company's website (www.worldline.com) within the legally prescribed period.

Do not return the postal or proxy voting form to Worldline.

Appointing a proxy (using the postal or proxy voting form or by email)

1. Using the postal voting form or the proxy voting form

Check the corresponding box on the postal voting form:

- ▶ **to authorize the Chairman of the General Shareholders' Meeting to vote on your behalf:** fill in the **"I hereby give my proxy to the Chairman of the General Meeting"** box and sign and date the bottom of the form. In this case, the Chairman will vote on your behalf in favor of the draft resolutions presented or supported by the Board of Directors and against the adoption of all other resolutions;
- ▶ **to appoint any other individual or legal entity of your choosing as proxy:** fill in the **"I hereby appoint"** box and provide the name and address of the person to whom you are giving your proxy to attend the Meeting and vote on your behalf.

If you hold REGISTERED shares, return the paper form to Société Générale Securities Services using the envelop provided, Département Titres et Bourse, Service des Assemblées – 32, rue du Champ-de-Tir – CS 30812 – 44308 Nantes Cedex 3, France.

If you hold BEARER shares, return the paper form to the financial intermediary managing your shares.

In order to be counted, duly completed and signed postal voting forms, together with the bearer stock certificate, must be received by Société Générale Securities Services no later than by **May 17, 2021 at 11:59 p.m.** (Paris time). Voting forms received after that date will not be counted.

2. Appointing a proxy by email

You may also appoint or revoke a proxy **electronically by sending an email** with your electronic signature,

obtained from an authorized third-party certifier in accordance with prevailing laws and regulations, to: assemblees.generales@sgss.socgen.com, stating your full name, address, and the full name of the proxy you are appointing or revoking, and:

- ▶ **if you hold REGISTERED shares:** your login credentials for Société Générale Securities Services if you hold direct registered shares, or your login credentials for your financial intermediary if you hold administered registered shares;
- ▶ **if you hold BEARER shares:** your complete bank account information and written confirmation from the financial intermediary that manages your shares sent by mail or faxed to Société Générale Securities Services, Département Titres et Bourse, Service des Assemblées – 32 rue du Champ de Tir – CS 30812 – 44308 Nantes Cedex 3, France.

The email address specified above can only handle requests to appoint or revoke a proxy. No other requests will be acknowledged.

Given that the General Shareholders' Meeting is a closed-door meeting, only appointments or revocations of proxies sent via email and duly completed, signed, and received up by May 17, 2021 at 11:59 p.m. (Paris time) will be counted, pursuant to Article 6 of the Decree of April 10, 2020. Voting forms received after this date will not be counted.

Due to potential issues delivering mail, Worldline recommends that shareholders who would like to be represented at the Meeting provide instructions using the email address above or the VOTACCESS platform by following the instructions below, rather than by mail.

HOW TO TAKE PART IN THE GENERAL SHAREHOLDERS' MEETING

Voting or appointing a proxy online

Worldline is offering the option to vote or appoint a proxy online before the General Shareholders' Meeting via the VOTACCESS secure voting platform.

You can also use VOTACCESS to access official documents relating to the General Shareholders' Meeting.

Given the particular conditions linked to the Covid-19 pandemic to participate in the General Shareholders' Meeting, it is advised not to wait until the day before the General Shareholders' Meeting to enter the voting instructions to keep from potential overloading the VOTACCESS website.

Holders of REGISTERED shares

Holders of **DIRECT REGISTERED** shares must log in to Sharinbox, their asset manager's website, at www.sharinbox.societegenerale.com, using the usual access code displayed on their statements.

Holders of **ADMINISTERED REGISTERED** shares must log in to the Sharinbox website, at www.sharinbox.societegenerale.com, using the ID number displayed in the top-right corner of the paper voting form provided with this notice of meeting. Shareholders who no longer have their login credentials may call +33 (0)2 51 85 67 89. Alternatively, they can request a password by clicking on "Mot de passe oublié ou non reçu" (Forgotten or never received password).

After logging in to the Sharinbox platform, holders of registered shares can access VOTACCESS by clicking on "Participer à l'Assemblée Générale" (Participate in the General Shareholders' Meeting). They will then be redirected to VOTACCESS, where they can follow the screen prompts to cast their votes or appoint or revoke a proxy online prior the General Shareholders' Meeting.

Holders of BEARER shares

Holders of **BEARER** shares must find out whether their authorized banking or financial intermediary uses the VOTACCESS system and, if so, whether this access is subject to special conditions of use.

If the shareholder's authorized banking or financial intermediary does use the VOTACCESS system, holders of BEARER shares must first log in to the web portal of the institution managing their shares using their usual access

code. They will then need to click on the icon that appears on the line corresponding to their Worldline shares and follow the screen prompts to access the VOTACCESS website and cast their vote or appoint or revoke a proxy online.

The VOTACCESS website will be open from **May 3, 2021 at 9 a.m. until May 19, 2021 at 3 p.m. (Paris time)**.

It is recommended that shareholders vote online prior to the General Shareholders' Meeting via the VOTACCESS website as described above.

Given that the General Shareholders' Meeting is a closed-door meeting, only appointments or revocations of proxies sent electronically via the VOTACCESS platform and received no later than May 17, 2021 at 11:59 p.m. (Paris time), will be counted, pursuant to Article 6 of the Decree of April 10, 2020.

If you hold a variety of types of Worldline shares (e.g., registered and bearer), you must vote more than once if you wish to use all your voting rights.

Disclaimer: treatment of mandates to named persons

Pursuant to the provisions of Article 6 of the aforementioned Decree No.2020-418 of April 10, 2020, any shareholder giving a proxy to one of the persons mentioned in I of Article L.225-106 of the French Commercial Code must send to Société Générale Securities Services his or her proxy with an indication of the proxy by electronic means or by post within the legal deadlines, which stipulate that the proxy must be received no later than May 17, 2021 at 11:59 p.m.

The proxy cannot represent the shareholder physically at the Meeting. He/she must send his/her instructions for the exercise of the mandates he/she holds to Société Générale by e-mail to the following address assemblees.generales@sgss.socgen.com, in the form mentioned in Article R.225-76 of the French Commercial Code, no later than **May 17, 2021**.

The form must indicate the surname, first name and address of the proxy holder, the words "**In the capacity of proxy holder**", and must be dated and signed. The voting directions are filled in the "**I vote by mail**" box of the form. He/she attaches a copy of his/her identity card and, if necessary, a power of attorney from the legal entity he/she represents.

HOW TO TAKE PART IN THE GENERAL SHAREHOLDERS' MEETING

HOW TO COMPLETE THE FORM?

Forms will be available on the Company's website at www.worldline.com within the prescribed legal periods.

In order to be considered, this form must be received by Société Générale Securities Services no later than May 17, 2021.

Do not tick this box. The General Meeting being closed doors, shareholders will not be able to physically attend the meeting.

You wish 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

Je souhaite que soit l'option choisie, noircir comme ceci ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this, date and sign at the bottom of the form

☐ 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 20 MAI 2021
A 14h30 au siège social - Auditorium
A huis clos

Société anonyme au capital de 190 077 943,84 €
Siège social : River Ouest - 80 Quai Voltaire
95870 BEZONS - FRANCE
378 901 946 R.C.S. Pontoise

COMBINED GENERAL MEETING OF MAY 20th, 2021
At 2:30 pm at the registered offices - Auditorium
In secret session

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account
Nominatif Registered
Vote simple Single vote
Vote double Double vote
Nombre d'actions Number of shares
Porteur Bearer
Nombre de voix - Number of voting rights

B VOTE PAR CORRESPONDANCE / I VOTE BY POST
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'un 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.

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

☐ JE DONNE POUVOIR À : Cf. au verso (4)
F / HEREBY GIVE MY PROXY TO: See reverse (4)
M. Mine ou Mlle / Son 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 : Surname, first name, address of the shareholder (Change regarding this information have to be applied to relevant institution. No changes can be made using this proxy form. See reverse (1))

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

D 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) (A) à M. / Mme ou Mlle. Raison Sociale pour voter en mon nom / I appoint (see reverse (A)) Mr. / Mrs or Miss, Corporate Name to vote on my behalf.

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

à la Banque / In the bank: 17 mai 2021 / May 17, 2021
à la Société / To the company: 17 mai 2021 / May 17, 2021

H Date & Signature
Date and sign here

C Résolutions not approved by the Board of Directors: if applicable

D Do not tick the box. The General Meeting being held behind closed doors, shareholders will not be able to propose resolutions during the meeting.

HOW TO TAKE PART IN THE GENERAL SHAREHOLDERS' MEETING

QUESTIONS IN WRITING

In accordance with Article R.225-84 of the French Commercial Code, shareholders who would like to submit questions in writing must do so no later than **May 18, 2021** by sending a registered letter with acknowledgment of receipt addressed to the Chairman of the Board of Directors to Worldline, River Ouest, 80, quai Voltaire – 95877 Bezons Cedex, France, or by sending an email to assemblee-generale@worldline.com.

Reminders:

- ▶ Undivided co-owners may only be represented at the General Shareholders' Meeting by one of the co-owners, considered as the owner.
- ▶ In accordance with Article 7 of Decree No.2020-418 of April 10, 2020, shareholders who have already cast their votes remotely are exceptionally authorized to change how they participate in the Shareholders' Meeting (notwithstanding Article R.225-85, III of the French Commercial Code) provided that the request is received by the Company no later than the third day prior to the General Shareholders' Meeting at 11:59 p.m. Paris time (i.e., **May 17, 2021**) or the day before the General Shareholders' Meeting at 3 p.m. Paris time if sent by email (i.e., **May 19, 2021**). In this case, and notwithstanding Article R.225-80 of the French Commercial Code, the voting instructions received previously will be revoked.
- ▶ The Company will void or modify, as applicable, votes cast by mail and proxies of shareholders who have sold some or all of their shares after submitting their voting instructions up until zero hour Paris time on the second business day prior to the General Shareholders' Meeting (i.e. **May 18, 2021**).
- ▶ No sale or other transaction made after the second business day prior to the General Shareholders' Meeting, i.e., **May 18, 2021 at zero hour, Paris time**, regardless of the method used, will be reported by the authorized intermediary or taken into account by the Company.

To be considered, questions must be accompanied by a registered stock certificate.

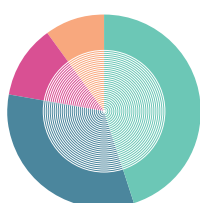
Due to potential issues delivering mail, shareholders are encouraged to communicate electronically and to submit their written questions via email.

WORLDLINE IN 2020

2020 REVENUE

€2,747.8 million

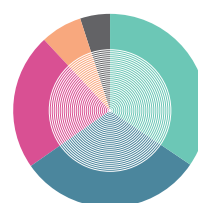
Revenue profile by Global Business Line



Merchants Services	(45%)	€ 1,245.6 million
Financial Services	(33%)	€ 904.0 million
Mobility & e-Transactional Services	(12%)	€ 324.5 million
Terminals, Solutions & Services	(10%)	€ 273.7 million

Revenue profile by geographic areas

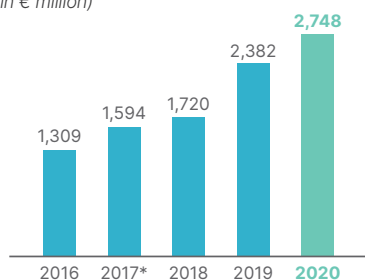
Europe is the Group's main operational base, generating circa 90% of total revenue in 2020.



Northern Europe	(35%)	€ 948.8 million
Central & Eastern Europe	(31%)	€ 845.5 million
Southern Europe	(23%)	€ 625.7 million
Asia Pacific	(7%)	€ 193.2 million
Americas	(5%)	€ 134.6 million

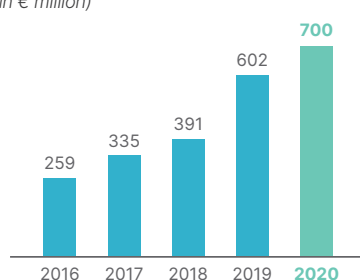
Revenue evolution

(in € million)



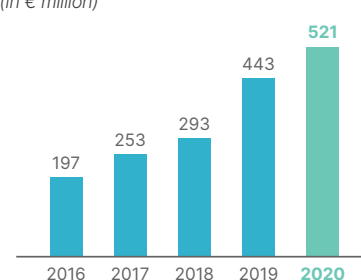
OMDA evolution

(in € million)



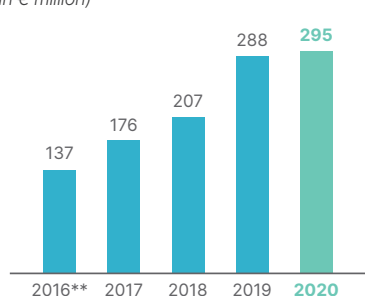
Operating margin evolution

(in € million)



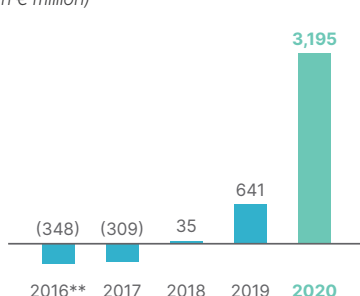
Free cash flow evolution

(in € million)

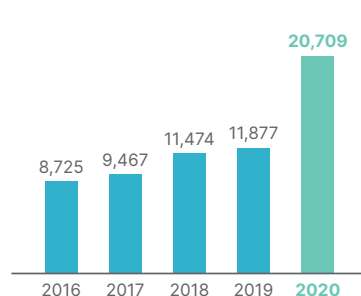


Net debt evolution

(in € million)



Employee evolution



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

** December 31, 2016 adjusted to reflect change in presentation disclosed Section 20.1.1.6.2 "Basis of preparation and significant accounting policies" of the 2016 Registration Document.

Worldline is the European leader in the payments and transactional services industry. Worldline delivers new-generation services, enabling its customers to offer sustainable, secure and innovative solutions to the end consumer.

A key player in the B2B2C market, the Group has over 45 years of payment systems expertise.

2020 OPERATIONAL PERFORMANCE

Facing the Covid-19 pandemic, Worldline has been able to deliver a continuous delivery of its services, while putting in place strong health protection measures for its employees through remote working or, in exceptional cases on site presence with strict adherence to local recommendations and Group policies.

Large sales engagements kept progressing as planned thanks to the constant dialogue maintained between Worldline's sales force and its customers. As a result, the level of commercial opportunities is at its all-time high, thereby providing confidence for the mid-term commercial ambitions.

Confinement, store lock-downs and strict distancing measures were sequentially implemented and eased in different intensity and pace in most of Worldline's key markets. Thanks to its diversified business profile, Worldline's revenue was globally resilient in the Extraordinary context despite the strong impact of restricting measures on payment transaction volumes operated by the Group.

While account payments were not significantly impacted and have delivered a strong growth along the year, card transactions in issuing mirrored the effects of governmental constraints. Debit cards were quite resilient, reflecting domestic transaction, while credit cards sharply declined as they are mostly used for travels, restaurants and hospitality transactions. Acquiring transactions in store were strongly impacted in the second and fourth quarter in relation with lockdowns implemented in Worldline's core countries, while online activities remained dynamic, fueled by non-travel verticals such as digital goods and services or on market places, reflecting a change in consumer habits towards more e-commerce.

As a result, 2020, Worldline's **revenue** reached **€2,747.8 million** in 2020. All along the year, the activity of the Group was impacted by the Covid-19 related measures and their effects on the European economies, mainly during the second and, to a lesser extent, the fourth quarter of the year. Facing this unprecedented situation, the Group leveraged its resilient and diversified business model as well as



IN 2020, THE GROUP GENERATED

**OMDA (Operating Margin
before Depreciation
& Amortization)**

€700 million

**Net Income
Group share**

€164 million

Free Cash Flow

€295 million

More than

**20,000
EMPLOYEES**
in 30+ countries

>50 YEARS
of expertise

**DIGITAL PAYMENTS
FOR A TRUSTED
WORLD**



its customer focused organization to implement an early response to the health situation. As a result, the revenue organic decline over the year has been limited to **-4.6%**.

The Group's **Operating Margin before Depreciation and Amortization (OMDA)** reached **€699.9 million** or **25.5% of revenue** representing an increase of **+60 basis points** compared to 2019 at constant scope and exchange rates. This solid performance compared to the 2020 objective to reach circa the same percentage than in 2019, reflects the ongoing transformation and synergy plans of the combined Group, as well as the strong actions taken to adapt the cost base in order to mitigate the impact of the Covid-19 on the combined Group's profitability while continuing investing in strategic projects to feed future growth.

Merchant Services

Merchant Services' **revenue** in 2020 reached **€1,246 million**, representing an organic decline by **-7.7%**. Most of the decrease was in *Commercial Acquiring* and to a lesser extent in *Digital Services*, impacted by a lower number of commercial acquiring transactions in Continental Europe due to Covid-19 related measures, in particular in the travel, retail, and hospitality sectors. Regarding *Online and Omnichannel Payment Acceptance* businesses, revenue grew thanks to much stronger e-commerce transactions in verticals such as digital goods and services and on market places, despite much lower transaction volumes in some sectors such as travel, and hospitality.

Merchant Services' **OMDA** in 2020 amounted to **€309.9 million**, 24.9% of revenue, representing an improvement by +150 basis points. While the severe impact of Covid-19 on the revenue of the Business Line impacted strongly profitability, Merchant Services was able to strongly improve its profitability through:

- ▶ specific and operational cost control actions, notably on personnel costs and discretionary expenses (e.g. marketing and communication);
- ▶ incremental synergies resulting from the second year of the SIX Payment Services integration program;
- ▶ the first synergies from the integration of Ingenico; and
- ▶ the impacts of transversal productivity improvement actions.

Financial Services

Financial Services' **revenue** showed resilience with an organic decrease limited to **-1.6%** over the year, to **€904.0 million**. The performance of each division was contrasted. Notably, on the one hand:

- ▶ *Account Payments* remaining almost unaffected by the Covid-19 situation and the division's revenue strongly

grew supported by increased volumes and ramp-up of contracts, in particular UniCredit;

- ▶ As a result of changes in consumer behavior triggered by Covid-19, authentication volumes related to e-commerce payment transactions and PSD2 strongly increased and supported revenue growth in the last months of the year. Higher transaction volumes were also processed on Worldline's e-brokerage platforms notably related the strong volatility on stock markets. Consequently, a strong double digit growth was recorded in *Digital Banking*.

While on the other hand, revenue linked to card based payment processing activities (*Issuing Processing and Acquiring Processing* altogether) strongly decreased due to the pandemic's impact on transaction volumes as well as lower project activity and discretionary spending from banks.

Financial Services' **OMDA** remained high in 2020 at **31.2%** of revenue, reaching **€281.7 million**. Nevertheless, being the Global Business Line with the highest proportion of fixed costs, the division was the most affected by volume decrease, particularly in the card payments divisions, leading to an organic deterioration of profitability by **-240 basis points**. In addition, significant investments were made for the ramp-up phase of recently signed large contracts. In order to mitigate these effects, strong measures were taken in terms of cost base monitoring and workforce management.

Terminals, Solutions & Services

The Global Business Line was created on November 1, 2020 and reported **revenue** over the last two months of the year reached **€273.7 million**, recording an overall solid performance of **-1.9%** organic evolution with the following regional dynamics:

- ▶ In Europe, Middle East & Africa, resilient volumes were recorded in Western Europe fueled by several projects in France and the shift to contactless in Germany. Eastern Europe experienced a continuous positive dynamic market environment led by a renewal cycle. In parallel, sales in Middle East & Africa were fueled by the execution of the Saudi Arabia terminalization project won in 2020.
- ▶ In Asia-Pacific, the situation was more contrasted, presenting a strong resilience in Australia with good level of business for main customer banks, in particular translating into a solid momentum with ANZ and its fleet renewal currently ongoing, while in the rest of the region, the activity continued to suffer, notably of Covid-19 consequences, in particular in China, in India and in South East Asia.
- ▶ Sales in Latin America showed an overall resilient performance driven by a continuing very strong momentum in Central America and Argentina, with market share gains and equipment phase ongoing in these countries. The pipeline of projects was successfully delivered, allowing

WORLDLINE IN 2020

broadly offsetting the strong 2019 comparison basis, which was due to strong sales in Brazil.

- Finally, North America continued to benefit from the EMV renewal cycle despite delays in customers deployment of terminals related to the Covid-19 situation.

The Business Line continued to implement the transformation roadmap from a “Hardware + Service” to “Payment-Platform-as-a-Service” business model. This transformation will accelerate thanks to the contribution of the developers teams of Easytymt acquired in Q4 2020.

In term of profitability, Terminals, Solutions & Services delivered a strong performance with an **OMDA** reaching **€88.6 million**, representing **32.4%** of revenue, driven by a favorable geographical mix as well as the continuing benefits from the recovery plan launched in H2 2019 (stricter pricing discipline and improved purchase performance), and the continuing effect of the Covid-19 cost control program launched in 2020.

Mobility & e-Transactional Services

Revenue in Mobility & e-Transactional Services reached **€324.5 million**, decreasing organically by **-3.1%**, with contrasted evolution between each of the three divisions:

Revenue in *e-Consumer & Mobility* grew strongly at a double digit percentage rate, thanks to the continuous increase of Contact contracts for secured omnichannel consumer interaction solutions, as well as to digital health solutions, notably in Germany.

This strong performance could not completely offset the revenue decline in *Trusted Digitization*, due to a lower project activity as some contracts are reaching the run phase, as well as in *e-Ticketing*, severely impacted by the health situation in the United Kingdom and in Latin America, with a massive decrease of rail and bus ticketing volumes and much less projects.












Mobility & e-Transactional Services' **OMDA** reached **€47.6 million**, representing **14.7%** of revenue. The Business Line has been able to compensate a large part of the profitability decrease related to revenue decline thanks to cost optimization plan addressing both fixed and variable costs.

Human resources

The **total headcount** was **20,709** at the end of 2020, compared to 11,877 at the end of 2019. The increase by **+42.6%** (or **+8,832 staff**) of the Group total workforce was mainly due to the Ingenico acquisition (8,266 staff worldwide) and to the insourcing of 203 UniCredit staff as part of a long term strategic partnership to manage its payments processing business in Germany and Austria, as well as GoPay acquisition in Eastern Europe and the creation of a Global Delivery Center in India by internal

CORPORATE GOVERNANCE

THE BOARD OF DIRECTORS: COMPOSITION AND ORGANIZATION AS OF COMPLETION OF THE ACQUISITION OF INGENICO

<div>CHAIRMAN & CEO</div> <div></div> <div>GILLES GRAPINET</div>	<div>DIRECTOR</div> <div></div> <div>BERNARD BOURIGEAUD*</div>	<div>LEAD DIRECTOR</div> <div></div> <div>GEORGES PAUGET*</div>	<div>Executive session</div> <div>Meetings16</div> <div>Attendance93%</div> <div>Independence**65%</div> <div>Foreign Directors41%</div>
<div>DIRECTOR</div> <div></div> <div>GILLES ARDITTI</div>	<div>DIRECTOR</div> <div></div> <div>AGNÈS AUDIER*</div>	<div>DIRECTOR</div> <div></div> <div>ALDO CARDOSO*</div>	<div>CENSOR</div> <div></div> <div>JOHANNES DIJSSELHOF</div>
<div>DIRECTOR</div> <div></div> <div>GIULIA FITZPATRICK</div>	<div>DIRECTOR</div> <div></div> <div>METTE KAMSVAG*</div>	<div>DIRECTOR</div> <div></div> <div>DANIELLE LAGARDE*</div>	<div>Average age**58.6 years</div> <div>Gender diversity**<div><div>41%</div><div>59%</div></div></div>
<div>DIRECTOR</div> <div></div> <div>MARIE-CHRISTINE LEBERT</div>	<div>DIRECTOR</div> <div></div> <div>ARNAUD LUCIEN</div>		
<div>SEC REPRESENTATIVE</div> <div></div> <div>JULIE NOIR DE CHAZOURNES</div>	<div>DIRECTOR</div> <div></div> <div>CAROLINE PAROT*</div>	<div>DIRECTOR</div> <div></div> <div>LUC RÉMONT*</div>	<div>DIRECTOR</div> <div></div> <div>DANIEL SCHMUCKI</div>
<div>DIRECTOR</div> <div></div> <div>THIERRY SOMMELET*</div>	<div>DIRECTOR</div> <div></div> <div>MICHAEL STOLLARZ</div>	<div>DIRECTOR</div> <div></div> <div>SUSAN M. TOLSON*</div>	<div>DIRECTOR</div> <div></div> <div>LORENZ VON HABSBURG LOTHRINGEN</div>
<div>DIRECTOR</div> <div></div> <div>NAZAN SOMER ÖZELGIN*</div>			<div><div>■</div> Directors upon proposal of SIX Group AG</div> <div><div>■</div> Director upon proposal of Bpifrance</div> <div><div>■</div> Director upon proposal of DSV Group</div> <div><div>■</div> Directors not appointed upon proposal of a specific shareholder</div> <div><div>■</div> Directors representing the employees</div> <div><div>■</div> Representative of the Social & Economic Committee</div> <div><div>■</div> Censor upon proposal of SIX Group AG</div>

* Independent Director.

** Neither the censor nor the Directors representing the employees are considered for the purpose of calculating the age, independence and gender diversity ratios presented above.

* Independent Director.

** Neither the censor nor the Directors representing the employees are considered for the purpose of calculating the age, independence and gender diversity ratios presented above.

OVERVIEW OF COMMITTEES COMPOSITION AND ACTIVITY

REMUNERATION AND NOMINATION COMMITTEE ♦

- ▶ 5 members
- ▶ 9 meetings
- ▶ Attendance: 94%
- ▶ Independence: 75%

♦ Since October 28, 2020 (acquisition of Ingenico): reorganisation of the Committees and split of the Nomination and Remuneration Committee into two separate committees.

AUDIT COMMITTEE ♦

- ▶ 6 members
- ▶ 7 meetings
- ▶ Attendance: 95%
- ▶ Independence: 66%

STRATEGY AND INVESTMENT COMMITTEE ♦

- ▶ 8 members
- ▶ 5 meetings
- ▶ Attendance: 91%
- ▶ Independence: 50%

SOCIAL AND ENVIRONMENTAL RESPONSIBILITY COMMITTEE ♦

- ▶ 5 members
- ▶ 3 meetings
- ▶ Attendance: 100%
- ▶ Independence: 50%

Biographies of Directors who are subject to the renewal of their term of office



AGNÈS AUDIER

Independent Director

Member of the Social and Environmental Responsibility Committee

Main activities:

- ▶ Senior advisor at Boston Consulting Group (BCG)
- ▶ Digital transformation and data consultant
- ▶ Volunteer commitments for elderly people and fight against poverty

2020 ATTENDANCE RATE

100%

- ▶ Board of Directors: 100%
- ▶ SER Committee: 100%

KEY SKILLS

- ▶ Technology
- ▶ Management
- ▶ Digital
- ▶ CSR (Corporate Social Responsibility)
- ▶ Transformation
- ▶ Corporate Strategy

Professional address:

River Ouest
80, quai Voltaire
95870 Bezons, France

Number of shares: 1,661

Date of birth (and age):

November 3, 1964 (56 years old)

Nationality: French

Date of 1st appointment:

October 28, 2020

Date of renewal: N/A

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

BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

Agnès Audier is a senior advisor at The Boston Consulting Group (BCG) and consultant specialized in digital, societal and human issues, as well as in transformation projects. Agnès Audier supports start-ups in the Tech and HealthTech sectors. Previously, she was an Associate Director and a member of BCG's Europe and Latin America Management Committee.

Prior to joining BCG in 2007, Agnès Audier was a member of the Executive Committee of Havas, where she was Executive Vice President, Head of Performance from 2003 to 2005, before joining the General Inspectorate of Finance within the Ministry of Finance in 2006 (*Inspection générale des finances au sein du ministère des Finances*).

Prior to that, she was Managing Director of Vivendi Universal's Internet and technology division, after having served as Director of Strategy and Development and Secretary of the Group's Executive Committee.

Prior to these positions, Agnès Audier worked in the public sector, notably as technical advisor to the Minister of Social Affairs, Health and Urban Affairs, and then as Chief of Staff to the Minister of Small and Medium-sized Enterprises, Trade and Crafts.

Agnès Audier is a Chief Engineer of the Corps des Mines. She is also a graduate of the Institut d'Études Politiques de Paris, an alumnus of the École Normale Supérieure and an *agrégée* in physical sciences. She has a DEA in materials science and has completed two years of thesis on high-temperature superconductors.

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES

Other positions and offices held at December 31, 2020

Within the Worldline Group

None

Outside the Worldline Group

- ▶ Director of EUTELSAT* member of the Audit and Remuneration Committees
- ▶ Director of HIME, holding company of SAUR
- ▶ Censor of Crédit Agricole SA *
- ▶ Voluntary Chairman of the Board of Directors of SOS Seniors (non-profit organization)

Other positions and offices held during the last 5 years

Within the Worldline Group

- ▶ Director of Ingenico Group SA (until October 2020)

Outside the Worldline Group

- ▶ Associate Director of Boston Consulting Group (BCG) (until September 2018)

* Listed company.



LORENZ VON HABSBURG LOTHRINGEN

Chairman of the Nomination Committee

Vice-Chairman of the Remuneration Committee

Member of the Strategy and Investment Committee

Main activity: Partner of the bank E. Gutzwiller & Cie, Bankers, Basel

2020 ATTENDANCE RATE

96%

- ▶ Board of Directors: 87%
- ▶ Nomination and Remuneration Committees: 100%
- ▶ Strategy & Investment Committee: 100%

KEY SKILLS

- ▶ Banking and Finance sectors
- ▶ Investment
- ▶ Governance
- ▶ Corporate Strategy

Professional address:

Gérance E. Gutzwiller & C^{ie}, Banquiers
Kaufhausgasse 7
4051 Basel, Switzerland

Number of shares: 750

Date of birth (and age):

December 16, 1955 (65 years old)

Nationality: Belgian; Austrian

Date of 1st appointment:

April 30, 2019

Date of renewal: N/A

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

BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

Lorenz von Habsburg Lothringen joined the bank E. Gutzwiller & C^{ie}, Bankers in 1983, where he held the positions of proxyholder, director and, since 1990, Partner. Successively Advisor of the Chief Executive of SWIFT SC Brussels, of the Board of Cobepa SA and of the general management of the bank BNP Paribas, Lorenz von Habsburg Lothringen has a solid experience in the banking and financial sectors.

Lorenz von Habsburg Lothringen holds a Master in Economics and Politics from the University of Innsbruck (Austria).

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES

Other positions and offices held at December 31, 2020

Within the Worldline Group

None

Outside the Worldline Group

Foreign countries:

- ▶ Director, SIX Group AG, Zurich

Other positions and offices held during the last 5 years

Within the Worldline Group

None

Outside the Worldline Group

- ▶ Director, Suez Environment * (until May 2019)

* Listed company.



DANIELLE LAGARDE

Independent Director

Chairwoman of the Social and Environmental Responsibility Committee

Member of the Nomination and Remuneration Committees

Main activity: Human resources expert

2020 ATTENDANCE RATE

100%

- ▶ Board of Directors: 100%
- ▶ SER Committee: 100%
- ▶ N&R Committees: 100%

KEY SKILLS

- ▶ Human Resources
- ▶ Governance
- ▶ CSR (Corporate Social Responsibility)

Professional address:

41, avenue Bosquet
75007 Paris, France

Number of shares: 2,748

Date of birth (and age):

May 3, 1960 (60 years old)

Nationality: French

Date of 1st appointment:

December 12, 2016

Date of renewal: May 24, 2018

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

BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

Danielle Lagarde joined the Atos group in 2005 where she spent more than eleven years and where she served in several different roles. From June 2014 to January 2017, she served as Group Senior Vice President, in charge of Human Resources Executive management. Prior to this role and from 2008 to 2014, she served as Senior Vice President Human Resources for Atos Group where she was in charge of all HR expertise and in charge of CSR topics. Prior to Atos group, Danielle Lagarde served as Senior HR Director EMEA for several Service Lines at DELL, CEO France for RSL Com (US Telco company), HRD Europe for Viatel (US Telco), Managing Director at Millesime Human Resources Ltd. Based in Hong Kong, and Corporate Communication Manager for a Group of Airlines (EAS Europe Airlines). She also served until March 2019 as Chief Human Resources Officer EMEA at Jones Lang Lasalle. In addition to its expertise in the field of Human Resources, Danielle Lagarde developed through her experiences solid skills in the field of CSR and governance.

Danielle Lagarde holds a Post Master degree (DESS) in Human Resources (IAE Aix-en-Provence), a Board Member Certification (IFA/Sciences Po Paris) and a "Women on Board" Certification from Harvard Business School.

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES

Other positions and offices held at December 31, 2020

Within the Worldline Group

None

Outside the Worldline Group

None

Other positions and offices held during the last 5 years

Within the Worldline Group

None

Outside the Worldline Group

France:

- ▶ President of Jones Lang Lasalle holding SAS (until March 2019)



DANIEL SCHMUCKI

Chairman of the Strategy and Investment Committee

Member of the Audit Committee

Main activity: Chief Financial Officer of SIX Group AG

2020 ATTENDANCE RATE

89%

- ▶ Board of Directors: 80%
- ▶ Strategy & Investment Committee: 100%
- ▶ Audit Committee: 86%

KEY SKILLS

- ▶ Finance
- ▶ Payment Services & Banking sector
- ▶ Corporate Strategy & Investment

Professional address:

SIX Group AG
Pfingstweidstrasse 110
CH-8021 Zurich, Switzerland

Number of shares: 750

Date of birth (and age):

June 6, 1968 (52 years old)

Nationality: Swiss

Date of 1st appointment:

March 19, 2020

Date of renewal: N/A

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

BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

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.

Daniel Schmucki holds a qualification as Chartered Accountant.

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES

Other positions and offices held at December 31, 2020

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
 - Borsa e Mercados de Espana (BME)

Other positions and offices held during the last 5 years

Within the Worldline Group

None

Outside the Worldline Group

Foreign countries:

- ▶ Director:
 - Flaschenpost Services AG (until February 2020)
 - Aeroporto do Belo Horizonte (until February 2017)
 - Bangalore International Airport (until February 2017)
 - Zurich Airport Latin America (until February 2017)
 - Piavita AG (until February 2017)
- ▶ Chairman of the Board of Zurich Airport International AG (until February 2017)
- ▶ Deputy Chief Executive Officer and Chief Financial Officer of Flughafen Zurich AG * (until February 2017)

* Listed company.



NAZAN SOMER ÖZELGIN

Independent Director

Main activities:

- ▶ Independent Director of companies
- ▶ Consultant to financial institutions

2020 ATTENDANCE RATE

100%

- ▶ Board of Directors: 100%

KEY SKILLS

- ▶ Audit, Risk, Compliance
- ▶ Finance
- ▶ Banking sector

Professional address:

River Ouest
80, quai Voltaire
95870 Bezons, France

Number of shares: 1,571

Date of birth (and age):

November 6, 1963 (57 years old)

Nationality: Turkish

Date of 1st appointment:

October 28, 2020

Date of renewal: N/A

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

BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

Nazan Somer Özelgin is a Supervisory Board Member, Audit Committee Chairperson and Risk Committee and Nomination Committee member of Unicredit Romania. She is Supervisory Board Member and Chairperson of Mapfre Insurance Turkey and holds Deputy Chair responsibility in Zagrebacka (Croatia) in addition to being a member of the Risk Committee and Audit Committee.

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 of orphan children) and the Board of Trustees of Bosphorus University of Istanbul.

Before, Nazan Somer Özelgin was the Executive Vice President in charge of Retail Banking and a member of the Executive Committee of Yapi Kredi (one of the three largest private banks of Turkey) from 2009 to 2018. She joined Yapi Kredi Bank in Turkey in 2000 as Executive Vice President in charge of Individual Banking. Between 2003 and 2009, she served as Executive Vice President in charge of credit cards and consumer lending and from 2009 to 2018 as Head of Retail and Member of the Executive Committee managing the retail business line end to end and leading many transformation projects including but not limited to digital transformation of the bank.

From 1988 to 2000, she served as an Independent Auditor of Arthur Andersen Istanbul office and obtained her Certified Public Accountant Certificate in 1993. During her career with Arthur Andersen, Nazan Somer Özelgin assumed auditing and financial consultancy responsibilities for companies in banking and finance, manufacturing, commerce, construction and tourism. Furthermore, she ran many internal control and workflow reviews, restructuring and due diligence projects as well as company valuations especially in the financial sector. She was the partner in charge of financial sector in the last two years of her career with Arthur Andersen Turkey. During this period, she also held responsibilities for financial sector clients in Bucharest and Sofia.

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 of Istanbul.

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES

Other positions and offices held at December 31, 2020

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 committee of UniCredit * (Romania)
- ▶ Deputy Chair of the Supervisory Board, Risk Committee and Audit Committee member of Zagrebacka Banka * (UniCredit Croatia)
- ▶ Chairwoman of the Supervisory Board of Mapfre Sigorta AS Turkey
- ▶ Deputy Chair of Istanbul Golf Club
- ▶ Member of the Advisory Board of Darussafaka (Foundation)
- ▶ Member of the Trustee Board of Bosphorus University of Istanbul

Other positions and offices held during the last 5 years

Within the Worldline Group

- ▶ Director of Ingenico Group SA * (2019-2020)

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 Remuneration Committee of Unicredit (Romania)
- ▶ 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 Chairwoman 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 and member of the executive committee of Yapi ve Kredi Bankasi (2000-2018)

* Listed company.



JOHANNES DIJSSELHOF

Censor

Main activities: Chief Executive Officer of SIX Group AG

2020 ATTENDANCE RATE

97%

- ▶ Board of Directors: 82%
- ▶ Strategy & Investment Committee: 100%
- ▶ Audit Committee: 100%

KEY SKILLS

- ▶ Management
- ▶ Banking and Finance sectors
- ▶ Technology
- ▶ Corporate Strategy
- ▶ Payment Services

Professional address:

SIX Group AG
Pfingstweidstrasse 110,
8021 Zürich, Switzerland

Number of shares: N/A ⁽¹⁾

Date of birth (and age):

October 4, 1965 (55 years old)

Nationality: Dutch

Date of 1st appointment:

March 19, 2020

Date of renewal: June 9, 2020

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

BIOGRAPHY – PROFESSIONAL EXPERIENCE – FIELDS OF EXPERTISE

Johannes 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 N.V. in Amsterdam.

LIST OF POSITIONS AND OFFICES HELD IN FRENCH AND FOREIGN COMPANIES

Other positions and offices held at December 31, 2020

Within the Worldline Group

None

Outside the Worldline Group

- ▶ Chief Executive Officer of SIX Group AG
- ▶ Chairman of the Board of Directors of BME

Other positions and offices held during the last 5 years

Within the Worldline Group

None

Outside the Worldline Group

- ▶ Chief of Operations at Euronext NV Amsterdam a.i. (2014-2017)

(1) In accordance with the Internal Rules of the Board of Directors, the Censor is exempt from the obligation to own shares of the Company.

REMUNERATIONS

COMPENSATION POLICY FOR THE CORPORATE OFFICERS FOR 2021, SUBMITTED TO THE SHAREHOLDERS' VOTE

The 2021 compensation policy for Worldline corporate officers was established in accordance with the provisions of Article L.22-10-8 of the French Commercial code.

For more information on the compensation policy for 2021, shareholders are invited to refer to Worldline 2020 Universal Registration Document (Section G.3.1).

COMPONENTS OF COMPENSATION PAID OR AWARDED TO CORPORATE OFFICERS FOR 2020, SUBMITTED TO THE SHAREHOLDERS' VOTE

Pursuant to Article L. 22-10-34 (formerly Article L. 225-100) of the French Commercial Code, the amounts and components presented below, resulting from the implementation of the 2020 compensation policies for corporate officers approved

by the Annual General Meeting held on June 9, 2020, are subject to the approval of the 2021 Annual General Meeting. They form an integral part of the Board of Directors' report on corporate governance.

Level of achievement of the objectives linked to the 2020 annual variable compensation

The annual variable compensation due to Mr. Gilles Grapinet, Chief Executive Officer and Mr. Marc-Henri Desportes, Deputy Chief Executive Officer, for 2020 amounts to respectively €403,776⁽¹⁾ and €196,280⁽¹⁾ and corresponds to

the application of a payment of 56.08% of their respective annual target variable compensation and 64.86% of their respective annual fixed compensation.

In 2020, the nature and weighting of each indicator included in the Chief Executive Officer's variable compensation and the Deputy Chief Executive Officer's variable compensation, as well as the average payout of annual objectives are as follows:

2020	Weight		Payout rate	
Group revenue organic growth	40%		27.3%	
Group Operating Margin before Depreciation and Amortization (OMDA)	30%		51.8%	
Group Free Cash Flow	30%		98.7%	

2020 Objectives Indicator	First Half		Second Half	
	Weight	Payout *	Weight	Payout *
Group revenue organic growth	40%	0%	40%	54.7%
Group Operating Margin before Depreciation and Amortization (OMDA)	30%	0%	30%	103.6%
Group Free Cash Flow ⁽¹⁾	30%	81.3%	30%	116.1%
PAYOUT AS A % OF THE TARGET VARIABLE COMPENSATION (ON A HALF-YEAR BASIS)		24.39%	87.77%	

* After applying the 130% capped elasticity curve.

(1) Before dividends and income from acquisitions/disposals.

(1) It is recalled that:

- the Chief Executive Officer informed the Board of Directors on April 1, 2020 that he was waiving entitlement to any increase in his 2020 annual variable compensation (the adjusted variable compensation amounted to €850,000); and that
- the Deputy Chief Executive Officer informed the Board of Directors on April 1, 2020 that he was waiving entitlement to any increase in his 2020 annual variable compensation (the adjusted variable compensation amounted to €450,000).

Components of compensation due or awarded for the fiscal year 2020 to Mr. Gilles Grapinet, Chief Executive Officer

The 2020 compensation policy for the Chief Executive Officer for 2020 was approved by the General Meeting held on June 9, 2020 (under the 28th resolution). The components making up the total compensation and fringe benefits of all kinds paid or allocated to Mr. Gilles Grapinet in 2020 comply

with this policy. For more information on the corporate officers' 2020 compensation for 2020, shareholders are invited to refer to the 2020 Universal Registration Document (Section G.3.2.2).

The table below mentions all the components of compensation paid or allocated to Mr. Gilles Grapinet for fiscal year 2020 and which are subject to the approval of the Annual General Meeting:

Components of compensation subject to approval	Amounts paid during the year ended (in €)	Amounts awarded during the year or accounting value (in €)	Presentation
Annual fixed compensation	622,500	622,500	Fixed compensation paid and attributed to Mr. Gilles Grapinet for his duties as Chief Executive Officer of Worldline in 2020.
Annual variable compensation	711,457 *	403,776 **	* Amount allocated for the year ended in 2019 and paid in 2020 and approved by the General Meeting on June 9, 2020 – for further information, see the 2019 Universal Registration Document. ** Amount granted for the year ended in 2020 and which will be paid in 2021 after approval by the 2021 Annual General Meeting.
Value of stock options granted during the year⁽¹⁾	0	190,773	Grant of 25,850 stock options to Mr. Gilles Grapinet.
Value of performance shares granted during the year⁽¹⁾	0	1,087,251	Grant of 25,850 performance shares to Mr. Gilles Grapinet.
Exceptional compensation	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Mr. Gilles Grapinet.
Compensation allocated to Directors and to the Chairman of the Board of Directors	0	0	No compensation was paid/allocated to Mr. Gilles Grapinet for his duties as Director and Chairman of the Board of Directors of Worldline in accordance with the compensation policy applicable to Directors and to the Chairman and Chief Executive Officer.
Fringe benefits	6,998	6,998	In 2020, Mr. Gilles Grapinet benefited from a company car with a driver, an annual medical check-up and an investment adviser.
Complementary and supplementary pension plans	0	0	No pension was paid/attributed to Mr. Gilles Grapinet in 2020.
Compensatory allowance for forced departure	0	0	No amount was paid or granted to Mr. Gilles Grapinet during 2020 as he still holds his position within Worldline SA.
Social protection plans (employer contributions)	5,278	5,278	Amount corresponding to the employer contributions for the plan covering the reimbursement of health costs and the incapacity, disability, death policy.
Compensation paid by a company in the scope of consolidation	0	0	No compensation was paid/allocated to Mr. Gilles Grapinet by a company in the scope of consolidation.
Severance pay and non-compete clause	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Mr. Gilles Grapinet.
TOTAL	1,346,233	2,316,576	

(1) Fair value determined pursuant to IFRS 2 recognized in the consolidated financial statements.

REMUNERATIONS

Components of compensation due or awarded for the fiscal year 2020 to Mr. Marc-Henri Desportes, Deputy Chief Executive Officer

The 2020 compensation policy for the Deputy Chief Executive Officer for 2020 was approved by the Annual General Meeting held on June 9, 2020 (29th resolution). The elements making up the total compensation and fringe benefits of all kinds paid

or allocated to Mr. Marc-Henri Desportes comply with this policy. For more information on the corporate officers' 2020 compensation for 2020, shareholders are invited to refer to the 2020 Universal Registration Document (Section G.3.2.3).

The table below mentions all the components of compensation paid or awarded to Mr. Marc-Henri Desportes which are subject to the approval of the Annual General Meeting.

Components of compensation subject to approval	Amounts paid during the year ended (in €)	Amounts awarded during the year or accounting value (in €)	Presentation
Annual fixed compensation	350,000	350,000	Fixed compensation paid and attributed to Mr. Marc-Henri Desportes for his duties as Deputy Chief Executive Officer of Worldline in 2020.
Annual variable compensation	356,053 *	196,280 **	* Amount allocated for the year ended 2019, paid in 2020 and approved by the General Meeting on June 9, 2020 – for further information, see the 2019 Universal Registration Document. ** Amount granted for the year ended 2020 and which will be paid in 2021 after approval by the 2020 Annual General Meeting.
Value of stock options granted during the year ⁽¹⁾	0	98,892 ⁽¹⁾	Grant of 13,400 stock options to Mr. Marc-Henri Desportes.
Value of the performance shares granted during the year ⁽¹⁾	0	563,604 ⁽¹⁾	Grant of 13,400 performance shares to Mr. Marc-Henri Desportes.
Exceptional compensation	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Mr. Marc-Henri Desportes.
Compensation allocated to Directors	0	0	This compensation component is not applicable, as Mr. Marc-Henri Desportes does not hold office on the Worldline Board of Directors.
Fringe benefits	3,832	3,832	Mr. Marc-Henri Desportes benefited from a company car without a driver, as well from an annual medical check-up and an investment advisor.
Complementary and supplementary pension plans	0	0	Mr. Marc-Henri Desportes is not entitled to any complementary or supplementary pension plans.
Compensation paid by a company within the scope of consolidation	0	0	Mr. Marc-Henri Desportes does not receive any compensation for his duties as Chief Executive Officer of Ingenico Group SA.
Social protection plans (employer contributions)	5,278	5,278	Amount corresponding to employer contributions to the incapacity, disability, death policy plan and the healthcare plan.
Severance payments and payments in connection with a non-compete clause	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Mr. Marc-Henri Desportes.
TOTAL	715,163	1,217,886	

(1) Fair value determined pursuant to IFRS 2 recognized in the consolidated financial statements.

AGENDA OF THE COMBINED GENERAL SHAREHOLDERS' MEETING

ORDINARY ITEMS

- ▶ Approval of the Company financial statements for the financial year ending December 31, 2020 (**1st resolution**)
- ▶ Approval of the consolidated financial statement for the financial year ending December 31, 2020 (**2nd resolution**)
- ▶ Allocation of the net income for the financial year ending December 31, 2020 (**3rd resolution**)
- ▶ Approval of the agreements entered into between Worldline and SIX Group AG – Second Settlement Agreement and Lock-up Agreement – as referred to in Article L.225-38 of the French Commercial Code (**4th resolution**)
- ▶ Approval of the amendment to the Business Combination Agreement entered into between Worldline and Deutscher Sparkassen Verlag GmbH (DSV) as referred to in Article L.225-38 of the French Commercial Code (**5th resolution**)
- ▶ Renewal of Ms. Agnès Audier as Director (**6th resolution**)
- ▶ Renewal of Ms. Nazan Somer Özelgin as Director (**7th resolution**)
- ▶ Renewal of Ms. Danielle Lagarde as Director (**8th resolution**)
- ▶ Renewal of Mr. Lorenz von Habsburg Lothringen as Director (**9th resolution**)
- ▶ Renewal of Mr. Daniel Schmucki as Director (**10th resolution**)
- ▶ Renewal of Mr. Johannes Dijsselhof as Censor (**11th resolution**)
- ▶ Approval of the information referred to in I of Article L.22-10-9 of the French Commercial Code on the compensation paid during the financial year 2020 or awarded in respect of the same financial year to all corporate officers (**12th resolution**)
- ▶ Approval of the elements of compensation and benefits paid for the financial year ending December 31, 2020 or awarded for the same to Mr. Gilles Grapinet, Chairman and Chief Executive Officer (**13th 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 (**14th resolution**)
- ▶ Approval of the 2021 compensation policy applicable to the Chairman and Chief Executive Officer (**15th resolution**)
- ▶ Approval of the 2021 compensation policy applicable to the Deputy Chief Executive Officer (**16th resolution**)
- ▶ Approval of the 2021 compensation policy applicable to the Chairman of the Board of Directors (**17th resolution**)
- ▶ Approval of the 2021 compensation policy applicable to non-executive Directors (**18th resolution**)
- ▶ Authorization to the Board of Directors for the purpose of purchasing, holding or transferring shares of the Company (**19th resolution**)

AGENDA

EXTRAORDINARY ITEMS

- ▶ 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 instruments – **while maintaining preferential subscription rights (20th 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 instruments through public offerings, **without preferential subscription rights, conferring on the shareholders a priority subscription (21st 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 instruments through public offerings mentioned in Article L.411-2 II of the French Monetary and Financial Code, **without preferential subscription rights (22nd 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 **(23rd 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 and in consideration for contributions in kind** relating to equity securities or securities giving access to the capital (other than public exchange offerings) **(24th 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 **(25th resolution)**
- ▶ Delegation to the Board of Directors of authority to increase the share capital of the Company **with cancelation of the shareholder's preferential subscription rights to the benefit of employees and/or executive officers of the Company and its affiliated companies members of a company or group savings plan (26th resolution)**
- ▶ Delegation of power to the Board of Directors to increase the Company's share capital, **with cancelation of the shareholder's preferential subscription right for the benefit of a class of beneficiaries consisting of employees and/or corporate officers of the Company's foreign subsidiaries**, within the meaning of Article L.233-16 of the French Commercial Code, in the context of an employee shareholding plan **(27th resolution)**
- ▶ Authorization to the Board of Directors to grant options to subscribe for or to purchase shares to the employees and/or corporate officers of the Company and/or its affiliated companies **(28th resolution)**
- ▶ Authorization to the Board of Directors to grant free performance shares to the employees and/or corporate officers of the Company and/or its affiliated companies **(29th resolution)**
- ▶ Approval of the draft Contribution Agreement subject to the regime governing spin-offs by the Company of its operational and commercial activities, and the related support functions, for the benefit of Worldline France SAS, a wholly owned subsidiary of the Company; approval of the Contribution, its valuation, and its consideration **(30th resolution)**
- ▶ Powers **(31st resolution)**

BOARD OF DIRECTORS' REPORT

ON THE RESOLUTIONS AND DRAFT RESOLUTIONS

Dear Shareholders,

You have been invited to this Combined General Meeting of May 20, 2021 for the purpose of submitting for your approval the following 31 resolutions, a draft version of which was approved by your Board of Directors (the "**Board**") on April 7, 2021:

- ▶ the first 19 resolutions fall under the competence of the ordinary session of the General Meeting;
- ▶ the 20th to 30th resolutions fall under the competence of the Extraordinary session of the General Meeting;
- ▶ the last resolution concerns the powers for formalities.

Given the current context of the Coronavirus (Covid-19) pandemic, specifically the ongoing health state of emergency in France, and in accordance with the provisions of decree No. 2021-255 of March 9, 2021 extending the period of application of order No. 2020-321 of March 25, 2021, of decree No. 2020-418 of April 10, 2020 and decree No. 2020-629 of May 25, 2020, this General Meeting will be held behind closed doors without the physical presence of shareholders and other people entitled to attend the Meeting.

Detailed information about the annual financial statements and the consolidated financial statements for the fiscal year ended December 31, 2020, as well as the conduct of corporate affairs during this financial year, can be found in the 2020 Universal Registration Document filed with the French financial markets authority (*Autorité des marchés financiers*), on April 13, 2020. As required by legal and regulatory texts, this document is available to shareholders at the Company's registered office and is accessible on the Company's website at www.worldline.com.

The shareholders are requested to also refer to the cross-reference table provided in the 2020 Universal Registration Document which identifies the sections of this document that correspond to the disclosures expected in the management report in respect of the financial year 2020.

In this report, we present to you the reasons for each of the resolutions that are submitted to your vote at the General Meeting.

RESOLUTIONS WITHIN THE COMPETENCE OF THE ORDINARY GENERAL MEETING

Approval of the Company and consolidated financial statements for the financial year ending December 31, 2020

FIRST AND SECOND RESOLUTIONS

We request you to approve, under the terms of the 1st and 2nd resolutions, after reviewing the Statutory Auditors' reports, the financial statements and the consolidated financial statements for the financial year ending December 31, 2020.

The financial statements presented have been prepared in accordance with French law and regulations, and the consolidated financial statements have been prepared in accordance with IFRS (International Financial Reporting Standards).

The results for the 2020 financial year are detailed in the management report and the financial statements are included in the 2020 Universal Registration Document of the Company (Section E).

In addition, we request you to approve the amount of non-deductible expenses and charges referred to in Article 39 paragraph 4 of the General Tax Code, which amounts to €173,143.12.

BOARD OF DIRECTORS' REPORT ON THE RESOLUTIONS AND DRAFT RESOLUTIONS

FIRST RESOLUTION

Approval of the Company financial statements for the financial year ending December 31, 2020

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 2020 financial year, approves, as presented, the Company's financial statements for the year ending December 31, 2020, including the balance sheet, income statement and the notes thereto, as presented, showing a loss of €50,368,494.83, as well as the transactions reflected in these financial statements and summarized in these 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 point 4 of Article 39 of said Code and that amount to €173,143.12 for the 2020 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, 2020

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 2020 financial year, approves, as presented, the consolidated financial statements for the year ending December 31, 2020, 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, 2020

THIRD RESOLUTION

The result for the financial year ending December 31, 2020 showing a loss of EUR (-50,368,494.83), it is proposed, under the terms of the 3rd resolution, to allocate the total to the retained earnings.

In euros

Net income	-50,368,494.83
Previous retained earnings	173,251,749.12
Total distributable amount	122,883,254.29

To be allocated as follows

To the retained earnings	122,883,254.29
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It is recalled that the Group's objective is to distribute dividends in the amount of approximately 25% of its consolidated net income, to the extent that this is compatible with the implementation of its external growth policy. Taking into account the strategic priority given by the Group in 2021 to pursue its development and which requires Worldline to preserve its financial leeway, the Board has decided to propose to the shareholders not to distribute a dividend.

In accordance with the provisions of Article 243 bis of the French General Tax Code, no dividend has been distributed in respect of the three financial years preceding the 2020 financial year.

THIRD RESOLUTION

Allocation of the net income for the financial year ending December 31, 2020

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the management report of the Board of Directors, resolves to allocate available 2020 earnings as follows:

In euros

Net income	-50,368,494.83
Previous retained earnings	173,251,749.12
Total distributable amount	122,883,254.29

To be allocated as follows

To the retained earnings	122,883,254.29
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In accordance with applicable legal provisions, the General Meeting notes that no dividends were paid in the three financial years preceding the financial year 2020.

Related-party agreements referred to in Articles L.225-38 et seq. of the French Commercial Code

FOURTH AND FIFTH RESOLUTIONS

The purpose of the 4th and 5th resolutions is to submit for your approval, on the Statutory Auditors' special report, the related-party agreements described in Articles L.225-38 et seq. of the French Commercial Code authorized and entered into during the fiscal year ended on December 31, 2020. You can find these agreements in the said special report.

You are kindly requested to give your opinion about the agreements below:

- ▶ an English-language agreement entitled "Second Settlement Agreement" entered into between Worldline and SIX Group AG to finalize certain actions following the acquisition of SIX Payment Services on November 30, 2018. These actions include: finalizing and definitively closing the accounts used to complete the acquisition; formalizing SIX Group AG's commitment to pay Worldline the amount of the price adjustment set at CHF 58,975,000; waiving the right to reclaim issues that have already been taken into account in the final accounts for the execution of the transaction and resolving certain pending issues following the completion of the acquisition as well as agreeing to a commitment by SIX Group AG to indemnify Worldline for the maximum amount of CHF 2,800,000 for any contingent liabilities due to an ongoing dispute;
- ▶ an English-language agreement entitled "Lock-up Agreement" entered into between Worldline and SIX Group AG formalizing the non-transferability commitment for Worldline shares held by SIX Group AG during the period between October 28, 2020 and June 30, 2021, and pursuant to which SIX Group AG primarily undertakes neither to transfer nor agree to transfer directly or indirectly any of its Worldline shares (or other Worldline securities), nor to enter into any derivative nor any other agreement or transaction having substantially similar economic effects or consequences on its Worldline shares and not to publicly announce its intention to perform one of the transactions mentioned above. However, the agreement states that the non-transferability commitment, as provided for, does not apply in the event of: (i) an intra-group transfer provided that the transferee entity takes over the commitment; or (ii) an issue of bonds exchangeable into Worldline shares for the purpose of financing a transaction publicly announced by SIX Group AG, provided that the total principal amount of the bonds exchangeable for shares issued by SIX Group AG does not exceed €750 million.

While reviewing the said agreements entered into between the Company and SIX Group AG, prior to their authorization, the Board considered that it was in the Company's interest, regarding the Second Settlement Agreement, to finalize the post-closing actions resulting from the acquisition of SIX Payment Services and regarding the Lock-up Agreement, to have the full support of SIX Group AG, one of the Company's key shareholders, in order to successfully complete the plan to combine Worldline and Ingenico;

- ▶ an amendment to the "Business Combination Agreement" entered into with Deutscher Sparkassenverlag GmbH ("**DSV Group**") : this amendment authorized by the Board on January 21, 2021 amends the English-language contract "Business Combination Agreement" (hereafter the "**BCA**") entered into on June 8, 2020 between Worldline, Ingenico Group SA ("**Ingenico**"), DSV Group and Payone in connection with the acquisition of Ingenico and notably aimed at defining the conditions surrounding the contribution by Worldline of its Merchant Services in Germany and Austria to Payone and the acquisition by the Worldline Group of the Swiss-based activity of Payone (a joint-venture created with DSV Group).

This amendment mainly provides for postponement of the final date for completing the conditions precedent to the contribution transaction and specifies the completion and signing dates, and the description of transitional models for the transfer of contracts. Where the term of one of these contracts, if it exceeds the term set out in the amendment, is tied to the payment of an indemnity by Worldline to Payone GmbH and capped at €1.5 million, the formalization of the agreement on key accounts and the formalization of a pre- and post-completion adjustment mechanism for expenses linked to the services between the companies involved in the contribution may, under certain circumstances, lead to an indemnity in favor of Payone.

Indeed, the Board considered that it was in the Company's interest to strengthen its position within Payone in line with its communication to the market made in February 2020 in connection with the acquisition of Ingenico.

It should be noted that at its meeting of December 18, 2020, the Board of Directors stated the interest in continuing in 2021 the agreements entered into in prior fiscal years, in accordance with the provisions of Article L.225-40-1 of the French Commercial Code.

For the latter, the General Meeting is asked to duly note the information relating to said agreements.

BOARD OF DIRECTORS' REPORT ON THE RESOLUTIONS AND DRAFT RESOLUTIONS

FOURTH RESOLUTION

Approval of the agreements entered into between Worldline and SIX Group AG – Second Settlement Agreement and Lock-up Agreement – 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 report of the Board of Directors and the special report of the Statutory Auditors regarding the agreements referred to in Article L.225-38 *et seq.* of the French Commercial Code, approves the conclusions of the said special report of the Statutory Auditors as well as the agreements mentioned therein, in particular in particular the terms of the English-language agreements entitled “Second Settlement Agreement” and “Lock-up Agreement” entered into between the Company and SIX Group AG mentioned in this report pursuant to Article L.225-38 of the French Commercial Code.

FIFTH RESOLUTION

Approval of the amendment to the Business Combination Agreement entered into between Worldline and Deutscher Sparkassen Verlag GmbH (DSV) 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 consulted the report of the Board of Directors and the special report of the Statutory Auditors on the agreements referred to in Articles L.225-38 *et seq.* of the French Commercial Code, approves the terms of the said special report of the Statutory Auditors and the agreements mentioned therein, in particular the amendment to the Business Combination Agreement with Deutscher Sparkassen Verlag GmbH (DSV) referred to in that report pursuant to Article L.225-38 of the French Commercial Code.

Composition of the Board of Directors

SIXTH TO ELEVENTH RESOLUTIONS

The purpose of the 6th to 11th resolutions is to propose the reappointment of five Directors and the Censor.

The Board is made up of 17 members, 11 of whom have been confirmed to be independent Directors by the Board, on the basis of the criteria set out in the Afep and MEDEF corporate governance code for listed companies (the “**AFEP-MEDEF Code**”), plus two Directors representing employees. Furthermore, the Board includes one Censor and a representative of the Social and Economic Committee (these members have no voting rights). In accordance with Article 14 of the Company's bylaws, one-third of the members of the Board are renewed each year by rotation.

The current composition of the Board is the result of a carefully weighed balance in order to take into account past and existing agreements resulting from transactions completed by the Group (such as the acquisition of SIX Payment Services in 2018 and of Ingenico in 2020), of an adequate representation of the main shareholders (with regard to their weight in terms of capital and voting rights and their intentions as to their shareholdings in Worldline) as well as strategic partners (such as SIX Group AG, the Company's main shareholder and commercial partner, Bpifrance, a significant shareholder of the Company, and DSV Group, a partner in the Payone joint venture). This balance also takes into account the level of independence, gender-balance, diversity, the skills required for the Board and the integration of new Directors from Ingenico, consistent with the market capitalization level of the two groups at the time Worldline's friendly takeover bid on Ingenico was announced.

The size of the Board is the result of the desire for this balance and the determination to expand in the context of the Ingenico acquisition in order to reflect its friendly and inclusive nature and facilitate the integration of Ingenico. The Nomination Committee has started discussions and work to potentially reduce the number of Directors, which will subsequently lead to proposals and recommendations. The purpose is to, ultimately and at the right time, allow the Board of Directors to return to a size more consistent with the usual size of the Boards of comparable companies. However, the Board, on the Nomination Committee's recommendation, considers that it would be appropriate to start by facilitating the integration of the new Directors from Ingenico under the best conditions and to have a better view of how the Board works in its new composition before putting forward and discussing other options and recommendations.

It is in this context and with this goal in mind that we are asking you, under the 6th to 10th resolutions, on the Nomination Committee's recommendation, to renew the terms of office of Ms. Agnès Audier, Ms. Nazan Somer Özelgin, Ms. Danielle Lagarde, Mr. Lorenz von Habsburg Lothringen and Mr. Daniel Schmucki, whose respective terms of office expire at the end of this General Meeting, as Directors for a period of three years, i.e., until the end of the Annual General Meeting that will be convened in 2024 to approve the financial statements for the fiscal year ending December 31, 2023.

We are also asking you, under the 11th resolution, to renew the appointment of Mr. Johannes Dijsselhof as Censor of the Board for a one-year term.

When reviewing the applications for renewal, the Board specifically took the following into consideration. Firstly, the legal constraints, the recommendations of the AFEP-MEDEF Code and the best market practices in terms of governance; secondly, its goals with respect to diversity in terms of gender, nationalities, and independence and lastly, it re-examined

BOARD OF DIRECTORS' REPORT ON THE RESOLUTIONS AND DRAFT RESOLUTIONS

the profile of the candidates, their background, and their useful skills for the Board, particularly with respect to corporate social responsibility. The Board also considered their precious contribution to the work of the Board and its committees, both in terms of their skills and personal commitment, as well as their very high individual attendance rates which proves their commitment. The Board also verified that members whose terms of office are expiring do not hold an excessive number of directorships in other companies, especially in non-Group listed companies, as this allows each member of the Company's Board to devote the necessary time and attention to its duties.

Furthermore, the Board decided that if the directorships of Ms. Agnès Audier, Ms. Danielle Lagarde, Mr. Lorenz von Habsburg Lothringen and Mr. Daniel Schmucki were renewed by the shareholders, they would continue to carry out their respective duties on the specialized Board committees.

It is important to stress that the durations of the proposed terms of office are consistent with the staggered renewal process set out in Article 14 of the Company's bylaws.

It is reminded that the Board operates with one or two Censors, each one providing a useful contribution to the Board's work and as applicable, the work of its committees since the acquisition of SIX Payment Services in 2018 when it was agreed that SIX Group AG would be represented by two Directors and Censor.

Furthermore, in line with the agreements signed with SIX Group AG in the context of the acquisition of SIX Payment Services and then in accordance with the agreements signed in 2020 in the context of the acquisition of Ingenico (in particular, the Business Combination Agreement signed by Worldline and Ingenico and the Letter-Agreement signed by Worldline and SIX Group AG described in Section E.8 of the 2020 Universal Registration Document and in the special report of the Statutory Auditors), it had been decided that the new Worldline governance would reflect the position of SIX Group AG as a strategic shareholder (while Atos SE no longer had a representative on the Board as a result of its gradual withdrawal from Worldline) while ensuring, at the same time, a fair balance on the Board, especially in terms of independence and shareholder representation.

It was in this context that the Board was to be enlarged from 10 to 17 members (not including the Directors representing the employees) in order to welcome new Directors from Ingenico that the Letter-Agreement of February 2, 2020 (as amended on May 4, 2020) was signed between Worldline and SIX Group AG to provide, with regard to SIX Group AG's confirmation that it considered Worldline as a highly strategic medium to long-term investment, that SIX Group AG would be entitled to propose the appointment of a third member to the Board as long as SIX Group AG holds at least 15% of the voting rights of Worldline and the combined entity as of the completion of the Ingenico acquisition.

As announced at the time of the transaction with Ingenico, SIX Group AG made a commitment to hold its Worldline securities under the previously described conditions for the period comprised between October 28, 2020 and June 30, 2021 (purpose of the 4th resolution).

At the General Meeting of June 9, 2020, the shareholders approved the Letter-Agreement entered into with SIX Group AG and ratified the co-optation of Mr. Daniel Schmucki, a former Censor becoming the third Director appointed at the proposal of SIX Group AG in accordance with said Letter-Agreement, and the appointment of Mr. Johannes Dijsselhof as Censor (to replace Mr. Daniel Schmucki, who has become a Director).

The representation of SIX Group AG on the Board is therefore the result of a long process, handled by the Nomination Committee, aimed at creating a balanced Board following the acquisition of Ingenico and incorporating an adequate representation of its main shareholders and especially the primary shareholder, SIX Group AG, as part of the planned strategic transaction.

The Board considered that SIX Group AG's representation on the Board with three Directors and one Censor would, in line with the agreements signed with SIX Group AG, achieve this balance while reflecting the status of SIX Group AG as a major shareholder, its decisive support for the Group's development since the acquisition of SIX Payment Services and especially for the completion of the transaction with Ingenico, its commitment to maintain its shareholding in Worldline until June 30, 2021, as planned at the time of the Ingenico acquisition, as well as its status as a key business partner of the Group, while avoiding the pitfall of an over-representation of SIX Group AG.

SIX Group AG remains the Company's main shareholder with 10.69% of the share capital and 18.90% of voting rights at January 31, 2021.

SIX Group AG reasserted the highly strategic value of its investment in Worldline and its intention to remain a medium to long-term shareholder during the acquisition of Ingenico. It has also pledged again to hold the Worldline securities pursuant to the Lock-up Agreement, which is submitted for your approval under the 4th resolution of this General Meeting. The stability of the Group's shareholding, illustrated once again by the latest SIX Group AG pledge, was decisive in ensuring the completion of the transaction with Ingenico and facilitating its smooth integration.

It is further recalled that the duties of the Censor were previously performed by Mr. Gilles Arditti and Mr. Daniel Schmucki (the latter representing SIX Group AG, strategic shareholder of the Company). The Company considers the position of Censor as a potential talent pool for future Directors and thus an opportunity for individuals with the potential to hold

BOARD OF DIRECTORS' REPORT ON THE RESOLUTIONS AND DRAFT RESOLUTIONS

a directorship to learn about the Company, its activities and strategy. This approach would be continued if it became necessary in the future to appoint a new Director for SIX Group AG.

The biographies of the Directors presented to shareholders for approval of their reappointment can be found in Section G2.3 of the 2020 Universal Registration Document and in the meeting notice brochure for this General Meeting. Please note that at the end of your General Meeting, and if these resolutions are adopted, your Board will still be made up of 65% of independent members, i.e., much higher than recommended by the principles of the AFEP-MEDEF Code (Article 8.3). The Board will include seven women, i.e., 41% of its members in accordance with the legal provisions.

Renewal of the term of office of Ms. Agnès Audier as Director

On October 28, 2020, Ms. Agnès Audier was appointed as Director and is also a member of the Social and Environmental Responsibility Committee. She was previously a Director at Ingenico. Ms. Agnès Audier has held and currently holds positions with a high level of responsibility. She is senior advisor to the Boston Consulting Group (BCG) and a consultant specialized in digital, societal and human challenges as well as in transformation projects. She has also developed extensive experience in coaching for start-ups and Tech and Health-Tech sectors. Ms. Agnès Audier has attended all meetings since her arrival in October and is a perfect fit for the Board. As a Director, Agnès Audier will continue to provide the Board with her knowledge of the Tech sector as well as her skills particularly in societal matters gained from her wide-ranging background. Furthermore, her experience as a member of the Ingenico Board is highly valuable in the current context of the integration of Ingenico within Worldline. In addition, the Board of Directors considered, upon recommendation of the Nomination Committee, that Ms. Agnès Audier could be qualified as an independent member of the Board.

Renewal of the term of office of Ms. Nazan Somer Özelgin as Director

Ms. Nazan Somer Özelgin became a member of the Board on October 28, 2020. She was previously a Director at Ingenico. Ms. Nazan Somer Özelgin has held and continues to hold positions with a high level of responsibility, particularly as a non-executive member of the Supervisory Board of UniCredit (Romania), Zagrebacka Banka (UniCredit Croatia) and Mapfre Insurance (Turkey). As a Director, Ms. Somer Özelgin will continue to provide the Board with her vast knowledge of the banking sector as well as her skills in finance, audit, risk and compliance. Ms. Somer Özelgin has attended all meetings since her arrival in October and is a perfect fit for the Board. Her experience on the Ingenico Board of Directors is highly valuable in the current process of integrating Ingenico into Worldline. In addition, the Board of Directors considered, upon recommendation of the Nomination Committee, that Ms. Nazan Somer Özelgin could be qualified as an independent member of the Board.

Renewal of the term of office of Ms. Danielle Lagarde as Director

Ms. Danielle Lagarde has been a Director of the Company since December 12, 2016. Since her appointment, the Board has noted the significant contribution of Ms. Danielle Lagarde to the work of the Board and its committees, as reflected by her excellent attendance rate at meetings. Ms. Danielle Lagarde participates actively in work that mainly has a bearing on the Company's governance, corporate social responsibility and compensation and appointments, especially in her role as Chair of the Corporate Social and Responsibility Committee and her role on the Nomination Committee and the Remuneration Committee. Ms. Danielle Lagarde will continue to provide her necessary and useful contribution to the work of the Board and its committees and will share her extensive experience and substantial knowledge of human resources as well as corporate social responsibility and governance. In addition, the Board of Directors considered, upon recommendation of the Nomination Committee, that Ms. Danielle Lagarde could be qualified as an independent member of the Board.

Renewal of the term of office of Mr. Lorenz von Habsburg Lothringen as Director

Mr. Lorenz von Habsburg Lothringen was appointed Director on the proposal of SIX Group AG on April 30, 2019. As reflects his excellent meetings attendance rates in 2019 and 2020, Mr. Lorenz von Habsburg Lothringen largely contributed to the work of the Board and its committees, especially for work pertaining to the Company's governance in his role as Chairman of the Nomination Committee and Vice-Chairman of the Remuneration Committee. As a Director, Mr. Lorenz von Habsburg Lothringen will continue to provide the Board with the benefit of his in-depth knowledge of the banking and financial sector as well as his experience in governance and investments. The proposal to renew Mr. Lorenz von Habsburg Lothringen mandate is in line with the historical agreements concluded with SIX Group AG and presented above.

Renewal of the term of office of Mr. Daniel Schmucki as Director

Mr. Daniel Schmucki held the position of Censor on the Board from November 30, 2018 to March 19, 2020, before becoming a director on March 19, 2020. These appointments were made on the proposal of SIX Group AG in accordance with the previously indicated agreements entered into with the Company. Since he joined the Board, Mr. Daniel Schmucki has contributed significantly to the work of the Board of Directors and of its Committees, as reflected in his individual presence record in 2020. Daniel Schmucki shares his quality observations regularly, mainly thanks to his in-depth knowledge of financial issues, the payment activity and SIX Payment Services. As a Director, Daniel Schmucki will

continue to provide the Board with his significant experience in finance, gained from his experiences and his current position as Chief Financial Officer of SIX Group AG. The proposal to renew Mr. Daniel Schmucki mandate is part of the history of the agreements concluded with SIX Group AG and presented above.

Renewal of the term of office of Mr. Johannes Dijsselhof as Censor

Mr. Johannes Dijsselhof was appointed to the Board as non-voting Board member on March 19, 2020 at the proposal of SIX Group AG, taking over from Daniel Schmucki, as the latter was appointed director as previously indicated. Mr. Johannes Dijsselhof is Chief Executive Officer of SIX Group AG and as Censor provides the Board with his extensive experience in banking, finance and payment services. His significant participation in meetings reflects his involvement in the work of the Board while providing the Board with the benefit of his quality contributions. The involvement of Six Group AG's Chief Executive Officer in the Company's governance is in the Company's interest and testifies to the strategic importance for SIX Group AG of its shareholding in Worldline. The proposal to renew Mr. Johannes Dijsselhof mandate is part of the history of the agreements concluded with SIX Group AG and presented above.

SIXTH RESOLUTION

Renewal of Ms. Agnès Audier as Director

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. Agnès Audier 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 2024 to approve the financial statements for the financial year ending in 2023.

SEVENTH RESOLUTION

Renewal of Ms. Nazan Somer Özelgin as Director

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. Nazan Somer Özelgin 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 2024 to approve the financial statements for the financial year ending in 2023.

EIGHTH RESOLUTION

Renewal of Ms. Danielle Lagarde as Director

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. Danielle Lagarde 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 2024 to approve the financial statements for the financial year ending in 2023.

NINETH RESOLUTION

Renewal of Mr. Lorenz von Habsburg Lothringen as Director

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. Lorenz von Habsburg Lothringen 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 2024 to approve the financial statements for the financial year ending in 2023.

TENTH RESOLUTION

Renewal of Mr. Daniel Schmucki as Director

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. Daniel Schmucki 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 2024 to approve the financial statements for the financial year ending in 2023.

ELEVENTH RESOLUTION

Renewal 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, noting that the censor's term of office of Mr. Johannes Dijsselhof will expire at the end of this Meeting, decides, upon proposal of the Board of Directors, to renew his mandate as censor for a period of one (1) year, that will expire at the end of the General Meeting to be held in 2022 to approve the financial statements for the financial year ending in 2021.

BOARD OF DIRECTORS' REPORT ON THE RESOLUTIONS AND DRAFT RESOLUTIONS

Compensation of corporate officers

TWELFTH TO EIGHTEENTH RESOLUTIONS

The 12th to 18th resolutions concern the compensation of corporate officers and are presented to you as part of the "Say on pay" mechanism set out in Articles L.22-10-8, L.22-10-9 and L.22-10-34 (previously Articles L.225-37-2, L.225-37-3 and L.225-100) of the French Commercial Code.

Approval of the disclosures indicated in I of Article L.22-10-9 (formerly Article L.225-37-3) of the French Commercial Code on compensation for corporate officers (12th resolution)

Under the 12th resolution, you are asked, pursuant to paragraph II of Article L.22-10-34 (formerly Article L.225-100) of the French Commercial Code, to approve the information indicated in Article L.22-10-9 (formerly Article L.225-37-3) of the French Commercial Code concerning the components making up the compensation and fringe benefits paid during the fiscal year ended December 31, 2020 or allocated during the same fiscal year to the corporate officers, as described in the corporate governance report of the Board and provided in the 2020 Universal Registration Document, Section G.3.2.

Approval of the components of the total compensation and fringe benefits paid during the fiscal year ended December 31, 2020 or awarded for the same year to Mr. Gilles Grapinet, Chairman and Chief Executive Officer (13th resolution) and Mr. Marc-Henri Desportes, Deputy Chief Executive Officer (14th resolution)

Under the 13th and 14th resolutions, you are asked, pursuant to paragraph II of Article L.22-10-34 (formerly Article L.225-100) of the French Commercial Code, to approve the components of the compensation and fringe benefits paid or awarded for the fiscal year ended December 31, 2020, to Mr. Gilles Grapinet (Chairman and Chief Executive Officer) and Mr. Marc-Henri Desportes (Deputy Chief Executive Officer), for their term of office in application of the 2020 compensation policy as described in the Board's report on corporate governance and provided in the 2020 Universal Registration Document, Section G.3.2.2 and G.3.2.3, an extract of which is included in the present notice meeting.

Please note that, as required by the provisions of Article L.22-10-8 (formerly Article L.225-37-2) of the French Commercial Code, the principles and the criteria for determining, distributing and allocating fixed, variable, long-term and exceptional components making up the total compensation and fringe benefits, attributable to the Executive corporate officers for performing their terms of office and constituting their compensation policy for the 2020 fiscal year, were approved by the Company's General Meeting held on June 9, 2020 (25th and 26th resolutions).

In accordance with the provisions of Article L.22-10-34, the variable and exceptional components of the remuneration of the Chairman and Chief Executive Officer and the Deputy Chief Executive Officer, which are the subject of the 13th and 14th resolutions, may only be paid after approval by the General Meeting of the compensation components of the person concerned in the context of the ex-post vote.

Approval of the compensation policy applicable to corporate officers for 2021 (15th to 18th resolutions)

It is requested, under the 15th to 18th resolutions, pursuant to paragraph II of Article L.22-10-8 (formerly Article L.225-37-2) of the French Commercial Code, to approve the compensation policy applicable to corporate officers for their term of office, for fiscal year 2021. These principles and criteria determined by the Board of Directors upon recommendations of the Remuneration Committee's, are described in the 2020 Universal Registration Document, Section G.3.1.2.

With respect to the Chairman of the Board of Directors, the compensation policy submitted for your approval is in line with the appointment of Mr. Bernard Bourigeaud as Chairman of the Board of Directors at the end of the third quarter of 2021 (for more information, please refer to Section G.2.2.1 of the 2020 Universal Registration Document).

Pursuant to Article L.22-10-34 (formerly Article L.225-100) of the French Commercial Code, the payment of these amounts resulting from the implementation of these principles and criteria will be subject to the approval of shareholders at the General Meeting that will be convened in 2022 to approve the Company's annual financial statements for the year ended 2021 for the Executive corporate officers and the Chairman of the Board of Directors.

In accordance with Article L.22-10-34 (formerly L.225-100) of the French Commercial Code:

- ▶ in the event of the rejection of the resolutions relating to the compensation policy, the Board will have to submit a revised compensation policy that takes into account the shareholders' vote to the next General Meeting for approval and suspend the payment of the compensation allocated to Board members by virtue of Article L.22-10-14 (former article L.225-45) of the French Commercial Code until the revised compensation policy is approved;
- ▶ the variable and exceptional components making up the compensation of the Chief Executive Officer and the Deputy Chief Executive Officer, covered by the 13rd and 14th resolutions, cannot be paid unless a General Meeting approves the components of compensation of the person concerned in the context of the ex-post vote.

TWELFTH RESOLUTION

Approval of the information on corporate officers' compensation referred to in I of Article L.22-10-9 of the French Commercial Code related to the compensation paid during the financial year ending December 31, 2020 or awarded for the same to the corporate officers

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, approves, having reviewed the management report of the Board of Directors, in accordance with the provisions of paragraph II of Article L.22-10-34 of the French Commercial Code, the information referred to in I of Article L.22-10-9 of said Code related to the compensation paid for the financial year ending December 31, 2020 or awarded for the same to the corporate officers' by reason of their office, as described in management report of the Board of Directors, and reproduced in the 2020 Universal Registration Document (Section G.3.2).

THIRTEENTH RESOLUTION

Approval of the elements of compensation and benefits paid for the financial year ending December 31, 2020 or awarded for the same to Mr. Gilles Grapinet, Chief Executive Officer

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the management report of the Board of Directors, in application of the provisions of paragraph II of Article L.22-10-34 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, 2020 or awarded for the same to Mr. Gilles Grapinet, by reason of his office as Chief Executive Officer, as presented in the management report of the Board of Directors, and mentioned in the 2020 Universal Registration Document (Section G.3.2.2)

FOURTEENTH 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, having reviewed the management report of the Board of Directors, pursuant to paragraph II of Article L.22-10-34 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, 2020 or awarded for the same to Mr. Marc-Henri Desportes, by reason of his office as Deputy Chief Executive Officer, as presented in the management report of the Board of Directors, and mentioned in the 2020 Universal Registration Document (Section G.3.2.3).

FIFTEENTH RESOLUTION

Approval of the 2021 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, having reviewed the management report of the Board of Directors, approves, pursuant to paragraph II of Article L.22-10-8 of the French Commercial Code, the compensation policy applicable to the Chief Executive Officer by reason of his office, for the 2021 financial year, as presented in the management report of the Board of Directors, and mentioned in the 2020 Universal Registration Document (Section G.3.1.4).

SIXTEENTH RESOLUTION

Approval of the 2021 compensation policy applicable to the Deputy Chief Executive Officer

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the management report of the Board of Directors, approves, pursuant to paragraph II of Article L.22-10-8 of the French Commercial Code, the compensation policy applicable to the Deputy Chief Executive Officer by reason of his office, for the 2021 financial year, as presented in the management report of the Board of Directors, and mentioned in the 2020 Universal Registration Document (Section G.3.1.5).

SEVENTEENTH RESOLUTION

Approval of the 2021 compensation policy applicable to the Chairman of the Board of Directors

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, having reviewed the management report of the Board of Directors, approves, pursuant to paragraph II of Article L.22-10-8 of the French Commercial Code, the compensation policy applicable to the Chairman of the Board of Directors by reason of his office, for the 2021 financial year, as presented in the management report of the Board of Directors, and mentioned in the 2020 Universal Registration Document (Section G.3.1.2).

EIGHTEENTH RESOLUTION

Approval of the 2021 compensation policy applicable to non-executive Directors

The General Meeting, ruling under the quorum and majority requirements for Ordinary General Meetings, approves, having reviewed the management report of the Board of Directors, approves, pursuant to paragraph II of Article L.22-10-8 of the French Commercial Code, the compensation policy applicable to non-executive directors by reason of their office, for the 2021 financial year, as presented in the management report of the Board of Directors, and mentioned in the 2020 Universal Registration Document (Section G.3.1.3).

BOARD OF DIRECTORS' REPORT ON THE RESOLUTIONS AND DRAFT RESOLUTIONS

Share buyback program

NINETEENTH RESOLUTION

The General Meeting of June 9, 2020, renewed in its 30th resolution the authorization given to the Board to trade in its own shares, for a period of 18 months, in accordance with Article L.22-10-62 (formerly Article L.225-209) of the French Commercial Code and the directly applicable provisions of European Regulation No. 596/2014 of April 16, 2014, as amended, on market abuse and the related European Commission regulations.

Making use of this authorization, the following movements occurred in 2020 under the liquidity contract:

- ▶ 236,478 shares were purchased for a total price of €17,300,086.92, i.e. at an average price of €73.237 per share;
- ▶ 236,478 shares were sold for a total price of €17,318,851.04, i.e. at an average price of €73.157 per share.

It is proposed to renew, under the terms of the 19th resolution, for a duration of eighteen (18) months, in favor of the Board, the authorization to purchase shares of the Company within the context of the implementation of a share buyback program.

These buyback 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 the General Meeting of June 9, 2020.

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. as an indication representing a maximum number of 27,913,550 shares on the basis of the share capital as of December 31, 2020).

The maximum purchase price shall not exceed €115 per share (excluding fees). Consequently, the maximum amount of the funds assigned to the buyback program shall thus be €3,210,058,250 on the basis of the share capital as of December 31, 2020.

This authorization would be effective for a period of 18 months from the date of this Shareholders' Meeting and would cancel and replace the authorization granted by the Ordinary and Extraordinary Shareholders' Meeting of June 9, 2020 under its 30th resolution for the portion not used by the Board.

NINETEENTH RESOLUTION

Authorization 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.22-10-62 *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 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 ability 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, on one or more occasions, and within the following terms and limits.

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)** free 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 or Group savings plan (or comparable scheme), as well as to carry out all hedging operations relating to these operations, under the terms and conditions set by the law and 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, contribution, merger or demerger, in accordance with the market practices recognized by relevant regulations; 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 the General Meeting held on June 9, 2020.

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.

This authorization shall be used at any time, except 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 (i.e. for reference as of December 31, 2020 a cap of 27,913,550 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.

The General Meeting sets the maximum purchase price at **€115 per share (excluding fees)**. However, 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 €3,210,058,250 as calculated on the basis of the share capital as at December 31, 2020, this maximum amount may be adjusted to take in account the amount of the capital at any time.

The General Meeting 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 period of **eighteen (18) months** from the date of this General Meeting and the adoption of this authorization shall terminate, with immediate effect, the unused portion by the Board of Directors of the authorization given by the Board of Directors in the 30th resolution of the Ordinary and Extraordinary General Meeting of June 9, 2020.

RESOLUTIONS WITHIN THE COMPETENCE OF THE EXTRAORDINARY GENERAL MEETING

Financial delegations to be granted to the Board of Directors to issue securities with or without preferential subscription rights for shareholders

TWENTIETH TO TWENTY-FIFTH RESOLUTIONS

The Combined General Meeting of June 9, 2020 delegated to the Board its authority to increase the Company's share capital, through various procedures, within the limit of the delegations granted, while maintaining or canceling shareholders' preferential subscription rights ("PSR") and which the Board used during the financial year 2020, in particular within the context of the acquisition of Ingenico and to finance this transaction.

In addition, the Board used the authorizations granted to it to:

- ▶ allocate performance shares and stock subscription or purchase options and to increase share capital through capitalization of reserves, premiums, and profits for the purpose of serving the free allocation share plans whose vesting period had ended in 2020;
- ▶ increase the Company's share capital for the benefit of employees through the "Boost 2020" employee shareholding operation.

A summary table of the delegations of authority and powers to increase the share capital and the use made in 2020 of these delegations and authorizations is set out in Section G.5 of the 2020 Universal Registration Document and in the convening notice for this General Meeting.

In addition to the renewal of the financial delegations expiring in 2021, which shareholders are being asked to renew, the Board is also asking shareholders to replace some existing financial delegations with new delegations for capital increases. These would ensure that ceilings expressed as a percentage of the capital take into account the capital increase transactions carried out in fiscal year 2020, especially the capital increase carried out as consideration for the contributions made to the Company in connection with the acquisition of Ingenico (hereinafter, the "**Ingenico Offer**"). This would allow the Company to retain its current flexibility to issue securities depending on market conditions, to finance its development and to have at its disposal, at the appropriate time, several possibilities for issuing different transferable securities.

Thanks to these delegations and authorizations, the Board will be able to decide on the issue of the Company's shares or transferable securities giving immediate and/or deferred access to the capital of the Company or any other company for which it holds directly or indirectly more than half of the share capital (a "**Subsidiary**"), namely the securities of the Company giving access to the Company's other existing or future stock and/or giving right to the allocation of debt securities.

The Board would not be authorized to decide on the issuance of preference shares and securities giving access to preference shares under these delegations and authorizations.

Notwithstanding the Board's policy to prioritize the use of capital increases that maintain shareholders' PSR, it cannot be ruled out that, under certain circumstances, it may be more appropriate and in accordance with shareholders' interests to proceed with capital increases without PSR.

As such, the 20th to 22nd resolutions submitted to you for approval at this General Meeting provide for the possibility for the Board to proceed with issuances that either maintain PSR or that exclude PSR.

Furthermore, shareholders are asked, under the 23rd resolution to allow the Board to increase the number of shares or transferable securities to be issued in case of an issue made in application of the delegations that will be granted to the Board to increase share capital with shareholder PSR maintained or canceled, pursuant to the 20th, 21st and 22nd resolutions.

We hereby inform you that the new financial delegations that would be granted under the terms of the 20th to 23rd resolutions would comply with the usual practices in this area in terms of amount, ceiling and duration and, subject to their approval, would replace the delegations with the same purpose previously granted by the Combined Shareholders' Meeting of June 9, 2020. In this respect, the ceilings for capital increases up to which the delegations to the Board would be granted, expressed as a percentage of the share capital, would be identical to those approved at the Annual General Meeting of June 9, 2020. These ceilings amount to 50% for capital increases with preferential subscription rights and 10% without preferential subscription rights. During the financial year 2020, the Board used the delegation of authority granted to it to issue securities giving access to the capital (OCEANES) up to 3.81% of the share capital as it existed on June 9, 2020, and does not anticipate at this stage any transactions on the capital that would result in dilution in excess of that amount.

BOARD OF DIRECTORS' REPORT ON THE RESOLUTIONS AND DRAFT RESOLUTIONS

The Statutory Auditors' reports required by law or regulation relating to these delegations of authority were made available to the shareholders within the legal time limits.

In accordance with the legal and regulatory provisions, if the Board uses one or more of the delegations of authority provided for in resolutions 20th to 23th, the Board will report to you, at the next General Meeting following their use, on the final terms of the transactions concerned and their impact on the situation of holders of equity securities or securities giving access to the capital in the event of the cancellation of the PSR.

Finally, you are requested to grant the Board of Directors the appropriate powers to implement these delegations, with the option of sub-delegation under the conditions provided for by law

Please note that the issue of transferable securities giving access to capital entail waiver by shareholders of their PSR to the ordinary shares to which these securities would entitle them.

Accordingly, the following financial delegations are submitted to you for approval:

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

TWENTIETH RESOLUTION

Under the terms of the 20th resolution, you are asked to replace the existing delegation of authority given to the Board under the 37th resolution voted by the General Meeting of June 9, 2020, with a new delegation of the same nature, for a new period of 26 months, with a view to increasing the Company's share capital by issuing, with retention of the PSR, shares or securities giving access to the share capital of the Company or of a Subsidiary.

This resolution would also allow the issue of securities giving the right to the allocation of debt securities, such as bonds with bond warrants or bonds convertible or redeemable into another bond, or shares with bond warrants. Where applicable, these securities may be accompanied by warrants giving the right to the allocation, acquisition or subscription of bonds or other debt securities.

Any capital increase in cash gives shareholders a detachable and negotiable preferential subscription right during the subscription period: each shareholder has the right to subscribe, for a period of at least 5 trading days from the opening of the subscription period, to a number of new shares proportional to his or her shareholding in the capital.

It is proposed that you set the maximum nominal amount of the capital increases likely to be carried out by virtue of this delegation at 50% of the Company's capital on the date of this General Meeting, to which would be added, where applicable, the nominal amount of any additional shares to be issued, in the event of new financial transactions, to preserve the rights of the holders of securities or other rights giving access to the capital.

It is specified that the amount of 50% of the share capital at the date of this General Meeting would constitute the total nominal amount of the capital increases with maintenance and suppression of the PSR that may be carried out by the Company under the 20th, 21st, 22nd, 23rd and 24th resolutions subject to their approval, and/or, if applicable, any other resolutions with the same purpose that may replace them during the period of validity of the resolutions concerned.

You are also asked to set the maximum nominal amount of debt securities giving access to the capital, or similar securities, at €1.5 billion, from which any issue carried out under the 20th resolution and the 21st and 22nd resolutions below would be deducted.

It is specified that the Board may not, without prior authorization by the General Meeting, make use of this delegation as from the filing by a third party of a proposed public offer for the Company's securities until the end of the offer period.

BOARD OF DIRECTORS' REPORT ON THE RESOLUTIONS AND DRAFT RESOLUTIONS

TWENTIETH 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 instruments – 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 to 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**") or a company that directly or indirectly owns more than half of its capital, 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 may be subscribed for in cash, **(ii)** under the same conditions, to issue securities carrying a right to the allocation of debt instruments 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:
 - 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,
 - this amount **would constitute the total nominal amount of the capital increases with retention and cancellation of preferential subscription rights** that may be carried out by the Company under the present resolution and the 21st, 22nd, 23rd and 24th resolutions of this General Meeting, subject to their approval, and/or, as the case may be, any resolutions having

the same purpose that may be substituted for them during the period of validity of the resolutions concerned,

- the limit provided for in the 25th, 26th, 27th 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,
- the maximum nominal amount of the issues of debt securities or similar securities giving access to the share capital of the Company that may be carried out under this delegation of authority shall not exceed the cap of **€1.5 billion** or counter value of this amount in the event of an issue in another currency;
3. resolves that the issuances of share subscription warrants of the Company shares could also be made by free allotment to the owners of existing/former shares, it being precised that the Board of Directors has the ability to decide that the rights to fractions of shares will be non-transferable and the corresponding shares will be sold;
 4. 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;
 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. 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

BOARD OF DIRECTORS' REPORT ON THE RESOLUTIONS AND DRAFT RESOLUTIONS

share capital or carrying a right to the allocation of debt instruments, 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 instruments, securities which have not been subscribed for, to the public in France or abroad;

7. 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, 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;

8. 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 to the Board of Directors by the General Meeting held on June 9, 2020 under its 37th resolution.

BOARD OF DIRECTORS' REPORT ON THE RESOLUTIONS AND DRAFT 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 instruments through public offerings or in the context of a public offerings including a consideration in exchange, without preferential subscription rights, conferring on the shareholders a priority subscription

TWENTY-FIRST RESOLUTION

The purpose of the 21st resolution is to ask you to replace the existing delegation of authority given to the Board under the 38th resolution voted by the General Meeting of June 9, 2020, with a new delegation of the same nature to enable the Board to issue, by way of a public offering without PSR, ordinary shares or securities giving access, immediately or in the future, to a portion of the share capital of the Company or of a Subsidiary, under the conditions set out below.

This delegation of authority would allow the issue of shares or securities giving access to the Company's capital or securities giving entitlement to the allotment of debt securities such as bonds with bond warrants or bonds convertible or redeemable into another bond security, or shares with bond warrants. Where applicable, these securities could be accompanied by warrants giving the right to the allocation, acquisition or subscription of bonds or other debt securities.

In the context of this resolution, you are requested to cancel the PSR. As indicated above, depending on market conditions, the nature of the investors concerned by the issue and the type of securities issued, it may be preferable, or even necessary, to cancel the pre-emptive right, in order to carry out a placement of securities under the best possible conditions, in particular when the speed of the operations is an essential condition for their success, or when the issues are carried out on foreign financial markets. Such a cancellation may make it possible to obtain a larger pool of capital due to more favorable issue conditions.

The PSR attached to the shares or securities would be cancelled, but the Board may grant shareholders a priority subscription right, which may be exercised on an irreducible or reducible basis.

The maximum nominal amount of the capital increases without pre-emptive subscription rights that may be carried out immediately or in the future pursuant to this delegation would be set at 10% of the Company's share capital as of the date of this General Meeting. To this ceiling shall be added, where applicable, the nominal amount of the shares to be issued, in the event of new financial transactions, to preserve the rights of the holders of securities or other rights giving access to the capital.

It is specified that the amount of 10% of the amount of the share capital as of the date of this General Meeting would constitute the total nominal amount of the capital increases with cancellation of the PSR that may be carried out by the Company under the 21st, 22nd, 23rd and 24th resolutions subject to their approval, and/or, if applicable, any other resolutions with the same purpose that may be substituted for them during the period of validity of the resolutions concerned.

In addition, the nominal amount of the transactions carried out pursuant to this resolution and the 22nd, 23rd and 24th resolutions would be deducted from the overall ceiling of 50% of the share capital of the Company provided in paragraph 2 of the 20th resolution, subject to its approval, or from the amount of the ceiling, if any, provided for in any other resolution having the same purpose which may supersede it during the period of validity of the delegations granted under the 21st, 22nd, 23rd and 24th resolutions.

The maximum nominal value of the issues of debt securities giving access to the capital that may be carried out pursuant to this delegation would be capped at €1.5 billion and would also be deducted from the overall ceiling of €1.5 billion provided for in the 20th resolution above, subject to its approval, or from the amount of the ceiling that may be provided for in any other resolution having the same purpose that may be substituted for this one during the period of validity.

Finally, this resolution would allow the issue of shares or securities giving access to the Company's capital as consideration for securities of a company meeting the criteria set out in article L.22-10-54 (former L.225-148) of the French Commercial Code in the context of a public exchange offer initiated by the Company in France and/or abroad in accordance with local rules, in which case the Board would be free to set the exchange parity, with the price rules described above not being applicable.

The issue price of the shares issued directly would be at least equal to the minimum provided for by the regulatory provisions applicable on the date of issue (currently the weighted average of the prices for the last three trading sessions on the regulated market of Euronext Paris preceding the start of the public offering minus 10%), after, where appropriate, correction of this average in the event of a difference between the dates of entitlement.

The issue price of the securities giving access to the capital would be set so that, for each share issued under the securities giving access to the capital, the total amount received by the Company in respect of these securities giving access to the capital would be at least equal to the regulatory minimum price per share (as it stood on the day of issue of the securities giving access to the capital)

It is specified that the Board may not, without prior authorization by the General Meeting, make use of this delegation as from the filing by a third party of a proposed public offer for the Company's securities until the end of the offer period.

The term of validity of this delegation would be set at 26 months.

TWENTY-FIRST 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 instrument through public offerings, without preferential subscription rights, conferring on the shareholders a priority subscription

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' report, and in accordance with Articles L.225-129 *et seq.* of the French Commercial Code, in particular Articles L.225-129-2, L.22-10-49, L.225-131, L.225-135, L.225-136 and L.225-148 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 a Subsidiary, 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 **(ii)** under the same conditions, to decide to issue securities 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.

The General Meeting resolves that 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 example, in the context of a "reverse merger") in relation to securities satisfying the conditions set out in Article L.22-10-54 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 that:
 - this amount will be deducted from the aggregate cap stipulated in paragraph 2 of the 20th resolution of this General Meeting, provided it is approved, 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,
 - the nominal amount of the share capital increases that may be carried out pursuant to this resolution and all the capital increases with cancellation the preferential subscription rights authorized under the 22nd, 23rd and 24th resolutions of this General Meeting, provided it is approved, 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,
 - the maximum nominal amount of the debt securities or other securities giving access to the share capital of the Company that may be issued pursuant to this delegation shall not exceed **€1.5 billion** or counter value of this amount in the event of an issuance in another currency, it being precised that any issuance pursuant to this delegation will count towards the limit stipulated in paragraph 2 of the 20th resolution of this General Meeting, provided it is approved, 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;
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.22-10-51, 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 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

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each shareholder and may potentially be supplemented by a reducible subscription;

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 (i) 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, or (ii) resolve that the unsubscribed securities shall be the subject of a public placement in France and/or abroad;
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.22-10-52 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 (i.e. on the day of this General Meeting and pursuant to Article R.22-10-32 of the French Commercial Code, 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.22-10-54 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") or public exchange offer accompanied by a OPE or OPA, or any other form of public offer with an exchange component

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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. resolves that the adoption of this resolution shall terminate, with immediate effect, the unused portion of the delegation previously granted to the Board of Directors by the General Meeting of Shareholders of June 9, 2020 in its 38th 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 through public offerings mentioned in article L.411-2, 1° of the French Monetary and Financial Code, without preferential subscription rights

TWENTY-SECOND RESOLUTION

You are being asked within the framework of this 22th resolution to renew in favor of the Board a delegation of authority to allow the issuance of shares through public offerings mentioned in article L.411-2, 1° of the French Monetary and Financial Code with an increase in share capital or offers in combined securities without a PSR 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 PSR in order to allow the Board 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 a Subsidiary or securities granting entitlement to the allocation of securities.

The nominal amount of increases in capital without PSR 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 this General Meeting per 12 month period. 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 20th resolution and the cap stipulated in paragraph 3 of the 21th 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.

The maximum nominal value of the issues of debt securities giving access to the capital that may be carried out pursuant to this delegation would be capped at 1.5 billion and would be deducted from the overall ceiling of €1.5 billion provided for in the 20th resolution above, subject to its approval, or from the amount of the ceiling that may be provided for in any other resolution with the same purpose that may replace it during the period of validity.

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.

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 allocations of debt securities (cf. description of the securities contained in the explanation for the 20th resolution). The issue price of the shares and securities issued directly would be set in the same way as in the 21st resolution.

It is specified that the Board 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.

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TWENTY-SECOND 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, 1° 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.22-10-51 and L.22-10-52 of said Code, Article L.228-91 *et seq.* of said Code and Article L.411-2, paragraph 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 Subsidiary, 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 **(ii)** under the same conditions, to decide to issue securities 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 for a 12-months period**, it being specified that:
 - this amount will count towards the limit stipulated in paragraph 2 of the 20th resolution of this General Meeting, provided it is approved, 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,
 - this amount shall be deducted from the ceiling provided for in paragraph 3 of the 21st resolution of this General Meeting applicable to all capital increases with cancellation of preferential subscription rights, subject to its approval, or, as the case may be, from the ceiling provided for by a resolution of the same nature which may succeed the said resolution during the period of validity of the present delegation,
 - 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,
 - 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,
 - the maximum nominal amount of the debt securities or other securities giving access to the share capital of the Company that may be issued pursuant to this delegation shall not exceed **€1.5 billion** or counter value of this amount in the event of an issuance in another currency, it being precised that any issuance pursuant to this delegation will count towards the limit stipulated in paragraph 2 of the 20th resolution of this General Meeting, provided it is approved, 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;
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;
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,

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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.22-10-51, 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 (i.e. on the day of this General Meeting and pursuant to Article R.225-119 of the French Commercial Code, 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,
- 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 by the General Meeting of June 9, 2020 under the terms of its 39th resolution, to the extent, if any, of the unused portion thereof.

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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

TWENTY-THIRD RESOLUTION

In the event of any capital increase with or without PSR 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 during the Combined General Meeting of June 9, 2020, 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, for information, 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 global cap provided in the resolution by which the initial issuance was decided and on the amount of the global cap decided in the paragraph 2 of the 20th resolution of this General Meeting, and in case of an increase in share capital without PSR, on the amount of the cap decided in the paragraph 3 of the 21st resolution, or, as the case may be, towards the upper limit stipulated by any resolution of the same nature that may supersede said resolution during the period of validity of the present delegation.

This delegation would be granted for a period of 26 months.

TWENTY-THIRD 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.22-10-51 of the French Commercial Code:

1. delegates to the Board of Directors, **for a duration of twenty-six (26) months**, 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 pursuant to the 20th, 21st and 22nd resolutions, provided it is approved, or if applicable, any resolution of the same nature that may supersede said resolution during the period of validity of this delegation of authority, 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 (at the date of the present shareholders' meeting, 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 20th resolution of this General Meeting, provided it is approved, and, in the event of a capital increase without preferential subscription rights, towards the limit stipulated by paragraph 3 of the 21st resolution of this General Meeting, provided it is approved, 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 by the Combined Shareholders' Meeting of June 9, 2020 under the 40th resolution.

Delegation of powers to the Board of Directors to issue shares or securities giving access to the capital as consideration for contributions in kind of equity securities or securities giving access to the capital (other than in the case of a public exchange offer)

TWENTY-FOURTH RESOLUTION

You are asked to renew the authorization given to the Board at the Combined General Meeting of June 9, 2020 to carry out, in the context of private exchange offer(s), external growth transactions financed by shares or securities giving access to the capital issued by the Company, as remuneration for contributions in kind to the Company relating to equity securities or securities giving access to the capital.

The maximum nominal amount of the capital increases without PSR rights that may be carried out immediately or in the future pursuant to this delegation would be set at 10% of the share capital of the Company on the date of this General Meeting, it being specified that the nominal amount of the issues that would be carried out pursuant to this delegation would be deducted from the overall ceiling provided for in paragraph 2 of the 20th resolution and from the ceiling provided for in paragraph 3 of the 21st resolution or, as the case may be, from any ceiling that may be provided for in a resolution of the same nature that may succeed said resolutions during the period of validity of the present delegation.

It is further specified that this delegation of authority may be used by the Board for the purpose of remunerating the beneficiaries of long-term compensation plans implemented by Ingenico with whom the Company has entered into liquidity agreements in the context of the Ingenico Offer, in the form of promises to sell and purchase Ingenico shares to or by the Company, in exchange for Worldline shares on the basis of the exchange ratio retained in the context of the acquisition transaction.

This authorization would allow the Board to set the terms and conditions of the issue, the exchange ratio and, if applicable, the amount of the balancing payment to be made in cash. The Board will decide on the report of the Statutory Auditors on the value of the contributions.

It is specified that the Board may not, without prior authorization by the General Meeting, make use of this delegation as from the filing by a third party of a proposed public offer for the Company's shares until the end of the offer period.

The period of validity of this delegation would be set at 26 months.

TWENTY-FOURTH RESOLUTION

Delegation to the Board of Directors of authority to decide the issue of shares or securities giving access to the share capital in consideration for contributions in kind relating to equity securities or securities giving access to the capital (other than public exchange offerings)

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.22-10-53 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, **for a duration of twenty-six (26) months**, 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.22-10-54 of the French Commercial Code are not applicable, by issuing, on one or more occasions, ordinary 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 to

remunerate contributions in kind granted to the Company and consisting of equity securities or securities to giving access to the capital, when the provisions of Article L.22-10-54 of the French Commercial Code are not applicable;

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**, it being specified that:

- this amount will count towards the limit stipulated by paragraph 2 of the 20th resolution of this General Meeting, provided it is approved or as the case may be, from the ceiling provided for by a resolution of the same nature which may succeed the said resolution during the period of validity of the present delegation,
- this amount shall be deducted from the ceiling provided for in paragraph 3 of the 21st resolution of this General Meeting applicable to all capital increases with cancellation of preferential subscription rights, subject to its approval, or, as the case may be, from the ceiling provided for by a resolution of the same nature which may succeed the said resolution during the period of validity of the present delegation,
- the above mentioned caps do not take into account the Company's shares to be possibly issued by way of adjustments made to preserve the rights of holders of negotiable securities giving access to the share capital;

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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(s) 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, and, if the contributors consent, reduce the valuation of the contributions or the remuneration of the special benefits,
 - determine the terms and 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. takes note of the fact that the adoption of this resolution renders ineffective as of this day the unused portion, if any, of the delegation previously granted by the Combined General Meeting of June 9, 2020 under the 34th 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

TWENTY-FIFTH RESOLUTION

Under the terms of the 25th resolution, you are asked to renew the delegation granted to the Board to issue, in France and/or abroad, shares or securities giving access to the Company's share capital without PSR, in order to reserve it for 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 and to holders of Ingenico shares through a company savings plan and/or a group savings plan or through a company mutual fund. No priority subscription rights would be granted to shareholders in connection with such an issue.

This delegation of authority could be used, in particular, to deliver Worldline shares in exchange for Ingenico shares to the beneficiaries of free shares granted by Ingenico to its employees and officers in the context of the liquidity agreements implemented by the Company in connection with the Ingenico acquisition referred to in the explanatory memorandum of the 24th resolution. Depending on the applicable regulations and constraints, the exchange of these Ingenico shares for Worldline shares could be carried out pursuant to this resolution and/or the 24th resolution submitted to your vote.

The maximum nominal amount of the capital increases that may be carried out pursuant to this delegation would be set at this ceiling being independent and autonomous from the ceilings provided for in paragraphs 2 of the 20th resolution and 3 of the 21st resolution of this General Meeting, to which would be added, as the case may be, the nominal amount of shares that may be issued, in the event of new financial transactions, in order to preserve, in accordance with legal and regulatory provisions and/or, as the case may be, contractual stipulations providing for other cases of adjustment, the rights of holders of securities giving access to the capital.

The subscription price per share for each issue would be equal to the average of the opening 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.

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

TWENTY-FIFTH 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.22-10-51, L.225-138 and L.228-91 *et seq.* of the same Code:

1. delegates to the Board of Directors, **for a duration of eighteen (18) months**, starting from the end of the General Meeting 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 ordinary 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;
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 immediately or in the future, shall be **€1,500,000**, it being specified that:
 - this amount is set autonomously and separately from the ceilings of other delegations of authority to increase the share capital and shall not be deducted, in particular, from the amount of the overall ceiling provided for in paragraph 2 of the 20th resolution of this General Meeting, nor from the overall ceiling provided for in paragraph 3 of the 21st 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 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;

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5. 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;
6. decide 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.
7. 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 by the General Meeting held on June 9, 2020 under its 33th 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 in favor of employees and executive officers who are members of a company or group savings plan of the Company and its affiliated companies

TWENTY-SIXTH AND TWENTY-SEVENTH RESOLUTION

Under the terms of the 26th resolution, the Board proposes that you terminate the authorization in force granted under the terms of the 42nd resolution of the General Meeting of Shareholders of June 9, 2020 used in connection with the "Boost 2020" employee shareholding operation and to grant a new delegation of authority to the Board to decide to increase the Company's share capital by issuing shares and/or other securities giving access to the Company's share capital reserved for employees and corporate officers of the Company or its affiliates who are members of a company savings plan or any other qualifying plan in accordance with legal and regulatory provisions.

This delegation would be granted for a period of 26 months.

In addition, so that the Board can also deploy an international employee shareholding plan under the best conditions, the Board proposes, under the terms of the 27th resolution, that you delegate to it the power to increase the Company's share capital in favor of employees or categories of employees outside France, for a period of 18 months from the date of this General Meeting. This delegation of authority would make it possible to offer the subscription of shares in the Company to employees or categories of employees of the Group outside France by adapting the conditions of the offer to local particularities not strictly compatible with a savings plan, on the one hand, or, in the event that the Company envisages making a leveraged employee offer and allowing it to make SARs (Stock Appreciation Rights) in countries where leverage is not possible, or to make a SIP (Share Incentive Plan) in the United Kingdom, or to make specific plans in other countries.

The ceiling on the nominal amount of immediate or future capital increases resulting from all issues carried out under these delegations may not exceed 2.5% of the share capital of the Company on the date of the General Meeting, this ceiling being common to the 26th and 27th resolutions and independent of those set in the 20th and 21st resolutions.

We would like to inform you that the vote of these resolutions would entail the express waiver by the shareholders of their PSR to the new shares to be issued, in order to reserve the subscription for employees who are members of a Company savings plan. In this respect, we would ask you to delegate to the Board of Directors the task of drawing up the list of beneficiaries.

It is specified that the Board may set the subscription price of the securities issued pursuant to these delegations and that this price shall be determined in accordance with the conditions set forth in Article L.3332-19 of the French Labor Code, it being understood that the maximum discount may not exceed 30% (or 40% when the lock-up period provided for by the plan is greater than or equal to 10 years) of the average quoted price of the Worldline share on the regulated market of Euronext Paris during the 20 trading days preceding the date of the Board's decision setting the opening date of the subscription.

It is also specified that the Board may, pursuant to article L.3332-21 of the French Labor Code, provide for the free allocation of shares or other securities giving access to the share capital, by way of the employer's contribution, or, where applicable, the discount, provided that the taking into account of their pecuniary countervalue, evaluated at the subscription price, does not have the effect of exceeding the applicable legal or regulatory limits.

TWENTY-SIXTH RESOLUTION

Delegation to the Board of Directors of authority to increase the share capital of the Company with cancelation of the shareholder's preferential subscription rights to the benefit of employees and/or executive officers of the Company and its affiliated companies as members of a company or Group savings plan

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 Articles L.3332-1 and L.3332-18 *et seq.* of the French Labor Code:

1. delegates to the Board of Directors, **for a duration of twenty-six (26) months** starting from the end of the General Meeting, 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 paragraph 1 of Articles L.228-92, paragraphs 1 and 3 of Article L.228-93 or paragraph 2 of Article 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

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shall not exceed **2.5% of the share capital on the day of this General Meeting** (increased, where applicable, by the nominal amount of the shares to be issued in order to preserve the rights of the holders of securities giving access to the share capital in accordance with the legal and regulatory provisions in force and, where applicable, with the applicable contractual stipulations), it being specified that:

- this amount is set autonomously and separately from the global cap stipulated in the paragraph 2 of the 20th resolution and the limit provided for in the paragraph 3 of the 21th resolution of this General Meeting in the event of a capital increase maintenance of cancellation of preferential subscription rights,
 - this amount is common to capital increases reserved for the benefit of employees carried out pursuant to this resolution and to the 27th resolution of this General Meeting;
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, on the basis of an average of opening price of the Worldlines share on Euronext Paris market over the twenty trading sessions preceding the day of the Board of Directors decision or the Chief Executive officers decision, setting the opening date of the subscription period, with a maximum discount of **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;**
 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 comparable scheme) 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,
- 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; and
9. takes note of the fact that the adoption of this resolution renders ineffective, as from this day, the unused portion, if any, of the delegation previously granted by the General Meeting of June 9, 2020 in the 42nd resolution.

TWENTY-SEVENTH RESOLUTION

Delegation of power to the Board of Directors to increase the Company's share capital, with cancelation of the preferential subscription right for the benefit of a category of beneficiaries consisting of employees and/or corporate officers of the Company's foreign subsidiaries, within the meaning of Article L.233-15 of the French Commercial Code, in the context of an employee shareholding plan

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, and pursuant in particular to the provisions of Articles L.225-129, L.225-129-2, L.225-129-6 and L.225-138 of the French Commercial Code:

1. delegates to the Board of Directors, **for a duration of eighteen (18) months**, with the ability to sub-delegate as permitted by law and the Company's bylaws, the power to decide to increase the Company's share capital one or more times, at a time or times of its choosing and in amounts that it shall determine, through the issuance of (i) ordinary shares of the Company, and/or (ii) securities giving immediate or future access to the Company's share capital, to be subscribed for in cash, reserved for the class of beneficiaries defined below, it being specified that no preferred shares may be issued;
2. resolves that the amount of the Company's capital increase carried out under this delegation may not exceed **2.5% of the Company's share capital** as of the date of this General Meeting (plus, if applicable, the par value of any shares to be issued to preserve the rights of the holders of securities giving access to the share capital in accordance with applicable laws and regulations, as well as any contractual provisions), it being precised that:
 - this amount is set autonomously and separately from the limits stipulated in (i) paragraph 2 of the 20th resolution and (ii) in paragraph 3 of the 21st resolution of this General Meeting,

- this amount is common to capital increases that may be carried out under this resolution and under the 26th resolution of this General Meeting;

3. resolves to cancel the preferential subscription rights of shareholders of new shares to be issued in connection with this delegation and to limit the right to subscribe for such shares to the class of beneficiaries satisfying the following criteria:

(i) employees and officers of companies affiliated to the Company within the meaning of Article L.225-180 of the French Commercial Code and Article L.3341-1 of the French Labor Code and having their registered offices outside of France,

(ii) UCITs or other entities organized under French or foreign law for the purpose of employee shareholding, whether or not legal entities, of which the shareholders or members are persons referred to in (i) above or permitting persons referred to in (i) above to benefit, directly or indirectly, from an employee shareholding plan or Company savings plan;

4. resolves that the issuance price for the new shares to be issued pursuant to this delegation of power shall be determined (i) on the basis of the average opening price of the Worldline's shares on Euronext Paris over the twenty trading sessions preceding the date of the decision by the Board of Directors or by the Chief Executive Officer setting the opening date for the subscription period, with a maximum discount of 30% **(or 40% when the lock-up period provided for by the plan pursuant to Articles L.3332-25 and L.3332-26 of the French Labor Code is greater than or equal to ten years** and/or (ii) at a price equal to the price pursuant to the 27th resolution of this General Meeting in the event of a simultaneous transaction, and/or (iii) in accordance with the procedures for setting the subscription price of the Company's shares under the specific legal regime governing an offering of Company shares in connection with an employee shareholding plan governed by foreign law;

5. resolves that the Board of Directors will have full authority, with the right to sub-delegate in accordance with applicable law and the Company's bylaws, to implement this delegation of power, in particular, in order to:

- determine the list of beneficiaries within one or more of the categories of beneficiaries defined above, or the categories of employees to benefit from each issuance, as well as the number of shares to be subscribed for by each of them,
- determine the subscription forms and procedures to be presented to employees in each relevant country, in light of any constraints under applicable local law, and to select the countries in question from among those in which the Group has subsidiaries, as well as the subsidiaries whose employees may participate in the transaction,
- to decide on the maximum number of shares to be issued, within the limits set by this resolution, to take note of the final amount of each capital increase, and to amend the bylaws accordingly,

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- to set the dates and all other terms and conditions of the capital increases, as provided for by law,
- to charge the costs of such capital increases to the related premiums and to deduct from such amount the necessary amounts to maintain the legal reserve at one-tenth of the share capital following such capital increases,
- in general, to carry out all actions and formalities, make all decisions, and enter into any agreements useful or necessary for the successful completion of the issuances carried out pursuant to this delegation and to take note of the final completion of the capital increase or increases carried out pursuant to this resolution, and to amend the bylaws accordingly.

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

TWENTY-EIGHTH RESOLUTION

In the 28th resolution, you are asked to renew the authorization given to your Board for a period of 26 months to grant stock options (the “**Options**”) to employees or officers of the Company and/or its affiliates under the conditions set out below.

This resolution is part of the long-term incentive plans that the Company wishes to put in place in 2021 for the current Chairman and Chief Executive Officer, the Chief Operating Officer, the members of the Group Executive Committee and the Group's managers and key employees. As last year, it is proposed to implement in 2021 a combination of performance shares and options to retain and obtain the full commitment of the intended beneficiaries and in particular of the members of the Group Executive Committee.

Specific conditions of the authorization

1. Nature of the authorization

It is proposed to you to authorize your Board, to grant, on one or more occasions, options to subscribe for or to purchase shares in favor of employees or executive 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 June 9, 2020 (43th 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 1.40% of the share capital of the Company on the day of this General Meeting.

In addition, an exceptional cap of 0.55% of the share capital of the Company 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 29th 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 0.025% of the share capital of the Company on the day of this General Meeting. Moreover, in such a situation, the Board would set a rule as to the holding of a portion of the shares acquired by the exercise of Options until expiration of their respective term of office in compliance with the compensation policy applicable to the senior executive officers. The existence of the Extraordinary Cap does not affect this sub-cap.

4. Acquisition of the right to exercise the Options

The beneficiaries of the Options can exercise them after a vesting period of 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 7 years after the vesting date.

5. Performance conditions

The final vesting of the right to exercise the Options shall be subject to the achievement of internal financial performance conditions (accounting for 80%) and extra-financial performance conditions related to social and environmental responsibility (accounting for 20%).

With regard to the financial performance conditions, the objectives associated with these conditions are based on 3 indicators 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.

With regard to the non-financial performance conditions related to the corporate social responsibility, the objectives associated with these performance conditions are based on several combined indicators in line with the Group's strategy and the "Trust 2025" plan: (i) 2 indicators enabling ecological commitment that is part of the Group's strategy to be achieved (the "Carbon Disclosure Program" score (5%) and the Eco Vadis score (5%)) and (ii) 2 "people" indicators related to diversity (10%). The achievement of the objectives will depend on the scores obtained at the end of the period concerned (2021-2023).

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 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 the circumstances on the objective set at grant date. In particular, it could, on the recommendation of the Remuneration Committee, adjust the objectives adopted for 2021 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 final number of vested Options shall in no circumstance be above the number granted: it being specified that:

- ▶ in the event that the rate of satisfaction of one of the financial indicators proves to be zero, or
- ▶ in the event that the rate of satisfaction of the non-financial performance conditions relating to social and environmental responsibility proves to be zero,

the maximum number of vested options would be capped at 90%. Thus, the vesting of the right to exercise the Options by each beneficiary may be nil, partial or total, depending on the level of achievement of the objectives that will be defined by the Option allocation plan(s).

The performance conditions and the elasticity curve allowing to accelerate, upwards or downwards, the percentage of the grant relative to each indicator depending on its level of achievement over the vesting period of the 2021 plan are detailed in Section G.3.1 of the 2020 Universal Registration Document.

The terms and conditions for the granting of Options to corporate officers will be determined in the context of the compensation policy applicable to them in accordance with the provisions of Article L.22-10-8 (former L.225-37-2) of the French Commercial Code.

6. Acquisition price

The exercise price of the Option may not be less than the average opening price of the Company's shares over the twenty trading days preceding the day on which the stock options are granted, plus 5%. In the case of the granting of stock options, this price may not be less than the value indicated above, nor less than 80% of the average purchase price of the shares held by the Company under Articles L.22-10-61 and L.22-10-62 (former Articles L.225-208 and L.225-209) of the 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 vesting period.

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TWENTY-EGHTH RESOLUTION

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

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

1. authorizes the Board of Directors to grant, on one or more occasions, to the beneficiaries that it shall determine from among employees and/or corporate officers of the Company and/or companies or economic interest groups related to the Company on the terms specified in Articles L.225-177 and L.225-180 of the French Commercial Code, options giving entitlement to subscribe for new shares of the Company or options giving entitlement to purchase existing shares of the Company;
2. resolves that the total amount of such granted options shall not give entitlement to a total number of shares exceeding **1.40% 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 0.025%** 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 cap 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 29th 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 29th resolution of this General Meeting shall not exceed **0.55% 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.22-10-61 and L.22-10-62 of the French Commercial Code. If the Company carries out any of the transactions mentioned in Articles L.225-181 or R.22-10-37 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. decides that each grant options to the Company's senior executive officers must be made within the framework of the remuneration policy approved by the shareholders pursuant to II of Article L.22-10-8 of the French Commercial Code, and must provide that the exercise of the options will be entirely subject to the achievement of one or more performance conditions set by the Board of Directors to be met for a period of at least;
8. 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 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,

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- 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 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 by the General Meeting held on June 9, 2020 (43rd resolution).

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

TWENTY-NINTH RESOLUTION

It is proposed to authorize the Board of Directors, for a period of 38 months, to grant, on one or more occasions, performance shares to employees or corporate officers of the Company and/or its affiliates, in accordance with the conditions set out below.

As indicated above, Worldline is committed to an approach that aims to involve corporate officers and employees in the Group's performance and results, notably through long-term incentive plans. These plans benefit the top management, key employees and experts of Worldline, including the executive officers of the Company.

Specific conditions of the authorization

1. Nature of the authorization

The resolution submitted to your General Meeting also specifies that any authorization of the same nature, i.e. that granted at the General Meeting of June 9, 2020 (44th resolution), is cancelled and replaced as from the present General Meeting to the extent of the unused portion.

2. Maximum amount of the authorization

The maximum number of shares that may be granted under the proposed authorization may not exceed 0.50% of the share capital of the Company on the date of this General Meeting.

In addition, the Excessive Ceiling will apply in the event of concomitant or successive use by the Board of the authorizations granted to it under the present resolution and the 28th resolution.

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

Within the envelope referred to in point 2 above, the total number of shares granted to executive directors of the Company under the proposed authorization may not represent more than 0.025% of the share capital of the Company as of the date of this General Meeting.

In addition, in the event of the use of this option, the Board would set a rule for the retention of a portion of the shares acquired until the expiration of their 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 vesting of the right to exercise options granted under the 28th resolution, the definitive vesting of all or part of the performance shares at the end of a three-year period is subject to the achievement of internal financial performance conditions (accounting for 80%) and extra-financial performance conditions linked to social and environmental responsibility (accounting for 20%) identical, in particular in terms of the nature of the criteria and the elasticity curve, to those governing the vesting of stock option rights.

The performance conditions and the elasticity curve allowing to accelerate, both upwards and downwards, the percentage of the vesting of shares relating to each indicator according to its level of achievement over the vesting period of the 2021 plan are detailed in Section G.3 of the 2020 Universal Registration Document.

BOARD OF DIRECTORS' REPORT ON THE RESOLUTIONS AND DRAFT RESOLUTIONS

The Board 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 any other circumstance justifying such an adjustment, in order to neutralize the consequences of these circumstances on the objective set at the time of grant. In particular, it may, on the recommendation of the Compensation Committee, adjust the objectives set for 2021 in the light of current exceptional circumstances beyond the control of management (i.e. the crisis resulting from the state of health emergency in connection with the Covid-19 pandemic) in order to maintain, in the interests of the Company, an alignment of the implementation of the compensation 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 terms and conditions for the granting of performance shares to corporate officers will be determined within the framework of the compensation policy applicable to them in accordance with the provisions of Article L.22-10-8 (former Article L.225-37-2) of the French Commercial Code.

The total number of shares definitively acquired may not under any circumstances exceed the number of shares allocated, it being specified that:

- ▶ in the event that the rate of satisfaction of one of the financial indicators proves to be zero, or
- ▶ in the event that the rate of satisfaction of the non-financial performance conditions relating to social and environmental responsibility proves to be zero,

the maximum number of performance shares definitively acquired would be capped at 90%.

Thus, the definitive acquisition of shares by each beneficiary may be nil, partial or total, depending on the level of achievement of the objectives defined in the share allocation plan or plans.

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 3 years of the vesting period.

TWENTY-NINTH RESOLUTION

Authorization to the Board of Directors to grant free 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 **0.50% 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 **0.025% 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 28th 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 28th resolution of this General Meeting shall not exceed **0.55% 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.

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.

It is specified that any grant to the corporate officers shall be made under the compensation policy approved by the shareholders in accordance with paragraph II of Article L.22-10-8 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.

BOARD OF DIRECTORS' REPORT ON THE RESOLUTIONS AND DRAFT RESOLUTIONS

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

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

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

The General Meeting notes that in the event of a free allotment of new shares, this authorization shall entail, as and when the said shares are definitively allotted, an increase in capital by incorporation of reserves, profits or issue premiums in favor of the beneficiaries of the allotment of shares, and the express waiver by the shareholders of their pre-emptive rights to subscribe for the shares that would be issued pursuant to this resolution.

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 with effect from the date hereof, this authorization cancels any as yet unused part of any previous authorization granted for the same purpose by the General Meeting held on June 9, 2020 (44th resolution).

Approval of the draft Contribution Agreement subject to the regime governing spin-offs by the Company of its operational and commercial activities, and the related support functions, for the benefit of Worldline France SAS, a wholly owned subsidiary of the Company; approval of the Contribution, its valuation, and its consideration

THIRTIETH RESOLUTION

Under the 30th resolution, we are asking you to approve a proposed partial asset contribution subject to the legal regime governing spin-offs (the **"Contribution"**) between the Company (as the contributor) and its wholly owned subsidiary, Worldline France SAS, a simplified joint-stock company with capital of €37,585, with its registered office at 80, quai Voltaire, Immeuble River Ouest – 95870 Bezons, France, registered in the Trade and Companies Register of Pontoise under number 509 750 105 (**"Worldline France SAS"**) (as the beneficiary).

By private agreement dated April 9, 2021, the Company and Worldline France SAS entered into the partial asset contribution plan (the **"Contribution Agreement"**) under which the Company will contribute to Worldline France SAS, provided the conditions precedent stated in Article 13 of the Contribution Agreement are met, all the asset and liability items, rights and obligations relating to its operational and commercial businesses, as well as their related back office functions, which represent an autonomous business segment (the **"Autonomous Business Division"** or the **"Contributed Business"**), as stipulated in the Contribution Agreement.

The terms of the Contribution Agreement were determined by (i) the Board and (ii) the sole shareholder of Worldline France SAS. All the terms and conditions of the Contribution are set out in the Contribution Agreement, available at the registered office and on the Company's website (www.worldline.com).

1. Rational and goals of the Contribution

To date, Worldline has an operational holding activity in the sense that it runs operational and commercial activities, a group support activity carried out on behalf of its subsidiaries, and a holding activity under which it holds the securities of its subsidiaries.

Worldline sought to align its legal structure with its commercial operations by transferring the Autonomous Business Segment to Worldline France SAS through a partial contribution of assets.

This project, which is part of a broader internal reorganization of the Group's business lines, seeks to consolidate the Group's operational and commercial activities in a single legal entity, thereby separating the Group's operational and support functions and facilitating Worldline audits. This modification of the structure of the Group's legal organizational is deemed necessary because the separation of these activities within the Group would make it easier for investors to understand the operating results of the Company's businesses.

It is important to bear in mind that the Contribution is an intra-group operation carried out by Worldline for the benefit of one of its wholly owned subsidiaries and will therefore have no impact on the Company's shareholders.

2. Legal regime of the Contribution

The Company and Worldline France SAS have agreed to deliberately place the Contribution under the regime spin-offs defined in Articles L.236-6-1 and L.236-22 and Article L.236-24 of the French Commercial Code.

The Contribution will entail the universal transmission to Worldline France SAS of all the assets and liabilities attached to the Contributed Segment and Worldline France SAS will be subrogated in all the rights and obligations of the Company relating to the Contributed Segment as from the Effective Date (as this term is defined hereafter).

It is specified that the Company and Worldline France SAS did not wish to apply the "simplified" regime for the partial assets contributions, subject to the regime for de-mergers, as set out in sub-paragraphs 2 and 3 of Article L.236-22 of the French Commercial Code.

It should, however, be noted that Worldline and Worldline France SAS have expressly agreed to cancel any solidarity between them pursuant to the provisions of Article L.236-21 of the French Commercial Code.

3. Effective Date

The Contribution is subject to the satisfaction of the conditions precedent below before June 29, 2021:

- ▶ approval of the Contribution, its valuation and its remuneration by the General Meeting of Worldline and consultation of the General Meeting of holders of bonds issued on September 18, 2019 and holders of bonds convertible into new shares and/or exchangeable for existing shares (OCEANES) issued on July 30, 2019 and December 4, 2020 (the latter have the same status as the OCEANES bonds issued on July 30, 2019) with a view to the approval of the Contribution.
- ▶ approval by the sole shareholder of Worldline France SAS, of the Contribution, its valuation, its remuneration and the capital increase to be carried out as consideration for the Contribution.

Subject to the fulfillment of the conditions precedent mentioned above and in accordance with the provisions of Article L.236-4, 2° of the French Commercial Code, it is specified that the Contribution will take effect no later than July 1, 2021, and on the accounting, tax and legal levels (the **"Effective Date"**).

Notwithstanding the preceding paragraph, the representatives of Worldline and Worldline France SAS may decide, by mutual agreement, to set an Effective Date after July 1st, 2021 provided that it is not later than October 1st, 2021.

4. Accounts used for the Contribution, method for setting the value of contributions and determining the contributed net assets

The accounts used to establish the terms of the Contribution are (the “**Reference Accounts**”):

- ▶ for Worldline, the annual financial statements as at December 31, 2020 provided in the annual financial report as prepared by the Board on February 23, 2021 which are submitted for your approval at this General Meeting;
- ▶ for Worldline France SAS, the annual financial statements as at December 31, 2020 as prepared by the Chairman on March 23, 2021;

a copy of which is provided in Annex 5 to the Contribution Plan.

In accordance with French accounting regulations (Article 743-2 of Regulation No. 2017-01 of May 5, 2017 of the Accounting standards authority), the Contribution involving companies under joint control, the contributed asset and liability items are valued, for the accounting requirements of the Contribution, at the net book value on the Effective Date.

On the basis of Worldline's Reference Financial Statements and the estimate on the Effective Date, the total value of the Contribution of the Autonomous Business Division provisionally amounts to:

Contributed assets

Gross value	€423,939,328.83
Amortization, depreciation or provision for impairment	€174,311,905.05
Net value	€249,627,423.78

Total amount of the contributed liability

Net value	€162,009,163.88
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TOTAL CONTRIBUTED NET ASSETS	€87,618,259.90
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In consideration for the net assets contributed, provisionally valued at €87,618,259.90 and taking into account the respective valuations of the Contributed Business and Worldline France SAS, the latter would increase its share capital by a nominal amount of €87,618,259.90 and taking into account the respective valuations of the Contributed Business and Worldline France SAS, Worldline France SAS will increase its share capital by a nominal amount of €58,023,798.17 by issuing 3,859,505 new fully paid-up shares with a par value of 15.034 euros each, which will be allocated in full to the Company. The difference between the net book value of the Contribution (provisionally amounting to €87,618,259.90) and the amount of the capital increase (€58,023,798.17) will constitute a contribution premium (provisionally amounting to €29,594,461.73), which will be recorded in a special account on the liabilities side of the balance sheet of Worldline France SAS.

5. Adjustment of the Contribution

As the Contribution becomes effective on the Effective Date, Worldline and Worldline France SAS have agreed under the Contribution Plan that any difference between (i) the provisional Contribution net book value, and (ii) the final net book value as resulting from the accounting situation of Worldline determined on the Effective Date, using the same valuation methods presented as the Reference Accounts, will be adjusted as follows:

- ▶ if the composition of the Contributed Business and/or its final net book value on the Effective Date shows a Contribution net book value below the estimated value on the Effective Date, there will be a shortfall in the contribution that the Company will have to cover by making an additional cash contribution (equivalent to the shortfall) to Worldline France SAS, such that the final net assets contributed may not be less than €87,618,259.90;
- ▶ if the composition of the Contribution and/or its actual net book value on the Effective Date shows a Contribution net book value above the estimated value on the Effective Date, there will be a contribution surplus that will be recorded as an increase in the contribution premium account at Worldline France SAS.

6. Demerger Auditors

At the joint request of the Company and of Worldline France SAS, the President of the Pontoise Tribunal de Commerce (commercial court), appointed by ordinance on February 4, 2021 RSM Paris, a simplified joint-stock company with capital of €15,095,000, whose registered office is located at 26, rue Cambacérès, 75008 Paris, registered in the Paris Trade and Companies Register under number 792 111 783, as the demerger Auditor in charge of drawing up the reports described in Articles L.236-10 and L.225-147 of the French Commercial code.

These reports may be consulted at the Company's registered office and on its website www.worldline.com. They will be filed at the Registry of the Pontoise commercial court within the time limits prescribed by the applicable legal and regulatory provisions.

BOARD OF DIRECTORS' REPORT ON THE RESOLUTIONS AND DRAFT RESOLUTIONS

7. Creditors' right to object

The non-bondholder creditors of the Company and of Worldline France SAS whose claims precede the publication of the Contribution Plan, may object to the Contribution within a period of 30 days reckoned from the last publication described in Article R.236-8 of the French Commercial Code. In accordance with legal provisions, the objection formed by a creditor will not result in prohibiting the continuation of the Contribution operation.

8. Tax plan

The Contribution is under the preferential tax plan defined in Articles 210 A and 210 B of the French General Tax Code with respect to corporate income tax and in Articles 816 and 817 A of the French General Tax Code with respect to registration fees.

9. Power

Lastly, you will be asked to give full powers to the Chairman and Chief Executive Officer, with the possibility of sub-delegating, to record the final completion of the Contribution, determine the final value of the contributed net assets on the Effective Date of the Contribution and, if necessary: make an additional cash contribution to Worldline France SAS if the final value of the contributed net assets is less than its estimate on the Effective Date, or take all steps and carry out all acts and formalities in order to record a contribution premium in the accounts of Worldline France SAS if the final value of the contributed net assets exceeds its estimate on the Effective Date; sign the statement of regularity and compliance provided for in Article L.236-6 of the French Commercial Code, and to carry out and/or cooperate with Worldline France SAS in carrying out all formalities required or necessary to settle and/or make the transfer of the contributed assets, rights and obligations enforceable against third parties, and more generally, to make all observations, statements or communications, to draw up all confirmatory, corrective or additional deeds, and to take all measures, sign all documents, deeds or agreements and carry out all formalities or take all steps that may be useful or necessary for the final completion of the Contribution.

THIRTIETH RESOLUTION

Approval of the draft Contribution Agreement subject to the regime governing spin-offs by the Company of its operational and commercial activities, and the related support functions, for the benefit of Worldline France SAS, a wholly owned subsidiary of the Company; approval of the Contribution, its valuation, and its consideration

The General Meeting, ruling under the quorum and majority requirements for Extraordinary General Meetings, after having reviewed:

- ▶ the partial asset contribution agreement (the **"Contribution Agreement"**) established by private deed dated April 9, 2021, between the Company and Worldline France SAS, a simplified stock company (*société par actions simplifiée*) with share capital of €37,585, having its registered office at 80, quai Voltaire, Immeuble River Ouest, 95870 Bezons, registered with the Pontoise Trade and Companies Register under number 509 750 105 (**"Worldline France SAS"**) a wholly owned subsidiary of the Company, pursuant to which it is agreed, subject to the fulfillment of the conditions precedent set forth in Article 13 of the Contribution Agreement, that the Company shall contribute to Worldline France SAS, in accordance with the terms and conditions of the Contribution Agreement, all of the assets and liabilities, rights and obligations relating to its operational and commercial activities, as well as the related support functions, which constitute an autonomous business division (the **"Autonomous Business Division"**) in connection with a partial asset contribution transaction voluntarily subject to the spinoff regime defined in Articles L.236-16 to L.236-22 of the French Commercial Code (the **"Contribution"**) stipulating, inter alia, that the Company and Worldline France SAS do not intend to apply the "simplified" regime for partial contributions of assets subject to the regime for demergers provided for in paragraphs 2 and 3 of Article L.236-22 of the French Commercial Code;
- ▶ the report of the Board of Directors prepared in accordance with the provisions of Article L.236-9 paragraph 4, and R.236-5 of the French Commercial Code;
- ▶ the reports of the contribution and spinoff auditor prepared in accordance with Articles L.236-10 and 225-147 of the French Commercial Code established by RSM Paris appointed by order of the president of the court of Pontoise dated January 19, 2021;
- ▶ the opinion of the Social and Economic Committee on the partial asset contribution rendered on March 8, 2021;
- ▶ the decision dated May 20, 2021 of the mass of the convertible bonds holders issued on July 19, 2019, and December 4, 2020; and
- ▶ the decision dated May 20, 2021 of the mass of the convertible bonds holders issued on September 18, 2019;
- 1. approves, upon the report of the Board of Directors, all provisions of the Contribution Agreement and its annexes, including the Contribution provided for therein, its valuation and remuneration, and in particular:
 - the net asset value contributed to Worldline France SAS by the Company, which, on the basis of the net book value shown in the financial statements as of December 31, 2020, as certified by the Company's statutory auditors (the **"Reference Accounts"**), amounts to €87,618,259.9087, it being specified that in accordance with Article 743-2 of Regulation No. 2017-01 of the Accounting Standards Authority of May 5, 2017, as the Contribution involves companies under common control,
 - the assets and liabilities valued at their net book values resulting from the Reference Accounts of €249,627,423.78 and €162,009,163.88 respectively,

BOARD OF DIRECTORS' REPORT ON THE RESOLUTIONS AND DRAFT RESOLUTIONS

- the consideration for the Contribution by means of the issuance by Worldline France, through a capital increase, of 3,859,505 new shares with par value of EUR 15.034 per share, fully paid-up, for a total par value of €58,023,798.17,
- the difference between the value of the Contribution (i.e. €87,618,259.90 and the value of the capital increase (i.e. €58,023,798.17), i.e. €29,594,461.73 represents the amount of the contribution premium against which the rights of existing and new shareholders will apply, and which will be recorded as a liability on Worldline France's balance sheet, it being specified that:
 - the final amount of the contribution premium will be determined based on any adjustments that may prove necessary pursuant to Article 10 of the Contribution Agreement, and
 - the amount of the costs, duties, and fees payable in respect of the transaction may be deducted from the final amount of the contribution premium, as may any other allocation decided by Worldline France's General Shareholders' Meeting,
- the absence of joint and several liability between the Company and Worldline France SAS, in accordance with Article L.236-21 of the French Commercial Code,
- the fact that the Contribution will closed and will take effect from a legal, tax, and accounting standpoint either on July 1, 2021, subject to satisfaction of the conditions precedent provided for in Article 13 of the Contribution Agreement (the "**Effective Date**"), or on October 1, 2021,
- the substance and net book value of the Contribution as of the Effective Date will result from an accounting position of the Company on the Effective Date based on the valuation methods used to determine the estimated value on the Effective Date of the net assets contributed.
 - If the substance of the Contribution and/or its final net book value as of the Effective Date shows a net book value of the Contribution less than the amount estimated as of the Effective Date, the contributed amount will be insufficient, and Worldline will be required to cover the difference by making before the expiration of a period of one month from date of the Final Accounting Statement (as defined in the Contribution Agreement) an additional cash contribution to Worldline France SAS equivalent to the amount of the insufficiency, such that the

final net contributed value shall not be less than €87,618,259.90.

- If the substance of the Contribution and/or its final net book value as of the Effective Date shows a net book value of the Contribution higher than the amount estimated as of the Effective Date, this will result in a contribution surplus that will be recorded within one month from the date of the Final Accounting Statement (as defined in the Contribution Agreement) as an increase in the contribution premium account of Worldline France S.A.S;

2. grants all powers to the Chief Executive Officer, with the right to sub-delegate, in order to:
 - take note of the closing of the Contribution,
 - make any adjustment in accordance with the mechanism set forth in Article 10 of the Contribution Agreement,
 - determine the final value of the net assets contributed on the Effective Date of the Contribution and, if applicable (i) make an additional cash contribution to Worldline France SAS if the final value of the net assets contributed is less than its estimate on the Effective Date, or take any steps and carry out any acts and formalities with a view to recording a contribution premium in the accounts of Worldline France SAS if the final value of the net assets contributed is greater than its estimate on the Effective Date,
 - prepare and sign the declaration of legality and compliance required by Article L.236-6 of the French Commercial Code,
 - carry out and/or cooperate with Worldline France SAS to carry out all formalities required within the context of the Contribution in particular, relating to the tax formalities, specific formalities related to the real estate included in the Contribution,
 - to carry out and/or cooperate with Worldline France SAS in carrying out all the formalities required to regularize and/or render effective against third parties the transfer of the assets, rights and obligations contributed,
 - more generally, to perform all recording, filings, or communications, to prepare any reiterative, confirming, corrective, or supplemental documents, and to take any measures, to sign any document, deed, or contract, and to carry out any formality or steps useful or necessary for the final completion of the Contribution.

Powers for legal formalities

THIRTY-FIRST RESOLUTION

You are asked to grant all powers to the bearer of an original, copy or excerpt of the minutes of this General Meeting to complete any and all required filings, publications, declarations and formalities.

THIRTY-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.

SUMMARY OF THE FINANCIAL DELEGATIONS

Financial delegations effective in 2021 and use by the Board of Directors in 2020 and 2021

Nature of the delegations of authority and authorizations granted to the Board of Directors by the General Meeting	Maximum Amount Authorized (in euros)	Authorisation Date	Expiration Date
Capital increase through an issue of shares and/or other securities giving access to the Company's share capital – Ingenico offer			
Authorization to decide to issue shares without PSR, in the context of a public offer with an exchange component initiated by the Company for Ingenico shares	72,500,000	June 9 2020 (32 nd resolution)	August 9, 2022
Authorization to issue shares without PSR reserved for persons meeting certain characteristics	1,500,000	June 9 2020 (33 th resolution)	December 9, 2021
Capital increase through an issue of shares and/or other securities giving access to the Company's share capital			
Authorization to issue shares or securities giving access to the capital without preferential subscription rights as consideration for contributions in kind of equity securities or securities giving access to the capital	10% of the share capital*	June 9, 2020 (34 th resolution)	August 9, 2022
Share capital increase with preferential subscription rights	50% of the share capital *	June 9, 2020 (37 th resolution)	August 9, 2022
Share capital increase without PSR through public offerings or through public exchange offerings	10% of the share capital *	June 9, 2020 (38 th resolution)	August 9, 2022
Share capital increase without PSR through public offerings mentioned in Article L.411-2 1° of the French Monetary and Financial Code	10% of the share capital *	June 9, 2020 (39 th resolution)	August 9, 2022
Increase in the number of securities in case of share capital increase with or without PSR	Extension by 15% maximum of the initial issuance	June 9, 2020 (40 th resolution)	August 9, 2022
Share capital increase through incorporation of premiums, reserves, benefits or other	500 million	June 9, 2020 (41 st resolution)	August 9, 2022
Share buyback program			
	10% of the share capital *		
Authorisation to the Board of Directors for the purpose of purchasing, holding or transferring shares of the Company	Maximum purchase price per share: €95	June 9, 2020 (30 th resolution)	-
Capital reduction through the cancellation of treasury shares	10% of the share capital per 24-month period	June 9, 2020 (31 st resolution)	August 9, 2022
Transactions reserved for employees and corporate officers			
Capital increase reserved to employees and executive officers of the Group	2.5% of the share capital *	June 9, 2020 (42 nd resolution)	August 9, 2022
Capital increase with the cancelation of the PSR to the benefit of members of a company or group savings plan as employees and/or executive officers of the Company and its affiliated companies	-	-	-
Authorization to grant stock options to employees and executive officers	1% of the share capital *	June 9, 2020 (43 rd resolution)	August 9, 2022
Authorization to allot free shares to employees and executive officers	0.35% of the share capital *	June 9, 2020 (44 th resolution)	August 9, 2023
Authorization to allot performance shares to the employees and executive officers of Ingenico	0.43% of the share capital *	June 9, 2020 (35 th resolution)	December 28, 2022

* Share capital as of the 2020 AGM of June 9, 2020.

** Share capital as of the 2021 AGM of May 20, 2021.

- (1) Global Cap for share capital increases carried out under the 21st, 22nd, 23rd and 24th resolutions of the AGM of May 20, 2021 without DPS. Any share capital increase pursuant to these resolutions shall be deducted from this aggregate cap and the aggregate amount of 50% of the share capital.
- (2) Global cap for share capital increases carried out under the 20th, 21st, 22nd, 23rd and 24th resolutions. Any share capital increase pursuant to these resolutions shall be deducted from this aggregate amount. The maximum nominal amount of the debt securities or other securities giving access to the share capital of the Company carried out under the 20th, 21st and 22nd resolutions shall not exceed €1.5 billion or counter value of this amount in the event of an issue in another currency.

SUMMARY OF THE FINANCIAL DELEGATIONS

Financial delegations presented by the Board of Directors to the Annual General Meeting of May 20, 2021						
Duration of the authorisation	Use in 2020 and 2021	N° of the resolution	Maximum Amount Authorized (in euros)	Duration of the authorisation	Expiration Date	Comments
26 months	61,470,761.72 3,591,711.72	-	-	-	-	-
18 months	-	25 th resolution	1,500,000	18 months	November 20, 2022	May be used during a public offering
26 months	-	24 th resolution	10% of the share capital ** (1)	26 months	July 20, 2023	May not be used during a public offering
26 months	-	20 th resolution	50% of the share capital ** (2)	26 months	July 20, 2023	May not be used during a public offering
26 months	-	21 th resolution	10% of the share capital ** (1) (2)	26 months	July 20, 2023	May not be used during a public offering
26 months	-3,415,940.58 -1,317,829.80	22 th resolution	10% of the share capital per 12-month period (1) (2)	26 months	July 20, 2023	May not be used during a public offering
26 months	-	23 th resolution	15% of the initial issue (4)	26 months	July 20, 2023	May not be used during a public offering
26 months	-291,946.44	-	-	-	-	-
18 months	-	19 th resolution	10% of the share capital Maximum purchase price per share: €115	18 months	November 20, 2022	May not be used during a public offering
26 months	-	-	-	-	-	-
26 months	Employee shareholding plan (Boost 2020)	26 th resolution	2.5% of the share capital ** (5)	26 months	July 20, 2023	-
-	-	27 th resolution	2.5% of the share capital ** (5)	18 months	November 20, 2023	-
26 months	June 9, 2020	28 th resolution	1.40% of the share capital ** (with a sub-cap of 0.025% of the share capital ** for the senior executive officers) (6)	26 months	July 20, 2023	-
38 months	June 9, 2020	29 th resolution	0.50% (with a sub-cap of 0.025% of the share capital ** for the senior executive officers) (6)	38 months	May 20, 2024	-
26 months	October 28, 2020	-	-	-	-	-

(3) The maximum nominal amount of the capital increases carried out under the 21st, 22nd, 23rd and 24th resolutions shall be deducted from the cap set by the 21st resolution of the AGM of May 20, 2021 corresponding to 10% of the share capital of the Company on the day of the AGM of May 20, 2021.

(4) The nominal amount of the capital increases pursuant to the 23rd resolution 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 20th resolution of the AGM of May 20, 2021, and (iii) in case of share capital increase without preferential subscription right, the amount of the sub-cap mentioned in the 21st resolution of the AGM of May 20, 2021.

(5) Common cap for the capital increases carried out under the 26th and 27th resolutions.

(6) The total number of allocations of stock options pursuant to the 28th resolution and the allocations of free shares carried out under the 29th resolution of the AGM of May 20, 2021 shall not exceed 0.55% of the share capital at the date of the AGM of May 20, 2021.

REQUEST FOR DOCUMENTS AND INFORMATION

I, the undersigned,

(Title, company):

Last name or company name:

First name:

Postal code: City/town: Country:

Email: @

Hereby acknowledge that I have received the documents relating to the Combined General Shareholders' Meeting of May 20, 2021 as referred to in Article R.225-81 of the French Commercial Code, i.e., the agenda, draft resolutions and the summary presentation of the Company's financial position during the past financial year;

Request that Worldline send me, prior to the Combined General Shareholders' Meeting ⁽¹⁾ the documents and information referred to in Article R.225-83 of the French Commercial Code ⁽²⁾ as well as the documents and information referred to in the resolutions to be submitted for shareholder approval at the General Shareholders' Meeting on May 20, 2021:

☐ Send hard copies of the documents

☐ Send digital copies of the documents

Signed in: on: 2021

Signature

Mail your request to:

Société Générale Securities Services

Service Assemblées

32, rue du Champ-de-Tir – CS 30812 – 44308 Nantes Cedex 3, France

or to the financial intermediary responsible for managing your shares.

(1) If they have not already done so, holders of registered shares may submit a single request to the Company to obtain the documents and information referred to in Articles R.225-81 and R.225-83 for each subsequent General Shareholders' Meeting.

(2) Information about Worldline is included in the 2020 Universal Registration Document available at www.worldline.com.



HELP PROTECT THE ENVIRONMENT

AND OPT FOR E-NOTICES

Dear Shareholder,

Worldline would like to send you the General Shareholders' Meeting notices electronically. These "e-notices" will allow you to access all documents related to General Shareholders' Meetings online. To opt in, you must authorize this change in accordance with applicable laws.

You can opt in to receiving e-notices:

Electronically

If you hold direct or administered registered shares, you may opt in by logging in to the sharinbox website at www.sharinbox.societegenerale.com using your usual login credentials if you hold direct registered shares or the credentials displayed in the top-right corner of your paper voting form if you hold administered registered shares.

Section : Mon Profil (My Profile)

Menu: E-Services

Check/update your e-mail address correct in the "Personal contact details" menu and click on "Subscribe for free" in the "E-services" menu and click "Valider" (Submit).

By mail

Complete the detachable reply form below and send it to Société Générale Securities Services. If you choose this option, please ensure that your email address is clearly legible.

Please also notify Société Générale Securities Services if:

- ▶ your email address changes; or
- ▶ you decide to switch back to receiving your notices of meeting by mail; requests must be sent by registered letter with confirmation of receipt.

Reply form to be returned duly completed and signed

Please send me communications related to my registered shares account via email starting from this General Shareholders' Meeting.

I have read and understood that notices of meeting as well as all documentation relating to Worldline's General Shareholders' Meeting will be sent to me electronically.

Please find my information for fulfilling this request below (all fields are required and must be filled in using uppercase letters):

Title (Mr., Ms., etc.):

Last name (or company name):

First name:

Date of birth (mm/dd/yyyy):/...../.....

Registered share account number with Société Générale Securities Services:

Email address:@.....

Signed in: on: 2021

Signature

Mail your request to:

Société Générale Securities Services

Service Assemblées

32, rue du Champ-de-Tir – CS 30812 – 44308 Nantes Cedex 3, France

If at any time you would like to switch back to receiving your notices of meeting by mail, please simply notify us of your decision by registered letter with confirmation of receipt.



INVESTOR RELATIONS

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Worldline

French Limited Liability Company
(*Société anonyme*)

Share capital: €190,085,272.70

Immeuble River Ouest

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95870 Bezons

France



PLEASE CONTACT US

for any additional
information.

WWW.WORLDFINE.COM