

Convening Brochure

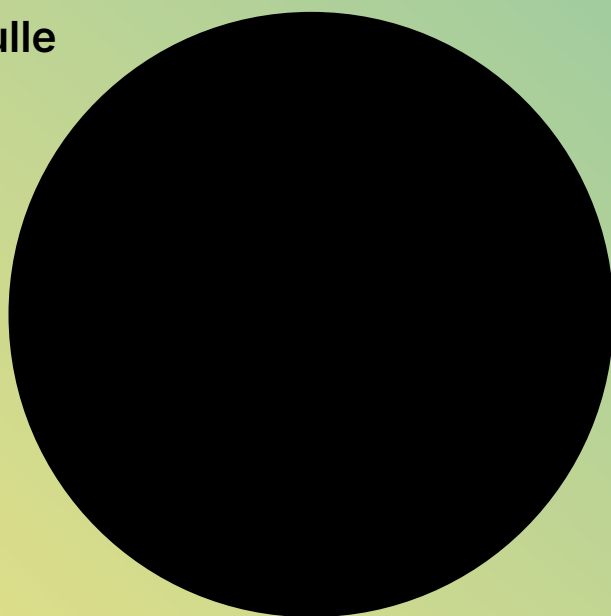
2025 Combined General Meeting

Thursday June 5, 2025 at 2:30 pm

Cœur Défense

100-110, Esplanade du Général de Gaulle

92931 La Défense | France





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Message from Wilfried Verstraete,

Chairman of the Board of Directors

Dear Shareholders,

I am honored to invite you to the Combined General Meeting of Worldline shareholders to be held on **June 5, 2025, at 2:30 PM at Tour Cœur Défense** - 100-110 Esplanade du Général de Gaulle - 92931 La Défense, France. This gathering will provide an opportunity for you to vote on the 31 resolutions submitted for your approval and to review the 2024 highlights together.

At the last General Meeting, you supported all our resolutions, particularly those concerning the new composition of the Board of Directors of Worldline. Your trust allowed to strengthened the skills, expertise, and diversity within the Board, which now benefits from a simplified structure that promotes inclusion and an adequate level of supervision.

In 2025, the Group is gradually and resolutely entering a rebound phase. Our priority is to strengthen relationships with our clients, attract new partners, launch innovative products, and bolster our pool of talent, all aimed at restoring solid and contributive growth in terms of profitability and cash generation.

The appointment of Pierre-Antoine Vacheron as Chief Executive Officer on March 1st, 2025, marks a crucial step in the strategic transition and pivot phase undertaken with a reshuffled executive team and the strengthening of our leading position in the payment technology ecosystem. With more than 30 years of experience in the sector and a track record of successful transformations, Pierre-Antoine brings a new momentum to Worldline, enabling the Group to improve its performance, enrich the customer experience, and foster a culture geared towards excellence. Under his leadership, I am confident that we can rely on the commitment of every employee in the Group to ensure its success.

I look forward to meeting you in person on June 5, 2025, and discussing with you all the actions taken to reposition Worldline on the path of profitable and sustainable growth over time. If you cannot personally attend the event, you can vote before the General Meeting via the secure platform VOTACCESS or by mail. You can also appoint the Chairman of the General Meeting or any other person of your choice as your proxy. The participation modalities, agenda, and the Board of Directors' report on the resolutions are available in the enclosed convening brochure.

You can also find the preparatory documents and follow the General Meeting live on Worldline's website.

On behalf of the Board of Directors, I thank you for your trust and loyalty and look forward to seeing you on June 5.

Yours sincerely,

Wilfried Verstraete
Chairman of the Board of Directors



Message from Pierre-Antoine Vacheron,

Chief Executive Officer

Dear Shareholders,

Your Board of Directors has appointed me as Chief Executive Officer of your company, since March 1st.

Worldline is a great company with extensive expertise and an international presence that enable it to respond in a unique way to the needs of merchants and financial institutions in a constantly evolving payment ecosystem.

I have spent my first few weeks leveraging my experience and knowledge of the payments industry to engage with our teams and make some first and key decisions. There are many challenges ahead, and the priority is to put Worldline back on track for profitable, value-creating growth, with the active support of our Board of Directors and the full commitment of our management team and all our employees.

We are focusing our efforts on stabilizing priorities to enable teams to deliver on their commitments, with the objectives of customer satisfaction and operational excellence, as well as continuing the convergence of our platforms and streamlining our scope.

Changes are underway, and you will be kept informed of developments and progress. In close collaboration with the Board of Directors, we will present our strategic directions and ambitions at our Capital Markets Day in the fall.

Alongside the management team, I look forward to meeting you at the Group's Annual General Meeting on June 5, 2025, to share with you our company's outlook.

Pierre-Antoine Vacheron
Chief Executive Officer

Presentation of Worldline

Worldline: a snapshot

Worldline is a global leader in payments technology, helping businesses accelerate their growth journey. Quickly, simply, and securely.

We are the largest PSP in Europe and #4 worldwide. With advanced technology, local expertise and solutions customised for hundreds of markets and industries, we power the growth of millions of businesses around the world.

Our solutions ensure secure payments and trusted transactional services along the entire payments value chain. We help businesses attract more customers, streamline payments processes, enter new markets, stay compliant, and grow more revenue.

With global scale and a wide range of innovative solutions, we support our customers at every step of their journey. From starting their business to leading their industry.

2024 key figures

€4.6 billion

Total revenue
(+0.5% organically)

18,000+ experts

~40 countries



Merchant Services

Energising commerce with advances payment services

Worldline covers the full retail value chain, online and in-store, with a 360 degrees approach. We deliver a complete digital journey for retailers and their customers and facilitate consumer engagement via seamless services on any device – with payment at the heart of the shopping experience.

- Commercial acquiring
- Acceptance
- Digital services

c. €3.4 billion

2024 revenue
(c. 73% of Group revenue)



Financial Services

Engineering the most advanced payment processing platforms

Worldline provides modern payment solutions that help financial institutions meet their evolving customers' needs, ensure compliance, reduce complexity and support their digital transformation. We offer a unique combination of payment processing on an industrial scale as well as innovative solutions for payment and card-related transactions.

- Issuing solutions
- Acquiring solutions
- Account payments
- Digital services

c. €0.9 billion

2024 revenue
(c. 19% of Group revenue)



Mobility and e-Transactional Services

Enabling Tech for good. Beyond payments

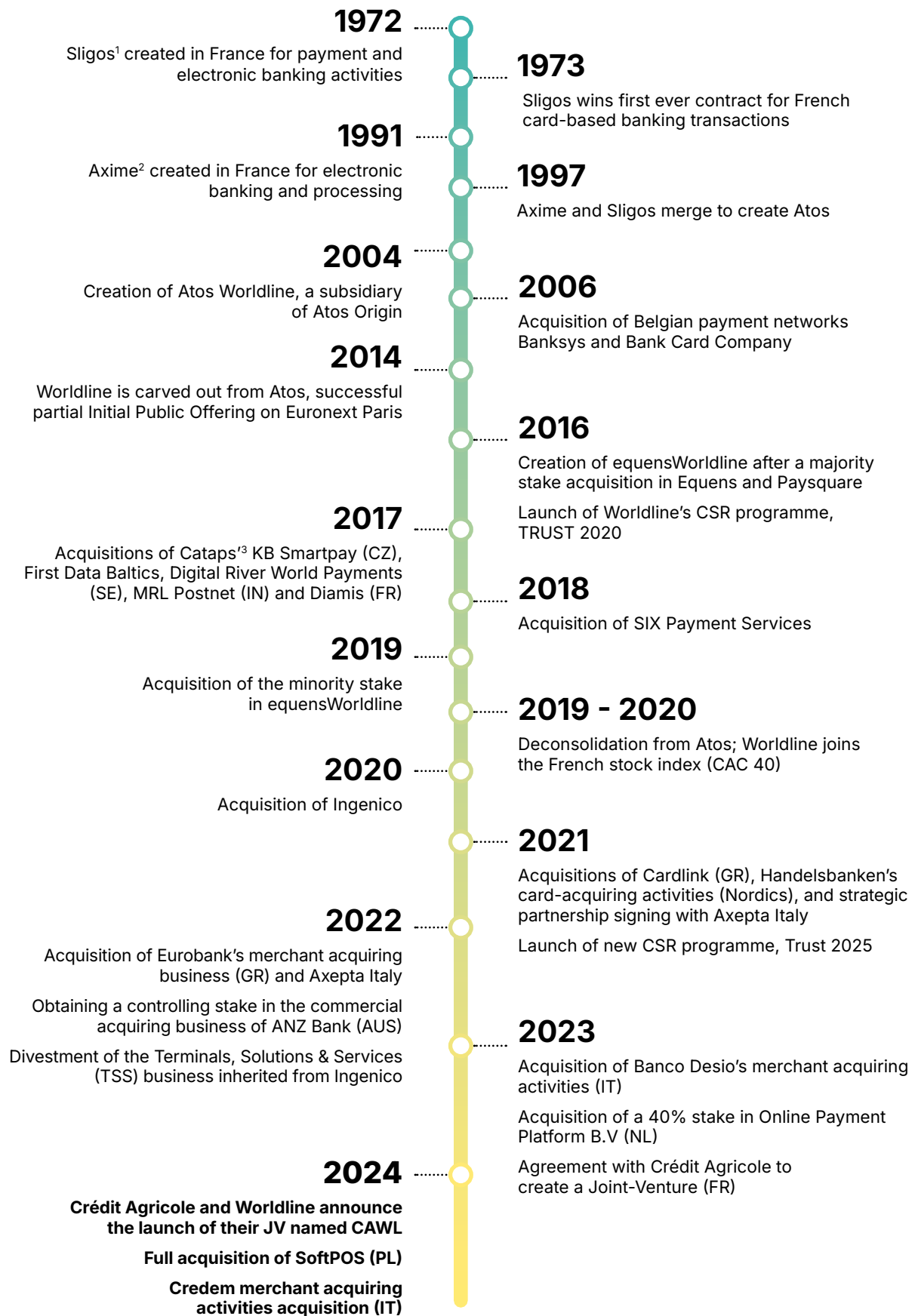
Worldline is a trusted partner delivering end-to-end digital transactional services leveraging data and payment for a stronger customer and citizen engagement. We support our clients' digital transformation with the creation of innovative solutions and platforms which improve people's daily lives.

- Trusted services
- Transport & mobility
- Omnichannel interactions

c. €0.4 billion

2024 revenue
(c. 8% of Group revenue)

Formation of the Group



¹ Majority-owned by Crédit Lyonnais

² The Axime group resulted from the merger of SEGIN, SITB and SODINFORG

³ Cataps was a 100% subsidiary of the Komerční banka banking group

Worldline's business model

Inputs

Resources and Challenges

Financial

Solid financial profiles

- Market trust & consolidation capabilities

Manufactured

Robustness of industrial platforms and data infrastructure

- Business Excellence: Quality, security and reliability

Terminals supply chain

Intellectual

Partnerships, innovation, R&D

- Innovation & foresight of technological evolutions

Human

18,112 employees in c. 40 countries

Headcounts	Closing Dec 2024
France	3 804
India	2 674
Germany	2 562
Belgium	1 221
Netherlands	1 015
Others	6 836
Worldline	18 112

- Talent acquisition & retention, people development
- Gender equity
- Diversity & inclusion

Social and relationship

Market intelligence & Regulation

- Customer satisfaction
- Ethics, human rights & compliance

Technological know-how

- Societal contribution

Environment

Electrical Energy

- CO₂-eq emissions

Data centres

- Renewable energy

IT appliances

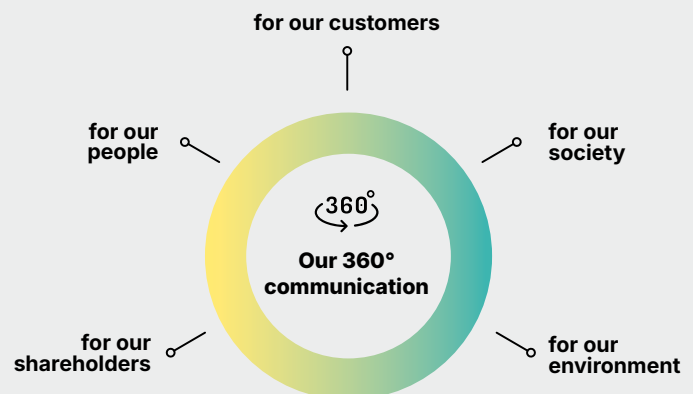
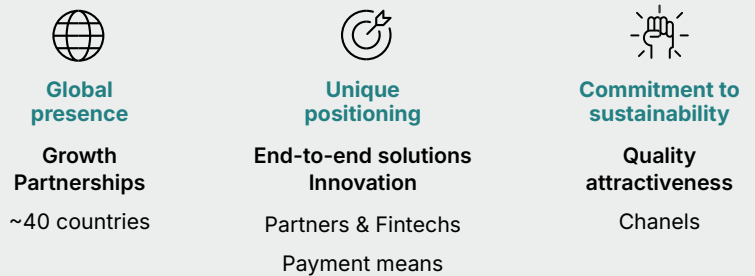
Outputs

Worldline business



WORLDLINE

Worldline at the heart of the action through
3 key strengths



As the European leader at the heart of the payments value chain, Worldline designs and operates leading digital payments and transactional solutions that handle billions of highly critical transactions on a daily basis.

Worldline business lines & results

Worldline's positioning across the extended payments ecosystem affords it an overview of the industry, permitting it to react quickly to regulatory or other changes and to capitalise on new opportunities generated by them. Our objective is to enable sustainable economic growth and reinforce trust and security by making solutions that are environmentally friendly, accessible to all and support societal transformations.

c. €4.6 BN
2024 revenue



Merchant services

73% of 2024 revenue

Energising commerce with advanced payment services



Financial services

19% of 2024 revenue

Engineering the most advanced payment processing platforms



Mobility and e-transactional services

8% of 2024 revenue

Bringing payment and regulation expertise to new markets

2024 value

Value creation for stakeholders

Financial

- Investors & shareholders**
- > +0.5% revenue organic evolution
 - > 23.1% Adjusted EBITDA margin
 - > €201 million free cash flow

Manufactured

- Suppliers & Customers**
- > Quality score – Contracts' services availability & response: 99.9870%
 - > Quality score – Platforms' services availability & response: 99.9908%
 - > 95.0% of total expenses assessed by EcoVadis out of strategic suppliers expenses

Intellectual

- Customers**
- > €229 million in R&D expense in 2024
 - > A portfolio of c.180 patents

Human

- Employees**
- > 64% employee satisfaction on GPTW Trust Index
 - > 25.29 hours of training per employee per year, on average
 - > 25.9% of women within the management positions

Social and relationship

- Customers, Communities, Public Bodies**
- > Customer Net Promoter Score: 30
 - > 0 significant fines for non compliance
 - > 86% of spending in local purchases
 - > Total revenue of «sustainability offerings»: €2,551 million

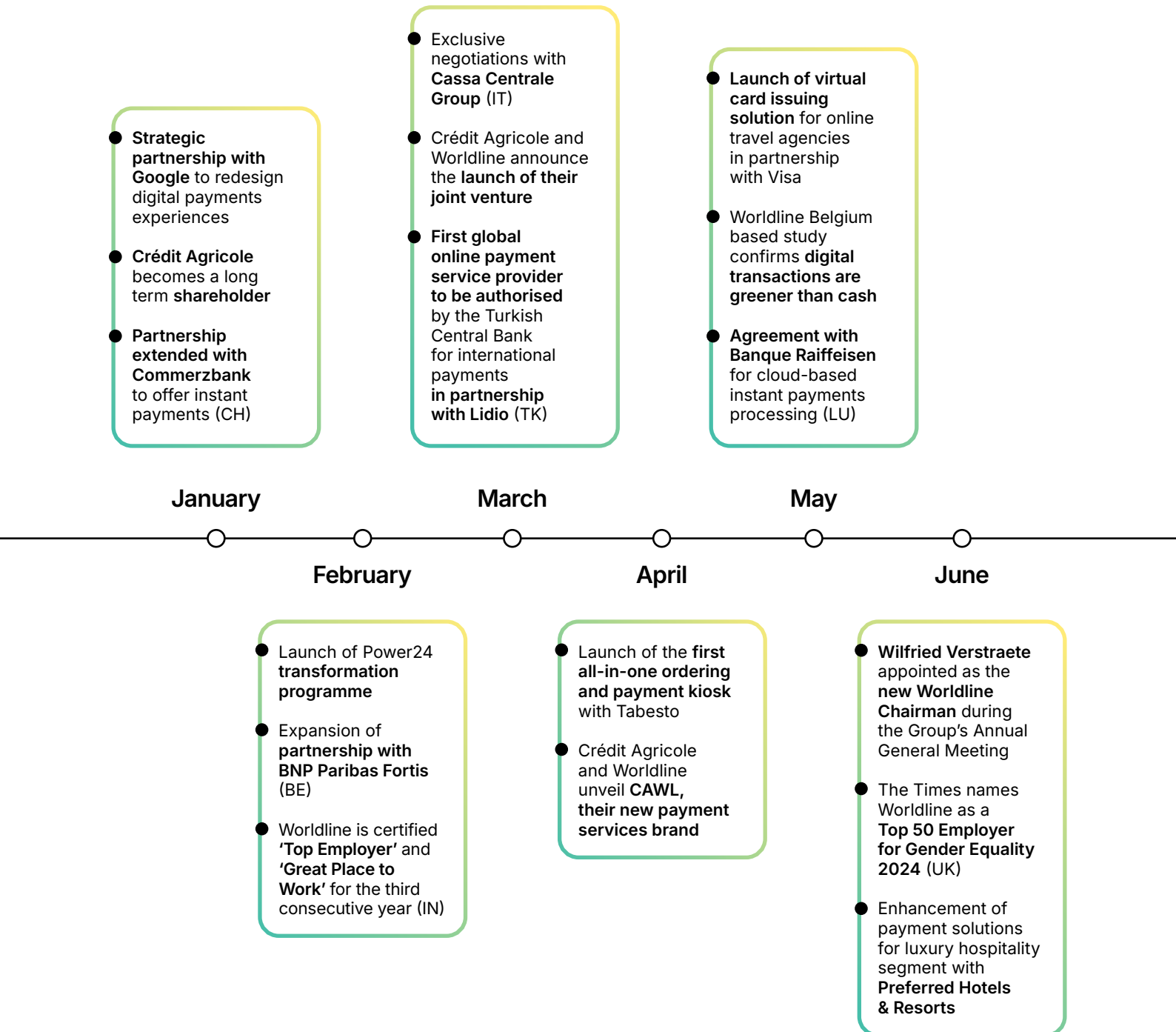
Environment

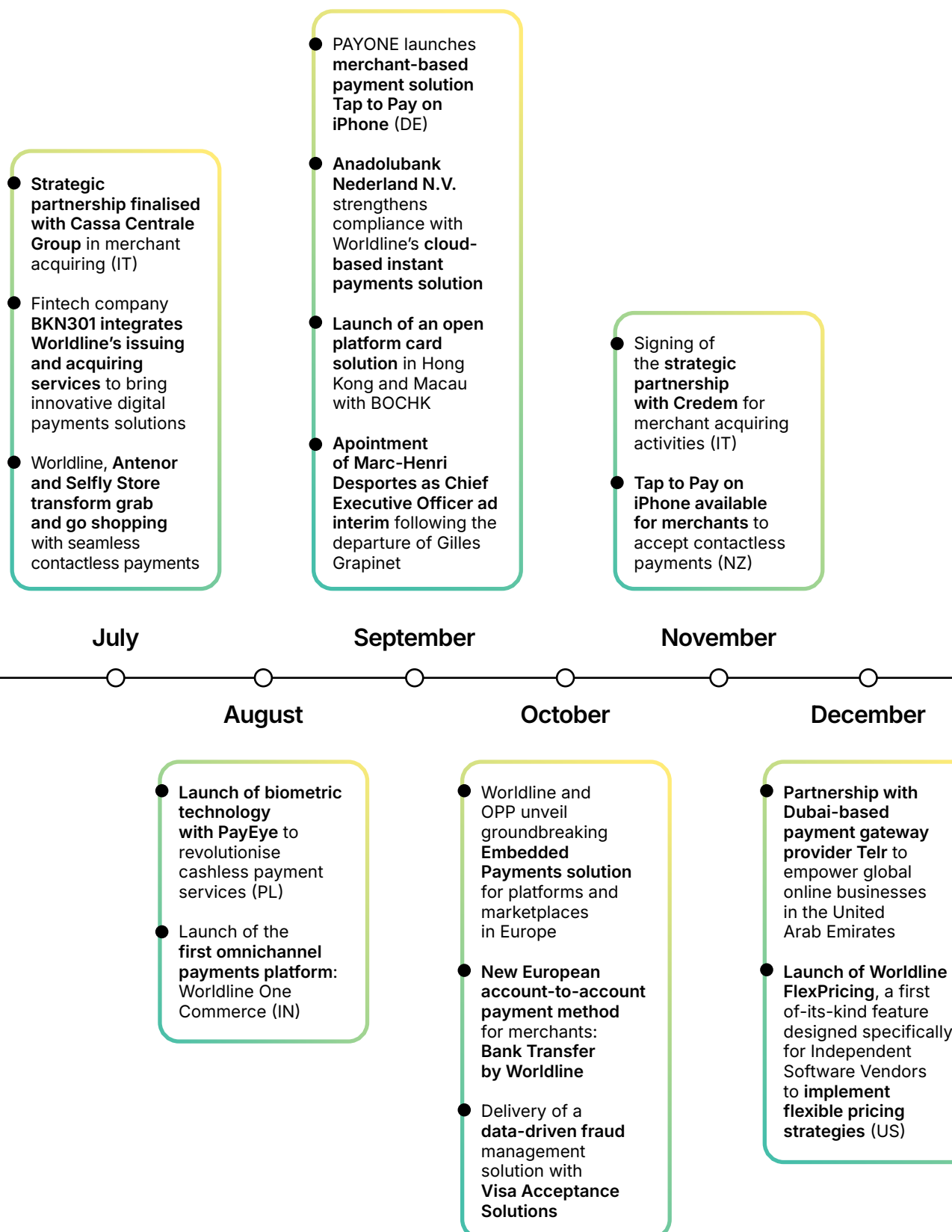
- Communities, Public Bodies**
- > Eco-efficiency in data centres
 - > Contribution to carbon neutrality
 - > 87% renewable energy

SDGs



2024 Key highlights





2024 Key figures and revenue profile

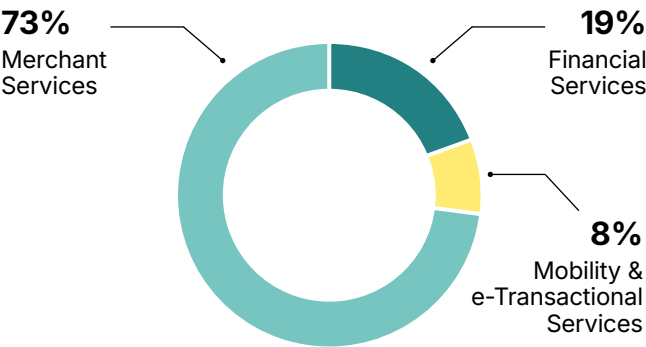
2024 Results

€4.6 billion
total revenue
(+0.5% organically)

€1,070 million
Adjusted EBITDA
(23.1% Adj. Ebitda margin)

€201 million
free cash flow
(18.8% Adjusted EBITDA conversion)

2024 Revenue profile



(In € million)	2024 revenue
Merchant Services	3,390
Financial Services	891
Mobility & e-Transactional Services	351
Worldline	4,632



(In € million)	2024 revenue
Northern Europe	1,609
Central & Eastern Europe	1,580
Southern Europe	970
Others	472
Worldline	4,632

Europe is the Group's main operational base, generating circa 90% of total revenue in 2024.



Income statement

In €m	FY'24	FY'23	Highlights
Adjusted EBITDA	1,070	1,110	<ul style="list-style-type: none"> • €750m EBITDA after taking into account integration and restructuring costs and Power24, which amounted to an exceptional €203m
Integration and rationalization costs (excl. Power24)	(117)	(176)	
Power24	(203)	(29)*	
EBITDA	750	905	<ul style="list-style-type: none"> • Operating income of €105m
Customer relationships and patents amortization	(260)	(283)	
Depreciations & Amortizations	(384)	(321)	<ul style="list-style-type: none"> • Net income Group share of €(297)m mainly related to the negative change in fair value of Poseidon Holdco preferred shares for €349m
Other OOI**	(1)	(24)	
Goodwill impairment		(1,147)	
Operating income	105	(870)	<ul style="list-style-type: none"> • Normalized net income Group share of €434m vs. €545m in 2023
Net finance costs	(406)	(48)	
<i>o/w fair value change on TSS preferred shares</i>	(349)	-	
Income tax expense	(11)	(40)	<ul style="list-style-type: none"> • Normalized diluted EPS of €1.53 vs. €1.85 in 2023
Non-controlling interests & share of associates	15	141	
Net Income Group share	(297)	(817)	
Normalized Net income Group share***	434	521	
Normalized diluted EPS (€)	1.53	1.85	

* Mainly driven by Power24 plan and some strategic initiatives

** Equity based compensation costs and other items

*** Normalized net income Group share excluding unusual and infrequent items net of tax³.

Free cash Flow

In €m	FY'24	FY'23	Highlights
Adjusted EBITDA	1,070	1,110	<ul style="list-style-type: none"> • €1,070m contribution on adjusted EBITDA
Lease obligations	(117)	(106)	
Working capital change	(72)	(19)	<ul style="list-style-type: none"> • Capex representing €282m down c.€50m compared to 2023
Capex	(282)	(333)	
Integration & Restructuring costs (excl. Power24)	(112)	(165)	<ul style="list-style-type: none"> • Integration and restructuring costs excluding Power24 down c.€50m at €112m
Interest paid	3	(3)	
Tax Paid	(141)	(102)	<ul style="list-style-type: none"> • €139m cash costs related to Power24
Others	(9)	2	
Free Cash Flow before Power24	340	384	<ul style="list-style-type: none"> • €201m Free cash Flow reported or 18.8% adjusted EBITDA conversion
<i>Adjusted EBITDA conversion rate (%)</i>	31.8%	34.6%	
Power24	(139)	(29)*	
Free Cash Flow	201	255	
<i>Adjusted EBITDA conversion rate (%)</i>	18.8%	32.0%	

* Mainly driven by Power24 plan and some strategic initiatives

Net debt Evolution

In €m	FY'24	FY'23	Highlights
(Net debt) / cash* as of January 1st	(2,156)	(2,528)	<ul style="list-style-type: none"> • €2.0bn of net debt* representing a Group leverage ratio of 1.9x
Free Cash-flow	201	355	
Change in lease liability	(57)	(19)	<p>▼</p> <p>Active management of debt maturity profile €1.12bn RCF maturity extended to July 2029 Successful issuance of a €500m bond maturing 2029 2025 & 2026 OCEANes partially repurchased</p>
Acquisition net of disposals	(23)	60	
Capital increase	21	6	
Amortization of interests on convertible bonds	(13)	(11)	<p>Strong balance sheet and liquidity profile maintained</p>
Others	15	(19)	
Change in net debt	144	372	
(Net debt) / cash* as of December 31st	(2,012)	(2,156)	
Net Debt* / Adjusted EBITDA*	1.9x	1.9x	

* Net debt including lease liability (IFRS16) of €402m in 2024 and €345m in 2023 – New Net Debt reporting as announced in Q3'24

Group's strategy

Worldline's ambition is based in its leading position within the payment value chain, achieved following a decade of building scale through consolidations that have solidified its status as a pan-European payment powerhouse. Leveraging this unique market position and accelerating organic investments in technology and product development, Worldline has established itself as a European leader in payment technology. With a renewed focus on customer centricity and an organisational structure tailored to serve scalable and innovative solutions to small and medium-sized businesses (SMBs), enterprise merchants as well as financial institutions, Worldline targets accelerated profitable growth, ensuring a sustainable value proposition for all stakeholders.

Worldline has built a unique payment company in Europe

Since 2014, Worldline has achieved its strategic ambitions set at the IPO through a rigorous growth and consolidation strategy. This journey has positioned Worldline as a pan-European leader with significant processing scale, geographic reach, and comprehensive coverage of the payment value chain, while also quadrupling its revenue through organic growth and accretive M&A operations.

The Merchant Services division now accounts for circa 73% of the Group's annual revenue, expanding its online and omnichannel capabilities to meet the evolving demands of its customers. By offering integrated instore and online payment solutions, Worldline has differentiated itself as a leading provider, catering to around 15% of the European retail sector and establishing itself as a key partner for any payment brands looking to penetrate the European market.

Worldline also serves small and medium-sized businesses (SMBs) with localized digital solutions and an effective multi-channel go-to-market strategy.

In Financial Services, Worldline has more than doubled its size, becoming an essential partner for banks and financial institutions seeking to modernize their payment technology and improve their payment infrastructure amidst ever-evolving regulations and technology. This unique positioning has established Worldline as one of Europe's largest acquirers and transaction processors.

This consolidation has positioned Worldline in a favorable dynamic payment market, where large-scale specialized players like Worldline lead, as they can navigate the complexities of the European payments landscape, marked by evolving local regulations, diverse payment options, and high market fragmentation.





2024 – Accelerating transformation through strategic reorganization

Following a decade of strategic consolidation in the European payment market, Worldline has been through a year of transformation in 2024. The company's priority has shifted away from transformative acquisitions to focus on organic growth, product range expansion, distribution enhancements and operational efficiency to generate robust cash flows.

Our transformation plan, Power24, aims to accelerate the existing postintegration transformation efforts that leverage the benefits of a stabilised business scope, with the overarching goal of enhancing operational efficiency and competitiveness through a faster, more automated, and leaner organisation. Through Power24, Worldline completed in 2024 its reorganisation, renewed its management team, and realigned its fixed-cost base according to industry benchmarks. From a financial standpoint, the priority given to organic growth and the continued reduction of integration and rationalisation costs will enhance Worldline's free cash flow profile in the coming years.

2025 – Refocus and rebound

In 2025, our operational focus will shift towards customer centricity as a guiding principle across the company to restore our growth trajectory. After a year of transformation, management focus will be on customers' and partners' satisfaction as well as expansion to drive a successful rebound while maintaining continuous improvement efforts.

Our strategy for 2025 will entail a refocus of management attention towards core businesses, with defined action plans around the following priorities to rebound to profitable growth:

- In the Enterprise segment, the focus will be on targeting specific segments, cross-selling European acquiring services, and enhancing strategic partnerships.
- For Small and Medium Businesses (SMBs), efforts will center on creating an efficient digital customer journey, enhancing embedded payment solutions for Independent Software Vendors (ISVs) and partners, and developing competitive packages in new highgrowth areas.
- In Financial Services, priorities are key products such as card issuing, multi-rail fraud prevention, account-to-account payments, and instant payments.
- Mobility and Transactional Services (MeTS) will concentrate on its three core product pillars-Trusted Services, Transport and Mobility, and Omnichannel Interactions-Ily.

To drive our 2025 strategy, Worldline will focus on continuous cost improvement and operational excellence. Key transversal initiatives include digitisation and process automation through GenAI, acceleration of data driven management, and enhancing IT resilience and operational excellence. In parallel, our 2025 strategy will also involve selective portfolio pruning, targeting divestments of peripheral assets that have limited synergies with Worldline's core business.

For outlook 2025, refer to 2024 full year and Q1 2025 communications.

Given management's limited tenure and the potential impact of global volatility on consumer patterns, the Company needs to reassess its outlook and will provide further update at the first-half results publication on July 30th. In parallel, the management team is working together with the Board of Directors on the elaboration of a new strategic plan that will be presented at a Capital Market Day in the Autumn, with the primary objective to drive higher return.

Medium term ambitions

Through the transformation of our organisation, processes, and tools initiated in 2024 with Power24, Worldline aims to be the European leader in payment technology, outperforming within our key markets.

By capitalising on our strong market position, advanced technology, and robust distribution network, we will aim for a progressive reacceleration of revenue growth, exceptional customer satisfaction, and a reinforced commitment to corporate social responsibility.

Corporate Social Responsibility (CSR) strategy

Since 2014, the company has implemented a CSR strategy based on a materiality matrix that is regularly updated. This strategy defines the CSR ambitions of the company and is actioned through 5-year programmes called Trust. The Trust 2020 programme was launched in 2016 and the current programme, Trust 2025, is coming to a close. These programmes are directly connected with the company's strategy and are composed of projects with 5-year targets. The programmes aim to transform our company to ensure a higher level of resilience and meet new stakeholders' expectations in areas such as quality, security, customer satisfaction, ethics, social, environment and supplier engagement.

¹ Assuming current unchanged macro environment in our core geographies

² See Non-IFRS financial measures in section C.8.2. «Free cash flow» of the 2024 Universal Registration Document.

Corporate Social Responsibility

Our CSR vision

How Worldline meets environmental challenges as a payment services company

Worldline is deeply committed to Corporate Social Responsibility (CSR), as demonstrated by our strategic alignment with the Corporate Sustainability Reporting Directive (CSRD). Since 2015, Worldline has been carrying out a series of initiatives related to Environmental, Social, and Governance (ESG) considerations. Our action plan, aligned with the objectives of our Trust 2025 CSR transformation plan, is designed to ensure that we remain at the forefront of responsible business practices. Through the current Trust 2025 programme, we have identified and prioritised ESG aspects that are of significant relevance to our industry.

In the context of CSRD, Worldline has carried out a complete double materiality assessment, which has confirmed the relevance of themes that have been anchored in the company's strategy for many years. The momentum of the CSR transformation underway will be reinforced by the new regulations. This alignment illustrates the proactive commitments we have made in the past in the area of sustainability in payment services. Worldline will be integrating new projects to highlight our ESG and Green IT choices.

Worldline's commitments

- #1** Guarantee delivery excellence and utmost quality of services
- #2** Enhance customer experience through positive impact solutions
- #3** Foster people development, well-being and engagement
- #4** Promote fairness, diversity and inclusion for more equality and performance
- #5** Increase sustainable procurement practices within our value chain
- #6** Endorse ethics and confidence in all our activities
- #7** Contribute to carbon neutrality



Our climate strategy

Worldline recognizes the growing importance of sustainable practices and is committed to continuously optimizing its performance in this area.

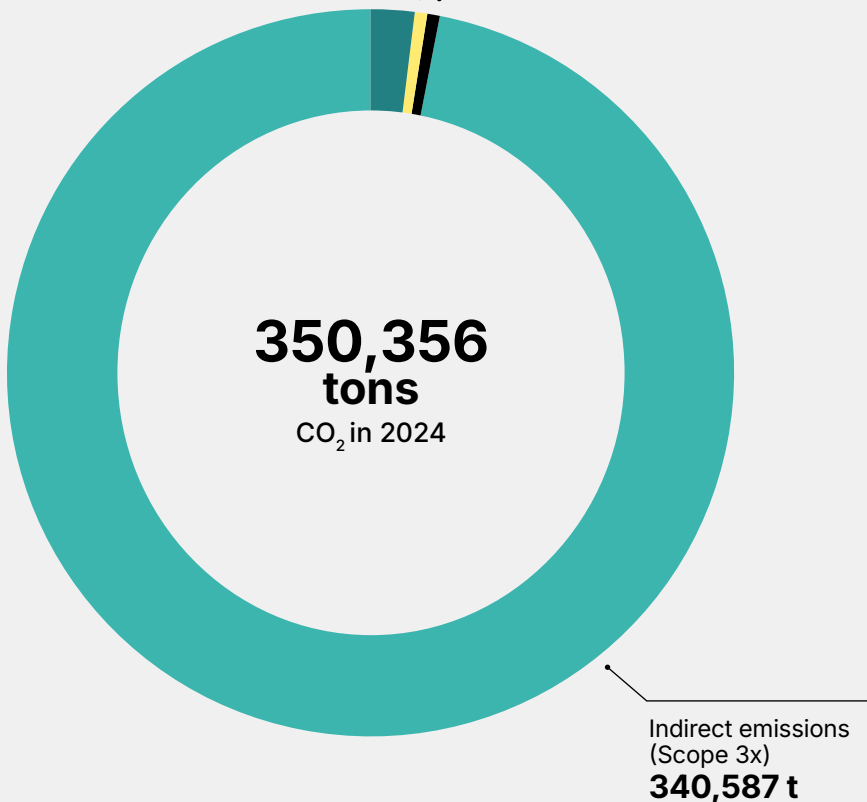
In this context, we have designed and implemented a low-carbon environmental strategy. Consistent with international guidelines to align the commitments reached at the Paris UN Climate Change Conference (COP21), our strategy factors in expectations from stakeholders, including customers in the countries where we operate, as well as civil society. Worldline has aligned its mid- and long-term CO₂ emissions reduction objectives with the Science Based Targets initiative (SBTi), following the GHG Protocol. This includes scope 1 and 2 emissions, covering direct emissions from owned or controlled sources (scope 1) and indirect emissions from purchased electricity, steam, heating, and cooling (scope 2). Additionally, we address the entire scope 3, focusing on CO₂ emissions linked to the services proposed to our customers and emissions generated by our suppliers, as part of our comprehensive approach.

Driven by our climate commitment, Worldline aims to contribute to the objectives of COP21. The company has set a goal to reduce our CO₂ emissions by 90% by 2050, reinforcing our dedication to long-term sustainability and environmental responsibility.

Initiatives to reduce our CO₂ emissions

CO₂ emissions for the year 2024

$$\begin{array}{rclcl} \text{Scope 1} & & \text{Scope 2} & & \text{Scope 3.6} & & \text{Direct} \\ 7,346 \text{ t} & + & 2,423 \text{ t} & + & 1,410 \text{ t} & = & \text{emissions} \\ & & & & & & 11,179 \text{ t} \end{array}$$



Climate initiatives

Optimizing data center efficiency

Digital sobriety in internal IT

Digital sobriety in IT production

Payment Transaction Life Cycle Analysis

Pricing model for emissions

Eco-design of solutions

Supplier commitment to Net Zero trajectory

Recognition by top non-financial ratings and rankings

In 2024, Worldline continues to be recognised as a leader in its sector by the principal non-financial ratings agencies.

Worldline is also recognised by the Financial Times as one of Europe's Climate Leaders 2024. Worldline ranked as one of Europe's 400 Climate Leaders in the fourth edition of the Financial Times-Statista list, with a score of 71/100.



Axylia : A score.



Carbon Disclosure Project : the rating was maintained at A-.



EcoVadis : maintained a score of 86/100.



EthiFinance : Worldline was recognised for the transparency of its extra-financial information by obtaining a score of 72/100.



ISS-ESG : Worldline maintained its B- score and Prime status.



MSCI : AA grade.



Vigeo Eiris (part of Moody's ESG Solution): Worldline obtained a score of 61/100.

Corporate governance

Operational Executive Committee

The Operational Executive Committee leads and implements Worldline's overall strategy and business ambitions, for the benefit of clients, employees, shareholders and society as a whole.

The Committee is organised as follows:



Alessandro Baroni
Head of Financial Services



Lisa Coleman
Head of Operational Excellence



Paul Marriott-Clarke
Head of Merchant Services



Christophe Duquenne
Chief Technology & Operations



Pierre-Antoine Vacheron
Chief Executive Officer



Florence Gallois
Chief People Officer



Caroline J        
Head of Mobility & e-Transactional Services



Charles-Henri de Taffin
General Secretary,
Head of Legal & Compliance



Joe Katz
Chief Risk Officer



Gr          
Chief Financial Officer



Board of Directors



Wilfried Verstraete

Chairman of the Board of Directors of Worldline
Independent Director



Aldo Cardoso

Independent Director



Giulia Fitzpatrick

Director



Jérôme Grivet

Director



Mette Kamsvåg

Independent Director



Marie-Christine Lebert

Employee Director



Agnès Park

Independent Director



Daniel Schmucki

Director



Nazan Somer Özelgin

Independent Director



Thierry Sommelet

Independent Director



Sylvia Steinmann

Independent Director



Dr. Michael Stollarz

Director



Stephan Van Hellemont

Employee Director

Representative of the Social and Economic Committee



Vincent Danten

Representative (incumbent) of the UES Worldline Social and Economic Committee

Key figures for the Board and Committees

As of December 31, 2024



64%*
Independence
(incl. Chairman)

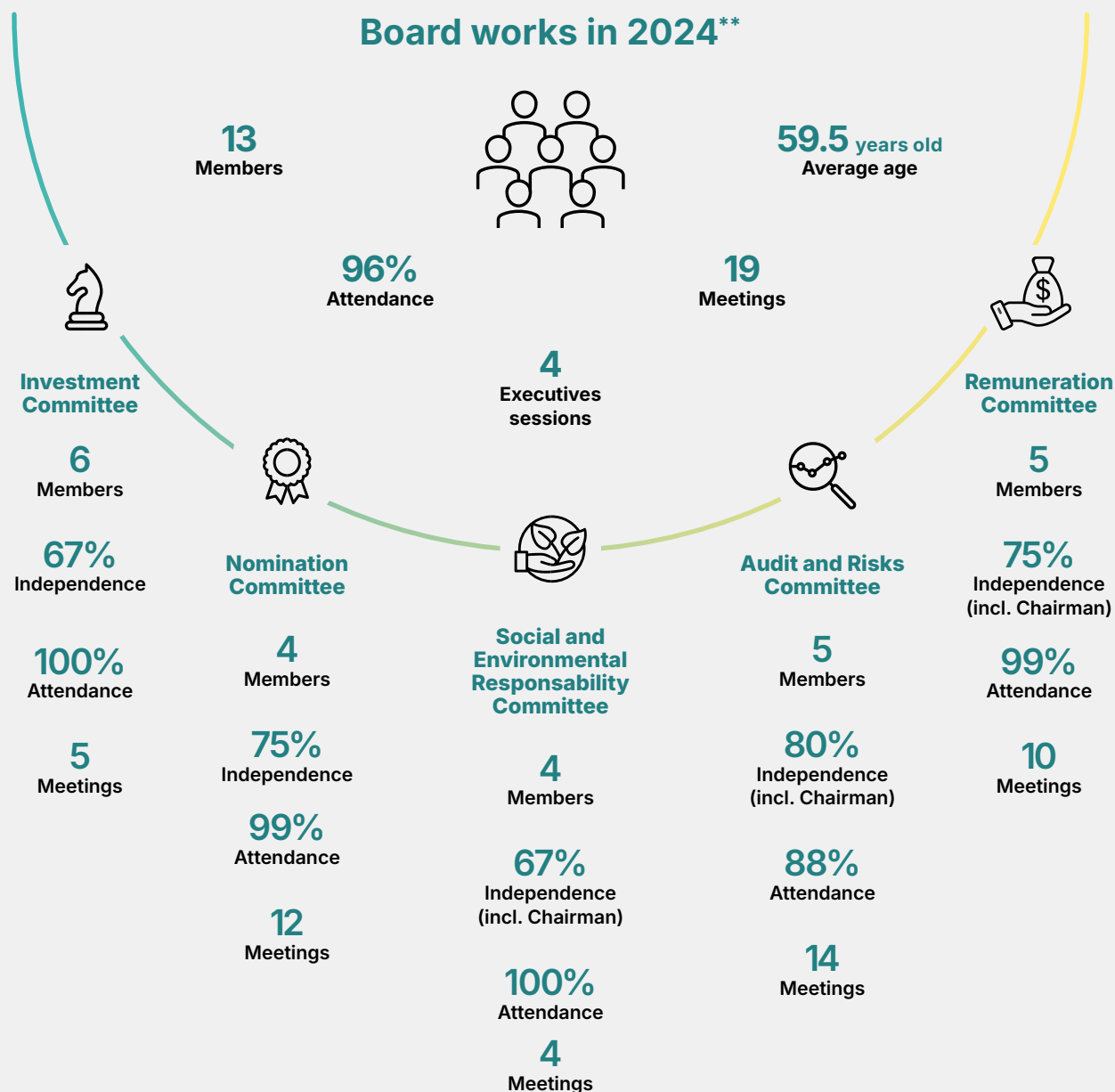


64%*
of non-French
nationalities



46%*
Feminisation
rate

Board works in 2024**



* Employee directors are not taken into account when calculating independence and gender diversity, in accordance with the law and the recommendations of the AFEP-MEDEF.

** As of December 31, 2024.

Directors' information

As of May 2, 2025

	Personal Details				Experience		Position on the Board of Directors				
	Name	Age	Gender	Nationality	Number of shares held	Number of corporate offices in other listed companies	Independence ¹	Date of first appointment	End of term of office	Seniority ⁴	Committee member
Chairman of the Board of Directors	Wilfried Verstraete	66	M	Belgian	10,000	0	Yes	March 20, 2024	AGM 2027	1	R*/N**/I
Directors	Aldo Cardoso	69	M	French	2,000	1	Yes	June 13, 2014	AGM 2026	11	AR*/I
	Giulia Fitzpatrick	65	F	American Italian	2,000	0	No	November 30, 2018	AGM 2026	6	N*/R**/SER**
	Jérôme Grivet	63	M	French	1,000	3	No	April 23, 2025	AGM 2027	<1	I
	Mette Kamsvåg²	54	F	Norwegian	3,000	2	Yes	April 30, 2019	AGM 2025	6	AR/I
	Agnès Park	54	F	French South-Korean	2,000	0	Yes	June 13, 2024	AGM 2027	1	SER*/N/R
	Daniel Schmucki	56	M	Swiss	750	0	No	March 19, 2020	AGM 2027	5	I*/AR
	Nazan Somer Özelgin	61	F	Turkish	2,000	2	Yes	October 28, 2020	AGM 2027	4	AR
	Thierry Sommelet	55	M	French	750	2	Yes	October 28, 2020	AGM 2026	4	N/R/I
	Sylvia Steinmann	60	F	German	1,500	1	Yes	June 13, 2024	AGM 2027	1	AR/SER
	Dr. Michael Stollarz²	58	M	German	1,570	0	No	October 28, 2020	AGM 2025	4	-
Employee directors	Marie-Christine Lebert	62	F	French	400 ³	0	No	May 17, 2019	AGM 2026	6	R
	Stephan Van Hellemont	57	M	Belgian	2,000 ³	0	No	June 8, 2023	AGM 2026	2	SER

AGM: Annual General Meeting

* Chairperson ** Vice-Chairperson

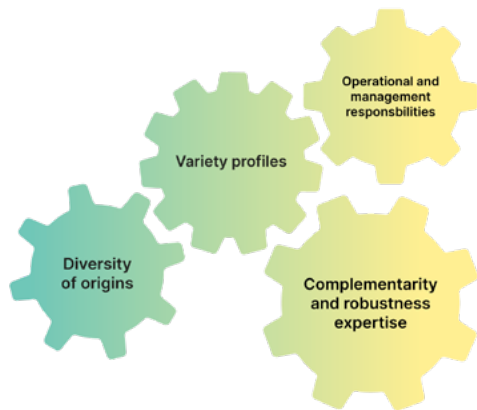
¹ The analysis of the independence of each director can be found in section E.1.4.5. of the 2024 Universal Registration Document

² Shareholders are asked to reappoint these directors at the Annual General Meeting.

³ In accordance with the Board's Internal Rules, employee directors are exempt from the obligation to own Worldline shares.

⁴ As of the date of the General Meeting of 5 June 2025.

Directors' skills



Expertises

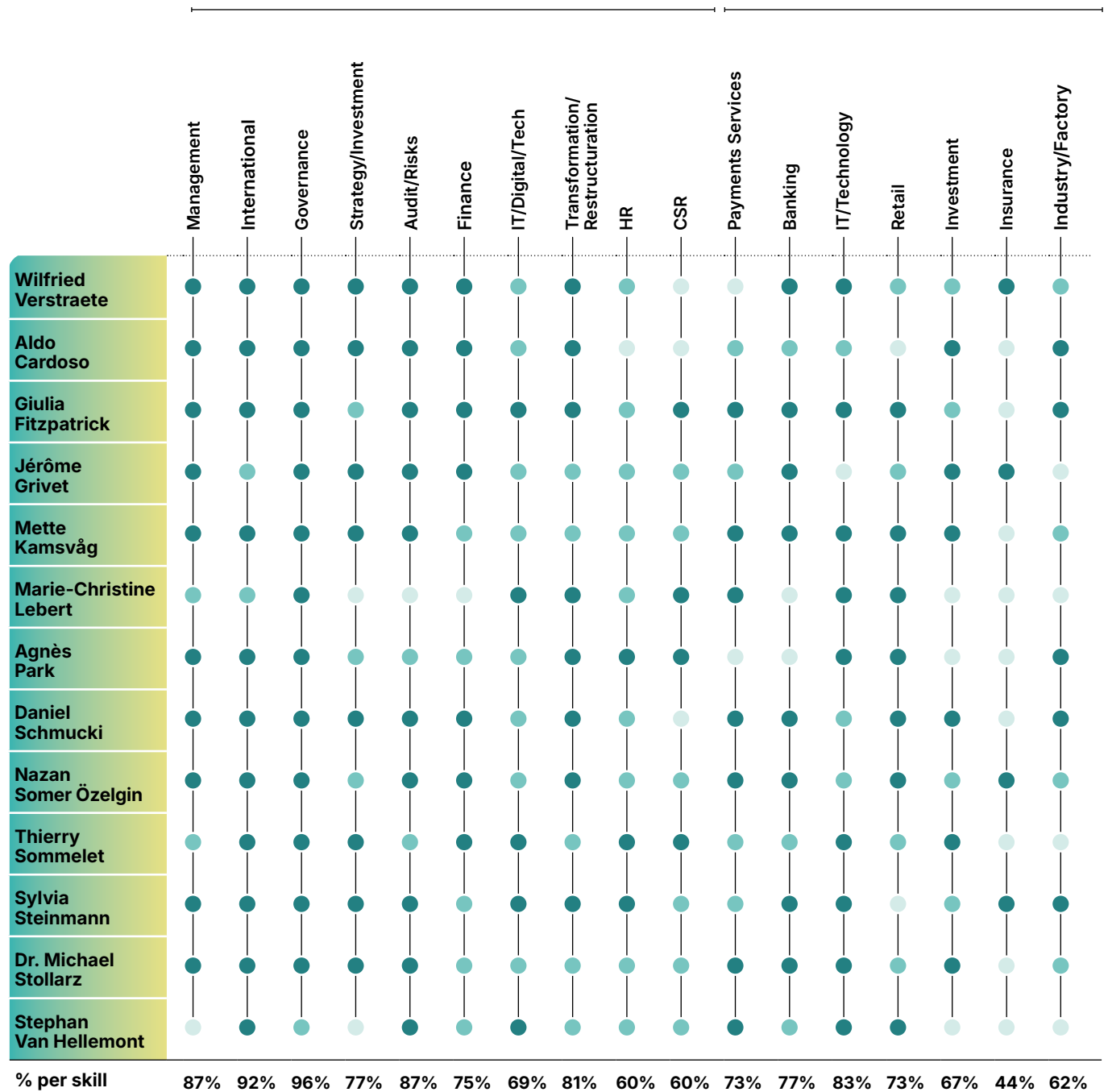
- Management
- International
- Governance
- Strategy/Investment
- Audit/Risks
- Finance
- IT/Digital/Tech
- Transformation/Restructuration
- HR
- CSR

Business Sectors

- Payment services
- Banking
- IT/Technology
- Retail
- Investment
- Insurance
- Industry/Factory

Expertises

Sectors



● Notions ● Knowledge ● Mastery or position held

Selection process of Directors

In accordance with article 9.3.1 of the Board's Internal Rules, the Nomination Committee has a special procedure for selecting and appointing directors (in particular independent directors). This procedure summarized hereunder is in line with the highest corporate governance standards. It takes into account the diversity policy defined each year by the Board of Directors, upon recommendation of the Nomination Committee.

When looking to recruit new Board members, the Nomination Committee first assesses the complementarity of the skillsets, experience, expertise and diversity of the existing Board of Directors. It then identifies those particular skills and diversity that will have the most impact on the collegiality, complementarity and effectiveness of the Board of Directors. In determining the appropriate profile for the new member, the Nomination Committee looks in particular at:

- the proportion of independent directors;
- appropriate representation of shareholders and strategic partners;
- the diversity policy of the Board of Directors; as well as
- the expectations of the Board of Directors itself as expressed in its annual self-assessment of its composition and functioning.

Once the need for a new director has been identified, appropriate procedures are put in place by the Nomination Committee, in consultation with the Chairperson of the Board of Directors and the support of the Secretary of the Board, and if necessary, an external consultant, to determine the process and timeline, define the profile, identify potential candidates and proceed with their selection.

Interviews with these candidates are then conducted, particularly with members of the Nomination Committee, with a view to making a recommendation to the Board of Directors. The Nomination Committee ensures that the candidate's profile is in line with the sought-after skills and experience, as well as their availability, absence of conflicts of interest, and, if applicable, independence in accordance with the criteria defined in the AFEP-MEDEF Code.

The Board of Directors reviews the work of the Nomination Committee, meets on the candidate(s) proposed by the Committee, deliberates and proposes, where appropriate, its appointment of the selected candidate as a director for approval by the Shareholders' Meeting. Exceptionally and under certain conditions, the Board of Directors may co-opt directors, subject to subsequent ratification by the shareholders at the next following meeting.

Additionally, a specific selection process exists for directors representing employee and shareholders in accordance with Article 16 of the Company's Bylaws. The first employee director is appointed by the Company's Social and Economic Committee, while the second is appointed by the European Works Council. The employee shareholder representative director is elected by the Shareholders' Meeting from among the candidate or candidates designated by the employee shareholders. In fact, the supervisory boards of mutual investment funds must notify the Chairman of the Board of Directors of the identity of the candidate or candidates elected within their ranks prior to the Shareholders' Meeting. The Board of Directors may decide to recommend the appointment of a candidate to the Shareholders' Meeting.

Director selection process



#1 Process

- Determination of the envisaged selection process
- Support from external firm if necessary
- Setting of the timetable

#2 Profile

- Assessment of the complementarity of skills, experience and expertise within the Board in accordance with the defined diversity policy
- Definition of needs
- Definition of the profile sought

#3 Candidatures

- Establishment of procedures by the Nomination Committee to determine the process for selecting candidates
- Review of the candidatures
- Identification of potential candidates with a view to selection

#4 Selection

- Interviews with selected candidates by the Nomination Committee
- Review of the suitability with the profile sought and defined at the beginning of the selection process
- Review of the availability, absence of conflicts of interest and independence, where applicable, of the selected candidates
- Recommendation of the Nomination Committee to the Board of Directors

#5 Decision

- Review by the Board of Directors of the candidates selected by the Nomination Committee
- Deliberation by the Board of Directors on the selected candidates
 - Proposal for appointment by the Shareholders' Meeting
 - Co-optation by the Board of Directors and proposed ratification by the Shareholders' Meeting

Individual attendance rate of Directors in 2024

	Board of Directors	Audit and Risks Committee	Nomination Committee	Remuneration Committee	Investment Committee	Social and Environmental Responsibility Committee
Wilfried Verstraete (Chairman) ¹	100%	-	100%	100%	100%	-
Gilles Grapinet ²	100%	-	-	-	100%	100%
Gilles Arditti ³	91%	80%	-	-	100%	-
Agnès Audier ³	100%	-	-	-	-	100%
Aldo Cardoso	100%	100%	-	-	100%	-
Giulia Fitzpatrick	89%	80%	100%	100%	-	100%
Olivier Gavalda ⁴	75%	-	-	-	100%	-
Lorenz von Habsburg Lothringen ³	100%	-	100%	100%	100%	-
Mette Kamsvåg	89%	93%	-	-	100%	-
Danielle Lagarde ³	100%	-	100%	100%	-	100%
Marie-Christine Lebert	95%	-	-	100%	-	-
Agnès Park ⁴	100%	-	100%	100%	-	100%
Caroline Parot ³	82%	80%	-	-	-	-
Georges Pauget ³	100%	-	100%	100%	-	-
Daniel Schmucki	100%	85%	-	-	100%	-
Nazan Somer Özelgin	100%	88%	-	-	-	-
Thierry Sommelet	89%	-	92%	90%	100%	-
Sylvia Steinmann ⁴	100%	100%	-	-	-	100%
Dr. Michael Stollarz	100%	-	-	-	-	-
Stephan Van Hellemont	100%	-	-	-	-	100%
Average attendance	96%	88%	99%	99%	100%	100%

* These tables show the attendance rates of the Board's standing committees. They do not include the Ad Hoc Committee, which was set up temporarily and for which the overall attendance rate is 100% in 2024.

¹ Term of office effective March 20, 2024.

² Term of office ending September 30, 2024.

³ Term of office expiring at the end of the Shareholders' Meeting of June 13, 2024.

⁴ Term of office effective at the end of the Shareholders' Meeting of June 13, 2024. Olivier Gavalda has resigned from his position as director on 23 April 2025.

Works of the Board of Directors in 2024



Strategy

- Review of Group strategy and positioning, market trends and the competitive landscape as well as the portfolio
- Review of strategic projects, investments and acquisitions, cessions as well as portfolio pruning
- Review of the Group's development and growth strategy at operational level
- Crédit Agricole's partnership and creation of a joint-venture (Cawl)
- Follow-up of the implementation of the CSR and climate change strategy



Performance and finance

- Review of the Group's business, economic situation and performance, in particular with regard to predefined criteria as well as the market and competitors
- Group performance and activities
- Analysis of the financial and extra-financial performance
- Review of debt and financing strategy for 2024
- Follow-up of the accelerated transformation plan of the Group (Power24)
- Implementation of a new syndicated Revolving Credit Facility
- Renewal of the EMTN program
- Bond issuing in the context of the EMTN program
- Implementation of a share purchase program
- Financial communication



Audit, risks and compliance

- Review and closing of the annual and consolidated financial statements for 2023 and the consolidated half-yearly financial statements for 2024
- Review of performance and forecasts as well as guidance
- Review of the budget and objectives
- Review of the mapping of the Group's major risks and its evolutions
- Mapping of anti-corruption risks
- Internal control and internal audit
- Monitoring specific risks
- Monitoring regulatory matters and key interactions with regulators
- Monitoring the Group's compliance initiatives, in particular financial crime as well as prevention and detection of corruption and influence peddling



Ethics and CSR

- Review of climate strategy
- Follow-up of the Group's actions with regards to ethics
- Review of the extra-financial performance declaration (sustainability report)
- Follow-up and implementation of CSR regulations (taxonomy, CSRD, carbon neutrality, etc.)
- Review of the Declaration on Modern Slavery for 2023
- Review of the Company's and corporate social responsibility initiatives and performance (TRUST 2025)



Governance

- Review of the composition of the Board and its Committees
- Work on resizing the Board of Directors
- Selection process for the new Chairman of the Board of Directors and new directors
- Selection process for the Chief Executive Officer
- Internal assessment of the Board of Directors and its Committees
- Review of the diversity and non-discrimination policy within the Board of Directors and management bodies
- Monitoring of the constant improvement plan of the Board's functioning
- Review of the succession plan
- Monitoring of the shareholders dialogue



Compensation and human resources

- Definition of the 2024 compensation policy applicable to Company officers
- Assessment of the 2023 targets for the variable compensation of Executive Company Officers
- Allocation of performance shares to employees and Executive Company Officers
- Implementation of a retention plan for the main senior managers and employees
- Adjustment of the performance conditions for the variable remuneration of Executive Company Officers
- Works on the new employee share ownership plan (Boost)
- Monitoring of the Group's talents management

Composition, key figures and works of the Committees in 2024

Audit and Risks Committee

5
members

80%
independence rate
(including the Chairman)

14
meetings*

88%
Attendance rate

*including joint-session with the Social and Environmental Responsibility Committee on the implementation of the CSRD

Composition	Independence*	Quality	First nomination	Attendance rate
Aldo Cardoso	Yes	Chairman	June 26, 2014	100%
Mette Kamsvåg	Yes	Member	April 30, 2019	93%
Daniel Schmucki	No	Member	June 9, 2024	85%
Nazan Somer Özelgin	Yes	Member	June 13, 2024	88%
Sylvia Steinmann	Yes	Member	June 13, 2024	100%

* Independence within the meaning of the AFEF-MEDEF Code as assessed by the Board of Directors.

Changes in the composition of the Audit and Risks Committee

	Composition	Quality	Type	Date
Changes in 2024	Gilles Arditti*	Member	Resignation	June 13, 2024
	Giulia Fitzpatrick	Member	Departure of the Committee	June 13, 2024
	Caroline Parot*	Member	Resignation	June 13, 2024
	Nazan Somer Özelgin*	Member	Appointment	June 13, 2024
	Sylvia Steinmann*	Member	Appointment	June 13, 2024

*Independent.

Works of the Audit and Risks Committee

Finance

- review of the Group's business, economic situation, market position, and competitors;
- analysis and monitoring of financial and extra-financial performance, as well as Group activities as well as forecasts and guidelines;
- review of the 2025 Budget and objectives;
- evaluation of debt, financing status for 2024, and implementation of a new syndicated Revolving Credit Facility;
- renewal and bond issuance within the EMTN program;
- implementation of a share purchase program and financial communication strategies; and
- review and closing of financial statements for 2023 and H1 2024, including performance forecasts and guidance.

Internal audit, Risk & Compliance

- assessment of major risk mapping, including changes and anti-corruption risks;
- oversight of internal control, audit processes, and regulatory relationships; and
- monitoring compliance initiatives in particular in financial crime, regulatory and for corruption prevention and detection.

Other topics

- monitoring of the Group's accelerated transformation plan, Power24; and
- examination of sustainability KPIs and reporting in line with CSRD requirements as well as the appointment of the sustainability auditor.



Nomination Committee

4
members

75%
independence rate

12
meetings

99%
Attendance rate

Composition	Independence*	Quality	First nomination	Attendance rate
Giulia Fitzpatrick	No	Chairwoman	June 13, 2024	100%
Wilfried Verstraete	Yes	Vice-Chairman	March 20, 2024	100%
Agnès Park	Yes	Member	June 13, 2024	100%
Thierry Sommelet	Yes	Member	October 28, 2020	92%

* Independence within the meaning of the AFEP-MEDEF Code as assessed by the Board of Directors.

Changes in the composition of the Nomination Committee

	Composition	Quality	Type	Date
Changes in 2024	Wilfried Verstraete*	Member	Appointment	March 20, 2024
	Lorenz von Habsburg-Lothringen	Chairman	End of mandate	June 13, 2024
	Georges Pauget*	Vice-Chairman	Resignation	June 13, 2024
	Danielle Lagarde*	Member	End of mandate	June 13, 2024
	Giulia Fitzpatrick	Chairwoman	Appointment	June 13, 2024
	Wilfried Verstraete*	Vice-Chairman	Appointment**	June 13, 2024
	Agnès Park*	Member	Appointment	June 13, 2024

* Independent

** Wilfried Verstraete was previously member of the Committee.

Works of the Nomination Committee

Composition of the Board

- review of Board and Committee membership (diversity, complementary of experience, independence, gender, other positions, etc.);
- proposals related to the resizing and the evolution of the Board of Directors and its Committee's composition;
- follow-up on the diversity and non-discrimination policy within the Board of Directors and the management bodies;
- review of requirements in terms of profiles and skills and search for candidates with an external firm, resulting in the nomination of three new directors;

Functioning of the Board

- review of the Company's governance mode;
- follow-up on the governance recommendations of the AFEP-MEDEF Code;
- review of the independence of directors and the absence of conflict of interests;
- conducting the internal assessment of the Board of Directors and its Committees;

Selection of the Company Officers

- review of the succession plan of the Board of Directors and Company Officers ;
- conducting the selection process of the Chairman of the Board of Directors;
- designation of an Interim Chief Executive Officer; and
- conducting the selection process of a new Chief Executive Officer.

Remuneration Committee

5
members

75%
independence rate*
(including the Chairman)

10
meetings

99%
Attendance rate

* Employee Directors are not taken into account when calculating this percentage.

Composition	Independence*	Quality	First nomination	Attendance rate
Wilfried Verstraete	Yes	Chairman	June 13, 2024	100%
Giulia Fitzpatrick	No	Vice-Chairwoman	June 13, 2024	100%
Marie-Christine Lebert ²	N/A	Member	October 28, 2020	100%
Agnès Park	Yes	Member	June 13, 2024	100%
Thierry Sommelet	Yes	Member	October 28, 2020	90%

* Independence within the meaning of the AFEP-MEDEF Code as assessed by the Board of Directors.

** Employee Director

Changes in the composition of the Remuneration Committee

	Composition	Quality	Type	Date
Changes in 2024	Georges Pauget*	Chairman	Resignation	June 13, 2024
	Lorenz von Habsburg-Lothringen	Vice-Chairman	End of mandate	June 13, 2024
	Danielle Lagarde*	Member	End of mandate	June 13, 2024
	Wilfried Verstraete*	Chairman	Appointment	June 13, 2024
	Giulia Fitzpatrick	Vice-Chairwoman	Appointment	June 13, 2024
	Agnès Park*	Member	Appointment	June 13, 2024

* Independent.

Works of the Remuneration Committee

Assessment of the 2023 performance

- assessment of Executive Company Officers' performance with respect to the 2023 compensation policy and determining compensation;
- review of the targets for the variable compensation of the Executive Company Officers;
- conversion of the 2023 variable annual compensation of Executive Company Officers into shares;
- compensation for the Chairman of the Board of Directors and the directors for the 2023 financial year and estimates for 2024;

2024 Compensation policy

- proposals relating to the amount of the Chairman of the Board of Directors' compensation and of the compensation for directors to be proposed to the Shareholders' Meeting and the terms and conditions for granting this compensation;
- definition of the compensation policy for Company Officers and directors;
- review of the compliance of Executive Company Officers compensation with the recommendations of the AFEP-MEDEF Code;

LTI Plans

- proposals regarding the granting of performance shares plans in favor of the employees and the Group's Executive Company Officers;
- assessment of the performance conditions of current performance shares and stock option plans;
- proposals related to a retention plan in the context of the Power24 program and the implementation of a share purchase program;
- proposals regarding the structure and the envelop of the 2025 LTI plan;
- works related to the structure of the variable compensation of the Executive Company Officers, in particular levelling of the financial performance indicators considering the macro-economic context of inflation and the subsequent pressure on the Company's costs;
- works of the new employee share ownership plan (Boost);

Departure conditions of former Company Officers

- setting financial conditions of the Chief Executive Officer's departure and those relating to the interim Chief Executive Officer.

Investment Committee

6
members

67%
independence rate

5
meetings

100%
Attendance rate

Composition	Independence*	Quality	First nomination	Attendance rate
Daniel Schmucki	No	Chairman	June 9, 2020	100%
Wilfried Verstraete	Yes	Member	March 20, 2024	100%
Aldo Cardoso	Yes	Member	December 12, 2016	100%
Olivier Gavalda**	No	Member	June 13, 2024	100%
Mette Kamsvåg	Yes	Member	October 28, 2020	100%
Thierry Sommelet	Yes	Member	October 28, 2020	100%

* Independence within the meaning of the AFEP-MEDEF Code as assessed by the Board of Directors.

** Olivier Gavalda has been replaced by Jérôme Grivet since April 23, 2025.

Changes in the composition of the Investment Committee

	Composition	Quality	Type	Date
Changes in 2024 and 2025	Wilfried Verstraete*	Member	Appointment	March 20, 2024
	Gilles Arditti*	Member	Resignation	June 13, 2024
	Lorenz von Habsburg-Lothringen	Member	End of mandate	June 13, 2024
	Olivier Gavalda	Member	Appointment	June 13, 2024
	Gilles Grapinet	Member	Departure	September 30, 2024
	Olivier Gavalda	Member	Resignation	April 23, 2025
	Jérôme Grivet	Member	Appointment	April 23, 2025

* Independent.

Works of the Investment Committee

Follow-up of the strategy

- review of the Company's strategic roadmap from an operational and acquisitions perspective as well as portfolio pruning;
- review of strategic projects, investments and partnerships, as well as areas for development and growth at operational level;
- works on the Company's strategic plan for the coming years;
- review of the macro-economic evolutions and market trends (transformation of the payment industry, development in technologies, evolution in the competitive landscape), portfolio and positioning of the Group.

Investments and integration

- review of various strategic projects, in particular the follow-up of the implementation of the partnership with Crédit Agricole (creation of the joint-venture Cawl) and acquisition of merchant acquiring business of Credito Emiliano;
- follow-up on post-merger integration and synergies programs;

Transformation

- follow-up of the Group's accelerated transformation program in particular (Power24).

Social and Environmental Responsibility Committee

4
members

67%
independence rate*
(including the Chairwoman)

4
meetings**

100%
Attendance rate

* Employee Directors are not taken into account when calculating this percentage.

** including a joint-session with the Audit and Risks Committee on the implementation of the CSRD

Composition	Independence*	Quality	First nomination	Attendance rate
Agnès Park	Yes	Chairwoman	June 13, 2024	100%
Giulia Fitzpatrick	No	Vice-Chairwoman	November 11, 2018	100%
Sylvia Steinmann	Yes	Member	June 13, 2024	100%
Stephan Van Hellemont**	N/A	Member	June 13, 2024	100%

* Independence within the meaning of the AFEF-MEDEF Code as assessed by the Board of Directors.

** Employee Director

Changes in the composition of the Social and Environmental Responsibility Committee

	Composition	Quality	Type	Date
Changes in 2024	Danielle Lagarde*	Chairwoman	End of mandate	June 13, 2024
	Agnès Audier*	Member	Resignation	June 13, 2024
	Agnès Park*	Chairwoman	Appointment	June 13, 2024
	Giulia Fitzpatrick	Vice-Chairwoman	Appointment	June 13, 2024
	Stephan Van Hellemont**	Member	Appointment	June 13, 2024
	Gilles Grapinet	Member	Departure	September 30, 2024

* Independent.

** Employee Director

Works of the Social and Environmental Responsibility Committee

Follow-up of the CSR strategy

- review of the climate strategy;
- review of the objectives and action plan of the Group regarding Global carbon neutrality (United Nations goals) and of the suppliers program;
- Review and alignment of Trust 2025 program's results, costs, and next steps, including KPI targets and CSR-related performance conditions for executive compensation, in alignment with the Remuneration Committee;
- review of the performance and strategy in terms of diversity;
- review of the environmental impacts related to IT support of the Company;
- review of the external analysis on the carbon print of digital payments systems;

Extra-financial reporting

- review of the Extra-Financial Performance Statement included in the 2023 URD;
- works related to the follow-up of the CSRD regulation and its implementation, in coordination with other Committees in their respective areas and with joint-sessions as necessary, in particular the review of the double materiality matrix, the appointment of the sustainability auditor, the allocation of tasks to the various committees (in coordination with the Audit and Risks Committee) and the review of the sustainability report;
- review of the Company's positioning in terms of extra-financial assessments in relation to the market trends;

Philanthropy

- review of the philanthropy and donations activities in 2024, in particular the social initiatives and works of the Worldline Foundation.

Proposed renewal of directors



Mette Kamsvåg

- Independent Director
- Member of the Audit and Risks Committee
- Member of the Investment Committee

Main activity:

- Advisor at M-K Consulting AS

Attendance rates 2024:

- Board of Directors: 89%
- Audit and Risks Committee: 93%
- Investment Committee: 100%

Key skills:

- Management
- Finance
- CSR
- IT, Technology
- Payment Services

Business address:

Fannesfjordsveien 118,
6421 Molde,
Norway

Number of shares:** 3,000

Date of birth (and age):

January 17, 1971 (54 years old)

Nationality : Norway

First appointment:

April 30, 2019

Reappointment:

June 9, 2022

Term expires on:

2025 AGM deliberating
on the 2024 financial
statements

Biography – Professional experience – Fields of expertise

Mette Kamsvåg has twenty years' experience in the IT and payment services sectors.

She has been a member of the management of BBS and Nets for fifteen years with responsibility for sales, products and business development.

She was CEO of Nets from 2011 to 2014.

Since 2014, she has been on the Board of several companies and is currently an active Board member of SpareBank1 SMN. She is currently chair of the Boards of group.ONE, WebMed and SmartCraft ASA.

She has deep knowledge of the payment services, in particular as regards the Nordic markets.

She holds a master in Business and Economics from BI Norwegian School of Management.

List of positions and offices held in French and foreign companies

Other positions and offices held on December 31, 2024

Within the Worldline Group: None

Outside the Worldline Group:

Foreign countries:

- Chairwoman of the Board of Directors of group.ONE
- Director of SpareBank 1 SMN*
- Chairwoman of the Board of Directors of SmartCraft ASA*
- Chairwoman of the Board of Directors of WebMed AS

Other positions and offices held during the last five years

Within the Worldline Group: None

Outside the Worldline Group:

Foreign countries:

- Chairwoman of the Board of Directors of Maritech Systems AS (until April 2024)
- Chairwoman of the Board of Directors of Norkart AS (until July 2023)
- Director of SIVA AS (until August 2021)

* Listed company

** As of May 2, 2025



Dr. Michael Stollarz

- Director

Main activity:

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

Attendance rates 2024:

- Board of Directors: 100%

Key skills:

- Management
- Investments
- Banking
- IT, Technology

Business address:

Deutscher Sparkassen Verlag Am Wallgraben 115
Stuttgart, D-70565
Germany

Number of shares:** 1,570

Date of birth (and age):

June 17, 1966 (58 years old)

Nationality: German

First appointment:

October 28, 2020

Reappointment:

June 9, 2022

Term expires on:

2025 AGM deliberating on the 2024 financial statements

Biography – Professional experience – Fields of expertise

Dr. Michael Stollarz has been Chief Executive Officer of Deutscher Sparkassen Verlag GmbH (DSV group) since January 2018.

He began his career with an apprenticeship in banking.

After a series of internships at Westdeutscher Handwerkskammertag and Hornblower Fischer, he joined the publishing house Handelsblatt as legal counsel. He was quickly promoted to Head of the Investment department.

In 2007, he was appointed to the Executive Committee. In particular, he was responsible for the digitalization of the Group, specialized media and corporate publishing.

After twelve years at Handelsblatt, he took over the management of Hubert Burda International GmbH as Director of Digital Strategy and Managing Director of the International Affairs branch.

He was then founding partner at Executive Interim Partners GmbH and Managing Director at Flick Gocke Schaumburg shortly afterwards.

He later joined the DSV group. In addition to his role as Chief Executive Officer of the DSV group, he is a member of several Supervisory Boards, Advisory Boards and Committees.

He has also been manager of Otto Schmidt Beteiligungsgesellschaft since 2016.

He holds a doctorate in law.

List of positions and offices held in French and foreign companies

Other positions and offices held on December 31, 2024

Within the Worldline Group:

Foreign countries:

- Vice Chairperson of the Shareholders' Committee of Worldline PAYONE Holding GmbH

Outside the Worldline Group:

Foreign countries:

- Chief Executive Officer of Deutscher Sparkassen Verlag GmbH (Germany)
- Manager of Otto Schmidt Beteiligungsgesellschaft GmbH (Germany)
- Member of the Executive Committee of the German Savings Banks Association (DSGV) (Germany)
- Chairman of the Advisory Board of S-Markt & Mehrwert GmbH & Co. KG (Germany)
- Chairman of the Advisory Board of SCommunication Services GmbH (Germany)
- Member of the Supervisory Board of qards GmbH (Germany)
- Member of the Supervisory Board of EURO Kartensysteme GmbH (Germany)
- Vice-Chairman of the Supervisory Board of paydirekt GmbH (Germany)
- Member of the Supervisory Board of Bad Homburger Inkasso GmbH (Germany)
- Member of the Board of Directors of German Savings Bank Foundation for international collaboration (Germany)

Other positions and offices held during the last five years

Within the Worldline Group:

France:

- Director of Worldline IGSA* (until October 2020)

Foreign countries:

- Member of the Shareholders' Committee of Ingenico PAYONE Holding GmbH (Germany)
- Chairman and member of the Supervisory Board of PAYONE GmbH (Germany)

Outside the Worldline Group: None

* Listed company

** As of May 2, 2025

Proposed ratification of co-optation



Jérôme Grivet

- Director
- Member of the Investment Committee

Main activity:

- Deputy Chief Executive Officer in charge of steering and control functions at Crédit Agricole S.A.*

Key skills:

- Management
- Governance
- Strategy/Investments
- Finance

Business address:

12, place des États-Unis
92127 Montrouge Cedex –
France

Number of shares:** 1,000

Date of birth (and age):

March 26, 1962 (63 years old)

Nationality : French

First appointment:

April 23, 2025

Term expires on:

2027 AGM deliberating
on the 2026 financial
statements

Biography – Professional experience – Fields of expertise

A graduate of the Institute of Political Studies (Institut d'études politiques) in Paris, the National School of Administration (École nationale d'administration) and ESSEC, Jérôme Grivet began his career at the French Inspection Générale des finances in 1989. He was Advisor for European Affairs to then-Prime Minister Alain Juppé before joining Crédit Lyonnais in 1998 as Head of the Finance and Management Control department of the commercial bank in France. In 2001 he was appointed Head of Strategy at Crédit Lyonnais. He went on to hold the same position at Crédit Agricole S.A. In 2004 he was in charge of Finance, Corporate Secretariat and Strategy at Calyon before being appointed Deputy Chief Executive Officer in 2007. At the end of 2010, Jérôme Grivet was appointed Chief Executive Officer of Crédit Agricole Assurances and Chief Executive Officer of Predica. In May 2015, he was appointed Deputy General Manager of Crédit Agricole S.A., in charge of the Group Finance division.

Since September 2022 Jérôme Grivet has served as Deputy Chief Executive Officer of Crédit Agricole S.A. in charge of steering and control functions.

List of positions and offices held in French and foreign companies

Other positions and offices held on December 31, 2024

Within the Worldline Group: None

Outside the Worldline Group:

France:

- Deputy Chief Executive Officer of Crédit Agricole S.A.*
- Director, member of the Audit and Accounts Committee, and member of the Investment Committee of Nexity*
- Chairman of the Supervisory Board of Fonds de Garantie des Dépôts et de Résolution
- Member of the Supervisory Board of Breega Venture I/ Breega Venture II
- Director of CACEIS and CACEIS Bank
- Treasurer of Crédit Agricole Solidarité et Développement Foundation
- Chairman of CACIF

As Crédit Agricole's permanent representative:

- Director of Crédit Agricole Immobilier
- Director of Crédit Agricole Assurances Retraite
- Chairman of SAS Evergreen Montrouge
- Manager of SCI Quentyvel

As Predica's permanent representative:

- Director of Covivio*

Other positions and offices held during the last five years

Within the Worldline Group: None

Outside the Worldline Group:

France:

- Deputy Chief Executive Officer in charge of Finance of Crédit Agricole S.A.*
- Vice-Chairman of the Supervisory Board of the Fonds de Garantie des dépôts et de Résolution (until 2023)

* Listed company
** As of May 2, 2025

Composition of the Board after the 2025 AGM

Number of Directors

13

Foreign directors

64%*

Gender diversity

46%*

Independence

64%*

* The employee directors are not considered for the purpose of calculating the ratios and averages presented above.



Wilfried Verstraete
Chairman of the Board of Directors of Worldline
Independent Director



Aldo Cardoso
Independent Director



Giulia Fitzpatrick
Director



Jérôme Grivet
Director



Mette Kamsvåg
Independent Director



Marie-Christine Lebert
Employee Director



Agnès Park
Independent Director



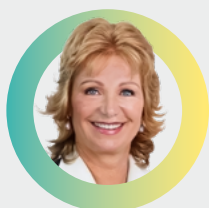
Daniel Schmucki
Director



Nazan Somer Özelgin
Independent Director



Thierry Sommelet
Independent Director



Sylvia Steinmann
Independent Director



Dr. Michael Stollarz
Director



Stephan Van Hellemont
Employee Director

Representative of the Social and Economic Committee



Vincent Danten
Representative (incumbent) of the UES Worldline Social and Economic Committee

Composition of the specialized Committees following the 2025 AGM



Audit and Risks Committee

Aldo Cardoso^C

Mette Kamsvåg
Daniel Schmucki
Nazan Somer Özelgin
Sylvia Steinmann

5
members

80%
Independence ✓
(incl. Chairman)



Nomination Committee

Giulia Fitzpatrick^C

Wilfried Verstraete^{V-C}
Agnès Park
Thierry Sommelet

4
members

75%
Independence ✓



Investment Committee

Daniel Schmucki^C

Aldo Cardoso
Jérôme Grivet
Mette Kamsvåg
Thierry Sommelet
Wilfried Verstraete

6
members

67%
Independence



Remuneration Committee

Wilfried Verstraete^C

Giulia Fitzpatrick^{V-C}
Marie-Christine Lebert^{(1) ✓}
Agnès Park
Thierry Sommelet

5
members

75%⁽²⁾
Independence ✓
(incl. Chairman)



Social and Environmental Responsibility Committee

Agnès Park^C

Giulia Fitzpatrick^{V-P}
Sylvia Steinmann
Stephan Van Hellefont⁽¹⁾

4
members

67%⁽²⁾
Independence
(incl. Chairwoman)



✓ Compliant with Afep-Medef Code

^C Chairman

^{V-C} Vice-Chairman

⁽¹⁾ Employee director

⁽²⁾ Employee directors are not taken into account for the calculation of the Independence



Compensation of Company Officers

For further information on the compensation of Corporate Officers, please refer to section E.2 of the 2024 Universal Registration Document.

Components of compensation due or awarded for the 2024 financial year to Georges Pauget, interim Chairman of the Board of Directors from January 1st to June 13th, 2024

The components making up the total compensation and fringe benefits of all kinds paid or allocated to Georges Pauget for the 2024 financial year, as interim Chairman of the Board of Directors from January 1st to June 13th, 2024, are a strict application of the compensation policy approved by the General Meeting held on June 13, 2024 (resolution 18). They are summarized in the below table and will be submitted to the vote of the 2025 General Meeting:

Components of compensation subject to approval	Amounts paid during the year ended (in €)	Amounts awarded during the year or accounting value (in €)	Presentation
Annual compensation	135,000	135,000	Remuneration awarded and paid prorata temporis to Georges Pauget for his duties for the period from 1 January to 13 June 2024.
Annual variable compensation	0	0	This compensation component is not applicable, as it is not included in the compensation policy applicable to the Chairman of the Board of Directors. The absence of variable compensation reflects the Chairman's independence from the Executive management.
Value of performance shares granted during the year	0	0	This compensation component is not applicable, as it is not included in the compensation policy applicable to the Chairman of the Board of Directors. The absence of variable compensation reflects the Chairman's independence from the Executive management.
Exceptional compensation	0	0	This compensation component is not applicable, as it is not included in the compensation policy applicable to the Chairman of the Board of Directors.
Compensation allocated to Directors	0	0	No compensation was paid/awarded to Georges Pauget for his duties as a Worldline's director since his appointment as interim Chairman of the Board of Directors, in accordance with the remuneration policy for the Chairman of the Board of Directors.
Fringe benefits	0	0	The Chairman of the Board of Directors does not receive any fringe benefit. He is reimbursed for expenses incurred in the course of his duties, in particular travel expenses.
Supplementary pension plan	0	0	The Chairman of the Board of Directors does not receive any supplementary pension plans.
Compensation paid by a company in the scope of consolidation	0	0	No compensation was paid/awarded to the Chairman of the Board of Directors by a company in the scope of consolidation.
Social protection plans (employer contributions)	0	0	This compensation component is not applicable, as it is not included in the compensation policy for the Chairman of the Board of Directors.
Severance pay and non-compete clause	0	0	This compensation component is not applicable, as it is not included in the compensation policy for the Chairman of the Board of Directors.
Total	135,000	135,000	

Components of compensation due or awarded for the 2024 financial year to Wilfried Verstraete, Chairman of the Board of Directors since June 13, 2024

The components making up the total compensation and fringe benefits of all kinds paid or allocated to Wilfried Verstraete for the 2024 financial year, as Chairman of the Board of Directors since June 13, 2024, are a strict application of the compensation policy approved by the General Meeting held on June 13, 2024 (resolution 18). They are summarized in the below table and will be submitted to the vote of the 2025 General Meeting:

Components of compensation subject to approval	Amounts paid during the year ended (in €)	Amounts awarded during the year or accounting value (in €)	Presentation
Annual fixed compensation	165,000	165,000	Fixed compensation awarded and paid prorata temporis to Wilfried Verstraete for his duties as Chairman of the Board of Directors since June 13, 2024.
Annual variable compensation	0	0	This compensation component is not applicable, as it is not included in the compensation policy applicable to the Chairman of the Board of Directors. The absence of variable compensation reflects the Chairman's independence from the Executive management.
Value of performance shares granted during the year	0	0	This compensation component is not applicable, as it is not included in the compensation policy applicable to the Chairman of the Board of Directors. The absence of variable compensation reflects the Chairman's independence from the Executive management.
Exceptional compensation	0	0	This compensation component is not applicable, as it is not included in the compensation policy for the Chairman of the Board of Directors.
Compensation allocated to Directors	0	0	No compensation was paid/awarded to Wilfried Verstraete for his duties as a Worldline's director since his appointment as Chairman of the Board of Directors, in accordance with the remuneration policy for the Chairman of the Board of Directors.
Fringe benefits	0	0	The Chairman of the Board of Directors not receive any fringe benefit. He is reimbursed for expenses incurred in the course of his duties, in particular travel expenses.
Supplementary pension plan	0	0	The Chairman of the Board of Directors does not receive any supplementary pension plans.
Compensation paid by a company in the scope of consolidation	0	0	No compensation was paid/allocated to the Chairman of the Board of Directors by a company in the scope of consolidation.
Social protection plans (employer contributions)	0	0	This compensation component is not applicable, as it is not included in the compensation policy for the Chairman of the Board of Directors.
Severance pay and non-compete clause	0	0	This compensation component is not applicable, as it is not included in the compensation policy for the Chairman of the Board of Directors.
Total	165,000	165,000	

Level of achievement of the objectives linked to the 2024 annual variable compensation of the Executive Company Officers

The achievement of each of the objectives attached to this compensation component as well as the amount of the corresponding variable compensation were validated by the Board of Directors at meeting held on February 25, 2025, upon recommendation of the Remuneration Committee:

- The total annual variable compensation of Gilles Grapinet due for the period from January 1st until September 30, 2024, as Chief Executive Officer, amounted to €54,054 (i.e. 8.19% of the target variable compensation and 9.60% of his annual fixed compensation for this period);
- The total annual variable compensation of Marc-Henri Desportes due for the period from January 1st until September 30, 2024, as Deputy Chief Executive Officer, amounted to €27,037 (i.e. 8.19% of his annual target variable compensation and 8.41% of his annual fixed compensation for this period);
- The total annual variable compensation of Marc-Henri Desportes due for the period from October 1st until December 31, 2024, as interim Chief Executive Officer, amounted to €11,675 (i.e. 8.19% of his annual target variable compensation and 7.37% of his annual fixed compensation for this period).

In 2024, the nature and average weighting of each indicator included in the Executive Company Officers' annual variable compensation, the average achievement and payout rates of annual objectives are as follows:

2024	Weight	Achievement rate	Payout rate
Group Free Cash Flow	35%	87.4%	0%
Group Adjusted EBITDA	27.5%	88.7%	0%
Group Revenue Organic Growth	27.5%	-3.3%	0%
Corporate Social Responsibility	10%	81.93%	81.93%
Payout as a % of the target variable compensation (on annual basis)	100%		8.19%

Budget targets are in line with the financial targets shared by the Company early 2024. In this respect, it is specified that the above-mentioned objectives associated with the annual variable compensation of the Chief Executive Company Officers have not been resized following the publication of the updated 2024 objectives on August 1st and September 13, 2024.

Components of compensation due or awarded to Gilles Grapinet, Chief Executive Officer from January 1st to September 30th, 2024

The table below mentions all the components of compensation paid or allocated to Gilles Grapinet, Chief Executive Officer, for the period from January 1 until September 30, 2024 which are a strict application of the compensation policy approved by the General Meeting held on June 13, 2024 (resolution 19) and which will be subject to the approval of the General Meeting in 2025:

Components of compensation subject to approval	Amounts paid during the year ended (in €)	Amounts awarded during the year or accounting value (in €)	Presentation
Annual fixed compensation	563,141	563,141	Fixed compensation paid and attributed prorata temporis to Gilles Grapinet for his duties as Chief Executive Officer of Worldline until September 30, 2024.
Annual variable compensation	435,884*	54,074**	* Amount allocated for the year ended in 2023 and allocated into 19,370 performance shares in 2024, subject to a two-year vesting period and a performance condition relating to the performance of the Worldline's share price. This amount and the conversion in shares has been approved by the Shareholders' General Meeting on June 13, 2024 – for further information, see the 2023 Universal Registration Document. Those shares will be definitively acquired on June 13, 2026 if the share price reaches €22.50. ** Amount allocated for the period from January 1 until September 30, 2024 and to be paid in 2025 after approval by the 2025 General Meeting – for more details, see section E.2.2.1 of the 2024 Universal Registration Document.
Value of performance shares granted during the year ¹	0	0	Following his departure on September 30, 2024, all performance shares granted to Gilles Grapinet during the period from January 1 until September 30, 2024 have been cancelled - for more details see section E.2.2.1. and section E.2.3.8 of the 2024 Universal Registration Document.
Exceptional compensation	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Gilles Grapinet.
Compensation allocated to Directors	0	0	No compensation was paid/allocated to Gilles Grapinet for his duties as Director in accordance with the compensation policy applicable to Directors and to the Chief Executive Officer.
Fringe benefits	4,948	4,948	In 2024, Gilles Grapinet benefited from a company car with a driver, an annual medical check-up and an investment advisor until September 30, 2024.
Supplementary pension plan	0	0	No pension was paid/attribution to Gilles Grapinet in 2024 – for more information about the pension plans, see section E.2.2.1 of the 2024 Universal Registration Document.
Compensatory allowance for forced departure	0	0	No amount was paid or granted to Gilles Grapinet during 2024 – for more information about the compensatory allowance, see section E.2.2.1 of the 2024 Universal Registration Document. However, following the termination of his mandate on September 30, 2024, Worldline SA has paid a net insurer premium under the compensatory allowance, amounting to €2,651,201, into a life insurance contract (Article 82) with the insurer Crédit Agricole Assurances «Predica» in January 2025.
Social protection plans (employer contributions)	4,462	4,462	Amount corresponding to the employer contributions for the plan covering the reimbursement of health costs and the incapacity, disability, death policy – for more information about those plans, see section E.2.2.1 of the 2024 Universal Registration Document.
Compensation paid by a company in the scope of consolidation	0	0	No compensation was paid/allocated to Gilles Grapinet by a company in the scope of consolidation.
Severance pay and non-compete clause	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Gilles Grapinet.
Total	1,008,435	626,605	

Components of compensation due or awarded for the period from January 1st to September 30, 2024 to Marc-Henri Desportes, Deputy Chief Executive Officer

The table below mentions all the components of compensation paid or awarded to Marc-Henri Desportes for the period from January 1st until September 30, 2024 which are a strict application of the compensation policy approved by the General Meeting held on June 13, 2024 (resolution 20) and which will be subject to the approval of the General Meeting to be held in 2025:

Components of compensation subject to approval	Amounts paid during the year ended (in €)	Amounts awarded during the year or accounting value (in €)	Presentation
Annual fixed compensation	321,539	321,539	Fixed compensation paid and attributed to Marc-Henri Desportes for his duties as Deputy Chief Executive Officer of Worldline from the period from January 1 until September 30, 2024.
Annual variable compensation	217,942*	27,037**	* Amount due for the year ended in 2023 and allocated into 9,685 performance shares in 2024, subject to a two-year vesting period and a performance condition relating to the performance of the Worldline's share price. This amount and the conversion in shares has been approved by the Shareholders' General Meeting on June 13, 2024 – for further information, see the 2023 Universal Registration Document. Those shares will be definitively acquired on June 13, 2026 if the share price reaches €22.50. ** Amount allocated in respect of the financial year ended in 2024 for the period from January 1 until September 30, 2024 and to be paid in 2025 after approval by the 2025 General Meeting – for more details, see section E.2.2.2. of the 2024 Universal Registration Document.
Value of the performance shares granted during the year ¹	0	81,629 ¹	Value relating to the grant of 57,850 performance shares to Marc-Henri Desportes, as Deputy Chief Executive Officer reduced prorata temporis of the presence between grant date and cessation of his duties as interim Chief Executive Officer within Worldline SA (February 28, 2025) – for more details see sections E.2.2.2 and E.2.3.8 of the 2024 Universal Registration Document.
Exceptional compensation	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Marc-Henri Desportes.
Compensation allocated to Directors	0	0	This compensation component is not applicable, as Marc-Henri Desportes does not hold office on the Worldline Board of Directors.
Fringe benefits	5,083	5,083	Marc-Henri Desportes benefited from a company car without a driver, as well from an annual medical check-up and an investment advisor.
Supplementary pension plan	0	0	Marc-Henri Desportes is not entitled to any complementary or supplementary pension plans
Compensation paid by a company within the scope of consolidation	0	0	Marc-Henri Desportes does not receive any compensation for his duties as Chief Executive Officer of Worldline IGSA (previously known as Ingenico Group SA).
Health and social protection plans (employer contributions)	4,462	4,462	Amount corresponding to employer contributions to the incapacity, disability, death policy plan and the healthcare plan; for more information on these plans, see section E.2.2.2 of the 2024 Universal Registration Document.
Severance payments and payments in connection with a non-compete clause	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Marc-Henri Desportes.
Total	549,025	439,750	

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

Components of compensation due or awarded for the period from October 1st to December 31, 2024 to Marc-Henri Desportes, interim Chief Executive Officer

During its meeting on September 12, 2024, the Board of Directors, following the recommendation of the Nomination Committee, acknowledged the departure of Gilles Grapinet as Chief Executive Officer of Worldline effective September 30, 2024, and appointed Marc-Henri Desportes, Deputy Chief Executive Officer, to assume the interim role as of October 1, 2024, in accordance with the succession plan.

Following the recommendation of the Remuneration Committee, the Board of Directors decided to set the compensation policy for the Chief Executive Officer for an interim period as follows in accordance with the principles set out in the compensation policy in the event of changes to governance approved by the General Meeting of 13 June 2024:

(in euros)	As of October 1, 2024
Annual fixed compensation	570,000
Annual variable target compensation	570,000
Total annual target cash compensation	1,140,000
Long-term equity compensation	810,000
Total annual target compensation (including long-term equity compensation)	1,950,000

Other components of compensation

In consideration of the appointment of Marc-Henri Desportes as Chief Executive Officer for an interim period, the Board of Directors decided that the other components of Marc-Henri Desportes' compensation should remain unchanged.

The table below lists all compensation components awarded or paid to Marc-Henri Desportes, in his capacity as Interim Chief Executive Officer from October 1st to December 31, 2024, under strict application of this policy:

Components of compensation subject to approval	Amounts paid during the year ended (in €)	Amounts awarded during the year or accounting value (in €)	Presentation
Annual fixed compensation	158,462	158,462	Fixed compensation paid and attributed to Marc-Henri Desportes for his duties as interim Chief Executive Officer of Worldline from the period from October 1 to December 31, 2024.
Annual variable compensation	0	11,675*	* Amount allocated in respect of the financial year ended in 2024 for the period from October 1 until December 31, 2024 and to be paid in 2025 after approval by the 2025 General Meeting – for more details, see section E.2.2.3 of the 2024 Universal Registration Document.
Value of the performance shares granted during the year	0	0	No performance shares were granted to Marc-Henri Desportes during the period from October 1 until December 31, 2024.
Exceptional compensation	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Marc-Henri Desportes
Compensation allocated to Directors	0	0	This compensation component is not applicable, as Marc-Henri Desportes does not hold office on the Worldline Board of Directors.
Fringe benefits	1,694	1,694	Marc-Henri Desportes benefited from a company car with a driver, as well from an annual medical check-up and an investment advisor.
Supplementary pension plan	0	0	Marc-Henri Desportes is not entitled to any complementary or supplementary pension plans.
Compensation paid by a company within the scope of consolidation	0	0	Marc-Henri Desportes does not receive any compensation for his duties as Chief Executive Officer of Worldline IGSA (previously known as Ingenico Group SA).
Health and social protection plans (employer contributions)	1,486	1,486	Amount corresponding to employer contributions to the incapacity, disability, death policy plan and the healthcare plan; for more information on these plans, see the "Social protection plans" paragraph below.
Severance payments and payments in connection with a non-compete clause	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Marc-Henri Desportes.
Total	161,642	173,317	

Components of compensation due or paid to members of the Board of Directors for the 2024 financial year

	2024		2023	
(In €, gross*)	Paid ¹	Due ²	Paid ³	Due ⁴
Gilles Grapinet ⁵	-	-	-	-
Gilles Arditti ⁶	68,500	43,102	60,000	68,500
Agnès Audier ⁶	53,000	40,102	51,000	53,000
Aldo Cardoso	84,667	123,500	74,000	84,667
Giulia Fitzpatrick	64,000	91,500	61,500	64,000
Olivier Gavalda ^{7 8}	-	-	-	-
Lorenz von Habsburg Lothringen ⁶	74,000	51,102	69,500	74,000
Mette Kamsvåg	66,000	87,000	60,000	66,000
Danielle Lagarde ⁶	68,000	49,102	67,000	68,000
Marie-Christine Lebert ¹⁰	-	-	-	-
Olivier Lorieau ¹⁰	-	-	-	-
Agnès Park ⁷	-	46,734	-	-
Caroline Parot ⁶	59,000	39,352	54,000	59,000
Georges Pauget ⁶	71,667	- ⁹	60,000	71,667
Luc Rémont ¹¹	23,750	-	62,500	23,750
Susan M. Tolson ¹¹	33,000	-	55,500	33,000
Daniel Schmucki	69,250	96,000	60,500	69,250
Nazan Somer Özelgin	45,000	75,500	45,000	45,000
Thierry Sommelet ⁸	-	-	-	-
Sylvia Steinmann ⁷	-	44,734	-	-
Michael Stollarz	45,000	65,000	45,000	45,000
Johannes Dijsselhof (Censor) ¹¹	27,500	-	40,000	27,500
Stephan Van Hellemont ¹⁰	-	-	-	-
Wilfried Verstraete ¹²	-	25,145	-	-
Total	852,334	877,874	865,500	852,334

* The compensation awarded to Directors and censors residing outside France corresponds to the amounts, before withholding tax, paid or due by Worldline.

¹ Directors' compensation paid in 2024, for 2023.

² Directors' compensation due for 2024.

³ Directors' compensation paid in 2023, for 2022.

⁴ Directors' compensation due for 2023.

⁵ Gilles Grapinet stepped down as CEO and director on 30 September 2024.

⁶ Directors whose term of office ended at the end of the General Meeting of 13 June 2024.

⁷ Directors appointed by the General Meeting of 13 June 2024.

⁸ Olivier Gavalda, Deputy CEO of Crédit Agricole, and Thierry Sommelet, employee of Bpifrance Investissement, do not receive any remuneration for their directorship.

⁹ A compensation of 135,000 euros has been allocated prorata temporis to Georges Pauget for his duties for the period from 1 January to 13 June 2024.

¹⁰ The employee directors do not receive any compensation for their participation in the meetings of the Board of Directors and the committees. They are remunerated under their employment contract. Olivier Lorieau's term of office ends on 8 June 2023.

¹¹ Directors and censor whose term of office ended at the end of the General Meeting of 8 June 2023.

¹² Compensation allocated to Wilfried Verstraete for his term of office as director for the period from 20 March to 13 June 2024

Compensation policy for the Chairman of the Board of Directors

To ensure that the Chairman of the Board of Directors stays independent in his assessment of the Company's general management actions, his compensation does not include any variable component linked to the Group's short or long-term performance.

The Board of Directors determined the structure and amount of compensation for the Chairman, on the recommendation of the Remuneration Committee, after reviewing comparable position in SBF 120 companies and taking into account:

- the absence of a preexisting position as non-executive company officer;
- the special missions entrusted to the Chairman of the Board in addition to his statutory missions.

Since 2021, following the acquisition of Worldline IGSA (former Ingenico Group SA), the amount of annual fixed compensation for the Chairman of the Board of Directors at € 300,000.

The Board of Directors on December 13, 2024, upon recommendation of the Remuneration Committee, decided to increase the annual fixed compensation of the Chairman of the Board of Directors at € 375,000, subject to approval by the 2025 Shareholders' Meeting. This increase brings the Chairman's compensation more in line with market practices and is justified by his key role to lead the Board in the pivotal moment for the Group in transformation and with a revised governance. This amount remains below the market practices of the SBF 120 for similar positions.

Compensation policy for the Directors

On the Remuneration Committee's recommendation, the Board of Directors sets the rules for allocating among the directors the total annual amount of Directors' compensation set by the Shareholders' General Meeting.

These rules provide for the payment of:

- a fixed amount calculated on a prorata temporis basis for terms of office ending or starting during the financial year; and
- a variable amount (which is predominant in accordance with the recommendations of the AFEP-MEDEF Code) allocated by the Board of Directors on the basis of actual attendance at Board and Committees' meetings.

The fixed compensation allocated to Committee's chairmans and members is harmonised, as is the amount of variable compensation allocated for their participation in each committee meeting.

The compensation policy is reassessed each year by the Board of Directors and can be subject to reevaluations. During this reassessment it regularly uses studies from comparable companies and legal opinions prepared by third parties.

Given the involvement of the Directors required in a pivotal moment for the Group and in order to better align their remuneration with the average of SBF 120 companies, the Board of Directors held on December 13, 2024, upon recommendation of the Remuneration Committee held on December 10, 2024, decided to modify the rules for allocating the total amount of the directors' for the financial year 2025 as follows (the total annual envelope remains fixed at €1,200,000, unchanged since 2020):

Board of Directors ¹	
All members	Fixed compensation € 25,000 Variable compensation € 3,000 per meeting attended
Committees	
Audit and Risks Committee	
Chairman	Fixed compensation € 8,000 Variable compensation € 4,000 per meeting attended
Members	Fixed compensation € 4,000 Variable compensation € 2,000 per meeting attended
Other Committees	
Chairman²	Fixed compensation € 5,000 Variable compensation € 3,000 per meeting attended
Members³	Fixed compensation € 2,500 Variable compensation € 2,000 per meeting attended

¹ Successive meetings held on the same day are counted as follows:

- If the Board meets several times on the same day, a single compensation payment shall be paid for all sessions;
 - If a Director attends a meeting of several separate Committees on the same day, a compensation shall be paid for each session; exceptionally, if a Director attends a meeting of the Remuneration Committee and a meeting of the Appointments Committee on the same day, a single compensation payment shall be paid for all sessions;
 - If a Director attends several meetings of the same Committee on the same day, only one remuneration is paid for all the meetings.

² The Chairman of the Ad Hoc Committee does not receive any additional compensation payment.

³ By exception for all Ad Hoc Committee members: €1,000 per month prorated according to the number of monthly meetings attended by each member.

2025 compensation policy for the interim Chief Executive Officer as of January 1st, 2025

It is reminded that the Board of Directors, upon recommendation of the Remuneration Committee, has decided to set the compensation policy of the interim Chief Executive Officer, as follows:

(in euros)	As of January 1 st , 2025
Annual fixed compensation	570,000
Annual variable target compensation	570,000
Total annual target cash compensation	1,140,000
Long-term equity compensation	810,000
Total annual target compensation (including long-term equity compensation)	1,950,000

In consideration of the appointment of Marc-Henri Desportes as Chief Executive Officer for an interim period, the Board of Directors decided that his other components of Marc-Henri Desportes' compensation should remain unchanged. It is therefore proposed to renew this compensation policy applicable to him for the continuation of the interim period in 2025 (16th resolution).

Components of compensation due or awarded for the period from January 1st until February 28, 2025 to Marc-Henri Desportes, interim Chief Executive Officer

The table below mentions all the components of compensation paid or awarded to Marc-Henri Desportes for the period from January 1st 2025 until February 28, 2025 which will be subject to the approval of the Shareholders' General Meeting in 2025:

Components of compensation subject to approval	Amounts paid during the year ended (in €)	Amounts awarded during the year or accounting value (in €)	Presentation
Annual fixed compensation	95,000*	95,000	Fixed compensation paid or attributed to Marc-Henri Desportes for his duties as interim Chief Executive Officer of Worldline for the period from January 1 st until February 28, 2025. * €87,692.30 effectively paid on the date of the publication of this document. The difference versus the total amount of €95,000 will be paid during the 2025 financial year.
Annual variable compensation	0	6,452*	* Amount allocated for the period from January 1 st until February 28, 2025 and to be paid in 2025 after approval by the 2025 Shareholders' Meeting.
Value of the performance shares granted during the year	0	0	No performance shares were granted to Marc-Henri Desportes during the period from January 1 st until February 28, 2025.
Exceptional compensation	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Marc-Henri Desportes
Compensation allocated to Directors	0	0	This compensation component is not applicable, as Marc-Henri Desportes does not hold office on the Worldline Board of Directors.
Fringe benefits	1,129	1,129	Marc-Henri Desportes benefited from a company car with a driver, as well from an annual medical check-up and an investment advisor.
Supplementary pension plan	0	0	Marc-Henri Desportes is not entitled to any complementary or supplementary pension plans.
Compensation paid by a company within the scope of consolidation	0	0	Marc-Henri Desportes does not receive any compensation for his duties as Chief Executive Officer of Worldline IGSA (previously known as Ingenico Group SA).
Health and social protection plans (employer contributions)	991	991	Amount corresponding to employer contributions to the incapacity, disability, death policy plan and the healthcare plan.
Severance payments and payments in connection with a non-compete clause	0	0	This compensation component is not applicable, as it is not included in the compensation policy of Marc-Henri Desportes.
Total	97,120	103,572	

2025 compensation policy for the Chief Executive Officer as of March 1st, 2025

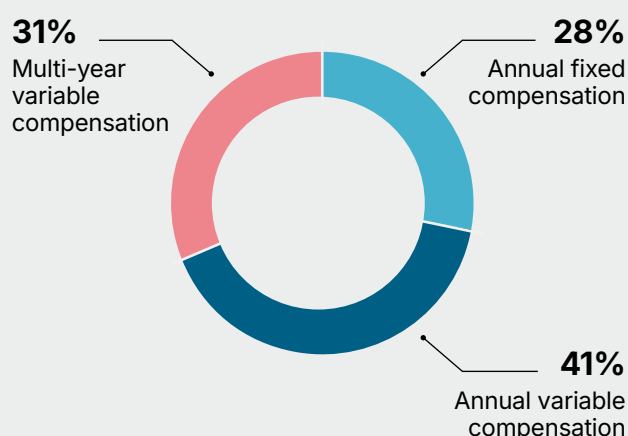
The Board of Directors, upon recommendation of the Nominations Committee, has decided to appoint Pierre-Antoine Vacheron as Chief Executive Officer with effect from March 1, 2025, in view of his rich past experience in the payments and banking sectors, and his skills in management and strategy. Pierre-Antoine Vacheron has extensive expertise in the payments and banking sectors, as well as management and strategy skills. He brings in-depth knowledge and understanding of the pan-European payments sector, having built up Ingenico's Merchant & Acquiring Services and then transformed the BCPE Group's Payments division. He brings a wealth of international experience to the Group, including several years in the Netherlands. He has demonstrated effective leadership and solid reorganization experience, combined with proven operational expertise and an established track record in performance management. In line with the Group's transformation ambitions, he has also streamlined several acquired fintechs by merging them into a single platform, and has successfully completed several reorganizations as CFO.

The Board of Directors, upon recommendation of the Remuneration Committee and subject to your approval, has defined the 2025 compensation policy for the new Chief Executive Officer arriving during the year as follows in the context of a year of managerial transition to take account of the loss of rights and benefits he enjoyed in his previous functions (notably performance share and pension plans, as well as his status as an employee), while ensuring strong alignment with the shareholders' interests.

For further information on the compensation policy for the Chief Executive Officer applicable from March 1st, 2025, refer to section E.2.1.1.3 of the 2024 Universal Registration Document.

The compensation policy has been designed by the Board of Directors, upon recommendation of the Remuneration Committee, to be balanced, competitive, rewarding performance and aligned with the interests of shareholders and the Group in a context with a new Chief Executive Officer. It takes into account the specific context of the Group in a pivotal strategic phase, while facing challenges requiring transformation, market uncertainties and share price volatility.

Compensation structure 2025 (transition period)

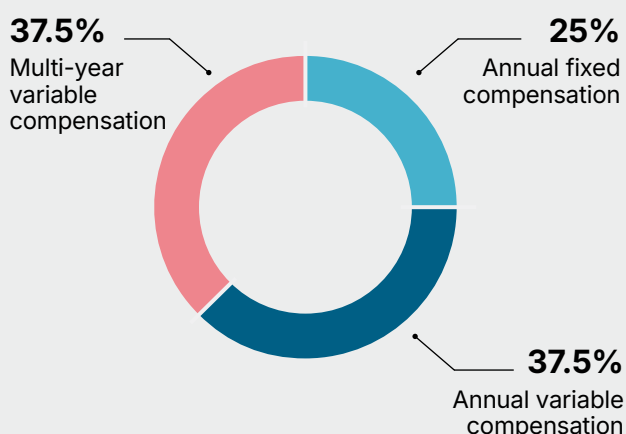


Compensation element	Target amount (in euros)	Description
Fixed annual compensation	€700,000 <i>prorata temporis</i>	Fixed annual compensation for his duties as Chief Executive Officer of Worldline from March 1 st , 2025.
Variable annual compensation	€700,000 <i>prorata temporis</i>	<p>The Chief Executive Officer's target variable annual compensation, subject to performance conditions, is set at €700,000, representing 100% of his fixed annual compensation.</p> <p>The maximum amount of variable annual compensation can be as much as 150% if targets are exceeded. No annual variable remuneration would be payable if the targets were achieved on a cumulative basis by less than 60%.</p> <p>Variable compensation is based on clear and demanding operational performance criteria linked to quantitative targets, which are set and measured annually by the Board of Directors:</p> <ul style="list-style-type: none"> • Group Free Cash Flow – as a condition for 30% of the total payout; • Group Revenue Growth – as a condition for 30% of the total payout; • Group EBITDA – as a condition for 30% of the total payout; and • a CSR criterion – as a condition for 10% of the total payout. <p>For each performance indicator, the Board Directors established :</p> <ul style="list-style-type: none"> • a target objective aligned with the budget, where achieving 100% of the target results in the payment of the target variable compensation associated with this indicator; • a floor which defines the threshold below which no variable compensation for that indicator is due; • a ceiling which reflects an outperformance against set objectives, capped at 150% of the target amount; and • an elasticity curve allowing for an acceleration or deceleration of the variable compensation amount based on progress made on the strategic plan. <p>The Board of Directors may also apply a multiplier coefficient ranging of between 80% and 120% to the amounts due based on the achievement of all or part of the performance conditions, provided that the total annual variable compensation does not exceed 150% of the fixed compensation. Such mechanism was considered appropriate for the Board of Directors to have room to take into account more qualitative aspects (such as the leadership, the employees engagement, the managerial performance and the cooperation with the Board of Directors), which are important in this challenging context and pivotal phase for the Group.</p> <p>For the year 2025, considering the transition period associated with Pierre-Antoine Vacheron's arrival during the financial year, the Board of Directors decided that the annual variable compensation for the 2025 financial year could not be lower than 90% of the target amount (calculated on a pro-rata basis), i.e. €525,000.</p> <p><i>For further information, please refer to section E.2.1.1.3 of the 2024 Universal Registration Document.</i></p>

Compensation element	Target amount (in euros)	Description
Multi-year variable compensation		The Chief Executive Officer will be granted performance shares starting in 2026, subject to the approval of his 2026 compensation policy.
Exceptional compensation	€700,000	<p>For the year 2025, the Board of Directors has decided to grant Pierre-Antoine Vacheron exceptional compensation to take into account the loss of protections and benefits he previously enjoyed in his former roles (in particular performance shares and retirement plans, as well as employee status), while strengthening his incentive to drive Worldline's stock performance over a four-year period, it being reminded that no multi-year variable compensation in shares will be granted to Pierre-Antoine Vacheron for 2025.</p> <p>The Board of Directors, upon recommendation of the Remuneration, has approved the principle of an exceptional compensation in the form of 100,000 free shares not subject to performance conditions, with vesting in four equal annual tranches on each anniversary of the grant date, provided that Pierre-Antoine Vacheron continues to serve as an Executive Company Officer at each applicable anniversary date. The first tranche will be subject to one year holding period after acquisition.</p>
Supplementary pension plan	N/A	<p>The Board of Directors has decided to implement a defined contribution retirement plan based on Article 82 of the French General Tax Code for the benefit of the Chief Executive Officer. This plan provides for contributions to be paid to a third-party insurance provider, amounting to 25% of the Chief Executive Officer's annual fixed compensation, subject to the fulfilment of the below performance and presence conditions and subject to approval by the General Meeting of the ex-post remuneration policy for the relevant year, in the context of the Say on Pay vote.</p> <p>The amount of the annual retirement contribution will be indexed to the Chief Executive Officer's annual cash variable compensation for the relevant performance year, according to the following criteria:</p> <ul style="list-style-type: none"> • 100% of the contribution rate if the annual cash variable compensation reaches 100% of the target. • No contribution if the achievement of the annual cash variable compensation is below 60%. • A linear progression will be applied in between.
Compensation for forced departure	N/A	<p>On February 25, 2025, the Board of Directors, upon recommendation of the Remuneration Committee, decided to grant Pierre-Antoine Vacheron a departure indemnity in the event of forced departure.</p> <p>The entitlement to and amount of the departure indemnity will depend on the achievement of the performance conditions set by the Board of Directors for calculating the Chief Executive Officer's annual variable compensation over the two most recent entire financial years preceding the termination date.</p> <p><i>For further information, please refer to section E.2.1.1.3 of the 2024 Universal Registration Document.</i></p>
Benefits in kind	N/A	The Chief Executive Officer will benefit from a company car with driver, as well as an annual medical check-up and a tax consultant (exclusively in connection with the compensation paid by the Company in respect of his duties).
Other compensation components	N/A	<p>The Chief Executive Officer is entitled for Worldline's health and welfare schemes, assistance in the event of business travel abroad, unemployment insurance and reimbursement of expenses incurred in the course of his duties.</p> <p><i>For further information, please refer to section E.2.1.1.3 of the 2024 Universal Registration Document.</i></p>

The structure of the Chief Executive Officer's remuneration for 2026 will be as follows:

Compensation structure 2026



The Chief Executive Officer's multi-year variable compensation in shares is set at a number of performance shares representing a valuation corresponding to the amount of his cash variable compensation for the previous financial year and could therefore represent up to a maximum of 150% of his fixed compensation, assuming the underlying performance conditions of the cash variable compensation were exceeded.

The Board of Directors will determine the number of performance shares to be granted based on the average closing price of Worldline shares over the three months preceding the grant date, taking into account the following elements:

- A minimum grant of 35,000 performance shares;
- A maximum grant and acquisition cap of 85,000 performance shares.

The Board of Directors, upon the recommendation of the Remuneration Committee, may, at its discretion, apply a multiplier coefficient ranging from 80% to 120% on all or part of the criteria, within the limit of the initially granted shares. Such mechanism was considered appropriate for the Board of Directors to have room to take into account more qualitative aspects (such as the leadership, the employees engagement, the managerial performance and the cooperation with the Board of Directors), which are important in this challenging context and pivotal phase for the Group.

Summary of the financial delegations and authorizations

Financial authorizations in force in 2024 and use by the Board of Directors in 2024

Nature of the delegations of authority and authorizations granted to the Board by the General Meeting	Maximum authorization amount (in euros)
Capital increase through an issue of shares and/or other securities giving access to the Company's share capital – Worldline IGSA 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
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}
Share capital increase without PSR through public offering other than those mentioned in article L. 411-2 1° of the French Monetary and Financial Code	10% of the share capital ^{*1,2}
Share capital increase without PSR through public offering 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}
Increase in the number of securities in case of share capital increase with or without PSR	15% of the initial issue ^{1,2,3}
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}
Share capital increase through incorporation of premiums, reserves, benefits or other	500 million ⁴
Share purchase 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
Capital reduction through the cancellation of treasury shares	10% of the share capital per 24-months periods
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}
Capital increase with the cancellation 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}
Authorization to grant free shares to employees and Company Officers	0.86% of the share capital (with a subcap of 0.066% of the share capital for the executive corporate officers) ^{*6}

* Share capital as at the AGM of June 13, 2024.

¹ Global cap for share capital increases carried out with and without PSR under resolutions 24 to 28 of the 2024 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 resolutions 24 to 26 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 resolutions 25 to 28 of the 2024 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 resolution 24 of the 2024 Shareholders' General Meeting.

³ The nominal amount of the capital increases pursuant to resolution 27 of the 2024 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 resolution 24 of the 2024 Shareholders' General Meeting, and (iii) in case of share capital increase without PSR, the amount of the sub-cap mentioned in resolution 25 of the 2024 Shareholders' General Meeting.

⁴ Autonomous, non deductible cap from the overall cap provided for in resolution 24 of the 2024 Shareholders' General Meeting, nor from the sub-cap provided for in resolution 25 of the 2024 Shareholders' General Meeting.



Grant date of the authorization	Authorization expiration date	Duration	Use in 2024	Comments
June 13, 2024 (30 th resolution)	December 13, 2025	18 months	July 1, 2024 (€68,928.20) ⁷ August 12, 2024 (€11,842.88) ⁷ September 2, 2024 (€684.08) ⁷ October 1, 2024 (€119,201.28) ⁷	May be used during a public offering
June 13, 2024 (24 th resolution)	August 13, 2026	26 months	-	May not be used during a public offering
June 13, 2024 (25 th resolution)	August 13, 2026	26 months	-	May not be used during a public offering
June 13, 2024 (26 th resolution)	August 13, 2026	26 months	-	May not be used during a public offering
June 13, 2024 (27 th resolution)	August 13, 2026	26 months	-	May not be used during a public offering
June 13, 2024 (28 th resolution)	August 13, 2026	26 months	-	May not be used during a public offering
June 13, 2024 (29 th resolution)	August 13, 2026	26 months	May 27, 2024 (€202,439.40) ⁸ June 19, 2024 (€136) ⁸	-
June 13, 2024 (22 nd resolution)	December 13, 2025	18 months	Under the share purchase program: - 1,200,000 shares were acquired in 2024 at an average price of €6.17 Under the liquidity contract: - 2,902,151 shares acquired at an average price of €9.65 - 2,902,151 shares sold at an average price of €9.63	May not be used during a public offering
June 13, 2024 (23 rd resolution)	August 13, 2026	26 months	-	-
June 13, 2024 (31 st resolution)	August 13, 2026	26 months	-	-
June 13, 2024 (32 nd resolution)	December 13, 2025	18 months	-	-
June 13, 2024 (33 rd resolution)	August 13, 2027	38 months	-	-

⁵ Common cap for capital increases carried out under the 31st and 32nd resolutions adopted by the 2024 Shareholders' General Meeting.

⁶ The total number of allocations of free shares carried out under the 33rd resolution of the 2024 Shareholders' General Meeting shall not exceed 0.86% of the share capital at the date of the 2024 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.

⁸ Use in the context of the performance share plan which acquisition period expired in 2024 or for the anticipated vesting of the performance shares under particular circumstances (death, invalidity).

Agenda of the Shareholders' Meeting

to be held on June 5, 2025

Resolutions within the competence of the ordinary general meeting

First resolution - Approval of the parent company financial statements for the year ended on December 31, 2024

Second resolution - Approval of the consolidated financial statements for the financial year ended on December 31, 2024

Third resolution - Allocation of the net income for the parent company financial year ended on December 31, 2024

Fourth resolution - Approval of the special report of the Statutory Auditors regarding the agreements referred to in articles L. 225-38 *et seq.* of the French Commercial Code

Fifth resolution - Renewal of Mette Kamsvåg as a director

Sixth resolution - Renewal of Michael Stollarz as a director

Seventh resolution - Ratification of the co-optation of Jérôme Grivet as a director

Eighth resolution - Approval of the information referred to in paragraph I. of Article L.22-10-9 of the French Commercial Code related to the compensation of all company officers

Ninth resolution - Approval of the components making up the total compensation and benefits of any kind paid during the financial year ended on December 31, 2024, or awarded for the same financial year, to Georges Pauget, interim Chairman of the Board of Directors until June 13, 2024

Tenth resolution - Approval of the components making up the total compensation and benefits of any kind paid during the financial year ended on December 31, 2024, or awarded for the same financial year, to Wilfried Verstraete, Chairman of the Board of Directors since June 13, 2024

Eleventh resolution - Approval of the components making up the total compensation and benefits of any kind paid during the financial year ended on December 31, 2024, or awarded for the same financial year, to Gilles Grapinet, Chief Executive Officer until September 30, 2024

Twelfth resolution - Approval of the components making up the total compensation and benefits of any kind paid during the financial year ended on December 31, 2024, or awarded for the same financial year, to Marc-Henri Desportes, Deputy Chief Executive Officer until September 30, 2024 and interim Chief Executive Officer since October 1, 2024

Thirteenth resolution - Approval of the compensation policy applicable to the Chairman of the Board of Directors

Fourteenth resolution - Approval of the compensation policy applicable to the Chief Executive Officer

Fifteenth resolution - Approval of the compensation policy applicable to Directors

Sixteenth resolution - Approval of the compensation policy applicable to the interim Chief Executive Officer until February 28, 2025

Seventeenth resolution - Approval of the components making up the total compensation and benefits of any kind paid during the financial year ended on December 31, 2025, or awarded for the same financial year, to Marc-Henri Desportes, interim Chief Executive Officer until February 28, 2025

Eighteenth resolution - Authorization to the Board of Directors to trade in the Company's shares



Resolutions within the competence of the ordinary general meeting

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

Twentieth resolution - Delegation of competence to the Board of Directors to increase the share capital while maintaining preferential subscription rights for shareholders by issuing ordinary shares or any securities that are equity securities giving access to the share capital of the Company or its subsidiaries or giving entitlement to the allotment of debt securities or of securities giving access to equity securities to be issued

Twenty-first resolution - Delegation of competence to the Board of Directors to increase the share capital by way of public offerings other than those mentioned in Article L.411-2 1° of the French Monetary and Financial Code without preferential subscription rights for shareholders, by issuing ordinary shares and/or any securities giving access to the share capital of the Company or one of its subsidiaries

Twenty-second resolution - Delegation of competence to the Board of Directors to increase the share capital by way of public offerings mentioned in Article L.411-2 1° of the French Monetary and Financial Code, without preferential subscription rights for shareholders, by issuing ordinary shares and/or any securities giving access to the share capital of the Company or one of its subsidiaries

Twenty-third resolution - Delegation to the Board of Directors of competence to increase the number of securities to be issued in connection with a share capital increase with or without preferential subscription rights of the shareholders

Twenty-fourth resolution - Delegation of powers to the Board of Directors to increase the share capital without preferential subscription rights for shareholders as consideration for contributions in kind to the Company consisting of another Company's equity securities or securities giving access to its capital (outside of a public exchange offer)

Twenty-fifth resolution - Delegation of competence to the Board of Directors to increase the share capital by incorporating premiums, reserves, profits or other items

Twenty-sixth resolution - Delegation of competence to the Board of Directors to increase the share capital of the Company, without preferential subscription rights for shareholders, for the benefit of employees and/or corporate officers of the Company and/or its affiliated companies, as members of a company or Group savings plan

Twenty-seventh resolution - Delegation of competence to the Board of Directors to increase the Company's share capital, without preferential subscription rights for shareholders, for the benefit of people with certain characteristics in the context of an employee shareholding operation

Twenty-eighth resolution - Authorization to the Board of Directors to grant free shares issued or to be issued, with the waiver by shareholders to their preferential subscription rights, to the employees and corporate officers of the Company and/or its affiliated companies

Twenty-ninth resolution - Amendment to Article 18 of the bylaws – Procedures for convening and deliberating the Board of Directors

Thirtieth resolution - Amendment to Article 19 of the bylaws – Age of the Chairman of the Board of Directors

Thirty-first resolution - Powers

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 5, 2025 (the "**General Meeting**") in order to submit for your approval the following 31 resolutions of which a draft version was approved by the Board of Directors (the "**Board**") on April 23, 2025:

- the 1st to 18th resolutions fall under the competence of the ordinary session of the General Meeting;
- the 19th to 30th resolutions fall under the competence of the extraordinary session of the General Meeting; and
- the last resolution (31st) concerns the powers for formalities.

We have followed the same approach as last year regarding the conditions and cap of financial delegations for capital increases through an issue of shares and/or other securities giving access to the Company's share capital.

Detailed information about the annual financial statements and the consolidated financial statements for the financial year ended on December 31, 2024, as well as the conduct of corporate affairs during this financial year, can be found in the 2024 Universal Registration Document filed with the French Financial Market Authority (*Autorité des marchés financiers*), on April 14, 2025. 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](#).

Shareholders are requested to also refer to the cross-reference table provided in the 2024 Universal Registration Document (Section G.2) which identifies the sections of this document that correspond to the disclosures expected in the management report in respect of the financial year 2024.

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

Resolutions within the competence of the Ordinary General Meeting

Presentation of the first and second resolutions

Approval of the parent company and consolidated financial statements for the financial year ended on December 31, 2024

Under the terms of the 1st and 2nd resolutions, the Board is asking you to approve, after having reviewed the management report of the Board and the Statutory Auditors' reports, the parent company financial statements for the financial year ended December 31, 2024 showing a loss of (€382,135,777.27) and the consolidated financial statements for the financial year ended on December 31, 2024.

Net income for 2024 was impacted by €335 million impairment related to Ingenico Group SA. This impairment is the consequence of a the decrease of the potential value of 265 million euros of the preference shares received during the sale of the Payment Terminals activity, as well as the depreciation of the book value of the joint venture with ANZ in Australia for 69.6 million euros. This impairment is a non-cash accounting adjustment, with no impact on group capital structure, liquidity, and debt levels, which remains solid, nor on our distribution capacity, which remain important with a substantial amount of reserves driven notably by large additional paid-in capital amounting to €5 677 million as of 31 December 2024 before the proposed affectation below.

The parent company 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 2024 financial year are detailed and commented in the management report and the parent company and consolidated financial statements are included in the 2024 Universal Registration Document (Section C).

First resolution

Approval of the parent company financial statements for the year ended on December 31, 2024

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 report of the Statutory Auditors on the parent company financial statements for the year ended December 31, 2024, approves the parent company financial statements for the year ended December 31, 2024 as presented to it, showing a loss of (€382,135,777.27), as well as the transactions reflected in those financial statements and summarized in those reports.

Second resolution

Approval of the consolidated financial statements for the year ended on December 31, 2024

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 report of the Statutory Auditors on the consolidated financial statements for the year ended December 31, 2024, approves the consolidated financial statements for the year ended December 31, 2024 as presented to it, as well as the transactions reflected in those financial statements and summarized in those reports.

Presentation of the third resolution

Allocation of the net income for the parent company financial year ended December 31, 2024

The net income for the parent company financial year ended December 31, 2024 shows a loss of (€382,135,777.27).

Under the terms of the 3rd resolution, it is proposed to:

- allocate the loss of (€382,135,777.27) for the 2024 parent company financial year to the retained earnings account; and
- offset retained earnings account against additional paid-in capital.

In accordance with the provisions of Article 243 bis of the French General Tax Code, we inform you that no dividend was distributed in respect of the three financial years preceding the 2024 financial year.

Third resolution

Allocation of the net income for the parent company financial year ended on December 31, 2024

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 report of the Statutory Auditors on the parent company financial statements for the year ended December 31, 2024, resolves to:

- allocate the net income of the year 2024 amounting to (€382,135,777.27) to retained earnings account;
- offset retained earnings account against additional paid-in capital.

After allocation :

Legal reserve	19,160,349.12 €
Retained earnings	
Additional paid-in capital	5,295,051,978.71€

In accordance with applicable legal provisions, the General Meeting acknowledges that no dividend was paid over the three financial years preceding the financial year 2024.

Presentation of the fourth resolution

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

The purpose of the 4th resolution is to submit for your approval, after having reviewed the report of the Board and the special report of the Statutory Auditors, the regulated-party agreement authorized and entered into during the financial year ended on December 31, 2024 in accordance with Articles L.225-38 et seq. of the French Commercial Code and the agreements entered into during prior financial years and continued in 2024.

It is recalled that, following the appointment of Marc-Henri Desportes as Deputy Chief Executive Officer on 21 July 2018, the Board of Directors authorized the conclusion of a regulated agreement relating to the suspension of his employment contract during his term of office. This regulated agreement has been approved annually by shareholders since the General Meeting of April 30, 2019. At its meeting on 12 September 2024, the Board of Directors, upon recommendation of the Nomination Committee, acknowledged the departure of Gilles Grapinet as Chief Executive Officer of Worldline effective September 30, 2024 and appointed Marc-Henri Desportes, Chief Executive Officer to assume the interim role as of October 1st, 2024 in accordance with the succession plan. An amendment to the agreement suspending his employment contract was therefore entered into with Marc-Henri Desportes on September 13, 2024, with prior authorization of the Board of Directors in accordance with the provisions of Article L.225-38 et seq. of the French Commercial Code, in particular to confirm the continued application of the suspension agreement during his term of office as interim Chief Executive Officer. The Board of Directors considered that it was in the Company's best interests to enter into the amendment to the agreement suspending the employment contract of Marc-Henri Desportes, in particular to facilitate an orderly transition of the Company's management following the departure of Gilles Grapinet as Chief Executive Officer and the appointment of Marc-Henri Desportes as Chief Executive Officer for an interim period.

Fourth resolution

Approval of the special report of the Statutory Auditors regarding the agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report and the special report of the Statutory Auditors regarding the agreements

referred to in Articles L. 225-38 et seq. of the French Commercial Code, approves the terms of the said special report of the Statutory Auditors regarding the agreements mentioned therein.

Presentation of the fifth to seventh resolutions

Composition of the Board of Directors

The purpose of the 5th to 7th resolutions is to propose:

- the renewal of 2 directors: Mette Kamsvåg (independent director) and Michael Stollarz (DSV) for a period of three years; and
- the ratification of the co-optation of Jérôme Grivet as a director, upon proposal of Crédit Agricole S.A., replacing Olivier Gavalda, who resigned from his position as director due to his appointment as Chief Executive Officer of Crédit Agricole S.A effective May 14, 2025.

Detailed information on the composition of the Board is available in the Board's corporate governance report that is included within the 2024 Universal Registration Document (Section E.1.3).

It is recalled that the Board is currently made up of 13 directors as follows:

- 1 independent Chairman;
- 6 independent directors;
- 4 non-independent directors;
- 2 employee directors.

A representative of the Social and Economic Committee also participates at the meetings of the Board (without voting right).

- 5 women (i.e. 46%¹) ;
- 64% independent directors (i.e. 7 out of 11 taken into account¹); and
- 7 directors of foreign nationality (i.e. 64%¹).

¹ employee directors are not taken into account when calculating these percentages in accordance with the law and the AFEP-MEDEF Code

The Board's current composition proceeds and results from the willpower to achieve a balanced composition and to take into account past and existing agreements in the frame of the transactions completed by the Group in the past, 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 and skillset required for the Board. It is recalled that in 2021, the Nomination Committee and the Board started discussions and works on the objective of reducing the number of its members. The objective was to reduce the size of the Boards which had been increased following the acquisition of Ingenico in 2020.

Upon recommendation of the Nomination Committee, the Board decided in early 2022 to reduce its size with a target of maximum 13 directors (plus 2 employee directors and a non-voting representative of the Social and Economic Committee) by 2024. The initial objective was to achieve a target size of no more than 15 directors (including two employee directors) by 2024.

As a reminder, it is recalled that the Board of Directors, upon the recommendation of the Nomination Committee, established the following principles:

- **Equal treatment of directors:** all directors' mandates will have been considered at stake to allow the Nomination Committee and the Board to review and resize the composition of the Board (irrespective of when they are to be reappointed under the current staggered reappointment process);
- **Balanced representation of key shareholders and strategic partners:** representation of the Company's major shareholders and strategic partners will have been discussed in line with past agreements and the contemplated resizing;
- **Comply with legal requirements and recommendations of the AFEP-MEDEF Code;**
- **Maintain a high level of independence;**
- **Maintain complementary and adequate profiles and skillsets** with strong experience and expertise.

To preserve the efficient and smooth functioning of the Board benefitting from its members' strong, well-balanced and complementary profiles and expertise, this reduction has been achieved progressively. It was finalized at the end of the 2024 General Meeting, with the Board of Directors then comprising 14 directors. Following the departure of Gilles Grapinet in September 2024, Chief Executive Officer and director, the Board of Directors currently comprises 13 directors (including two employee directors).

As part of next General Meeting, the Nomination Committee and the Chairman of the Board discussed extensively with all the directors taking into account the above principles as well as the motivations of each director and his/her future availabilities in the coming years.

When reviewing the applications for renewal and appointment, the Board specifically took the following into consideration:

- firstly, applicable legal requirements, the recommendations of the AFEP-MEDEF Code and the best market practices in terms of governance;
- secondly, its diversity policy goals with respect to 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.

For renewal, the Board also considered their valuable contribution to the works of the Board and of its Committees, as well as their 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, in order to allow each member of the Company's Board to devote the necessary time and attention to his/her duties.

As a consequence, the Board is asking you, under the 5th to 7th resolutions, upon the Nomination Committee's recommendation:

- to renew the terms of office as directors of Mette Kamsvåg (independent) and Michael Stollarz (all of them expiring at the end of the 2025 General Meeting), for a period of 3 years, i.e. until the end of the General Meeting that will be convened in 2028 to approve the financial statements for the financial year ending December 31, 2027.

Furthermore, the Board decided that, if Mette Kamsvåg is renewed by the shareholders as proposed, she will continue to perform her duties on the Audit and Risks Committee and also on the Investment Committee.;

- to ratify the co-optation of Jérôme Grivet as director decided by the Board on April 23, 2025, upon proposal of Crédit Agricole S.A., replacing Olivier Gavalda, who resigned from his position as director, effective April 23rd, 2025, due to his appointment as Chief Executive Officer of Crédit Agricole S.A. effective on May 14, 2025.

The Board has qualified Mette Kamsvåg as independent director.

The biographies of the members of the Board and candidates presented to shareholders for approval of their renewal and ratification can be found in this convening brochure.

Renewal of the term of office of Mette Kamsvåg, independent director

Mette Kamsvåg was appointed on April 30, 2019 as a director in connection with the distribution by Atos SE of the majority of its stake in Worldline.

As director, Mette Kamsvåg will continue to make a useful contribution to the work of the Board and the Committees of which she participates. Her in-depth knowledge of the payment services sector, particularly in the Nordic markets, remains an asset to the Company.

In 2024, she participated in almost all of the meetings of the Board of Directors and Committees of which she is a member.

Additional information regarding Mette Kamsvåg can be found in page 31 of this convening brochure

Renewal of the term of office of Michael Stollarz

Dr. Michael Stollarz has been a director since October 28, 2020, upon proposal of DSV Group, Worldline's partner in the Payone joint venture since its acquisition of Ingenico. He has been CEO of DSV Group since January 2018. He is also a member of several supervisory boards, advisory boards and committees.

As a director, Dr. Michael Stollarz will continue to share his in-depth knowledge with the Board, particularly in the areas of management, banking, IT and technology. Furthermore, Dr. Michael Stollarz's participation is an asset for the functioning of the Payone joint venture and attests to the importance of the partnership for both groups. His attendance rate at Board meetings (100%) perfectly illustrates his commitment to Worldline.

Additional information regarding Dr. Michael Stollarz can be found in page 32 of this convening brochure.

Ratification of the co-optation of Jérôme Grivet as director

Upon recommendation of the Nomination Committee and upon proposal of Crédit Agricole S.A., the Board of Directors decided on April 23, 2025 to co-opt Jérôme Grivet as a director to replace Olivier Gavalda, who resigned from his directorship due to his appointment as Chief Executive Officer of Crédit Agricole S.A, effective May 14, 2025.

Jérôme Grivet is Deputy Chief Executive Officer in charge of the Steering and Control functions at Crédit Agricole S.A. He will bring to the Board of Directors and the Investment Committee his experience and expertise in management, governance, finance, strategy and investment, as well as his in-depth knowledge of the financial services, banking and insurance sectors.

Additional information about Jérôme Grivet is available on page 33 of this convening brochure.

Please note that at the end of the 2025 General Meeting, and if these resolutions are adopted, the Board would be made up of (not taking into account the employee directors):

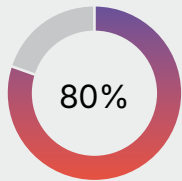
- 64% of independent members (7 directors), i.e., much higher than recommended by the principles of the AFEP-Medef Code;
- 46% of women (5 female directors), i.e. in compliance with the applicable legal provisions; and
- 64% of foreign directors (7 directors);

Should these propositions be adopted and taking into account and considering the above, the Committees of the Board would be composed as follows and would then remain compliant with AFEP-MEDEF recommendations:

**Audit Committee and Risks**

Aldo Cardoso*
Chairman of the Committee

Mette Kamsvåg*
Daniel Schmucki
Nazan Somer Özelgin*
Sylvia Steinmann*

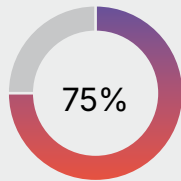


Independence

Remuneration Committee

Wilfried Verstraete*
Chairman of the Committee

Giulia Fitzpatrick
Vice-Chairwoman of the Committee
Marie-Christine Lebert⁽¹⁾
Agnès Park*
Thierry Sommelet*

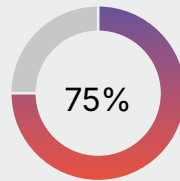


Independence

Nomination Committee

Giulia Fitzpatrick
Chairwoman of the Committee

Wilfried Verstraete*
Vice-Chairman of the Committee
Agnès Park*
Thierry Sommelet*

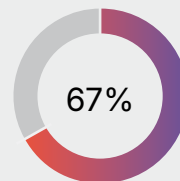


Independence

Investments Committee

Daniel Schmucki
Chairman of the Committee

Aldo Cardoso*
Jérôme Grivet
Mette Kamsvåg*
Thierry Sommelet*
Wilfried Verstraete*

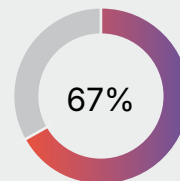


Independence

Social and Environmental Responsibility Committee

Agnès Park*
Chairwoman of the Committee

Giulia Fitzpatrick
Vice-Chairwoman of the Committee
Sylvia Steinmann*
Stephan Van Hellemont⁽¹⁾



Independence

*Independent director ⁽¹⁾Employee director**Fifth resolution****Renewal of Mette Kamsvåg as a director**

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report, resolves to renew the term of office of Mette Kamsvåg as a director for a period of three years, that will expire at the end of the General Meeting to be convened in 2028 to approve the financial statements for 2027.

Sixth resolution**Renewal of Michael Stollarz as a director**

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report, resolves to renew the term of office Michael Stollarz as a director for a period of three years, that will expire at the end of the General Meeting to be convened in 2028 to approve the financial statements for 2027.

Seventh resolution**Ratification of the co-optation of Jérôme Grivet as a director**

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report, resolves to ratify the co-optation of Jérôme Grivet as a director decided by the Board of Directors of April 23, 2025, effective immediately, to replace Olivier Gavaldà, who has resigned, for the remainder of his term of office, that will expire at the end of the General Meeting to be convened in 2027 to approve the financial statements for 2026.

Presentation of the eighth to seventeenth resolutions

Compensation of Company Officers

The 8th to 17th resolutions relate to the vote on the compensation of the Company 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 Commercial Code.

These resolutions take into account governance developments that occurred during the 2024 financial year.

Approval of the information referred to in paragraph I. of Article L.22-10-9 of the French Commercial Code relating to the compensation paid during the financial year ended on December 31, 2024, or awarded for the same financial year, to all Company Officers (8th resolution)

Under the 8th resolution, you are asked, pursuant to paragraph I. of Article L.22-10-34 of the French Commercial Code, to approve the information indicated in paragraph I. of Article L.22-10-9 of the French Commercial Code regarding the components making up the total compensation and benefits of any kind paid during the financial year ended December 31, 2024 or awarded for the same financial year to all Company Officers, as described in the corporate governance report of the Board and provided within the 2024 Universal Registration Document (Section E.2.2).

It is reminded that, as required by the provisions of Article L.22-10-8 of the French Commercial Code, the principles and the criteria for determining, distributing and allocating fixed, variable, long-term and exceptional components making up the total compensation and benefits of any kind attributable, as the case may be, to the Company Officers for performing their terms of office and constituting their compensation policy for the 2024 financial year, were approved by the shareholders during the General Meeting held on June 13, 2024 (13th to 21st resolutions).

Approval of the components making up the total compensation and benefits of any kind paid during the financial year ended December 31, 2024, or awarded for the same financial year, to Georges Pauget, interim Chairman of the Board until June 13, 2024 (9th resolution), to Wilfried Verstraete, Chairman of the Board since June 13, 2024 (10th resolution), to Gilles Grapinet, Chief Executive Officer until September 30, 2024 (11th resolution) and to Marc-Henri Desportes, Deputy Chief Executive Officer until September 30, 2024 and interim Chief Executive Officer since October 1st, 2024 (12th resolution)

Under the 9th to 12th resolutions, you are asked, pursuant to paragraph II. of Article L.22-10-34 of the French Commercial Code, to approve the components making up the total compensation and benefits of any kind paid during the financial year ended December 31, 2024, or awarded for the same financial year, to:

- Georges Pauget (interim Chairman of the Board until June 13, 2024);
- to Wilfried Verstraete (Chairman of the Board since June 13, 2024);
- to Gilles Grapinet (Chief Executive Officer until September 30, 2024);
- to Marc-Henri Desportes (Deputy Chief Executive Officer until September 30, 2024 and interim Chief Executive Officer since October 1st, 2024).

These remuneration components were awarded and paid pursuant to the 2024 compensation policies approved by the General Meeting of June 13, 2024 (resolutions 18 to 21), as described in the Board's corporate governance report and provided within the 2023 Universal Registration Document (Sections D.2.2.1, D.2.2.2 and D.2.2.3).

• Regarding Gilles Grapinet, Chief Executive Officer until September 30, 2024

On the occasion of the departure of Mr. Gilles Grapinet, as Chief Executive Officer and director of Worldline, with effect as of September 30, 2024, the Board of Directors, at its meeting of September 12, 2024, based on the work and recommendations of the Remuneration Committee, noted the remuneration components detailed below:

- A fixed compensation calculated on a prorata basis of €563,141;
- An annual variable compensation calculated on a prorata basis of €54 074 (i.e. 8.19% of his annual target variable compensation and 9.6% of his annual fixed compensation);
- Gilles Grapinet lost his rights under the 2024 performance shares plan and the 2022 and 2023 performance share plans, as well as his rights under the 2022 and 2023 share subscription or purchase options. However, he retains the shares granted in 2024 as part of the conversion into performance shares of his annual variable remuneration for the year 2023, which are not subject to a presence condition;
- Regarding the 2019 supplementary pension scheme (Article L.137-11-2 of the French Social Security Code), Gilles Grapinet will be entitled to an annual pension of €137,036 gross (€104,010 net) upon reaching the age of entitlement to a full old-age pension under the general scheme, provided that he does not resume any professional activity that would result in his affiliation to the general social security scheme until his pension rights under that same basic scheme have been settled;
- Regarding the new supplementary pension scheme with acquired rights (Article L.137-11-2 of the French Social Security Code), Gilles Grapinet will be entitled to an annual pension of €34,992 gross (€26,559 net) for the years 2020 to 2023; and
- Regarding the compensatory allowance in the event of forced departure, Gilles Grapinet will only be eligible for this allowance if he does not resume any professional activity that would result in his affiliation to the general social security scheme until his pension rights under this same basic scheme have been settled. In this case, he will be entitled to an annual pension of €90,300 net from the date on which his pension rights are settled.

These elements are the strict application of the 2024 remuneration policy and the retirement mechanisms approved each year by shareholders since 2019.

• Regarding Marc-Henri Desportes, Deputy Chief Executive Officer until September 30, 2024, then Chief Executive Officer for an interim period as of 1 October 2024

As Deputy Chief Executive Officer until September 30, 2024:

- His fixed compensation calculated on a prorata basis amounts to €321,539;
- His annual variable compensation calculated on a prorata basis amounts to €27,037 (i.e. 8.19% of his annual target variable compensation and 8.41% of his annual fixed compensation); and
- His multi-year compensation in shares amounts to 12,855 performance shares (initial amount of 57,850 performance shares, which was reduced due to the termination of his corporate office on 28 February 2025).

As interim Chief Executive Officer since October 1st, 2024:

It is recalled that, at its meeting on 12 September 2024, the Board of Directors, upon recommendation of the Nomination Committee, approved the departure of Gilles Grapinet as Chief Executive Officer of Worldline, effective September 30, 2024 and appointed Marc-Henri Desportes, Deputy Chief Executive Officer, to serve as Chief Executive Officer for an interim period, effective October 1st, 2024, in accordance with the succession plan.

The compensation policy applicable to the interim Chief Executive Officer is detailed on page 42 of this convening brochure. The compensation elements awarded or paid for this period are as follows:

- Fixed compensation prorata temporis of €158,462; and
- Annual variable compensation prorata temporis of €11,675 (representing 8.19% of his target annual variable remuneration and 7.37% of his annual fixed remuneration).

These elements are the strict application of the compensation policy approved by the 2024 General Meeting in the event of changes in governance.

Approval of the compensation policies applicable to the Company Officers for 2025 (13th to 15th resolutions)

The Board is asking you, under the 13th to 15th resolutions, pursuant to paragraph II of Article L.22-10-8 of the French Commercial Code, to approve the compensation policies applicable to the Company Officers for their respective terms of office, for the financial year ending December 31, 2025. These principles and criteria determined by the Board, upon recommendation of the Remuneration Committee, are described within the 2024 Universal Registration Document (Section E.2.1).

The payment of these amounts resulting from the implementation of these principles and criteria would be subject to the approval of the General Meeting that will be convened in 2026 to approve the Company's financial statements for the financial year ending December 31, 2025 as far as the Executive Company Officers are concerned (excluding the annual variable compensation of Marc-Henri Desportes in his capacity as interim Chief Executive Officer for the period from January 1st to 28 February 2025, which will be paid after the General Meeting, subject to the approval of the 16th and 17th resolutions).

Upon recommendation of the Remuneration Committee, the Board of Directors decided the following evolutions compare to the 2024 compensation policies, subject to the approval of the 2025 General Meeting:

• Compensation policy applicable to the Chairman of the Board of Directors (13th resolution)

The Board of Directors on December 13, 2024, upon recommendation of the Remuneration Committee, decided to increase the annual fixed compensation of the Chairman of the Board of Directors at €375,000, subject to approval by the 2025 General Meeting. This increase brings the Chairman's compensation more in line with market practices and is justified by his key role to lead the Board in the pivotal moment for the Group in transformation and with a revised governance. This amount remains below the market practices of the SBF 120 for similar positions.

• Compensation policy applicable to the Chief Executive Officer (14th resolution)

The Board of Directors, during its meeting on February 25, 2025, upon the recommendation of the Remuneration Committee and subject to approval at the 2025 General Meeting, has defined the 2025 remuneration policy for the new Chief Executive Officer, who arrived during the year, as follows in the context of a year of managerial transition while ensuring a strong alignment with the interests of the shareholders.

The total cash compensation of the Chief Executive Officer is aligned with the lower quartile of the SBF 120, while his total annual target compensation will be positioned slightly above this lower quartile of the SBF 120 and while maintaining a compensation ratio aligned with the past.

The compensation policy has been designed by the Board of Directors, upon recommendation of the Remuneration Committee, to be balanced, competitive, rewarding for performance and aligned with the shareholders and Group's interests in a context with a new Chief Executive Officer. It takes into account the specific context of the Group in a pivotal strategic phase while facing challenges requiring transformation, market uncertainties and share price volatility.

Annual fixed compensation

The Chief Executive Officer's fixed annual compensation is set at €700,000 gross.

Annual variable compensation

- The Chief Executive Officer's annual variable compensation, subject to performance conditions, is set at €700,000 gross, representing 100% of his annual fixed compensation;
- The maximum amount of variable compensation can reach up to 150% in the event of exceeding the set objectives;
- No annual variable compensation will be granted if the cumulative achievement of objectives is below 60%;
- Annual financial objectives are determined based on the budget approved by the Board of Directors at the beginning of the year. Objectives related to the external combined performance criterion linked to Corporate Social Responsibility are also set by the Board of Directors no later than the beginning of the year;

- The weighting of financial objectives is identical: free cash flow (30%), revenue (30%) and EBITDA (30%). The weighting of the CSR criterion is 10%;
- The Board of Directors, upon the recommendation of the Remuneration Committee, may also apply a multiplier coefficient ranging between 80% and 120% on the amounts due based on the achievement of all or part of the performance conditions, provided that the total annual variable compensation does not exceed 150% of the fixed compensation. Such mechanism was considered appropriate for the Board of Directors to have room to take into account more qualitative aspects (such as the leadership, the employees engagement, the managerial performance and the cooperation with the Board of Directors), which are important in this challenging context and pivotal phase for the Group.

For the year 2025, considering the transition period associated with Pierre-Antoine Vacheron's arrival during the financial year, the Board of Directors decided on February 25, 2025, upon the recommendation of the Remuneration Committee, that the annual variable compensation for the 2025 financial year could not be lower than 90% of the target amount (calculated on a pro-rata basis), i.e. €525,000.

Multi-year variable compensation

Pierre-Antoine Vacheron will be granted performance shares starting in 2026, subject to the approval of his 2026 compensation policy.

Regarding the year 2025, he will receive an exceptional compensation in free shares to take into account the loss of protections and benefits that he previously enjoyed in his former roles (in particular performance shares and retirement plans as well as employee status), while strengthening his incentive to drive Worldline's stock performance over a four-year period.

This exceptional compensation corresponds to the allocation of 100,000 free shares not subject to performance conditions, with vesting in four equal annual tranches on each anniversary of the grant date, provided that Pierre-Antoine Vacheron continues to serve as an Executive Company Officer at each applicable anniversary date. The first tranche will be subject to one year holding period after acquisition.

Supplementary pension

Pierre-Antoine Vacheron will benefit from a defined contribution pension plan based on Article 82 of the French General Tax Code which provides for contributions to be paid to a third-party insurance provider, amounting to 25% of his fixed annual remuneration, subject to performance and presence conditions.

The amount of the annual pension contribution will be indexed to his annual variable compensation in cash for the performance year concerned, as follows:

- 100% of the contribution rate if the annual cash variable compensation reaches 100% of the target.
- No contribution if the achievement of the annual cash variable compensation is below 60%.
- A linear progression will be applied in between.

Departure indemnity

Pierre-Antoine Vacheron will benefit from a departure indemnity which will depend on the achievement of the performance conditions set by the Board of Directors for calculating his annual variable compensation over the two most recent entire financial years preceding his termination date. The amount will be determined linearly based on the arithmetic average of the achievement rates of the performance conditions linked to his variable compensation, with the following provisions: **(i)** the departure indemnity may not exceed 100% of the gross annual compensation (fixed and variable) paid over the twelve months preceding the termination date and **(ii)** no departure indemnity will be due if the arithmetic average of the achievement rates of the performance conditions linked to his variable compensation paid does not reach the minimum threshold set by the Board of Directors.

• Compensation policy applicable to the directors (15th resolution)

Given the involvement of the Directors required in a pivotal moment for the Group and in order to better align their remuneration with the average of SBF 120 companies, the Board of Directors held on December 13, 2024, upon recommendation of the Remuneration Committee held on December 10, 2024, decided to modify the rules for allocating the total amount of the directors' for the financial year 2025 (see page 44 of this convening brochure).

The total annual envelop allocated to Directors remains unchanged at €1,200,000 since 2020.

Approval of the compensation policy applicable to the interim Chief Executive Officer for the period from January 1st to February 28, 2025 (16th resolution)

It is proposed, under the 16th resolution pursuant to Article L.22-10-8 II of the French Commercial Code, to renew for the period from 1 January to 28 February 2025 the compensation policy applicable to the interim Chief Executive Officer since October 1st, 2024 following his appointment (see page 45 of this convening brochure).

Approval of the components of the total compensation and benefits of any kind paid during the 2025 financial year or awarded in respect of the same financial year to Marc-Henri Desportes, Chief Executive Officer until February 28, 2025 (17th resolution).

In the context of the 17th resolution, it is requested, in accordance with paragraph II. of Article L.22-10-34 of the French Commercial Code, to approve the components of the total compensation and benefits of any kind paid during the 2025 financial year or allocated for the same financial year to Marc-Henri Desportes, interim Chief Executive Officer until February 28, 2025, in accordance with the 2025 compensation policy, as described in the Board's report on corporate governance and included in the 2024 Universal Registration Document (Section E.2.1.1.2).

Eighth resolution

Approval of the information referred to in paragraph I. of Article L.22-10-9 of the French Commercial Code related to the compensation of all company 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 Commercial Code, the information published pursuant to paragraph I. of Article L.22-10-9 of said Code as presented in the corporate governance report of the Board of Directors, and provided within the 2024 Universal Registration Document (in Section E.2.2).

Ninth resolution

Approval of the components making up the total compensation and benefits of any kind paid during the financial year ended on December 31, 2024, or awarded for the same financial year, to Georges Pauget, interim Chairman of the Board of Directors until June 13, 2024

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 Commercial Code, the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid during the financial year ended December 31, 2024, or awarded for the same financial year, to Georges Pauget, for his term of office as interim Chairman of the Board of Directors until June 13, 2024, as presented in the corporate governance report of the Board of Directors, and provided within the 2024 Universal Registration Document (in Section E.2.2.4).

Tenth resolution

Approval of the components making up the total compensation and benefits of any kind paid during the financial year ended on December 31, 2024, or awarded for the same financial year, to Wilfried Verstraete, Chairman of the Board of Directors since June 13, 2024

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 Commercial Code, the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid during the financial year ended December 31, 2024, or awarded for the same financial year, to Wilfried Verstraete, for his term of office as Chairman of the Board of Directors since June 13, 2024, as presented in the corporate governance report of the Board of Directors, and provided within the 2024 Universal Registration Document (in Section E.2.2.4).

Eleventh resolution

Approval of the components making up the total compensation and benefits of any kind paid during the financial year ended on December 31, 2024, or awarded for the same financial year, to Gilles Grapinet, Chief Executive Officer until September 30, 2024.

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 Commercial Code, the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid during the financial year ended December 31, 2024, or awarded for the same financial year, to Gilles Grapinet, for his term of office as Chief Executive Officer until September 30, 2024, as presented in the corporate governance report of the Board of Directors, and provided within the 2024 Universal Registration Document (in Section E.2.2.1).

Twelfth resolution

Approval of the components making up the total compensation and benefits of any kind paid during the financial year ended on December 31, 2024, or awarded for the same financial year, to Marc-Henri Desportes, Deputy Chief Executive Officer until September 30, 2024 and interim Chief Executive Officer since October 1st, 2024

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 Commercial Code, the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid during the financial year ended December 31, 2024, or awarded for the same financial year, to Marc-Henri Desportes, for his term of office as Deputy Chief Executive Officer until September 30, 2024 and as interim Chief Executive Officer since October 1st, 2024, as presented in the corporate governance report of the Board of Directors, and provided within the 2024 Universal Registration Document (in Sections E.2.2.2 and E.2.2.3).

Thirteenth resolution

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

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the corporate governance report of the Board of Directors, approves, pursuant to paragraph II. of Article L.22-10-8 of the French Commercial Code, the compensation policy applicable to the Chairman of the Board of Directors, as presented in the corporate governance report of the Board of Directors, and provided within the 2024 Universal Registration Document (in Section E.2.1.2).



Fourteenth resolution

Approval of the compensation policy applicable to the 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, pursuant to paragraph II. of Article L.22-10-8 of the French Commercial Code, the compensation policy applicable to the Chief Executive Officer, as presented in the corporate governance report of the Board of Directors, and provided within the 2024 Universal Registration Document (in Section E.2.1.1.2).

Fifteenth resolution

Approval of the compensation policy applicable to 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, pursuant to paragraph II. of Article L.22-10-8 of the French Commercial Code, the compensation policy applicable to non-executive directors, as presented in the corporate governance report of the Board of Directors, and provided within the 2024 Universal Registration Document (in Section E.2.1.3).

Sixteenth resolution

Approval of the compensation policy applicable to the interim 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, pursuant to paragraph II. of Article L.22-10-8 of the French Commercial Code, the compensation policy applicable to the Chief Executive Officer, as presented in the corporate governance report of the Board of Directors, and provided within the 2024 Universal Registration Document (in Section E.2.1.1.2).

Seventeenth resolution

Approval of the components making up the total compensation and benefits of any kind paid during the financial year ended on December 31, 2025, or awarded for the same financial year, to Marc-Henri Desportes, interim Chief Executive Officer until February 28, 2025

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.22-10-34 of the French Commercial Code, the fixed, variable and exceptional components making up the total remuneration and benefits of any kind paid during the 2025 financial year or awarded in respect of the same financial year to Marc-Henri Desportes, in respect of his term of office as interim Chief Executive Officer until February 28, 2025.

Presentation of the eighteenth resolution

Share purchase program

During the General Meeting held on June 13, 2024, the shareholders decided to renew, by adopting the 22nd 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 Commercial Code and the directly applicable provisions of European Regulation No. 596/2014 of April 16, 2014, as amended, on market abuse and the related European Commission regulations.

This authorization is due to expire on December 13th, 2025.

Consequently, under the terms of the 18th resolution, you are asked to grant the Board, for a new period of 18 months, a new authorization of same nature, aiming at purchasing shares of the Company within the context of the implementation of a share purchase program.

These purchases could be carried out notably:

- to ensure liquidity and an active market of the Company's shares;
- to attribute or assign these shares to the Company Officers or to the employees of the Company and/or companies which are affiliated to the Company notably 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 notably 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 19th 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.

The maximum purchase price should not exceed €60 per share (excluding fees). Consequently, the maximum amount of the funds assigned to the share purchase program shall thus be €1,697,849,886 on the basis of the share capital of the Company as of December 31, 2024.

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 22th resolution adopted by the shareholders during the General Meeting held on June 13, 2024.

Eighteenth resolution

Authorization to the Board of Directors to trade in the Company's shares

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report, authorizes the Board of Directors, in accordance with the provisions of Article L.22-10-62 *et seq.* of the French Commercial Code, Regulation (EU) No. 596/2014 of the European Parliament of April 16, 2014, 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, notably:

- 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 Company 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 notably in connection with (i) profit-sharing plans, (ii) the share purchase option regime laid down under Articles L.225-177 *et seq.* of the French Commercial Code, (iii) free awards of shares in particular under the framework set by Articles L.225-197-1 *et seq.* of the French Commercial Code, (iv) free shares plan implemented by the entities acquired by the Company and (v) French or foreign law shareholding plans, in particular in the context of a company or Group savings plan (or comparable scheme), as well as to carry out all hedging operations relating to these operations, under the terms and conditions set by the law and market authorities and at such times as the Board of Directors or the person acting upon its delegation so decides;
- remit the shares acquired upon the exercise of the rights attached to securities giving the right, whether immediate or deferred, by reimbursement, conversion, exchange, presentation of a warrant or any other way, to the attribution of shares of the Company, as well as to carry out all hedging operations relating to the issuance of such securities, under the conditions set by market authorities and at such times as the Board of Directors or the person acting upon its delegation so decides;
- keep them and subsequently use them in payment or exchange or other in the context of potential external growth operations, contribution, merger or demerger, in accordance with the market practices recognized by relevant regulations; or
- cancel them as a whole or in part through a reduction of the share capital authorized by the General Meeting, in particular pursuant to, and subject to its approval by this General Meeting of, the 19th 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, 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 **€60 (sixty 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 share buy-back program shall thus be €1,697,849,886 as calculated on the basis of the share capital as at December 31, 2023, 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 replaces any authorization having the same purpose.



Resolutions within the competence of the Extraordinary General Meeting

Presentation of the nineteenth resolution

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

Under the terms of the 19th resolution, you are asked to renew the authorization granted to the Board pursuant to the 23th resolution adopted by the shareholders during the General Meeting held on June 13, 2024, that is due to expire on August 13, 2026.

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 General Meeting.

Nineteenth 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, and in accordance with Articles L.22-10-62 *et seq.* of the French Commercial Code:

1. authorizes the Board of Directors, with the right to sub-delegate under the conditions provided by applicable legal and regulatory provisions, 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 acquired **up to a limit of 10% of the share capital** 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**;
2. delegates to the Board of Directors, with power to subdelegate in accordance with law and regulations, full powers 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.
3. sets the period of validity of this authorization at **twenty-six (26) months** from the date of this General Meeting;
4. notes that the adoption of this resolution cancels and replaces any authorization having the same purpose.

Presentation of the twenty to twenty-fifth resolutions

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

During the General Meeting held on June 13, 2024, 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 2024, the Board partially used some of these delegations of authority, in particular with respect to operations reserved for employees and Company Officers by allocating performance shares 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 2024.

A summary table of the delegations of authority and powers to increase the share capital, as well as their use made in 2024, can be found in Section E.3.4.4 of the 2024 Universal Registration Document and is included in this convening brochure on pages 48 and 49.

As for previous years, you are asked to renew or replace delegations of competence 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 (20th to 25th resolutions).

The 20th to 25th 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 2024.

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 20th to 22nd and 24th 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 20th resolution relates to share capital increases with shareholders' PSR;
- the 21st resolution relates to share capital increases by way of public offerings other than those mentioned in Article L.411-2 1° of the French Monetary and Financial Code without shareholders' PSR;
- the 22nd resolution relates to share capital increases by way of public offerings mentioned in Article L.411-2 1° of the French Monetary and Financial Code without shareholders' PSR through; and
- the 24th resolution relates to share capital increases made as consideration for contributions in kind of equity securities or securities giving access to the share capital of another company without shareholders' PSR (except in the case of a public exchange offer).

Furthermore, the 23rd 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 20th to 22nd resolutions, in case of excess demand, in order to grant an over-allotment option in accordance with market practices.

Lastly, under the 25th 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 20th to 25th 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 General Meeting held on June 13, 2024.

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:

- the 20th 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 20th to 24th 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 20th to 22nd resolutions.
- in addition, the 21st 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 21st to 24th resolutions (also deductible from the aggregate ceiling of 50% set up by the 20th 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 21st and 22nd resolutions (also deductible from the maximum aggregate nominal amount of €1.5 billion set up by the 20th resolution).

The 25th 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 20th resolution nor from the amount of the sub-ceiling stipulated in the 21st 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 20th to 25th, 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.

Presentation of the twenty resolution

Delegation to the Board of authority to increase the share capital with the shareholders' PSR

Under the terms of the 20th resolution, you are asked to replace the existing delegation of competence granted to the Board pursuant the 23rd resolution adopted by the shareholders during the General Meeting held on June 13, 2024, 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 maintenance of the shareholders' PSR, shares or securities giving access to the share capital of the Company or 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 20th to 24th 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 20th to 22nd 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 resolution

Delegation of competence to the Board of Directors to increase the share capital while maintaining preferential subscription rights for shareholders by issuing ordinary shares or any securities that are equity securities giving access to the share capital of the Company or its subsidiaries or giving entitlement to the allotment of debt securities or of securities giving access to equity securities to be issued

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.*, L.225-132 *et seq.*, L.228-91 and L.22-10-49 of the French Commercial Code:

1. delegates to the Board of Directors, with the right to sub-delegate under the conditions provided by applicable legal and regulatory provisions, its competence 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, with pre-emptive rights for existing shareholders maintained, (i) ordinary shares or (ii) any securities that are equity securities giving access in whatever manner, immediately and/or in the future, 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 (iii) securities giving access in whatever manner, immediately and/or in the future, to equity securities to be issued by the Company or a subsidiary, being specified that the shares and other securities may be subscribed for in cash or by set-off of mutual debts, or partly in cash and partly through incorporating share premium, reserves or earnings;

2. the maximum nominal amount of the capital increases that may be carried out immediately or in the future pursuant to this delegation of authority shall be 50% of the share capital on the day of this General Meeting, it being specified that:
 - the 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 21st, 22nd, 23rd and 24th 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 25th, 26th and 27th 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;
 - notes that the Board of Directors has the power to introduce a reducible subscription right;
 - 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;
 - notes that 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::
 - o 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;
 - o 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;
 - o 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 applicable legal and regulatory provisions, 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 Commercial Code, whether they will be subordinated or not (and, if so, their level of subordination, in accordance with the provisions of Article L.228 97 of the French Commercial Code, set their interest rate (in particular fixed or variable interest or zero or indexed coupon), and provide, if necessary, for compulsory or optional cases of suspension or non-payment of interest, provide for their term (fixed or perpetual), the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including providing them with guarantees or security interests) and redemption (including repayment by the delivery of assets of the Company); if necessary, securities may be coupled with warrants conferring a right to the allocation, acquisition or subscription of bonds or other securities representing debt, or may provide for the Company to have the option to issue debt securities (whether of a similar nature or otherwise) by way of payment of interest payment of which has been suspended by the Company, or alternatively could take the form of complex bonds as defined by the market authorities (for example, by reason of the terms of redemption or remuneration or other rights such as indexation, possibility of options); and amend the terms referred to above during the term of the securities concerned, in compliance with the applicable formalities;
- determine the manner of payment for the shares or securities giving access to the share capital to be issued immediately or in the future;
- if necessary, determine the terms of exercise of the rights (rights to conversion, exchange and redemption, including by the delivery of assets of the Company such as treasury shares or securities already issued by the Company, as the case may be) attached to the shares or securities giving access to the share capital to be issued and, in particular, determine, even retroactively, the effective date from which the new shares will carry entitlement to dividends, together with any other terms and conditions for completion of the capital increase;
- set the terms and conditions under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange securities issued or to be issued, immediately or in the future, in order to cancel them or not, in accordance with the law;
- provide for the suspension of the exercise of the rights attached to the issued securities as permitted by relevant laws and regulations;
- at its sole initiative, charge the costs of the capital increase to the amount of the associated premiums and deduct from said amount the sums necessary to fund the 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 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 this delegation at **twenty-six (26) months** from the date of this General Meeting;
8. notes that the adoption of this resolution cancels and replaces any authorization having the same purpose.

Presentation of the twenty-first resolution

Delegation to the Board to increase the share capital by way of public offerings other than those mentioned in Article L.411-2 1° of the French Monetary and Financial Code, without the shareholders' PSR

Under the terms of the 21st resolution, you are asked to replace the existing delegation of competence granted to the Board pursuant to the 24th resolution adopted by the General Meeting held on June 13, 2024, 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 other than those mentioned in Article L.411-2 1° of the French Monetary and Financial Code without the shareholders' PSR, ordinary shares or any securities giving access in whatever manner, immediately or in the future, to 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 any 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 may 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 21st, 22nd, 23rd and 24th 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 22nd, 23rd and 24th resolutions would be deducted from the overall ceiling of 50% of the share capital of the Company stipulated in paragraph 2 of the 20th 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 21st, 22nd, 23rd and 24th 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 20th 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 Commercial Code in the context of a public exchange offer initiated by the Company in France and/or abroad in accordance with local rules, in which case the Board would be free to set the exchange parity, with the price rules described above not being applicable.

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

The issue price of the securities giving access to the 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 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-first resolution

Delegation of competence to the Board of Directors to increase the share capital by way of public offerings other than those mentioned in Article L.411-2 1° of the French Monetary and Financial Code without preferential subscription rights for shareholders, by issuing ordinary shares and/or any securities giving access to the share capital of the Company or one of its subsidiaries

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.*, L.225-135 *et seq.*, L.228-91 *et seq.* and L.22-10-49 *et seq.* of the French Commercial Code:

1. delegates to the Board of Directors, with the power to sub-delegate under the conditions provided by applicable legal and regulatory provisions, its competence 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 other than those mentioned in Article L.411-2 paragraph 1 of the French Monetary and Financial Code, in euros or in any other currency or monetary unit established by reference to several currencies, by issuing (i) ordinary shares or (ii) any securities that are equity securities giving access in whatever manner, immediately or in the future, to the Company's share capital or a Subsidiary or under the same conditions, (iii) securities giving access in whatever manner, immediately or in the future, to equity securities to be issued by the Company or a Subsidiary, being specified that the shares and other securities may be subscribed for in cash or by the set-off of receivables;

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 bid made in France and/or abroad in accordance with local rules in relation to securities satisfying the conditions set out in Article L.22-10-54 of the French Commercial Code;

2. 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:
 - o this amount shall be deducted from the overall ceiling stipulated in paragraph 2 of the 20th 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;
 - o 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 22nd, 23rd and 24th resolutions of this General Meeting, subject to their approval, shall be deducted from this amount;
 - o 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 20th 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;

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. 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 Commercial Code, to grant shareholders, for such period and on such terms as it shall determine in accordance with the applicable legal and regulatory provisions, and in respect of all or part of an issue, a priority subscription period not giving rise to the creation of tradeable rights, and which must be exercised in proportion to the number of shares owned by each shareholder and may potentially be supplemented by a reducible subscription;
5. 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;
6. 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;
7. notes the fact that, in accordance with Article L.22-10-52 1°, paragraph 1 of the French Commercial Code:
 - the issue price of the shares issued directly shall be at least equal to the weighted average 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;
8. notes that the provisions referred to in paragraph 8 will not apply in cases referred to in Article L.22-10-54 of French Commercial Code;

9. resolves that the Board of Directors shall have all powers, with the power to sub-delegate as permitted by law and regulations, 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 Commercial Code, whether they will be subordinated or not (and, if so, their level of subordination, in accordance with the provisions of Article L.228-97 of the French Commercial Code, set their interest rate (in particular fixed or variable interest or zero or indexed coupon), and provide, if necessary, for compulsory or optional cases of suspension or non-payment of interest, provide for their term (fixed or perpetual), the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including providing them with guarantees or security interests) and redemption (including repayment by the delivery of assets of the Company); if necessary, these securities may be coupled with warrants conferring a right to the allocation, acquisition or subscription of bonds or other securities representing debt, or may provide for the Company to have the option to issue debt securities (whether of a similar nature or otherwise) by way of payment of interest payment of which has been suspended by the Company, or alternatively could take the form of complex bonds as defined by the market authorities (for example, by reason of the terms of redemption or remuneration or other rights such as indexation, possibility of options); and amend the terms referred to above during the term of the securities concerned, in compliance with the applicable formalities;
- determine the manner of payment for the shares or securities giving access to the share capital to be issued immediately or in the future;
- if necessary, determine the terms of exercise of the rights (rights to conversion, exchange and redemption, including by the delivery of assets of the Company such as treasury shares or securities already issued by the Company, as the case may be) attached to the shares or securities giving access to the share capital to be issued and, in particular, determine, even retroactively, the effective date from which the new shares will carry entitlement to dividends, together with any other terms and conditions for completion of the capital increase;
- set the terms and conditions under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange securities issued or to be issued, immediately or in the future, in order to cancel them or not, in accordance with the law;

- provide for the ability, if necessary, to suspend the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions;
- in the event of an issuance of securities for the purpose of paying for shares contributed in the context of a public exchange offer (*offre publique d'échange "OPE"*), draw up a list of securities to be contributed on the exchange, set the conditions for the issuance, the exchange ratio as well as the amount of any additional payment in cash (*soulte*), if any, the terms for setting the price provided for in paragraph 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 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 this delegation at **twenty-six (26) months** from the date of this General Meeting;

11. notes that the adoption of this resolution cancels and replaces any authorization having the same purpose.



Presentation of the twenty-second resolution

Delegation to the Board to increase the share capital by way of public offerings mentioned in Article L.411-2 1° of the French Monetary and Financial Code, without the shareholders' PSR

Under the terms of this 22nd resolution, you are asked to replace the existing delegation of competence granted to the Board pursuant to the 25th resolution adopted by the shareholders during the General Meeting held on June 13, 2024, 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 Monetary and Financial Code 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 20th resolution and from the sub-ceiling stipulated in paragraph 2 of the 21st 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 20th 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 20th resolution). The issue price of the shares and securities issued directly would be set in the same way as in the 21st resolution.

It is specified that the Board could not take the decision to use this delegation of competence 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 general meeting; this restriction shall remain in effect until the end of the offer period.

Twenty-second resolution

Delegation of competence to the Board of Directors to increase the share capital by way of public offerings mentioned in Article L.411-2 1° of the French Monetary and Financial Code, without preferential subscription rights for shareholders, by issuing ordinary shares and/or any securities giving access to the share capital of the Company or one of its subsidiaries

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.*, Articles L.225-135 *et seq.*, Article L.228-91 *et seq.* of the French Commercial Code and Article L.411-2, paragraph 1 of the French Monetary and Financial Code:

1. delegates to the Board of Directors, with the power to sub-delegate under the conditions provided by applicable legal and regulatory provisions, its competence 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 Monetary and Financial Code, in euros or in any other currency or monetary unit established

by reference to several currencies, by issuing **(i)** ordinary shares or **(ii)** any securities that are equity securities giving access in whatever manner, immediately and/or in the future, to the Company's share capital or to a Subsidiary or under the same conditions, **(iii)** securities giving access in whatever manner, immediately or in the future, to equity securities to be issued by the Company or a Subsidiary, being specified that the shares and other securities may be subscribed for in cash or by the set-off of receivables;

2. 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:
 - o this amount shall be deducted from the overall ceiling stipulated in paragraph 2 of the 20th 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;

- o this amount shall be deducted from the sub-ceiling amount provided for in paragraph 2 of the 21st resolution of this General Meeting applicable to all capital increases with cancellation of preferential subscription rights, subject to its approval, or, as the case may be, from the sub-ceiling amount 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;
 - o 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 20th 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;
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. resolves to cancel the preferential subscription rights of shareholders in respect of the securities that are the subject matter of this resolution;
5. 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;
6. 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;
7. notes the fact that, in accordance with Article L.22-10-52, paragraph 1 of the French Commercial Code:
- the issue price of the shares issued directly shall be at least equal to the weighted average 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;
8. resolves that the Board of Directors shall have all powers, with the power to sub-delegate as permitted by law, to implement this delegation of authority, in particular in order to:
- decide to increase the share capital and determine the securities to be issued;
 - decide the amount of the capital increase, the issue price and the amount of the premium that may, if necessary, be requested upon issue;
 - determine the dates and terms of the capital increase, and the nature and characteristics of the securities to be created; decide, in addition, in the case of bonds or other debt securities (including the securities conferring a right to the allocation of debt securities referred to in Article L.228-91 of the French Commercial Code, whether they will be subordinated or not (and, if so, their level of subordination, in accordance with the provisions of Article L.228-97 of the French Commercial Code, set their interest rate (in particular fixed or variable interest or zero or indexed coupon), and provide, if necessary, for compulsory or optional cases of suspension or non-payment of interest, provide for their term (fixed or perpetual), the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including providing them with guarantees or security interests) and redemption (including repayment by the delivery of assets of the Company); if necessary, these securities may be coupled with warrants conferring a right to the allocation, acquisition or subscription of bonds or other securities representing debt, or may provide for the Company to have the option to issue debt securities (whether of a similar nature or otherwise) by way of payment of interest payment of which has been suspended by the Company, or alternatively could take the form of complex bonds as defined by the market authorities (for example, by reason of the terms of redemption or remuneration or other rights such as indexation, possibility of options); and amend the terms referred to above during the term of the securities concerned, in compliance with the applicable formalities;
 - determine the manner of payment for the shares or securities giving access to the share capital to be issued immediately or in the future;
 - if necessary, determine the terms of exercise of the rights (rights to conversion, exchange and redemption, including by the delivery of assets of the Company such as treasury shares or securities already issued by the Company, as the case may be) attached to the shares or securities giving access to the share capital to be issued and, in particular, determine, even retroactively, the effective date from which the new shares will carry entitlement to dividends, together with any other terms and conditions for completion of the capital increase;
 - set the terms and conditions under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange securities issued or to be issued, immediately or in the future, in order to cancel them or not, in accordance with the law;
 - provide for the ability, if necessary, to suspend the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions;
 - on its sole initiative, charge the costs of the capital increases to the amount of the associated premiums and deduct from said amount the sums necessary to fund the 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;

9. sets the period of validity of this delegation at **twenty-six (26) months** from the date of this General Meeting.

10. notes that the adoption of this resolution cancels and replaces any authorization having the same purpose.

Presentation of the twenty-third resolution

Delegation to the Board to increase the number of securities to be issued in the event of a share capital increase with or without the shareholders' PSR

Under the terms of the 23rd resolution (also known as the "Greenshoe" resolution), you are asked to replace the existing delegation of competence granted to the Board pursuant to the 27th resolution adopted by the shareholders during the General Meeting held on June 13, 2024, 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 20th resolution of the General Meeting, and **(iii)** in case of a share capital increase without shareholders' PSR, from the sub-ceiling stipulated in paragraph 2 of the 21st 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.

Twenty-third resolution

Delegation to the Board of Directors of competence to increase the number of securities to be issued in connection with a share capital increase with or without preferential subscription rights of the 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.225-129-2 *et seq.*, Articles L.228-91 *et seq.* and L.22-10-49 *et seq.* of the French Commercial Code:

1. delegates to the Board of Directors, with the power to sub-delegate under the conditions provided by applicable legal and regulatory provisions, its competence 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 of the shareholders pursuant to the 20th, 21st and 22nd 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 20th 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 2 of the 21st 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 will have full powers to implement this resolution in accordance with the conditions set out in the resolution under which the issue is decided;
4. resolves that the Board of Directors **may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company** unless it obtains prior authorization from the shareholders' meeting; this restriction shall remain in effect until the end of the offer period;
5. sets the period of validity of the delegation at **twenty-six (26) months** from the date of this General Meeting;
6. notes that the adoption of this resolution cancels and replaces any authorization having the same purpose.

Presentation of the twenty-fourth resolution

Delegation to the Board to increase 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)

Under the terms of the 24th resolution, you are asked to replace the existing delegation granted to the Board pursuant to the 28th resolution adopted by shareholders during the General Meeting held on June 13, 2024, 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 20th resolution and from the sub-ceiling stipulated in paragraph 2 of the 21st 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.

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 general meeting, make use of this delegation as from the filing by a third party of a proposed public offer for the Company's shares until the end of the offer period.

Twenty-fourth resolution

Delegation of powers to the Board of Directors to increase the share capital without preferential subscription rights for shareholders as consideration for contributions in kind to the Company consisting of another Company's equity securities or securities giving access to its capital (outside 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.*, Articles L.228-91 *et seq.* and L.22-10-49 of the French Commercial Code:

1. delegates to the Board of Directors, with power to sub-delegate under the conditions provided by applicable legal and regulatory provisions, its powers to increase the share capital on one or more occasions, by issuing, ordinary shares of the Company or securities giving access in whatever manner, immediately or in the future, to equity securities to be issued by the Company as consideration for contributions in kind made to the Company and consisting of equity securities or securities giving access to the share capital of another company, when the provisions of Article L.22-10-54 of the French Commercial Code are not applicable;
2. decides that the maximum nominal amount of the capital increases that may be carried out 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 20th 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 2 of the 21st resolution of this General Meeting applicable to all capital increases with
- cancellation of preferential subscription rights, subject to its approval, or, as the case may be, from the 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 legal 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. resolves, as necessary, to cancel, for the benefit of the holders of equity securities or securities that are the subject of the contributions in kind, the preferential subscription right of the shareholders to the shares or securities issued under this delegation;
6. notes that this delegation entails the waiver by the shareholders of their preferential subscription rights to those ordinary shares of the company to which any securities issued under this delegation may give entitlement;
7. sets the period of validity of the delegation at **twenty-six (26) months** from the date of this General Meeting;
8. notes that the adoption of this resolution cancels and replaces any authorization having the same purpose.

Presentation of the twenty-fifth resolution

Delegation to the Board to increase the share capital by incorporating premiums, reserves, profits or other items

Under the terms of the 25th resolution, you are asked to renew the delegation granted to the Board pursuant to the 28th resolution adopted by the shareholders during the General Meeting held on June 13, 2024, that is due to expire on August 13, 2026.

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 competence 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 general 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 2024.

Twenty-fifth resolution

Delegation of competence to the Board of Directors to increase the 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.* and L.22-10-49 *et seq.* of the French Commercial Code:

1. delegates to the Board of Directors, with power to sub-delegate under the conditions provided by applicable legal and regulatory provisions, its competence 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**, 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 20th 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 2 of the 21st 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 or transferable 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 at **twenty-six (26) months** from the date of this General Meeting;
 5. resolves that the adoption of this resolution cancels and replaces any authorization having the same purpose.

Presentation of the twenty-sixth and twenty-seventh resolutions

Delegations to the Board to increase the share capital, without the shareholders' PSR, in the context of employee shareholding operations

Under the terms of the 26th resolution, you are asked to replace, for a new period of 26 months, the delegation of authority granted to the Board pursuant to the 31st resolution adopted by the shareholders during the General Meeting held on June 13, 2024, pursuant to which "Boost" 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 27th resolution, you are asked to renew the delegation of authority granted to the Board pursuant to the 31st resolution adopted by the shareholders during the General Meeting held on June 13, 2024, that is due to expire on December 13, 2025. 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 26th and 27th 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 26th and 27th resolutions would be independent and autonomous **(i)** from the overall ceiling stipulated in paragraph 2 of the 20th resolution and **(ii)** from the sub-ceiling stipulated in paragraph 2 of the 21st 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 Labour Code, it being understood that the maximum discount may not exceed 30% (or 40% when the lock-up period provided for by the plan is greater than or equal to 10 years) of the average quoted price of the Worldline share on the regulated market of Euronext Paris during the 20 trading days preceding the date of the Board's decision setting the opening date of the subscription.

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

Twenty-sixth resolution

Delegation of competence to the Board of Directors to increase the share capital of the Company, without preferential subscription rights for shareholders, for the benefit of employees and/or corporate officers of the Company and/or 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.22-10-49 *et seq.* of the French Commercial Code and Articles L.3332-1 *et seq.* of the French Labour Code:

1. delegates to the Board of Directors, with the power to sub-delegate under the conditions provided by applicable legal and regulatory provisions, its competence to decide, in the proportions and at the time it shall see fit, the issuing, in France and/or abroad, **(i)** of shares and/or **(ii)** securities that are equity securities giving access in whatever manner, immediately or in the future, to other equity securities in the Company, or giving entitlement, immediately or in the future, to the allotment of debt securities and/or **(iii)** securities giving access, immediately or in the future, to equity securities to be issued by the Company subject to applicable law; reserved to employees and corporate officers of the Company or all French and foreign companies related to the Company within the meaning of the applicable law, who are members of any company or Group 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 20th resolution and from the sub-ceiling stipulated in paragraph 2 of the 21st 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 27th 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 Labour Code, 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 Labour Code is equal to or greater than ten years;**
5. decides that pursuant to Article L.3332-21 of the French Labour Code, 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 Labour Code, it being specified that transfers of shares carried out with a discount in favor of members of one or more company savings plans referred to in this resolution shall be deducted up to the nominal amount of the shares thus transferred from the 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 legal reserve to one tenth of the new share capital after each increase;
 - 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 at **twenty-six (26) months** from the date of this General Meeting;
 10. resolves that the adoption of this resolution cancels and replaces any authorization having the same purpose.

Twenty-seventh resolution

Delegation of competence to the Board of Directors to increase the Company's share capital, without preferential subscription rights for shareholders, for the benefit of 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.*, L.225-138 and L.228-91 *et seq.* of the French Commercial Code:

1. delegates to the Board of Directors, with the power to sub-delegate under the conditions provided by applicable legal and regulatory provisions, its competence 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, and/or **(ii)** securities giving access, immediately or in the future 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 20th resolution and from the sub-ceiling stipulated in paragraph 2 of the 21st 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 26th 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 Commercial Code and Article L. 3344-1 of the French Labour Code and having their registered offices outside of France;
 - (ii) UCITs or other entities organized under French or foreign law for the purpose of employee shareholding, whether or not legal entities, of which the shareholders or members are persons referred to in **(i)** above or 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 Labour Code is greater than or equal to ten years) and/or **(ii)** at a price equal to the price set on the basis of the 24th 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 at **eighteenth (18) months** from the date of this General Meeting;
- 7. presolves that the adoption of this resolution cancels and replaces any authorization having the same purpose.

Presentation of the twenty-eighth resolution

Authorization to the Board to grant free shares to the employees and Corporate Officers of the Company and/or its affiliated companies

Under the terms of the 28th resolution, you are asked to replace the existing authorization granted to the Board pursuant to the 33rd resolution adopted by the shareholders during the General Meeting held on June 13, 2024, with a new authorization of same nature, for a new period of 38 months, aiming at granting, on one or more occasions, free shares to employees or Corporate Officers of the Company and/or its affiliates, in accordance with the conditions set out below. 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 Company Officers.

It is recalled that the Chief Executive Officer will be granted performance shares starting in 2026. Regarding the year 2025, he will receive an exceptional compensation in free shares to take into account the loss of protections and benefits that he previously enjoyed in his former functions (in particular performance shares and retirement plans as well as employee status), while strengthening his incentive to drive Worldline's stock performance over a four-year period. This exceptional compensation corresponds to the allocation of 100,000 free shares not subject to performance conditions, with vesting in four equal annual tranches on each anniversary of the grant date, provided that Pierre-Antoine Vacheron continues to serve as an Executive Company Officer at each applicable anniversary date. The first tranche will be subject to one year holding period after acquisition.

The sub-cap would not represent more than **1%** of the share capital of the Company on the day of the General Meeting, of which **0.04%** for the Chief Executive Officer.

Free shares will be granted to the Chief Executive Officer at the Board of Directors' meeting following the General Meeting to be held on June 5, 2025.

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 33rd resolution adopted by the shareholders during the General Meeting held on June 13, 2024 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 1%** of the share capital of the Company on the day of the General Meeting.

3. Sub-cap for the grant to Chief Executive Officer

Within the envelope referred to in point 2 above, the total number of shares granted to Chief Executive Officer by virtue of the proposed authorization would not represent more than **0.04%** 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 Chief Executive Officer. 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 minimum vesting period of one year. The Board of Directors may set a holding period from the vesting. The cumulative length of the vesting period and any holding period may not be less than two years..

5. Performance conditions / Continued employment condition

The vesting of all or part of the free shares would be subject to the achievement of performance conditions (financial and/or non-financial) and/or presence condition.

Subject to certain legal exceptions provided for in the plan (e.g., death or disability), the vesting of all or part of the shares may be subject to the preservation of the status of Group's employee or Corporate Officer, by the beneficiary, during the vesting period.

The total number of shares definitively acquired would not under any circumstances exceed the number of shares allocated.

Twenty-eighth resolution

Authorization to the Board of Directors to grant free shares issued or to be issued, with the waiver by shareholders to their preferential subscription rights, 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, and in accordance with Articles L.225-129 *et seq.*, L.225-197-1 *et seq.* and L.22-10-59 *et seq.* of the French Commercial Code:

1. authorizes the Board of Directors, with the power to subdelegate as provided for in the applicable legal and regulatory provisions, to grant, on one or more occasions and according to its own decisions, existing free shares or newly-issued free shares, up to **1% 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 Company Officers in accordance with this authorization shall not exceed **0.04% of the share capital on the day of this General Meeting**;
2. resolves that the beneficiaries of the grants authorized under this resolution must be employees and/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 Commercial Code, located in France or outside of France, as determined by the Board of Directors.
3. resolves that the grant of shares to beneficiaries shall only become definitive at the end of a vesting period which shall be determined by the Board of Directors but may not be less than one year. The Board of Directors may also set a minimum lock-up for beneficiaries, starting at the end of the vesting period. The cumulative length of the vesting period and any lock-up period may not be less than two years;
4. resolves that in case of disability of the beneficiary falling within the second or third categories of Article L.341-4 of the French Social Security Code, the vesting of the shares shall occur immediately, the shares becoming immediately freely transferable;
5. resolves that 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;
6. 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;
7. authorizes the Board of Directors to make any necessary adjustments to the number of shares during the vesting period, in connection with any transactions affecting the Company's share capital within the meaning of Article L.225-181 of the French Commercial Code, so as to preserve the rights of beneficiaries;
8. authorizes the Board of Directors to make use of the authorizations granted or to be granted by the General Meeting, in accordance with the provisions of Article L.22-10-62 of the French Commercial Code;
9. delegates all powers to the Board of Directors with the possibility to subdelegate under the conditions provided 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;
 - set the conditions and, where applicable, the criteria for the grant of existing shares or shares to be issued;
 - allow for the possibility of temporarily suspending grant rights;
 - set all the other terms and conditions under which the shares will be granted;
 - accomplish or arrange for the accomplishment of all acts or formalities necessary to carry out share buybacks and/or complete capital increase(s) that may be carried out pursuant to this authorization, amend the bylaws accordingly, and in general take all necessary steps, with power to sub-delegate in accordance with law;
10. sets the period of validity of the delegation at **thirty-eight (38) months** from the date of this General Meeting;
11. resolves that the adoption of this resolution cancels and replaces any authorization having the same purpose.



Presentation of the twenty-ninth resolution

Amendment to Article 18 of the Bylaws – Procedures for convening and deliberating the Board of Directors

French Law No. 2024-537 of 13 June 2024 aimed at increasing business financing and France’s attractiveness (the ‘Attractiveness Law’), applicable since 14 September 2024, simplified the procedures for holding Board of Directors’ meetings. To this end, it is proposed in the 29th resolution to amend Article 18 of the Company’s bylaws relating to the convening and deliberations of the Board of Directors, in particular to allow:

- the participation of directors in Board of Directors’ meetings by any means of telecommunication;
- the use of written consultation for all decisions in accordance with the rules and procedures laid down in the Board of Directors’ internal rules;
- the possibility for directors to express their opinions in writing.

Written consultation of directors will be considered in certain circumstances. It is specified that the Board of Directors gives priority to the physical attendance of directors at Board and Committee meetings. The aim is to preserve the richness and depth of exchanges between directors, as well as the positive dynamic restored by the Chairman of the Board since the Board reshuffling finalized at the 2024 General Meeting, while streamlining decision-making to be more agile.

Twenty-ninth resolution

Amendment to Article 18 of the Bylaws – Procedures for convening and deliberating the Board of Directors

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors’ report, resolves to amendment to Article 18 of the bylaws as following:

Current wording	New wording
<p>Article 18 - Board of directors’ meetings and deliberations</p> <p>(...)</p> <p>The board of directors cannot make valid decisions unless at least half of its members are present.</p> <p>Decisions are made by the majority of the members present or represented. If the vote is split, the chairman of the board of directors shall cast the deciding vote. If the chairman of the board of directors is absent at a board of directors meeting, the person chairing such meeting shall not have a casting vote.</p> <p>Within the limits of legal and regulatory provisions, the meetings of the board of directors may take place by means of video-conferencing or telecommunication in the conditions provided for in the internal rules adopted by the board of directors.</p> <p>(...)</p>	<p>Article 18 - Board of directors’ meetings and deliberations</p> <p>(...)</p> <p>Within the limits of legal and regulatory provisions, meetings of the board of directors may take place by any means of video-conferencing or telecommunication in the conditions provided for by the regulations in force and in the internal rules adopted by the board of directors.</p> <p>The board of directors cannot make valid decisions unless at least half of its members are present.</p> <p>Decisions are made by the majority of the members present or represented. If the vote is split, regardless of the consultation method (including written consultation), the chairman of the board of directors shall cast the deciding vote. If the chairman of the board of directors is absent at a board of directors meeting, the person chairing such meeting shall not have a casting vote.</p> <p>At the initiative of the chairman, of the director temporarily delegated to perform the duties of chair, of the lead director, of the vice-chair (or one of the vice-chairs), of the chief executive officer if he or she is a director, or of the secretary of the board of directors acting on behalf of one of them, the decisions of the board of directors may be taken by written consultation of the directors, including by electronic means, in accordance with the rules and procedures laid down in the internal rules of the board of directors.</p> <p>The directors are then called upon to give their opinion in writing, including by electronic means, on the decision or decisions submitted to them. Directors who have not responded by the deadline will not be taken into account in calculating the quorum, unless the deadline is extended by the person who convened the meeting.</p> <p>Each director shall have the right, from the date of the notice of meeting, to object to the use of written consultation within a period of not less than twenty-four hours.</p> <p>The internal rules of the board of directors shall specify the procedures for written consultation not defined by the legal and regulatory provisions in force or by these Articles of association.</p> <p>(...)</p>

The other provisions of Article 18 remain unchanged.



Presentation of the thirtieth resolution

Amendment to Article 19 of the Bylaws – Age of the Chairman of the Board of Directors

Under the terms of the 30th resolution, you are asked to amend Article 19 of the Company's bylaws to reduce the age of the Chairman of the Board of Directors from 81 to 70 years old.

It is recalled that in connection with the acquisition of Worldline IGSA (formerly Ingenico Group SA) in 2020 and to enable the appointment of Bernard Bourigeaud as Chairman of the Board of Directors, the Company's bylaws were amended by the 2020 General Meeting to set the age limit for the Chairman at 79. The 2023 General Meeting had also increased the age limit to 81 so that he could continue to perform his duties due to his in-depth knowledge of the Company's activities.

In order to align with best governance practices, you are requested to set the age limit for the Chairman of the Board of Directors at 70 years old at the time of his appointment or his renewal.

Thirtieth resolution

Amendment to Article 19 of the Bylaws – Age of the Chairman of the Board of Directors

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors’ report, resolves to amendment to Article 19 of the bylaws as following:

Current wording	New wording
<p>Article 19 - Age of the Chairman of the Board of Directors</p> <p>(...)</p> <p>The age limit for the exercising of the function of chairman of the board of directors is set at 81 years old under the conditions specified hereinafter. When, in the course of his functions, this age limit is reached, the chairman of the board of directors will be considered to have automatically resigned at the end of the annual general meeting approving the financial accounts for the previous year following the reaching of the age of 81 years old.</p> <p>(...)</p>	<p>Article 19 - Age of the Chairman of the Board of Directors</p> <p>(...)</p> <p>The age limit for the exercising of the function of chairman of the board of directors is set at 81 70 years old under the conditions specified hereinafter at the time of appointment or renewal. When, in the course of his functions, this age limit is reached, the chairman of the board of directors will be considered to have automatically resigned at the end of the annual general meeting approving the financial accounts for the previous year following the reaching of the age of 81 years old.</p> <p>(...)</p>

The other provisions of Article 19 remain unchanged.

Presentation of the thirty-first resolution

Powers for legal formalities

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-first resolution

Powers

The General Meeting grants all powers to the holder of an original, copy or excerpt from the minutes of this General Meeting to make any submissions, publications, declarations and formalities which may be necessary.

Terms of participation

Preliminary formalities to be carried out to participate at the General Meeting

Any shareholder, regardless of the number of shares they own, may attend the General Meeting or be represented under the conditions and according to the procedures set by law and regulations.

In accordance with the provisions of Article R.22-10-28 of the French Commercial Code, the right to participate in the meeting is subject to the registration of the securities in the name of the shareholder or the intermediary registered on their behalf, on the second business day preceding the General Meeting, i.e. by **Tuesday, June 3, 2025, at zero hour, Paris time:**

– **For shareholders who own registered shares:** in the registered share accounts held for Worldline by its authorized representative (Société Générale Securities Services);

– **For shareholders who own bearer shares:** in the bearer share accounts held by an authorized intermediary.

The registration of securities in the bearer share accounts held by the authorized intermediary is verified by a participation certificate issued by the latter, thus providing proof of their status as a shareholder.

Participation and voting procedures for the General Meeting

Please note that in accordance with the provisions of paragraph III of Article R.22-10-28 of the French Commercial Code, once a shareholder has already cast a postal vote, sent a proxy, or requested their admission card or participation certificate, they may not choose another mode of participation in the General Meeting.

A. If you wish to attend the General Meeting physically

Shareholders wishing to personally attend the General Meeting can request an admission card via postal or electronic means under the following conditions:

1. Request for admission card via postal mail

- **For registered shareholders (pure and administered):** date, sign, and return the unique postal or proxy voting form enclosed with the invitation they will receive, specifying that the shareholder wishes to personally attend the meeting and obtain an admission card, using the prepaid envelope (enclosed with the received invitation) or by simple mail to the following address: Société Générale Securities Services - Service des Assemblées - CS 30812, 44308 Nantes Cedex 3;
- **For bearer shareholders:** request the admission card from the financial institution managing their securities account.

2. Request for admission card via electronic means

- **For registered shareholders (pure and administered):** make the request online on the secure VOTACCESS platform by connecting to the site <http://www.sharinbox.societegenerale.com/>.
- **For pure registered shareholders:** connect to the Sharinbox site using their usual access code (provided on the unique voting form enclosed with the invitation brochure or in the email if they have chosen this mode of invitation) or their login email (if they have already activated their Sharinbox by SG Market account), then the password already in their possession.
- **For administered registered shareholders:** shareholders must connect to the Sharinbox site using their access code, which will be sent a few days before voting opens.

Once connected, the shareholder must follow the instructions displayed on the screen to access the secure VOTACCESS platform and request an admission card online.

– **For bearer shareholders:** it is the responsibility of the bearer shareholder to inquire whether their account manager has joined the secure VOTACCESS platform and, if so, the conditions of use of the VOTACCESS site.

- If the shareholder's account manager has joined the secure VOTACCESS platform, the shareholder must connect to the portal of the financial institution managing their securities account using their usual access codes, then follow the instructions on-screen to access the secure VOTACCESS platform and request an admission card online.
- If the shareholder's account manager has not joined the secure VOTACCESS platform, the shareholder will not be able to request an admission card electronically and must, therefore, request it via postal mail from their account manager following the conditions described in paragraph A.1 (*request for admission card via postal mail*).

3. In the absence of an admission card

If a shareholder wishing to attend the General Meeting physically has not requested or received their admission card:

- **For registered shareholders (pure and administered):** they must present themselves on the day of the General Meeting directly at the counter specifically set for this purpose with an identification document.
- **For bearer shareholders:** report on the day of the General Meeting directly to the booth specifically set up for this purpose, with identification and the participation certificate issued by the financial institution managing their securities account.

B. If you wish to vote by proxy or correspondence/revoke a proxy

Shareholders can participate remotely by proxy or voting by correspondence, either using the voting form or via the secure VOTACCESS platform under the conditions described below.

Shareholders may be represented by giving power to the Chairman of the General Meeting, another shareholder, their spouse or partner with whom they have concluded a civil solidarity pact, or any other person (natural or legal) of their choice under the conditions indicated in Articles L.225-106 and L.22-10-39 of the French Commercial Code.

According to Article R.225-79 of the French Commercial Code, a proxy given by a shareholder to be represented must be signed by the shareholder who will indicate their name, first name, and address. They may name a proxy, specifying the proxy's name, first name, and address or—in the case of a legal entity—the corporate name or trade name and its registered office, which does not have the ability to appoint another person.

It is specified that for any proxy without a designated proxy holder, the Chairman of the General Meeting will cast a favorable vote for the adoption of resolutions proposed or agreed by the Board of Directors and an unfavorable vote for the adoption of all other resolutions.

1. Voting by proxy or correspondence via postal mail

Shareholders wishing to vote remotely or be represented by granting power to the Chairman of the General Meeting (or, if necessary, to any person of their choice) may:

- **For registered shareholders (pure and administered):** date, sign, and return the unique postal or proxy voting form enclosed with the invitation they will receive, specifying that the shareholder wishes to be represented at the meeting or vote by mail, using the prepaid envelope (enclosed with the received invitation) or by simple mail to the following address: Société Générale Securities Services - Service des Assemblées - CS 30812, 44308 Nantes Cedex 3;
- **For bearer shareholders:** request the unique postal or proxy voting form from the financial institution managing their securities account from the date of the General Meeting invitation. Once completed and signed, return the form to the financial institution managing their securities account, which will handle sending it, accompanied by the participation certificate issued by them, to Société Générale Securities Services - Service des Assemblées - CS 30812, 44308 Nantes Cedex 3. The form, duly completed and signed, will only be considered if accompanied by proof of share ownership.

To be considered, the unique postal and proxy voting form must be received by the Securities and Stock Department - *Service des Assemblées* of Société Générale at least three (3) days before the date of the General Meeting, i.e., by **Monday, June 2, 2025, at 11:59 pm, Paris time.**

Due to possible postal mail delivery delays, it is recommended to send your postal voting form as early as possible and advised to choose proxy or postal voting via the Internet as described below.

2. Voting by proxy or correspondence via the Internet

Shareholders have the option to submit their voting instructions and designate or revoke a proxy via the Internet before the General Meeting, on the secure VOTACCESS platform, under the conditions described below:

- **For registered shareholders (pure and administered):** make the request online on the secure VOTACCESS platform accessible by connecting to the site <http://www.sharinbox.societegenerale.com/>.
- *For pure registered shareholders:* connect to the Sharinbox site using their usual access code (provided on the unique voting form enclosed with the invitation brochure or in the email if they have chosen this mode of invitation) or their login email (if they have already activated their Sharinbox by SG Market account), then the password already in their possession.
- *For administered registered shareholders:* shareholders must connect to the Sharinbox site using their access code, which will be sent a few days before voting opens.

Once connected, registered shareholders must follow on-screen instructions to access the secure VOTACCESS platform, allowing them to vote and designate or revoke a proxy.

– **For bearer shareholders:** it is the responsibility of the bearer shareholder to inquire if their account manager has joined the secure VOTACCESS platform and, if so, the usage conditions of the VOTACCESS site.

- If the shareholder's account manager has joined the secure VOTACCESS platform, the shareholder must connect to the portal of the financial institution managing their securities account using their usual access codes, then follow the instructions on-screen to access the secure VOTACCESS platform and vote or designate or revoke a proxy.
- If the shareholder's account manager has not joined the secure VOTACCESS platform, the shareholder will not be able to vote electronically and must transmit their voting form to their account manager following the conditions described in paragraph B.1 (*vote by proxy or correspondence via postal mail*).

However, the notification of the designation and revocation of a proxy can be done electronically, in accordance with Article R.225-79 of the French Commercial Code, by sending an email to the following address: assemblees.generales@sgss.socgen.com.

This email must necessarily contain the following information: name of the Company concerned, date of the General Meeting, name, first name, address, bank references of the principal as well as the name, first name and if possible the address of the proxy.

Terms of participation

Bearer shareholders must ask their financial intermediary managing their securities account to send a written confirmation, by postal mail to Société Générale Securities Services - Service des Assemblées - CS 30812, 44308 Nantes Cedex 3, or by email to the following address: assemblees.generales@sgss.socgen.com. Confirmations must be received no later than **Wednesday, June 4, 2025, at 3:00 pm, Paris time**.

Only notifications of the designation or revocation of proxies may be sent to the aforementioned email address; any other request or notification regarding another matter cannot be considered or processed.

The secure VOTACCESS platform for the General Meeting will be open **Monday, May 19, 2025, at 9:00 am, Paris time**.

The opportunity to vote, grant proxy, or revoke a proxy before the General Meeting will end on **Wednesday, June 4, 2025, at 3:00 pm, Paris time**.

To avoid potential congestion of the secure VOTACCESS platform, shareholders are encouraged not to wait until the day before the General Meeting to submit their instructions

Shareholders are advised to favor Internet voting before the General Meeting, on the secure VOTACCESS platform, according to the conditions described above.

C. Requests for additions to the agenda or proposed resolutions

Requests for additions to the agenda or proposed resolutions by shareholders meeting the conditions set out in Articles L.225-105, R.225-71 et seq., and L.22-10-44 et seq. of the French Commercial Code must be sent to the Company's registered office no later than the twenty-fifth day preceding the date of the General Meeting, **i.e., by Sunday, May 11, 2025, at 11:59 pm, Paris time**. Requests sent by registered letter with acknowledgment

of receipt must be accompanied by a certificate justifying the shareholder status. As for bearer shareholders, it is reminded that the registration of points and/or proposed resolutions is subject to the transmission of a new certificate demonstrating the registration of their securities in the same accounts on the second business day preceding the General Meeting, **i.e., Tuesday, June 3, 2025, at zero hour, Paris time**.

D. Written questions

In accordance with Article R.225-84 of the French Commercial Code, any shareholder may submit written questions up to the fourth business day preceding the date of the meeting, **i.e., by no later than Friday, May 30, 2025, at 11:59 pm, Paris time**.

These questions are sent to the Chairman of the Board of Directors, at the Company's registered office by registered

letter with acknowledgment of receipt or electronically to the following address: assemblee-generale@worldline.com. They are accompanied by a registration certificate.

A collective response may be provided to these questions if they are similar in content. A response to a written question is deemed to have been given once it appears on the Company's website www.worldline.com.

Given potential disruptions in postal mail delivery, shareholders are recommended to submit their questions well in advance or send them by email according to the method described above.

E. Information and documents provided to shareholders

Documents mentioned in Article R.22-10-23 of the French Commercial Code are available on the Company's website www.worldline.com.

Documents and information relating to this meeting are available to shareholders according to the current legal and regulatory conditions, at the Company's registered office.

Shareholders may obtain documents provided for in Articles R.225-81 and R.225-83 of the French Commercial Code by requesting them from the centralizing institution under the current legal and regulatory conditions. To do this, they must send Société Générale a form requesting the dispatch of documents and information.

F. Sale of shares by shareholders before the General Meeting

Any shareholder who has already returned their unique proxy and postal voting form may sell all or part of their shares until the day of the General Meeting. However, if the sale occurs before the second business day at zero hour, Paris time, preceding the General Meeting, the authorized financial intermediary managing the account must notify the sale to the financial institution designated above and provide the

elements to cancel the vote or modify the number of shares and votes corresponding to the vote. No transfer of shares made after the second business day at zero hour, Paris time, preceding the General Meeting, regardless of the method used, will be notified or taken into account, notwithstanding any contrary agreement.

Voting form

How to fill in the voting form?

The voting form will be available on the Company's website www.worldline.com within the legal deadlines and will be automatically sent to each registered shareholder with his or her notice of meeting.

In order to be taken into account, the voting form must be received by Société Générale Securities Services on Monday, June 2, 2025 at 00:00 pm (Paris time) at the latest. No voting form will be taken into account after this date.

To attend the General Meeting:
tick here

To give your proxy to the Chairman of the General Meeting:
tick here

To appoint any natural or legal person of your choice as your proxy:
tick and enter the details of the individual or legal entity who will attend the General Meeting and vote on your behalf

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

☐ JE DÉSIRES ASSISTER À CETTE ASSEMBLÉE et demande une carte d'admission : dater et signer au bas du formulaire // I WISH TO ATTEND THE SHAREHOLDER'S MEETING and request an admission card: date and sign at the bottom of the form

WORLDLINE

Société anonyme au capital de 192 826 218,92 €
 Siège social : Tour Voltaire – 1, place des Degrés
 92800 Puteaux - France
 378 901 946 R.C.S. Nanterre

ASSEMBLÉE GÉNÉRALE MIXTE
Convoquée le jeudi 5 juin 2025 à 14h30
 A Tour Cœur Défense, 100-110 Esplanade du Général de Gaulle
 92931 La Défense, France

COMBINED GENERAL MEETING
Convened on Thursday June 5, 2025 at 2:30 p.m.
 At Tour Cœur Défense, 100-110 Esplanade du Général de Gaulle
 92931 La Défense, France

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

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

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

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

1	2	3	4	5	6	7	8	9	10	A	B
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
11	12	13	14	15	16	17	18	19	20	C	D
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
21	22	23	24	25	26	27	28	29	30	E	F
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
31	32	33	34	35	36	37	38	39	40	G	H
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>
41	42	43	44	45	46	47	48	49	50	I	J
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>

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

D **JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE**
 Cf. au verso (3) - See reverse (3)

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

M. ■■■■■, Raison Sociale / Mr, Mrs or Miss, Corporate Name

Adresse / Address

ATTENTION : Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.
CAUTION: As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf au verso (1)
 Surname, first name, address of the shareholder (Changes regarding this information have to be notified to relevant institution, no changes can be made using this proxy form). See reverse (1)

F Enter your surname, first name and address here, or check if they are already included

To vote by post:
tick here and follow the instructions.
Don't forget to vote for any amendments or new resolutions that may be proposed at the Meeting

Resolutions not approved by the Board of Directors, if any

Date and sign here

2025 Convening Brochure | Worldline

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Request for documents and information

I, the undersigned,

Title, Company:

Last name or company name:

First name:

Postal code: Country:

Email address: @

Hereby acknowledge that I have received the documents relating to the Shareholders' Combined General Meeting of June 5, 2025, as referred to in Article R. 225-81 of the French *Code de Commerce*, i.e., the agenda, the draft resolutions and the summary presentation of the Company's financial position during the 2024 past financial year;

Request that Worldline¹ send me, prior to the Shareholders' Combined General Meeting the documents and information referred to in Article R.225-83 of the French *Code de Commerce*² as well as the documents and information referred to in the resolutions to be submitted for shareholder approval at the General Meeting on June 5, 2025:

☐ Send hard copies of the documents

☐ Send digital copies of the documents

Signed in: on: 2025

Signature

This request should be returned to:

Societe Generale Securities Services

Service Assemblées

CS 30812 – 44308 Nantes Cedex 3, France
or the financial intermediary responsible for managing your shares.

¹ Shareholders holding registered shares may, if they have not already done so, obtain from the Company, by a single application, the sending of the documents and information referred to in Sections R. 225-81 and R. 225-83, at each subsequent shareholders' general meeting.

² Information about Worldline can be found in the 2024 Universal Registration Document, which you can consult on the Company's website www.worldline.com.

Help protect the environment and save time: opt for the e-notice of shareholders' meetings

Dear Sir or Madam, Dear shareholder,

As part of a digitalization process and to better preserve the environment, Worldline offers the possibility of receiving your notice of general meetings electronically ("e-notice"), as of the next General Meeting.

By choosing the e-notice, a simple, fast and secure delivery way, you will receive an e-mail allowing you to access all the documents for the general meetings via the Internet, without delay as soon as they are released. In addition, you will be able to carry out all the formalities to attend and vote at the General Meeting online. To opt in, you must authorize this change in accordance with applicable laws.

You can opt in to receiving e-notices:

Electronically

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

Section : My Account / My profile > Menu : E-services

Check/update your e-mail address correct in the "Personal contact details" menu tick the option box and click on "Subscribe for free".

By post

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

Please also notify Société Générale Securities Services if:

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

Reply form to be returned duly completed and signed

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

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

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

Title (Mrs/Mr/ etc.):

Last name (or company name):

First name:

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

Registered share account number with Société Générale Securities Services (CCN):

Email address:@

Signed in: on: 2025

Signature

This request should be returned to:

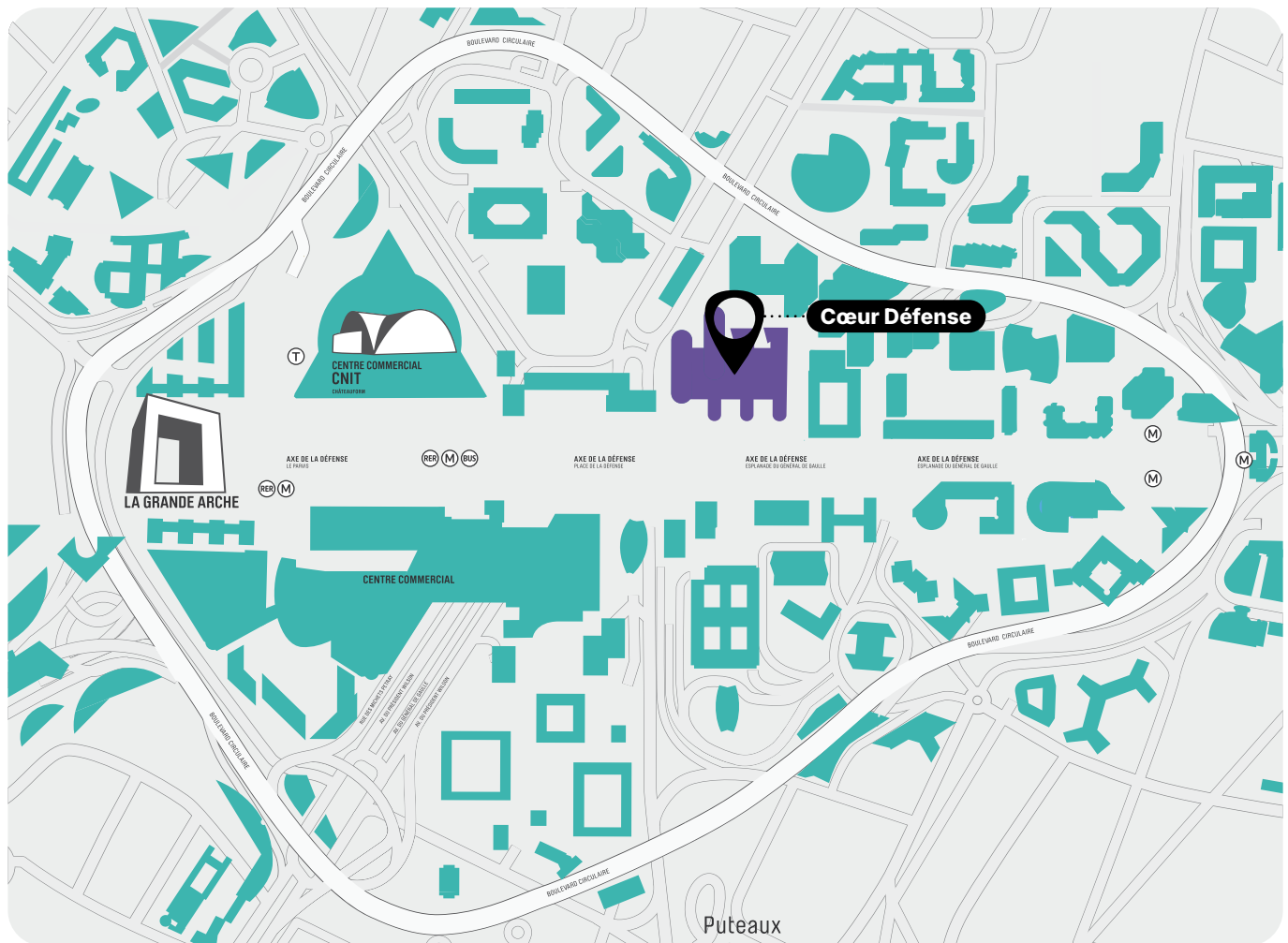
Société Générale Securities Services

Service Assemblées

CS 30812 – 44308 Nantes Cedex 3, France

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

How to get to our Shareholders' General Meeting



Public transport access

- **Metro** : Line 1 (Château de Vincennes – La Défense Grande Arche), La Défense (Grande Arche) Station
- **RER** : Line A (Boissy-St-Léger/Marne-La-Vallée – Poissy/Cergy), La Défense (Grande Arche) Station
- **Tramway** : Line T2 (Issy/Val de Seine), La Défense stop
- **SNCF** : Paris Saint-Lazare/Saint-Nom-la-Bretèche or Versailles-Rive droite/Saint-Quentin-en-Yvelines/La Verrière lines, La Défense Station
- **BUS** (www.ratp.fr): numerous bus lines from Paris and the surrounding suburbs pass through La Défense. These include lines 73, 141, 114, 159, 161, 174, 178, 258, 262, 272, 275, 278, 360, 378. Exit F Calder Miro then follow La Défense 4 through to the Cœur Défense office complex.



Car access

Exit the Boulevard Circulaire at Défense 4, turn into Avenue André Gleizes, then left into Cœur Défense.
The car park (2,880 spaces of which 440 reserved for visitors) is accessed via 12 Avenue André Prothin, La Défense 4.



Taxi and bicycle access

10 Avenue André Prothin, La Défense 4.



Investors Relations

Laurent Marie

laurent.marie@worldline.com

Peter Farren

peter.farren@worldline.com

Guillaume Delaunay

guillaume.delaunay@worldline.com



Public limited company
(Société anonyme)
Share capital: €192,828,710.44
Tour Voltaire,
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