

**Information relating to the conclusion of a related-party agreement published
in accordance with articles L. 22-10-13 and R. 22-10-17 of the French Commercial Code**

Paris (France) – 8 January 2026 – Worldline (the “**Company**”) announces today the execution of a standby underwriting letter (the “*Standby Underwriting Letter*”) in connection with its contemplated capital increase with preferential subscription rights for shareholders, with a banking syndicate comprised of Bank Ireland PLC, BNP Paribas, Crédit Agricole Corporate and Investment Bank and J.P. Morgan SE, acting severally but not jointly (*sans solidarité*) (together, the “**Underwriters**”).

Interested Party and Relationship with the Company

Mr. Jérôme Grivet, member of the Board of Directors of the Company, who has been appointed on the proposal of Crédit Agricole S.A. (which directly and indirectly owns 97.8% of the share capital of Crédit Agricole Corporate and Investment Bank (“**CACIB**”), and who is a Deputy Chief Executive Officer (*Directeur Général Délégué*) of Crédit Agricole S.A..

Purpose, terms and conditions, and benefits of the agreement for the Company

This related-party agreement was entered into to progress in securing the operation to increase the capital with preferential subscription rights for the Company's shareholders for a total amount of approximately €392 million (including issue premium) (the “**Rights Issue**”), pending its effective launch. Bpifrance Participations, Crédit Agricole, and BNP Paribas (the “**Investors**”) have entered into subscription commitments with the Company under which they have undertaken to subscribe to the Rights Issue (the “**Investor's Subscription Commitments**”) for a maximum amount of €135 million (through a *pro rata* participation and c. €30 million additional commitment). The Rights Issue would be carried out pursuant to the authorization granted by the extraordinary general meeting of the Company's shareholders, held on 8 January 2026 (the “**2026 General Meeting**”).

Pursuant to the Standby Underwriting Letter, the Underwriters have undertaken severally but not jointly (*sans solidarité*) to underwrite the shares to be issued in the context of the Rights Issue up to an aggregate amount of EUR 257 million, excluding any shares to be subscribed by the Investors pursuant to the Investors' Subscription Commitments (such amount, as reduced, as the case may be, being referred to as the “**Equity Financing Amount**”) and on terms set out in such Standby Underwriting Letter and pursuant to the final terms and conditions set forth in an underwriting agreement to be negotiated in good faith and entered into by the Underwriters and the Company in connection with the Rights Issue (the “**Underwriting Agreement**”). The Standby Underwriting Letter and the Underwriting Agreement would not constitute a *garantie de bonne fin* within the meaning of Article L. 225-145 of the French Commercial Code.

The Board of Directors confirmed that the Standby Underwriting Letter was in the Company's best interests for the following reasons:

- the Standby Underwriting Letter will secure the Rights Issue pending its effective launch;
- CACIB is a credit institution that regularly participates in large-scale capital increases in France and internationally and has recognized experience in this field;
- the terms and conditions of CACIB's involvement are equivalent to those of the other Underwriters and are customary market terms and conditions for this type of agreement; and
- the Standby Underwriting Letter includes customary representations and warranties as well as customary conditions precedent for this type of agreement.

Financial terms and indication of the ratio of the agreement's price for Worldline to latest annual profit.

In consideration of commitment of the Underwriters (including CACIB), the Company agrees to pay to each of the Underwriters a fee corresponding to a percentage of the Equity Financing Amount of the Rights Issue under normal market conditions customary for this type of contract.

It is reminded that the Company's net income as of 31 December 2024, was €(297) million.

Approval from the Board of Directors

The Board of Directors has authorized the execution of this agreement during its meeting on 8 January 2026 in accordance with the provisions of Article L. 225-38 of the French Commercial Code.

In accordance with the provisions of Article L. 225-40 of the French Commercial Code, Mr. Jérôme Grivet did not take part in the debate and votes with respect to the agreement entered into between the Company and CACIB.

The Standby Underwriting Letter was entered into on 8 January 2026 and will be submitted to the general shareholders meeting convened to approve the financial statements for the 2025 financial year.