

D.3.4.4 Current authorizations to issue shares and other securities

The following authorizations to modify the share capital and to issue shares and other securities were in force in 2023:

Financial authorizations in force in 2023 and use by the Board of Directors in 2023						
Nature of the delegations of authority and authorizations granted to the Board by the General Meeting	Maximum authorization amount (in euros)	Grant date of the authorization	Authorization expiration date	Duration	Use in 2023	Comments
Capital increase through an issue of shares and/or other securities giving access to the Company's share capital – Ingenico offer						
Authorization to decide the issue of shares, without preferential subscription rights, reserved for beneficiaries of free shares granted by Worldline IGSA (formerly known as Ingenico Group SA) and holders of Worldline IGSA shares through a company savings plan and/or a group savings plan or through a company mutual fund	270,000	June 8, 2023 (27 th resolution)	December 8, 2024	18 months	June 13, 2023 (€11,374.36) ⁷ July 27, 2023 (€6,039.08) ⁷ September 14, 2023 (€40,169.64) ⁷	May be used during a public offering
Capital increase through an issue of shares and/or other securities giving access to the Company's share capital						
Share capital increase with PSR	50% of the share capital* ¹	June 8, 2023 (21 st resolution)	August 8, 2025	26 months	-	May not be used during a public offering
Share capital increase without PSR through public offerings or through public exchange offerings	10% of the share capital* ^{1,2}	June 8, 2023 (22 th resolution)	August 8, 2025	26 months	-	May not be used during a public offering
Share capital increase without PSR through public offerings mentioned in article L. 411-2 1° of the French Monetary and Financial Code	10% of the share capital* per 12-month period ^{1,2}	June 8, 2023 (23 th resolution)	August 8, 2025	26 months	-	May not be used during a public offering
Increase in the number of securities in case of share capital increase with or without PSR	15% of the initial issue ^{1,2,3}	June 8, 2023 (24 th resolution)	August 8, 2025	26 months	-	May not be used during a public offering
Authorization to issue shares or securities giving access to the capital without PSR as consideration for contributions in kind of equity securities or securities giving access to the capital	10% of the share capital ²	June 8, 2023 (25 th resolution)	August 8, 2025	26 months	-	-
Share capital increase through incorporation of premiums, reserves, benefits or other	500 million ⁴	June 8, 2023 (26 th resolution)	August 8, 2025	26 months	June 9 and 11, 2023 (€231,999 and €329,623.20) ⁹ October 16, 2023 (€264.52) ⁹	-
Share buyback program						
Authorization to the Board of Directors for the purpose of purchasing, holding or transferring shares of the Company	10% of the share capital Maximum purchase price per share: € 60	June 8, 2023 (19 th resolution)	December 8, 2024	18 months	-	May not be used during a public offering
Capital reduction through the cancellation of treasury shares	10% of the share capital per 24-months periods	June 8, 2023 (20 th resolution)	August 8, 2025	26 months	-	-

Financial authorizations in force in 2023
and use by the Board of Directors in 2023

Nature of the delegations of authority and authorizations granted to the Board by the General Meeting	Maximum authorization amount (in euros)	Grant date of the authorization	Authorization expiration date	Duration	Use in 2023	Comments
Operations reserved for employees and Company Officers						
Capital increase reserved to employees and executive officers of the Group	2.5% of the share capital* ⁵	June 8, 2023 (28 th resolution)	August 8, 2025	26 months	July 19, 2023 (€134,592.40) ⁸	-
Capital increase with the cancelation of the PSR to the benefit of members of a company or group savings plan as employees and/or executive officers of the Company and its affiliated companies	2.5% of the share capital* ⁵	June 8, 2023 (29 th resolution)	December 8, 2024	18 months	-	-
Authorization to grant stock options to employees and senior officers	2% of the share capital* (with a sub-cap of 0.033% of the share capital for the executive corporate officers) ⁶	June 8, 2023 (30 th resolution)	August 8, 2025	26 months		-
Authorization to allot free shares to employees and Company Officers	0.70% of the share capital* (with a sub-cap of 0.033% of the share capital* for the executive corporate officers) ⁶	June 8, 2023 (31 st resolution)	June 8, 2026	38 months		-

* Share capital as at the AGM of June 8, 2023.

- 1 Global cap for share capital increases carried out with and without PSR under the 21st to 25th resolutions of the 2023 Shareholders' General Meeting. Any share capital increase pursuant to these resolutions shall be deducted from this aggregate cap of 50%. The maximum nominal amount of the debt securities or other securities giving access to the share capital of the Company carried out under the 21st to 23rd resolutions shall not exceed € 1.5 billion or counter value of this amount in the event of an issue in a different currency.
- 2 Global cap for share capital increases without PSR carried out under the 22nd to 25th resolutions of the 2023 Shareholders' General Meeting. Any share capital increase carried out pursuant to these resolutions shall be deducted from this 10% aggregate cap and the aggregate amount of 50% provided by the 21st resolution of the 2023 Shareholders' General Meeting..
- 3 The nominal amount of the capital increases pursuant to the 24th resolution of the 2023 Shareholders' General Meeting shall be deducted from (i) the cap of the resolution pursuant to which the initial issuance was decided, (ii) the aggregate cap set by the 21st resolution of the 2023 Shareholders' General Meeting, and (iii) in case of share capital increase without PSR, the amount of the sub-cap mentioned in the 22nd resolution of the 2023 Shareholders' General Meeting.
- 4 Autonomous, non deductible cap from the overall cap provided for in 21st resolution of the 2023 Shareholders' General Meeting, nor from the sub-cap provided for in 22nd resolution of the 2023 Shareholders' General Meeting.
- 5 Common cap for capital increases carried out under the 28th and 29th resolutions adopted by the 2023 Shareholders' General Meeting..
- 6 The total number of allocations of stock options pursuant to the 30th resolution as well as the allocations of free shares carried out under the 31st resolution of the 2023 Shareholders' General Meeting of June 8, 2023 shall not exceed together 0.60% of the share capital at the date of the 2023 Shareholders' General Meeting.
- 7 Capital increases carried out under the liquidity contracts concluded by Worldline IGSA (formerly known as Ingenico Group SA) to the benefit of the beneficiaries of performance shares plans (please refer to Section B.6.2.4 - Note 8 of the 2023 Universal Registration Document)
- 8 Use for the capital increase reserved to the employees (Boost 2023) as part of the employer matching contribution (please refer to section B.6.2.4 - Note 8 of this 2023 Universal Registration Document).
- 9 Use in the context of the performance share plans which acquisition period expired in 2023, or for the anticipated vesting of the performance shares under particular circumstances (death, invalidity) (please refer to section B.6.2.4 - Note 8 of this 2023 Universal Registration Document).