

FAQ

Worldline SA

**Extraordinary General Meeting on Thursday, January 8, 2026 at 10:00 am
at Cloud Business Center, 10 bis Rue du Quatre Septembre, 75002 Paris**

Participation and voting modalities at the Extraordinary General Meeting

1. How can I participate in 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.

2. I am a Worldline shareholder; how can I vote at the General Meeting?

There are several ways to participate in the General Meeting:

- Attend in person;
- Be represented by an individual or legal entity;
- Vote by post;
- Give a proxy to the Chairman of the Meeting or to another shareholder, to their spouse or to the partner with whom they have entered into a civil solidarity pact, or to any other individual or legal entity of their choice;
- Vote online via VOTACCESS.

3. I want to participate in person; what should I do?

To attend the Extraordinary General Meeting of Worldline in person, a request for an admission card must be made by postal mail or electronically:

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.

Electronic admission card request:

- **For 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 for requesting an admission card by post.

Worldline's Extraordinary General Meeting will be held on Thursday, 8 January 2026, at 10:00 a.m. (Paris time) at Cloud Business Center, 10 bis rue du Quatre Septembre, 75002 Paris.

4. I have not received my admission card; what should I do?

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.

5. I would like to be represented at the General Meeting; what should I do?

By post:

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.**

By internet:

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:

- **For 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 for the 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.

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.

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. Confirmations must be received no later than **Wednesday 7 January 2026 at 3:00 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 is open since **Friday 19 December 2025 at 9:00 a.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.

6. Can I request an item(s) to be added to the agenda 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 had to 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**.

7. Can I submit written questions to Worldline?

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. **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.

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 website.

8. How do I fill out the voting form?

The voting form has been made available to you on the Company's website www.worldline.com within the legal time frame.

In order to be taken into account, the voting form must be received by Société Générale Securities Services on **Monday 5 January, 2026 at 00:00 p.m., (Paris time) at the latest**.

You will find detailed instructions on how to complete the voting form in the meeting notice brochure, which is published on the Company's website at www.worldline.com.

Agenda

9. What is the structure and the objectives of the contemplated capital increases?

Your Board of Directors proposes a capital increase of approximately €500 million in total (the “Transaction”).

The Transaction aims to:

- strengthen Worldline’s capital structure;
- provide financial flexibility;
- support the execution of the North Star 2030 transformation plan; and
- anchor a stable base of leading financial institutions as shareholders.

The Transaction is structured in two steps:

- Reserved capital increases totaling approximately €110 million for Bpifrance Participations, Crédit Agricole S.A. and BNP Paribas, with a waiver of preferential subscription rights, at a fixed price of €2.75 per share;
- A capital increase of approximately €390 million open to all shareholders with the maintenance of the preferential subscription rights, allowing each shareholder to participate pro rata to their holding.

10. Why reduce the share capital prior to the capital increases (resolution 1)?

This resolution aims to reduce the nominal value of the shares (from €0.68 currently to €0.02) in order to secure, from a legal standpoint, the completion of the Transaction. Under French law, the issue price of new shares must be higher than their nominal value. This operation, purely technical and motivated by losses, has no impact on the number of shares comprising the Company’s share capital, nor on the value of its equity.

The reduction of the nominal value will allow the company to have sufficient flexibility for the execution of the capital increase open to all shareholders, as the issue price of the new share will depend, *inter alia*, on the prevailing share price at the time of execution.

11. Why are certain capital increases reserved for specific investors (resolutions 2 to 7)?

These resolutions would enable the first tranche of the Transaction, namely capital increases reserved for Bpifrance Participations, Crédit Agricole S.A. and BNP Paribas (the “Investors”).

- The Investors are all leading European financial institutions which have explicitly supported the North Star 2030 transformation plan and its execution. Their commitment is subject to conditions precedent and accompanied by a shareholding retention obligation

The issue price of €2.75 per share reflects a 10% premium over the 30-day volume weighted average price of Worldline shares prior to November 5, 2025 (the date on which the Board of Directors approved the principle of the Transaction).

The waiver of shareholders’ preferential subscription rights is necessary to allow the Investors’ additional investment in the Company’s share capital, ensuring a strengthened equity base, offering financial flexibility and the securing of the North Star 2030 transformation plan.

Each Investor concerned will not participate in the vote on the resolutions relating to them.

12. What does a capital increase with maintained pre-emptive rights consist of (resolution 8) ?

This resolution authorizes a capital increase with preferential subscription rights, allowing each shareholder to:

- subscribe for new shares in priority proportional to their current holding; and
- retain their percentage ownership if they choose to subscribe to the new shares.

Shareholders who do not wish to participate in the Transaction have the option to sell their preferential subscription rights, enabling them to earn a compensation for their dilution.

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 capital increase 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 capital increase open to all shareholders.

For Worldline to implement the Transaction, all of resolutions 1 to 8 must be approved. If any one of these resolutions is not approved, none shall take effect.

13. Why reinstate the overall capital increase caps approved by the General Meeting (combined meeting) on 5 June 2025 (resolution 9) ?

This resolution is a legal clarification. It allows re-establishing the overall caps on share issuances after new delegations have been granted, without changing the financial strategy or causing additional dilution.

It serves to:

- maintain a clear and readable framework for the financial authorisations given to the Board of Directors;
- ensure the continuity of the overall caps after the granting of new delegations; and
- guarantee strict control over the Board's powers, in accordance with the prerogatives of the General Meeting.

14. What is a reverse share split and what is its objective (resolution 10)?

The reverse share split is a purely technical operation, with no impact on the overall economic value of shareholders' holdings. It is akin to a consolidation of existing shares.

It aims to reduce the volatility of the share price and promote its stabilization by having a higher trading price per share.

After the completion of the capital increases, shareholders will be invited to exchange their existing shares with a nominal value of €0.02 for new shares with a nominal value of €0.80 (40 old shares for 1 new share), which would result in a lower number of shares outstanding with a higher trading price per share.

15. Why propose capital increases reserved for employees (resolutions 11 and 12)?

Under French law, when the extraordinary general meeting decides on a cash capital increase, the same extraordinary general meeting must also resolve on a draft resolution relating to a capital increase with waiver of shareholders' preferential subscription rights reserved for members of a company savings plan.

These resolutions aim to involve employees and managers in Worldline's development through employee share ownership schemes by renewing the authorisations granted by the mixed general meeting of 5 June 2025.

16. What is the purpose of the formalities powers (resolution 13)?

This resolution is a technical resolution allowing the legal and administrative formalities necessary to implement the decisions to be approved by the General Meeting.

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For any other questions, you can contact the Investor Relations team directly at the following address: investor-relations@worldline.com