

BOARD OF DIRECTORS' REPORT ON THE RESOLUTIONS AND DRAFT RESOLUTIONS

Dear Shareholders,

You have been invited to this shareholders' ordinary and extraordinary general meeting of June 9, 2022 (the "**General Meeting**") in order to submit for your approval the following 39 resolutions of which a draft version was approved by the Board of Directors (the "**Board**") on April 26, 2022:

- the 1st and 2nd resolutions fall under the competence of the extraordinary session of the General Meeting;
Shareholders are invited to vote first on the proposed amendments to the Company's bylaws so that the new provisions, in particular those of Article 16.1 which are the subject of the 2nd resolution, would be immediately applicable. Consequently, the term of the duties of the Directors representing the employees would be one year until the set-up of the European Works Council and three years as soon as such European Works Council has been set up. The reasons for introducing this transitional period in connection with the set-up of the European Works Council are set out in detail below.
- the 3rd to 26th resolutions fall under the competence of the ordinary session of the General Meeting;
- the 27th to 38th resolutions fall under the competence of the extraordinary session of the General Meeting; and
- the last resolution (39th) concerns the powers for formalities.

Detailed information about the annual financial statements and the consolidated financial statements for the financial year ended on December 31, 2021, as well as the conduct of corporate affairs during this financial year, can be found in the 2021 Universal Registration Document filed with the French financial markets authority (*Autorité des marchés financiers*), on April 25, 2022. As required by legal and regulatory provisions, this document is available to shareholders at the Company's registered office and is accessible on the Company's website at www.worldline.com.

Shareholders are requested to also refer to the cross-reference table provided in the 2021 Universal Registration Document (Section H.3.3) which identifies the sections of this document that correspond to the disclosures expected in the management report in respect of the financial year 2021.

In this report, we present our reasons for submitting the resolutions to your vote at the General Meeting.

RESOLUTIONS WITHIN THE COMPETENCE OF THE EXTRAORDINARY GENERAL MEETING

Amendments to the Company's bylaws

PRESENTATION OF THE FIRST AND SECOND RESOLUTIONS

Under the terms of the 1st and 2nd resolution, you are asked to amend the Company's bylaws. These amendments aim at, particularly:

- With respect to Articles 25 and 28 of the Company's bylaws (1st resolution): consider the recodification of the French *Code de commerce* effective as from January 1, 2021 aiming at isolating in a dedicated new chapter all the provisions applicable to listed companies. For simplification purposes, the proposed amendments to the Company's bylaws delete all reference to the specific Articles of the French *Code de commerce*.
- With respect to Article 16.1 of the Company's bylaws (2nd resolution):

It is reminded that:

- The Board comprises 2 Directors representing the employees with one of them being designated by the Social and Economic Committee of Worldline Economic and Social Unit ("UES") and the second one being designated by the European Works Council if it has been set-up or otherwise by the Social and Economic Committee of Worldline UES;
- the duties of Ms. Marie-Christine Lebert as Director representing the employees will terminate at the end of the 2022 General Meeting;
- Mr. Arnaud Lucien, second director representing the employees, after consulting with the Chairman, the Lead director and the Nomination Committee, resigned with effect at the end of the General Meeting, in order to anticipate the consequences on his mandate of the planned disposal of the Terminals, Solutions and Services ("TSS") business. Indeed, Mr. Arnaud Lucien being an employee of this Global Business Line, his term of office as Director representing the employees will automatically cease upon completion of the disposal.

Consequently, both mandates of Director representing the employees would be subject to new appointments in a short timeframe after the General Meeting.

Taking this into account, the Board is proposing to temporarily reduce the term of office of the Directors representing the employees from 3 years to 1 year, and only for those who will take office at the end of the General Meeting (see Section G.2.3.1.2 of 2021 Universal Registration Document for more details on employee Directors' terms of office expiring at the end of the General Meeting). This one-year term of office is proposed as a transitional period pending the establishment of the European Works Council scheduled for the coming year (2023), in order to enable it to appoint one of the Directors representing the employees as soon as possible following its set-up and for a duration of three years. With the exception of the introduction of this transitional period linked to the implementation of the European Works Council, during which the term of office of the Directors representing the employees will be 1 year, the statutory provision relating to the duration of their term of office would remain unchanged (i.e. the duration of 3 years currently set). Thus, the Social and Economic Committee of the Worldline UES and the European Works Council are expected to both appoint a Director representing the employees, as from 2023, for a 3-year term.

The proposed modifications would also clarify the possibility of renewing employee Directors in their functions, in accordance with the applicable legal provisions. Indeed, the current wording of the statutory provisions is silent on this subject. However, Article L.225-29 of the French *Code de commerce* explicitly states that "*The term of office is renewable, unless otherwise stipulated in the bylaws*". For more clarity, we thus propose to explicitly mention this renewal option in Article 16.1 of the Company's bylaws.

Save for the apparent changes described below, the other provisions of Articles 25, 28 and 16.1 of the Company's bylaws would remain unchanged. It is specified that in the table below, proposed deletions appear in crossed out font, and proposed additions are underlined.

Amended Article	Proposed wording (apparent changes)
25 – Regulated Agreements Last paragraph	<i>"The provisions set out above are not applicable to agreements relating to normal operations concluded under normal conditions, nor to agreements concluded between two companies, one of which directly or indirectly owns the total share capital of the other, where applicable, less the minimum number of shares required to meet the legal requirements."</i>
28 – Common rules for General Meetings Paragraph 3	<i>"The general meetings are composed of all of the shareholders whose shares are paid up for all required payments and for which, in compliance with the provisions of article R. 225-85 of the Commercial Code, it has been proven that they have the right to take part in general meetings through the registration ("inscription en compte") of the shares, either in the name of the shareholder or, when the shareholder is not residents of France, of the intermediary registered on his behalf, on the second working day preceding the meeting at 00:00 hour (Paris time)."</i>
16.1 – Directors representing the employees Paragraph 11	<i>"The term of office of the directors representing the employees shall be three (3) years. who take office as from the end of the general meeting of shareholders called to rule on the financial statements for the fiscal year 2021 will be one (1) year in the event that, on the date of their appointment, the European Works Council of the Company has not been set up. <u>The term of office of the directors representing the employees appointed as from the set-up of the European Works Council of the Company shall be three (3) years.</u> The mandate of the directors representing the employees shall expire at the end of the ordinary general meeting of shareholders called to rule on the financial statements of the fiscal year that has ended, and which is held in the year during which the term of office of the aforesaid director expires. <u>The directors representing the employees may be renewed in their functions.</u>"</i>

FIRST RESOLUTION

Amendment of Articles 25 and 28 of the Company's bylaws to comply with the legal and regulatory provisions in force

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report, and in order to bring the Company's bylaws into compliance with the legal and regulatory provisions in force, resulting from Ordinance no.2020-1142 of September 16, 2020 and Decree no. 2020-1742 of December 29, 2020, decides to amend the bylaws as follows:

- The last paragraph of Article 25 of the bylaws "Regulated Agreements" currently worded as follows:

"The provisions set out above are not applicable to agreements relating to normal operations concluded under normal conditions, nor to agreements concluded between two companies, one of which directly or indirectly owns the total share capital of the other, where applicable, less the minimum number of shares required to meet the requirements of article 1832 of the Civil Code or articles L. 225-1 and L. 226-1 of the Commercial Code."

Will now read as follows:

"The provisions set out above are not applicable to agreements relating to normal operations concluded under normal conditions, nor to agreements concluded between two companies, one of which directly or indirectly owns the total share capital of the other, where applicable, less the minimum number of shares required to meet the legal requirements."

- The third paragraph of Article 28 of the bylaws "Common rules for General Meetings" currently worded as follows:

"The general meetings are composed of all of the shareholders whose shares are paid up for all required payments and for which, in compliance with the provisions of article R. 225-85 of the Commercial Code, it has been proven that they have the right to take part in general meetings through the registration ("inscription en compte") of the shares, either in the name of the shareholder or, when the shareholder is not residents of France, of the intermediary registered on his behalf, on the second working day preceding the meeting at 00:00 hour (Paris time)."

Will now read as follows:

"The general meetings are composed of all of the shareholders whose shares are paid up for all required payments and for which, in compliance with the provisions of the Commercial Code, it has been proven that they have the right to take part in general meetings through the registration ("inscription en compte") of the shares, either in the name of the shareholder or, when the shareholder is not residents of France, of the intermediary registered on his behalf, on the second working day preceding the meeting at 00:00 hour (Paris time)."

The other provisions of Articles 25 and 28 of the Company's bylaws remain unchanged.

SECOND RESOLUTION

Amendment of Article 16.1 of the Company's bylaws with respect to the term of office of directors representing the employees

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report, resolves to set at one (1) year the term of office of directors representing the employees who take up their duties as from the General Meeting, in the event that, on the date of their appointment, the Company's European Works Council was not set up.

Consequently, paragraph 11 of Article 16.1 of the Company's bylaws will now read as follows:

"The term of office of the directors representing the employees who take office as from the end of the general meeting of shareholders having ruled on the financial statements for the fiscal year 2021 will be one (1) year in the event that, on the date of their appointment, the European Works Council of the Company has not been set up. The term of office of the directors representing the employees appointed as from the set-up of the European Works Council of the Company shall be three (3) years. The mandate of the directors representing the employees shall expire at the end of the ordinary general meeting of shareholders called to rule on the financial statements of the fiscal year that has ended, and which is held in the year during which the term of office of the aforesaid director expires. The directors representing the employees may be renewed in their functions."

The other provisions of Article 16.1 of the Company's bylaws remain unchanged.

RESOLUTIONS WITHIN THE COMPETENCE OF THE ORDINARY GENERAL MEETING

Approval of the statutory and consolidated financial statements for the financial year ended on December 31, 2021

PRESENTATION OF THE THIRD AND FOURTH RESOLUTIONS

Under the terms of the 3rd and 4th resolutions, we request you to approve, after having reviewed the management report of the Board and the Statutory Auditors' reports, the statutory financial statements (showing a net loss of €754,366,355.24) and the consolidated financial statements for the financial year ended on December 31, 2021.

The statutory 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 2021 financial year are detailed and commented in the management report and the statutory and consolidated financial statements are included in the 2021 Universal Registration Document (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 *Code général des impôts*, amounting to €275,414.52.

THIRD RESOLUTION

Approval of the statutory financial statements for the financial year ended on December 31, 2021

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 statutory financial statements for the 2021 financial year, approves, as presented, the statutory financial statements for the year ended on December 31, 2021 in their entirety, including the balance sheet, income statement and the notes thereto, showing a net loss of €754,366,355.24, as well as the transactions reflected in these financial statements and summarized in these reports.

Pursuant to Article 223 *quater* of the *Code général des impôts*, the General Meeting approves the expenses and charges that are non-deductible for tax purposes under paragraph 4 of Article 39 of said Code and that amount to €275,414.52 for the 2021 financial year, it being specified that no taxes were paid with regards to said expenses and charges.

FOURTH RESOLUTION

Approval of the consolidated financial statements for the financial year ended on December 31, 2021

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 2021 financial year, approves, as presented, the consolidated financial statements for the year ended on December 31, 2021 in their entirety, including the balance sheet, income statement and the notes thereto, together with the transactions reflected in these financial statements and summarized in these reports.

Allocation of the net income for the financial year ended on December 31, 2021

PRESENTATION OF THE FIFTH RESOLUTION

The net income for the financial year ended on December 31, 2021 shows a net loss of €754,366,355.24.

The previous retained earnings at the same date amounted to €122,883,254.29.

Under the terms of the 5th resolution, it is proposed to allocate the net loss for the 2021 fiscal year in its entirety to the "retained earnings" account whose balance would become debit and would thus be reduced to the sum of €(631,483,100.95).

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 2022 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 this year.

In accordance with the provisions of Article 243 bis of the French *Code général des impôts*, we inform you that no dividend was distributed in respect of the three financial years preceding the 2021 financial year.

FIFTH RESOLUTION

Allocation of the net income for the financial year ended on December 31, 2021

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 statutory financial statements for the 2021 financial year, resolves to allocate the net income for the year 2021 amounting to (754,366,355.24) euros in its entirety to "retained earnings" account, which will thus be reduced from the amount of 122,883,254.29 euros to the amount of (931,483,100.95) euros.

In accordance with applicable legal provisions, the General Meeting acknowledges that no dividend was paid over the three financial years preceding the financial year 2021.

Use of the “additional paid-in capital” account to offset the retained earnings and to fund the legal reserve

PRESENTATION OF THE SIXTH RESOLUTION

Subject to the approval of the 3rd and 5th resolutions, the “retained earnings” account would show a debit balance of €631,483,100.95 following the allocation of the net loss for the financial year ended on December 31, 2021 (amounting to €754,366,355.24).

Meanwhile, as of December 31, 2021, the “additional paid-in capital” account shew a credit balance of €8,344,827,164.60.

Therefore, it is proposed to use the “additional paid-in capital” account to offset the debit balance of the “retained earnings” account (that would result from the adoption of the 5th resolution) in order to improve the presentation of the Company's balance sheet.

In order to keep the legal reserve to an amount equal to 10% of the share capital, we also request you to approve the funding of the legal reserve up to 10% of the share capital as of December 31, 2021, by deducting the necessary amount (i.e. a sum of €6,653,127.76) from the “additional paid-in capital” account and allocating it to the legal reserve so that it reaches the sum of €19,072,967.56.

After these reallocations, the “additional paid-in capital” account would show a credit balance of €7,706,690,935.89.

SIXTH RESOLUTION

Allocation of retained earnings to "Additional paid-in capital" account and funding of the legal reserve

The General Meeting, ruling under the quorum and majority conditions requirements for ordinary general meetings, having reviewed the management report of the Board of Directors, and subject to the approval of the 3rd and 5th resolutions submitted to this General Meeting:

1. notes that after allocation of the net income for the financial year ended on December 31, 2021 under the terms of the 5th resolution of this General Meeting, the "retained earnings" account shows a debit balance of 631,483,100.95 euros;
2. resolves to fully offset the said “retained earnings” debit account, by charging the amount of 631,483,100.95 euros to the "additional paid-in capital" account which, before charge, shows a credit balance of 8,344,827,164.60 euros;
3. as a consequence of the foregoing decision of paragraph 2., notes that the "retained earnings" account shows a zero balance and that the "additional paid-in capital" account shows a credit balance of 7,713,344,063.65 euros;
4. having noted that the share capital as at December 31, 2021 amounted to 190,729,675.56 euros and that, at the same date, the legal reserve was credited in the amount of 12,419,839.80 euros, decides to fund it up to 10% of the said share capital by deducting the necessary additional amount of 6,653,127.76 euros from the "additional paid-in capital" account;
5. as a consequence of the foregoing decision of paragraph 4., notes that the legal reserve shows a credit balance of 19,072,967.56 euros and it thus funded up to 10% of share capital as of December 31, 2021; and that the credit balance of the "additional paid-in capital" account is thus reduced to 7,706,690,935.89 euros.

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

PRESENTATION OF THE SEVENTH RESOLUTION

The purpose of the 7th resolution is to submit for your approval, after having reviewed the report of the Board and the Statutory Auditors' special report, the related-party agreement authorized and entered into during the financial year ended on December 31, 2021 in accordance with in Articles L.225-38 *et seq.* of the French *Code de commerce*. Details about this agreement can be found in the Statutory Auditors' special report and on Worldline website.

You are kindly requested to approve the second amendment to the English-language contract “Business Combination Agreement” (hereafter the “**BCA**”) entered into on June 8, 2020 between Worldline, Ingenico Group SA (“**Ingenico**”), Deutscher Sparkassen Verlag GmbH (“**DSV Group**”) and Payone in connection with the acquisition of Ingenico. This second amendment to the BCA, purpose of this resolution, was authorized by the Board on November 19, 2021 and entered into with DSV Group on November 25, 2021 (Worldline and DSV Group being hereinafter referred as the “**Parties**”).

We recall that a first amendment notably aiming at defining the conditions surrounding the contribution by Worldline of its Merchant Services business 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) has been authorized by the Board on January 21, 2021 and approved by the shareholders during their ordinary and extraordinary general meeting held on May 20, 2021. The second amendment to the BCA follows the post-closing operations and sets, in particular, the Parties' agreement on the final effective date accounts and the increase of the adjustment liability contributed by Worldline Financial Services (Europe) in order to bridge the shortfall between the equity value of Payone and the equity value of the Merchant Services business contributed by Worldline. The Board considered that it was in the Company's interest to finalize the post-closing actions related to its position within Payone. For more details, we invite you to refer to Section E.8.2 of 2021 Universal Registration Document.

You are also asked to duly note the information relating to agreements entered into prior fiscal years and continued in 2021.

Approval of a second amendment to the Business Combination Agreement entered into between the Company and Deutscher Sparkassen Verlag GmbH (DSV) effective as of November 25, 2021, as referred to in Article L.225-38 *et seq.* of the French *Code de commerce*

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 on the agreement referred to in Articles L.225-38 *et seq.* of the French *Code de commerce*, approves the terms of the said special report of the Statutory Auditors and the agreement mentioned therein in accordance with Article L.225-40 of the said Code, and in particular the second amendment to the Business Combination Agreement with Deutscher Sparkassen Verlag GmbH (DSV) dated November 25, 2021.

Composition of the Board of Directors

PRESENTATION OF THE EIGHTH TO FOURTEENTH RESOLUTIONS

The purpose of the 8th to 14th resolutions is to propose the reappointment of 6 Directors, 5 of which are independent, and of the Censor.

Detailed information on the composition of the Board is available in the Board's corporate governance report that is included within the 2021 Universal Registration Document, in Section G.2.3.

We recall that the Board is currently made up of 17 Directors plus 2 Directors representing the employees and 2 non-voting members, as follows:

- 1 independent Chairman of the Board of Directors;
- 1 Chief Executive Officer;
- 11 independent Directors (including 1 Director appointed on the proposal of Bpifrance);
- 4 non-independent Directors (including 3 Directors appointed on the proposal of SIX Group AG and 1 Director representing DSV Group);
- 2 Directors representing the employees;
- 1 Censor (appointed on proposal from SIX Group AG, without voting right); and
- 1 representative of the Social and Economic Committee (without voting right).

The Board's current composition proceeds and results from the willpower to achieve a balanced composition of the Board and to take into account past and existing agreements in the frame of the transactions completed by the Group, aiming at an adequate representation of the main shareholders and strategic partners while preserving a high rate of independent directors.. This balance also takes into account the level of independence, gender diversity, diversity and skills necessary for the Board.

The size of the Board is the result of the desire for this balance and the determination to expand by welcoming new members coming from Ingenico in the context of the Ingenico acquisition in order to reflect the friendly and inclusive nature of the deal and facilitate the integration of Ingenico.

In year 2021, the Nomination Committee and the Board started discussions and works to potentially reduce the number of its members. The purpose of these works is to, ultimately and at the right time, return to a size more consistent with the usual size of the Boards of comparable companies.

One year after the acquisition of Ingenico, in early 2022, the Nomination Committee and the Board resumed the discussions and works on the composition and the size of the Board.

Upon the recommendation of the Nomination Committee, the Board has finally decided to reduce its size with a target Board of 13 Directors (plus 2 employee Directors and a non-voting representative of the Social and Economic Committee) by 2024¹.

As to preserve the current efficient and smooth functioning of the Board benefitting from its members' strong, well-balanced and complementary profiles and expertise, this reduction would be achieved progressively. The Board should first be reduced by two Directors and the Censor in 2023, and secondly in 2024 with the contemplated removal of two additional Directors.

In that respect, the Board has defined, upon the recommendation of the Nomination Committee, the following principles to ultimately identify the Directors who could leave in 2023 and 2024 and those who will stay as to best serve the Company and shareholders' interests:

- Equal treatment of Directors: all Directors' mandates will be at stake to allow the Nomination Committee and the Board to review and resize the composition of the Board (irrespective of their renewal dates according to the staggered renewal process in place);

¹ Target Board is notably based on the current scope and Company's shareholding and might be adjusted in particular in case of future change in that respect.

- Balanced representation of key shareholders and strategic partners: the representation of major shareholders and strategic partners of the Company within the Board in due proportion in the target Board will have to be discussed according to the agreements and the contemplated reduction;
- Comply with legal requirements and recommendations of the AFEP-Medef Code;
- Maintain a high level of independence;
- Maintain complementary and adequacy of profiles and competences with strong experience and expertise.

It is in this context and with this goal in mind that we are asking you, under the 8th to 13th resolutions, on the Nomination Committee's recommendation, to renew the terms of office as Directors of Ms. Mette Kamsvåg, Ms. Caroline Parot, Mr. Georges Pauget, Mr. Luc Rémont, Dr. Michael Stollarz and Ms. Susan M. Tolson (all of them expiring at the end of the General Meeting), for a period of 3 years, i.e. until the end of the general meeting that will be convened in 2025 to approve the financial statements for the financial year ending on December 31, 2024.

Furthermore, the Board decided that if the directorships of Ms. Mette Kamsvåg, Ms. Caroline Parot, Ms. Susan M. Tolson, Mr. Georges Pauget, Mr. Luc Rémont and Dr. Michael Stollarz were renewed by the shareholders, each of them would continue to carry out his/her respective duties on the specialized Board Committees, if any.

Mr. Georges Pauget would also continue to assume the duties of Lead Director since the Board has decided, in accordance with the highest standards in terms of corporate governance, to retain this role even though the functions of Chairman of the Board of Directors and Chief Executive Officer are now dissociated (details on powers and missions of the Lead Director can be found within the 2021 Universal Registration Document, in Section G.2.3.5).

As indicated above and despite their proposed renewals, the mandate of these Directors would also be discussed and at stake in the context of the review and resizing of the composition of the Board to be conducted by the Nomination Committee and the Board in the course of the year.

Besides, we also ask you, under the 14th resolution, to renew the appointment of Mr. Johannes Dijsselhof as Censor. Mr. Johannes Dijsselhof's proposed one-year mandate as Censor is part of the history of the agreements entered into with SIX Group AG when Worldline acquired SIX Payment Services in 2018 and later in the context of the acquisition of Ingenico (details of these arrangements can be found within the 2021 Universal Registration Document, in Section G.2.3.1).

It is worth noting that this renewal proposal is made in a transitional year while the phase out of the Censor position is contemplated in 2023 as part of SIX Group AG's proactive contribution to reduce the size of the Board.

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 the candidates' profiles, their backgrounds and experiences, and their relevant skills for the Board, particularly with respect to corporate social responsibility. The Board also considered their valuable contribution to the works of the Board and of its Committees, of their skills and personal commitment, as well as their very high individual attendance rates demonstrating their commitment. The Board also verified the availability of the members whose terms of office are expiring and has notably checked that they do not hold an excessive number of positions in other companies, especially as directors 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.

The biographies of the members of the Board presented to shareholders for approval of their reappointment can be found in Section G.2.3 of the 2021 Universal Registration Document and in this meeting notice *brochure*.

Please note that at the end of the General Meeting, and if these resolutions are adopted, the Board would still be made up of 70% of independent members, i.e., much higher than recommended by the principles of the AFEP-Medef Code (§ 8.3).

The Board would include seven women, i.e., 41% of its members, in compliance with the applicable legal provisions.

Renewal of the term of office of Ms. Mette Kamsvåg as Director

Ms. Mette Kamsvåg was appointed as Director on April 30, 2019 in the context of the distribution by Atos SE of the majority of its shareholding in Worldline. Her attendance in 2021 to all Board and Audit Committee and Strategy and Investment Committee meetings of which she is a member shows her strong dedication to the Company's governance, notably through her membership of the Audit Committee and of the Strategy and Investment Committee. As a Director, Ms. Mette Kamsvåg will continue to make useful contribution to the works of the Board and of the Committees she participates to. Her deep knowledge of payment services, is key to the Company. Besides, the appointment of Ms. Mette Kamsvåg participates to gender diversity at Board level as well as diversity in terms of nationality. Finally, the Board considered, upon recommendation of the Nomination Committee, that Ms. Mette Kamsvåg meets the criteria to be qualified as an independent member of the Board.

Additional information regarding Ms. Mette Kamsvåg can be found in page 13 of this meeting notice *brochure*.

Renewal of the term of office of Ms. Caroline Parot as Director

Ms. Caroline Parot was appointed as Director on October 28, 2020 in the context of the acquisition of Ingenico. She has held and continues to hold positions with a high level of responsibility, particularly as Chief Executive Officer of Europcar Mobility Group. As a Director, Ms. Caroline Parot will continue to enrich the Board with her finance knowledge acquired through the various position she held, and she still holds. Ms. Caroline Parot has attended in 2021 all Board and Audit Committee meetings of which she is a member. Her experience on the Ingenico Board of Directors and Committees is highly valuable to the works of the Board and of the Committees she participates to and in particular in the current process of integrating Ingenico into Worldline. Besides, the appointment of Ms. Caroline Parot participates to gender diversity at Board level. Finally, the Board considered, upon recommendation of the Nomination Committee, that Ms. Caroline Parot meets the criteria to be qualified as an independent member of the Board.

Additional information regarding Ms. Caroline Parot can be found in page 14 of this meeting notice *brochure*.

Renewal of the term of office of Mr. Georges Pauget as Director

Mr. Georges Pauget was appointed as Director on April 30, 2019 in the context of the distribution by Atos SE of the majority of its shareholding in Worldline. He has been entrusted the role of Lead Director since March 19, 2020 and has been fulfilling his responsibilities in such a way that this role is seen as highly useful and valuable by the Directors. Mr. Georges Pauget has attended all Board meetings in 2021. As a Director, he participates to the diversification of profiles at Board level and strengthens expertise which are key to the Board, notably regarding his extensive experience in corporate governance for listed companies, finance and banking, as well as his specific knowledge of the payment services sector. In addition, the Board considered, upon recommendation of the Nomination Committee, that Mr. Georges Pauget meets the criteria to be qualified as independent member of the Board.

Additional information regarding Mr. Georges Pauget can be found in page 15 of this meeting notice *brochure*.

Renewal of the term of office of Mr. Luc Rémont as Director

Mr. Luc Rémont has been a Director since June 13, 2014. Since his appointment, the Board has noted his strong contribution to the works of the Board and in the Company's governance as reflected by his high attendance rate (85% at Board meetings and 100% at Nomination Committee and Remuneration Committee meetings), particularly through his chairmanship of the Remuneration Committee and vice-chairmanship of the Nomination Committee. Mr. Luc Rémont has extensive banking and financial knowledge due to his long-standing experience at the French Ministry of Economy, Finance and Industry and in banking. He also acquired strong management skills performing his duties as Chief Executive Officer of Schneider Electric France and Executive Vice President International Operations at Schneider Electric. In addition, the Board considered, upon recommendation of the Nomination Committee, that Mr. Luc Rémont meets the criteria to be qualified as independent member of the Board.

Additional information regarding Mr. Luc Rémont can be found in page 16 of this meeting notice *brochure*.

Renewal of the term of office of Dr. Michael Stollarz as Director

Dr. Michael Stollarz was appointed as Director on October 28, 2020, upon proposal of DSV Group, Worldline's business partner in the joint-venture Payone, since its acquisition of Ingenico. Dr. Michael Stollarz has been Chief Executive Officer of DSV Group since January 2018 and is a member of several supervisory boards, advisory boards and committees. As a Director, Dr. Michael Stollarz will continue to bring his in-depth knowledge notably in management, banking and IT and technology. Moreover, the involvement of Dr. Michael Stollarz, CEO of DSV Group, in the Company's governance is an asset for the successful operation of the joint-venture Payone and attests to the importance of the partnership for both groups. His strong attendance rate at Board meetings (77%) illustrates its commitment to Worldline. Finally, the appointment of Dr. Michael Stollarz participates to diversity in terms of nationality at Board level.

Additional information regarding Dr. Michael Stollarz can be found in page 17 of this meeting notice *brochure*.

Renewal of the term of office of Ms. Susan M. Tolson as Director

Ms. Susan M. Tolson has been a Director since June 13, 2014. As reflected by her very high attendance rate (92% at Board meetings and 100% at Audit Committee meetings), Ms. Susan M. Tolson shows strong dedication to the Company's governance notably through her membership of the Audit Committee. Ms. Susan M. Tolson brings deep financial and accounting knowledge as well as investment and development skills acquired from her experience in various investment structures and performing her duties as Director of non-profit companies and organizations in France and especially abroad. Besides, the appointment of Ms. Susan M. Tolson participates to gender diversity at Board level as well as diversity in terms of nationality. Finally, the Board considered, upon recommendation of the Nomination Committee, that Ms. Susan M. Tolson meets the criteria to be qualified as an independent member of the Board.

Additional information regarding Ms. Susan M. Tolson can be found in page 18 of this meeting notice *brochure*.

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

Mr. Johannes Dijsselhof was appointed to the Board as Censor (non-voting Board member) on March 19, 2020 upon proposal of SIX Group AG, taking over from Mr. Daniel Schmucki, as the latter was appointed as Director. Mr. Johannes Dijsselhof is Chief Executive Officer of SIX Group AG. As Censor, he provides the Board with his extensive experience in banking, finance and payment services. In addition, his in-depth knowledge of the SIX Payment Services business is a perfect fit for the Board since SIX Group AG is a strategic partner for Worldline and the synergy plans in connection with the SIX Payment Services acquisition are still being implemented. His high degree of implication and commitment to Worldline is demonstrated by his significant participation in meetings and his strong attendance rate at Board meetings (100%). The involvement of SIX Group AG's Chief Executive Officer in the Company's governance is in the Company's interest and underscores the strategic importance for SIX Group AG of its shareholding in Worldline.

Additional information regarding Mr. Johannes Dijsselhof can be found in page 19 of this meeting notice *brochure*.

EIGHTH RESOLUTION

Renewal of Ms. Mette Kamsvåg 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. Mette Kamsvåg will expire at the end of this General Meeting, resolves to renew her term of office as Director for a period of three (3) years, that will expire at the end of the General Meeting to be convened in 2025 to approve the financial statements for the financial year ending in 2024.

NINTH RESOLUTION

Renewal of Ms. Caroline Parot 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. Caroline Parot will expire at the end of this General Meeting, resolves to renew her term of office as Director for a period of three (3) years, that will expire at the end of the General Meeting to be convened in 2025 to approve the financial statements for the financial year ending in 2024.

TENTH RESOLUTION

Renewal of Mr. Georges Pauget 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. Georges Pauget will expire at the end of this General Meeting, resolves to renew his term of office as Director for a period of three (3) years, that will expire at the end of the General Meeting to be convened in 2025 to approve the financial statements for the financial year ending in 2024.

ELEVENTH RESOLUTION

Renewal of Mr. Luc Rémont 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. Luc Rémont will expire at the end of this General Meeting, resolves to renew his term of office as Director for a period of three (3) years, that will expire at the end of the General Meeting to be convened in 2025 to approve the financial statements for the financial year ending in 2024.

TWELFTH RESOLUTION

Renewal of Dr. Michael Stollarz 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 Dr. Michael Stollarz will expire at the end of this General Meeting, resolves to renew his term of office as Director for a period of three (3) years, that will expire at the end of the General Meeting to be convened in 2025 to approve the financial statements for the financial year ending in 2024.

THIRTEENTH RESOLUTION

Renewal of Ms. Susan M. Tolson 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. Susan Tolson will expire at the end of this General Meeting, resolves to renew her term of office as Director for a period of three (3) years, that will expire at the end of the General Meeting to be convened in 2025 to approve the financial statements for the financial year ending in 2024.

FOURTEENTH 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 General Meeting, decides to renew his term of office as Censor for a period of one (1) year, that will expire at the end of the General Meeting to be convened in 2023 to approve the financial statements for the financial year ending in 2022.

Mandate of Statutory and Substitute Auditors

PRESENTATION OF THE FIFTEENTH AND SIXTEENTH RESOLUTIONS

The 15th and 16th resolutions concern the mandates of the Statutory and Substitute Auditors respectively.

Under the 15th resolution, it is proposed, on the Audit Committee's recommendation, to renew the term of office as Statutory Auditor of Deloitte & Associés, which is expiring after the 4th resolution of the General Meeting about the approval of the consolidated financial statements for the financial year ended on December 31, 2021.

The Audit Committee has carefully examined the proposed renewal, particularly with regard to the quality of the work, efficiency and independence. The Audit Committee has taken into account the legal constraints, in particular the rules on rotation. In this respect, it should be noted that Deloitte & Associés has certified the accounts for the last 8 financial years since the Company's IPO in 2014; a period which, even increased by the duration of the proposed renewal, remains well below the maximum period of 24 years provided for by the legal and regulatory provisions. The Audit Committee also emphasized the high degree of independence with which Deloitte & Associés has carried out its mandate. Finally, the Audit Committee noted that its recommendation for renewal was not influenced by any third party, and that no contractual stipulation had the effect of restricting its choice.

This renewal would be valid for a period of 6 years. It would expire after the deliberation on the financial statements for the financial year ending in 2027 that will be submitted to the general meeting to be convened in 2028.

Under the 16th resolution, we also request you not to renew the term of office as Substitute Auditor of B.E.A.S., which is due to expire after the 4th resolution of the General Meeting about the approval of the consolidated financial statements for the financial year ended on December 31, 2021. In accordance with the applicable legal provisions and Article 27 of the Company's bylaws, it is furthermore proposed not to provide for B.E.A.S.' replacement. As a consequence, the Company would no longer have a Substitute Auditor.

FIFTEENTH RESOLUTION

Renewal of the mandate of Deloitte & Associés as Statutory Auditor

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report, noting that the term of office as Statutory Auditor of Deloitte & Associés has expired this day, decides to renew it for a period of six (6) years, that will expire after the deliberation on the financial statements for the financial year ending in 2027 that will be submitted to the General Meeting to be convened in 2028.

SIXTEENTH RESOLUTION

Non-renewal of the mandate of B.E.A.S. as Substitute Auditor

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report, noting that the term of office as Substitute Auditor of B.E.A.S. has expired this day, decides not to renew it.

In accordance with the applicable legal provisions and Article 27 of the Company's bylaws, the General Meeting furthermore decides not to provide for B.E.A.S. replacement and, as a consequence, acknowledges that the Company no longer has a Substitute Auditor.

Transfer of the Company's registered office

PRESENTATION OF THE SEVENTEENTH RESOLUTION

We request you to ratify, under the terms of the 17th resolution, the Board's decision to transfer the Company's registered office in France, from Bezons to Puteaux, in the context of the grouping of Worldline and Ingenico historical headquarters in Puteaux.

SEVENTEENTH RESOLUTION

Ratification of the transfer of the Company's registered office in France

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report, ratifies, in accordance with Article 4 of the Company's bylaws, the transfer of the registered office, as decided by the Board of Directors on October 25, 2021, from Bezons (95870), 80 quai Voltaire – Immeuble River Ouest to Puteaux (92800), 1, Place des Degrés – Tour Voltaire, with effect from November 1, 2021, as well as the corresponding amendment to Article 4 of the Company's bylaws.

Compensation of corporate officers

PRESENTATION OF THE EIGHTEENTH TO TWENTY-FIFTH RESOLUTIONS

The 18th to 25th 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 of the French *Code de commerce*.

Approval of the information referred to in paragraph I. of Article L.22-10-9 of the French *Code de commerce* relating to the compensation paid during the financial year ended on December 31, 2021, or awarded for the same financial year, to all corporate officers (18th resolution)

Under the 18th resolution, you are asked, pursuant to paragraph I. of Article L.22-10-34 of the French *Code de commerce*, to approve the information indicated in paragraph I. of Article L.22-10-9 of the French *Code de commerce* concerning the components making up the total compensation and benefits of any kind paid during the financial year ended on December 31, 2021 or awarded for the same financial year to all corporate officers, as described in the corporate governance report of the Board and provided within the 2021 Universal Registration Document, in Section G.3.2.

We remind you that, as required by the provisions of Article L.22-10-8 of the French *Code de commerce*, the principles and the criteria for determining, distributing and allocating fixed, variable, long-term and exceptional components making up the total compensation and benefits of any kind attributable, as the case may be, to the corporate officers for performing their terms of office and constituting their compensation policy for the 2021 financial year, were approved by the shareholders during their General Meeting held on May 20, 2021 (15th to 18th resolutions).

Approval of the components making up the total compensation and benefits of any kind paid during the financial year ended December 31, 2021, or awarded for the same financial year, to Mr. Bernard Bourigeaud, Chairman of the Board (19th resolution), to Mr. Gilles Grapinet, Chief Executive Officer and Chairman of the Board of Directors until dissociation of the functions (20th resolution) and to Mr. Marc-Henri Desportes, Deputy Chief Executive Officer (21st resolution)

Under the 19th to 21st resolutions, you are asked, pursuant to paragraph II. of Article L.22-10-34 of the French *Code de commerce*, to approve the components making up the total compensation and benefits of any kind paid during the financial year ended on December 31, 2021, or awarded for the same financial year, to Mr. Bernard Bourigeaud (non-executive Chairman of the Board of Directors), to Mr. Gilles Grapinet (Chief Executive Officer²) and to Mr. Marc-Henri Desportes (Deputy Chief Executive Officer), for their respective terms of office, pursuant to the 2021 compensation policy as described in the Board's corporate governance report and provided within the 2021 Universal Registration Document, in Sections G.3.2.1, G.3.2.3 and G.3.2.4, an extract of which is included in pages 20 to 22 of this meeting notice *brochure*.

We recall that the Board, on the recommendation of the Remuneration Committee:

- in view of the 2021 adjustment of targets of the internal performance conditions applicable for the long term incentive plans in order to take into account the new scope of consolidation of the Group following completion of M&A transactions and the communication of the 2021 objectives for the continued activities (in line with the previously announced annual objectives) following the validation by the Board of the strategic orientation to divest the TSS activity and the Group's willingness to favor a short-term divestment scenario with ongoing discussions (the divestment scenario has since been largely confirmed by the entry into exclusive negotiations with Apollo announced in February 2022 for the sale of TSS activity) that led to the recognition of this activity as an asset held for sale (according to IFRS 5); these objectives being also consistent with the Group's new three-year financial ambition (fiscal years 2022 to 2024) communicated the same day for the continued activities; and
- to take into account in particular the opinions expressed by certain shareholders in the preparation of the ordinary and extraordinary general meeting held on May 20, 2021, and the enhanced and constructive dialogue that has continued since then;

has decided, in agreement with the CEO and the Deputy CEO, to exercise its power of moderation. Therefore, the Board has reduced by 25% the number of stock-options that would become exercisable and of the performance shares that would vest by the Chief Executive Officer and the Deputy Chief Executive Officer pursuant to the stock-options plan granted on July 24, 2019 and the performance shares plan granted on the same date.

² In addition to his CEO function, Mr. Gilles Grapinet used to be the Chairman of the Board until dissociation of the functions on October 25, 2021.

Therefore, the number of stock-options and performance shares that will be exercisable and vest on July 24, 2022 will be reduced as follows:

	2019-2021 Performance shares plan		2019-2021 Stock-options plan	
	CEO	Deputy CEO	CEO	Deputy CEO
Number of performance shares/stock-options initially granted	26,250	13,600	26,250	13,600
25% reduction	- 6,563	- 3,400	- 6,563	- 3,400
Number of performance shares/stock-options to be vested	19,687	10,200	19,687	10,200

To this end, the Board has taken care to apply the essential principles governing compensation policy, in particular its balance, consistency, competitiveness, pay for performance and alignment with the shareholders' interests. The reasons for such a reduction are set out in more detail within the 2021 Universal Registration Document, in Sections G.3.3.5.1 and G.3.3.8.1.

It is also reminded that Mr. Gilles Grapinet was combining the functions of CEO and Chairman until the dissociation of these functions on October 25, 2021 but he was not remunerated for his duties as Chairman of the Board.

In accordance with the provisions of Article L.22-10-34 of the French *Code de commerce*, the variable and exceptional components of the compensation of the Chief Executive Officer and the Deputy Chief Executive Officer for the financial year ended on December 31, 2021, which are the subject of the 20th and 21st resolutions, would only be paid after approval by the General Meeting for each of them in the context of the ex-post vote.

We remind you that, as required by the provisions of Article L.22-10-8 of the French *Code de commerce*, the compensation policies applicable to the Chairman of the Board of Directors, to the Chief Executive Officer and to the Deputy Chief Executive Officer for the 2021 financial year, were approved by the shareholders during their General Meeting held on May 20, 2021 (15th to 17th resolutions).

Approval of the compensation policies applicable to the corporate officers for 2022 (22nd to 25th resolutions)

It is requested, under the 22nd to 25th resolutions, pursuant to paragraph II of Article L.22-10-8 of the French *Code de commerce*, to approve the compensation policies applicable to the corporate officers for their respective terms of office, for the financial year ending on December 31, 2022. These principles and criteria determined by the Board, upon recommendations of the Remuneration Committee, are described within the 2021 Universal Registration Document, in Sections G.3.1.2 to G.3.1.5.

The payment of these amounts resulting from the implementation of these principles and criteria would be subject to the approval of shareholders at the General Meeting that will be convened in 2023 to approve the Company's financial statements for the year ending on December 31, 2022 as far as the non-executive Chairman of the Board of Directors and the executive corporate officers are concerned.

In accordance with Article L.22-10-34 of the French *Code de commerce*:

- in the event the resolutions relating to the compensation policy are not approved, the Board would have to submit a revised compensation policy that takes into account the shareholders' vote to the next general meeting for approval and to suspend the payment of the compensation allocated to Board members by virtue of Article L.22-10-14 of the French *Code de commerce* 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 23rd and 24th resolutions, could not be paid unless a General Meeting approves the components of compensation of the executive corporate officer concerned in the context of the *ex-post* vote.

EIGHTEENTH RESOLUTION

Approval of the information referred to in paragraph I. of Article L.22-10-9 of the French *Code de commerce* related to the compensation paid during the financial year ended on December 31, 2021, or awarded for the same financial year, to all corporate officers

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the corporate governance report of the Board of Directors, approves, in accordance with the provisions of paragraph I. of Article L.22-10-34 of the French *Code de commerce*, the information referred to in paragraph I. of Article L.22-10-9 of said Code related to the compensation paid during the financial year ended on December 31, 2021, or awarded for the same financial year, to corporate officers for their respective terms of office, as presented in the corporate governance report of the Board of Directors, and provided within the 2021 Universal Registration Document (in Section G.3.2).

NINETEENTH RESOLUTION

Approval of the components making up the total compensation and benefits of any kind paid during the financial year ended on December 31, 2021, or awarded for the same financial year, to Mr. Bernard Bourigeaud, Chairman of the Board of Directors

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the corporate governance report of the Board of Directors, approves, in accordance of the provisions of paragraph II. of Article L.22-10-34 of the French *Code de commerce*, the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid during the financial year ended on December 31, 2021, or awarded for the same financial year, to Mr. Bernard Bourigeaud, for his term of office as Chairman of the Board of Directors, as presented in the corporate governance report of the Board of Directors, and provided within the 2021 Universal Registration Document (in Section G.3.2.1).

TWENTIETH RESOLUTION

Approval of the components making up the total compensation and benefits of any kind paid during the financial year ended on December 31, 2021, or awarded for the same financial year, to Mr. Gilles Grapinet, Chief Executive Officer (and Chairman of the Board of Directors until dissociation of the functions)

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the corporate governance report of the Board of Directors, approves, in accordance of the provisions of paragraph II. of Article L.22-10-34 of the French *Code de commerce*, the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid during the financial year ended on December 31, 2021, or awarded for the same financial year, to Mr. Gilles Grapinet, for his term of office as Chief Executive Officer (and Chairman of the Board of Directors until dissociation of the functions), as presented in the corporate governance report of the Board of Directors, and provided within the 2021 Universal Registration Document (in Section G.3.2.3).

TWENTY-FIRST RESOLUTION

Approval of the components making up the total compensation and benefits of any kind paid during the financial year ended on December 31, 2021, or awarded for the same financial year, 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 corporate governance report of the Board of Directors, approves, in accordance of the provisions of paragraph II. of Article L.22-10-34 of the French *Code de commerce*, the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid during the financial year ended on December 31, 2021, or awarded for the same financial year, to Mr. Marc-Henri Desportes, for his term of office as Deputy Chief Executive Officer, as presented in the corporate governance report of the Board of Directors, and provided within the 2021 Universal Registration Document (in Section G.3.2.4).

TWENTY-SECOND RESOLUTION

Approval of the compensation policy applicable to the Chairman of the Board of Directors for the current 2022 financial year

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the corporate governance report of the Board of Directors, approves, pursuant to paragraph II. of Article L.22-10-8 of the French *Code de commerce*, the compensation policy applicable to the Chairman of the Board of Directors for his term of office during the current 2022 financial year, as presented in the corporate governance report of the Board of Directors, and provided within the 2021 Universal Registration Document (in Section G.3.1.2).

TWENTY-THIRD RESOLUTION

Approval of the compensation policy applicable to the Chief Executive Officer for the current 2022 financial year

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the corporate governance report of the Board of Directors, approves, pursuant to paragraph II. of Article L.22-10-8 of the French *Code de commerce*, the compensation policy applicable to the Chief Executive Officer for his term of office during the current 2022 financial year, as presented in the corporate governance report of the Board of Directors, and provided within the 2021 Universal Registration Document (in Section G.3.1.4).

TWENTY-FOURTH RESOLUTION

Approval of the compensation policy applicable to the Deputy Chief Executive Officer for the current 2022 financial year

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the corporate governance report of the Board of Directors, approves, pursuant to paragraph II. of Article L.22-10-8 of the French *Code de commerce*, the compensation policy applicable to the Deputy Chief Executive Officer for his term of office during the current 2022 financial year, as presented in the corporate governance report of the Board of Directors, and provided within the 2021 Universal Registration Document (in Section G.3.1.5).

TWENTY-FIFTH RESOLUTION

Approval of the compensation policy applicable to non-executive Directors for the current 2022 financial year

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the corporate governance report of the Board of Directors, approves, pursuant to paragraph II. of Article L.22-10-8 of the French *Code de commerce*, the compensation policy applicable to non-executive directors for their respective terms of office during the 2022 financial year, as presented in the corporate governance report of the Board of Directors, and provided within the 2021 Universal Registration Document (in Section G.3.1.3).

Share buyback program

PRESENTATION OF THE TWENTY-SIXTH RESOLUTION

During their general meeting held on May 20, 2021, the shareholders decided to renew, by adopting the 19th 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 of the French *Code de commerce* 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.

The Board did not make use of this authorization in 2021, except in the context of stimulating the market and promoting the stock liquidity.

This authorization is due to expire on November 20, 2022.

Consequently, under the terms of the 26th resolution, you are asked to grant the Board, for a new period of 18 months, with a new authorization of same nature, aiming at purchasing 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 27th resolution of this year General Meeting.

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

The purchase of shares should 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 28,048,481 shares on the basis of the share capital as of December 31, 2021).

The maximum purchase price should not exceed €74 per share (excluding fees). Consequently, the maximum amount of the funds assigned to the buyback program shall thus be €2,075,587,594 on the basis of the share capital as of December 31, 2021.

This authorization would be effective for a period of 18 months from the date of the General Meeting and would cancel and supersede the authorization granted to the Board pursuant to the 19th resolution adopted by the shareholders during the General Meeting held on May 20, 2021.

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 *Code de commerce*, 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 *Code de commerce*, **(iii)** free awards of shares in particular under the framework set by Articles L.225-197-1 *et seq.* of the French *Code de commerce*, **(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, and subject to its approval by this General Meeting of, the 27th resolution.

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, 2021 a cap of 28,048,481 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 share 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 **€74 (seventy-four euros) 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 2,075,587,594 euros as calculated on the basis of the share capital as at December 31, 2021, this maximum amount may be adjusted to take in account the amount of the share 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 cancels and supersedes, with immediate effect, the authorization granted to the Board of Directors pursuant to the 19th resolution adopted by the shareholders during the ordinary and extraordinary general meeting held on May 20, 2021.

RESOLUTIONS WITHIN THE COMPETENCE OF THE EXTRAORDINARY GENERAL MEETING

Authorization to be granted to the Board to reduce the share capital through the cancellation of treasury shares

PRESENTATION OF THE TWENTY-SEVENTH RESOLUTION

Under the terms of the 27th resolution, you are asked to renew the authorization granted to the Board pursuant to the 31st resolution adopted by the shareholders during the ordinary and extraordinary general meeting held on June 9, 2020, that is due to expire on August 9, 2022.

In this frame, it is proposed to grant the Board, for a new period of 26 months, with a new authorization of same nature, aiming at reducing the share capital by cancelling, on one or more occasions, within the limit of 10% of the share capital and in 24 month periods, all or part of the shares which the Company owns or could own through the share buy-back programs authorized by the shareholders' general meeting.

TWENTY-SEVENTH RESOLUTION

Authorization granted to the Board of Directors to reduce the share capital through the cancellation of treasury shares

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report, and the Statutory Auditors' special report, authorizes the Board of Directors, with the right to sub-delegate under the conditions provided by applicable legal and regulatory provisions, pursuant to Article L.22-10-62 *et seq.* and L.225-210 of the French *Code de commerce*, to cancel, on one or more occasions, in the proportions and at the times it deems appropriate, all or part of the shares that the Company owns or could own through purchases made pursuant to Article L.22-10-62 of the French *Code de commerce*, **up to a limit of 10% of the share capital** (i.e., for reference as of December 31, 2021, 28,048,481 shares) recorded at the time of the cancellation decision (it being specified that this limit applies to an amount of the Company's share capital that will be adjusted, if necessary, to take into account transactions affecting the share capital subsequent to this General Meeting) by periods of twenty-four (24) months, and to acknowledge the completion of the cancellation(s) and share capital reduction(s) pursuant to this authorization, to charge the difference between the book value of the cancelled shares and their par value to any available premiums and reserves, and to amend the bylaws accordingly, and to carry out all formalities.

This authorization is granted for a period of **twenty-six (26) months** from the date of this General Meeting and cancels and supersedes, with immediate effect, the authorization granted to the Board of Directors pursuant to the 31st resolution adopted by the shareholders during the ordinary and extraordinary general meeting held on June 9, 2020.

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

PRESENTATION OF THE TWENTY-EIGHTH TO THIRTY-THIRD RESOLUTIONS

During the ordinary and extraordinary general meeting held on May 20, 2021, the shareholders delegated to the Board the authority to increase the Company's share capital, through various procedures, within several ceilings, while maintaining or canceling shareholders' preferential subscription rights ("**PSR**").

During the financial year 2021, the Board partially used some of these delegations of authority, in particular with respect to operations reserved for employees and corporate officers by allocating performance shares and stock subscription or purchase options and by increasing the share capital through capitalization of reserves, premiums and profits for the purpose of delivering shares to the beneficiaries of long-term incentive plans whose respective vesting periods had ended in 2021.

A summary table of the delegations of authority and powers to increase the share capital, as well as their use made in 2021 can be found in Section G.5.4.4 of the 2021 Universal Registration Document and is included in the present meeting notice *brochure* on pages 68-69.

As for previous years, you are asked to renew or replace delegations of authority or powers to the Board which would give the Company the means to implement different types of securities issues, depending on market conditions, as allowed by the current regulations.

In order to have available the adequate resources for funding the Group's development at the appropriate time, and to provide the Board with the broadest flexibility to be able to take advantage of any potential financing opportunities, we submit 6 financial resolutions for your approval (28th to 33rd resolutions).

The 28th to 33rd resolutions would ensure that ceilings expressed as a percentage of the share capital take into account the capital increase transactions carried out in financial year 2021.

Thanks to these 6 delegations, the Board would be able to decide on the issue of the Company's shares or transferable securities giving immediate and/or deferred access to the share 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 Company's securities giving access to the Company's other existing or future equity securities and/or giving right to the allocation of debt securities.

It is specified that, under these delegations, the Board would not be authorized to decide on the issuance of preferred shares and securities giving access to preferred shares.

Notwithstanding the Board's policy to prioritize the use of capital increases that maintain shareholders' PSR, it could not be ruled out that, under certain market circumstances, it would be more appropriate or desirable for shareholders' interests to cancel their PSR. This would provide the Board with the option of carrying out placements of securities under the best conditions, and obtain a larger capital base. Furthermore, the cancellation of the PSR would increase the speed of the transactions, which is sometimes an essential condition for their success.

As such, the 28th to 30th and 32th resolutions submitted to your approval would provide the Board with the possibility to proceed with issuances that either maintain PSR or that exclude PSR:

- the 28th resolution concerns share capital increases with shareholders' PSR,
- the 29th resolution concerns share capital increases without shareholders' PSR through public offerings or public exchange offerings,
- the 30th resolution concerns share capital increases without shareholders' PSR through public offerings mentioned in Article L.411-2 1° of the French *Code monétaire et financier*, and
- the 32nd resolution concerns share capital increases without shareholders' PSR made in consideration for contributions in kind of equity securities or securities giving access to the share capital (except in the case of a public exchange offer).

Furthermore, the 31st resolution (also known as the "Greenshoe" resolution) would allow the Board to increase the number of securities to be issued in the frame of a capital increase carried out with or without shareholders' PSR pursuant to the 28th to 30th resolutions, in case of excess demand, in order to grant an over-allotment option in accordance with market practices.

Lastly, under the 33rd resolution, we request you to renew the delegation granted to the Board to increase the share capital by capitalizing premiums, reserves, profits or any other funds that may be capitalized.

We hereby inform you that all these 6 financial delegations that would be granted under the terms of the 28th to 33rd resolutions would comply with the usual practices in this area in terms of amount, ceiling and duration and, subject to their approval, would cancel and supersede the 6 delegations with the same purpose previously granted by the ordinary and extraordinary general meetings held on June 9, 2020 or on May 20, 2021, as applicable.

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 during the ordinary and extraordinary general meeting held on May 20, 2021:

- the 28th resolution would set up :
 - an aggregate overall ceiling of 50% of the share capital for capital increases carried out with or without shareholders' PSR pursuant to the 28th to 32nd resolutions, and
 - a maximum aggregate nominal amount of €1.5 billion (or counter value of this amount in the event of an issue in another currency) for the issues of debt securities or similar securities giving access to the share capital carried out pursuant to the 28th to 30th resolutions.
- in addition, the 29th resolution would set up:
 - an aggregate sub-ceiling of 10% of the share capital for capital increases carried out without shareholders' PSR pursuant to the 29th to 32nd resolutions (also deductible from the aggregate ceiling of 50% set up by the 28th resolution), and
 - the same maximum aggregate nominal amount of €1.5 billion (or counter value of this amount in the event of an issue in another currency) for the issues of debt securities or other securities giving access to the share capital carried out pursuant to the 29th and 30th resolutions (also deductible from the maximum aggregate nominal amount of €1.5 billion set up by the 28th resolution).

The 33rd resolution would benefit from an autonomous ceiling of €500 million that would not be deductible from the amount of the overall ceiling stipulated in the 28th resolution nor from the amount of the sub-ceiling stipulated in the 29th resolution.

The Statutory Auditors' special reports required by law or regulation relating to these delegations 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 provided for in resolutions 28th to 33rd, it would 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 share capital in the event of the cancellation of the shareholders' PSR.

Finally, you are requested to grant the Board with 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 share capital entails waiver by the 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 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 PSR

PRESENTATION OF THE TWENTY-EIGHTH RESOLUTION

Under the terms of the 28th resolution, you are asked to replace the existing delegation of authority granted to the Board pursuant the 20th resolution adopted by the shareholders during the ordinary and extraordinary general meeting held on May 20, 2021, with a new delegation of the same nature, for a new period of 26 months, aiming at increasing the Company's share capital by issuing, with retention of the shareholders' 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 would give shareholders a detachable and negotiable preferential subscription right during the subscription period: each shareholder would have 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 share capital on the date of the 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 share capital.

It is specified that the overall ceiling of 50% of the share capital on the day of the General Meeting would constitute the total nominal amount of the capital increases with maintenance and cancellation of the shareholders' PSR that may be carried out by the Company under the 28th to 32nd resolutions subject to their approval, and/or, as the case may be, under any other resolutions having the same purpose that may supersede them during the period of validity of the resolutions concerned.

You are also asked to set the maximum nominal amount of debt securities or similar securities giving access to the share capital at €1.5 billion, from which any issue carried out under the 28th resolution and the 29th and 30th resolutions below would be deducted.

It is specified that the Board could 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.

TWENTY-EIGHTH RESOLUTION

Delegation to the Board of Directors of authority to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt 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 in accordance with the provisions of Articles L.225-129 *et seq.* of the French *Code de commerce*, 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 several 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 *Code de commerce* 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 share capital, for consideration or for free, in accordance with Articles L.228-91 *et seq.* of the French *Code de commerce*, 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 *Code de commerce*;
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 overall ceiling shall, if necessary, be increased by the nominal amount of any additional shares that may be issued 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, with contractual provisions providing for other adjustment cases,
 - this amount **constitutes 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 29th, 30th, 31st and 32nd resolutions of this General Meeting, subject to their approval, and/or, as the case may be, under any other resolutions having the same purpose that may supersede them during the period of validity of the resolutions concerned,

- the ceilings provided for in the 33rd, 34th, 35th and 36th resolutions of this General Meeting are set autonomously and separately and the amount of the capital increases that may be carried out pursuant to these resolutions shall not be deducted from the 50% overall ceiling 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 specified that the Board of Directors has the ability to decide that the rights forming fractional shares will be non-transferable and the corresponding shares shall 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. 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 they then own,
 - officially notes that the Board of Directors has the power to introduce a reducible subscription right,
 - officially notes that this delegation of authority automatically entails the express waiver by shareholders, in favor of the holders of securities giving access to the share 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 *Code de commerce*, if irreducible, and, if applicable, reducible subscriptions, do not absorb the entirety of the capital increase, the Board of Directors may exercise one or more of the following options under the conditions provided by law and in such order as it shall determine:
 - to limit the capital increase to the amount of the subscriptions, provided that said amount equals at least three-quarters of the amount of the increase decided upon,
 - in its discretion, to distribute all or part of the shares or, in the case of securities giving access to the share capital or carrying a right to the allocation of debt 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;
 6. resolves that the Board of Directors, with the power to sub- delegate as provided by law, will have all necessary powers to implement this delegation of authority, in particular in order to:
 - decide to increase the capital and determine the shares or securities to be issued,
 - decide on the amount of the capital increase, the issue price and the amount of the premium which 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 *Code de commerce*), 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 *Code de commerce*), 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 share capital, especially in the event of a change in the par value of the shares, increase in share capital by capitalization of reserves, free allocation of shares or equity securities, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting equity or share capital (including in case of a takeover bid and/or in the event of a change of control), and define, in accordance with legislative and regulatory provisions, the terms and conditions on which the rights of holders of securities giving access to the share capital (including through cash adjustments) will be protected, if necessary,
 - formally records completion of each capital increase and amend the bylaws accordingly,
 - in general, enter into any agreement, in particular to ensure successful completion of the planned issuances, and take any measures and carry out any formalities relevant for the issuance, listing and financial servicing of the securities issued pursuant to this delegation of authority, together with the exercise of the rights attached thereto;
7. 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;
8. resolves that the adoption of this resolution cancels and supersedes, with immediate effect, the delegation of authority granted to the Board of Directors pursuant to the 20th resolution adopted by the shareholders during the ordinary and extraordinary general meeting held on May 20, 2021.

Delegation to the Board 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, with a priority subscription right for shareholders

PRESENTATION OF THE TWENTY-NINTH RESOLUTION

Under the terms of the 29th resolution, you are asked to replace the existing delegation of authority granted to the Board pursuant to the 21st resolution adopted by the shareholders during the ordinary and extraordinary general meeting held on May 20, 2021, with a new delegation of the same nature, for a new period of 26 months, aiming at enabling the Board to issue, by way of a public offering without the shareholders' 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 share 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 shareholders' PSR. As indicated above, depending on market conditions, the nature of the investors concerned by the issue and the type of securities issued, it could be preferable, or even necessary, to cancel the shareholders' PSR, 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. Indeed, such a cancellation could make it possible to obtain a larger pool of capital due to more favorable issue conditions.

The shareholders' 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 shareholders' PSR that could be carried out immediately or in the future pursuant to this delegation would be set at 10% of the Company's share capital on the day of this General Meeting. To this 10% 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 share capital.

It is specified that this 10% ceiling would constitute the total nominal amount of the capital increases with cancellation of the shareholders' PSR that may be carried out by the Company under the 29th, 30th, 31st and 32nd resolutions subject to their approval, or, as the case may be, under any other resolutions having the same purpose that may supersede 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 30th, 31st and 32nd resolutions would be deducted from the overall ceiling of 50% of the share capital of the Company stipulated in paragraph 2 of the 28th resolution, subject to its approval, or, as the case may be, from the ceiling that may be stipulated by any other resolution having the same purpose that may supersede it during the period of validity of the delegations granted under the 29th, 30th, 31st and 32nd resolutions.

The maximum nominal value of the issues of debt securities giving access to the share 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 stipulated in the 28th resolution, subject to its approval, or, as the case may be, from the ceiling that may be stipulated in any other resolution having the same purpose that may supersede it during the period of validity of the present delegation.

Finally, this resolution would allow the issue of shares or securities giving access to the Company's share capital as consideration for securities of a company meeting the criteria set out in Article L.22-10-54 of the French *Code de commerce* 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 share capital would be set so that, for each share issued under the securities giving access to the share capital, the total amount received by the Company in respect of these securities giving access to the share 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 share capital).

It is specified that the Board may not, without prior authorization by the shareholders' 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.

TWENTY-NINTH RESOLUTION

Delegation to the Board of Directors of authority to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt instrument through public offerings, without preferential subscription rights, with a priority subscription right for shareholders

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 *Code de commerce*, 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 *Code monétaire et financier*, in euros or in any other currency or monetary unit established by reference to several 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 *Code de commerce* 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 *Code de commerce*, 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 *Code de commerce*.

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 *Code de commerce*;

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 a Subsidiary, 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 shall be deducted from the overall ceiling stipulated in paragraph 2 of the 28th resolution of this General Meeting, subject to its approval, or, as the case may be, from the overall ceiling that may be stipulated by any resolution having the same purpose that may supersede it during the period of validity of the present delegation,
 - the nominal amount of the share capital increases that may be carried out pursuant to this resolution and all the capital increases with cancellation of preferential subscription rights authorized under the 30th, 31st and 32nd resolutions of this General Meeting, subject to their approval, shall be deducted from this amount,
 - if necessary, said ceiling shall be increased by the nominal amount of any additional shares to be 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, with contractual stipulations providing for other cases of adjustment,

- the maximum nominal amount of 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 specified that any issuance pursuant to this delegation shall be deducted from the overall ceiling stipulated in paragraph 2 of the 28th resolution of this General Meeting, subject to its approval, or, as the case may be, from the overall ceiling that may be stipulated by any other resolution having the same purpose that may supersede it during the period of validity of the present delegation;
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. resolves to cancel the preferential subscription rights of shareholders in respect of the securities that are the subject matter of this resolution, while nevertheless allowing the Board of Directors, pursuant to Article L.22-10-51, paragraph 5 of the French *Code de commerce*, 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 each shareholder and may potentially be supplemented by a reducible subscription;
 6. officially notes that if the subscriptions, including those of shareholders, if any, 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;
 7. 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;
 8. officially notes the fact that, in accordance with Article L.22-10-52 1°, paragraph 1 of the French *Code de commerce*:
 - 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 *Code de commerce*, 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;
 9. notes that the provisions referred to in paragraph 8 will not apply in cases referred to in Article L.22-10-54 of the French *Code de commerce*;
 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 share 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 *Code de commerce*), 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 *Code de commerce*), 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 8 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 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 share 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. 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;
12. resolves that the adoption of this resolution cancels and supersedes, with immediate effect, the delegation of authority granted to the Board of Directors pursuant to the 21st resolution adopted by the shareholders during the ordinary and extraordinary general meeting held on May 20, 2021.

Delegation to the Board 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 referred to in Article L.411-2, 1° of the French *Code monétaire et financier*, without preferential subscription rights

PRESENTATION OF THE THIRTIETH RESOLUTION

Under the terms of this 30th resolution, you are asked to replace the existing delegation of authority granted to the Board pursuant to the 22nd resolution adopted by the shareholders during the ordinary and extraordinary general meeting held on May 20, 2021, with a new delegation of the same nature, for a new period of 26 months, aiming at allowing the issuance of shares through public offerings mentioned in Article L.411-2, 1° of the French *Code monétaire et financier* with a capital increase or offers in combined securities without shareholders' 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 offerings. 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 would be set to 10% of the Company's share capital on the date of the General Meeting per 12-months period. The nominal amount of the issuances that would be carried out pursuant to this delegation would be deducted from the overall ceiling stipulated in paragraph 2 of the 28th resolution and from the sub-ceiling stipulated in paragraph 3 of the 29th resolution, or, as the case may be, from any ceiling that may be stipulated by any resolution having the same purpose 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 share 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 28th resolution, subject to its approval, or, as the case may be, from the amount of the ceiling that may be provided for in any other resolution having the same purpose that may supersede it during the period of validity of this delegation.

In any event, issuances of equity securities carried out in virtue of this delegation would not exceed the limits set forth by the applicable law as of the date of the issue. To this limit would 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 28th resolution). The issue price of the shares and securities issued directly would be set in the same way as in the 29th resolution.

It is specified that the Board could 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.

THIRTIETH 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 referred to in Article L.411-2,1° of the French *Code monétaire et financier*, 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 the provisions of Articles L.225-129 *et seq.* of the French *Code de commerce*, 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 *Code monétaire et financier*:

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 offering as referred to in Article L.411-2, 1° of the French *Code monétaire et financier*, in euros or in any other currency or monetary unit established by reference to several 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 *Code de commerce* 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 *Code de commerce*, 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 *Code de commerce*;
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 a Subsidiary, 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 shall be deducted from the overall ceiling stipulated in paragraph 2 of the 28th resolution of this General Meeting, subject to its approval, or, as the case may be, from the overall ceiling that may be stipulated by any other resolution having the same purpose that may supersede it during the period of validity of the present delegation,
 - this amount shall be deducted from the sub-ceiling provided for in paragraph 3 of the 29th 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 sub-ceiling that may be stipulated by any other resolution having the same purpose that may supersede it during the period of validity of the present delegation,
 - if necessary, said ceiling 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, with contractual stipulations providing for other cases of adjustment,
 - 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 specified that any issuance pursuant to this delegation shall be deducted from the overall ceiling stipulated in paragraph 2 of the 28th resolution of this General Meeting, subject to its approval, or, as the case may be, from the overall ceiling that may be stipulated by any other resolution having the same purpose that may supersede it during the period of validity of the present delegation;
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. resolves to cancel the preferential subscription rights of shareholders in respect of the securities that are the subject matter of this resolution;

6. 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;
7. 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;
8. officially notes the fact that, in accordance with Article L.22-10-51, paragraph 1 of the French *Code de commerce*:
 - 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 *Code de commerce*, 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;
9. 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 *Code de commerce*), 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 *Code de commerce*), 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 legal reserve,
 - determine and make any necessary adjustments to take into account the impact of transactions on the Company's share 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;
10. 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;

11. resolves that the adoption of this resolution cancels and supersedes, with immediate effect, the delegation of authority granted to the Board of Directors pursuant to the 22nd resolution adopted by the shareholders during the ordinary and extraordinary general meeting held on May 20, 2021.

Increase in the number of securities to be issued under over-allotment option in the event that demand exceeds the number of securities offered in connection with a share capital increase with or without preferential subscription rights

PRESENTATION OF THE THIRTY-FIRST RESOLUTION

Under the terms of the 31st resolution (also known as the “Greenshoe” resolution), you are asked to replace the existing delegation of authority granted to the Board pursuant to the 23rd resolution adopted by the shareholders during the ordinary and extraordinary general meeting held on May 20, 2021, with a new delegation of same nature, for a new period of 26-months, aiming at increasing the number of securities to be issued at the same price as that of the initial issue, in case of excess demand, in order to grant an over-allotment option in accordance with market practices, 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 would be deducted (i) from the ceiling provided in the resolution by which the initial issuance was decided, (ii) from the overall ceiling stipulated in paragraph 2 of the 28th resolution of the General Meeting, and (iii) in case of a share capital increase without shareholders’ PSR, from the sub-ceiling stipulated in paragraph 3 of the 29th resolution; or, as the case may be, from the ceilings stipulated by any other resolutions having the same purpose that may supersede said resolutions during the period of validity of this delegation.

THIRTY-FIRST 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, and in accordance with the provisions of Articles L.225-129-2 and L.22-10-51 of the French *Code de commerce*:

1. delegates to the Board of Directors, with the power to sub-delegate under the provisions prescribed by law, its authority to increase the number of securities to be issued in the event of an increase in the Company’s share capital with or without preferential subscription rights pursuant to the 28th, 29th, and 30th resolutions, subject to their approval, or, as the case may be, pursuant to any other resolutions having the same purpose that may supersede them during the period of validity of the present delegation, at the same price as that of the initial issue, within the periods and subject to the limits provided for by the regulations applicable on the date of the issue (at the date of this General 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 shall be deducted from the ceiling provided for in the resolution under which the initial issue is decided and from the overall ceiling stipulated by paragraph 2 of the 28th resolution of this General Meeting, subject to its approval, and, in the event of a share capital increase without preferential subscription rights, from the sub-ceiling stipulated by paragraph 3 of the 29th resolution of this General Meeting, subject to its approval; or, as the case may be, from the ceilings stipulated by any other resolutions having the same purpose that may supersede said resolutions during the period of validity of the present delegation;
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. sets the period of validity of the delegation of authority granted pursuant to this resolution at **twenty-six (26) months** from the date of this General Meeting;
5. resolves that the adoption of this resolution cancels and supersedes, with immediate effect, the delegation of authority granted to the Board of Directors pursuant to the 23rd resolution adopted by the shareholders during the ordinary and extraordinary general meeting held on May 20, 2021.

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

PRESENTATION OF THE THIRTY-SECOND RESOLUTION

Under the terms of the 32nd resolution, you are asked to replace the existing delegation granted to the Board pursuant to the 24th resolution adopted by shareholders during the ordinary and extraordinary general meeting held on May 20, 2021, with a new delegation of same nature, for a new period of 26 months, aiming at carrying 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 share capital.

The maximum nominal amount of the capital increases without shareholders' PSR that could 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 day of the 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 stipulated in paragraph 2 of the 28th resolution and from the sub-ceiling stipulated in paragraph 3 of the 29th resolution or, as the case may be, from the ceilings that may be stipulated in any other resolutions having the same purpose that may supersede said resolutions during the period of validity of this delegation.

It is further specified that this delegation of authority could 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 delegation 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 could not, without prior authorization by the shareholders' 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.

THIRTY-SECOND RESOLUTION

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

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 *Code de commerce*, 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 its authority to the Board of Directors, with power to sub-delegate under the conditions prescribed by law, to increase the share capital on one or more occasions, 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, governed by Articles L.228-91 *et seq.* of the French *Code de commerce*, 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 *Code de commerce* are not applicable;
2. decides that the maximum nominal amount of the capital increases that may be carried out immediately or in the future pursuant to this delegation is **10% of the share capital on the day of this General Meeting**, it being specified that:
 - this amount shall be deducted from the overall ceiling stipulated in paragraph 2 of the 28th resolution of this General Meeting, subject to its approval, or, as the case may be, from the ceiling that may be stipulated by any other resolution having the same purpose that may supersede it during the period of validity of the present delegation,
 - this amount shall be deducted from the sub-ceiling provided for in paragraph 3 of the 29th 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 sub-ceiling that may be stipulated by any other resolution having the same purpose that may supersede it during the period of validity of the present delegation,
 - the above mentioned ceilings 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 securities giving access to the share capital;
3. 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;
4. 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;
5. officially notes, as necessary, 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;
 6. 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;
 7. resolves that the adoption of this resolution cancels and supersedes, with immediate effect, the delegation of authority granted to the Board of Directors pursuant to the 24th resolution adopted by shareholders during the ordinary and extraordinary general meeting held on May 20, 2021.

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

PRESENTATION OF THE THIRTY-THIRD RESOLUTION

Under the terms of the 33rd resolution, you are asked to renew the delegation granted to the Board pursuant to the 41st resolution adopted by the shareholders during the ordinary and extraordinary meeting held on June 9, 2020, that is due to expire on August 9, 2022.

In this frame, it is proposed to grant the Board, for a new period of 26 months, with a new delegation of same nature, aiming at capitalizing reserves, premiums, profits or other items in the Company's share capital, up to the limit of a nominal amount of € 500 million, and to increase the share capital to that purpose by increasing the par value of the shares and/or by allotting free shares.

It is specified that the Board could 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 would remain in effect until the end of the offer period.

It is reminded that the previous delegation has been partially used for delivering shares to the beneficiaries of free allocation plans whose respective vesting periods had ended in 2021.

THIRTY-THIRD RESOLUTION

Delegation to the Board of Directors of authority to decide to increase the Company's share capital by incorporating premiums, reserves, profits or other items

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report and in accordance with the provisions of Articles L.225-129 *et seq.* of the French *Code de commerce*, and in particular those of Article L.225-129-2, and the provisions of Articles L.225-130 and L.22-10-50 of the same Code:

1. delegates its authority to the Board of Directors, with power to sub-delegate under the conditions prescribed by law, to increase the share capital on one or more occasions, in the proportions and at the times it shall see fit, through the capitalization of premiums, reserves, profits or otherwise as permitted by applicable law and the bylaws, in the form of an issue of new equity securities or an increase in the par value of existing equity securities, or by a combination of these two processes. The maximum nominal amount of the capital increases that may be carried out in this respect may not exceed a ceiling of 500 million euros, to which may be added, if necessary, the nominal amount of any additional shares to be issued in the event of new financial transactions, to preserve the rights of holders of securities giving access to the share capital, and it being specified that this amount is set autonomously and separately from the ceilings of other delegations of authority to increase the share capital and shall not be deducted (i) from the amount of the overall ceiling provided for in paragraph 2 of the 28th resolution of this General Meeting nor (ii) from any sub-ceiling stipulated in another resolution of this General Meeting and in particular the amount of the sub-ceiling provided for in paragraph 3 of the 29th resolution of this General Meeting;
2. 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;
3. in the event that the Board of Directors makes uses of this delegation of authority, 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, in particular in order to:
 - determine the amount and nature of the sums to be capitalized, set the number of new equity securities to be issues and/or the amount by which the par value of the existing equity securities making up the share capital is to be increased, set the date, even retroactively, as from which the new equity securities will carry entitlement to dividends or the date on which the increase in the par value of the existing equity securities will take effect,
 - decide, in the event of allotment of equity securities for free, that rights to fractional securities will not be tradeable and that the corresponding shares will be sold under the conditions provided for by law and regulations; the sum resulting from the sale will be allocated to the holders of rights under the conditions provided for by law and regulations,
 - make any adjustments to take account of the impact of transactions affecting the Company's share capital, in particular in the event of a change in the par value of the share, a capital increase by capitalization of reserves, allocation of shares or equity securities for free, a stock split or reverse stock split, the distribution of dividends, reserves or premiums, or of any other assets, redemption of capital or any other transaction affecting shareholders' equity or share capital (including in the event of a public offering and/or change of control), and to set the terms and conditions according to which the rights of holders of securities giving access to the share capital will be preserved (including through cash adjustments),
 - formally note completion of each capital increase and amend the bylaws accordingly,

- in general, enter into any agreement, take any measures and carry out any formalities required 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;
- 4. sets the period of validity of the delegation of authority granted pursuant to this resolution at **twenty-six (26) months** from the date of this General Meeting;
- 5. resolves that the adoption of this resolution cancels and supersedes, with immediate effect, the unused portion of the delegation of authority granted to the Board of Directors pursuant to the 41st resolution adopted by the shareholders during the ordinary and extraordinary general meeting held on June 9, 2020.

Incentive schemes for employees and corporate officers of the Company and its affiliates

Delegation to the Board of authority to decide the issue of shares, without preferential subscription rights, reserved for beneficiaries of free shares granted by Ingenico Group SA and holders of Ingenico Group SA shares through a company savings plan and/or a group savings plan or through a company mutual fund

PRESENTATION OF THE THIRTY-FOURTH RESOLUTION

Under the terms of the 34th resolution, you are asked to renew the delegation granted to the Board pursuant to the 25th resolution adopted by the shareholders during the ordinary and extraordinary general meeting held on May 20, 2021, that is due to expire on November 20, 2022.

In this frame, it is proposed to grant the Board, for a new period of 18 months, with a new delegation of same nature, aiming at issuing, in France and/or abroad, shares or securities giving access to the Company's share capital without shareholders' PSR, in order to reserve it for the beneficiaries of free shares granted by Ingenico Group SA on the basis of the provisions of Article L.225-197-1 *et seq.* of the French *Code de commerce* and to holders of Ingenico Group SA 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. 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 32nd resolution submitted to your vote.

The maximum nominal amount of the capital increases that could be carried out pursuant to this delegation would be set at €650,000, it being specified that this ceiling would be independent and autonomous from the overall ceiling stipulated in paragraph 2 of the 28th resolution and from the sub-ceiling stipulated in paragraph 3 of the 29th resolution of the 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 share 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.

THIRTY-FOURTH RESOLUTION

Delegation to the Board of Directors of authority to decide the issue of shares, without preferential subscription rights, reserved for beneficiaries of free shares granted by Ingenico Group SA and holders of Ingenico Group SA shares through a company savings plan and/or a group savings plan or through a company mutual fund

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 *Code de commerce*, and in particular those of Articles L.225-129-2, L.225-138 and L.228-91 *et seq.* of the same Code:

1. delegates to the Board of Directors, with the power to sub-delegate under the conditions prescribed by law, its authority to increase the share capital on one or more occasions, in such proportions and at such times as it shall see fit, in France and/or abroad, whether in euros or in any other currency or monetary unit established by reference to several 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 (i) beneficiaries of free shares granted by Ingenico Group SA on the basis of the provisions of Article L.225-197-1 *et seq.* of the French *Code de commerce*, and (ii) holders of Ingenico Group SA 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, immediately or in the future, shall be **650,000 euros** 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 overall ceiling stipulated in paragraph 2 of the 28th resolution of this General Meeting, nor from the sub-ceiling stipulated in paragraph 3 of the 29th resolution of this General Meeting,
 - if necessary, said ceiling 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;
5. decides 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;
6. resolves that the Board of Directors, with the power to sub-delegate as permitted by law, will have all necessary powers to implement this delegation of authority, in particular in order to:
 - decide 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 share 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;
7. sets the period of validity of the delegation of authority granted pursuant to this resolution at **eighteen (18) months** from the date of this General Meeting;
8. resolves that the adoption of this resolution cancels and supersedes, with immediate effect, the unused portion of the delegation of authority granted to the Board of Directors pursuant to the 25th resolution adopted by the shareholders during the ordinary and extraordinary general meeting held on May 20, 2021.

Delegations to the Board of authority to increase the Company's share capital, without preferential subscription rights, in the context of employee shareholding operations

PRESENTATION OF THE THIRTY-FIFTH AND THIRTY-SIXTH RESOLUTIONS

Under the terms of the 35th, you are asked to replace, for a new period of 26 months, the delegation of authority granted to the Board pursuant to the 26th resolution adopted by the shareholders during the ordinary and extraordinary general meeting held on May 20, 2021, pursuant to which "Boost 2021" employee shareholding operation was set up.

By doing so, the Board would have the possibility 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 law and regulations.

Moreover, under the terms of the 36th resolution, you are asked to renew the delegation of authority granted to the Board pursuant to the 27th resolution adopted by the shareholders during the ordinary and extraordinary general meeting held on May 20, 2021, that is due to expire on November 20, 2022. In this frame, it is proposed to grant the Board, for a new period of 18 months, with a new delegation of same nature.

By doing so, the Board would have the possibility to deploy an international employee shareholding plan under the best conditions by increasing the Company's share capital in favor of employees or categories of employees outside of France. This delegation you are asked to grant 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 the 35th and the 36th resolutions could not exceed 2.5% of the share capital of the Company on the day of the General Meeting.

This common ceiling applicable to the 35th and 36th resolutions would be independent and autonomous (i) from the overall ceiling stipulated in paragraph 2 of the 28th resolution and (ii) from the sub-ceiling stipulated in paragraph 3 of the 29th resolution of this year General Meeting.

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 the task of drawing up the list of beneficiaries.

It is specified that the Board could 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 *Code du travail*, 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 could, pursuant to Article L.3332-21 of the French *Code du travail*, 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.

THIRTY-FIFTH RESOLUTION

Delegation to the Board of Directors of authority to increase the share capital of the Company, without preferential subscription rights, for the benefit of employees and/or corporate 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 in accordance with the provisions of 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 *Code de commerce* and Articles L.3332-1 and L.3332-18 *et seq.* of the French *Code du travail*.

1. delegates to the Board of Directors, with the power to sub-delegate under the conditions prescribed by applicable law and regulations, the power to decide, in the proportions and at the time it shall see fit, the issuing, in France and/or abroad, of shares (excluding preferred shares) or other equity securities of the Company, or securities governed by paragraph 1 of Article L.228-92 of the French *Code de commerce*, paragraphs 1 and 3 of Article L.228-93 or paragraph 2 of Article L.228-94 of the same Code giving access through any means, immediately or in the future, give access, 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 within the meaning of Article L.225-180 of the French *Code de commerce* and Article L.3344-1 of the French *Code du travail*, as long as these employees or corporate officers are members in this capacity to a company savings plan or any other qualifying plan pursuant to the applicable legal and regulatory provisions;
2. decides that the maximum nominal amount of the immediate or future capital increases of the Company that are likely to be carried out under the present delegation shall not exceed **2.5% of the share capital on the day of this General Meeting**, it being specified that:
 - this amount is set autonomously and separately from the overall ceiling stipulated in paragraph 2 of the 28th resolution and from the sub-ceiling stipulated in paragraph 3 of the 29th resolution of this General Meeting applicable to capital increases with maintenance or 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 36th resolution of this General Meeting;
 - if necessary, said ceiling shall be increased 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, as the case may be, with the applicable contractual stipulations;
3. decides that this delegation entails the removal of the shareholders' preferential subscription rights to the shares and other equity securities and securities giving access to the share capital which may be issued pursuant to this resolution, as well as to the shares and other equity securities which the securities issued on the basis of this delegation may give entitlement;
 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 set forth in Article L.3332-19 of the French *Code du travail*, on the basis of an average of opening price of the Worldline shares on Euronext Paris market over the twenty trading sessions preceding the date of the decision of the Board of Directors or of the Chief Executive Officer 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 Code du travail is equal to or greater than ten years)**;
 5. decides that pursuant to Article L.3332-21 of the French *Code du travail*, the Board of Directors may provide for the free allocation of shares or other securities giving access to the share capital of the Company, as employer's 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 the effect of exceeding the applicable legal and regulatory limits;
 6. authorizes the Board of Directors, under the terms 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 *Code du travail*, 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 ceiling 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 power to sub-delegate 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, to 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,
 - to determine and make any necessary adjustments to take into account the impact of transactions on the Company's share 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,
 - to 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,
 - to provide for the suspension of the exercise of the rights attached to the issued securities as permitted by relevant laws and regulations,
 - at its sole initiative, to attribute the expenses of any issue to the amount of the premiums relating to the same and to withhold from this amount the sums necessary to raise the statutory reserve to one tenth of the new share capital after each increase, and
 - in general, to take all useful measures, conclude all agreements (notably with a view to ensuring the successful completion of the issuance), request all authorizations, carry out all formalities and do what is necessary to ensure the successful conclusion of the planned issuances or to postpone the same, and notably to record the capital increase(s) resulting from every issuance carried out by using this delegation, correspondingly, to amend the bylaws, to request the listing on the market of Euronext Paris of all securities issued by virtue of this delegation and to ensure the financial service for the shares in question and the exercise of the associated rights;

9. 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;
10. resolves that the adoption of this resolution cancels and supersedes, with immediate effect, the unused portion of the delegation of authority granted to the Board of Directors pursuant to the 26th resolution adopted by the shareholders during the ordinary and extraordinary general meeting held on May 20, 2021.

THIRTY-SIXTH RESOLUTION

Delegation to the Board of Directors of authority to increase the Company's share capital, without preferential subscription rights, reserved for people with certain characteristics in the context of an employee shareholding operation

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 *Code de commerce*, and in particular those of Articles L.225-129-2, L.225-138 and L.228-91 *et seq.* of the same Code:

1. delegates to the Board of Directors, 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 occasions, at such time and in such proportions as it shall see fit, through the issuance of **(i)** ordinary shares of the Company (excluding preferred shares), and/or **(ii)** securities giving immediate or future access to the Company's share capital to be subscribed for in cash, reserved for the category of beneficiaries defined below;
2. resolves that the nominal amount of the increase in the Company's share capital carried out by virtue of this delegation may not exceed **2.5% of the Company's share capital on the day of this General Meeting**, it being specified that:
 - this amount is set autonomously and separately from the overall ceiling stipulated in paragraph 2 of the 28th resolution and from the sub-ceiling stipulated in paragraph 3 of the 29th resolution of this General Meeting applicable to capital increases with maintenance or cancellation of preferential subscription rights,
 - this amount is common to capital increases reserved for the benefit of employees that may be carried out pursuant to this resolution and to the 35th resolution of this General Meeting;
 - if necessary, said ceiling shall be increased by the nominal amount of the shares to be issued 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, as the case may be, with the applicable contractual stipulations;
3. resolves to cancel the preferential subscription rights of shareholders to new shares to be issued pursuant to this delegation and to reserve the right to subscribe for such shares to the class of beneficiaries meeting the following characteristics:
 - (i) employees and corporate officers of companies affiliated to the Company within the meaning of Article L.225-180 of the French *Code de commerce* and Article L.3341-1 of the French *Code du travail* 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 enabling persons referred to in (i) above to benefit, directly or indirectly, from an employee shareholding plan or Company savings plan, it being specified that this resolution may be used to implement leverages schemes;
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 prices of the Worldline share 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 *Code de commerce* is greater than or equal to ten years and/or (ii) at a price equal to the price set on the basis of the 32nd 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's 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,
 - 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,
 - set the dates and all other terms and conditions of the capital increases, as provided for by law,
 - 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, 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;
6. sets the period of validity of the delegation of authority granted pursuant to this resolution at **eighteenth (18) months** from the date of this General Meeting;
 7. resolves that the adoption of this resolution cancels and supersedes, with immediate effect, the delegation of authority granted to the Board of Directors pursuant to the 27th resolution adopted by the shareholders during the ordinary and extraordinary general meeting held on May 20, 2021.

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

PRESENTATION OF THE THIRTY-SEVENTH RESOLUTION

Under the terms of the 37th resolution, you are asked to replace the existing authorization granted to the Board pursuant to the 28th resolution adopted by the shareholders during the ordinary and extraordinary general meeting held on May 20, 2021, with a new authorization of same nature, for a new period of 26 months, aiming at granting options to subscribe for or to purchase shares (the “**Options**”) to employees or corporate officers of the Company and/or its affiliates under the conditions set out below.

This resolution would be part of the long-term incentive plans that the Company wishes to put in place in 2022 for the current Chief Executive Officer and Deputy Chief Executive 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 2022 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 authorize your Board, to grant, on one or more occasions, Options in favor of employees or corporate officers of the Company and/or of companies affiliated to it.

The resolution submitted to your vote would also specify that the unused portion of the authorization granted to the Board pursuant to the 28th resolution adopted by the shareholders during the ordinary and extraordinary general meeting held on May 20, 2021 would be canceled and superseded as from the General Meeting.

2. Maximum amount of the authorization

The maximum amount of Options that may be granted pursuant to the proposed delegation would not exceed 2% of the share capital of the Company on the day of the General Meeting.

In addition, an exceptional cap of 0.6% of the share capital of the Company on the day of the General Meeting (the “**Extraordinary Cap**”) would apply in case of simultaneous or successive use by the Board of the authorizations granted to it by virtue of this resolution and the 38th resolution.

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

Within the maximum amount mentioned in paragraph 2 hereabove, the total number of Options granted to the executive corporate officers of the Company pursuant to the proposed authorization would not represent more than 0.027% of the share capital of the Company on the day of the General Meeting. Moreover, in such a situation, the Board would set a rule as to the holding of a portion of the shares acquired through the exercise of Options until expiration of their respective term of office in compliance with the compensation policy applicable to the executive corporate officers. The existence of the Extraordinary Cap would not affect this sub-cap.

4. Acquisition of the right to exercise the Options

The beneficiaries of the Options would exercise them after a 3-year vesting period, 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 would end 7 years after the vesting date.

5. Performance conditions

The exercise of the Options would be subject to the achievement of internal financial performance conditions (accounting for 80% of the total vesting) and a non-financial performance condition related to corporate social responsibility (“**CSR**”) (accounting for 20% of the total vesting).

With respect to internal performance, the exercise of the Options would be subject to the achievement of 3 internal performance indicators directly connected to key success factors for the achievement of the Group’s strategy and ambitions as regularly disclosed to the shareholders: **(i)** average of Group revenue organic growth conditioning 30% of the total vesting, and **(ii)** average rate of Group operating margin before depreciation and amortization (“**OMDA**”) conditioning 25% of the total vesting, and **(iii)** Group free cash flow (“**FCF**”) before dividends and income from acquisition/disposals over 3-year period conditioning 25% of the total vesting.

The target achievement levels linked to internal financial performance would be in line with the Worldline market guidance for end-2024.

With respect to non-financial performance, the exercise of the Options would also be subject to the achievement of a condition related to CSR and defined as a combination of several criteria linked to the Group's internal CSR policy and in line with its Trust 2025 strategic plan. The achievement of this non-financial performance condition would account for 20% of the total vesting, as follows: (i) CO₂ emissions reduction in scopes 1 and 2³ as part of the "Science Based Target initiative" ("SBTi")⁴ initiative conditioning 5% of the total vesting, (ii) Eco Vadis score conditioning 5% of the total vesting and (iii) employee satisfaction and diversity aiming at measuring the improvement of employees' engagement and of women's percentage in management, and conditioning 10% of the total vesting. Each of the CSR criteria hereinbefore would be measured at the end of the three-year vesting period.

It should be noted that criteria described above were defined without including the activities of the Terminals, Solutions and Services business line, in accordance with the scope of the guidance communicated to the market (in particular the three-year plan) since the announcement in October 2021 of the Group's intention to give priority to a scenario of short-term withdrawal from these activities, and the entry into exclusive negotiations with Apollo announced in February 2022 for their sale.

The final number of exercisable Options would in no circumstance be above the number granted, it being specified that:

- in the event that the achievement level of one of the financial indicators would be nil, or
- in the event that the achievement level of the non-financial performance condition relating to CSR would be nil,

the maximum number of exercisable Options would be capped at 90%.

The performance conditions and the elasticity curves 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 2022 plan are detailed in Section G.3.1.4.3 of the 2021 Universal Registration Document.

The terms and conditions for the granting of Options to corporate officers would be determined in the context of the compensation policy applicable to them in accordance with the provisions of Article L.22-10-8 of the French *Code de commerce*.

6. Acquisition price

The exercise price of the Option would not be less than the average opening prices of the Company share on Euronext Paris over the 20 trading days preceding the day on which the options giving entitlement to subscribe for new shares are granted, plus 5%. In the case of the granting of options giving entitlement to purchase existing shares, this price would 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 of the French *Code de commerce*.

7. Continued employment condition

Subject to certain exceptions provided for in the plan (such as death or disability), the exercise of the Options would be subject to the preservation of the status of Group's employee or corporate officer, by the beneficiary, during the vesting period.

A rule of proratisation of the acquisition of the stock options not yet definitively vested at the date of retirement of an Executive Corporate Officer would be introduced for the plans granted as from 2022.

THIRTY-SEVENTH 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 in accordance with the provisions of Article L.225-177 *et seq.* of the French *Code de commerce*:

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 and meeting the conditions set out in Articles L.225-177 and L.225-180 of the French *Code de commerce*, 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 number of options thus granted shall not give entitlement to a total number of shares exceeding **2% of the Company's share capital on the day 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 *Code de commerce* 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 executive corporate officers of the Company pursuant to the present resolution shall not exceed a **sub-cap of 0.027% of the Company's share capital on the day of this General Meeting**;

³ The scope 1 corresponds to the emissions linked to direct combustion of fossil fuels and scope 2 corresponds to the emissions linked to purchase of electricity, district heating and air conditioning.

⁴ This criterion replaces the Carbone Disclosure Program (CDP) score criterion that was used in the stock-options plans granted in 2020 and 2021. Worldline has effectively achieved the highest CDP score and this is redundant with the CO₂ reduction targets.

3. resolves, by way of exception to the provisions of paragraph 2 above, to apply an extraordinary overall 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 38th 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 38th resolution of this General Meeting shall not exceed **0.60% of the share capital on the day of this General Meeting**. The provisions of this paragraph 3 do not affect the abovementioned sub-ceiling applicable to the allocation of options to subscribe for or to purchase shares to the executive corporate 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 share on the Euronext Paris market during the twenty trading sessions preceding the day on which the options to subscribe for shares 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 *Code de commerce*. If the Company carries out any of the transactions mentioned in Articles L.225-181 or R.22-10-37 of the French *Code de commerce*, 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 this transaction;
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 offsetting claims on the Company;
7. decides that each grant options to the Company's executive and non-executive corporate officers must be made within the framework of the compensation policy approved by the shareholders pursuant to II of Article L.22-10-8 of the French *Code de commerce*, 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 three financial years;
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 purchase 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,
 - set, if necessary, performance and other conditions governing the right to exercise the options,
 - set the date from which the new shares resulting from the exercise of options to subscribe for shares are entitled to dividends, even retroactively.

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 the adoption of this authorization cancels and supersedes, with immediate effect, the unused portion of the authorization granted to the Board of Directors pursuant to the 28th resolution adopted by the shareholders during the ordinary and extraordinary general meeting held on May 20, 2021.

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

PRESENTATION OF THE THIRTY-EIGHTH RESOLUTION

Under the terms of the 38th resolution, you are asked to replace the existing authorization granted to the Board pursuant to the 29th resolution adopted by the shareholders during the ordinary and extraordinary general meeting held on May 20, 2021, with a new authorization of same nature, for a new period of 38 months, aiming at granting, on one or more occasions, free 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. As for the previous years, these plans would benefit the top management, key employees and experts of Worldline, including the executive corporate officers of the Company.

Specific conditions of the authorization

1. Nature of the authorization

The resolution submitted to your vote would also specify that the unused portion of the authorization granted to the Board pursuant to the 29th resolution adopted by the shareholders during the ordinary and extraordinary general meeting held on May 20, 2021 would be canceled and superseded as from the General Meeting.

2. Maximum amount of the authorization

The maximum number of shares that may be granted pursuant to the proposed authorization would not exceed 0.70% of the share capital of the Company on the day of the General Meeting.

In addition, the Extraordinary Cap would apply in the event of concomitant or successive use by the Board of the authorizations granted to it under the present resolution and the 37th resolution.

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

Within the envelope referred to in point 2 above, the total number of shares granted to executive corporate officers of the Company by virtue of the proposed authorization would not represent more than 0.027% of the share capital of the Company on the day of the General Meeting.

Moreover, in such a situation, the Board would set a rule as to the holding of a portion of the shares acquired until expiration of their respective term of office in compliance with the compensation policy applicable to the executive corporate officers. The existence of the Extraordinary Cap would not affect this sub-cap.

4. Vesting period

The grant of the shares to their beneficiaries would become final after a 3-year vesting period. No holding period would be applicable.

5. Performance conditions

As for the exercise of the Options granted pursuant to the 37th resolution, the vesting of all or part of the performance shares would be subject to the achievement of internal financial performance conditions (accounting for 80% of the total vesting) and a non-financial performance condition linked to CSR (accounting for 20% of the total vesting) identical, in particular in terms of the nature of the criteria and the elasticity curve, to those governing the rights to exercise the Options. You may refer to point 5 under the 37th resolution for additional information.

The terms and conditions for the granting of performance shares to executive and non-executive corporate officers would be determined within the framework of the compensation policy applicable to them in accordance with the provisions of Article L.22-10-8 of the French *Code de commerce*.

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

- in the event that the achievement level of one of the financial indicators would be nil, or
- in the event that the achievement level of the non-financial performance condition relating to CSR would be nil,

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

6. Continued employment condition

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

A rule of proratisation of the acquisition of the performance shares not yet definitively vested at the date of retirement of an executive corporate officer would be introduced for the plans granted as from 2022.

THIRTY-EIGHTH 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 *Code de commerce*, to grant, on one or more occasions and according to its own decisions, existing free shares or newly-issued free shares, up to **0.70% of the share capital on the day of this General Meeting**, it being specified that this maximum amount does not take into account the number of shares to be issued, if any, in respect of adjustments made to preserve the rights of the beneficiaries of free shares. Within the aforementioned maximum amount, the total number of shares granted to the executive corporate officers of the Company in accordance with this authorization shall not exceed **0.027% of the share capital on the day 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 37th resolution of this General Meeting concerning the grant of options to subscribe for or to purchase shares to employees and corporate officers of the Company and/or its affiliated companies. As such, the total number of free shares granted by virtue of this resolution and the total number of options granted pursuant to the 37th resolution of this General Meeting shall not exceed **0.60% of the share capital** on the day of this General Meeting. This derogation does not affect the abovementioned sub-ceiling applicable to the allocation of free shares to the executive corporate 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 within the meaning of Article L.225-197-2 of the French *Code de commerce*, located 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 *Code de commerce*.

It is specified that any grant to the executive and non-executive corporate officers shall be made under the compensation policy approved by the shareholders pursuant to paragraph II. of Article L.22-10-8 of the French *Code de commerce*.

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 executive and non-executive corporate officers are concerned, the Board of Directors shall be able, under the terms and conditions set by law, either to impose inalienability clauses on vested free shares prior to the beneficiary leaving its mandate, or determine a minimum number of vested free shares to keep under the registered form until the term of their mandate.

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

In case of disability of the beneficiary falling within the second or third categories of Article L.341-4 of the French *Code de la sécurité sociale*, 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 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 hereabove 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, 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, 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 is valid for a duration of **thirty-eight (38) months** starting from the date of this General Meeting; and officially notes that, this authorization cancels and supersedes the unused portion of the authorization granted to the Board of Directors pursuant to the 29th resolution adopted by the shareholders during the ordinary and extraordinary general meeting held on May 20, 2021.

Powers for legal formalities

PRESENTATION OF THE THIRTY-NINTH RESOLUTION

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

THIRTY-NINTH 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.