



**Convening Brochure**

# Extraordinary General Meeting

**Thursday January 8, 2026 at 10:00 am**

**Cloud Business Center**

**10 bis rue du Quatre Septembre, 75002 Paris**

**WORLDLINE** 

Payments to grow your world



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# Message from Wilfried Verstraete,

Chairman of the Board of Directors

Ladies and Gentlemen, Dear shareholders,

I am honored to invite you to the Extraordinary General Meeting of Worldline shareholders to be held on **January 8, 2026, at 10:00 AM at the Cloud Business Center** – 10 bis rue du Quatre Septembre – 75002 Paris, France.

As you know, during the Capital Markets Day on November 6<sup>th</sup>, your General Management presented the North Star 2030 plan and our ambitions for transforming the Group aimed at being the European partner of choice for merchants and financial institutions in payment processing.

Since the arrival of Pierre-Antoine Vacheron as your new CEO, the team has done an outstanding job in navigating numerous obstacles and unforeseen events. The Group transformation initiated by Pierre-Antoine Vacheron is well on track and has already successfully delivered several non-core assets disposals. The target is to become an integrated, disciplined, focused, and streamlined group, ready for the next stage of its transformation.

This General Meeting is essential to strengthen our Group's overall financial structure, accelerate its transformation to support sustainable and profitable growth, and solidify a stable base of key financial institutions as shareholders. The €500 million capital increase proposed will be carried out in two stages if you approve the relevant resolutions. The first, of approximately €108 million, will be reserved for certain Group shareholders. The second capital increase, of approximately €392 million, will be open to all shareholders who can participate and exercise their preemptive subscription rights.

The Board of Directors fully and unanimously endorses and supports the strategic roadmap that has been defined and presented to you during the Capital Markets Day. It is convinced that it will create significant value for our customers, our employees and, of course, our shareholders.

I look forward to meeting you in person on January 8, 2026, and discussing our ambition to establish Worldline as a true leader in payment services in Europe.

If you cannot personally attend the event, you can vote before the General Meeting via the secure platform VOTACCESS or by correspondence. 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 can 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 January 8, 2026.

Yours sincerely,

**Wilfried Verstraete**  
*Chairman of the Board of Directors*



# Message from Pierre-Antoine Vacheron,

Chief Executive Officer

Dear Shareholders,

Over the recent years, Worldline has gone through many headwinds, operational challenges, reputation issues. Still, nine months into my tenure I am confident in the foundations of the Company, and in its potential to grow and generate robust cash flows.

We are Europe's leading payments operator, processing 47 billion transactions annually and sustaining critical infrastructure across the continent. This scale is both our asset and our responsibility.

We are at a turning point of the history of the Company.

Our Capital Markets Day crystallized three key points:

- **Momentum:** Worldline is moving forward, Q3 results showed beginning of stabilization and our disciplined execution of strategic disposals prove our team's ability to deliver;
- **Clear plan:** our North Star 2030 transformation roadmap is underway, focused on simplifying, converging, integrating and growing, generating a positive contribution to EBITDA of €210 million by 2030, reaching €1 billion. By that time, free cash flow is expected to be between €300 million and €350 million;
- **Financial strength:** we have a strong liquidity and the €500m capital increase will strengthen our balance sheet during the transition year of 2026.

North Star 2030 is committed by our executive team ; It is staged and anchored on already proven data points ; It benefits of the unanimous approval of our Board of Directors ; It is backed by key financial institutions, Bpifrance, BNP Paribas and Crédit Agricole, through their anticipated reserved rights issue and participation to the rights issue ; their backing reflects the strategic importance of Worldline in the European economy.

I acknowledge that the equity history of Worldline has been disappointing, to say the least. However, to ensure the most effective implementation of our transformation plan, we are asking for you to vote in favor of the capital increases and to participate in the rights issue.

Your support is key. Key to write the next chapter of the Company, key to reach our common objective: be the European payments partner of choice for merchants and financial institutions.

I thank you in advance for your time and consideration.

**Pierre-Antoine Vacheron**  
Chief Executive Officer



# Finance & strategy

## 2025 Achievements

In 2025, Worldline has undertaken decisive actions to address historical challenges, notably with:

- #1** Strategic refocus on core payment activities in Europe after entering into agreements to divest its Mobility & e-Transactional Services in July, its North American operations in October, its Electronic Data Management activity (ex-Cetrel Securities) to SIX Group early November and its PaymentIQ payment orchestration platform early December. The combined cash proceeds of these contemplated divestments are expected in the range of €510-560m.
- #2** Restoration of trust through the external review of the merchants portfolio and compliance & risk framework and their operationalization, and the clarification of cash pooling arrangements.
- #3** Acceleration of products roll-out such as Android smartPos, Tap on Mobile, Wero on ecommerce, Worldline for Platforms.
- #4** Execution of the Tech landscape convergence with five platforms decommissioned in 2025.
- #5** Finally, delayering of the organization through direct management of the Merchant Services business at the level of the massively renewed executive committee.

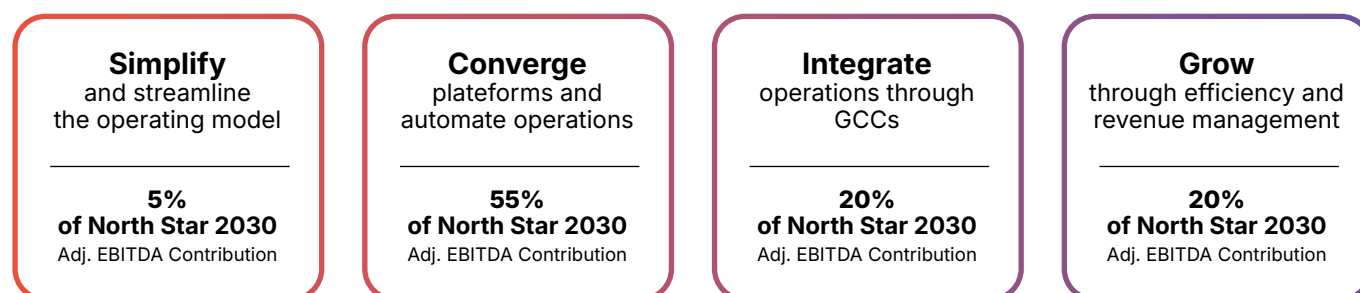
These achievements represent a solid base as a first phase of execution towards the new Worldline.





# North Star 2030 transformation plan: be the european payments partner of choice

Worldline has embarked on an ambitious transformation journey with the North Star 2030 plan, designed to reshape the Group's structure and secure sustainable, profitable growth. This transformation plan is built upon four fundamental pillars that will drive our evolution toward becoming a more agile, efficient and value-creating organization.



**North Star to deliver €210M of additional recurring Adj. EBITDA**

## **First pillar** **Simplify and streamline our operating model**

Organizational simplification is a cornerstone of the transformation strategy and is built on three key components: simplifying the go to market organization to create strong segment focus, improving tech model to become partner of choice of merchants and financial institutions and optimizing corporate functions.

## **Second pillar** **Converging platforms and automating operations**

Objectives are to converge all payments applications to Worldline well invested and modernized target landscape using our Sovereign Private Cloud and leading public cloud platforms. Harnessing Gen AI and automation will optimize operations, risk management, tech development and accelerate time to market. These actions will drive significant savings through improved asset turn.

## **Third pillar** **Integrate operations through our Global Competence Centers (GCCs)**

Worldline plans to evolve the GCCs to innovation hubs where the Company will build critical payment talent pools, drive automation, Gen and agentic AI at scale leveraging three competency centers in India (payment solutions), Poland (merchant onboarding and support) and Romania (support functions and cyber operations).

## **Fourth pillar** **Grow through efficiency, sales productivity and revenue management**

The goal is to empower teams to capture new revenue opportunities and deepen customer relationships, enhancing commercial performance, optimized revenue streams, and strategic market positioning across our core business segments.

By business line, Merchant Services go to markets will progressively improve their growth profile through:

- Accelerated investments in SMBs to deliver state-of-the-art digital journeys and upsell commerce solutions;
- Increased wallet share in our core Tier 1 retailers upselling acquiring and omnichannel;
- Continued innovation in Global Commerce to drive differentiation and upsell acquiring on selected segments.

A restored sales focus on Financial Institutions will re-establish the growth potential of this segment. Worldline has invested over the last 5 years to build the technology stack for the future, resulting in two fully cloud based and API enabled environments across all relevant payment processing solutions. Worldline's comprehensive hosting options through its sovereign private cloud and leading public cloud platforms is a key differentiator for European financial institutions. Worldline plans to improve sales execution, expand into new segments and enhance service to restore growth.

Focused scope of the Company, staged execution, leverage on already proven initiatives and renewed management team will help successful delivery of North Star 2030 to achieve Worldline's transformation and restoration of strong cash flow generation.

# 2030 Ambition

(KPIs and drivers)

## 2030 Targets

### Match and beat market growth

(c.4% revenue CAGR between 2027 and 2030; of which 5% in 2030)

### Full benefit of North Star 2030 plan

(€1B+ Adj. EBITDA)

### 30-35% FCF conversion\*

(€300M to €350M FCF)

\* Conversion of adjusted EBITDA to FCF.



Our North Star 2030 transformation plan establishes clear 2030 financial targets that demonstrate the value creation potential of our strategic initiatives:



The revenue growth trajectory forecasts over €4.7 billion by 2030. This growth strategy factors approximately 4% average annual growth rate over the period 2027-2030, while progressively accelerating along the plan.



Over €1.0 billion in adjusted EBITDA in 2030. The trajectory forecasts an acceleration of the benefits from our North Star 2030 plan, delivering c.€210m positive full-year EBITDA impact by 2030.



Our long-term financial model demonstrates strong EBITDA conversion in free cash-flow improvement to reach €300-350 million by 2030. This transformation reflects the culmination of our operational improvements, platform convergence, cost optimization, and revenue enhancement initiatives.

These projections are based on conservative assumptions about market growth and our ability to capture value from our strategic investments while maintaining operational and financial discipline.



## Erratum

This page replaces page 9, due to a clerical error, to ensure consistency with the Board of Directors' report.

# Financial strategy: contemplated capital increase

## Transaction rationale

The contemplated €500 million capital increase is designed to strengthen Worldline capital structure, offer financial flexibility, secure our strategic ambition and anchor a stable base of reference financial institutions as shareholders (the "**Transaction**").

## Transaction structure

### First component: Reserved Capital Increases (RCI)

- > Amount: c.€110 million
- > Issuance of new ordinary shares at €2.75 per share representing a 10% premium over the 30-day volume-weighted average price of Worldline shares prior to November 5, 2025, demonstrating strong investor confidence and support in our strategic direction.
- > Anchored by our strategic institutional investors: Bpifrance Participations (€45.9 million), Crédit Agricole S.A. (€30.0 million) and BNP Paribas (€32.0 million).

### Second component: Rights issue (RI)

- > Amount: c.€390 million
- > Open to all shareholders with preferential subscription rights maintained
- > Anchored by our strategic investors for their pro rata participation plus an additional €30 million commitment, while providing all shareholders the opportunity to participate in our growth trajectory.
- > To benefit from an underwriting agreement with a banking syndicate, aiming at ensuring successful completion of the Transaction, subject to market conditions.

For information purposes, a shareholder holding 1% of the Company before the RCI and who has not participate to the RCI, would hold 0.88% after the RCI and can participate pro-rata to the RI without incurring any additional dilution. If he does participate neither in the RCI nor the RI (selling all its preferential subscription rights thereby monetizing its dilution), he would hold 0.22% following completion of both operations (based on a €1.50 share price and an indicative 40% discount to theoretical ex-right price).

## Investors commitments

The Transaction has received unanimous approval from the Board, including Six Group (Six Group announced that it will not participate to the Transaction as per its capital-allocation priorities and its growth strategy but has expressed its intention to vote in favor of the resolutions relating to the Transaction).

Commitment from RCI investors to maintain their share ownership until the launch of the Rights Issue and to subscribe up to c.€135m to the RI (Pro rata participation and c.€30m of additional commitment).

Lock-up for RCI investors for 180 days following closing of the RI, subject to customary exceptions.

## Timing and approvals

Subject to Worldline Extraordinary General Meeting to be held on 8 January 2026.

Expected to be completed by the end of Q1 2026 (Transaction is subject to market conditions).

# Agenda of the General Meeting

## of 8 January 2026

**First resolution** – Share capital reduction resulting from losses, by reducing the nominal value of shares and delegation of powers to the Board of Directors to carry out the share capital reduction

**Second resolution** – Delegation of authority to the Board of Directors to issue ordinary shares in the Company, without preferential subscription rights for existing shareholders, for the benefit of Bpifrance Participations for a total nominal amount of €334,494.54

**Third resolution** – Waiver of shareholders' preferential subscription rights in favor of Bpifrance Participations

**Fourth resolution** – Delegation of authority to the Board of Directors to issue ordinary shares in the Company, without preferential subscription rights for existing shareholders, for the benefit of Crédit Agricole S.A. for a total nominal amount of €218,450.90

**Fifth resolution** – Waiver of shareholders' preferential subscription rights in favor of Crédit Agricole S.A.

**Sixth resolution** – Delegation of authority to the Board of Directors to issue ordinary shares in the Company, without preferential subscription rights for existing shareholders, for the benefit of BNP Paribas for a total nominal amount of €232,800

**Seventh resolution** – Waiver of shareholders' preferential subscription rights in favor of BNP Paribas

**Eighth 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 of the Company

**Ninth resolution** – Restating of the overall nominal cap on capital increases and the overall nominal cap for issuances of debt securities or equivalent instruments giving access to the Company's share capital provided for in "paragraphe 2°" of the 20<sup>th</sup> resolution of the general meeting held on June 5, 2025

**Tenth resolution** – Reverse share split of the Company's shares by allocation of one (1) new share with a par value of (€0.80) for forty (40) existing shares with a par value of (€0.02) each; delegation of authority to the Board of Directors for the purpose of implementing the reverse share split

**Eleventh 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

**Twelfth 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

**Thirteenth resolution** – Powers for legal formalities





# Board of Directors' report on the resolutions and draft resolutions

Dear Shareholders,

You have been invited to this Extraordinary General Meeting on 8 January 2026 (the "**General Meeting**") in order to submit for your approval the 13 resolutions approved by your Board of Directors (the "**Board**") on November 18, 2025.

This report presents the reasons why we are submitting in continuity with the ongoing dialogue and communication strategy we have initiated with you, shareholders and investors, since November 6, 2025 regarding transaction structure and rationale.

They are part of the contemplated share capital increase in an amount of approximately €500 million (the "**Transaction**").

A detailed presentation of the contemplated Transaction appears in the Company's press release for the Capital Markets Day dated November 6, 2025, approved unanimously by the Board of Directors on November 5, 2025 (including by the directors representing SIX Group).

The Transaction is intended to strengthen Worldline capital structure, offer financial flexibility and support the execution of the North Star transformation plan.

The North Star transformation plan aims to reshape the Group's structure to support sustainable and profitable growth. It will enable Worldline to deliver on its priorities, accelerate its transformation and reinforce its leadership in payment services. This plan is based on four pillars: (i) simplifying the operating model, (ii) converging platforms toward an already selected and renewed technological stack while automatising operations, (iii) integrating operations by leveraging existing Worldline Global Competence Centers (Centres de Compétence Globaux) to support Western European operations and (iv) enhancing commercial performance.

This Transaction, sized at 500 million euros, is intended to (i) strengthen the capital structure, provide financial flexibility and secure the strategic ambition, (ii) anchor a stable base of leading financial institutions as shareholders, (iii) support Worldline's transformation and accelerate sustainable growth to better serve its customers and reinforce its position in Europe, (iv) finance infrastructure, innovation and automation investments that enhance the efficiency, security and scalability of Worldline's solutions, and (v) strengthen the Group's financial flexibility and its ability to generate sustainable free cash flow to the benefit of all shareholders.

As announced, the first leg of the Transaction would take the form of reserved capital increases without preferential subscription rights for a total amount of approximately €108 million (including issue premium) through the issuance of new ordinary shares at a price of €2.75 per share, representing a premium of 10% over the 30 day volume weighted average price of Worldline shares prior to 5 November 2025, the date on which the Board of Directors approved the principle of the Transaction, with a waiver of preferential subscription rights in favor of specifically named persons (the "**Reserved Capital Increases**"), which would be subscribed by Bpifrance Participations, Crédit Agricole S.A. and BNP Paribas (together, the "**Investors**"). Accordingly, it is proposed that the General Meeting delegate authority to the Board of Directors to carry out each of the Reserved Capital Increases (resolutions no. 2, 4 and 6) and waive shareholders' preferential subscription rights in favor of each Investor (resolutions no. 3, 5 and 7).

The second leg of the Transaction would take the form of a capital increase with preferential subscription rights maintained for shareholders, for a total amount of approximately €392 million (including issue premium), through the issuance of new shares (the "**Rights Issue**"), open to all shareholders (including the Investors). The Rights Issue would be subscribed by the Investors for approximately €135 million (i.e., for their pro rata share of the Company's share capital as determined following the Reserved Capital Increases and an additional amount of approximately €30 million), and all shareholders would be able to exercise their preferential subscription rights, on an irreducible basis, for new shares in proportion to their shareholding in the Company.

For indicative purposes, and to assess the impact of the Reserved Capital Increases and the Rights Issue on the Company's share capital ownership, a shareholder holding 1% of the Company's share capital prior to the Reserved Capital Increases and who:

- has not subscribed to the Reserved Capital Increases would, following the Reserved Capital Increases, hold 0.88% of the Company's share capital, and could then participate in proportion to its pro-rata shareholding to the Rights Issue without incurring any additional dilution;



- has subscribed to neither the Reserved Capital Increases nor the Rights Issue (while selling the preferential subscription rights attached to its shareholding, thereby monetizing its dilution) would hold, following the Reserved Capital Increases and the Rights Issue, 0.22%<sup>2</sup> of the Company's share capital of the Company (these calculations are made on the basis of the number of shares comprising the Company's share capital as of November 6, 2025, taking into account treasury shares, and assuming completion of the Reserved Capital Increases and the Rights Issue).

In light of the contemplated size of the Rights Issue, a dedicated and autonomous cap would be submitted to your approval in order to permit the contemplated Transaction to be carried out with sufficient flexibility should the share price vary.

It will be proposed to the General Meeting, prior to the Rights Issue, to also authorize in principle a reduction of the Company's share capital resulting from losses, thereby securing the implementation of the Rights Issue by ensuring that the proposed issue price of the new shares will in all cases be higher than the nominal value of the Company's shares (resolution n°. 1).

Accordingly, it is proposed that the General Meeting delegates to the Board of Directors its competence to proceed with a capital increase with preferential subscription rights up to a new specific cap of three hundred ninety five million euros (€395,000,000) in nominal amount and in gross amount, including issue premium (resolution n°. 8).

Given that this new delegation (resolution n°. 8) would terminate the 20<sup>th</sup> resolution approved by the combined general meeting of June 5, 2025, which defined the overall nominal caps on capital increases and issuances of debt securities or equivalent instruments giving access to the Company's share capital, against which are deducted respectively all capital increases that may result from the 21<sup>st</sup>, 22<sup>nd</sup>, 23<sup>rd</sup> and 24<sup>th</sup> resolutions of the said shareholders' meeting, and all issuances of debt securities giving access to the Company's share capital that may be issued pursuant to the 21<sup>st</sup> and 22<sup>nd</sup> resolutions of the said shareholders' meeting, which remain in force, the identical restatement of these overall nominal caps would be submitted in a specific resolution (resolution n°. 9).

The table below summarizes the Transaction by legs and identifies the beneficiaries and shareholders eligible to participate:

| Type of operation          | Amounts                     | Eligible subscribers   |
|----------------------------|-----------------------------|--|
| Reserved Capital Increases | c. 108 million euros        | <ul style="list-style-type: none"> <li>• Bpifrance Participations</li> <li>• Crédit Agricole S.A.</li> <li>• BNP Paribas</li> </ul>  |
| Rights Issue               | c. 392 million euros        | <ul style="list-style-type: none"> <li>• Bpifrance Participations</li> <li>• Crédit Agricole S.A.</li> <li>• BNP Paribas</li> <li>• All shareholders wishing to participate in the Rights Issue</li> <li>• And all purchasers of preferential subscription rights</li> </ul> <p>Bpifrance Participations, Crédit Agricole S.A. and BNP Paribas have undertaken to subscribe to the Rights Issue in proportion to their shareholdings and for a total additional amount of €30 million.</p> |
| <b>Total</b>               | <b>c. 500 million euros</b> |  |

Structuring the Transaction in these two legs would accommodate different shareholder expectations while ensuring a foundation for strengthening the Company's equity through the Investors' subscriptions.

In the context of the Transaction, the Investors, not acting in concert, confirmed on November 5, 2025 their agreement to subscribe to each of the Reserved Capital Increases that would be reserved for them and to the Rights Issue for their shareholding in the Company following the Reserved Capital Increases and for an additional amount of approximately €30 million. The Investors have also undertaken to vote in favor of the resolutions relating to the implementation of the Transaction and to maintain their shareholding in the Company for up to 180 calendar days following the settlement delivery of the Rights Issue, subject to customary exceptions.

The shareholder SIX Group, despite its approval of the Transaction expressed during the Board of Directors dated November 5, 2025, has expressed its intention not to participate in the Transaction due to its capital allocation priorities and growth strategy, but has also expressed its intention to vote in favor of the resolutions relating to the Transaction. The partnership with SIX Group remains strategic for Worldline, and Worldline welcome SIX Group as a shareholder, including its support for the North Star 2030 strategic plan and its commitment to vote in favour of the Transaction.

<sup>2</sup> Based on the assumption of a share price prior to the Rights Issue of €1.50 and an indicative discount to TERP of 40%.

The Investors' undertakings were made, in particular, subject to:

- approval by this General Meeting of the resolutions necessary for the implementation of the Transaction,
- receipt of customary regulatory approvals,
- publication of the information document relating to the Reserved Capital Increases (the "**Information Document**") drawn up in accordance with Annex 9 of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, as amended (the "**Prospectus Regulation**"), to be published in accordance with Article 1(5)(bbis) of the Prospectus Regulation;
- approval by the French Financial Markets Authority (the "**AMF**") and publication by the Company of a voluntary prospectus prepared in accordance with the Prospectus Regulation, comprising (a) the Company's Universal Registration Document for the 2025 financial year, (b) a securities note and (c) the prospectus summary (included in the securities note) (together, the "**Prospectus**");
- publication by the Company of any inside information within the meaning of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse, as amended (the "**MAR**");
- the undertakings of the other Investors remaining fully in force; and
- the implementation of the Transaction no later than 30 May 2026.

The unanimous approval of the Board of Directors and the commitment of the Investors demonstrate their support for the Company's strategic plan, which will strengthen Worldline's role as a strategic European platform.

Following completion of the Reserved Capital Increases, which remain subject to the approval by this General Meeting of resolutions no. 1 to 8 submitted to you, Bpifrance Participations would hold 9.6% of the share capital, Crédit Agricole S.A. would hold 9.5% of the share capital, and BNP Paribas would hold 7.9% of the share capital.

We draw your attention to the fact that the resolutions relating to the Transaction, i.e., resolutions 1 to 8, are interdependent and form a single, inseparable whole. The adoption of each of these resolutions is subject, as a condition precedent, to the adoption of the other resolutions. Thus, if this General Meeting were to vote against any one of these resolutions, the implementation of the Transaction would be compromised.

The final terms of the capital increases carried out in the context of the Transaction pursuant to resolutions 2 to 8 and their impact on the Company will be described in detail in the additional report of the Board of Directors, in accordance with the provisions of Article L.225-129-5 of the French Commercial Code, which will be made available to shareholders and then presented at the Company's General Meeting.

It will also be proposed that, following the share capital reduction by reducing the nominal value of shares and completion of the Transaction, the Company's shares be reverse split (resolution no. 10). This technical reverse split would increase and stabilize the Company's share price.

Lastly, in accordance with the provisions of Article L. 225-129-6 of the French Commercial Code, you are also invited to vote on the delegation of competence to the Board of Directors to increase the share capital, without preferential subscription rights for shareholders, reserved for members of a company savings plan of the Company or its group, and for the benefit of people with certain characteristics in the context of an employee shareholding operation (resolutions no. 11 and 12).

You are also asked to grant the necessary powers to carry out the legal formalities relating to the holding of the General Meeting (resolution no. 13).

It is specified that, subject to approval and following the General Meeting, as part of the preparation of the Transaction, for the purposes of admission to trading on Euronext Paris of the new shares issued in the context of the Reserved Capital Increases, the Company would prepare an information document provided for in Annex IX of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 as amended (the "**Prospectus Regulation**"), which will be filed with the French Financial Markets Authority and made available to the public, in accordance with Article 1(5)(bbis) of the Prospectus Regulation.

It is also specified that, for the purposes of admission to trading on Euronext Paris of the new shares issued in the context of the Rights Issue, the Company would prepare a voluntary prospectus, prepared in accordance with the provisions of the Prospectus Regulation, subject to prior approval by the French Financial Markets Authority, consisting of (a) the Company's universal registration document, (b) a securities note and (c) a prospectus summary (included in the securities note), which would be made available to the public.

The purpose of this report is to provide you with additional information on the draft resolutions submitted to you. After setting out in detail the reasons for and terms of the contemplated resolutions, we will present an update on the progress of the Company's business since January 1<sup>st</sup>, 2025 and during the previous financial year.

It is specified that you will be convened at a later date to the Company's annual general shareholders' meeting.

## Presentation of the first resolution

### Share capital reduction resulting from losses, by reducing the nominal value of shares, delegation of powers to the Board of Directors to carry out the share capital reduction

In view of possible variations in the Worldline share price and the requirement under Article L.225-128 of the French Commercial Code to propose an issue price for shares that is higher than nominal value, the Board of Directors considers it would be appropriate with a perspective on securing the completion of the Transaction to reduce the nominal value of Worldline shares (currently set by the bylaws at sixty eight euro cents (€0.68) to a lower level (it being specified that nominal value and market price are completely uncorrelated).

Under the first resolution, in order to enable the Board of Directors to sufficiently reduce the nominal value of the Company's shares depending on the level of the market price, it is proposed that, subject to satisfaction of the Conditions Precedent in the first resolution, the shareholders approve the principle of a share capital reduction resulting from losses and to authorize the Board of Directors to proceed with a share capital reduction by reducing the nominal value, which would thus be reduced from sixty eight euro cents (€0.68) to two euro cents (€0.02).

This sufficiently low value is customary in the preparation of a share capital increase with preferential subscription rights. It would secure the completion of the Transaction and, combined with a possible subsequent reverse share split, would enable the Company to achieve an appropriate future target stock price.

The contemplated share capital reduction, if proposed, should take place within six months following the date of the General Meeting.

Given the amount of probable losses for the current financial years, as shown in the Company's interim financial statements as of June 30, 2025 and amounting to at least €187,416,355.50, the amount of the share capital reduction resulting from losses would be €187,416,355.50 and would be allocated to a special reserve account to be entitled "Special reserve arising from a share capital reduction decided on January 8, 2026."

The amounts in such special reserve account will be unavailable and may not be used for any purpose other than to offset any losses incurred by the Company.

The share capital reduction would have no impact on creditors and shareholders because it would neither change the number of shares comprising the share capital on the date of the share capital reduction nor the value of the Company's equity. Furthermore, the share capital reduction will not result in any distribution of amounts to shareholders (as the amount of the share capital reduction would be allocated to a special reserve account that is unavailable and may only be used to offset any losses incurred by the Company) but, on the contrary, will secure a rights issue whose objective is to increase the Company's equity, thereby increasing the general security of creditors.

The Board of Directors will have all powers to implement this delegation.

Resolutions no. 1 to 8 submitted to you constitute a single, indivisible whole and are interdependent. The adoption of each of these resolutions is subject, as a Condition Precedent, to the adoption of the other resolutions. Thus, for the Company to be able to implement the Transaction, all resolutions must be approved. If any one of these resolutions is not approved, none of them shall take effect.

## First resolution

### Share capital reduction resulting from losses, by reducing the nominal value of shares and delegation of powers to the Board of Directors to carry out the share capital reduction

The General Meeting, voting under the quorum and majority conditions required for extraordinary general shareholders' meetings, having read the report of the Board of Directors and the Statutory Auditors' Special Report on the share capital reduction resulting from losses, and deciding in accordance with the provisions of Articles L.225-204 *et seq.* of the French Commercial Code,

subject to the adoption by this General Meeting of resolutions n°2 through n°8, it being specified that such resolutions are interdependent and that their adoption, together with the adoption of this resolution, constitutes a single, inseparable whole (collectively, the "**Conditions Precedent**"),

**1. Decides** on the principle of a share capital reduction resulting from losses in an amount of €187,416,355.50, by reducing the nominal value of each share from sixty-eight euro cents (€0.68) to two euro cents (€0.02) (the "**Share Capital Reduction Resulting From Losses**");

**2. Decides** that the amount of €187,416,355.50 of the Share Capital Reduction Resulting From Losses, will be allocated to a special reserve account to be entitled "Special reserve arising from a share capital reduction decided on 8 January 2026" and that the amounts in this special reserve account will be unavailable and may not be used for any purpose other than to offset any losses incurred by the Company;

**3. Grants** full powers to the Board of Directors to:

- acknowledge the satisfaction of the Conditions Precedent,
- implement the Share Capital Reduction Resulting From Losses, at the latest within six (6) months of this General Meeting, on the basis of the share capital existing on the date of the decision by the Board of Directors to implement this resolution, and to draw up the minutes thereof,
- postpone, if necessary, the completion of the Share Capital Reduction Resulting From Losses,

- allocate the amount resulting from the Share Capital Reduction Resulting From Losses to a special reserve account entitled "Special reserve arising from a share capital reduction decided on 8 January 2026", in accordance with paragraph 2 of this resolution,
- record the new share capital resulting from the Share Capital Reduction Resulting From Losses on the basis of the share capital at the time of completion of the Share Capital Reduction Resulting From Losses,
- amend the Company's articles of association accordingly,
- carry out the publication and filing formalities relating to the completion of the Share Capital Reduction Resulting From Losses and the related amendment to the articles of association,
- determine, in accordance with the law, the impact, if any, of the Share Capital Reduction Resulting From Losses on the rights of holders of securities giving access to the share capital and of rights to the allocation of shares, and
- more generally, take all necessary and useful measures to ensure the successful completion of the transactions described in this resolution.

## Presentation of the second to seventh resolutions

### **Delegation of authority to issue ordinary shares with waiver of shareholders' preferential subscription rights in favor of named beneficiaries (2<sup>nd</sup>, 4<sup>th</sup> and 6<sup>th</sup> resolutions) and waiver of preferential subscription rights in favor of such named beneficiaries (3<sup>rd</sup>, 5<sup>th</sup> and 7<sup>th</sup> resolutions)**

Under resolutions 2 to 7, in order to enable the Board of Directors to implement the first leg of the Transaction (i.e., the Reserved Capital Increases) announced on November 6, 2025, it is proposed that, subject to satisfaction of the Conditions Precedent, the General Meeting grant the Board of Directors delegations of authority, for a period of eighteen months, to decide on capital increases of the Company by issuing ordinary shares reserved respectively for Bpifrance Participations, Crédit Agricole S.A. and BNP Paribas, which must be subscribed for in cash and/or by set off of receivables.

These Reserved Capital Increases would be carried out in accordance with the provisions of the French Commercial Code and in particular Articles L.225-129, L.225-129-2 *et seq.*, L.225-135, L.225-138 and L.22-10-49.

The Reserved Capital Increases would be carried out for a maximum total nominal amount of €108,039,998, through the issuance of a total of 39,287,272 new ordinary shares with a nominal value of two euro cents (€0.02) each (given the share capital reduction contained in the first resolution), which must be subscribed for in cash and/or by set off of receivables.

The new ordinary shares would be issued at a unit issue price of two euros and seventy five euro cents (€2.75), i.e., a nominal value of two euro cents (€0.02) and an issue premium of two euros and seventy three euro cents (€2.73) per share. The issue price of the new shares of €2.75 reflects a 10% premium over the 30 day volume weighted average price of Worldline shares prior to November 5, 2025 (30d VWAP), the date on which the Board of Directors approved the principle of the Transaction and the Investors committed to subscribe to the Reserved Capital Increases.

The proposed issue price is therefore the price at which the Investors agreed to subscribe to the Reserved Capital Increases resulting from the Investors' and the Company's own assessments and negotiations. This price was approved by the Board of Directors based, in particular, on the work of its financial advisors. It was determined with reference to the Company's share price over a stabilized and customary one month period, reducing the impact of price fluctuations over that period. This reference was coupled with a 10% premium, which is significant, particularly in the context of a share capital increase with a waiver of shareholders' preferential subscription rights.

The preferential subscription rights of shareholders would be waived and the subscription for the new shares would be reserved exclusively for the benefit of Bpifrance Participations (2<sup>nd</sup> resolution), Crédit Agricole S.A. (4<sup>th</sup> resolution) and BNP Paribas (6<sup>th</sup> resolution). Accordingly, you will be asked to waive the shareholders' preferential subscription rights to subscribe for ordinary shares in favor of the Investors (resolutions no. 3, 5 and 7). It is specified that each Investor will not take part in the vote on the resolutions concerning it.

The waiver of shareholders' preferential subscription rights is necessary to allow the Investors' additional reinvestment in the Company's share capital, providing a foundation for strengthening its equity base, offering financial flexibility and securing the implementation of the "North Star 2030" plan. It ensures the Investors a guaranteed level of participation in the Company's share capital following the Transaction, given their role in enabling the structuring of the Transaction, and ultimately allows a rights issue under optimal conditions open to all shareholders and increases the chances of success of the Transaction as a whole.



The names of the beneficiaries of the Company's new ordinary shares, the number of new ordinary shares to be allocated to each, and the amount of their subscriptions proposed for your approval in the resolutions are as follows:

| Beneficiary name         | Number of shares  | Subscription amount (in euros) |
|--------------------------|-------------------|--------------------------------|
| Bpifrance Participations | 16,724,727        | €45,992,999.25                 |
| Crédit Agricole S.A.     | 10,922,545        | €30,036,998.75                 |
| BNP Paribas              | 11,640,000        | €32,010,000.00                 |
| <b>Total</b>             | <b>39,287,272</b> | <b>€108,039,998.00</b>         |

The percentage of capital held before and after the completion of the Reserved Capital Increases is indicated below for each shareholder participating in the Reserved Capital Increases:

| Beneficiary name                                | Situation prior to the Reserved Capital Increases                  |   | Situation after the Reserved Capital Increases                              |  |
|---|--|---|---|--|
|   | Percentage of capital held prior to the Reserved Capital Increases | Number of shares held prior to the Reserved Capital Increases | Percentage of capital held immediately after the Reserved Capital Increases | Number of shares held immediately after the Reserved Capital Increases |
| Bpifrance Participations                        | 5.0%   | 14,289,487  | 9.6%  | 31,014,214   |
| Crédit Agricole S.A.                            | 7.0%   | 19,808,249  | 9.5%  | 30,730,794   |
| BNP Paribas                                     | 4.9%   | 14,000,000  | 7.9%  | 25,640,000   |
| <b>Total (including the other shareholders)</b> | <b>100%</b>  | <b>283,964,175</b>  | <b>100%</b>   | <b>323.251.447</b>   |

The ordinary shares issued would carry dividend rights from the date of their issue. As from that date, they would be fully assimilated to the existing ordinary shares of the Company, would all be of the same class and would be subject to all the provisions of the articles of association and to the decisions of the general meetings.

The Board of Directors will have, with the option to sub delegate, all powers to implement this delegation.

When the Board of Directors makes use of these delegations, it will draw up an additional report as provided for in Article L.225-129-5 of the French Commercial Code, describing the conditions of use of these delegations, and will then present it at the next ordinary general meeting.

On November 5, 2025, the Investors, not acting in concert, undertook to subscribe to the Reserved Capital Increases, each for the subscription amount and the number of new shares set out in the resolutions submitted to you and mentioned above.

## Second resolution

**Delegation of authority to the Board of Directors to issue ordinary shares in the Company, without preferential subscription rights for existing shareholders, for the benefit of Bpifrance Participations for a total nominal amount of €334,494.54**

The General Meeting, voting under the quorum and majority conditions required for extraordinary general shareholders' meetings, having read the report of the Board of Directors and the Statutory Auditors' Special Report, in accordance with the provisions of the French Commercial Code, in particular Articles L.225-129, L.225-129-2 *et seq.*, L.225-135, L.225-138 and L.22-10-49, and acknowledging that the share capital has been fully paid up,

subject to the satisfaction of the Conditions Precedent (other than the approval of this resolution),

**1. Delegates** its authority to the Board of Directors, with the option to sub-delegate such powers in accordance with applicable laws and regulations, to decide to increase the Company's share capital on one occasion, with waiver of shareholders' preferential subscription rights, by issuing new ordinary shares in the Company, which must be subscribed for in cash and/or by set-off of receivables;

**2. Decides** that the total nominal amount of this capital increase will be three hundred thirty-four thousand four hundred ninety-four euros and fifty-four euro cents (€334,494.54), through the issue of a number of sixteen million seven hundred twenty-four thousand seven hundred twenty-seven (16,724,727) new ordinary shares with a nominal value of two euro cents (€0.02) each;

**3° Decides** therefore that the unit issue price of the new ordinary shares issued pursuant to this resolution will be two euros and seventy-five euro cents (€2.75), representing a nominal value of two euro cents (€0.02) and an issue premium of two euros and seventy-three euro cents (€2.73) per new ordinary share;

**4. Decides** that the subscription of ordinary shares issued under this resolution will be reserved exclusively for the beneficiary mentioned below, in proportion to the following number of shares and amount;

| Beneficiary name         | Number of shares | Subscription amount (in euros) |
|--------------------------|------------------|--------------------------------|
| Bpifrance Participations | 16,724,727       | €45,992,999.25                 |

**5. Decides** that the ordinary shares issued will carry dividend rights from the date of issue. As from that date, they will be fully assimilated to the existing ordinary shares of the Company, will all be of the same class and will be subject to all the provisions of the articles of association and to the decisions of the general meetings;

**6. Grants** full powers to the Board of Directors, with the option to sub-delegate such powers in accordance with applicable laws and regulations, within the limits and subject to the conditions set out above, to implement this delegation, and in particular:

- to acknowledge the satisfaction of the Conditions Precedent,
- to determine, within the aforementioned limits, the characteristics, terms and conditions of the issue, as well as the terms and conditions for paying up the shares,
- to set the subscription opening and closing dates, to close the subscription period early or, if necessary, to extend its duration,
- in the event of a subscription by way of set-off of receivables, proceed with the statement of receivables and obtain from the statutory auditors a report certifying the accuracy of the statement of receivables prepared by the Board of Directors in accordance with Article R.225-134 of the French Commercial Code.
- to receive and record the subscription of new shares and record the corresponding completion of the capital increase,
- to determine and take all necessary measures to take into account the impact of transactions affecting the

Company's share capital or equity, and set, in accordance with applicable laws and regulations and/or, where appropriate, contractual provisions, the terms and conditions under which any rights of holders of securities (valeurs mobilières) or other rights that give access to the Company's capital will be preserved,

- if applicable, to charge any and all expenses against the relevant premiums, and to deduct the sums required to fund the legal reserve,
- to amend the Company's articles of association and carry out the publication and filing formalities required for the completion of the capital increase resulting from the issue of new ordinary shares,
- to enter into any and all agreements with a view to carrying out the issue provided for in this resolution, and
- more generally, do all that is necessary to ensure the successful completion of the proposed issue, take all measures and carry out all formalities required for the issue and admission to trading of the shares issued and acknowledge the capital increase(s) resulting from the issue carried out pursuant to this delegation.

**7. Acknowledges** that the Board of Directors, in the event that it should make use of this delegation, shall report on the transactions completed pursuant to such delegation to the next ordinary general meeting, in accordance with applicable laws and regulations;

**8. Decides** that this delegation is granted to the Board of Directors for a maximum period of eighteen (18) months as from the date of this General Meeting.

### Third resolution

#### Waiver of shareholders' preferential subscription rights in favor of Bpifrance Participations

The General Meeting, voting under the quorum and majority conditions required for extraordinary general shareholders' meetings, having read the report of the Board of Directors and the Statutory Auditors' Special Report,

subject to the satisfaction of the Conditions Precedent (other than the approval of this resolution),

**Decides**, in accordance with the provisions of Articles L.225-135 and L.225-138 of the French Commercial Code, to waive the preferential subscription rights of the Company's shareholders, and to reserve the right to subscribe to all the shares that may be issued pursuant to the 2<sup>nd</sup> resolution submitted to this General Meeting, in favor of the beneficiary designated by said resolution, in proportion to the number of shares and to the amount mentioned in the 2<sup>nd</sup> resolution.

### Fourth resolution

#### Delegation of authority to the Board of Directors to issue ordinary shares in the Company, without preferential subscription rights for existing shareholders, for the benefit of Crédit Agricole S.A. for a total nominal amount of €218,450.90

The General Meeting, voting under the quorum and majority conditions required for extraordinary general shareholders' meetings, having read the report of the Board of Directors and the Statutory Auditors' Special Report, in accordance with the provisions of the French Commercial Code, in particular Articles L.225-129, L.225-129-2 *et seq.*, L.225-135, L.225-138 and L.22-10-49, and acknowledging that the share capital has been fully paid up,

subject to the satisfaction of the Conditions Precedent (other than the approval of this resolution),

**1. Delegates** its authority to the Board of Directors, with the option to sub-delegate such powers in accordance with applicable laws and regulations, to decide to increase the Company's share capital on one occasion, with waiver of shareholders' preferential subscription rights, by issuing new ordinary shares in the Company, which must be subscribed for in cash and/or by set-off of receivables;

**2. Decides** that the total nominal amount of this capital increase will be two hundred eighteen thousand four hundred fifty euros and ninety euro cents (€218,450.90), through the issue of a number of ten million nine hundred twenty-two thousand five hundred forty-five (10,922,545) new ordinary shares with a nominal value of two euro cents (€0.02) each;

**3. Decides** therefore that the unit issue price of the new ordinary shares issued pursuant to this resolution will be

two euros and seventy-five euro cents (€2.75), representing a nominal value of two euro cents (€0.02) and an issue premium of two euros and seventy-three euro cents (€2.73) per new ordinary share;

**4. Decides** that the subscription of ordinary shares issued under this resolution will be reserved exclusively for the beneficiary mentioned below, in proportion to the following number of shares and amount;

| Beneficiary name     | Number of shares | Subscription amount (in euros) |
|----------------------|------------------|--------------------------------|
| Crédit Agricole S.A. | 10,922,545       | €30,036,998.75                 |

**5. Decides** that the ordinary shares issued will carry dividend rights from the date of issue. As from that date, they will be fully assimilated to the existing ordinary shares of the Company, will all be of the same class and will be subject to all the provisions of the articles of association and to the decisions of the general shareholders' meetings;

**6. Grants** full powers to the Board of Directors, with the option to sub-delegate such powers in accordance with applicable laws and regulations, within the limits and subject to the conditions set out above, to implement this delegation, and in particular:

- to acknowledge the satisfaction of the Conditions Precedent,
- to determine, within the aforementioned limits, the characteristics, terms and conditions of the issue, as well as the terms and conditions for paying up the shares,
- to set the subscription opening and closing dates, to close the subscription period early or, if necessary, to extend its duration,
- in the event of a subscription by way of set-off of receivables, proceed with the statement of receivables and obtain from the statutory auditors a report certifying the accuracy of the statement of receivables prepared by the Board of Directors in accordance with Article R.225-134 of the French Commercial Code.
- to receive and record the subscription of new shares and record the corresponding completion of the capital increase,
- to determine and take all necessary measures to take into account the impact of transactions affecting the Company's share capital or equity, and set, in accordance with applicable laws and regulations and/or, where appropriate, contractual provisions, the terms and conditions under which any rights of holders of securities (valeurs mobilières) or other rights that give access to the Company's capital will be preserved,

- if applicable, to charge any and all expenses against the relevant premiums, and to deduct the sums required to fund the legal reserve,

- to amend the Company's articles of association and carry out the publication and filing formalities required for the completion of the capital increase resulting from the issue of new ordinary shares,

- to enter into any and all agreements with a view to carrying out the issue provided for in this resolution, and

- more generally, do all that is necessary to ensure the successful completion of the proposed issue, take all measures and carry out all formalities required for the issue and admission to trading of the shares issued and acknowledge the capital increase(s) resulting from the issue carried out pursuant to this delegation.

**7. Acknowledges** that the Board of Directors, in the event that it should make use of this delegation, shall report on the transactions completed pursuant to such delegation to the next ordinary general meeting, in accordance with applicable laws and regulations;

**8. Decides** that this delegation is granted to the Board of Directors for a maximum period of eighteen (18) months as from the date of this General Meeting.

## Fifth resolution

### Waiver of shareholders' preferential subscription rights in favor of Crédit Agricole S.A.)

The General Meeting, voting under the quorum and majority conditions required for extraordinary general shareholders' meetings, having read the report of the Board of Directors and the Statutory Auditors' Special Report,

subject to the satisfaction of the Conditions Precedent (other than the approval of this resolution),

**Decides**, in accordance with the provisions of Articles L.225-135 and L.225-138 of the French Commercial Code, to waive the preferential subscription rights of the Company's shareholders, and to reserve the right to subscribe to all the shares that may be issued pursuant to the 4<sup>th</sup> resolution submitted to this General Meeting, in favor of the beneficiary designated by said resolution, in proportion to the number of shares and to the amount mentioned in the 4<sup>th</sup> resolution.

## Sixth resolution

### Delegation of authority to the Board of Directors to issue ordinary shares in the Company, without preferential subscription rights for existing shareholders, for the benefit of BNP Paribas for a total nominal amount of €232,800

The General Meeting, voting under the quorum and majority conditions required for extraordinary general shareholders' meetings, having read the report of the Board of Directors and the Statutory Auditors' Special Report, in accordance with the provisions of the French Commercial Code, in particular Articles L.225-129, L.225-129-2 *et seq.*, L.225-135, L.225-138 and L.22-10-49, and acknowledging that the share capital has been fully paid up,

subject to the satisfaction of the Conditions Precedent (other than the approval of this resolution),

**1. Delegates** its authority to the Board of Directors, with the option to sub-delegate such powers in accordance with applicable laws and regulations, to decide to increase the Company's share capital on one occasion, with waiver of shareholders' preferential subscription rights, by issuing new ordinary shares in the Company, which must be subscribed for in cash and/or by set-off of receivables;

**2. Decides** that the total nominal amount of this capital increase will be two hundred thirty-two thousand eight hundred euros (€232,800), through the issue of a number of eleven million six hundred forty thousand (11,640,000) new ordinary shares with a nominal value of two euro cents (€0.02) each;

**3. Decides** therefore that the unit issue price of the new ordinary shares issued pursuant to this resolution will be two euros and seventy-five euro cents (€2.75), representing a nominal value of two euro cents (€0.02) and an issue premium of two euros and seventy-three euro cents (€2.73) per new ordinary share;

**4. Decides** that the subscription of ordinary shares issued under this resolution will be reserved exclusively for the beneficiary mentioned below, in proportion to the following number of shares and amount;

| Beneficiary name | Number of shares | Subscription amount (in euros) |
|------------------|------------------|--------------------------------|
| BNP Paribas      | 11,640,000       | €32,010,000                    |

**5. Decides** that the ordinary shares issued will carry dividend rights from the date of issue. As from that date, they will be fully assimilated to the existing ordinary shares of the Company, will all be of the same class and will be subject to all the provisions of the articles of association and to the decisions of the general shareholders' meetings;

**6. Grants** full powers to the Board of Directors, with the option to sub-delegate such powers in accordance with applicable laws and regulations, within the limits and subject to the conditions set out above, to implement this delegation, and in particular:

- to acknowledge the satisfaction of the Conditions Precedent,
- to determine, within the aforementioned limits, the characteristics, terms and conditions of the issue, as well as the terms and conditions for paying up the shares,
- to set the subscription opening and closing dates, to close the subscription period early or, if necessary, to extend its duration,
- in the event of a subscription by way of set-off of receivables, proceed with the statement of receivables and obtain from the statutory auditors a report certifying the accuracy of the statement of receivables prepared by the Board of Directors in accordance with Article R.225-134 of the French Commercial Code.
- to receive and record the subscription of new shares and record the corresponding completion of the capital increase,
- to determine and take all necessary measures to take into account the impact of transactions affecting the

Company's share capital or equity, and set, in accordance with applicable laws and regulations and/or, where appropriate, contractual provisions, the terms and conditions under which any rights of holders of securities (valeurs mobilières) or other rights that give access to the Company's capital will be preserved,

- if applicable, to charge any and all expenses against the relevant premiums, and to deduct the sums required to fund the legal reserve,
- to amend the Company's articles of association and carry out the publication and filing formalities required for the completion of the capital increase resulting from the issue of new ordinary shares,
- to enter into any and all agreements with a view to carrying out the issue provided for in this resolution, and
- more generally, do all that is necessary to ensure the successful completion of the proposed issue, take all measures and carry out all formalities required for the issue and admission to trading of the shares issued and acknowledge the capital increase(s) resulting from the issue carried out pursuant to this delegation.

**7. Acknowledges** that the Board of Directors, in the event that it should make use of this delegation, shall report on the transactions completed pursuant to such delegation to the next ordinary general meeting, in accordance with applicable laws and regulations;

**8. Decides** that this delegation is granted to the Board of Directors for a maximum period of eighteen (18) months as from the date of this General Meeting.

## Seventh resolution

### Waiver of shareholders' preferential subscription rights in favor of BNP Paribas

The General Meeting, voting under the quorum and majority conditions required for extraordinary general shareholders' meetings, having read the report of the Board of Directors and the Statutory Auditors' Special Report,

subject to the satisfaction of the Conditions Precedent (other than the approval of this resolution),

**Decides**, in accordance with the provisions of Articles L.225-135 and L.225-138 of the French Commercial Code, to waive the preferential subscription rights of the Company's shareholders, and to reserve the right to subscribe to all the shares that may be issued pursuant to the 6<sup>th</sup> resolution submitted to this General Meeting, in favor of the beneficiary designated by said resolution, in proportion to the number of shares and to the amount mentioned in the 6<sup>th</sup> resolution.



## Presentation of the eighth resolution

### **Delegations of competence to the Board of Directors to increase the share capital while maintaining preferential subscription rights for shareholders by issuing ordinary shares of the Company**

In order to enable the Board of Directors to implement the second leg of the Transaction (i.e., the Rights Issue) announced on November 6, 2025, it is proposed in the 8<sup>th</sup> resolution, and subject to the satisfaction of the Conditions Precedent, to replace the delegation of competence granted by the combined shareholders' meeting of June 5, 2025 in its 20<sup>th</sup> resolution, which has not been used to date and whose nominal issue cap was limited to 50% of the Company's share capital on the day of said meeting, with a new delegation conferring on the Board of Directors the competence, for a period of twenty six months, to decide on the issuance, with preferential subscription rights maintained for shareholders, of ordinary shares of the Company, which may be subscribed for either in cash or by set off of receivables, or partly in cash and partly by incorporation of reserves, retained earnings or share premium.

In light of the contemplated size of the Rights Issue, a dedicated cap would be submitted to your approval in order to permit the Transaction to be carried out with sufficient flexibility in the event of fluctuations in the share price. It would thus be proposed to the Meeting that the capital increase with preferential subscription rights that may be carried out under the 8<sup>th</sup> resolution shall not exceed a nominal cap of three hundred ninety five million euros (€395,000,000) nor a gross amount, including issue premium, of three hundred ninety five million euros (€395,000,000).

The issue price of the new shares will be set by the Board of Directors (with the option to sub delegate), it being specified that such price will be determined on the basis of the recommendations of a banking syndicate in accordance with customary market practice for this type of transaction and taking into account prevailing market conditions<sup>2</sup>.

In accordance with Article L.225-128 of the French Commercial Code, the issue price of the new shares (which would include a discount compared to the market price) may not be lower than the nominal value of the Company's shares, which will have been previously reduced under the first resolution, thus securing in advance the implementation of the Rights Issue.

Any cash capital increase would grant shareholders a preferential subscription right, which would be detachable and tradable during the subscription period: each shareholder would thus have the right to subscribe, for a period of at least 5 trading days from the opening of the subscription period, for a number of new shares proportional to their shareholding. The Board of Directors would have the option of introducing a reducible subscription right that the Company's shareholders could exercise, proportionally to the subscription rights they hold and, in any event, within the limit of their demand.

It is specified that the Board may not, unless it obtains prior authorization from the shareholders' meeting, use this delegation as from the date on which a third party files a proposal for a public offer for the Company's securities and until the end of the offer period.

The Board of Directors will have, with the option to sub delegate, all powers to implement this delegation.

When the Board of Directors makes use of this delegation, it will draw up an additional report as provided for in Article L.225-129-5 of the French Commercial Code, describing the conditions of this delegation, to be presented at the next general meeting.

It is specified that, under the subscription commitments entered into by the Investors on November 5, 2025, the Investors, not acting in concert, have undertaken to subscribe to the Rights Issue for their shareholding in the Company as determined following the Reserved Capital Increases and for an additional amount of approximately €30 million. The portion of the Rights Issue not covered by these subscription commitments would be subject to an underwriting agreement in line with market practice with a banking syndicate, under which the banking syndicate would undertake (subject to customary exceptions) to subscribe for the new shares not subscribed at the end of the subscription period of the Rights Issue. This underwriting does not constitute a guarantee of completion within the meaning of Article L.225-145 of the French Commercial Code.

The resolutions 1 to 8 submitted to you constitute a single, indivisible whole and are interdependent. The adoption of each of these resolutions is subject, as a Condition Precedent, to the adoption of the other resolutions. Thus, for the Company to be able to implement the Transaction, all resolutions must be approved. If any one of these resolutions is not approved, none of them shall take effect.

<sup>2</sup> It is specified that, in this type of transaction, the issue price of the new shares typically reflects a market discount relative to the share's theoretical ex-rights price, calculated on the basis of the share's closing price on the trading day preceding the decision to launch the capital increase.

## Eighth 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 of the Company

The General Meeting, ruling under the quorum and majority requirements for extraordinary general shareholders' meetings, having reviewed the Board of Directors' report, and in accordance with the provisions of Article L.225-129, Article L. 225-129-2 *et seq.*, Articles L.225-132 *et seq.*, and Article L.22-10-49 of the French Commercial Code:

subject to the satisfaction of the Conditions Precedent (other than the adoption of this resolution),

**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 occasion, in the proportions and at the times it sees fit, in France and/ or abroad, in euros by issuing ordinary shares of the Company, being specified that the shares may be subscribed for in cash or by the set off of receivables, or either partly in cash and partly by incorporation of reserves, retained earnings, or share premium;

**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 aggregate nominal amount of the capital increase(s) that may be carried out pursuant to this delegation is set at three hundred ninety-five million euros (€395,000,000), and the maximum gross amount, including share premium, of said capital increase is set at three hundred ninety-five million euros (€395,000,000), it being specified that:

- This amount is separate from and independent of the overall cap provided for in paragraph 1 of the 9<sup>th</sup> resolution of this General Meeting; and
- these amounts shall, where applicable, be increased by the nominal amount of any additional shares that may be issued, in order to preserve the rights of holders of securities (valeurs mobilières) or other rights 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;

**3. 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;

**4. 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 if irreducible, and, if applicable, reducible subscriptions, do not absorb the entirety of the capital increase, the Board of Directors may exercise one or more of the following options under the conditions provided by law and in such order as it shall determine:
  - to limit the capital increase to the amount of the subscriptions, provided that said amount equals at least three-quarters of the amount of the increase decided upon;
  - in its discretion, to distribute all or part of the shares or, the issue of which has been decided upon but that have not been subscribed;

- to offer all or part of the unsubscribed shares, to the public in France or abroad;

**5. 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:

- acknowledge the completion of the Conditions Precedent;
- decide to increase the capital;
- Decide on the amount of the capital increase, the issue price, and the amount of any premium that may, if necessary, be required upon issuance, or, as the case may be, the amount of reserves, retained earnings, or premiums that may be incorporated;
- determine the dates and the terms of the capital increase, and the number of ordinary shares to be issued;
- determine the manner of payment for the shares;
- in the event of a subscription by way of set-off of receivables, proceed with the statement of receivables and obtain from the statutory auditors a report certifying the accuracy of the statement of receivables prepared by the Board of Directors in accordance with Article R.225-134 of the French Commercial Code,
- set the date, which may be retroactive, from which the new shares will carry rights, as well as all other terms and conditions for implementing the capital increase;
- 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 or equity, in accordance with applicable legislative and regulatory provisions and/or, where applicable, contractual stipulations, the terms and conditions on which the rights of holders of securities (valeurs mobilières) or other rights 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 and listing of the securities issued pursuant to this delegation of authority.

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

**7. Notes** that the adoption of this resolution cancels and replaces any authorization having the same purpose and ends the 20<sup>th</sup> resolution of the General Meeting of June 5, 2025.

## Presentation of the ninth resolution

### **Restating of the overall nominal cap on capital increases and the overall nominal cap for issuances of debt securities or equivalent instruments giving access to the Company's share capital provided for in paragraph 2 of the 20<sup>th</sup> resolution of the combined general meeting held on June 5, 2025**

The 9<sup>th</sup> resolution takes note of the consequences of the lapse of the 20<sup>th</sup> resolution approved by the combined general meeting of June 5, 2025.

In view of the 8<sup>th</sup> resolution submitted to you, cancelling, replacing and terminating the delegation granted by the combined general meeting of June 5, 2025 in its 20<sup>th</sup> resolution, which defined the overall nominal cap on capital increases and the overall nominal cap on issuances of debt securities or equivalent instruments giving access to the Company's share capital, against which are charged respectively all capital increases without preferential subscription rights that may result from the 21<sup>st</sup>, 22<sup>nd</sup>, 23<sup>rd</sup> and 24<sup>th</sup> resolutions of the said shareholders' meeting and all issuances of debt securities giving access to the Company's share capital that may be issued under the 21<sup>st</sup> and 22<sup>nd</sup> resolutions of the said General Meeting, resolutions still being in force and refer verbatim to these overall caps, it is proposed that, in the 9<sup>th</sup> resolution, to the extent necessary, the caps initially contained in paragraph 2 of the 20<sup>th</sup> resolution of the combined general meeting of June 5, 2025 be expressly identically restated and reset (i) at 50% of the share capital on the date of said General Meeting, the overall cap on capital increases against which are charged all capital increases that may result from the 21<sup>st</sup>, 22<sup>nd</sup>, 23<sup>rd</sup> and 24<sup>th</sup> resolutions approved by the combined general meeting of June 5, 2025, and (ii) at one billion five hundred million euros (€1,500,000,000), the overall nominal cap for issuances of debt securities or equivalent instruments giving access to the Company's share capital, against which are charged all issuances of debt securities that may be issued under the 21<sup>st</sup> and 22<sup>nd</sup> resolutions approved by the combined general meeting of June 5, 2025.

It is specified that this restatement of the overall caps is solely for the sake of formality as the text of the 21<sup>st</sup>, 22<sup>nd</sup>, 23<sup>rd</sup> and 24<sup>th</sup> resolutions contains a reference to the deduction from the overall caps, without thereby requesting any increase in the flexibility granted to the Board of Directors. In fact, the sub-ceilings of the 21<sup>st</sup>, 22<sup>nd</sup>, 23<sup>rd</sup> and 24<sup>th</sup> resolutions of the combined general meeting of June 5, 2025, set at 10% of the capital on the date of the combined general meeting of June 5, 2025, remain unchanged, and since the 8<sup>th</sup> resolution would terminate the 20<sup>th</sup> resolution of the combined general meeting of June 5, 2025, no transaction could therefore be carried out in excess of these sub-ceilings. The sole purpose of the 9<sup>th</sup> resolution is to maintain the mechanism for deducting these resolutions from an overall cap, which is reproduced in identical form for the sake of formality.

## Ninth resolution

### **Restating of the overall nominal cap on capital increases and the overall nominal cap for issuances of debt securities or equivalent instruments giving access to the Company's share capital provided for in paragraph 2 of the 20<sup>th</sup> resolution of the general meeting held on June 5, 2025**

The General Meeting, voting under the quorum and majority conditions required for extraordinary general shareholders' meetings, having read the report of the Board of Directors, subject to the satisfaction of the Conditions Precedent,

**1. Decides** to restate the overall nominal cap on capital increases initially set in paragraph 2 of the 20<sup>th</sup> resolution of the general meeting held on June 5, 2025, from which all capital increases without preferential subscription right resulting from the 21<sup>st</sup>, 22<sup>nd</sup>, 23<sup>rd</sup> and 24<sup>th</sup> resolutions of the general meeting held on June 5, 2025 and to reset it to 50% of the share capital on the day of the said General Meeting,

**2. Decides** to restate the overall nominal cap for issuances of debt securities or equivalent instruments giving access to the Company's share capital, initially set out in paragraph 2 of the 20<sup>th</sup> resolution of the general meeting held on June 5, 2025, from which all issuances of debt securities giving access to the Company's share capital pursuant to the 21<sup>st</sup> and 22<sup>nd</sup> resolutions of the general meeting held on June 5, 2025 will be deducted, and to reset it at one billion five hundred million euros (€1,500,000,000).

## Presentation of the tenth resolution

### **Reverse share split of the Company's shares by allocation of one (1) new share with a par value of €0.80 for forty (40) existing shares with a par value of €0.02 each, delegation of authority to the Board of Directors for the purpose of implementing the reverse share split**

Under the 10<sup>th</sup> resolution, you are proposed to implement a reverse share split of the Company's shares. As part of the reverse share split, shareholders are invited to exchange their shares with a nominal value of two euro cents (€0.02) for shares with a nominal value of eighty euro cents (€0.80), i.e., forty (40) existing shares for each new share.

The reverse share split transactions would only begin after completion of the Rights Issue (submitted under the eighth resolution).

This would help to increase the trading level of the Worldline share. The Company currently has a very high number of outstanding shares (283,964,175 shares) relative to its market capitalization and to market standards. The low trading price of its shares below €2 adversely affects the perception of the stock and increases its volatility. The proposed reverse share split is a purely technical adjustment that would help reduce the volatility of the share price, promote its stabilization, restore positive trading momentum for the Company and improve the perception of the value of the Company's shares.

Mathematically, a ratio of 40 old shares for 1 new share, taking into account the share capital reduction covered by the first resolution, would result in an appropriate future target stock price for the Company.

## Tenth resolution

### Reverse share split of the Company's shares by allocation of one (1) new share with a par value of €0.80 for forty (40) existing shares with a par value of €0.02 each, delegation of authority to the Board of Directors for the purpose of implementing the reverse share split

The General Meeting, acting under the conditions of quorum and majority required for extraordinary general shareholders' meetings, having acknowledged the Board of Directors' report, in accordance with article 6 of Decree n°. 48-1683 of October 30, 1948 and R.228-12 of the French Commercial Code,

subject to the fulfilment of the Conditions Precedent,

**1. Decides**, in accordance with the terms and conditions set out below and subject to the completion of the share capital reduction by way of decreasing the par value of the shares in accordance with the first resolution, that forty (40) ordinary shares with a par value of two euro cents (€0.02) each (the "Existing Shares") shall be consolidated into one (1) new share to be issued with a par value of eighty euro cents (€0.80) (the "New Shares");

**2. Decides** that reverse split transactions shall commence, at the earliest, upon expiry of a period of fifteen (15) days from the date of publication of the notice of the reverse split to be published by the Company in the Bulletin des Annonces Légales Obligatoires;

**3. Decides** that the commencement date of the reverse split transactions may not be earlier than the date of settlement-delivery of the new shares issued in connection with the share capital increase referred to in the 8<sup>th</sup> resolution submitted to this General Meeting;

**4. Decides** that the exchange period during which the shareholders may consolidate their Existing Shares shall be of a duration of thirty (30) days from the aforementioned commencement date of the reverse split transactions;

**5. Acknowledges** that, in accordance with article 6 of Decree no. 48-1683 of October 30, 1948 and article 11 of the bylaws, shareholders who own only one Existing Share or a number of Existing Shares that is less than the number required for the reverse split shall be obliged to carry out the necessary purchases or sales of Existing Shares for the reverse split within a period of thirty (30) days from the start of the reverse split process;

**6. Acknowledges** that, in accordance with article 6 of Decree no. 48-1683 of October 30, 1948 and R. 228-12 of the French Commercial Code, at the end of the exchange period, the New Shares that could not be allocated individually and that correspond to fractional rights will be sold, and that the proceeds of this sale will be allocated in proportion to the fractional rights (rompus) of each rightsholder;

**7. Grants** all authority to the Board of Directors, with the possibility of sub-delegation, for the purposes of implementing this decision, and in particular:

- setting the date for commencement of the reverse split transactions;
- publishing all notices and carrying out all legal and regulatory formalities pursuant to this decision;
- acknowledging and determining the exact number of Existing Shares with a par value of two euro cents (€0.02) to be consolidated and the exact number of New Shares with a par value of eighty euro cents (0.80€) that may result from the reverse split, taking into account the existence of securities giving access to the Company's capital;
- suspending, if necessary, for a period not exceeding three (3) months, the exercise of securities giving access to the share capital and options to subscribe for or purchase shares, in order to facilitate the reverse stock split transactions;
- adjusting, if necessary, as a consequence of the reverse split, the rights of the beneficiaries of options to subscribe for or purchase shares and beneficiaries of bonus shares and of any other securities giving access to the Company's capital, issued or to be issued, as well as duly informing the said beneficiaries, in accordance with applicable legal, regulatory, and contractual provisions;
- acknowledging the final completion of the reverse split and amending article 6 "Share Capital" of the Company's bylaws as a result of the reverse split referred to in this resolution;
- adjusting the number of shares that may be issued pursuant to authority delegated to the Board of Directors by previous general meetings;
- more generally, taking all necessary and appropriate measures to implement this decision and carrying out all formalities.

The New Shares shall immediately benefit from the double voting right, provided they are maintained in registered form, if, on the date of the reverse share split of the Existing Shares from which they are issued, each of those Existing Shares benefited from the double voting right.

In the event of a reverse stock split of Existing Shares that had been registered in the registered form since different dates, the period taken into account for assessing the double voting right of the New Shares shall be deemed to commence on the most recent date on which the Existing Shares were placed in registered form. Consequently, the acquisition of a fractional entitlement results in the loss of the double voting right that may have been attached to the former security, or of its seniority, for purposes of the period required to benefit from such right.



## Presentation of the eleventh and twelfth resolutions

### **Delegations of competence to the Board of Directors to increase the share capital of the Company with waiver of preferential subscription rights in the context of employee shareholding operations**

The 11<sup>th</sup> resolution is submitted to you in accordance with Article L.225-129-6 of the French Commercial Code, which provides that when the extraordinary general meeting decides on a cash capital increase, including where it delegates its competence to implement the capital increase, the same extraordinary general meeting must vote on a draft resolution relating to a capital increase with waiver of shareholders' preferential subscription rights reserved for members of a company savings plan.

The Board of Directors proposes that you vote in favor of this resolution, which has the same purpose and provides for the same terms and conditions as those approved by the combined general meeting held on June 5, 2025 in its 26<sup>th</sup> resolution, which the proposed resolution would replace.

Thus, it is proposed to renew, for a new period of 26 months, the delegation of competence granted to the Board under the 26<sup>th</sup> resolution adopted by the shareholders at the combined general meeting of June 5, 2025.

In this way, the Board would have the possibility of deciding 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 affiliated companies who are members of a company savings plan or any other qualifying plan pursuant to applicable legal and regulatory provisions.

In addition, under the 12<sup>th</sup> resolution, you are requested to renew the delegation of competence granted to the Board under the 27<sup>th</sup> resolution adopted by the shareholders at the combined general meeting of June 5, 2025, as a counterpart to the previous resolution. In this context, it is proposed to grant the Board, for a new period of 18 months, a delegation of the same nature.

This would enable the Board to implement an international employee shareholding plan under the best possible conditions and to increase the Company's share capital for the benefit of employees or categories of employees outside France. This delegation would make it possible to offer subscriptions for the Company's shares to employees or categories of employees of the Group outside France by adapting the terms of the offer to local specificities that are not strictly compatible with a savings plan, on the one hand, or, should the Company consider making a leveraged employee offering, allow it to implement Stock Appreciation Rights (SARs) in countries where leverage is not possible, or to implement a Share Incentive Plan (SIP) in the United Kingdom or specific plans in other countries.

The cap on the nominal amount of immediate or future capital increases resulting from all issuances carried out under the 11<sup>th</sup> and 12<sup>th</sup> resolutions may not exceed 2.5% of the Company's share capital on the day of the General Meeting.

This cap, common to the 11<sup>th</sup> and 12<sup>th</sup> resolutions, would be independent and autonomous from (i) the overall cap provided for in paragraph 2 of the 9<sup>th</sup> resolution and (ii) the sub cap provided for in paragraph 2 of the 21<sup>st</sup> resolution of the combined general meeting dated June 5, 2025.

We specify that the approval of these resolutions would entail the express waiver by shareholders of their preferential subscription rights to the new shares to be issued, in order to reserve their subscription for employees who are members of a company savings plan of the Company. To this end, you are requested to delegate to your Board the responsibility for determining the list of beneficiaries.

It is specified that the Board may set the subscription price of the securities issued under these delegations and that the price will be determined in accordance with 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 in the plan is greater than or equal to 10 years) of the average of the opening prices of the Worldline share on the regulated market of Euronext Paris during the 20 trading sessions preceding the day of the decision of the Board setting the opening date of the subscription period.

It is also specified that the Board may, 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 as employer's contribution or, as the case may be, the discount, provided that consideration of their monetary value, assessed at the subscription price, does not result in the applicable legal or regulatory limits being exceeded.

The Board of Directors will have, with the option to sub delegate, all powers to implement this delegation.

## Eleventh 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 shareholders' 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 subdelegate 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 1 of the 9<sup>th</sup> resolution of this General Meeting and from the sub-ceiling stipulated in paragraph 2 of the 21<sup>st</sup> resolution of the general meeting of June 5, 2025 applicable to capital increases with 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 12<sup>th</sup> 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 (valeurs mobilières) or other rights 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; and

- in general, to take all useful measures, conclude all agreements (notably with a view to ensuring the successful completion of the issuance), request all authorizations, carry out all formalities and do what is necessary to ensure the successful conclusion of the planned issuances or to postpone the same, and notably to record the capital increase(s) resulting from every issuance carried out by using this delegation, correspondingly, to amend the bylaws, to request the listing on the market of Euronext Paris of all securities issued by virtue of this delegation and to ensure the financial service for the shares in question and the exercise of the associated rights;

**9. Sets** the period of validity of the delegation 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.

## Twelfth 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 shareholders' 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 1 of the 9<sup>th</sup> resolution and from the sub-ceiling stipulated in paragraph 2 of the 21<sup>st</sup> resolution of the general meeting of June 5, 2025 applicable to capital increases with 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 11<sup>th</sup> 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 leverage schemes;

**4. Resolves** that the issuance price for the new shares issued by virtue of this delegation 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 24<sup>th</sup> resolution of the general meeting held on June 5, 2025 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;
  - 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;
  - 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 eighteen (18) months from the date of this General Meeting;
- 7. Resolves** that the adoption of this resolution cancels and replaces any authorization having the same purpose.

## Presentation of the thirteenth resolution

### Powers for legal formalities

You are proposed to grant all powers to the holder of an original, a copy or an extract of the minutes of the General Meeting to carry out any filings, publications, declarations and formalities that may be necessary.

## Thirteenth resolution

### Powers for legal formalities

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 formalities which may be necessary.

**The Board invites you, after reading the reports presented by your Statutory Auditors, to approve by your vote all of the resolutions it proposes.**

**In accordance with the aforementioned subscription commitments, the Investors have undertaken to vote in favor of the resolutions relating to the implementation of the Transaction (subject to the aforementioned conditions).**



# Business activity and summary of the Company's situation since January 1<sup>st</sup>, 2025

In accordance with the provisions of Articles R.225-113 *et seq.* of the French Commercial Code, you will find below a description of the progress of the Company's business since the beginning of the current financial year.

## Significant events since the beginning of the current financial year and progress of the business

In November 2025, Worldline announced the implementation of our North Star 2030 strategic plan, which aims to make us the partner of choice for merchants and financial institutions in Europe.

North Star 2030 is a progressive plan that aims to strengthen customer excellence, growth potential and cash flow generation through cost reduction and improvement of asset turnover. To achieve this, we are implementing a profound transformation based on four drivers:

- **Simplifying our operating model:** we are streamlining our go-to-market organization to strengthen our customer focus, improving our tech model and optimizing our corporate functions for greater efficiency.
- **Integrating our operations:** we are evolving our Global Competence Centers (GCCs) into innovation hubs to support our operations in Western Europe and develop key talent in the payment business.
- **Converging our platforms:** we are completing the convergence of our payment applications onto a common, modernized and high-performance technology base, leveraging our sovereign private cloud and the best public cloud platforms.
- **Enhancing our commercial performance,** in particular through a commercial refocusing of the Financial Institutions business.

In order to support this strategic transformation and strengthen the Group's financial structure, the Board of Directors on November 5, 2025 has approved a €500 million capital increase structured around a reserved capital increase of approximately €108 million and a capital increase with preferential subscription rights of approximately €392 million.

The operation is supported by Bpifrance, Crédit Agricole S.A. and BNP Paribas, reflecting the crucial role that Worldline plays in the European payment ecosystem and the strength of the transformation plan.

At the same time, we have also made various advances during the year, the positive impact of which is already tangible:

- **Simplification of the portfolio:** we refocused on our core business, payment services in Europe, by signing agreements to sell our MeTS activities, our North American operations, Cetrel and our PaymentIQ payments orchestration platform.
- **Risk framework:** we conducted an external review of our merchant portfolio and our compliance and risk management framework, while clarifying our cash pooling arrangements.
- **Organization and management:** we have simplified our organization and significantly renewed the composition of our executive committee.
- **Operations:** we have accelerated the roll-out of new innovative solutions such as Wero, our Android SmartPOS and Tap on Mobile, while making concrete progress on our technological convergence with the decommissioning of five platforms.

Building on the progress already made, the implementation of the transformation plan and shareholder support, we anticipate the following by 2030:

- **c. 4% revenue CAGR** over the period 2027-2030, with a gradual acceleration over the period;
- **c. €1.0 billion EBITDA** fueled by cost savings of c. €210 million linked to the transformation plan and an organic contribution of c. €150 million in 2030;
- **Positive free cash flow from 2027 onwards**, with a target of €300-€350 million in free cash flow by 2030, including €120 million of estimated financial costs.

# Terms of participation

## Formalities to be completed before attending the General Meeting

Any shareholder, irrespective of the number of shares held, may attend or be represented at the General Meeting in accordance with the conditions and procedures laid down 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 shares in the name of the shareholder or of the intermediary registered on his behalf, on the second business day prior to the General Meeting at zero hours, Paris time, i.e. **Tuesday 6 January 2026 at zero hour, Paris time:**

- **For shareholders owning registered shares:** in the registered share accounts held for Worldline by its agent (Société Générale Securities Services);
- **For holders of bearer shares:** in the bearer share accounts held by an authorized intermediary.

The registration of shares in bearer share accounts held by an authorized intermediary is evidenced by a certificate of participation issued by the intermediary, providing proof of shareholder status.

## Participation and voting procedures at 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 cast a postal vote, sent a proxy or requested an admission card or certificate of participation, he/she may no longer choose another means of participating in the General Meeting.

### A. If you wish to attend the General Meeting in person

Shareholders wishing to attend the General Meeting in person may request an admission card by post or electronically under the following conditions:

#### 1. Request for admission card by post

- **For registered shareholders (pure and administered):** date, sign and return the single postal voting form or proxy form enclosed with the notice of meeting sent to them, specifying that the shareholder wishes to attend the meeting in person and obtain an admission card using the prepaid envelope (which is enclosed with the notice of meeting received) or by post to the following address: Société Générale Securities Services - Service des Assemblées - CS 30812, 44308 Nantes Cedex 3;
- **For bearer shareholders:** ask the financial institution that holds your securities account to send you an admission card.

#### 2. Electronic admission card request

- **Registered shareholders (pure and administered):** apply online via the secure VOTACCESS platform at <https://www.sharinbox.societegenerale.com/>.
- **For direct registered shareholders:** log on to the Sharinbox site using their usual access code (shown on the single voting form enclosed with the invitation brochure, or in the e-mail if they have chosen this method of invitation) or their login e-mail (if they have already activated their Sharinbox by SG Market account), then the password already in their possession.
- **For holders of intermediary registered shares:** shareholders must log on to the Sharinbox website using their access code, which will be sent to them a few days before voting opens.

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

- **For bearer shareholders:** it is the responsibility of the bearer shareholder to find out whether or not his or her account-holding institution has subscribed to the VOTACCESS secure platform and, if so, the conditions of use of the VOTACCESS site.

- If the financial institution holding the shareholder's securities account has subscribed to the VOTACCESS secure platform, the shareholder will need to log on to the portal of the financial institution holding his or her securities account, using his or her usual access codes. They must then follow the on-screen instructions to access the VOTACCESS secure platform and request an admission card online.
- If the institution holding the shareholder's securities account has not subscribed to the secure VOTACCESS platform, the shareholder will not be able to request an admission card electronically, and will therefore have to apply by post to his or her account-holding institution, following the procedures described in paragraph A.1 (*requesting an admission card by post*).

#### 3. In the absence of an admission card

If a shareholder wishing to attend the General Meeting in person has not requested or received an admission card:

- **For holders of registered shares (pure and administered):** go directly to the dedicated desk on the day of the General Meeting with proof of identity;
- **For holders of bearer shares:** present themselves on the day of the General Meeting at the counter specially set up for this purpose, with proof of identity and the certificate of participation issued by the financial institution holding their securities account.

## B. If you wish to vote by proxy or by mail / revocation of a proxy

Shareholders may participate remotely by appointing a proxy or voting by mail, either using the voting form or via the secure VOTACCESS platform, in accordance with the conditions described below.

Shareholders may appoint the Chairman of the Meeting, another shareholder, their spouse or the partner with whom they have entered into a civil solidarity pact, or any other individual or legal entity of their choice as their proxy, in accordance with Articles L.225-106 and L.22-10-39 of the French Commercial Code.

In accordance with the provisions of article R.225-79 of the French Commercial Code, the proxy given by a shareholder to be represented by another person must be signed by the shareholder, who will have indicated his or her surname, first name and domicile, and may designate by name a proxy, whose surname, first name and domicile he or she will have specified, or in the case of a legal entity, the company name or corporate name and registered office, who will not have the option of substituting another person.

It is specified that, in the case of all proxies without indication of a proxy, the Chairman of the General Meeting will vote in favor of the adoption of the draft resolutions presented or approved by the Board of Directors, and against the adoption of all other draft resolutions.

### 1. Voting by proxy or postal vote

Shareholders wishing to vote by post or to be represented by proxy, by giving their vote to the Chairman of the General Meeting (or to any other person of their choice), may:

- **For registered shareholders (pure and administered):** date, sign and return the single postal voting form or proxy form enclosed with the notice of meeting sent to them, specifying that the shareholder wishes to be represented at the meeting or to vote by post, using the prepaid envelope (which is enclosed with the notice of meeting received) or by post to the following address: Société Générale Securities Services - Service des Assemblées - CS 30812, 44308 Nantes Cedex 3;
- **For holders of bearer shares:** request the single postal voting form or proxy form from the financial institution holding their securities account, as from the date of the General Meeting. Once completed and signed, return the single postal voting form or proxy form to the financial institution holding your securities account, which will forward it, together with the certificate of participation issued by it, to Société Générale Securities Services - Service des Assemblées - CS 30812, 44308 Nantes Cedex 3. The duly completed and signed form will only be taken into account if accompanied by proof of share ownership.

To be taken into account, the single postal voting form or proxy form must be received by Société Générale's Securities and Stock Exchange Department - Meetings Department no later than three (3) days before the date of the General Meeting, i.e. **Monday 5 January 2026 at 11:59 p.m., Paris time.**

**In view of possible disruptions to postal mail delivery, we recommend that you send in your postal voting form as early as possible, and that you choose to vote by proxy or by postal Internet voting under the conditions described below.**

### 2. Internet voting by proxy or by post

Shareholders may transmit their voting instructions, and appoint or revoke a proxy, over the Internet before the General Meeting, using the VOTACCESS secure platform, under the conditions described below:

– **Registered shareholders (pure and administered):** apply online via the secure VOTACCESS platform at <http://www.sharinbox.societegenerale.com/>.

- *For direct registered shareholders:* log on to the Sharinbox site using their usual access code (shown on the single voting form enclosed with the invitation brochure, or in the e-mail if they have chosen this method of invitation) or their login e-mail (if they have already activated their Sharinbox by SG Market account), then the password already in their possession.
- *For holders of intermediary registered shares:* shareholders must log on to the Sharinbox website using their access code, which will be sent to them a few days before voting opens.

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

– **For bearer shareholders:** it is the responsibility of the bearer shareholder to find out whether or not his or her account-holding institution has subscribed to the VOTACCESS secure platform and, if so, the conditions of use of the VOTACCESS site.

- If the financial institution holding the shareholder's securities account has subscribed to the VOTACCESS secure platform, the shareholder must log on to the portal of the financial institution holding his or her securities account, using his or her usual access codes. They must then follow the on-screen instructions to access the VOTACCESS secure platform and vote or appoint or revoke a proxy.
- If the institution holding the shareholder's securities account has not subscribed to the VOTACCESS secure platform, the shareholder will not be able to vote electronically and will therefore have to send his voting form to his account-holding institution in accordance with the procedures described in paragraph B.1 (*by postal vote*).

However, notification of the appointment and revocation of a proxy may be made electronically in accordance with the provisions of Article R.225-79 of the French Commercial Code, by sending an e-mail to the following e-mail address: [assemblees.generales@sgss.socgen.com](mailto:assemblees.generales@sgss.socgen.com).

This e-mail must contain the following information: name of the company concerned, date of the General Meeting, surname, first name, address and bank details of the principal, as well as the surname, first name and, if possible, address of the proxy.

## Terms of participation

Bearer shareholders must ask their financial intermediary managing their securities account to send written confirmation by post to Société Générale Securities Services - Service des Assemblées - CS 30812, 44308 Nantes Cedex 3, or by e-mail to [assemblees.generales@sgss.socgen.com](mailto:assemblees.generales@sgss.socgen.com). Confirmations must be received no later than **Wednesday 7 January 2026 at 3 p.m., Paris time**.

Only notifications of appointment or revocation of mandates may be sent to the above e-mail address. Any other request or notification relating to any other subject will not be taken into account and/or processed.

The VOTACCESS secure platform for the General Meeting will be open from **Friday December 19, 2025 at 9 a.m., Paris time**.

The right to vote, give a proxy or revoke a proxy before the General Meeting will end on **Wednesday January 7, 2026 at 3 p.m., Paris time**.

To avoid any possible bottlenecks on the VOTACCESS secure platform, shareholders are advised not to wait until the day before the General Meeting to enter their instructions.

**We recommend that shareholders vote by Internet, prior to the General Meeting, using the secure VOTACCESS platform, under the conditions described above.**

## C. Requests for agenda items or draft resolutions

Requests for the inclusion of items on the agenda or for the submission of draft resolutions by shareholders fulfilling 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 received at the Company's registered office no later than the twenty-fifth day prior to the date of the General Meeting, i.e. **Sunday 14 December 2025 at 11:59 p.m., Paris time**. Requests must be sent by registered letter with

acknowledgement of receipt, and must be accompanied by proof of shareholder status. For bearer shareholders, the registration of items and/or draft resolutions is subject to the transmission of a new certificate proving the registration of their shares in the same accounts on the second business day preceding the General Meeting, i.e. **Tuesday 6 January 2026 at 00:00, Paris time**.

## D. Written questions

In accordance with the provisions of article R.225-84 of the French Commercial Code, any shareholder may submit written questions up to the fourth business day prior to the date of the Meeting, i.e. by **Friday 2 January 2026 at 11:59 p.m., Paris time**.

Questions should be addressed to the Chairman of the Board of Directors, at the Company's registered office, by

registered letter with acknowledgement of receipt, or by e-mail to [assemblee-generale@worldline.com](mailto:assemblee-generale@worldline.com). They should be accompanied by a certificate of account registration.

These questions may be answered jointly if they have the same content. A written question is deemed to have been answered when it appears on the [www.worldline.com](http://www.worldline.com) website.

**In view of possible disruptions to postal deliveries, shareholders are advised to communicate their questions sufficiently in advance or to send them by e-mail as described above.**

## E. Information and documents made available to shareholders

The documents referred to in article R.22-10-23 of the French Commercial Code are available on the Company's [www.worldline.com](http://www.worldline.com).

Documents and information relating to this meeting are available to shareholders at the Company's registered office, in accordance with applicable laws and regulations.

Shareholders may obtain the documents provided for in Articles R.225-81 and R.225-83 of the French Commercial Code by sending a request to the centralizing bank, in accordance with the legal and regulatory conditions in force. To do so, they must send Société Générale a request form for documents and information.

## F. Transfer by shareholders of their shares prior to the General Meeting

Any shareholder who has already returned his or her single proxy and postal voting form may sell all or part of his or her shares up to the date of the General Meeting. However, if the transfer takes place before midnight (Paris time) on the second business day prior to the Meeting, the authorized financial intermediary holding the share account will notify the above-mentioned financial institution of the transfer and provide the information required to cancel the vote or amend

the number of shares and votes cast. No transfer of shares made after midnight (Paris time) on the second business day preceding the Meeting, by whatever means, will be notified or taken into account, notwithstanding any agreement to the contrary.

*The Board of Directors*



# Voting form

## How to fill in the voting form?

The voting form will be available on the Company's website [www.worldline.com](http://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, January 5, 2026 at 00:00 p.m., (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

le 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 DÉSIRE 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 193 095 639,00 €  
Siège social : Tour Voltaire – 1, place des Degrés  
92800 Puteaux - France  
378 901 946 R.C.S. Nanterre

**ASSEMBLÉE GÉNÉRALE EXTRAORDINAIRE**  
Convoquée le jeudi 8 janvier 2026 à 10h00  
Au Cloud Business Center, 10 bis rue du Quatre Septembre  
75002 Paris, France

**EXTRAORDINARY GENERAL MEETING**  
Convened on Thursday January 8, 2026 at 10:00 a.m.  
At Cloud Business Center, 10 bis rue du Quatre Septembre  
75002 Paris, France

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

|  |                            |
|--|----------------------------|
| Identifiant - Account                    | Vote simple<br>Single vote |
| Nombre d'actions<br>Number of shares     | Nominatif<br>Registered    |
|  | Porteur<br>Bearer          |
| Nombre de voix - Number of voting rights | Vote double<br>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                       | 11                       | 12                       | 13                       | 14                       | 15                       | 16                       | 17                       | 18                       | 19                       | 20                       |
| 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"/> | <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"/> | <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"/> | <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"/> | <input type="checkbox"/> |

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

**HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING**  
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

Nom, prénoms, 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)

Adresse / Address

**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.

|          |                          |                          |                          |                          |                          |                          |                          |                          |                          |                          |                          |                          |                          |                          |                          |                          |                          |                          |                          |
|----------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| 21       | 22                       | 23                       | 24                       | 25                       | 26                       | 27                       | 28                       | 29                       | 30                       | 31                       | 32                       | 33                       | 34                       | 35                       | 36                       | 37                       | 38                       | 39                       | 40                       |
| 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"/> | <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"/> | <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"/> | <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"/> | <input type="checkbox"/> |

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

**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.

**Si les amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote NON sauf si je signale un autre choix en noircissant la case correspondante : In case amendments or new resolutions are proposed during the meeting, I vote NO unless I indicate another choice by shading the corresponding box:**

- Je donne pouvoir au Président de l'assemblée générale. // I appoint the Chairman of the general meeting. ☐

- Je m'abstiens. // I abstain from voting. ☐

- Je donne procuration [cf. au verso (4)] à M. / Mme ou Mlle, Raison Sociale pour voter en mon nom ☐

- J'appoint [see reverse (4)] Mr. / Mrs or Miss, Corporate Name to vote on my behalf. ☐

**Pour être pris en considération, tout formulaire doit parvenir au plus tard : To be considered, this completed form must be returned no later than:**

|  |  |
|--|--|
| sur 1 <sup>ère</sup> convocation / on 1st notification | sur 2 <sup>ème</sup> convocation / on 2nd notification |
| à la banque / to the bank                              | à la banque / to the bank                              |
| 05 janvier 2026 / January 05, 2026                     | 05 janvier 2026 / January 05, 2026                     |
| à la société / to the company                          | à la société / to the company                          |
| 05 janvier 2026 / January 05, 2026                     | 05 janvier 2026 / January 05, 2026                     |

**Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), cela vaut automatiquement pouvoir au Président de l'assemblée générale « If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative), this automatically applies as proxy to the Chairman of the General Meeting »**

**Date & Signature**

**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**

2026 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 Extraordinary General Meeting of January 8, 2026, 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 Worldline<sup>1</sup> send me, prior to the Extraordinary General Meeting the documents and information referred to in Article R.225-83 of the French *Code de Commerce*<sup>2</sup> as well as the documents and information referred to in the resolutions to be submitted for shareholder approval at the Extraordinary General Meeting on January 8, 2026:

☐ Send hard copies of the documents

☐ Send digital copies of the documents

Signed in: ..... on: .....

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.

<sup>1</sup> 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.

<sup>2</sup> Information about Worldline can be found in the 2024 Universal Registration Document, which you can consult on the Company's website [www.worldline.com](http://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 Extraordinary 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 Extraordinary 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](http://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 Extraordinary 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: .....

Signature

### This request should be returned to:

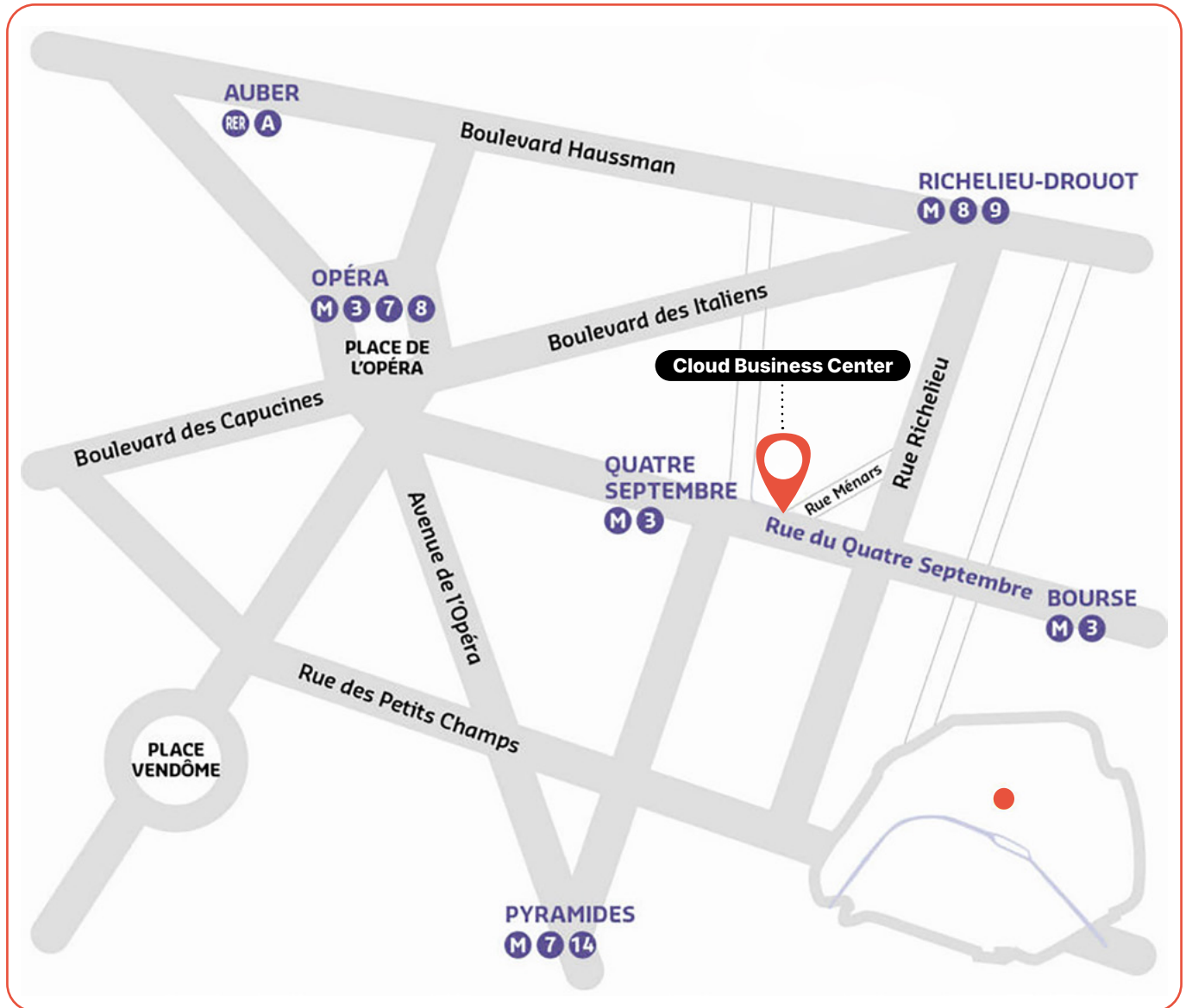
**Société Générale Securities Services**

**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 Extraordinary General Meeting



## Public transport access

- **Metro** : Line 3 (Station Quatre Septembre, Bourse or Opéra) - Line 7 (Station Opéra or Pyramides) - Line 8 (Station Opéra or Richelieu-Drouot) - Line 9 (Station Richelieu-Drouot) - Line 14 (Station Pyramides)
- **RER** : Line A (Boissy-St-Léger/Marne-La-Vallée – Poissy/Cergy), Station Auber
- **BUS** ([www.ratp.fr](http://www.ratp.fr)) : numerous bus lines pass through Opéra. These include lines 20, 21, 42, 52, 68, 74, and 85.



## Car access

The nearest car park is located at 3, rue de la Chaussée d'Antin, 75009 Paris.



## Notes

[illegible]

## Notes

[illegible]



## **Investors Relations**

### **Laurent Marie**

laurent.marie@worldline.com

### **Peter Farren**

peter.farren@worldline.com



Public limited company  
(Société anonyme)  
Share capital: €193 095 639  
Tour Voltaire,  
1 Place des Degrés  
92800 Puteaux, France