

Corporate Governance and Capital

Evolution of capital and stock performance

E.3.4.4 Current authorizations to issue shares and other securities

The following authorizations to modify the share capital and to issue shares and other securities were in force in 2024:

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)	Grant date of the authorization	Authorization expiration date	Duration	Use in 2024	Comments
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	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
Capital increase through an issue of shares and/or other securities giving access to the Company's share capital						
Share capital increase with PSR	50% of the share capital* ¹	June 13, 2024 (24 th resolution)	August 13, 2026	26 months	-	May not be used during a public offering
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* ¹²	June 13, 2024 (25 th resolution)	August 13, 2026	26 months	-	May not be used during a public offering
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* ¹²	June 13, 2024 (26 th resolution)	August 13, 2026	26 months	-	May not be used during a public offering
Increase in the number of securities in case of share capital increase with or without PSR	15% of the initial issue ^{12,3}	June 13, 2024 (27 th resolution)	August 13, 2026	26 months	-	May not be used during a public offering
Authorization to issue shares or securities giving access to the capital without PSR as consideration for contributions in kind of equity securities or securities giving access to the capital	10% of the share capital* ²	June 13, 2024 (28 th resolution)	August 13, 2026	26 months	-	May not be used during a public offering
Share capital increase through incorporation of premiums, reserves, benefits or other	500 million ⁴	June 13, 2024 (29 th resolution)	August 13, 2026	26 months	May 27, 2024 (202,439.40€) ⁸ June 19, 2024 (136€) ⁸	-
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	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
Capital reduction through the cancellation of treasury shares	10% of the share capital per 24-months periods	June 13, 2024 (23 rd resolution)	August 13, 2026	26 months	-	-

**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)	Grant date of the authorization	Authorization expiration date	Duration	Use in 2024	Comments
Operations reserved for employees and Company Officers						
Capital increase reserved to employees and executive officers of the Group	2.5% of the share capital* ⁵	June 13, 2024 (31 st resolution)	August 13, 2026	26 months	-	-
Capital increase reserved to employees and executive officers of the Group	2.5% of the share capital* ⁵	June 13, 2024 (31 st resolution)	August 13, 2026	26 months	-	-
Capital increase with the cancelation of the PSR to the benefit of members of a company or group savings plan as employees and/or executive officers of the Company and its affiliated companies	2.5% of the share capital* ⁵	June 13, 2024 (32 nd resolution)	December 13, 2025	18 months	-	-
Authorization to grant free shares to employees and Company Officers	0.86% of the share capital (with a sub-cap of 0.066% of the share capital for the executive corporate officers)* ⁶	June 13, 2024 (33 rd resolution)	August 13, 2027	38 months		-

* 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.
- 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).