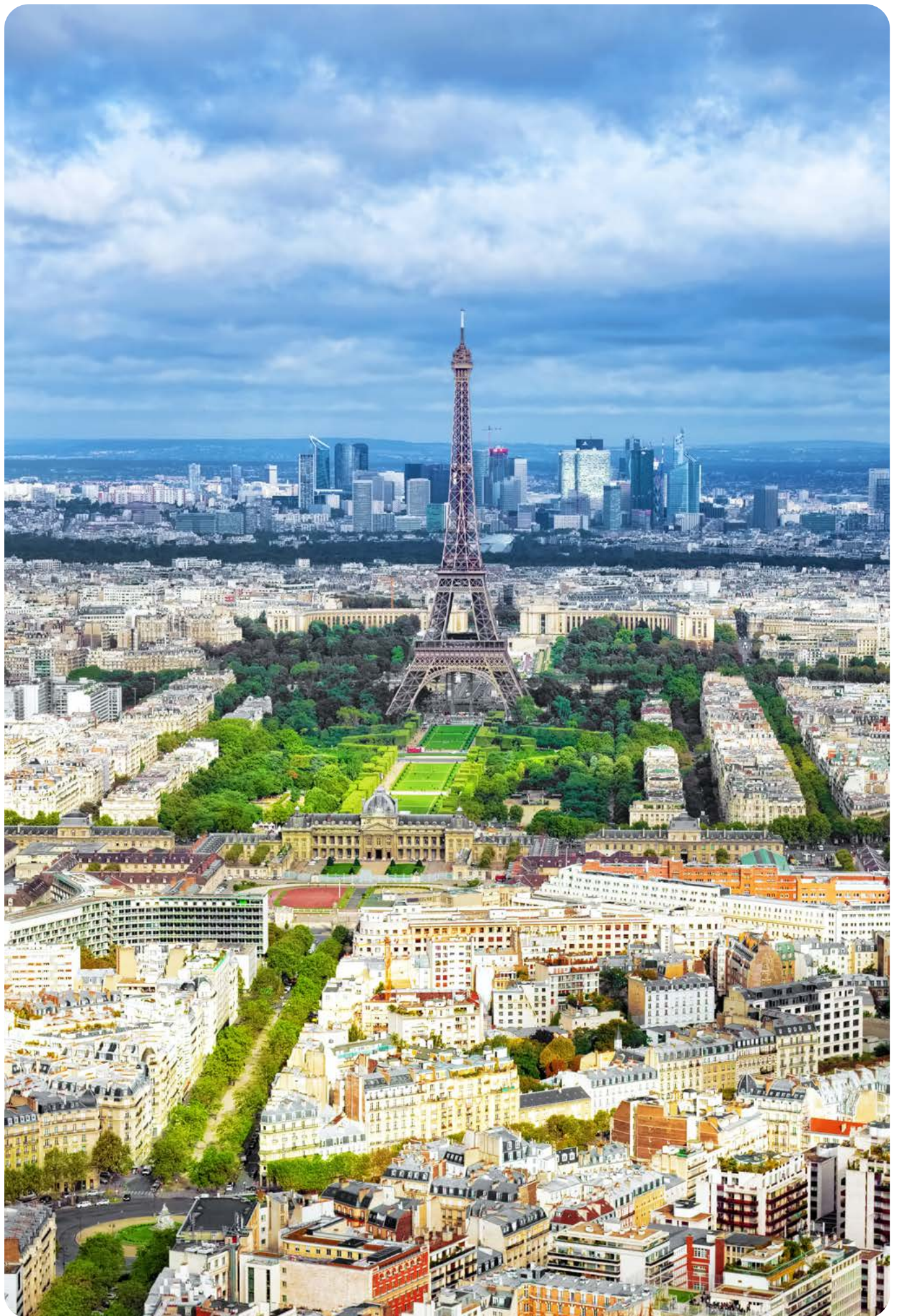


Convening Brochure
(as amended by Addendum dated May 26, 2026)

2026 Combined General Meeting

Thursday June 11, 2026 at 2:30 pm
At the Cloud Business Center,
10 bis rue du Quatre Septembre
75002 Paris

WORLDLINE 



Summary

(as amended by Addendum dated May 26, 2026)

Message from Wilfried Verstraete, Chairman of the Board of Directors	4
Message from Pierre-Antoine Vacheron, Chief Executive Officer	5
1. Presentation of Worldline	
Worldline: a snapshot	6
Formation of the Group	7
Worldline's business model.....	8
2025 Key highlights	10
2025 Key figures and revenue profile	12
Group's strategy, Technology and Competitive Strengths.....	14
Corporate Social Responsibility	18
2. Corporate governance	
Executive Committee.....	20
Board of Directors	21
Key figures for the Board and Committees.....	22
Key information about Directors.....	23
Directors' skills.....	24
Selection process of Directors	25
Board and Committee's Meeting attendance in 2025	26
Works of the Board of Directors in 2025	27
Composition, key figures and works of the Committees in 2025	28
Biographies of Directors who are subject to the renewal of their term of office	33
Composition of the Board of Directors after the 2026 AGM.....	36
Composition of the specialized Committees following the 2026 AGM	37
3. Compensation of Company Officers	
Components of compensation paid or awarded to Company Officers for the financial year 2025 (as amended by Addendum dated May 26, 2026 in respect with the 2025 ex post compensation for resolution 11)	39
Compensation of Company Officers for 2026.....	44
4. Summary of the financial delegations and authorizations	48
5. Agenda of the Shareholders' Meeting	50
6. Board of Directors' report on the resolutions and draft resolutions (as amended by Addendum dated May 26, 2026 in respect with the 2025 ex post compensation for resolution 11)	52
7. Terms of participation	84
8. Voting form	87
9. Request for documents and information	88



Contact us for any additional information on our website worldline.com
Email contact: assemblee-generale@worldline.com

Message from Wilfried Verstraete,

Chairman of the Board of Directors

Dear Shareholders,

I am pleased to invite you to attend our Annual General Meeting on 11 June 2026 at 2:30 PM at the Cloud Business Center, 10 bis rue du Quatre Septembre in Paris.

This meeting will provide an opportunity to review a year of significant transformation at Worldline and vote on resolutions that will support the continued execution of our strategic roadmap.

Over the past year, the Group has undergone significant changes, including the appointment of Pierre-Antoine Vacheron as Chief Executive Officer and the evolution of our Executive Committee, which is now fully focused on executing our strategic priorities. During our Capital Markets Days on November 6, 2025, we unveiled our transformation plan "North Star 2030" aimed at restoring sustainable profitable growth in the coming years.

We have taken decisive steps to refocus Worldline on the European payments sector, with seven divestments announced and the portfolio pruning exercise now largely completed. We have also strengthened our financial structure, notably through these strategic actions and the successful completion of a €500 million capital increase in April 2026, supported by key financial institutions and made possible by your continued support.

While operating in a challenging environment, Worldline has demonstrated resilience. We are fully committed to delivering strong progress in stabilising performance, and executing our transformation plan, with a clear focus on restoring sustainable growth and rebuilding shareholder value.

Against a difficult backdrop in 2025, the Group delivered results in line with the guidance established during the H1 2025 results announcement. In the first quarter of 2026, we continued to show early signs of stabilization, while achieving the initial milestones of our transformation programme.

Your participation and votes are essential as we continue to move forward with discipline and confidence.

I look forward to meeting you on June 11.

Yours sincerely,

Wilfried Verstraete
Chairman of the Board of Directors



Message from Pierre-Antoine Vacheron,

Chief Executive Officer

Dear Shareholders,

I am pleased to invite you to our Annual General Meeting on 11 June 2026, an important milestone as we continue driving Worldline's transformation.

When I became Chief Executive Officer in March 2025, I committed to acting with transparency, discipline and speed to stabilise the business and lay the foundations for recovery.

Over the past year, we have taken decisive steps in that direction, in what has been a demanding and, at times, challenging environment for our company and our industry. 2025 was a year of transition. While our results were in line with the guidance we had set during our H1 results announcement, they were significantly impacted by exceptional non-cash items linked to a reassessment of our asset base. More fundamentally, the year confirmed the need to simplify our portfolio, strengthen our execution, and refocus on our core European payments activities. In response, we have made meaningful progress.



We have reshaped the Group's portfolio through a series of divestments, strengthened our financial structure with the successful completion of our capital increase, and put in place a renewed and highly engaged leadership team. These actions provide clearer foundations for the next phase of our journey. Operationally, we are beginning to see early signs of stabilisation. Building on the momentum of the last quarter of 2025, Merchant Services returned to growth in the first quarter of 2026. At the same time, we remain fully aware that restoring consistent growth and improving cash generation across the Group will require sustained execution over time.

Our transformation plan, North Star 2030, is now actively being implemented. Its ambition is clear: to build a more focused, integrated and resilient Worldline, with stronger operational discipline and a simplified technology landscape. We are making progress, particularly in streamlining our organisation, advancing platform convergence, and strengthening our commercial approach — but we are still in the early stages of this transformation.

I am fully aware that the past period has tested your confidence. Earning it back is my top priority, and it will be achieved through consistent execution and tangible results.

Today, Worldline is already more focused, more disciplined and more resilient, with the ambition to be the European payments partner of choice for merchants and financial institutions. We are fully committed to delivering the next phase of our transformation, to rebuilding sustainable growth and value over time.

I look forward to meeting you on June 11 to discuss our progress and answer your questions.

Yours sincerely,

Pierre-Antoine Vacheron
Chief Executive Officer

¹ Before the restatement of the discontinued operations in accordance with IFRS 5.

Presentation of Worldline

Worldline: a snapshot*

As a European payments leader, Worldline is the trusted partner of choice for merchants and financial institutions.

We help our partners streamline payment processes, stay compliant, and expand their operations across markets. With our comprehensive range of solutions, we provide the foundations for our customers' growth.

We are dedicated to strengthening Europe's competitive and independent payments ecosystem. Innovation, excellence, and cooperation guide everything we do and directly benefit our customers. We are the European payments partner of choice for merchants and financial institutions, understanding their goals and working together to achieve them.

2025 key figures

€4.5 billion

revenue before the restatement of the discontinued operations in accordance with IFRS 5

18,000+ talents

~40 countries



Merchant Services

We energise commerce with advanced payment solutions.

Worldline serves merchants across the full retail value chain, online and in-store. With local payment methods, expert acquiring, and dedicated support, we help merchants accept payments quickly, simply, and securely while engaging consumers and enhancing the shopping experience. We empower merchants to compete and succeed.

- Acquiring solutions
- Acceptance
- Digital services

€3.3 billion

2025 revenue
(74% of Group revenue)



Financial Services

We engineer the most advanced payment processing platforms

Worldline delivers comprehensive solutions across the entire payments value chain on a sovereign European infrastructure: from core card processing to account and instant payments and digital services. We help financial institutions meet their customers' evolving needs, ensure compliance, operate at scale, and advance European payment competitiveness and independence.

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

€0.8 billion

2025 revenue
(18% of Group revenue)



Mobility and e-Transactional Services**

We enable tech for good beyond payments

Worldline is a trusted partner delivering end-to-end digital transactional services that strengthen customer and citizen engagement. We support our clients' digital transformation with solutions and platforms that improve people's daily lives.

- Trusted services
- Transport & mobility
- Omnichannel interactions

€0.4 billion

2025 revenue
(8% of Group revenue)

* Based on the previously reported scope, before restating divested activities in accordance with IFRS 5.
** Business to be divested in 2026

Formation of the Group



¹ Majority-owned by Crédit Lyonnais

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

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

Worldline's business model

Inputs →

Resources and Challenges

Financial

Solid financial profiles

- Market trust & operator of critical infrastructure

Manufactured

Robustness of industrial platforms and data infrastructure

- Business Excellence: Quality, security and reliability

Terminals supply chain

Intellectual

Partnerships, innovation, R&D

- Innovation & foresight of technological evolutions

Human

18,106 employees

Headcounts	Closing Dec 2025
France	3 655
India	2 754
Germany	2 494
Belgium	1 114
Netherlands	937
Others	7 152
Worldline	18 106

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

Social and relationship

Market intelligence & Regulation

- Customer satisfaction
- Ethics, human rights & compliance

Technological know-how

- Societal contribution

Environment

Electrical Energy

- CO₂-eq emissions

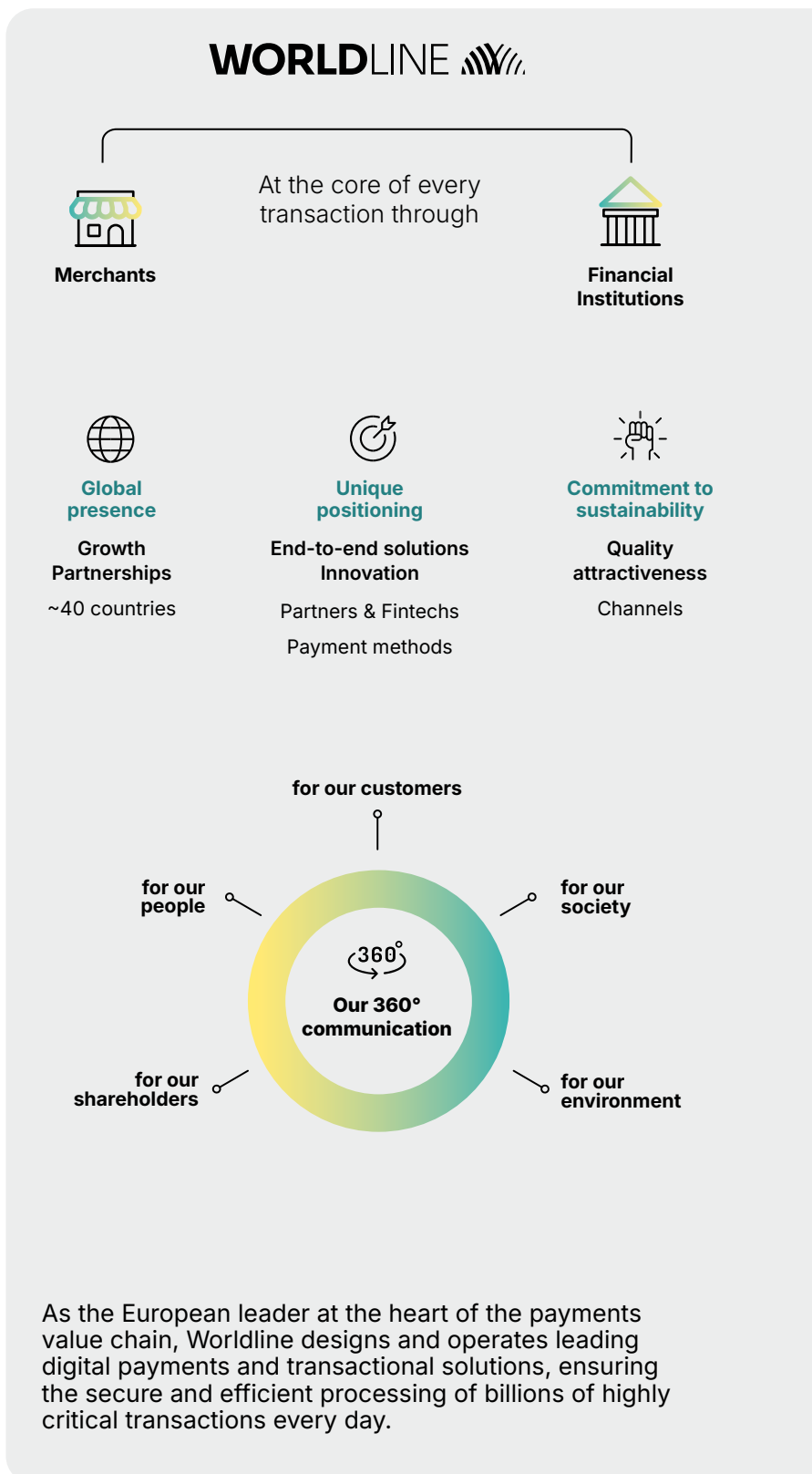
Data centres

- Renewable energy

IT appliances

Outputs →

Worldline business



Worldline business lines & results

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

€4.5 BN*
2025 revenue



Merchant services **74%** of 2025 revenue

Energising commerce with advanced payment services



Financial services **18%** of 2025 revenue

Engineering the most advanced payment processing platforms



Mobility and e-transactional services **8%** of 2025 revenue

Bringing payment and regulation expertise to new markets

2025 value

2025 value creation: key figures

Financial

- Investors & shareholders**
- 2.4% revenue organic evolution*
 - 18.7% Adjusted EBITDA margin*
 - €8 million free cash flow*

Manufactured

- Suppliers & Customers**
- Quality score – Contracts' services availability & response: 99.9882%
 - Quality score – Platforms' services availability & response: 99.9849%
 - 95.0% of total expenses assessed by EcoVadis out of strategic suppliers expenses

Intellectual

- Customers**
- €246 million in R&D expense in 2025
 - A portfolio of 215 patents

Human

- Employees**
- 65% employee satisfaction on GPTW Trust Index
 - 25 hours of training per employee per year, on average
 - 28.3% of women within the management positions

Social and relationship

- Customers, Communities, Public Bodies**
- Customer Net Promoter Score: 30
 - 0 significant fines for non compliance**
 - 80% of spending in local purchases
 - Total revenue of "sustainability offerings": €2,467 million

Environment

- Communities, Public Bodies**
- Eco-efficiency in data centers
 - Contribution to carbon neutrality
 - 86% renewable energy

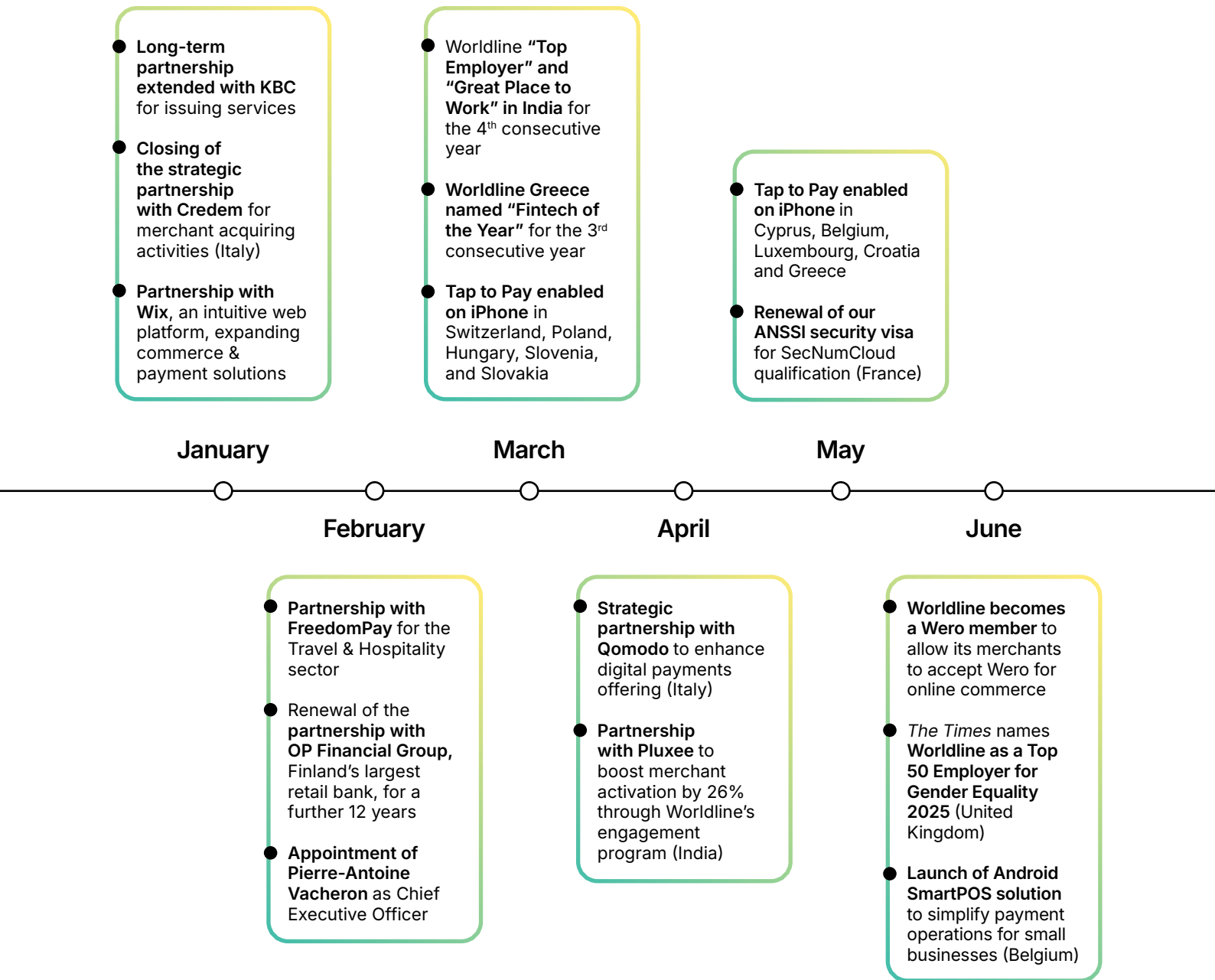
SDGs

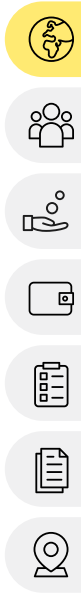


* Before the restatement under IFRS 5 of MeTS to be divested in 2026

** For completeness, please refer to Section D.4 of the 2025 Universal Registered Document regarding legal proceedings related to a fine below the threshold and ongoing proceedings as well as Section D3 on risk factors

2025 Key highlights





- **Partnership with commercetools** to enhance payment solutions for e-commerce businesses
- **Launch of an AI-powered smart routing** to boost transaction approval rates
- **Announcement of the contemplated strategic divestment of Mobility & e-Transactional Services business line** and other selected activities of Financial Services to Magellan Partners Group

July

- **Exclusive negotiations with Shift4** for the divestment of Worldline North America
- **Partnership with YeePay** to unlock cross-border payment opportunities in China's aviation and travel sector
- **Strategic partnership with ING** to supply innovative, fast and integrated acquiring services (Italy)

October

- **Partnership with Fipto** to enable next generation of payments rails with stablecoins
- **Announcement of the contemplated divestment of its payments orchestration platform PaymentIQ** to Incore Invest
- **Launch of our Trust 2030 CSR programme**
- **15 countries certified Great Place To Work** (vs 11 in 2024)

December

September

- Worldline's CEO becomes the president of the EDPIA (European Digital Payments Industry Alliance)
- **Renewal of the Executive Management team**

November

- **Worldline's 2025 Capital Markets Day** to present its "North Star 2030" transformation plan including the announcements of the contemplated:
 - capital increase of €500 million,
 - sale of its Electronic Data Management activity (ex-Cetrel Securities) to SIX Group
- **Signing of the divestment of Mobility & e-Transactional Services business line** and other selected activities of Financial Services to Magellan Partners Group
- **PAYONE**, its German joint-venture, starts the **nationwide rollout for Wero e-commerce acceptance** for online Merchants across Germany

2025 Key figures and revenue profile

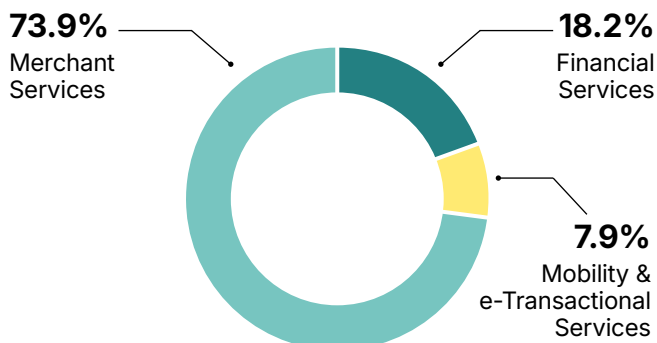
2025 Results*

€4.5 billion
total revenue
(-2.4% organically)

€841 million
Adjusted EBITDA
(18.7% Adj. Ebitda margin)

€-8 million
free cash flow

2025 Revenue profile



(In € million)

2025 revenue*

Merchant Services	3,325
Financial Services	819
Mobility & e-Transactional Services	354
Worldline	4,499



(In € million)

2025 revenue*

Northern Europe	1,548
Central & Eastern Europe	1,510
Southern Europe	997
Others	445
Worldline	4,499

* Before the restatement of MeTS (to be divested in 2026) in accordance with IFRS 5

Europe is the Group's main operational base, generating circa 90% of total revenue in 2025.



Income statement

In €M	FY'25	FY'24 restated ²	Highlights
Revenue	4,030	4,163	
Personnel & operating expenses	(3,648)	(3,551)	• +€80M inflation fully offset by structural cost savings +€100M costs: 50% from higher scheme fees for cross border business. Rest due to one-off transition costs, balance sheet clean up, product, compliance costs.
Operating Margin	382	612	
Adjusted EBITDA	737	967	
Integration and rationalization costs (excl. Power24)	(133)	(115)	• Integration & rationalization costs were almost reduced in half vs 2024 to reach €152M including €19M for Power24 plan.
Power24	(19)	(191)	
EBITDA	585	661	
Customer relationships and patents amortization	(290)	(260)	• Goodwill impairment: €4.1Bn booked in H1-2025 and €0.6Bn additional impairment related to the portfolio pruning & reassessment.
Depreciations & Amortizations	(355)	(355)	
Other OOI ¹	(115)	(1)	• The TSS preferred shares are fully depreciated.
Goodwill impairment	(4,647)	-	
Operating income	(4,822)	45	
Net finance costs	(406)	(408)	
<i>o/w fair value change on TSS preferred shares</i>	<i>(290)</i>	<i>(349)</i>	
Income tax expense	60	(4)	
Non-controlling interests & share of associates	30	15	
Discontinued operations	(18)	55	
Net Income - Group share	(5,157)	(297)	
Normalized Net Income - Group share	175	367	
Normalized diluted EPS (€)	0.63	1.30	

Free cash-flow

In €M	2025	FY'24 restated ²	Highlights
Adjusted EBITDA	737	967	
Lease obligations	(119)	(106)	
Working capital change	36	(88)	• Stabilisation of working capital in 2025 by optimizing inventory levels.
Capex	(248)	(263)	
Integration & Restructuring costs (excl. Power24)	(132)	(109)	
Interest paid	(56)	(2)	• Rising interest costs due to higher refinancing costs with new bond issuance at 5.5%.
Tax Paid	(142)	(135)	
Others	(20)	(10)	
Free Cash Flow before Power24	57	253	
Adjusted EBITDA conversion rate (%)	7.7%	26.1%	
Power24	(83)	(131)	
Free Cash Flow	(26)	122	• Free cash flow decline mainly due to adjusted EBITDA.
Adjusted EBITDA conversion rate (%)	(3.5%)	12.6%	

Net Debt evolution

In €M	2025	2024	Highlights
(Net debt) / cash as of January 1st	(2,012)	(2,156)	
Free Cash-flow	(26)	122	
Change in lease liability	46	(56)	
Acquisition net of disposals	(97)	(23)	• Acquisition of Credem portfolio in 2025 (Italy).
Capital increase	-	21	
Amortization of interests on convertible bonds	(10)	(13)	
Others	(52)	15	
Discontinued / Assets held for sale	(68)	78	• Includes €186M of cash in assets held for sale in 2025.
Change in net debt	(207)	144	
(Net debt) / cash as of December 31st	(2,219)	(2,012)	

¹ In application of IFRS 5, comparative data at December 31, 2024 has been restated due to the classification of the MeTS business and other activities as «discontinued operations»

² Equity based compensation costs and other items

Group Strategy, Technology and Competitive Strengths

1. Strategic ambition and group positioning

Worldline has established a leading position across the entire payments value chain in Europe. Built through successive acquisitions, the Group is one of Europe's leading operators of critical payment infrastructures, benefiting from a truly European-wide footprint.

Worldline leverages its extensive footprint and installed base, serving approximately 1.2 million merchants and processing over €480 billion in merchant acquiring volumes annually. The Group manages more than 47 billion transactions per year, works with over 320 banks, and manages more than 156 million cards. Operating across all major European markets, Worldline benefits from a resilient merchant base accounting for around 80% of annual revenue, alongside financial institutions representing approximately 20%*.

The Group's strategic ambition is to accelerate the transformation of electronic payments in Europe by leveraging an integrated value proposition covering merchant acquiring, transaction processing, issuing, value added services and digital services. This positioning enables Worldline to capture the structural growth of the European payments market, which is estimated to grow at a 4%–5% Compound Annual Growth Rate (CAGR) through 2030. By integrating these capabilities, Worldline has become a partner of choice for companies looking to penetrate the European market.

2. An increasingly segmented market and a structured client approach

The payments market is evolving towards greater specialization, driven by the digitalisation of usage, changing consumer behaviours and the increasing fragmentation of payment methods. In this context, Worldline has structured its organisation based on its four main customer segments.

The SMB business represents a key growth driver and Worldline has established a strong market presence in Switzerland, Benelux, Germany, Austria, CEE, Nordics and Southern Europe. The company is supporting SMBs in the digitalisation of their payment journeys, both in-store and online, through integrated and omnichannel solutions.

In the large enterprise segment, Worldline offers payment solutions capable of managing complex omnichannel journeys, handling a wide range of payment methods, and seamlessly integrating into merchant ecosystems.

Global Commerce encompasses Travel and Hospitality, and pure e-commerce global players. It continues to benefit from rising international travel, higher volumes of hospitality payments and the expansion of large digital platforms. Worldline is offering global payment acceptance, multi-payment-method coverage, and optimised cross-border performance.

In Financial Services Worldline is providing resilient processing capabilities, comprehensive multi-rail support, tokenisation services, account-to-account payment solutions and fraud-management solutions to safeguard transactions. This end-to-end value proposition helps financial institutions to manage growing regulatory and operational complexity.

These four dedicated commercial divisions enhance effectiveness, reduce time-to-market and improve service quality.

3. A new strategic plan focused on refocusing and performance

In 2025, Worldline unveiled a new strategic plan during its *Capital Markets Day*, aimed at restoring a sustainable and profitable growth trajectory while reinforcing operational and financial discipline. This plan is built around three core elements: a focused portfolio, a transformation plan ("North Star 2030") and a new go-to-market strategy.

3.1 Refocusing the business portfolio

Worldline has decided to refocus on Europe and on its core payment activities, while divesting non-core assets with limited synergies.

This strategic refocus began with the announced disposal of four non core activities in 2025: MeTS (Mobility & Transactional Web Services), Worldline's North American business, the Electronic Data Management activity (formerly Cetrel Securities) and PaymentIQ. In 2026, agreements for the divestment of three additional activities were signed — MS Worldline India, Worldline New Zealand, and ANZ Worldline JV Australia — thereby largely concluding the portfolio pruning program, with remaining transactions to be closed.

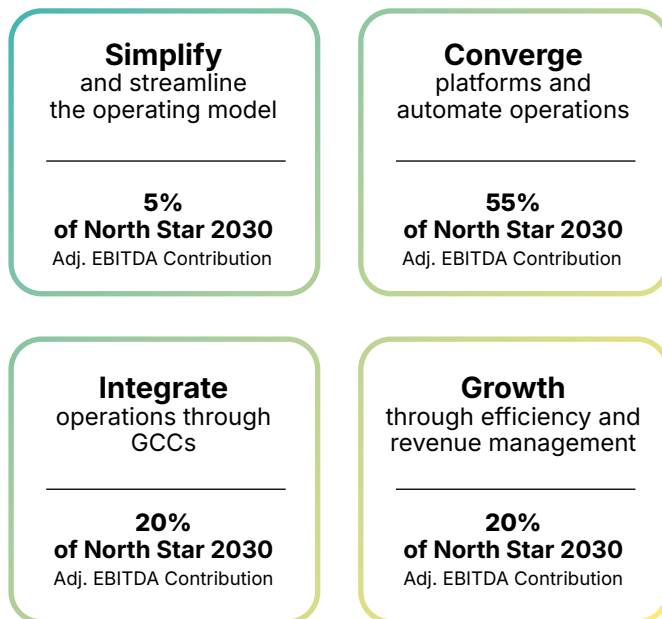
This geographic, customer and product refocusing strengthens the Group's market positioning and paves the way for sustainable long-term growth.

Indicatively, the deconsolidation of these activities is expected to have an annualised impact on Group revenue, adjusted EBITDA and free cash flow of approximately €900 million, €200 million and €55 million, respectively.

* Excluding MTS, Worldline North America, Cetrel, PaymentIQ, MS India, MS New Zealand and the ANZ Worldline JV in Australia

3.2 The “North Star 2030” transformation plan

The North Star 2030 transformation plan aims to streamline the company with a focus on operational excellence, robustness, simplification, digital innovation, and customer-centricity. This transformation plan is structured around four fundamental pillars.



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

3.3 A selective growth strategy

Merchant Services’ go to market strategy focuses on gradually improving growth by scaling investments in SMBs, increasing wallet share with Tier-1 retailers through acquiring and omnichannel solutions, and leveraging Global Commerce innovation to drive differentiation and targeted upsell.

- Simplify the operating model:**
Organisational simplification is a cornerstone of the transformation strategy and is built on three key components: simplifying the go-to-market organisation to create strong segment focus, improving technology model to become partner of choice for merchants and financial institutions and optimising corporate functions.
- Converge platforms to already selected and renewed technological stack, while automatising operations:**
The objective is to converge all payments applications to Worldline well invested and modernised target landscape using the Group’s Sovereign Private Cloud and leading public cloud platforms. Harnessing Gen AI and automation will optimise operations, risk management, tech development, and accelerate time to market. These actions will drive significant savings through improved asset turn.
- Integrate operations leveraging existing Worldline Global Competence Centers (GCC) to support Western European operations:**
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.
- Enhance commercial performance:**
The goal is to empower teams to capture new revenue opportunities and deepen customer relationships.

Worldline plans to ramp up its sales efforts towards Financial Institutions to unlock the growth potential of this segment. Over the past five years, the company has built a future-ready technology stack, delivering two fully cloud-based and API enabled environments across all key payment processing solutions. The group’s comprehensive hosting options through both a sovereign private cloud and leading public cloud platforms remain a key differentiator for European financial institutions. Worldline also plans to improve sales execution, expand into new segments, and enhance service to restore growth.

3.4 Balance sheet strengthening with capital increase completed in April 2026

On March 31, 2026, Worldline announced the success of its c.€392 million share capital increase with preferential subscription rights, marked by a subscription rate of approximately 121%. This transaction was part of the c.€500 million capital increase announced at the November 2025 *Capital Markets Day*, together with the reserved capital increase of c.€108 million which was completed early March 2026.

This transaction received strong support from Worldline’s core shareholders (BNP Paribas, Bpifrance Participations and Crédit Agricole S.A.) as well as from a new investor, Banque Fédérative du Crédit Mutuel. These four institutions hold approximately 37% of Worldline’s capital.

Following the successful €500M capital raise and the proceeds from divestments (€590-640M expected in 2026), Worldline has significantly strengthened its balance sheet and liquidity profile. The Group is thus in a strong position to implement its North Star 2030 transformation plan and confirms its target to reach a net debt to adjusted EBITDA multiple below 2x by end-2026.

In addition, a reverse share split at a ratio of one new share for forty existing shares will be carried out after this General Meeting in order to restore a more normal number of shares, reduce share price volatility, support a new stock market dynamic, and improve the market perception of the Company’s shares.

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*

(€900M+ Adj. EBITDA)

33-40% 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 €900 million 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**.*

3.5 Conclusion

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

* Excluding MTS, Worldline North America, Cetrel, PaymentIQ, MS India, MS New Zealand and the ANZ Worldline JV in Australia

** Please also refer to the 2025 Universal Registration Document, in particular Section D3 on risk factors.

4. Technology: control and critical infrastructure

Worldline operates large-scale IT infrastructures designed for critical and regulated payment activities. Approximately 85% of Group transactions are processed on European infrastructures, ensuring high levels of availability, security and regulatory compliance.

The Group owns most of its technological assets as well as the full associated intellectual property rights, covering software, platforms, databases, patents, trademarks and know-how. This control ensures full strategic autonomy, limits dependency on third-party providers and represents a key asset in a highly regulated environment.

Worldline follows a hybrid cloud strategy built on the principle of “right hosting”— matching each application and workload to the most appropriate environment based on regulatory, customers and cost requirements. This model includes Worldline sovereign private cloud, Worldline’s in-house cloud platform specifically designed for critical and regulated payment activities, offering high availability, strong security, and full control over data location and operations.

This existing hybrid infrastructure is unique in Europe and would take years to be built from scratch. This approach enables Worldline to remain agile in its hosting value proposition based on customer and regulatory requirements, avoiding the constraints of a rigid, one-size-fits-all model.

5. Worldline’s competitive strengths

Worldline benefits from a unique positioning across the entire payments value chain, from merchant acquiring to transaction processing and related value-added services. This integrated coverage enables the delivery of flexible solutions tailored to client needs while reducing reliance on third-party partners. It represents a significant barrier to entry in a sector characterised by high security, regulatory and operational continuity requirements.

Worldline holds leading market positions in Germany, Austria, Belgium, France, Greece, Latvia, Lithuania, and Switzerland. This positioning helps to foster innovation, offer competitive pricing and attract large multinational clients seeking to outsource their payment activities.

Scale allows Worldline to :

- drive innovation,
- be price competitive,
- offer payment acceptance and acquisition services on a multi-local scale,
- attract large multinational clients looking to outsource mission-critical payments activities or other digital data processing services.

Worldline accepts a broad range of payment methods through various devices: Android terminals, Smart POS and Tap-on-mobile. Commercial deployment relies on a dual approach combining strong local presence with sector-specific expertise, enabling the Group to effectively address the specific needs of different customer segments.

Finally, Worldline benefits from fully controlled intellectual property and predominantly in-house R&D capabilities, ensuring technological autonomy and control over critical payment assets.



Corporate Social Responsibility

CSR vision

How Worldline addresses the environmental challenges of a payment services company

Worldline is proud to reaffirm its commitment to Corporate Social Responsibility (CSR) and to transparent, action-oriented sustainability reporting in line with the EU's Corporate Sustainability Reporting Directive (CSRD). Since 2015, Worldline has deployed an ambitious environmental, social and governance (ESG) roadmap through Trust 2020, Trust 2025 and now Trust 2030 our new CSR 5-year transformation plan designed to ensure responsible practices across our company.

In 2025, Worldline further strengthened this alignment by publishing an updated CSRD-compliant ESG report. This new version includes an updated double materiality assessment based on additional analysis, reflecting both our impacts on people and the environment, and the sustainability-related risks and opportunities that could affect our business. It is also underpinned by the publication of several environmental and social policies, providing a clearer and more structured framework for our commitments, governance and implementation.

Worldline's climate strategy

Worldline recognises the growing importance of sustainable operations and is committed to continuously improving its performance in addressing global warming

The Group has designed and implemented a low-carbon environmental strategy. Consistent with international guidelines and in alignment with the commitments reached at the Paris UN Climate Change Conference (COP21), our strategy considers the expectations of stakeholders, including customers in the countries where we operate, as well as civil society.

Worldline has aligned its mid- and long-term CO₂ emissions reduction objectives with the Science Based Targets initiative (SBTi), following the GHG Protocol. This includes scope 1 and 2 emissions, covering direct emissions from owned or controlled sources (scope 1) and indirect emissions from purchased electricity, steam, heating, and cooling (scope 2).

Additionally, we address all of scope 3, focusing on CO₂ emissions linked to customers and employees, as part of our broader value chain impact.

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

To support its decarbonisation trajectory, Worldline also released its climate transition plan for scopes 1 and 2, detailing the levers, milestones and governance required to reduce emissions from our direct operations and purchased energy. In parallel, the company is strengthening its organisation around Green IT to reduce the environmental footprint of its digital and IT activities. This is an area increasingly expected by our customers as they seek ever more decarbonised offerings, and is a key differentiator for Worldline in the payment industry.

Leadership in environmental strategy and action

Since Worldline's IPO in 2014, addressing environmental challenges has been part of the company's priorities. We continue to play a leading role in this field. In 2025, our CDP A rating reflected Worldline's increased commitment to climate transition and reinforces our position of excellence among the best in our industry. Our EcoVadis score of 84/100, along with maintaining our Platinum Top 1% badge, demonstrates the company's ongoing commitment and innovation in the ESG field.

Worldline, fully engaged in Green IT initiatives

Over the past few years, Worldline has intensified its Green IT initiatives around three strategic pillars: production infrastructure, eco-design of IT solutions, and digital workplace.

- 1. Production Infrastructure.** We are committed to minimising the environmental footprint associated with hosting our solutions. We prioritise hosting located in low-carbon intensity zones. Our French data centers comply with ISO 50001 and ISO 14001 standards, and we aim for continuous reduction of our footprint through renewable energy covering 100% of our needs, while strengthening eco-design practices and power usage effectiveness (PUE) optimisation. Our Move to Cloud programme together with our strategic partnerships (e.g. Google) accelerate rationalisation while maintaining the highest standards of security and sustainability. This includes energy consumption and CO₂ emissions generated by the services sold to our customers.
- 2. Eco-design of IT solutions.** We are working towards the gradual deployment of eco-designed IT solutions, integrating ISO 20125 standards throughout the company and training selected individuals within each product team. We design elastic and resilient IT architectures to minimise energy consumption and optimise resource use. Additionally, we rationalise digital services to reduce duplication and improve efficiency. In 2025, we updated our Life Cycle Analyses (LCA) for payment transactions, allowing precise environmental impact assessment and targeting a goal of 1g of eqCO₂ per transaction, considering evolving usage patterns.
- 3. Digital workplace.** We are working towards a more sustainable digital working environment by reducing the number of smartphones and IT devices through the promotion of BYOD and extending equipment lifespan via preventive maintenance and reparability. We prioritise low-carbon footprint devices with eco-design criteria in our procurement processes and optimise our software portfolio by decommissioning obsolete solutions.

Additionally, we conducted awareness campaigns among employees on AI usage and how to reduce environmental impacts. Topics covered included the creation of AI agents, AI use in coding, and its application in project functions. We also compared the environmental impact of solutions migrated to the cloud, demonstrating the benefits of this approach in reducing our footprint.

Climate transition plan for scopes 1 and 2








Our climate transition plan for scopes 1 and 2 by 2030 relies on a structural rationalisation of Worldline's assets through three simultaneous levers: mobility, real estate and IT infrastructure. These include a 25% reduction in vehicle fleet and a reduction in third-party data centers space, along with a 20% decrease in office areas, while excluding buildings with high environmental impacts and heavy vehicles. This climate transition plan aims to drastically reduce CO₂ emissions linked to mobility, heating buildings and data centers generators, while also improving refrigerant gas management and pushing for 100% renewable electricity use. Our scopes 1 and 2 climate transition plan aims to reduce our CO₂ emissions by 42% compared to 2022, in line with our mid-term (2030) SBTi trajectory.

Regarding scope 3, we have initiated several initiatives to reduce CO₂ emissions from our supply chain, business travel and employee commuting. The Green IT initiatives target reducing the CO₂ emissions generated by solutions sold to our customers.

Worldline's Trust 2030 programme

- #1 Guarantee delivery excellence and enhance customer experience
- #2 Endorse ethics and confidence in all our activities
- #3 Foster people development, skills development and engagement
- #4 Promote fairness, diversity and inclusion to boost equality and performance
- #5 Strengthen sustainable procurement practices amongst our suppliers
- #6 Contribute to carbon neutrality

In 2025, Worldline launched its **new Trust 2030 programme** with new ESG goals set for the next 5 years.

Topic	Indicator	Target 2030
 Quality & Customer satisfaction	<ul style="list-style-type: none"> • Quality score – Contracts' services availability & response • Customer Net Promoter Score (NPS) 	99.99% 37.5%
 Payment Integrity	<ul style="list-style-type: none"> • Percentage of employees in sensitive roles who have completed the annual and updated payment integrity training 	100%
 Attraction & Retention, Training & Skills development	<ul style="list-style-type: none"> • Training hours per employee • Employee engagement score 	32h 70%
 Inclusion & Diversity	<ul style="list-style-type: none"> • Percentage of women in management positions (level 15 and above) 	33%
 Information security	<ul style="list-style-type: none"> • Percentage of significant security incident responses compliant with Worldline security policy 	100%
 Relationship with suppliers	<ul style="list-style-type: none"> • Percentage of all expenses assessed by an independent extra-financial third-party assessor 	80%
 Climate change mitigation	<ul style="list-style-type: none"> • CO₂ emissions reduction (scopes 1 & 2) compared to 2022 	-42%

Recognition by top non-financial ratings and rankings

In 2025, Worldline continues to be recognised as a leader in its sector by the principal non-financial ratings agencies.

- **CDP** : Worldline improved its rating to A.
- **EcoVadis** : Worldline achieved a score of 86/100, with a Platinum rating (top 1%).
- **ISS-ESG** : Worldline maintained its B- score and Prime status.
- **Axylia** : Worldline maintained its A score.
- **Ethifinance** : Worldline was recognised for the transparency of its extra-financial information by obtaining a score of 70/100.

Worldline was also recognised by **TIME**, in partnership with **Statista**, as one of the **World's Most Sustainable Companies of 2025**, included in the first decile, with a score of 76,6/100. The top-500 ranking uses independent data from 5,000+ firms to assess emissions reductions, social responsibility, transparency and ESG progress.

Corporate governance

Executive Committee

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

The Committee is organised as follows:



Pierre-Antoine Vacheron
Chief Executive Officer



Madalena Cascais Mendes Tome
Group Chief Financial Institutions
& Processing Officer



Candice Dillon
Group Chief Technology Officer



Anika Grant
Group Chief People Officer



Stefaan d'Hoore
Group Chief Risk & Compliance Officer



Maëlle Lafont de Sentenac
Group Head of Transformation &
Performance



Srikanth Seshadri
Group Chief Financial Officer



Charles-Henri de Taffin
Group General Secretary and
General Counsel



Caroline Jéséquel
Head of Mobility & e-Transactional
Services

Board of Directors

(until December 31, 2025)



Wilfried Verstraete
Chairman of the Board of Directors
Independent Director



Aldo Cardoso
Independent Director



Giulia Fitzpatrick¹
Director



Jérôme Grivet
Director



Mette Kamsvåg
Independent Director



Marie-Christine Lebert
Employee Director



Agnès Park
Independent Director



Rodolfo Savitzky
Independent Director



Daniel Schmucki
Director



Nazan Somer Özelgin
Independent Director



Thierry Sommelet
Independent Director



Sylvia Steinmann
Independent Director



Michael Stollarz
Director



Stephan Van Hellemont
Employee Director

Representative of the Social and Economic Committee



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

Key figures for the Board

(until December 31, 2025)



67%
Independent Directors



42%
Gender rate



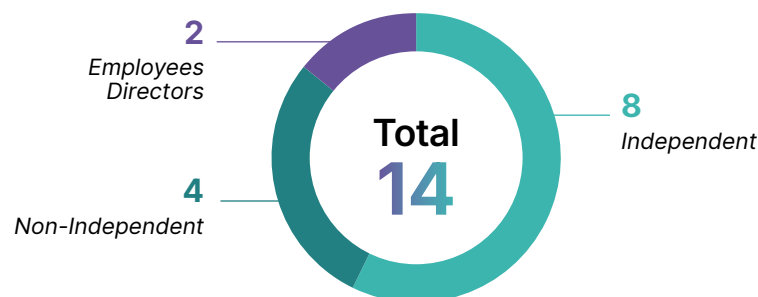
67%
Foreign nationality



14
Members



61
Average age of the Board members



¹On November 6, 2025, the Board of Directors acknowledged Giulia Fitzpatrick's resignation effective from the Board by December, 31st, 2025 in the context of SIX Group's announcement not to participate to the contemplated capital increase of the Company.

Key figures for the Board and Committees

As of December 31, 2025

67%*
Independence
(incl. Chairman)

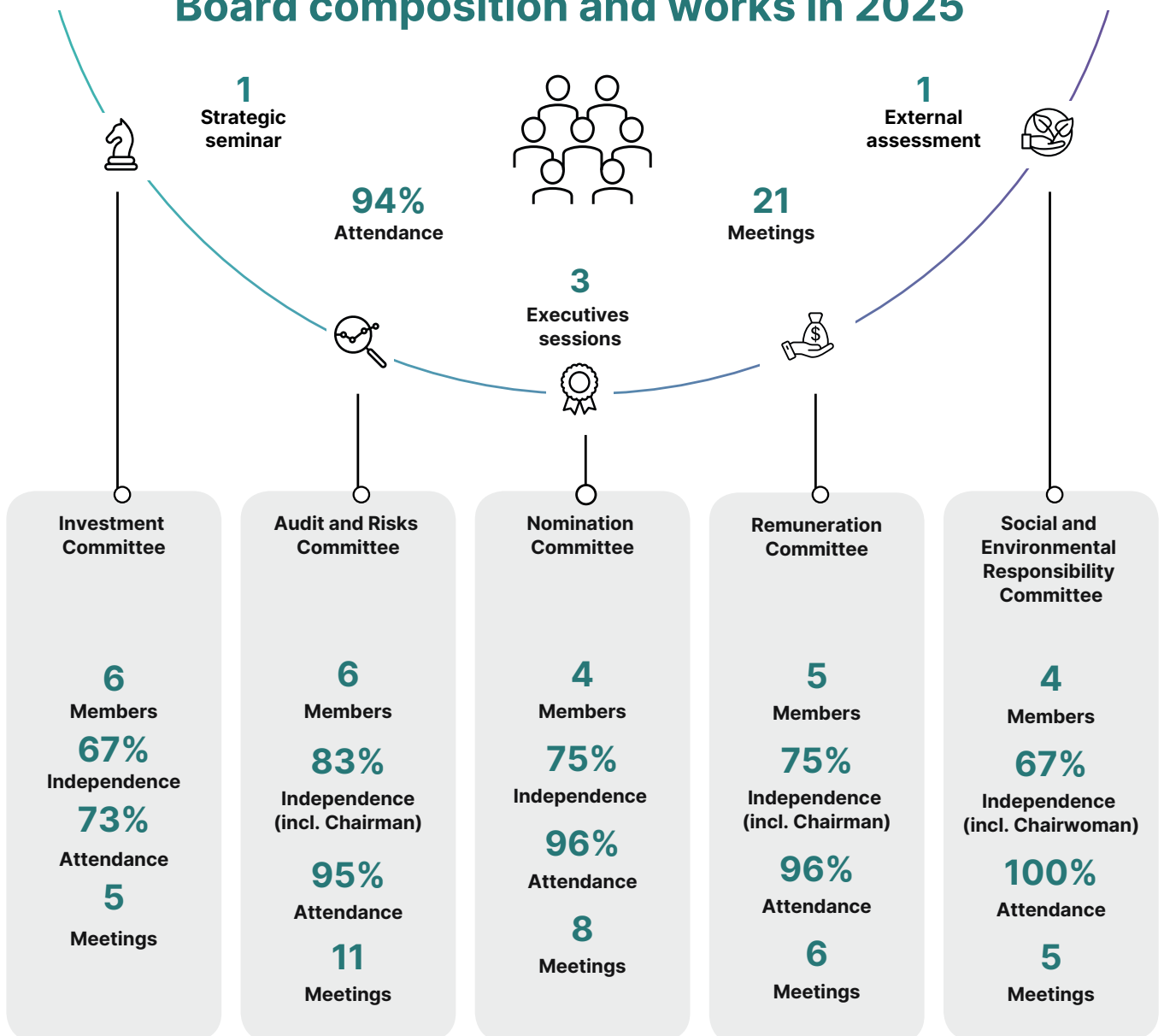
42%*
Gender rate

67%*
of foreign
nationalities

14
Members

61
Average age
of board members

Board composition and works in 2025**



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

** Until December 31, 2025 (see section E.1.4.1.2 of the 2025 Universal Registration Document on changes proposed at the 2026 General Meeting).

*** The Board also established an Ad Hoc Committee following the press allegations in June 2025. This Committee is composed of 4 independent directors and met 17 times in 2025 with 100% attendance rate (for further details, refer to section E.1.6 of the 2025 Universal Registration Document).

Key information about directors

As of May 2, 2026

	Personal Details				Experience			Position on the Board of Directors			
	Name	Age	Gender	Nationality	Number of shares held	Number of corporate offices in other listed companies	Independence ¹	Date of first appointment	End of term of office	Seniority ²	Committee member
Chairman of the Board of Directors	Wilfried Verstraete	68	M	Belgian	70,000	1	Yes	March 20, 2024	AGM 2027	2	R*/N**/I
Directors	Aldo Cardoso	70	M	French	14,000	1	Yes	June 13, 2014	AGM 2026	12	AR*/I
	Jérôme Grivet	64	M	French	14,000	3	No	April 23, 2025	AGM 2027	1	I
	Mette Kamsvåg	55	F	Norwegian	21,000	2	Yes	April 30, 2019	AGM 2028	7	AR/I
	Agnès Park	55	F	French South Korean	2,000	0	Yes	June 13, 2024	AGM 2027	2	RSE*/N/R
	Rodolfo Savitzky	64	M	Mexican Swiss	210,000	2	Yes	June 5, 2025	AGM 2028	1	AR
	Daniel Schmucki	57	M	Swiss	5,250	0	No	March 19, 2020	AGM 2027	6	I*/AR
	Nazan Somer Özelgin³	62	F	Turkish	14,000	2	Yes	October 28, 2020	AGM 2027	6	AR
	Thierry Sommelet³	56	M	French	750	2	No ⁷	October 28, 2020	AGM 2026	6	N/R/I
	Sylvia Steinmann³	61	F	German Swiss	1,022,500	1	Yes	June 13, 2024	AGM 2027	2	AR/RSE
	Dr. Michael Stollarz	59	M	German	10,997	0	No	October 28, 2020	AGM 2028	6	-
Employee directors	Marie-Christine Lebert	63	F	French	2,800 ⁶	0	No	May 17, 2019	AGM 2026 ⁴	7	R
	Stephan Van Hellemont	58	M	Belgian	8 000 ⁶	0	No	June 8, 2023	AGM 2026 ⁵	3	RSE

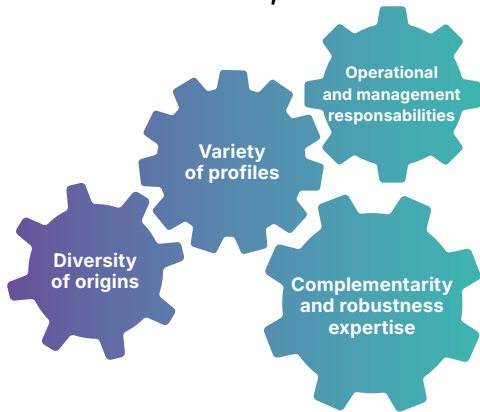
AGM: Annual General Meeting

* Chairperson

¹ The analysis of the independence of each director is set out in section E.1.4.5. of 2025 Universal Registration Document and updated following the capital increases in particular for Thierry Sommet (see footnote 7 below).² As of the Annual General Meeting held on June 11, 2026.³ Shareholders will be asked to reappoint this director at the 2026 Annual General Meeting.⁴ The term of office of Marie-Christine Lebert as employee director will not be renewed at the close of the 2026 Annual General Meeting. The Social and Economic Committee is currently in the process of appointing a new employee director, which is expected to be completed before the 2026 Annual General Meeting.⁵ The term of office of Stephan Van Hellemont as employee director was renewed by the European Works Council on 28 November 2025 for a three-year period starting from the 2026 Annual General Meeting.⁶ In line with the Board's Internal Rules, employee directors are exempt from the obligation to own Worldline shares.⁷ Following the crossing above the threshold of 10% of the Company's share capital and voting rights, the Board of Directors, acting on the recommendation of the Nomination Committee, has therefore decided that Thierry Sommelet should be qualified as a non independent director, in accordance with the recommendations of the AFEP-MEDEF Code. Nonetheless, the Nomination Committee and the Board of Directors highlighted that this qualification was only resulting from the strict application of the formal quantitative criterion resulting from the 10% threshold crossing. Indeed, Bpifrance Participations does not exercise control over the Company, no conflict of interest has been identified, and Thierry Sommelet has consistently acted, and continues to act, in the exclusive interest of the Company, with the rigor and independence of judgment that have characterized his mandate.

Directors' skills

As of December 31, 2025

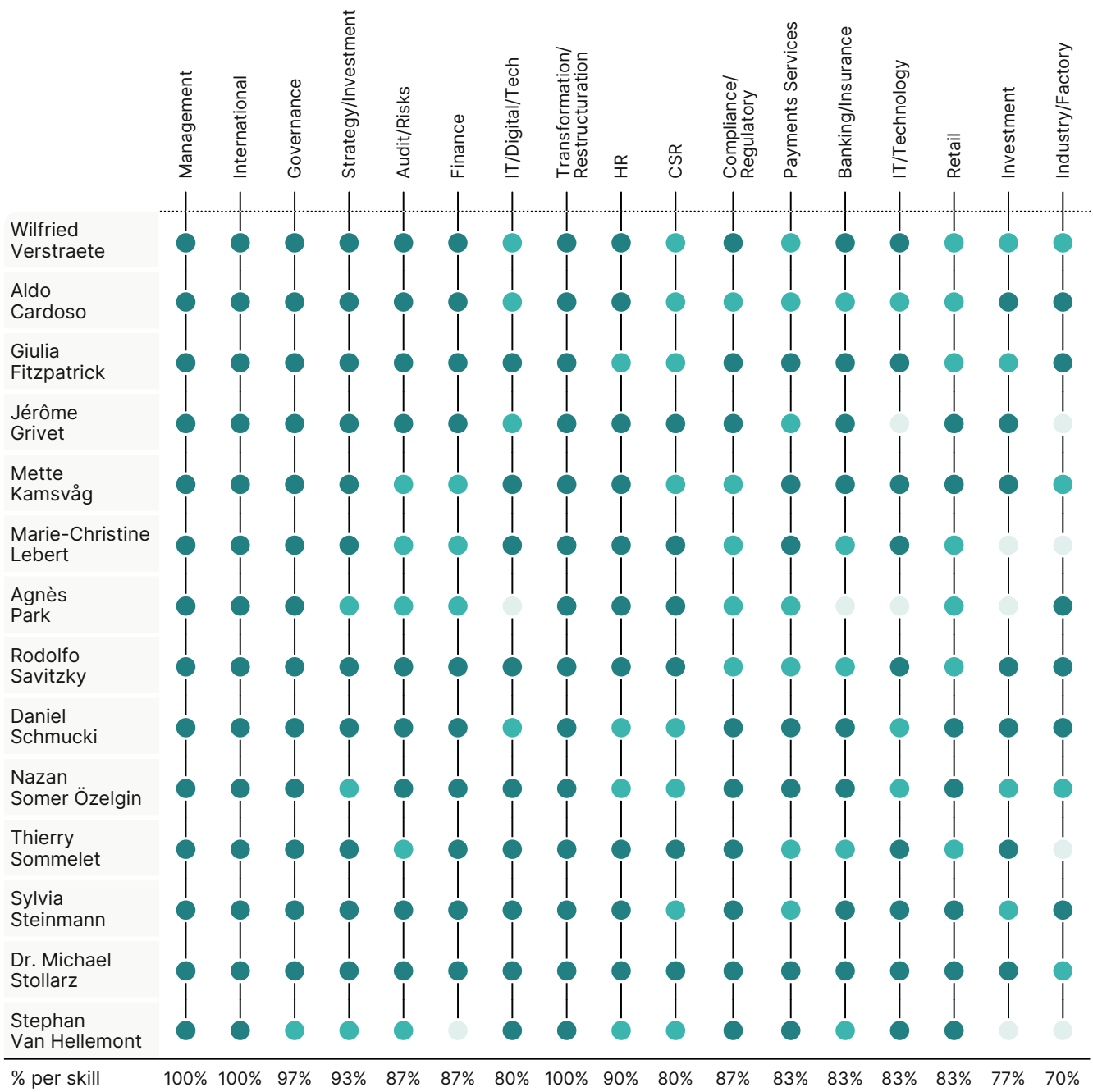


- ### Expertise
- Management
 - International
 - Governance
 - Strategy / Investment
 - Audit / Risks
 - Finance
 - IT / Digital / Tech
 - Transformation / Restructuration
 - HR
 - CSR
 - Compliance / Regulatory

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

Expertise

Sectors



● Notions ● Knowledge ● Mastery or position held

The methodology is based on a combination of assessments (using internal and external analysis) of profiles in terms of their skills, certification, experience and background, their contributions to the work of the Board and Committees, feedback from the Board's assessment exercise, completed with an external firm this year and cross-referenced with a self-assessment exercise.

Selection process of Directors

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

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

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

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

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

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

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

Director selection process



#1 Process

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

#2 Profile

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

#3 Candidatures

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

#4 Selection

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

#5 Decision

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

Board and Committee's Meetings attendance in 2025

	Board of Directors	Investment Committee	Audit & Risks Committee	Nomination Committee	Remuneration Committee	Social and Environmental Responsibility Committee
Wilfried Verstraete (Chairman)	100%	100%	-	100%	100%	-
Aldo Cardoso	95%	100%	100%	-	-	-
Giulia Fitzpatrick	100%	-	-	100%	100%	100%
Olivier Gavalda ^{1 & 2}	100%	-	-	-	-	-
Jérôme Grivet ³	88%	33%	-	-	-	-
Mette Kamsvåg	95%	100%	100%	-	-	-
Marie-Christine Lebert	100%	-	-	-	100%	-
Agnès Park	95%	-	-	100%	100%	100%
Rodolfo Savitzky ⁴	79%	-	86%	-	-	-
Daniel Schmucki	86%	100%	83%	-	-	-
Nazan Somer Özelgin	100%	-	100%	-	-	-
Thierry Sommelet	95%	80%	-	89%	83%	-
Sylvia Steinmann	90%	-	100%	-	-	100%
Dr. Michael Stollarz	90%	-	-	-	-	-
Stephan Van Hellemont	90%	-	-	-	-	100%
Individual attendance*	94%	73%	95%	96%	96%	100%

* These tables show the attendance rates for the Board of Directors' standing committees. They do not include the Ad Hoc Committee, which was created on a temporary basis and for which the overall attendance rate was 100% in 2025.

¹ Term of office ended on April 23, 2025.

² Olivier Gavalda was unable to attend the Investment Committee meetings during the first quarter of 2025.

³ Jérôme Grivet's term of office took effect on April 23, 2025, following his co-optation by the Board of Directors to replace Olivier Gavalda. His average attendance at the Investment Committee is based on a total of three meetings held since his cooptation in 2025.

⁴ Term of office took effect at the end of the General Meeting of June 5, 2025.

Works of the Board of Directors in 2025



Strategy

- Review of Group strategy and positioning, market trends and the competitive landscape as well as the portfolio
- Refocusing on the Group's strategic activities and pruning strategy
- Preparation work for the Capital Markets Day
- Preparation work for the contemplated capital increase
- Implementation of the Group's transformation plan (North Star 2030)
- Review of the IT strategy
- Development of Crédit Agricole's partnership
- Follow-up of the implementation of the CSR and climate change strategy



Performance and finance

- Review of the Group's business, economic situation and performance, in particular with regard to predefined criteria as well as the market and competitors
- Group performance and activities
- Analysis of the financial and extra-financial performance
- Review of debt and financing strategy (cash pooling)
- Renewal of the EMTN program
- Bond issuing in the context of the EMTN program
- Implementation of a share purchase program
- Financial communication



Audit, risks and compliance

- Review and closing of the annual and consolidated financial statements for 2024 and the consolidated half-yearly financial statements for 2025
- Review of performance and forecasts as well as guidance
- Review of the budget and divestment project objectives
- Review of the high-risk merchants (HBR) portfolio
- Review of the compliance and the risk-management framework
- Review of the mapping of the Group's major risks, its evolutions with actions and mitigation plans
- Mapping of anti-corruption risks
- Internal control and internal audit
- Monitoring specific risks
- Monitoring regulatory matters and key interactions with regulators
- Monitoring the Group's compliance initiatives: prevention and detection of corruption and influence peddling



Ethics and CSR

- Review of the 2025 CSRD sustainability report and Double Materiality Matrix
- Review of the climate strategy and climate transition plan (scopes 1 & 2)
- Review of TRUST 2025 results and definition of TRUST 2030 objectives
- Review of Green IT policy and Green Building policy
- Review of the HR support on the North Star transformation plan
- Review of Diversity and Disability action plan
- Review of Great Place to Work results and action plan
- Follow-up of the Group's actions with regards to ethics



Governance

- Review of the Board and Committees' composition and structure
- Selection process for the Chief Executive Officer
- Review of the structure and composition of the Executive Committee
- 2025 internal assessment and 2026 external assessment of the Board of directors and its committees
- Review of the diversity and non-discrimination policy within the Board of Directors and management bodies
- Monitoring of the constant improvement plan of the Board's functioning
- Review of the succession plan
- Monitoring of the shareholders and proxies dialogue



Compensation and human resources

- Definition of the 2025 compensation policy applicable to Company officers
- Assessment of the 2024 targets for the variable compensation of Executive Company Officers
- Allocation of performance shares to employees and Executive Company Officers
- Works on the HR strategy
- Works on the new employee share ownership plan (Asteria)
- Monitoring of the Group's talents management

Composition, key figures and works of the Committees in 2025

Audit and Risks Committee

6
members

83%
independence rate
(including the Chairman)

11
meetings

95%
Attendance rate

Composition (Articles 9.2.4 and 9.3.3 of the Board's Internal Rules)

The Audit and Risks Committee may have up to six members. In accordance with the recommendations of the AFEP-MEDEF Code, at least two-thirds of such members must in principle be appointed from amongst the independent Board members.

On December 31, 2025, the Audit and Risks Committee had the following members:

Composition	Independence*	Quality	First appointment	Attendance rate
Aldo Cardoso	Yes	Chairman	June 13, 2014	100%
Mette Kamsvåg	Yes	Member	April 30, 2019	100%
Rodolfo Savitzky	Yes	Member	June 5, 2025	86%
Nazan Somer Özelgin	Yes	Member	June 13, 2024	100%
Sylvia Steinmann	Yes	Member	June 13, 2024	100%
Daniel Schmucki	No	Member	March 19, 2020	83%

* Independence within the meaning of the AFEP-MEDEF Code, as assessed by the Board of Directors upon recommendation of the Nomination Committee.

Changes in 2025	Composition	Quality	Type	Date
	Rodolfo Savitzky	Member	Nomination	June 5, 2025

Review of 2025

In 2025, the Audit and Risks Committee notably addressed the following matters:

- the 2024 annual and consolidated financial statements;
- the 2025 half-yearly financial statements;
- the related draft financial press releases;
- the 2025 forecasts and their adjustments;
- the budget;
- the forward-looking management documentation;
- the Group's exposure to inflation and increasing energy costs and related scenarios regarding the Group's financial trajectory;
- the annual work plan of the Group's Internal Audit department and its internal audit reports;
- the review of the high-risk merchants portfolio (HBR);
- the review of the risk and compliance framework, the risk appetite and Worldline's risk management, the Group's risk mapping (in particular risks associated with the Worldline's activity and environment, merchant risks, most critical contracts, cyber environments, compliance, as well as major litigation and provisions) and the organisation of the Risks, Resilience and Security department and the action and mitigation plans;
- the anti-corruption risk mapping and the organisation of the compliance department as well as the compliance roadmap with regular updates;
- the organization, framework and roadmap of compliance especially for combating financial crime, notably money laundering;
- the review of the debt and financing status of the Group as well as the implementation of associated financial transactions;
- regulatory matters (including interactions with regulators, audits and action plans);
- review of CSRD matters, in particular the sustainability report in coordination with the Social and Environmental Responsibility Committee; and
- the budget for audit fees for Statutory Auditors.

The Committee heard the interim and final reports of the Statutory Auditors on the half-year and annual financial statements, as well as the reports on their other work carried out as part of their statutory audit assignment.

Nomination Committee

4
members

75%
independence rate

8
meetings

96%
Attendance rate

Composition (article 9.3.1 of the Board's Internal Rules)

The Nomination Committee has at most five members, most of whom must be independent directors. It does not include any Executive Officer. The Committee's members shall be appointed by the Board of Directors from amongst its members and taking into account, in particular, their independence, experience and expertise.

The terms of office of Nomination Committee members run alongside their terms of office as Board members. They may be reappointed to the Committee at the same time as they are reappointed to the Board of Directors.

The Chairperson of the Nomination Committee is appointed by the Board of Directors.

The Committee's Secretary may be any person appointed by the Chairperson of the Committee or with the Chairperson's approval.

The Nomination Committee had the following members, on December 31, 2025:

Composition	Independence*	Quality	First appointment	Attendance rate
Giulia Fitzpatrick	No	Chairwoman	June 13, 2024	100%
Wilfried Verstraete	Yes	Vice-Chairman	March 20, 2024	100%
Agnès Park	Yes	Member	June 13, 2024	100%
Thierry Sommelet	Yes	Member	October 28, 2020	89%

* Independence within the meaning of the AFEP-MEDEF Code, as assessed by the Board of Directors upon recommendation of the Nomination Committee.

Changes in 2025	Composition	Quality	Type	Date
	Giulia Fitzpatrick	Chairwoman	Resignation	December 31, 2025

Review of 2025

In 2025, the Nomination Committee notably addressed the following matters:

- review of Board and Committee membership (diversity, complementary of experience, independence, gender, other positions) as well as the Committees' structure;
- proposals related to the evolution of the Board of Directors and its Committee's composition;
- follow-up on the governance recommendations in the AFEP-MEDEF Code;
- review of the independence of directors and the absence of conflict of interests;
- follow-up on the diversity and non-discrimination policy within the Board of Directors and the management bodies;
- conducting and discussing the external assessment of the Board of Directors and its Committees;
- review of the succession plan of the Corporates Officers and executive management ;
- conducting the selection process of a new Chief Executive Officer;
- review the organization of the Executive Committee;
- review of the HR strategy; and
- monitoring of the Group's talent management.

Remuneration Committee

5
members

75%*
independence rate
(including the Chairman)

6
meetings

96%
Attendance rate

* Marie-Christine Lebert, employee director, is not taken into account for the calculating of independence.

Composition (article 9.3.2 of the Board's Internal Rules)

The Remuneration Committee has at most five members. The majority of these members must be independent directors. In accordance with the recommendations in the AFEP-MEDEF Code, no Executive Officer may sit on the Committee and it must have an employee director.

Remuneration Committee members shall be appointed by the Board of Directors from amongst its members having regard, in particular, to their independence, experience and expertise. The Chairperson of the Remuneration Committee is appointed by the Board of Directors from amongst the independent members in accordance with the AFEP-MEDEF Code, on the recommendation of the Nomination Committee.

The terms of office of Remuneration Committee members runs alongside their terms of office as Board member. They may be reappointed to the Committee at the same time as they are reappointed to the Board of Directors.

The Committee's Secretary may be any person appointed by the Chairperson of the Committee or with the Chairperson's approval.

The Remuneration Committee had the following members on December 31, 2025 :

Composition	Independence*	Quality	First appointment	Attendance rate
Wilfried Verstraete	Yes	Chairman	June 13, 2024	100%
Giulia Fitzpatrick	No	Vice-Chairwoman	June 13, 2024	100%
Marie-Christine Lebert**	N/A	Employee director	October 28, 2020	100%
Agnès Park	Yes	Member	June 13, 2024	100%
Thierry Sommelet	Yes	Member	October 28, 2020	83%

* Independence within the meaning of the AFEP-MEDEF Code, as assessed by the Board of Directors upon recommendation of the Nomination Committee.

** Employee director.

Composition	Quality	Type	Date
Changes in 2025	Giulia Fitzpatrick	Vice-Chairwoman	Resignation December 31, 2025

Review of 2025

In 2025, the Remuneration Committee notably addressed the following matters:

- definition of the 2025 compensation policy for Company Officers and directors;
- evaluation of the CEO's performance with respect to the 2024 compensation policy;
- definition of the design and target settings for the variable compensation of the CEO;
- review of the compensation and performance of the Executive Committee members;
- proposals relating to the amount of the Chairman of the Board of Directors' compensation and of the compensation for directors approved by the Shareholders' Meeting on June 5, 2025, and the terms and conditions for granting this compensation;
- compensation for the Chairman of the Board of Directors and the directors for the 2024 financial year and estimates for 2025;
- review of the compliance of the CEO compensation with the recommendations in the AFEP-MEDEF Code;
- proposals regarding the granting of performance shares plans in favor of the CEO, the Executive Committee members and the employee;
- assessment of the performance conditions of current performance share and stock option plans;
- proposals regarding the design and target settings and the envelop of the 2026 LTI plan; and
- works of the new employee share ownership plan (Asteria).

Investment Committee

6
members

67%
independence rate

5
meetings

73%
Attendance rate

Composition (articles 9.2. and 9.3.4 of the Board's Internal Rules)

The Investment Committee is composed of at least three and up to eight members, appointed by the Board of Directors from among its members.

The terms of office of Investment Committee members run alongside their terms of office as Board members. They may be reappointed to the Committee at the same time as they are reappointed to the Board of Directors.

Committee members are appointed by the Board of Directors from amongst its members having regard in particular to their independence, experience and expertise.

The Investment Committee had the following members on December 31, 2025:

Composition	Independence*	Quality	First appointment	Attendance rate
Daniel Schmucki	No	Chairman	June 9, 2020	100%
Wilfried Verstraete	Yes	Member	March 20, 2024	100%
Jérôme Grivet	No	Member	April 23, 2025**	33%
Aldo Cardoso	Yes	Member	June 13, 2014	100%
Mette Kamsvåg	Yes	Member	October 28, 2020	100%
Thierry Sommelet	Yes	Member	October 28, 2020	80%

* Independence within the meaning of the AFEP-MEDEF Code, as assessed by the Board of Directors upon recommendation of the Nomination Committee.

** Jérôme Grivet's term of office took effect on 23 April 2025 following his co-optation by the Board of Directors, replacing Olivier Gavalda. His average attendance rate at the Investment Committee is based on a total of three meetings held since his co-optation in 2025.

	Composition	Quality	Type	Date
Changes in 2025	Jérôme Grivet	Member	Nomination	April 23, 2025
	Olivier Gavalda	Member	Resignation	April 23, 2025

Review of 2025

In 2025, the Investment Committee notably addressed the following matters:

- the portfolio, the strategy to refocus on the Group's strategic activities and contemplated divestments;
- review of various strategic projects, in particular the partnerships;
- review of the works of the Company's strategic plan for the coming years;
- preparatory work for the Capital Markets Day and review of the related documentation;
- review of the Group's transformation plan (North Star 2030);
- review of the IT strategy; and
- review of the macro-economic evolutions and market trends (transformation of the payment industry, development in technologies, evolution in the competitive landscape), portfolio and positioning of the Group.

Social and Environmental Responsibility (SER) Committee

4 members	67% independence rate* (including the Chairman)	5 meetings	100% Attendance rate
---------------------	--	----------------------	--------------------------------

* Stephan Van Hellemont, employee director, is not taken into account for the calculating of independence.

Composition (article 9.3.5 of the Board's Internal Rules)

The Social and Environmental Responsibility Committee has a minimum of three and a maximum of five members. They are appointed by the Board of Directors from amongst its members having regard to their experience and expertise.

It must have a majority of independent directors. Its Chairperson is appointed from amongst the independent members following a recommendation from the Nomination Committee.

The terms of office of Social and Environmental Responsibility Committee members run alongside their terms of office as Board members. They may be reappointed to the Committee at the same time as they are reappointed to the Board of Directors.

The Social and Environmental Responsibility Committee had the following members on December 31, 2025:

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

* Independence within the meaning of the AFEP-MEDEF Code, as assessed by the Board of Directors upon recommendation of the Nomination Committee.

** Employee director.

Composition	Quality	Type	Date
Changes in 2025	Giulia Fitzpatrick Vice-chairwoman	Resignation	December 31, 2025

Review of 2025

In 2025, the Social and Environmental Responsibility Committee addressed the following matters:

- the review of the 2025 Sustainability Report;
- the review of the climate strategy, the carbon footprint and the climate transition plan for 2030;
- the review of the performance and strategy in terms of diversity, disability and training;
- the review of the Company's positioning in terms of extra-financial assessments;
- the review of Trust 2025 results and the definition of Trust 2030 objectives;
- the review of the HR support through the North Star transformation;
- the review of Great Place to Work results and action plan;
- in alignment with the Remuneration Committee, review of the KPIs and associated targets relating to the CSR external performance condition for the variable compensation of the Executive Company Officer ;
- in alignment with the Remuneration Committee, review of the target setting of the 2026 external performance condition associated to the annual cash variable compensation and LTIs for the Executive Company Officer and LTIs; and
- the review of the philanthropy and donations activities in 2025.

Biography of the director proposed for reappointment (5th resolution)

Thierry Sommelet



Main skills:

- Governance
- Finance
- Strategy, Investment
- IT, Digital, Technology
- CSR, HR
- Investment & IT sector

Attendance rates 2025:

- Board of Directors: 95%
- Investment Committee: 80%
- Nomination Committee: 89%
- Remuneration Committee: 83%

Business address:

Bpifrance 6/8 boulevard
Haussmann 75009 Paris
France

Number of shares**:

750

Date of birth (and age):

December 10, 1969
(56 years old)

Nationality:

French

First appointment:

October 28, 2020

Reappointment:

June 8, 2023

Term expires on:

2026 AGM deliberating
on the 2025 financial
statements

- Director appointed upon proposal of Bpifrance Participations
- Member of the Investment Committee
- Member of the Nomination Committee
- Member of the Remuneration Committee

Biography – professional experience – fields of expertise

Thierry Sommelet is Director of the Capital Development department in charge of the Technology, Media and Telecom sectors and a member of the Executive Committee of Bpifrance Investissement.

He has twenty years' investment experience in listed and unlisted companies in the Technologies, Media and Telecom (TMT) sector.

He began his career in the capital markets at Crédit Commercial de France in 1992 in Paris and later in New York.

He subsequently became Manager of the financial engineering team at Renaissance Software in London and then joined the media company InfosCE as Deputy Chief Executive Officer in 2001.

In 2002, he joined the Investments and Digital Holdings department of Caisse des Dépôts et Consignations, a French Public entity, which he headed up in 2007.

After joining Fonds stratégique d'investissement in 2009, Thierry Sommelet became part of the team at Bpifrance Investissement when it was created in 2013.

He graduated from the Ecole Nationale des Ponts et Chaussées (ENPC), Civil Engineering School in Paris. He also holds a MBA from INSEAD.

Main activity

Director of the Capital Development department at Bpifrance Investissement, Head of Technology, Media and Telecom

List of positions and offices held in french and foreign companies

Other positions and offices held on December 31, 2025

Within the Worldline Group

- Director of Worldline Corporate Foundation

Outside the Worldline Group

France

As Bpifrance Investissement' permanent representative:

- Member of the Supervisory Board of IDEMIA Group and IDEMIA France
- Member of the Supervisory Board of Campus IA

As Bpifrance Participations' permanent representative:

- Director and member of the Strategy and Technology Committee of Orange*
- Director, member of the Governance & Social Responsibility Committee and member of the Audit Committee of Vantiva*

Other positions and offices held during the last five years

Within the Worldline Group

None

Outside the Worldline Group

France :

In his own name:

- Director of Soitec* (until July 2022)
- Director of Talend* (until July 2021)

* Listed company.

** As of May 2, 2026.

Biography of the director proposed for early reappointment (6th resolution)

Nazan Somer Özelgin



Main skills:

- Management
- Finance
- Audit, Risks
- Transformation, Restructuring
- Payments Services, Banking & Retail sector

Attendance rates 2025:

- Board of Directors: 100%
- Audit and Risks Committee: 100%

Business address:

Tour Voltaire – 1, place des Degrés CS81162
92059 Paris La Défense
Cedex – France

Number of shares**:

14,000

Date of birth (and age):

November 6, 1963
(62 years old)

Nationality:

Turkish

First appointment:

October 28, 2020

Reappointment:

June 13, 2024

Term expires on:

2027 AGM deliberating on the 2026 financial statements

- Independent Director
- Member of the Audit and Risks Committee

Biography – professional experience – fields of expertise

Nazan Somer Özelgin has an undergraduate degree from the Business Administration Faculty of the Bosphorus University of Istanbul. She qualified as a Certified Public Accountant in 1993.

She is a member of the Supervisory Board of Unicredit Romania and Zagrebacka Banka (Unicredit Croatia). Nazan Somer Özelgin is a Board Director of Mapfre Insurance (Turkey) of which she is the Chairwoman. She is Deputy Chair, Chairwoman of the Risk Committee and member of the Audit Committee of Zagrebacka Banka (Croatia). In addition, she was the Chairwoman of the Risk Committee and a member of the Audit Committee and Remuneration Committee at Unicredit Romania***.

She has also been a member of the Board of Directors, Chairwoman of the Audit Committee and member of the Corporate Governance Committee of TAV Airport Operations Holding (Groupe ADP) since March 2024.

She was previously Executive Vice-President in charge of Retail Banking and a member of the Executive Committee of Yapi Kredi Bank, one of the largest retail banks in Turkey from 2009 to 2018. She joined Yapi Kredi Bank in 2000 as Executive Vice President in charge of personal banking. Between 2003 and 2009, she served as Executive Vice President in charge of payment systems and consumer lending. From 2009 to 2018, she was member of the Executive Committee managing the retail business line end to end and leading many transformation projects including but not limited to digital transformation of the bank.

She worked for Arthur Andersen Turkey between 1988 and 2000. She was the partner in charge of financial sector in her final two years at Arthur Andersen Turkey. During her career at Arthur Andersen, she also held responsibilities for financial sector clients in Bucharest and Sofia. She assumed auditing and financial consultancy responsibilities for companies in various business sectors predominantly in banking and financial companies. In addition, she ran various internal control and workflow reviews, restructuring and due diligence projects as well as company valuations especially in the financial sector.

Main activity

Independent Director of companies

List of positions and offices held in french and foreign companies

Other positions and offices held on December 31, 2025

Within the Worldline Group

None

Outside the Worldline Group

Foreign countries:

- Member of the Supervisory Board, Chairwoman of the Risk Committee, member of the Audit Committee and member of the Remuneration Committee of Unicredit Romania***
- Deputy Chairwoman of the Supervisory Board, Chairwoman of the Risk Committee and Audit Committee member of Zagrebacka Banka* (UniCredit Croatia)
- Chairwoman of the Supervisory Board of Mapfre Sigorta A.S. Turkey
- Director, Chairwoman of the Audit Committee and member of the Corporate Governance Committee of TAV Airport Operations*
- Chairwoman of Istanbul Golf Club
- Member of the Advisory Board of Darussafaka (Foundation) (Turkey)
- Member of the Trustee Board of Bosphorus University of Istanbul (Turkey)

Other positions and offices held during the last five years

Within the Worldline Group

None

Outside the Worldline Group

Foreign countries:

- Director, Chairwoman of the Audit Committee, member of the Risk Committee and Nomination Committee of Alpha Bank Romania (Romania) (until August 2025)
- Deputy Chair of the Supervisory Board, Chairwoman of the Audit Committee, member of the Risk Committee and Remuneration Committee of Unicredit Slovenia (Slovenia) (until January 2025)

* Listed company

** As of May 2, 2026.

*** This mandate ended on February 21, 2026.

Biography of the director proposed for early reappointment (7th resolution)

Sylvia Steinmann



Main skills:

- Management
- Audit, Risks
- Strategy, Investment
- Transformation, Restructuring
- IT, Digital, Technology
- Banking sector
- IT & Industry sector

Attendance rates 2025:

- Board of Directors: 90%
- Audit and Risks Committee: 100%
- SER Committee: 100%

Business address:

Tour Voltaire – 1, place des Degrés CS81162
92059 Paris La Défense
Cedex – France

Number of shares**:

1,022,500

Date of birth (and age):

January 18, 1965
(61 years old)

Nationalities:

German and Swiss

First appointment:

June 13, 2024

Term expires on:

2027 AGM deliberating on the 2026 financial statements

- Independent Director
- Member of the Audit and Risks Committee
- Member of the Social and Environmental Responsibility Committee

Biography – professional experience – fields of expertise

Sylvia Steinmann holds a degree in business administration from the Technical University of Berlin and holds the Degree of Master of Science in (Information) Management from the Massachusetts Institute of Technology (M.I.T.).

Sylvia Steinmann is a member of the Supervisory Board of the National Bank of Bavaria (Germany) since April 2023. She is member of the Audit Committee and the Risk Committee. Since 2025 she is also a member of the Supervisory Board of Leonteq AG (Switzerland) and its main operating subsidiary Leonteq Securities AG in which she is a member of the audit and risk committee and the responsible Non-Executive Board member for ESG.

Sylvia Steinmann was previously the Chief Information and Transformation Officer at Swiss Life Switzerland - the largest pension fund manager of Switzerland. She was a member of the Management Board from 2018 until 2023, in charge of Information Technology strategy and Cloud transformation.

Before joining Swiss Life, Sylvia Steinmann served as Global Chief Information Officer for the medical diagnostics company SYNLAB International in Munich and prior to that for the global logistics company DHL (Chief Information Officer of Global Forwarding and Freight) and at Zurich Insurance (Chief Operating Officer of Global IT) in charge of the Digital/Operations strategy as well as global digital transformation between 2009 and 2018.

Sylvia Steinmann joined Swiss Re in 1997, where she - as a director - headed the IT Strategy and Planning department and subsequently the global application development department. She was promoted into the Executive Team in 2003 as Chief Information Officer for the Financial Service Business Arm in charge of harmonization of the global information assets until 2008. She was also in charge of the due diligence and post-merger planning for the information technology integration for GE Insurance solution.

She worked for McKinsey between 1991 and 1997 focussed on the financial service sector and she lead large international digital transformation and operational restructuring programs.

Main activity

Director of companies

List of positions and offices held in french and foreign companies

Other positions and offices held on December 31, 2025

Within the Worldline Group

None

Outside the Worldline Group

Foreign countries:

- Member of the Supervisory Board and member of the Audit Committee and the Risk Committee of BayernLB (Germany)
- Member of the Fachbeirat Tourismus Bergerlebnis – Berchtesgaden
- Vice-Chairwoman of Board of HomeOwners Association - Aruba
- Director of Leonteq* and member of the Audit and Risk Committee (since April 2025)

Other positions and offices held during the last five years

Within the Worldline Group

None

Outside the Worldline Group

Foreign countries:

- Member of the Global CIO Board of SwissLife AG
- Member of the Board of SYNLAB Schweiz AG

* Listed company.

** As of May 2, 2026.

Composition of the Board after the 2026 AGM

Number of Directors

12

Foreign directors

70%*

Gender diversity

40%*

Independence

60%*

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



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



Jérôme Grivet
Director



Mette Kamsvåg
Independent Director



Agnès Park
Independent Director



Rodolfo Savitzky
Independent Director



Daniel Schmucki
Director



Nazan Somer Özelgin
Independent Director



Thierry Sommelet
Director



Sylvia Steinmann
Independent Director



Michael Stollarz
Director



Stephan Van Hellemont
Employee Director



Employee Director¹

Representative of the Social and Economic Committee



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

¹ The appointment process by the Social and Economic Committee is ongoing and expected to be completed prior to the 2026 Annual General Meeting.

Composition of the specialized Committees following the 2026 AGM



Audit Committee

Rodolfo Savitzky^{C*}

Sylvia Steinmann*
Nazan Somer Özelgin*
Daniel Schmucki

4
members

75%
Independence
(including the Chairman)



Risks Committee

Nazan Somer Özelgin^{C*}

Jérôme Grivet
Rodolfo Savitzky*
Daniel Schmucki

4
members

50%
Independence
(including the Chairwoman)



Nominations and Remunerations Committee

Wilfried Verstraete^{C*}

Agnès Park*
Thierry Sommelet

4³
members

67%
Independence²
(including the Chairman)



Technology & Transformation Committee

Sylvia Steinmann^{C*}

Mette Kamsvåg*
Jérôme Grivet
Thierry Sommelet

4
members

50%
Independence
(including the Chairwoman)



Social and Environmental Responsibility Committee

Agnès Park^{C*}

Sylvia Steinmann*
Stephan Van Hellemont¹

3
members

100%
Independence²
(including the Chairwoman)



C Chairman

* Independent Director

1 Employee Director

2 Employee Directors are not included in the calculation of these percentages

3 Including the new employee director, who will be appointed by the Social and Economic Committee in accordance with the recommendations of the AFEP-MEDEF Code.



Compensation of Company Officers

For further information on the compensation of Corporate Officers, please refer to section E.2 of the 2025 Universal Registration Document and this brochure, in particular Section 3 and 6 as amended by Addendum dated May 26, 2026.

Components of compensation due or awarded for the financial year 2025 to Wilfried Verstraete, Chairman of the Board of Directors (10th resolution)

The components making up the total compensation and fringe benefits of all kinds paid or allocated to Wilfried Verstraete for the 2025 financial year, as Chairman of the Board of Directors since June 13, 2024, which are the strict application of the compensation policy approved by the General Meeting of June 5, 2025 (13th resolution). They are described in the Section E.2.2.1 of the 2025 Universal Registration Document and summarized in the below table and will be submitted to the vote of the 2026 General Meeting:

Components of compensation subject to approval	Amounts paid during the year ended (in €)	Amounts awarded during the year or accounting value (in €)	Presentation
Annual compensation	375,000	375,000	Remuneration awarded to Wilfried Verstraete, Chairman of the Board of Directors.
Annual variable compensation	0	0	This compensation component is not applicable, as it is not included in the compensation policy applicable to the Chairman of the Board of Directors. The absence of variable compensation reflects the Chairman's independence from the Executive management.
Value of performance shares granted during the year	0	0	This compensation component is not applicable, as it is not included in the compensation policy applicable to the Chairman of the Board of Directors. The absence of variable compensation reflects the Chairman's independence from the Executive management.
Exceptional compensation	0	0	This compensation component is not applicable, as it is not included in the compensation policy applicable to the Chairman of the Board of Directors.
Compensation allocated to Directors	0	0	No compensation was paid/awarded to Wilfried Verstraete for his duties as a Worldline's director since his appointment as Chairman of the Board of Directors, in accordance with the remuneration policy for the Chairman of the Board of Directors.
Fringe benefits	0	0	The Chairman of the Board of Directors does not receive any fringe benefit. He is reimbursed for expenses incurred in the course of his duties, in particular travel expenses.
Supplementary pension plan	0	0	The Chairman of the Board of Directors does not receive any supplementary pension plans.
Compensation paid by a company in the scope of consolidation	0	0	No compensation was paid/awarded to the Chairman of the Board of Directors by a company in the scope of consolidation.
Social protection plans (employer contributions)	0	0	This compensation component is not applicable, as it is not included in the compensation policy for the Chairman of the Board of Directors.
Severance pay and non-compete clause	0	0	This compensation component is not applicable, as it is not included in the compensation policy for the Chairman of the Board of Directors.
Total	375,000	375,000	

Components of compensation due or awarded for the financial year 2025 to Pierre-Antoine Vacheron, Chief Executive Officer (11th resolution) (as amended by Addendum dated May 26, 2026)

The table below mentions all the components of compensation paid or allocated to Pierre-Antoine Vacheron for the period from March 1 until December 31, 2025 which are the strict application of the compensation policy approved by the General Meeting of June 5, 2025 (14th resolution) and which will be subject to the approval of the Shareholders' General Meeting in 2026. For more details, please refer to the Section E.2.2.2 of the 2025 Universal Registration Document and this brochure, in particular pages 40-42 and 58-59 as amended by Addendum dated on May 26, 2026 in respect with the 2025 annual compensation of the Chief Executive Officer. The overall compensation package for 2025 in its entirety remains well below full target compensation and below the lower quartile of SBF120.

Components of compensation subject to approval	Amounts paid during the year ended (in €)	Amounts awarded during the year or accounting value (in €)	Presentation
Annual fixed compensation	578,846*	583,333	Fixed compensation paid and attributed pro rata temporis to Pierre-Antoine Vacheron for his duties as Chief Executive Officer of Worldline starting from March 1, 2025. * The difference between the amounts granted and paid, i.e. €4,487, corresponds to a technical error that was corrected in January 2026.
Annual variable compensation	0	525,000	Amount granted on a pro rata basis for the period from March 1, 2025 to December 31, 2025 in respect of the financial year ended in 2025, and which will be paid in 2026 after approval by the 2026 Shareholders' General Meeting. This amount corresponds to the application of the 90% minimum payment threshold provided for as part of the transition period. As a reminder, the Board of Directors, upon recommendation of the Remuneration Committee initially decided to apply a multiplier coefficient of 110% to Pierre-Antoine Vacheron's annual variable remuneration for 2025, as permitted under the 2025 compensation policy. This decision reflected his performance since appointment, in particular in light of unforeseen events arising from prior circumstances, as well as his commitment and leadership in enabling the Group, together with the Board, to address legacy challenges, define the strategy presented at the Capital Markets Day in November 2025, and initiate the transformation supporting the North Star 2030 ambitions. Nonetheless, upon the proposal of the Chief Executive Officer, the Board of Directors, following the recommendation of the Remuneration Committee, finally decided to apply only the minimum payment threshold of 90% to better align with shareholders' interests. Please refer to Section E.2.2.2 of the 2025 Universal Registration Document and the brochure as amended by Addendum dated on May 26, 2026.
Value of performance shares granted during the year	0	0	No performance shares were granted to Pierre-Antoine Vacheron during the year 2025.
Exceptional compensation (retention shares to be vested over a period of four years)	0	IFRS 2 valuation : 286,625 (value based on current share price: circa €100,000)	Pierre-Antoine Vacheron received the exceptional award of 100,000 retention shares to be vested over four years as approved last year in order to reflect the transition context in a challenging time and to take into account the loss of protections and benefits inherent to the employee status he held in his previous employment position (including performance share plans, pension plans and his employee status), while strengthening the alignment of his interests with shareholders. The grant of 100,000 free shares not subject to performance conditions, are vesting in four equal tranches over a four year period on each anniversary of the grant date, subject to Pierre Antoine Vacheron holding his corporate office position on each relevant anniversary date. The grant of these free shares represented, as of 25 February 2025, a benefit of €775,000 (i.e. based on an estimated market value of €7.75 per share at that time), below 100% of the maximum annual fixed and variable remuneration. For the four years, IFRS 2 valuation is €286,625 as of December 31, 2025 and represents approximately €100,000 based on the current share price and 329,043 retention shares after adjustment following the capital increases carried out. Please refer to Section E.2.2.2 of the 2025 Universal Registration Document 2 and in this brochure pages 58-61.
Compensation allocated to Directors	0	0	This remuneration component is not applicable, as Pierre-Antoine Vacheron does not hold any office on the Board of Directors of Worldline.
Fringe benefits	0	4,771	In 2025, Pierre-Antoine Vacheron benefited from a company car with a driver. This amount, awarded in respect of the period from 1 March 2025 to 31 December 2025, was paid in January 2026 due to a technical error.
Supplementary pension plan	0	142,276	Amount granted on a pro rata temporis basis for the period from 1 March 2025 to 31 December 2025 and which will be paid in 2026 after approval by the 2026 General Meeting – for further information on pension plans, see the paragraph "Supplementary pension schemes", Section E.2.2.2 of the 2025 Universal Registration Document.
Health and social protection plans (employer contributions)	5,036	5,036	Amount corresponding to the employer contributions for the plan covering the reimbursement of health costs and the incapacity, disability, death policy – Please refer to Section E.2.2.2 of the 2025 Universal Registration Document.
Unemployment protection	0	5,825	Pierre-Antoine Vacheron benefited from unemployment protection, the implementation of which began on 1 August 2025. Please refer to Section E.2.2.2 of the 2025 Universal Registration Document. This amount, awarded in respect of the period from 1 March 2025 to 31 December 2025, was paid in January 2026 due to a technical error.
Severance pay and non-compete clause	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Pierre-Antoine Vacheron.
Total	583,882	1,552,866¹	Total amended (€1,552,866 instead of €1,605,367 initially) to reflect reduction of the annual variable compensation as explained by Addendum dated 26 May 2026.

¹ The value of the exceptional compensation is estimated at approximately €100,000 based on the current share price.

2025 annual variable compensation

(as amended by Addendum dated May 26, 2026)

The Board of Directors and the Remuneration Committee first reviewed the performance criteria based on targets and budget defined before the new Chief Executive Officer joined the Group in the course of the year 2025. It is specified that the objectives associated with the annual variable compensation of the Chief Executive Officer have not been resized when he joined the Group nor later in the course of the year.

As the level of achievements versus these past unchanged targets were well below the minimum payment threshold of 90% as provided for during the transition period, in accordance with the 2025 compensation policy approved by the general meeting of June 5, 2025, the Board of Directors, upon recommendation of the Remuneration Committee, applied this minimum payment threshold.

Upon the proposal of the Chief Executive Officer, the Board of Directors of the Company, on May 26, 2026, resolved that his annual variable remuneration for the 2025 financial year (ex post) would not include the application of a 110% multiplier coefficient previously announced. Consequently, Pierre-Antoine Vacheron's annual variable remuneration for the 2025 financial year will be €525,000 instead of €577,500 as initially announced.

While the Board of Directors, upon the recommendation of the Remuneration Committee, intended to recognize what has been achieved by Pierre-Antoine Vacheron since he joined the Group in March 2025 and confirmed its full support in the context of the ongoing transformation; it was nonetheless decided not to apply the 110% multiplier on his annual variable remuneration for the 2025 to better align with shareholders' interests and to apply only the minimum payment threshold of 90%. Indeed this minimum payment threshold was provided by the 2025 compensation policy to the Chief Executive Officer for his first year as approved by the General Meeting of June 5, 2025, following his appointment in March 2025.

As a reminder, the Board of Directors, upon recommendation of the Remuneration Committee, initially decided to also apply a multiplier coefficient of 110% to Pierre-Antoine Vacheron's annual variable remuneration for 2025, as permitted up to 120% under the 2025 compensation policy. This was considered to be a fair and balanced approach, fully consistent with the principles underlying the compensation policy, while supporting his retention and maintain strong motivation for the next phase of the Company's transformation, in line with the interests of the Company and the shareholders.

This 110% multiplier also recognized his performance since appointment and provided a concrete signal of the Board's support, in particular in light of unforeseen events arising from prior circumstances that he had to deal with, as well as his commitment and leadership in enabling the Group, together with the Board, to address legacy challenges, define the strategy presented at the Capital Markets Day in November 2025, and initiate the transformation supporting the North Star 2030 ambitions.

Nonetheless, upon the proposal of the Chief Executive Officer, the Board of Directors, following the recommendation of the Remuneration Committee, finally decided to apply only the minimum payment threshold of 90% to better align with shareholders' interests.

It is also reminded that no multi-year share-based remuneration was granted to Pierre-Antoine Vacheron in 2025 and the 100,000 retention shares granted when he joined the Group actually represents an estimated value of approximately €100,000 based on the current share price, to be vested over four years, which is significantly lower than the initially expected value at the time of his appointment in March 2025.

It is highlighted that the overall compensation package for 2025 in its entirety remains well below full target compensation and below the lower quartile of SBF120.

More details are provided in Section E.2.2.2 of the 2025 Universal Registration Document and in this brochure on the previous page and pages 58-60 reflecting the amendments made by Addendum dated May 26, 2026.

The detailed achievement and payout of the financial indicator for 2025 is the following:

2025	Weight	Achievement rate	Payout rate
Group Free Cash Flow before dividends and results of acquisitions/disposals (Free Cash Flow)	30%	-6.4%	0%
Group gross operating surplus (EBITDA)	30%	84.3%	0%
Group Revenue Organic Growth	30%	97.3%	0%
Corporate Social Responsibility	10%	90.4%	59.8%
Payout as a percentage of the target variable compensation (on annual basis)	100%		6.0%
Implementation of the 90% minimum payout set out upon the arrival of the new Chief Executive Officer for this transition period, in accordance with the 2025 compensation policy approved by the general meeting of June 5, 2025			90%

The detailed achievement and payout of the Corporate Social Responsibility indicator for 2025 is the following:

Topic	Indicators	Weight of KPI	Achievement	Payout
Platforms secured & available	Quality score – Contracts' services availability & response	20%	100%	1.99%
	Quality score – Platforms' services availability & response	20%	100%	1.99%
Customer experience & innovation	Customer Net Promoter Score	20%	58%	0%
Talent attraction & retention/People diversity	Employee Satisfaction Score as measured by the Trust Index (Great Place to Work)	20%	94.2%	0%
Climate change	percentage of CO ₂ neutralised emissions for scope 1, 2, 3a	20%	99.1%	1.49%
	Payout for 10% of the 2025 target variable compensation			59.84%

Components of compensation due or paid to members of the Board of Directors for the 2025 financial year

(In €, gross*)	2025		2024	
	Paid ¹	Due ²	Paid ³	Due ⁴
Gilles Arditti ⁵	43,102	-	68,500	43,102
Agnès Audier ⁵	40,102	-	53,000	40,102
Aldo Cardoso	123,500	146,500	84,667	123,500
Giulia Fitzpatrick	91,500	126,000	64,000	91,500
Olivier Gavalda ^{6,7}	-	-	-	-
Jérôme Grivet ⁷	-	-	-	-
Lorenz von Habsburg Lothringen ⁵	51,102	-	74,000	51,102
Mette Kamsvåg	87,000	120,500	66,000	87,000
Danielle Lagarde ⁵	49,102	-	68,000	49,102
Marie-Christine Lebert ⁸	-	-	-	-
Agnès Park ⁶	46,734	130,200	-	46,734
Caroline Parot ⁵	39,352	-	59,000	39,352
Georges Pauget ⁹	-	-	71,667	-
Luc Rémont ¹⁰	-	-	23,750	-
Susan M. Tolson ¹⁰	-	-	33,000	-
Rodolfo Savitzky	-	70,105	-	-
Daniel Schmucki	96,000	118,000	69,250	96,000
Nazan Somer Özelgin	75,500	111,000	45,000	75,500
Thierry Sommelet ⁷	-	-	-	-
Sylvia Steinmann ⁶	44,734	124,700	-	44,734
Michael Stollarz	65,000	79,000	45,000	65,000
Johannes Dijsselhof (Censor) ¹⁰	-	-	27,500	-
Stephan Van Hellemont ⁸	-	-	-	-
Wilfried Verstraete ¹¹	25,145	-	-	25,145
Total	877,874	1,026,005	852,334	877,874

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

¹ Directors' compensation paid in 2025, for 2024.

² Directors' compensation due for 2025.

³ Directors' compensation paid in 2024, for 2023.

⁴ Directors' compensation due for 2024.

⁵ Directors whose term of office ended at the end of the General Meeting of June 13, 2024.

⁶ Directors appointed by the General Meeting of June 13, 2024.

⁷ Jérôme Grivet, Deputy Chief Executive Officer of Crédit Agricole S.A. (who replaced Olivier Gavalda, Deputy CEO of Crédit Agricole with effect on April 23, 2025), and Thierry Sommelet, employee of Bpifrance Investissement, do not receive any remuneration for their directorship.

⁸ Employee directors do not receive any remuneration for their participation in meetings of the Board of Directors and its committees. They are remunerated under their employment contract.

⁹ Remuneration of 135,000 euros was allocated to Georges Pauget on a pro rata temporis basis for his duties for the period from January 1, 2024 to June 13, 2024, and will be paid in 2025.

¹⁰ Directors and non-voting director whose term of office ended at the end of the General Meeting of June 8, 2023.

¹¹ Compensation allocated to Wilfried Verstraete for his term of office as director for the period from March 20, 2024 to June 13, 2024, date of his appointment as Chairman of the Board, paid in 2025.

Compensation policy for the Chairman of the Board of Directors (12th resolution)

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

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

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

Since 2025, the amount of annual fixed compensation for the Chairman of the Board of Directors is at € 375,000 and remains unchanged in 2026.

This amount is below the market practices of the SBF 120 for similar positions.

Since 2021, the Board of Directors has decided that the Chairman is ineligible to receive compensation for attending Board and Committees' meetings.

The Chairman of the Board of Directors will not benefit from any compensation other than his fixed annual compensation, and in particular neither annual or multi-year variable compensation, nor exceptional compensation, nor termination indemnity, nor benefits in kind, nor supplementary or additional pension.

The Chairman of the Board of Directors is entitled to a reimbursement of the expenses incurred in connection with his mission, such as travel expenses, upon presentation of receipts.

This compensation policy complies with the recommendations of the AFEP-MEDEF Code.

Compensation policy for Directors (14th resolution)

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

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

The compensation policy is reassessed each year by the Board of Directors and can be subject to reevaluations.

During this reassessment it regularly uses studies from comparable companies and, if applicable, legal opinions prepared by third parties.

On June 9, 2020, the maximum total amount of the compensation allocated to Directors was recalculated by the Shareholders' General Meeting to take into account any changes in the composition of the Board following the completion of the acquisition of Worldline IGSA (previously known as Ingenico Group SA). This maximum amount was thus increased to € 1,200,000.

The Board of Directors of January 29, 2026, upon the recommendation of the Remuneration Committee of January 28, 2026, decided to maintain unchanged the allocation of the total directors' remuneration applicable in 2025 and apply it also for the 2026 financial year. Rules are as follows:

Board of directors ¹	
All members	Fixed compensation
	€ 25,000
	Variable compensation
	€ 3,000 per meeting attended
Committees	
Audit and Risks Committee²	
Chairman	Fixed compensation
	€ 8,000
	Variable compensation
	€ 4,000 per meeting attended
Members	Fixed compensation
	€ 4,000
	Variable compensation
	€ 2,000 per meeting attended
Other Committees³	
Chairman⁴	
	Fixed compensation
	€ 5,000
	Variable compensation
	€ 3,000 per meeting attended
Members⁵	
	Fixed compensation
	€ 2,500
	Variable compensation
	€ 2,000 per meeting attended

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

- If the Board meets several times on the same day, a single compensation payment shall be paid for all sessions;

- If a Director attends a meeting of several separate Committees on the same day, a compensation shall be paid for each session. By way of exception, if a director attends both a meeting of the Remuneration Committee and a meeting of the Nomination Committee on the same day, only one meeting will be counted for the entirety of these sessions.

- If a Director attends several meetings of the same Committee on the same day, only one remuneration is paid for all the meetings.

² In the event of split of the Audit and Risks Committee into two separate committees, these allocation rules shall apply at the level of each committee.

³ In the event that the Nomination Committee and the Remuneration Committee are combined, these allocation rules shall apply at the level of the single committee.

⁴ The Chairman of the Ad Hoc Committee receive an additional compensation payment of €500 per meeting attended.

⁵ For all Ad Hoc Committee members: €350 per meeting at which each members attend.

Compensation policy for the Chief Executive Officer (13th resolution)

Components of the 2026 compensation policy applicable to the Chief Executive Officer

The Boards of Directors, during its meetings on February 25, 2026, and on April 28, 2026 upon the recommendation of the Remuneration Committee and subject to approval at the 2026 General Meeting, have adjusted the 2026 remuneration policy for the Chief Executive Officer, described in the 2025 Universal Registration Document (Section E.2.1.1.2).

In 2026, the structure of annual fixed compensation and annual target variable compensation will remain unchanged.

Nonetheless, under the initial policy, the long-term variable compensation was based on a target allocation of performance shares adjusted capped at 85,000 shares adjusted (329,043 shares after the capital increases and 8,226 shares after the contemplated reverse stock split). In light of changes in the Group's capital structure in 2026 and the share price decline, the effective value of the long-term incentive at grant would have been significantly reduced to approximately €100,000 by applying this cap in shares. The compensation policy would therefore not be sufficiently balanced or competitive, nor appropriately reward performance and align interests. The Chief Executive Officer would be under incentivized at a time when the Company is operating in a challenging environment while delivering an ongoing transformation.

This is the reason why on April 28, 2026, the Board of Directors, upon recommendation of the Remuneration Committee, has decided, on an exceptional basis, to adapt the Chief Executive Officer's compensation policy for 2026 in order to (i) ensure appropriate long-term retention and sustained motivation in a demanding transformation context, (ii) maintain a compensation structure aligned with market practices, and (iii) preserve alignment with shareholder

interests. It takes into account the specific context of the Group in a pivotal strategic phase while facing challenges requiring transformation, market uncertainties and share price volatility.

The main adjustments are as follows:

- Increase in the target allocation of long-term variable compensation from €700,000 to €1,050,000 (150% of annual fixed compensation), such amount will be converted into shares based on the 3 months average closing prices preceding the grant date, positioning the grant level between the first quartile and the median of the SBF 120;
- Adjustment of the performance share framework for 2026, including the removal of minimum and maximum allocation and vesting levels that were defined in a different context, while maintaining a strong link between performance and vesting, being reminded that the number of shares to be vested shall not exceed the number of shares granted;
- No offsetting between financial criteria (85%) and non-financial criteria (15%);
- Introduction of a safeguard mechanism whereby, if any financial criterion does not reach its minimum threshold, the total payout related to financial criteria will be capped at 70% of the maximum.

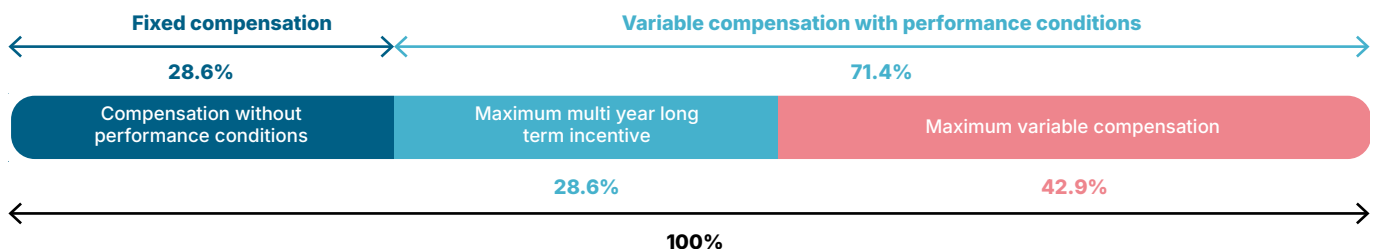
These adjustments are exceptional for the financial year 2026 and are the only adjustments made for 2026 to the compensation policy described in the 2025 Universal Registration Document (Section E.2.1.1.2). They are reflected in this brochure (pages 47, 59 and 60).

Consequently, the structure of the compensation for 2026 will be as follows:

(in euros)	Applicable in 2026
Annual fixed compensation	700,000
Annual variable target compensation	700,000
Total annual target cash compensation	1,400,000
Long-term equity compensation	1,050,000
Total annual target compensation (including long-term equity compensation)	2,450,000

Structure of the compensation

As stated above, the structure of the Chief Executive Officer's compensation for 2026 is as follows:



Fixed compensation

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

Annual variable compensation

The aim of the annual variable compensation is to incentivize the Chief Executive Officer to meet the annual performance objectives set for him by the Board of Directors on the Remuneration Committee's proposal, in close alignment with the Group's ambitions as presented to shareholders.

¹ As disclosed in the 2024 Registration Document, paragraph E.2.1.1.3

The target level of variable annual compensation is expressed as a percentage of fixed annual compensation¹.

The Chief Executive Officer's annual variable compensation, subject to performance conditions, is set at € 700,000 gross, representing 100% of his fixed annual compensation.

The Board of Directors, upon recommendation of the Remuneration Committee, has decided on the following elements:

- The maximum amount of variable compensation can reach up to 150% in the event of exceeding the set objectives;
- No annual variable compensation will be granted if the cumulative achievement of objectives is below 60%.

Variable compensation may be paid in cash and/or shares.

Variable compensation is a conditional remuneration based on clear and demanding operational performance criteria linked to quantitative and financial objectives, which are set and measured annually by the Board of Directors.

The lowest threshold for the annual financial targets is set on the basis of the budget approved by the Board of Directors at the beginning of the year, in line with the targets communicated to the market, it being understood that no cash variable remuneration will be paid in respect of a performance criterion if the lower threshold of the targets communicated to the market for that criterion is not achieved. Objectives related to the external combined performance criterion linked to Corporate Social Responsibility are also set by the Board of Directors no later than the beginning of the year.

The selection and weighting of performance criteria may be reviewed annually.

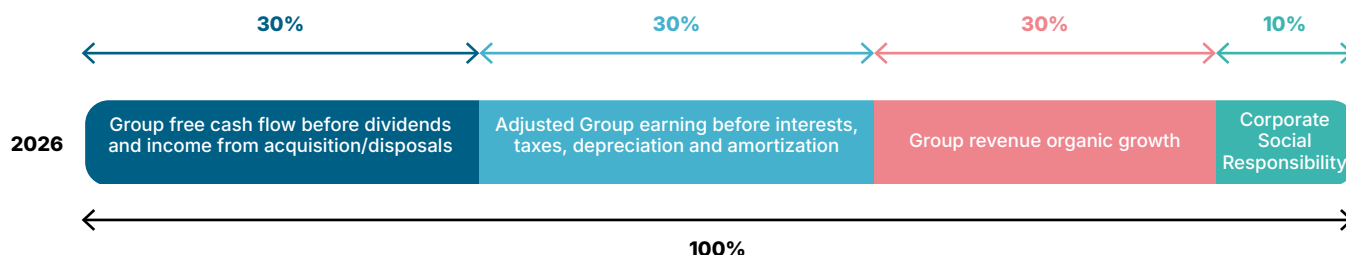
For each performance indicator, the Board of Directors establishes:

- A target objective approved by the Board of Directors, where achieving 100% of the target results in the payment of the target variable compensation associated with this indicator;
- A floor which defines the threshold below which no variable compensation for that indicator is due;
- An intermediary point below target and, specifically for Group Free Cash Flow, above target;
- A ceiling which reflects an outperformance against set objectives, capped at 150% of the target amount; and
- An elasticity curve allowing for an acceleration or deceleration of the variable compensation amount based on progress made on the strategic plan.

Claw back

Any annual variable compensation paid by the Company may be reclaimed or reduced within three years of payment if it is discovered that the Chief Executive Officer (i) is responsible for or has contributed to significant losses detrimental to the Group, or (ii) has engaged in particularly severe risk-taking behavior. In such cases, the Board of Directors reserves the right to demand the repayment of all or part of the amounts already paid.

The Board of Directors, upon recommendation of the Remuneration Committee, decided on February 25, 2026, to maintain the weighting of financial objectives linked to annual variable compensation by assigning equal importance for each internal performance criteria - namely cash generation through Free Cash Flow, Revenue and Margin (Adjusted EBITDA), and that the weighting of the financial and CSR indicators will apply as follows for 2026:



Internal Performance Conditions

- **Group Worldline Free Cash Flow** - as a condition for 30% of the total payout;
- **Group Worldline Revenue Growth** - as a condition for 30% of the total payout;
- **Group Worldline Earnings before interest, taxes, depreciation and amortization (Adjusted EBITDA)** – as a condition for 30% of the total payout.

These criteria reflect the Group's overall performance in terms of growth, profitability and cash position. The budgetary objectives for the year 2026 were approved by the Board of Directors on February 25, 2026 in accordance with the economic outlook communicated to the market.

Combined performance condition relating to Corporate Social Responsibility ("CSR")

To support the ambitions and objectives outlined in the Group's CSR program, Trust 2030, and in line with market practices, the Chief Executive Officer's annual variable compensation also includes a combined external performance criterion, which determines 10% of the total payout.

The Board of Directors, upon the recommendation of the Remuneration Committee, decided on February 25, 2026, to simplify the combined external performance criterion as follows and focus on the relevant ones for the Group given the Group's ambitions, taking into account investors' feedbacks:

- Maintaining an elasticity curve defined per indicator to ensure better alignment with market practices and a more accurate assessment of the CSR criterion.
- For 2026, two performance criteria have been selected.

Fields	Indicators
Customer experience & innovation	1. Net promoter score
Talent Attraction & Retention/People Diversity	2. Employee engagement

¹ If the Executive Company Officer joins or leaves the Group during the financial year, the amount of the variable portion of their compensation will be determined pro rata to their presence during the year concerned.

Performance level

During its meeting of February 25, 2026, the Board of Directors, on the Remuneration Committee's recommendation, defined the annual elasticity curves for each indicator as follows:

Performance criteria		Achievement levels	% payout	
Internal Financial Performance Conditions	Group Free Cash Flow (FCF) before dividends and income from acquisitions/disposals	Floor: -25.8% of Target	50%	
		Intermediary: -15.2% of Target	90%	
		Target	100%	
		Intermediary: +10.6% of Target	130%	
		Cap: +15.2 of Target	150%	
		Group Earnings Before Interests, Taxes, Depreciation and Amortization (Adjusted EBITDA*)	Floor: -4.9% of Target	50%
		Intermediary: -2% of Target	90%	
		Target	100%	
		Cap: +2% of Target	150%	
		Group Revenue Organic Growth	Floor: -3% of Target	0%
			Intermediary: -2% of Target	75%
			Target	100%
		Cap: +2% of Target	150%	
Non-financial CSR performance condition	Corporate Social Responsibility	Floor: at least the 2025 actuals	70%	
		Target	100%	
		Cap: strictly above Trust 2026 target	150%	

* From 2026, the variable part is measured on Adjusted EBITDA to align with North Star transformation plan.

The threshold for triggering and the expected achievement levels of the financial criteria and the combined CSR criterion used to determine the annual variable compensation are strategic and economically sensitive information that should not be disclosed. However, at the end of the performance evaluation period, Worldline will communicate the performance achievement level for each criterion.

The stated objectives have been set at constant scope and exchange rates. Consequently, the Board of Directors, upon the recommendation of the Remuneration Committee, may decide to adjust the performance criteria in the event of circumstances significantly impacting the achievement of one or more performance criteria. If such adjustments were to be applied, they would be strictly enforced and limited to exceptional circumstances or cases of changes in scope, accounting methods, or exchange rate effects. Justifications for these adjustments will be communicated, particularly regarding their alignment with shareholder interests. The maximum annual variable compensation limits cannot be increased under any circumstances.

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

Payment terms of the variable compensation

In accordance with the provisions of Articles L. 22-10-8 and L. 22-10-9 of the French Commercial Code, the 2026 variable compensation will be paid after approval by the Shareholders' General Meeting to be held in 2027 to approve the 2026 financial statements.

Multi-year variable compensation

The Chief Executive Officer's total target compensation is fully aligned with the shareholders' interests as described above. As such, the Group is strongly committed to associating its employees with the long-term performance and financial results of the Group, notably through long-term incentive (LTI) plans. Beneficiaries of these LTI plans are mainly the Group's top managers, key resources, experts and selected talents, as well as the Chief Executive Officer.

With respect to the Chief Executive Officer, multi-year equity compensation is particularly appropriate given the level of responsibility of his function and his ability to contribute directly to the Group's long-term performance in a way that is aligned with shareholders' interests.

This multi-year compensation is granted in the form of performance shares allocation, whose conditions are defined in Section E.2.1 and E.2.3.8.6 of the 2025 Universal Registration Document and in this brochure (in particular pages 44-47 and 59-60). The mechanisms in place do not provide any guarantee of allocation nor minimum gain for the beneficiaries.

Amount of equity compensation

As explained above (in particular on pages 40-41 and 44), the Chief Executive Officer's multi-year variable compensation in shares for 2026 described at section E.2.1 and E.2.3.8.6 of the 2025 Universal Registration Document is adjusted as follows:

- The target allocation of long-term variable compensation is increased from €700,000 to €1,050,000 (150% of annual fixed compensation), such amount will be converted into shares based on the 3 months average closing prices preceding the grant date, positioning the grant level between the first quartile and the median of the SBF 120;
- The minimum and maximum allocation and/or vesting levels that were defined in a different context are removed while maintaining a strong link between performance and vesting, being reminded that the number of shares to be vested shall not exceed the number of shares granted;
- No offsetting between financial criteria (85%) and non-financial criteria (15%);
- Introduction of a safeguard mechanism whereby, if any financial criterion does not reach its minimum threshold, the total payout related to financial criteria will be capped at 70% of the maximum.

These adjustments are exceptional for the financial year 2026.

The proposed compensation policy is designed to align with the long-term interests of shareholders and to support the Chief Executive Officer's engagement in the delivery of the North Star 2030 transformation plan and, consequently, sustainable value creation for all stakeholders.

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

The Board of Directors will determine the number of performance shares to be granted based on the average closing price of Worldline shares over the three months preceding the grant date.

Grant date and vesting date of performance shares

The performance shares granted will vest at the end of a three year period that begins when they are granted, subject to fulfilment of the vesting conditions (performance conditions and continued employment) in accordance with the plan rules.

- Claw back

If it is discovered within three years after the delivery of the shares that the Chief Executive Officer (i) is responsible for or has contributed to significant losses to the detriment of the Group or (ii) has engaged in particularly serious risk-taking behavior, the Board of Directors reserves the right to require the return of all or part of the shares or the corresponding amounts.

- Limitations on the ability to sell performance shares

The vested performance shares will not be subject to a holding period and will be immediately available for sale by their beneficiaries, subject to the "black-out periods" set by the Company in the Guide for the Prevention of Insider Trading, to the possible possession of inside information, and to applicable laws.

- Rules regarding the holding of shares that have vested

The Chief Executive Officer must keep, in registered form, at least 15% of vested shares until the end of his term as Executive Company Officer, as decided by the Board of Directors of February 25, 2026 upon recommendation of the Remuneration Committee, in coherence with its past decision.

The other components of the Chief Executive Officer's remuneration (supplementary pension, arrangements related to the termination of the mandate, etc.) remain unchanged and are described in Section E.2.1.1.2 of the 2025 Universal Registration Document.

For the avoidance of doubt, no employee co-investment scheme as referred to in the 2025 Universal Registration Document is part of the resolution proposed to this General Meeting. If envisaged by the Board of Directors, such co-investment plan will be subject to the approval of the shareholders in a specific resolution to be proposed in a next general meeting.



Summary of the financial delegations and authorizations

Financial authorizations in force Use by the Board of Directors

Nature of the delegations of authority and authorizations granted to the Board by the General Meeting	Maximum authorization amount (in euros)	Grant date of the authorization	Authorization expiration date	Duration	Use by the Board of Directors	Comments
Capital increase through an issue of shares and/or other securities giving access to the Company's share capital						
Share capital increase with PSR	€395 million (nominal amount and gross amount) (Independent cap)	January 8, 2026 (8 th resolution)	March 8, 2028	26 months	April 2, 2026 (€391,780,753.76) Subscription of 1,939,508,682 new shares, at a subscription price per share of €0.202, of which €0.02 of nominal value and €0.182 of issue premium.	May not be used during a public offering
Issuance of ordinary shares of the Company, without PSR reserved to the benefit of Bpifrance Participations	€334,494.54 (nominal amount) €45,992,999.25 (gross amount)	January 8, 2026 (2 nd and 3 rd resolution)	July 8, 2027	18 months	March 6, 2026 (€334,494.54) Issuance of 16,724,727 new ordinary shares with a nominal value of €0.02 each, at an issue price of €2.75 per share, including a €2.73 premium per new ordinary share, representing a capital increase totaling €45,992,999.25.	-
Issuance of ordinary shares of the Company, without PSR reserved to the benefit of Crédit Agricole S.A.	€218,450.90 (nominal amount) €30,036,998.75 (gross amount)	January 8, 2026 (4 th and 5 th resolution)	July 8, 2027	18 months	March 6, 2026 (€218,450.90) Issuance of 10,922,545 new ordinary shares with a nominal value of €0.02 each, at an issue price of €2.75 per share, including a €2.73 premium per new ordinary share, representing a capital increase totaling €30,036,998.75.	-
Issuance of ordinary shares of the Company, without PSR reserved to the benefit of BNP Paribas	€232,800 (nominal amount) €32,010,000 (gross amount)	January 8, 2026 (6 th and 7 th resolution)	July 8, 2027	18 months	March 6, 2026 (€232,800) Issuance of 11,640,000 new ordinary shares with a nominal value of €0.02 each, at an issue price of €2.75 per share, including a €2.73 premium per new ordinary share, representing a capital increase totaling €32,010,800.	-
Share capital increase without PSR through public offering other than those mentioned in article L. 411-2 1° of the French Monetary and Financial Code	10% of the share capital* ^{1,2}	June 5, 2025 (21 st resolution)	August 5, 2027	26 months	-	May not be used during a public offering
Share capital increase without PSR through public offering mentioned in article L. 411-2 1° of the French Monetary and Financial Code	10% of the share capital per 12-month period* ^{1,2}	June 5, 2025 (22 nd resolution)	August 5, 2027	26 months	-	May not be used during a public offering
Increase in the number of securities in case of share capital increase with or without PSR	15% of the initial issue ^{1,2,3}	June 5, 2025 (23 rd resolution)	August 5, 2027	26 months	-	May not be used during a public offering
Authorization to issue shares or securities giving access to the capital without PSR as consideration for contributions in kind of equity securities or securities giving access to the capital	10% of the share capital* ²	June 5, 2025 (24 th resolution)	August 5, 2027	26 months	-	May not be used during a public offering
Share capital increase through incorporation of premiums, reserves, benefits or other	€500 million ⁴	June 5, 2025 (25 th resolution)	August 5, 2027	26 months	January 22, 2025 (€2,491.52) ⁶ June 9, 2025 (€266,928.56) ⁶	-

Financial authorizations in force Use by the Board of Directors

Nature of the delegations of authority and authorizations granted to the Board by the General Meeting	Maximum authorization amount (in euros)	Grant date of the authorization	Authorization expiration date	Duration	Use by the Board of Directors	Comments
Share purchase program						
Authorization to the Board of Directors for the purpose of purchasing, holding or transferring shares of the Company	10% of the share capital Maximum purchase price per share: € 60	June 5, 2025 (18 th resolution)	December 5, 2026	18 months	Under the share purchase program: - 3,000,000 shares were acquired in 2025 at an average price of € 6.68 Under the liquidity contract: - 11,416,286 shares acquired at an average price of €3.894 - 11,416,286 shares sold at an average price of €3.876	May not be used during a public offering
Capital reduction through the cancellation of treasury shares	10% of the share capital per 24-months period	June 5, 2025 (19 th resolution)	August 5, 2027	26 months	-	-
Reverse share split						
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	N/A	January 8, 2026 (10 th resolution)	N/A	N/A	- ⁸	-
Operations reserved for employees and Company Officers						
Capital increase reserved to employees and executive officers of the Group	2.5% of the share capital** ⁵	January 8, 2026 (11 th resolution)	July 8, 2027	18 months	-	-
Capital increase with the cancellation of the PSR to the benefit of members of a company or group savings plan as employees and/or executive officers of the Company and its affiliated companies	2.5% of the share capital** ⁵	January 8, 2026 (12 th resolution)	March 8, 2028	26 months	-	-
Authorization to grant free shares to employees and Company Officers	1% of the share capital (with a sub-cap of 0.04% of the share capital for the executive corporate officers)* ⁶	June 5, 2025 (28 th resolution)	August 5, 2028	38 months	3,861,723 performance shares were allocated to 743 beneficiaries ⁷	-

* Share capital as at the AGM of June 5, 2025.

** Share capital as at the EGM of January 8, 2026.

¹ Global cap for share capital increases carried out without PSR under resolutions 21st to 24th of the 2025 Shareholders' General Meeting. Any share capital increase pursuant to these resolutions shall be deducted from this aggregate cap of 50%. The maximum nominal amount of the debt securities or other securities giving access to the share capital of the Company carried out under resolutions 21st and 22nd shall not exceed € 1.5 billion or counter value of this amount in the event of an issue in a different currency.

² Global cap for share capital increases without PSR carried out under resolutions 21st to 24th of the 2025 Shareholders' General Meeting. Any share capital increase carried out pursuant to these resolutions shall be deducted from this 10% aggregate cap and the aggregate amount of 50% provided by resolution 9th of the 2026 Shareholders' General Meeting.

³ The nominal amount of the capital increases pursuant to resolution 23rd of the 2025 Shareholders' General Meeting shall be deducted from (i) the cap of the resolution pursuant to which the initial issuance was decided, (ii) the aggregate cap set by resolution 9th of the 2026 Shareholders' General Meeting, and (iii) in case of share capital increase without PSR, the amount of the sub-cap mentioned in resolution 21st of the 2025 Shareholders' General Meeting.

⁴ Autonomous, non deductible cap from the overall cap provided for in resolution 20th of the 2025 Shareholders' General Meeting, nor from the sub-cap provided for in resolution 21st of the 2025 Shareholders' General Meeting.

⁵ Common cap for capital increases carried out under the 11th and 12th resolutions adopted by the 2026 Shareholders' General Meeting.

⁶ The total number of allocations of free shares carried out under the 28th resolution of the 2025 Shareholders' General Meeting shall not exceed 1% of the share capital at the date of the 2025 Shareholders' General Meeting.

⁷ Use in the context of the performance share plan which acquisition period expired in 2025 or for the anticipated vesting of the performance shares under particular circumstances (death, invalidity).

⁸ The implementation of the reverse stock split, whereby forty existing shares with a nominal value of €0.02 each will be exchanged for one new share to be issued with a nominal value of €0.80, is taking place from May 14 to June 12, 2026 (inclusive) in accordance with the tenth resolution approved by the Extraordinary General Meeting held on January 8, 2026.

Agenda of the Shareholders' Meeting

to be held on June 11, 2026

Resolutions within the competence of the Ordinary General Meeting

First resolution - Approval of the statutory financial statements for the financial year ended on December 31, 2025

Second resolution - Approval of the consolidated financial statements for the financial year ended on December 31, 2025

Third resolution - Allocation of the loss for the financial year ended on December 31, 2025

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

Fifth resolution - Renewal of the term of office of Thierry Sommelet as director

Sixth resolution - Early renewal of the term of office of Nazan Somer Özelgin as director

Seventh resolution - Early renewal of the term of office of Sylvia Steinmann as director

Eighth resolution - Renewal of Grant Thornton as statutory auditors

Ninth resolution - Approval of the information referred to in paragraph I. of Article L.22-10-9 of the French Commercial Code relating to the compensation of all Company Officers

Tenth resolution - Approval of the components making up the total compensation and benefits of any kind paid during the financial year ended on December 31, 2025, or awarded for the same financial year, to Wilfried Verstraete, Chairman of Board of Directors.

Eleventh resolution - Approval of the components making up the total compensation and benefits of any kind paid during the financial year ended on December 31, 2025, or awarded for the same financial year, to Pierre-Antoine Vacheron, Chief Executive Officer, from March 1st, 2025

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

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

Fourteenth resolution - Approval of the compensation policy applicable to non-executive directors

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



Resolutions within the competence of the Extraordinary General Meeting

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

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

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

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

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

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

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

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

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

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

Twenty-sixth resolution - Amendment to the bylaws – Comply with laws and regulations

Twenty-seventh resolution - Powers

Board of Directors' report on the resolutions and draft resolutions

Dear Shareholders,

You have been invited to this shareholders' ordinary and extraordinary general meeting of June 11, 2026 (the "**General Meeting**") in order to submit for your approval the following 27 resolutions of which a draft version was approved by the Board of Directors (the "**Board**") on April 28, 2026:

- the 1st to 15th resolutions fall under the competence of the ordinary session of the General Meeting;
- the 16th to 26th resolutions fall under the competence of the extraordinary session of the General Meeting; and
- the last resolution 27th concerns the powers for formalities

The conditions and cap of financial delegations for capital increases through an issue of shares and/or other securities giving access to the Company's share capital were defined taking into account the capital operations that occurred at the Company in 2026.

Detailed information about the annual financial statements and the consolidated financial statements for the financial year ended on December 31, 2025, as well as the conduct of corporate affairs during this financial year, can be found in the 2025 Universal Registration Document filed with the French Financial Market Authority (*Autorité des marchés financiers*), on March 6, 2026. As required by legal and regulatory provisions, this document is available to shareholders at the Company's registered office and is accessible on the Company's [website](#).

Shareholders are requested to also refer to the cross-reference table provided in the 2025 Universal Registration Document (Section G.2) which identifies the sections of this document that correspond to the disclosures expected in the management report in respect of the financial year 2025.

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

Resolutions within the competence of the Ordinary General Meeting

Presentation of the first and second resolutions

Approval of the parent company and consolidated financial statements for the financial year ended on December 31, 2025

Under the terms of the 1st and 2nd resolutions, we request you to approve, after having reviewed the management report of the Board and the Statutory Auditors' reports, the parent company financial statements for the financial year ended on December 31, 2025 showing a loss of (€3,669,379,776.94) and the consolidated financial statements for the financial year ended on December 31, 2025.

Net income for 2025 was impacted by impairment losses on the values of Worldline SA's subsidiaries, totaling €3,616 million. These impairments should be linked to the goodwill value adjustments recognized in the Group's consolidated accounts. It should be noted that these impairments are accounting adjustments with no cash flow impact.

The parent company financial statements presented have been prepared in accordance with French law and regulations, and the consolidated financial statements have been prepared in accordance with IFRS (International Financial Reporting Standards).

You will also be asked to approve the amount of non-deductible expenses and charges referred to in Article 39, paragraph 4 of the French General Tax Code, which totals €206,703 and has generated an estimated income tax charge of €51,676.

The results for the 2025 financial year are detailed and commented in the management report and the parent company and consolidated financial statements are included in the 2025 Universal Registration Document (Section C).

First resolution

Approval of the parent company financial statements for the year ended on December 31, 2025

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the report of the Board of Directors and the report of the Statutory Auditors on the parent company financial statements for the year ended on December 31, 2025, approves the parent company financial statements for the year ended December 31, 2025 as presented to it, showing a loss of (€3,669,379,776.94), as well as the transactions reflected in those financial statements and summarized in those reports.

Second resolution

Approval of the consolidated financial statements for the year ended on December 31, 2025

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the report of the Board of Directors and the report of the Statutory Auditors on the consolidated financial statements for the year ended on December 31, 2025, approves the consolidated financial statements for the year ended December 31, 2025 as presented to it, as well as the transactions reflected in those financial statements and summarized in those reports.

Presentation of the third resolution

Allocation of the net income for the parent company financial year ended December 31, 2025

The net income for the parent company financial year ended December 31, 2025 shows a loss of (€3,669,379,776.94).

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

- allocate the loss of (€3,669,379,776.94) for the 2025 parent company financial year to the retained earnings account; and
- offset retained earnings account, after allocation of the 2025 result, against additional paid-in capital.

In accordance with the provisions of Article 243 bis of the French General Tax Code, we inform you that no dividend was distributed in respect of the three financial years preceding the 2025 financial year.

Third resolution

Allocation of the net income for the parent company financial year ended on December 31, 2025

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the report of the Board of Directors and the report of the Statutory Auditors on the parent company financial statements for the year ended December 31, 2025, resolves to:

- allocate the net income of the year 2025 amounting to (€3,669,379,776.94) to retained earnings account;
- offset retained earnings account, after the allocation of the 2025 result, against additional paid-in capital.

After allocation:

Legal reserve	€19,160,349.12
Retained earnings	
Additional paid-in capital	€1,625,402,781.69

In accordance with applicable legal provisions, the General Meeting acknowledges that no dividend was paid over the three financial years preceding the financial year 2025.

Presentation of the fourth resolution

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

The purpose of the 4th resolution is to submit for your approval, after having reviewed the report of the Board and the special reports of the Statutory Auditors, the regulated-party agreements authorized and entered into during the financial year ended on December 31, 2025 and during the first quarter of 2026 in accordance with Articles L.225-38 et seq. of the French Commercial Code and the agreements entered into during prior financial years and continued in 2025.

Most of the agreements on which you are requested to vote were authorized by your Board of Directors and entered into in connection with the capital increase announced at the Capital Markets Day on November 6, 2025, amounting to approximately €500 million (the "Capital Increase"), approved on January 8, 2026 during the Extraordinary General Meeting and settled on March 31, 2026 in order to strengthen Worldline's capital structure, offer financial flexibility, and support the execution of the North Star 2030 transformation plan :

- two subscription agreements entered into, respectively, between Worldline on the one hand, and Bpifrance Participations and Crédit Agricole S.A. on the other, in connection with the Company's planned Capital Increase, pursuant to which Bpifrance Participations and Crédit Agricole S.A. undertook, in particular, to subscribe to (i) the reserved capital increase totaling approximately €108 million (including share premium) for an amount of €45,992,999.25 for Bpifrance Participations and €30,036,998.75 for Crédit Agricole S.A., and (ii) on an irreducible basis, to the capital increase with preferential subscription rights pro-rata to their shareholding in the Company following completion of the reserved capital increase, plus an additional €11.4 million for Bpifrance Participations and €10.7 million for Crédit Agricole S.A. (*persons concerned: Thierry Sommelet, director of the Company, appointed upon the proposal of Bpifrance Participations, shareholder of the Company, and Jérôme Grivet, director of the Company and Deputy Chief Executive Officer of Crédit Agricole S.A.*);
- a standby underwriting letter entered into between Worldline and a banking syndicate comprising Barclays Bank Ireland PLC, BNP Paribas, Crédit Agricole Corporate and Investment Bank, and J.P. Morgan SE, to secure the Company's capital increase transaction with preferential subscription rights (*person concerned: Jérôme Grivet, director of the Company and Deputy Chief Executive Officer of Crédit Agricole S.A., controlling Crédit Agricole Corporate and Investment Bank*);
- an amendment to the subscription commitment of Crédit Agricole S.A. entered into with Delfinances (a wholly-owned subsidiary of Crédit Agricole S.A.) under the terms of which Crédit Agricole S.A. has undertaken, in particular, to (i) transfer its shares to Delfinances before the record date of the capital increase and to (ii) take all necessary actions to implement the transaction. Delfinances also undertook to (i) subscribe to all new shares of the Company to which it is entitled to subscribe on an irreducible basis pro-rata to its shareholding in the Company as part of the capital increase with preferential subscription rights and (ii) to facilitate the execution of said capital increase (*person concerned: Jérôme Grivet, director of the Company and Deputy Chief Executive Officer of Crédit Agricole S.A.*); and
- an underwriting agreement entered into between Worldline and the banking syndicate to ensure the success of the capital increase with preferential subscription rights. The global coordinators have undertaken, severally but not jointly (*sans solidarité*), to procure subscribers for, failing which to subscribe themselves, to the extent that the new issued ordinary shares of the Company have not been subscribed for at the close of the subscription period after the exercise of the subscription rights both subject to reduction and not subject to reduction, for an aggregate maximum amount of €250 million (*person concerned: Jérôme Grivet, director of the Company and Deputy Chief Executive Officer of Crédit Agricole S.A.*).

The last agreement on which you are requested to vote is an agreement letter entered into between Worldline, Crédit Agricole Payment Services (acting as representative of the Crédit Agricole Group partners), and CAWL in the context of their ongoing partnership in the field of electronic payment services for French and foreign merchants in France, organized around a joint venture, CAWL (the 'Partnership'). This agreement letter sets forth the additional terms governing Phase 1 of the partnership in order to strengthen and accelerate the commercial momentum of the partnership and the development of CAWL during this period (the "Phase 1+"). During this phase, CAWL will notably provide Merchant Electronic Payment Offers to Crédit Agricole Payment Services for the Crédit Agricole Group banks to market to their customers (*persons involved: Pierre-Antoine Vacheron, Chief Executive Officer of the Company and director of CAWL, and Jérôme Grivet, director of the Company and Deputy Chief Executive Officer of Crédit Agricole S.A., which controls Crédit Agricole Payment Services*).

The main terms of these agreements and their rationale are detailed and presented in the Statutory Auditors' special reports on regulated agreements included in Section C.5.2 of the Universal Registration Document and available on Worldline's website (page Governance). You are also asked to duly note the information relating to agreements entered into during prior financial years and continued in 2025. Agreements approved by previous general meetings are not subject to a new vote by the General Meeting.

Fourth resolution

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

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

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

Presentation of the fifth to seventh resolutions

Composition of the Board of Directors

The purpose of the 5th, 6th and 7th resolutions is to propose:

- the renewal of Thierry Sommelet as a director;
- the early renewal of Nazan Somer Özelgin as a director; and
- the early renewal of Sylvia Steinmann as a director.

These mandates would be renewed for a period of three years.

Detailed information on the composition of the Board as at December 31, 2025 is available in the Board's corporate governance report that is included within the 2025 Universal Registration Document (Section E.1.4) and the convening brochure (Section 2).

The Board's current composition proceeds and results from the willpower to achieve a balanced composition and to take into account past and existing agreements in the frame of the transactions completed by the Group in the past, aiming at an adequate representation of the main shareholders and strategic partners while preserving a high rate of independent directors. This balance also takes into account the level of independence, gender, diversity and skillset required for the Board.

As at 31 December 2025, the Board of Directors was composed of 14 directors (including two employee directors) and it comprised 67% independent directors, 42% women and 67% directors of foreign nationality (excluding employee directors).

On November 6, 2025, the Board of Directors acknowledged Giulia Fitzpatrick's resignation from the Board by December, 31st, 2025 in the context of SIX Group's announcement not to participate to the contemplated capital increase of the Company.

The Board of Directors also took note of Aldo Cardoso's wish not to renew his term of office as a director, given that his tenure will reach twelve years as of the 2026 Annual General Meeting, which could raise concern regarding his independent status in accordance with recommendations.

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

In reviewing its composition ahead of the General Meeting, the Board of Directors, in conjunction with the Nomination Committee, specifically took the following into consideration:

- applicable legal requirements, the recommendations of the AFEP-MEDEF Code and the best market practices in terms of governance;
- its diversity policy goals with respect to gender, nationalities, and independence; and
- the candidates' profiles, their backgrounds, experience, and the skills they can bring to the Board.

In reviewing its composition, the Board of Directors, in conjunction with the Nomination Committee took into account the shareholding structure following the capital increase approved by the Extraordinary General Meeting of January 8, 2026 and completed on March 31, 2026. However, it is reminded that investors' subscription commitments in the context of the capital increase were not subject to any conditions related to governance.

Profiles are reviewed in light of the Board's competences and skills matrix in order to ensure complementary and adequacy to the Board's needs in light of the Group's context and strategy.

The Board also considered the director contribution to the works of the Board and its Committees, as well as his/her individual attendance rate demonstrating his/her commitment. The Board also ensured the director's availability and, in particular, verified that the director does not hold an excessive number of positions in other companies, especially in non-Group listed companies, which would allow the director to devote the necessary time and attention to his/her duties.

In order to ensure a balanced staggering of directors' terms of office and to limit the number of potential simultaneous renewal of mandates in 2027, the Board of Directors, upon the recommendation of the Nomination Committee, considered it appropriate to anticipate the renewal of the terms of office of two independent female directors.

As a consequence, the Board is asking you upon the recommendation of the Nomination Committee:

- to renew the term of office as director of Thierry Sommelet for a period of 3 years, i.e. until the end of the General Meeting that will be convened in 2029 to approve the financial statements for the financial year ending December 31, 2028 (resolution 5); and
- to renew, ahead of schedule, the term of office of Nazan Somer Özelgin and Sylvia Steinmann as independent director for a period of three years, i.e. until the end of the General Meeting that will be convened in 2029 to approve the financial statements for the financial year ending December 31, 2028 (resolutions 6 and 7).

Renewal of Thierry Sommelet as a director

Thierry Sommelet was appointed as a director on October 28, 2020, upon the proposal of Bpifrance Participations. Bpifrance Participations' representation on the Board of Directors reflected its public support for the acquisition of Ingenico and its intention to become a long-term and strategic reference shareholder of Worldline.

Bpifrance Participations was one of the main strategic investors having subscribed to the capital increase completed in March 2026, thereby strengthening its stake in the Company to 10.3% of the share capital and 10.6% of the voting rights.

Following the crossing above the threshold of 10% of the Company's share capital and voting rights, the Board of Directors, acting on the recommendation of the Nominations Committee, has therefore decided that Thierry Sommelet should be qualified as a non independent director, in accordance with the recommendations of the AFEP-MEDEF Code. Nonetheless, the Nomination Committee and the Board of Directors highlighted that this qualification was only resulting from the strict application of the formal quantitative criterion resulting from the 10% threshold crossing. Indeed, Bpifrance Participations does not exercise control over the Company, no conflict of interest has been identified, and Thierry Sommelet has consistently acted, and continues to act, in the exclusive interest of the Company, with the rigor and independence of judgment that have characterized his mandate.

Thierry Sommelet will continue to contribute to the work of the Board and the committees on which he serves, and to provide the Board with the benefit of his in-depth expertise in governance, investment and technology. He has served and still serves in high profile positions, notably as Executive Director of the Mid & Large Caps department in charge of the Technology, Media and Telecom sector, and a member of the Management Committee of Bpifrance Investissement. He has more than twenty years of experience in private and public investments in the technology, media and telecommunications sectors.

He actively took part in the Company's governance through his membership in the Strategy and Investment Committee and the Nomination and Remuneration Committees. He participated to all of the meetings of the Board of Directors and of the Committees of which he is a member in 2025.

Furthermore, the Board of Directors decided that, if Thierry Sommelet's term of office is renewed by the shareholders as proposed, he would continue to serve on the Nomination and Remuneration Committee as well as the Technology and Transformation Committee.

Early renewal of the terms of office of Nazan Somer Özelgin and Sylvia Steinmann as independent director

As part of its governance policy and its alignment with best practices applicable to listed companies, the Board of Directors, upon the recommendation of the Nomination Committee, proposes the early renewal of the term of office of Nazan Somer Özelgin and Sylvia Steinmann as independent director for a three-year term.

Nazan Somer Özelgin was appointed as independent director on October 28, 2020 and renewed on June 13, 2024.

Nazan Somer Özelgin will continue to bring to the Board of Directors and the Committees, of which she is a member, her extensive knowledge of the banking sector, as well as her expertise in finance and audit. Nazan Somer Özelgin has served and still serves in high profile positions,

in particular as member of the Supervisory Board of Zagrebacka Banka (Unicredit Croatia) and Mapfre Insurance (Turkey). She has also been member of the Supervisory Board of TAV Airport Operations since March 2024.

She attended all the meetings of the Board and of the Committees of which she is member in 2025.

Furthermore, the Board of Directors decided that, if Nazan Somer Özelgin's term of office is renewed by the shareholders as proposed, she would chair the Risks Committee and continue to serve on the Audit Committee.

Sylvia Steinmann was appointed as independent director on June 13, 2024.

Sylvia Steinmann will continue to bring to the Board of Directors and the Committees, of which she is a member, her strong business and information technology background combined with an international experience in particular in IT and financial services notably at Zurich Insurance and Swiss Life. She also serve notably as member of the Supervisory Board and member of the Audit and Risk Committee of National Bank of Bavaria (Germany) and also member of the Board of Directors and member of the Audit and Risk Committee of Leonteq (Switzerland).

She attended almost all of the meetings of the Board and of the Committees of which she is member in 2025.

Furthermore, the Board of Directors decided that, if Sylvia Steinmann's term of office is renewed by the shareholders as proposed, she would remain a member of the Audit Committee and she would chair the newly created Technology and Transformation Committee, given her experience in IT services, digital matters and technology.

The biographies of the Board members whose renewal of office is proposed to the shareholders are set out in Section E.1.4.1.3 of the 2025 Universal Registration Document and are also included in the convening brochure.

It should be noted that following the 2026 Annual General Meeting, and if these resolutions are adopted, your Board would be composed of (excluding employee directors) :

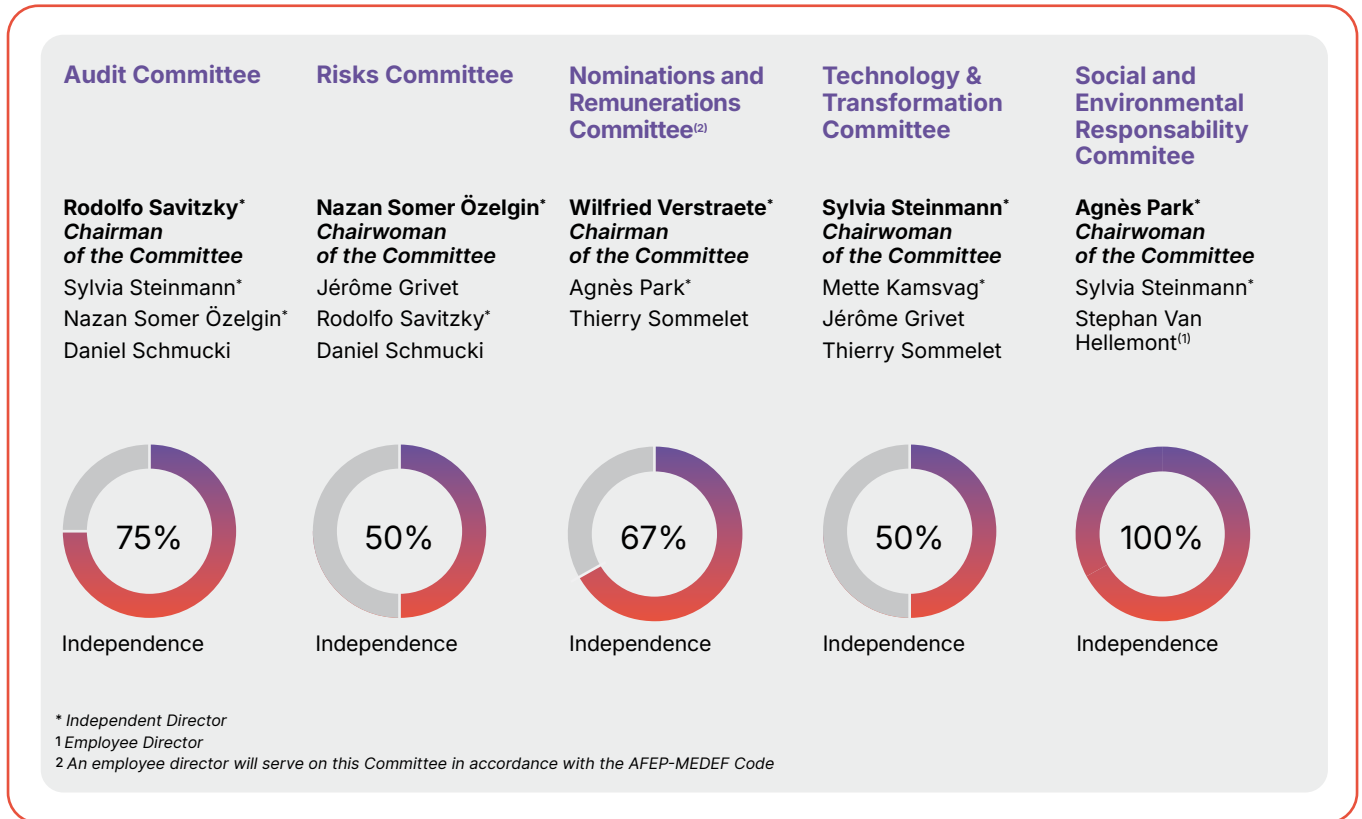
- 60% independent directors (6 directors), i.e., beyond what is recommended by the AFEP-MEDEF Code;
- 40% women (4 directors), in compliance with applicable statutory provisions; and
- 70% directors of foreign nationality (7 directors).

Subject to the adoption of these resolutions, the Board will reorganize its specialized committees to adjust them to the Group's strategy and priorities announced as part of North Star 2030.

- Split of the Risks and Audit Committee into two committees; to ensure enhanced and dedicated oversight of operational, financial, and compliance risks in the context of the ongoing transformation;
- Creation of a Technology and Transformation Committee; to ensure oversight of these key dimensions of North Star 2030 ;
- Combination of the Nomination Committee and the Remuneration Committee, as the matters addressed by these committees are closely related.

This new structure will strengthen the Board's oversight capacity and focus on the most critical aspects of the transformation period.

If these proposals are adopted and taking into account the above, the Board Committees would be composed as follows and would remain in line with the recommendations of the AFEP-MEDEF Code and best governance practices.



Fifth resolution

Renewal of the mandate of Thierry Sommelet as a director

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report, resolves to renew the term of office of Thierry Sommelet as a director for a period of three years, that will expire at the end of the General Meeting to be convened in 2029 to approve the financial statements for 2028.

Sixth resolution

Early renewal of the mandate of Nazan Somer Özelgin as a director

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report, acknowledges the prior resignation of Nazan Somer Özelgin from her term of office as director with effect at the close of this Meeting, and resolves to renew early her term of office as a director for a period of three-years, that will expire at the end of the General Meeting to be convened in 2029 to approve the financial statements for 2028.

Seventh resolution

Early renewal of the mandate of Sylvia Steinmann as a director

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report, acknowledges the prior resignation of Sylvia Steinmann from her term of office as director with effect at the close of this Meeting, and resolves to renew early her term of office as a director for a period three-years, that will expire at the end of the General Meeting to be convened in 2029 to approve the financial statements for 2028.

Presentation of the eighth resolution

Renewal of a statutory auditor's mandate responsible for certifying the accounts

Grant Thornton was initially appointed as one of the two Company's Statutory Auditors responsible for certifying the accounts at the 2014 General Meeting. In view of the expiration of Grant Thornton's mandate at this General meeting, a RFP process has been conducted. The Audit and Risks Committee assessed carefully the proposed renewal, particularly the quality of the work, efficiency and independence. The Committee also reviewed Grant Thornton's proposal after a selection process and comparison with other firms.

The Audit Committee has taken into account the legal constraints, in particular the rules on rotation. In this respect, it should be noted that Grant Thornton has certified the accounts since the Company's IPO in 2014 alongside another Statutory Auditor; a period which, even increased by the duration of the proposed renewal, remains well below the maximum period of 24 years provided for by the legal and regulatory provisions. The Audit and Risks Committee also emphasized the high degree of independence with which Grant Thornton has carried out its mandate. Finally, the Committee noted that its recommendation for renewal was not influenced by any third party.

Following this process, the Board of Directors, at its meeting on April 28, 2026, upon recommendation of the Audit and Risks Committee, proposes, under the eighth resolution, to renew the term of office of Grant Thornton as one of the two Statutory Auditors responsible for the certification of the accounts for a period of six (6) financial years, which will expire at the close of the 2032 General Meeting called to approve the Company's annual financial statements for the financial year ended December 31, 2031. This renewal would enable access to the firm's technical expertise, its in-depth knowledge both of the Company and the payments sector as well as its recognized experience in France and internationally.

Eighth resolution

Renewal of Grant Thornton's mandate as the statutory auditor responsible for the certification of the accounts

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report, declaring that the mandate of Grant Thornton as the statutory auditor responsible for the certification of the accounts will expire at the conclusion

of this General Meeting, decides, on the proposal of the Board of Directors, to renew its mandate for a period of six (6) financial years, i.e., until the conclusion of the ordinary General Meeting to be held in 2032 to approve the accounts for the financial year ended 31 December 2031.

Presentation of the ninth to fourteenth resolutions

Compensation of Company Officers

(as amended by Addendum dated May 26, 2026)

The 9th to 14th resolutions relate to the vote on the compensation of the Company Officers and are presented to you as part of the "Say on Pay" mechanism set out in Articles L.22-10-8, L.22-10-9 and L.22-10-34 of the French Commercial Code.

Approval of the information referred to in paragraph I. of Article L.22-10-9 of the French Commercial Code relating to the compensation paid during the financial year ended on December 31, 2025, or awarded for the same financial year, to all Company Officers (9th resolution)

Under the 9th resolution, you are asked, pursuant to paragraph I. of Article L.22-10-34 of the French Commercial Code, to approve the information indicated in paragraph I. of Article L.22-10-9 of the French Commercial Code regarding the components making up the total compensation and benefits of any kind paid during the financial year ended December 31, 2025 or awarded for the same financial year to all Company Officers, as described in the corporate governance report of the Board and provided within the 2025 Universal Registration Document (Section E.2.2) and further explained in this brochure (Sections 3 and 6).

It is reminded that, as required by the provisions of Article L.22-10-8 of the French Commercial Code, the principles and the criteria for determining, distributing and allocating fixed, variable, long-term and exceptional components making up the total compensation and benefits of any kind attributable, as the case may be, to the Company Officers for performing their terms of office and constituting their compensation policy for the 2025 financial year, were approved by the shareholders during the General Meeting held on June 5, 2025 (13th to 15th resolutions).

Approval of the components making up the total compensation and benefits of any kind paid during the financial year ended December 31, 2025, or awarded for the same financial year, to Wilfried Verstraete, Chairman of the Board (10th resolution), to Pierre-Antoine Vacheron, Chief Executive Officer since March 1, 2025 (11th resolution) (as amended by Addendum dated May 26, 2026 reflecting the reduction of the Chief Executive Officer's 2025 annual variable remuneration)

Under the 10th to 11th resolutions, you are asked, pursuant to paragraph II. of Article L.22-10-34 of the French Commercial Code, to approve the components making up the total compensation and benefits of any kind paid during the financial year ended December 31, 2025, or awarded for the same financial year, to:

- Wilfried Verstraete (Chairman of the Board of Directors); and
- Pierre-Antoine Vacheron (Chief Executive Officer since March 1, 2025).

The Board of Directors, upon the recommendation of the Remuneration Committee, determined Pierre-Antoine Vacheron's annual variable remuneration for 2025 by applying the 2025 compensation policy reflecting the transition year following his appointment, and approved by the General Meeting of June 5, 2025. They first reviewed the performance criteria based on targets and budget defined before the new Chief Executive Officer joined the Group in the course of the year 2025. It is specified that the objectives associated with the annual variable compensation of the Chief Executive Officer have not been resized when he joined the Group nor later in the course of the year.

As the level of achievements versus these past unchanged targets were well below the minimum payment threshold of 90% as provided for during the transition period, in accordance with the 2025 compensation policy approved by the general meeting of June 5, 2025, the Board of Directors, upon recommendation of the Remuneration Committee, applied this minimum payment threshold. This minimum payment threshold was provided for in the 2025 compensation policy as he joined the Company in the course of the year where budget execution was already underway and time was needed to define the strategic plan, in parallel with the immediate actions taken and before results could be reflected in financial indicators. Upon the proposal of the Chief Executive Officer, the Board of Directors, on May 26, 2026, resolved that his annual variable remuneration for the 2025 financial year (ex post) would finally not include the application of a 110% multiplier coefficient previously announced. Consequently, Pierre-Antoine Vacheron's annual variable remuneration for the 2025 financial year will be €525,000 instead of €577,500 as initially announced.

While the Board of Directors, upon the recommendation of the Remuneration Committee, intended to recognize what has been achieved by Pierre-Antoine Vacheron since he joined the Group in March 2025 and confirmed its full support in the context of the ongoing transformation; it was nonetheless decided, upon the proposal of the Chief Executive Officer, not to apply the 110% multiplier on his annual variable remuneration for the 2025 to better align with shareholders' interests and to apply only the minimum payment threshold of 90%. Indeed this minimum payment threshold was provided by the 2025 compensation policy to the Chief Executive Officer for his first year as approved by the General Meeting of June 5, 2025, following his appointment in March 2025.

As a reminder, the Board of Directors, upon recommendation of the Remuneration Committee, initially decided to also apply a multiplier coefficient of 110% to Pierre-Antoine Vacheron's annual variable remuneration for 2025, as permitted up to 120% under the 2025 compensation policy. This was considered to be a fair and balanced approach, fully consistent with the principles underlying the compensation policy, while supporting his retention and maintain strong motivation for the next phase of the Company's transformation, in line with the interests of the Company and the shareholders. This 110% multiplier also recognized his performance since appointment and provided a concrete signal of the Board's support, in particular in light of unforeseen events arising from prior circumstances that he had to deal with, as well as his commitment and leadership in enabling the Group, together with the Board, to address legacy challenges, define the strategy presented at the Capital Markets Day in November 2025, and initiate the transformation supporting the North Star 2030 ambitions. It also includes the successful renewal of the management team and the positive feedback in the global employee survey on leadership communications and authenticity.

Beyond the quantitative financial dimension, the Board assessed Pierre-Antoine Vacheron's performance across a range of qualitative and strategic criteria, reflecting exceptional delivery in an unusual environment, he notably:

- Efficiently navigated a series of significant operational and reputational challenges arising from circumstances not related to his management in a challenging market environment;
- Renewed successfully the management team;
- Designed with his Leadership team, supported by the Board, the North Star 2030 transformation plan presented at the Capital Markets Day in November 2025. As announced during the event, he successfully executed the capital increase and substantially completed the divestment program. This strategic shift refocuses the Group on European payments while effectively deleveraging the level of balance sheet.
- Turned North Star 2030 into execution mode and advanced the transformation, notably through the implementation of a simplified operating model ; and
- Delivered strong progress in stabilising the business and initiated the turnaround with first tangible signs in Q4 2025: Merchant Sales Value and transactions growing in store and online, Net Promoter Score stabilized, reduced churn in SMB, return to growth in several geographies and segments, and improved order intake at enterprise and financial services.

These first achievements provide strong foundations for the Group to rebound and deliver sustainable value creation. Nonetheless, upon the proposal of the Chief Executive Officer, the Board of Directors, following the recommendation of the Remuneration Committee, finally decided to apply only the minimum payment threshold of 90% to better align with shareholders' interests.

As a reminder, in accordance with the compensation policy approved by the General Meeting of June 5, 2025, Pierre-Antoine Vacheron did not benefit from a long-term variable compensation plan in 2025, which was considered a transition year following his appointment. He was, however, granted exceptional compensation consisting of 100,000 free shares vesting over four years, notably to reflect the transition context and the loss of rights and benefits from his previous position (including performance share plans, pension schemes and employee status), while aligning his interests with those of shareholders. Following the capital increase, this allocation corresponds to 329,043 free shares after the capital increases and represents an estimated total value of approximately €100,000 based on the current share price, which is significantly lower than the initially expected value at the time of his appointment in March 2025.

It is highlighted that the overall compensation package for 2025 in its entirety remains well below full target compensation and below the lower quartile of SBF120.

Compensation components were awarded and paid pursuant to the 2025 compensation policies approved by the General Meeting of June 5, 2025 (resolutions 13th to 14th), as described in the Board's corporate governance report and provided within the 2024 Universal Registration Document (Sections E.2.1.1.2 and E.2.1.2) and this brochure (Section 3) reflecting the amendments made by Addendum dated May 26, 2026.

Approval of the compensation policies applicable to the Company Officers for 2026 (12th to 14th resolutions)

It is requested, under the 12th to 14th resolutions, pursuant to paragraph II of Article L.22-10-8 of the French Commercial Code, to approve the compensation policies applicable to the Company Officers for their respective terms of office, for the 2026 financial year. These principles and criteria determined by the Board, upon recommendation of the Remuneration Committee, are described within the 2025 Universal Registration Document (Section E.2.1.1) and the convening brochure (Section 3).

The payment of these amounts resulting from the implementation of these principles and criteria would be subject to the approval of the General Meeting that will be convened in 2027 to approve the Company's financial statements for the financial year ending December 31, 2026.

Upon the recommendation of the Remuneration Committee, the Board of Directors decided to propose the following changes compared with the 2026 remuneration policies, as described within the 2025 Universal Registration Document (Section E.2.1.1), subject to approval by the 2026 General Meeting.

Approval of the compensation policy applicable to the Chief Executive Officer for 2026 (13th resolution)

The Board of Directors, upon recommendation of the Remuneration Committee, decided to introduce several adjustments to the Chief Executive Officer's compensation policy for 2026 compared with 2025, reflecting the transition following a first year in office to a more standard governance framework.

The main changes to the annual variable compensation are as follows:

- As announced last year: removal of the 90% floor, which had been exceptionally introduced in the 2025 remuneration policy to reflect the transition period associated with Pierre-Antoine Vacheron's appointment in March 2025;
- Streamlining of non-financial performance criteria, with a more focused set of indicators aligned with the Group's priorities, notably Net Promoter Score and employee engagement (compared with five criteria in 2025); and
- Refinement of the performance measurement framework for financial indicators, with the introduction of additional intermediate performance levels to ensure a more progressive and granular payout structure.

Adjustments were also made to the long-term variable compensation

As a reminder, under the 2025 compensation policy, the Chief Executive Officer was not eligible to benefit from any long-term performance-based compensation plan as 2025 was a transition year following his appointment.

Under the 2026 compensation policy, the Chief Executive Officer is eligible to participate in the 2026 long-term performance-based compensation plan.

The Board of Directors, upon recommendation of the Remuneration Committee, has decided to adjust the design of this plan as follows:

- Removal of the share price-related KPI, in order to focus performance assessment on operational and financial indicators in a context of high share price volatility, while maintaining alignment with shareholders' interests through share-based remuneration;
- Adjustment of the weighting of financial criteria, which will now represent 85% of the total performance conditions; and
- Application of a cap on vesting at 100% of the number of shares granted, taking into account potential capital transactions and their impact on share valuation.

Adjustments of the 2026 long-term variable compensation policy as initially described in the 2025 Universal Registration Document

On April 28, 2026, the Board of Directors, upon recommendation of the Remuneration Committee, has decided, on an exceptional basis, to adapt a limited number of aspects of the Chief Executive Officer's compensation policy for 2026 regarding the long-term variable compensation given the current context in order to:

- ensure appropriate long-term retention and sustained motivation in a demanding transformation context;
- maintain a compensation structure aligned with market practices; and
- preserve alignment with shareholder interests.

These adjustments are strictly exceptional for the financial year 2026 and are the only adjustments made for 2026 to the compensation policy described in the 2025 Universal Registration Document (Section E.2.1.1). They are reflected in this brochure (in particular in pages 44-47). In particular, the fixed compensation and the annual variable compensation remain unchanged.

Under the policy initially approved, the long-term variable compensation was based on a target allocation of performance shares capped at 85,000 shares (329,043 shares after the capital increases and 8,226 shares after the contemplated reverse stock split). In light of changes in the Group's capital structure in 2026 and the share price decline, the effective value of the long-term incentive at grant would have been significantly reduced to approximately €100,000. The compensation policy would therefore not be sufficiently balanced or competitive, nor appropriately reward performance and align interests. The Chief Executive Officer would be under-incentivised at a time when the Company is operating in a challenging environment while delivering an ongoing transformation.

The main adjustments are as follows:

- Increase in the target allocation of long-term variable compensation from €700,000 to €1,050,000 (150% of annual fixed compensation), such amount will be converted into shares based on the 3 months average opening prices preceding the grant date, positioning the grant level between the first quartile and the median of the SBF 120, while the total cash compensation of the Chief Executive Officer is aligned with the lower quartile of the SBF 120;
- Adjustment of the performance share framework for 2026, including the removal of minimum and maximum allocation and vesting levels that were defined in a different context, while maintaining a strong link between performance and vesting, being reminded that the number of shares to be vested shall not exceed the number of shares granted;
- No offsetting between financial criteria (85%) and non-financial criteria (15%);
- Introduction of a safeguard mechanism whereby, if any financial criterion does not reach its minimum threshold, the contemplated total payout related to financial criteria will be capped at 70% of the maximum.

The proposed compensation policy is designed to align with the long-term interests of shareholders and to support the Chief Executive Officer's engagement in the delivery of the North Star 2030 transformation plan and, consequently, sustainable value creation for all stakeholders.

Compensation policy applicable to the directors (14th resolution)

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

The Board members' fee will be allocated according to the compensation policy principles set out in the 2025 Universal Registration Document (Section E.2.1.3.2) as to reflect the new Committees' structure.

These allocation rules may also be adjusted by the Board of Directors, upon recommendation of the Remuneration Committee, if required.

Ninth resolution

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

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the corporate governance report of the Board of Directors, approves, in accordance with the provisions of paragraph I. of Article L.22-10-34 of the French Commercial Code, the information published pursuant to paragraph I. of Article L.22-10-9 of said Code as presented in the corporate governance report of the Board of Directors, and provided within the 2025 Universal Registration Document (in Section E.2.2).

Tenth resolution

Approval of the components making up the total compensation and benefits of any kind paid during the financial year ended on December 31, 2025, or awarded for the same financial year, to Wilfried Verstraete, Chairman of the Board of Directors

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the corporate governance report of the Board of Directors, approves, in accordance of the provisions of paragraph II. of Article L.22-10-34 of the French Commercial Code, the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid during the financial year ended December 31, 2025, or awarded for the same financial year, to Wilfried Verstraete, for his term of office as Chairman of the Board of Directors, as presented in the corporate governance report of the Board of Directors, and provided within the 2025 Universal Registration Document (in Section E.2.2.1).

Eleventh resolution

Approval of the components making up the total compensation and benefits of any kind paid during the financial year ended on December 31, 2025, or awarded for the same financial year, to Pierre-Antoine Vacheron, Chief Executive Officer from March 1, 2025

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the corporate governance report of the Board of Directors, approves, in accordance of the provisions of paragraph II. of Article L.22-10-34 of the French Commercial Code, the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid during the financial year ended December 31, 2025, or awarded for the same financial year, to Pierre-Antoine Vacheron, for his term of office as Chief Executive Officer from March 1, 2025, as presented in the corporate governance report of the Board of Directors, and provided within the 2025 Universal Registration Document (in Section E.2.2.2).

Twelfth resolution

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

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the corporate governance report of the Board of Directors, approves, pursuant to paragraph II. of Article L.22-10-8 of the French Commercial Code, the compensation policy applicable to the Chairman of the Board of Directors, as presented in the corporate governance report of the Board of Directors, and provided within the 2025 Universal Registration Document (in Section E.2.1.2).

Thirteenth resolution

Approval of the compensation policy applicable to the Chief Executive Officer

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the corporate governance report of the Board of Directors, approves, pursuant to paragraph II. of Article L.22-10-8 of the French Commercial Code, the compensation policy applicable to the Chief Executive Officer, as presented in the corporate governance report of the Board of Directors, as set out jointly in the 2025 Universal Registration Document (Section E.2.1.1.2) and the convening brochure (Section 3), in the versions made available to shareholders prior to the General Meeting.

Fourteenth resolution

Approval of the compensation policy applicable to Directors

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the corporate governance report of the Board of Directors, approves, pursuant to paragraph II. of Article L.22-10-8 of the French Commercial Code, the compensation policy applicable to non-executive directors, as presented in the corporate governance report of the Board of Directors, and provided within the 2025 Universal Registration Document (in Section E.2.1.3).



Presentation of the fifteenth resolution

Share purchase program

During the General Meeting held on June 5, 2025, the shareholders decided to renew, by adopting the 18nd resolution, the authorization given to the Board to trade in its own shares, for a period of 18 months, in accordance with Article L.22-10-62 of the French Commercial Code and the directly applicable provisions of European Regulation No. 596/2014 of April 16, 2014, as amended, on market abuse and the related European Commission regulations.

This authorization is due to expire on December 5th, 2026.

Consequently, under the terms of the 15th resolution, you are asked to grant the Board, for a new period of 18 months, a new authorization of same nature, aiming at purchasing shares of the Company within the context of the implementation of a share purchase program.

These purchases could be carried out notably:

- to ensure liquidity and an active market of the Company's shares;
- to attribute or assign these shares to the Company Officers or to the employees of the Company and/or companies which are affiliated to the Company notably in connection with (i) profit-sharing plans, (ii) the share purchase option regime, (iii) the free share award regime and (iv) shareholding plans under French or foreign law particularly in the context of a Company savings plan;
- to remit the shares acquired upon the exercise of the rights attached to securities giving the right to the attribution of shares of the Company;
- to keep them and subsequently use them in payment or exchange or other notably in the context of external growth operations; and
- to cancel them as a whole or in part through a reduction of the share capital, authorized by the General Meeting, in particular pursuant to the 16th resolution of this year General Meeting.

This authorization could not be used during public offers on the shares of the Company.

The purchase of shares should not exceed, at any time, a maximum number of shares representing 10% of the share capital of the Company at any time.

Taking into account the capital transactions completed by the Company in 2026 and the current share price of the Company, the maximum purchase price should not exceed €1.50 (one euro fifty cents) per share (excluding fees). Consequently, the maximum amount of the funds assigned to the share purchase program shall thus be €339,414,019.35 on the basis of the share capital of the Company as of April 30, 2026. However, the Board of Directors may adjust the aforementioned purchase price (and, accordingly, the maximum amount of funds allocated to the share buyback program) in the event of the capitalization of premiums, reserves or profits, resulting either in an increase in the nominal value of the shares or in the creation and free allocation of shares, as well as in the event of a split of the nominal value of the shares, a share consolidation, or any other transaction affecting shareholders' equity, in order to reflect the impact of such transactions on the value of the shares.

It is recalled that the Board of Directors, pursuant to the authorization granted by the General Meeting of January 8, 2026, will proceed with a share consolidation of the shares making up the Company's share capital following the present General Meeting.

This authorization would be effective for a period of 18 months from the date of the General Meeting and would cancel and supersede the authorization granted to the Board pursuant to the 18th resolution adopted by the shareholders during the General Meeting held on June 5, 2025.

Fifteenth resolution

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

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report, authorizes the Board of Directors, in accordance with the provisions of Article L.22-10-62 *et seq.* of the French Commercial Code, Regulation (EU) No. 596/2014 of the European Parliament of April 16, 2014, with ability of sub-delegation in accordance with the conditions set out in the relevant laws and regulations, to purchase or arrange for the purchase of Company's shares in the context of the implementation of a share purchase program, on one or more occasions, and within the following terms and limits.

These purchases could be carried out to, notably:

- ensure liquidity and an active market of the Company's shares through an investment services provider acting independently in the context of a liquidity contract, in accordance with the professional conduct charter accepted by the AMF;
- attribute or sell these shares to the Company Officers or to the employees of the Company and/or to the current or future affiliated companies, under the conditions and according to the terms set or accepted by applicable legal and regulatory provisions notably in connection with (i) profit-sharing plans, (ii) the share purchase option regime laid down under Articles L.225-177 *et seq.* of the French Commercial Code, (iii) free awards of shares in particular under the framework set by Articles L.225-197-1 *et seq.* of the French Commercial Code, (iv) free shares plan implemented by the entities acquired by the Company and (v) French or foreign law shareholding plans, in particular in the context of a company or Group savings plan (or comparable scheme), as well as to carry out all hedging operations relating to these operations, under the terms and conditions set by the law and market authorities and at such times as the Board of Directors or the person acting upon its delegation so decides;
- remit the shares acquired upon the exercise of the rights attached to securities giving the right, whether immediate or deferred, by reimbursement, conversion, exchange, presentation of a warrant or any other way, to the attribution of shares of the Company, as well as to carry out all hedging operations relating to the issuance of such securities, under the conditions set by market authorities and at such times as the Board of Directors or the person acting upon its delegation so decides;
- keep them and subsequently use them in payment or exchange or other in the context of potential external growth operations, contribution, merger or demerger, in accordance with the market practices recognized by relevant regulations; or
- cancel them as a whole or in part through a reduction of the share capital authorized by the General Meeting, in particular pursuant to, and subject to its approval by this General Meeting of, the 16th resolution.

This authorization is also intended to allow the Company to trade in own shares for any other purpose in compliance with applicable regulation or which would subsequently enjoy a legitimacy presumption under the relevant legal and regulatory provisions or that may subsequently be admitted as market practice by the AMF. In such case, the Company shall inform its shareholders by press release.

This authorization shall be used at any time, except during public offers on the shares of the Company.

The purchase of shares shall not exceed, at any time, a maximum number of shares representing 10% of the share capital of the Company, at any time, this percentage being applied to a share capital figure adjusted to reflect transactions affecting the share capital subsequent to the present General Meeting, it being specified that (i) the

number of shares acquired with a view to their retention and future delivery in connection with a merger, demerger or contribution may not exceed 5% of the share capital and (ii) where the shares are purchased in the context of a liquidity contract in accordance with the conditions dans les conditions specified by the General Regulation of the AMF, the number of shares taken into account in calculating the 10% limit will be the number of shares purchased minus the number of shares resold during the period of the authorization.

Acquisitions, sales, transfers or exchange of shares may be made by any means, subject to the limits authorized by the laws and regulations in force, on one or several occasion, on a regulated market, or via a multilateral trading facility, or a systematic internalizer or over the counter, including by public tender offering or by block purchases or sales (with no limit on the portion of the share repurchase program), and where required, by derivative financial instrument (traded on a regulated market or a multilateral trading facility via a systematic internalizer or over the counter) or by warrants or securities giving access to Company shares, or the implementation of optional strategies such as purchases or sales of purchase or sale options, or by the issuance of securities giving access to the Company's share capital by conversion, exchange, redemption, exercise of a warrant or any other means to Company shares held by this latter party, and when the Board of Directors or the person acting upon the Board of Directors' authority, under conditions laid down in the law, decides in compliance with the relevant legal and regulatory provisions.

The General Meeting sets the maximum purchase price at €1,50 (one euro and fifty cents) per share (excluding fees). However, the Board of Directors shall adjust the aforementioned maximum purchase price in the event of incorporation of premiums, reserves or profits, giving rise either to an increase of the nominal value of the shares, or the creation and the free allocation of shares, and in case of division of the nominal value of the share or share consolidation or any other transaction on equity, so as to take account of the impact of such transactions on the value of the shares. The maximum amount of the funds assigned to the share purchase program shall thus be €339,414,019.35 as calculated on the basis of the share capital as at April 30, 2026, this maximum amount may be adjusted to take in account the amount of the share capital and/or the number of shares that comprise it at any time.

The General Meeting confers full powers to the Board of Directors, with powers to sub-delegate within the limits of the law, to submit orders on the stock exchange or outside it, to allocate or reallocate the shares acquired (including under previous share purchase program authorizations) to the various objectives pursued under the applicable legal or regulatory conditions, to draw up all agreements, notably in view of the maintenance of registers of purchases and sales of shares, to draw up all documents, carry out all formalities, effect all declarations and notices to all bodies, and in particular to the AMF, for operations carried out by way of application of this resolution, to set the conditions and procedures according to which the preservation of the rights of holders of securities giving access to the share capital of the Company are guaranteed, if necessary, and those of the beneficiaries of subscription or purchase options or of Company free share awards, in compliance with the legal and regulatory provisions, and as applicable, the contractual provisions providing for other adjustment cases, and in general, to take all necessary measures. The General Meeting also grants full powers to the Board of Directors, if the law or the AMF extend or complete the objectives enjoying a legitimacy presumption for share purchase programs, to make public, in compliance with relevant legal and regulatory provision, any changes of the program related to the amended objectives.

This authorization is given for a period of **eighteen (18) months** from the date of this General Meeting and cancels and replaces any authorization having the same purpose.

Resolutions within the competence of the Extraordinary General Meeting

Presentation of the sixteenth resolution

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

Under the terms of the 16th resolution, you are asked to renew the authorization granted to the Board pursuant to the 19th resolution adopted by the shareholders during the General Meeting held on June 5, 2025, that is due to expire on August 5, 2027.

In this frame, it is proposed to grant the Board, for a new period of 26 months, with a new authorization of same nature, aiming at reducing the share capital by cancelling, on one or more occasions, within the limit of 10% of the share capital and in 24 month periods, all or part of the shares which the Company owns or could own through the share buy-back programs authorized by the General Meeting.

Sixteenth resolution

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

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report, and the Statutory Auditors' special report, and in accordance with Articles L.22-10-62 *et seq.* of the French Commercial Code:

1. authorizes the Board of Directors, with the right to sub-delegate under the conditions provided by applicable legal and regulatory provisions, to cancel, on one or more occasions, in the proportions and at the times it deems appropriate, all or part of the shares that the Company acquired **up to a limit of 10% of the share capital** recorded at the time of the cancellation decision (it being specified that this limit applies to an amount of the Company's share capital that will be adjusted, if necessary, to take into account transactions affecting the share capital subsequent to this General Meeting) by periods of **twenty-four (24) months**;
2. delegates to the Board of Directors, with power to subdelegate in accordance with law and regulations, full powers to acknowledge the completion of the cancellation(s) and share capital reduction(s) pursuant to this authorization, to charge the difference between the book value of the cancelled shares and their par value to any available premiums and reserves, and to amend the bylaws accordingly, and to carry out all formalities.
3. sets the period of validity of this authorization at **twenty-six (26) months** from the date of this General Meeting;
4. notes that the adoption of this resolution cancels and replaces any authorization having the same purpose.

Presentation of the seventeenth to twenty-second resolutions

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

During the General Meeting held on June 5, 2025 and at the General meeting on January 8, 2026, the shareholders delegated to the Board the authority to increase the Company's share capital, through various procedures, within several ceilings, while maintaining or canceling shareholders' preferential subscription rights ("PSR").

During the financial year 2025 and during the first half of 2026, the Board partially used some of these delegations of authority, in particular with respect of the completion of the capital increase transactions announced by the Company during its Capital Markets Day on November 6, 2025, the allocation of performance shares to employees and Company Officers and the increase of the share capital through capitalization of reserves, premiums and profits for the purpose of delivering shares to the beneficiaries of long-term incentive plans whose respective vesting periods had ended in 2025.

A summary table of the delegations of authority and powers to increase the share capital, as well as their use made in 2025, can be found in Section E.3.4.4 of the 2025 Universal Registration Document and is included in this convening brochure.

As for previous years, you are asked to renew or replace delegations of competence or powers to the Board which would give the Company the means to implement different types of securities issues, depending on market conditions, as allowed by the current regulations.

The 17th to 22nd resolutions would ensure that ceilings expressed as a percentage of the share capital take into account the capital increase transactions carried out in financial year 2025 and during the first half of 2026.

Thanks to these six delegations, the Board would be able to decide on the issue of the Company's shares or transferable securities giving immediate and/or deferred access to the share capital of the Company or any other company for which it holds directly or indirectly more than half of the share capital (a "**Subsidiary**"), namely Company's securities giving access to the Company's other existing or future equity securities and/or giving right to the allocation of debt securities.

It is specified that, under these delegations, the Board would not be authorized to decide on the issuance of preferred shares and securities giving access to preferred shares.

Notwithstanding the Board's policy to prioritize the use of capital increases that maintain shareholders' PSR, it could not be ruled out that, under certain market circumstances, it would be more appropriate or desirable for shareholders' interests to cancel their PSR. This would provide the Board with the option of carrying out placements of securities under the best conditions, and obtain a larger capital base. Furthermore, the cancellation of the PSR would increase the speed of the transactions, which is sometimes an essential condition for their success.

As such, the 17th to 19th and 21st resolutions submitted to your approval would provide the Board with the possibility to proceed with issuances that either maintain PSR or that exclude PSR:

- the 17th resolution relates to share capital increases with shareholders' PSR;
- the 18th resolution relates to share capital increases by way of public offerings other than those mentioned in Article L.411-2 1° of the French Monetary and Financial Code without shareholders' PSR;
- the 19th resolution relates to share capital increases by way of public offerings mentioned in Article L.411-2 1° of the French Monetary and Financial Code without shareholders' PSR through; and
- The 21st resolution relates to share capital increases made as consideration for contributions in kind of equity securities or securities giving access to the share capital of another company without shareholders' PSR (except in the case of a public exchange offer).

Furthermore, the 20th resolution (also known as the "Greenshoe" resolution) would allow the Board to increase the number of securities to be issued in the frame of a capital increase carried out with or without shareholders' PSR pursuant to the 17th to 19th resolutions, in case of excess demand, in order to grant an over-allotment option in accordance with market practices.

Lastly, under the 22nd resolution, we request you to renew the delegation granted to the Board to increase the share capital by capitalizing premiums, reserves, profits or any other funds that may be capitalized.

We hereby inform you that all these six financial delegations that would be granted under the terms of the 17th to 22nd resolutions would comply with the usual practices in this area in terms of amount, ceiling and duration and, subject to their approval, would cancel and supersede the six delegations with the same purpose previously granted by the General Meeting held on June 5, 2025 and during the General Meeting of January 8, 2026.

In this respect, the ceilings for capital increases up to which the delegations to the Board would be granted, expressed as a percentage of the share capital:

- the 17th resolution would set up :
 - an aggregate overall ceiling of 50% of the share capital for capital increases carried out with or without shareholders' PSR pursuant to the 17th to 21st resolutions; and
 - a maximum aggregate nominal amount of one billion euros (or counter value of this amount in the event of an issue in another currency) for the issues of debt securities or similar securities giving access to the share capital carried out pursuant to the 17th to 19th resolutions.
- in addition, the 18th resolution would set up:
 - an aggregate sub-ceiling of 10% of the share capital for capital increases carried out without shareholders' PSR pursuant to the 18th to 21st resolutions (also deductible from the aggregate ceiling of 50% set up by the 17th resolution); and
 - the same maximum aggregate nominal amount of one billion euros (or counter value of this amount in the event of an issue in another currency) for the issues of debt securities or other securities giving access to the share capital carried out pursuant to the 18th and 19th resolutions (also deductible from the maximum aggregate nominal amount of one billion euros set up by the 17th resolution).

The 22nd resolution would benefit from an autonomous ceiling of €500 million that would not be deductible from the amount of the overall ceiling stipulated in the 17th resolution nor from the amount of the sub-ceiling stipulated in the 18th resolution.

The Statutory Auditors' special reports required by law or regulation relating to these delegations were made available to the shareholders within the legal time limits.

In accordance with the legal and regulatory provisions, if the Board uses one or more of the delegations provided for in resolutions 17th to 22nd, it would report to you, at the next general meeting following their use, on the final terms of the transactions concerned and their impact on the situation of holders of equity securities or securities giving access to the share capital in the event of the cancellation of the shareholders' PSR.

Finally, you are requested to grant the Board with the appropriate powers to implement these delegations, with the option of sub-delegation under the conditions provided for by law.

Please note that the issue of transferable securities giving access to share capital entails waiver by the shareholders of their PSR to the ordinary shares to which these securities would entitle them.

Accordingly, the following financial delegations are submitted to you for approval.

Presentation of the seventeenth resolution

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

Under the terms of the 17th resolution, you are asked to replace the existing delegation of competence granted to the Board pursuant the 8th resolution adopted by the shareholders during the General Meeting held on January 8, 2026, which was fully used in 2026, with a new delegation of the same nature, for a new period of 26 months, aiming at increasing the Company's share capital by issuing, with maintenance of the shareholders' PSR, shares or securities giving access to the share capital of the Company or a Subsidiary.

This resolution would also allow the issue of securities giving the right to the allocation of debt securities, such as bonds with bond warrants or bonds convertible or redeemable into another bond, or shares with bond warrants. Where applicable, these securities may be accompanied by warrants giving the right to the allocation, acquisition or subscription of bonds or other debt securities.

Any capital increase in cash would give shareholders a detachable and negotiable preferential subscription right during the subscription period: each shareholder would have the right to subscribe, for a period of at least 5 trading days from the opening of the subscription period, to a number of new shares proportional to his or her shareholding in the capital.

It is proposed that you set the maximum nominal amount of the capital increases likely to be carried out by virtue of this delegation at 50% of the Company's share capital on the date of the General Meeting, to which would be added, where applicable, the nominal amount of any additional shares to be issued, in the event of new financial transactions, to preserve the rights of the holders of securities or other rights giving access to the share capital.

It is specified that the overall ceiling of 50% of the share capital on the day of the General Meeting would constitute the total nominal amount of the capital increases with maintenance and cancellation of the shareholders' PSR that may be carried out by the Company under the 17th to 21st resolutions subject to their approval, and/or, as the case may be, under any other resolutions having the same purpose that may supersede them during the period of validity of the resolutions concerned.

You are also asked to set the maximum nominal amount of debt securities or similar securities giving access to the share capital at one billion euros, from which any issue carried out under the 17th to 19th resolutions below would be deducted.

It is specified that the Board could not, without prior authorization by the general meeting, make use of this delegation as from the filing by a third party of a proposed public offer for the Company's securities until the end of the offer period.

Seventeenth resolution

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

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report, and the Statutory Auditors' special report, and in accordance with the provisions of Articles L.225-129 *et seq.*, L.225-132 *et seq.*, L.228-91 and L.22-10-49 of the French Commercial Code:

1. delegates to the Board of Directors, with the right to sub-delegate under the conditions provided by applicable legal and regulatory provisions, its competence to increase the share capital on one or more occasions, in France and/or abroad, in such proportions and at such times as it shall see fit, whether in euros or in any other currency or monetary unit established by reference to several currencies, by issuing, with pre-emptive rights for existing shareholders maintained, (i) Company's ordinary shares or (ii) any securities that are equity securities giving access in whatever manner, immediately and/or in the future, to the share capital of the Company or any other company in which it holds, either directly or indirectly, more than one-half of the share capital (a "**Subsidiary**") or (iii) securities giving access in whatever manner, immediately and/or in the future, to equity securities to be issued by the Company or a subsidiary, being specified that the shares and other securities may be subscribed for in cash or by set-off of mutual debts, or partly in cash and partly through incorporating share premium, reserves or earnings;
2. resolves that the maximum amounts of the capital increases authorized in the event that the Board of Directors uses this delegation of authority shall be as follows:
 - the maximum nominal amount of the capital increases that may be carried out immediately or in the future pursuant to this delegation of authority shall be **50% of the share capital on the day of this General Meeting**, it being specified that:
 - said overall ceiling shall, if necessary, be increased by the nominal amount of any additional shares that may be issued, in order to preserve the rights of security holders and 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;
 - this amount constitutes the total nominal amount of the capital increases with retention and cancellation of preferential subscription rights that may be carried out by the Company under the present resolution and the 18th, 19th, 20th and 21st resolutions of this General Meeting, subject to their approval, and/or, as the case may be, under any other resolutions having the same purpose that may supersede them during the period of validity of the resolutions concerned;
 - the ceilings provided for in the 22nd, 23rd and 24th resolutions of this General Meeting are set autonomously and separately and the amount of the capital increases that may be carried out pursuant to these resolutions shall not be deducted from the 50% overall ceiling referred to above;
 - the maximum nominal amount of the issues of debt securities or similar securities giving access to the share capital of the Company that may be carried out under this delegation of authority shall not exceed the cap of one billion euros or counter value of this amount in the event of an issue in another currency;

3. resolves that the issuances of share subscription warrants of the Company shares could also be made by free allotment to the owners of existing/former shares, it being specified that the Board of Directors has the ability to decide that the rights forming fractional shares will be non-transferable and the corresponding shares shall be sold;
4. resolves that the Board of Directors may not take the decision to use the delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting; this restriction shall remain in effect until the end of the offer period;
5. in the event that the Board of Directors uses this delegation of authority:
- resolves that shareholders will have a preferential right to subscribe for the issue or issues on an irreducible basis in proportion to the number of shares they then own;
 - notes that the Board of Directors has the power to introduce a reducible subscription right;
 - notes that this delegation of authority automatically entails the express waiver by shareholders, in favor of the holders of securities giving access to the share capital of the Company, which will be issued pursuant to this resolution, of their preferential subscription rights in respect of shares into which such securities are convertible, whether immediately or in the future;
 - notes that if irreducible, and, if applicable, reducible subscriptions, do not absorb the entirety of the capital increase, the Board of Directors may exercise one or more of the following options under the conditions provided by law and in such order as it shall determine:
 - 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, in the case of securities giving access to the share capital or carrying a right to the allocation of debt instruments, such securities, the issue of which has been decided upon but that have not been subscribed;
 - to offer all or part of the shares or, in the case of securities giving access to the share capital or carrying a right to the allocation of debt instruments, securities which have not been subscribed for, to the public in France or abroad;
6. resolves that the Board of Directors, with the power to sub-delegate as provided by applicable legal and regulatory provisions, will have all necessary powers to implement this delegation of authority, in particular in order to:
- decide to increase the capital and determine the shares or securities to be issued;
 - decide on the amount of the capital increase, the issue price and the amount of the premium which may, if necessary, be requested upon issue or, where applicable, the amount of reserves, profits or premiums that may be capitalised;
 - determine the dates and terms of the capital increase, the number, the nature and characteristics of the securities to be created; decide, in addition, in the case of bonds or other debt securities (including the securities conferring a right to the allocation of debt securities referred to in Article L.228-91 of the French Commercial Code, whether they will be subordinated or not (and, if so, their level of subordination, in accordance with the provisions of Article L.228-97 of the French Commercial Code, set their interest rate (in particular fixed or variable interest or zero or indexed coupon), and provide, if necessary, for compulsory or optional cases of suspension or non-payment of interest, provide for their term (fixed or perpetual), the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including providing them with guarantees or security interests) and redemption (including repayment by the delivery of assets of the Company); if necessary, securities may be coupled with warrants conferring a right to the allocation, acquisition or subscription of bonds or other securities representing debt, or may provide for the Company to have the option to issue debt securities (whether of a similar nature or otherwise) by way of payment of interest payment of which has been suspended by the Company, or alternatively could take the form of complex bonds as defined by the market authorities (for example, by reason of the terms of redemption or remuneration or other rights such as indexation, possibility of options); and amend the terms referred to above during the term of the securities concerned, in compliance with the applicable formalities;
 - determine the manner of payment for the shares or securities giving access to the share capital to be issued immediately or in the future;
 - in the event of subscription by way of set-off of receivables, proceed to determine the receivables and obtain from the statutory auditors a report certifying the accuracy of the determination of receivables established by the Board of Directors in accordance with Article R.225-134 of the French Commercial Code;
 - if necessary, determine the terms of exercise of the rights (rights to conversion, exchange and redemption, including by the delivery of assets of the Company such as treasury shares or securities already issued by the Company, as the case may be) attached to the shares or securities giving access to the share capital to be issued and, in particular, determine, even retroactively, the effective date from which the new shares will carry entitlement to dividends, together with any other terms and conditions for completion of the capital increase;
 - set the terms and conditions under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange securities issued or to be issued, immediately or in the future, in order to cancel them or not, in accordance with the law;
 - provide for the suspension of the exercise of the rights attached to the existing 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, 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 giving access to the capital, 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, and/or, where applicable, the contractual provisions, the terms and conditions on which the rights of holders of securities or others rights giving access to the share capital of the Company (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 the realization and successful completion of the planned issuances, and take any measures and carry out any formalities relevant for the issuance, the admission to trading and financial servicing of the securities issued pursuant to this delegation of authority, together with the exercise of the rights attached thereto;
- 7. sets the period of validity of this delegation at **twenty-six (26) months** from the date of this General Meeting;
- 8. notes that the adoption of this resolution cancels and replaces any authorization having the same purpose.

Presentation of the eighteenth resolution

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

Under the terms of the 18th resolution, you are asked to replace the existing delegation of competence granted to the Board pursuant to the 21st resolution adopted by the General Meeting held on June 5, 2025, with a new delegation of the same nature, for a new period of 26 months, aiming at enabling the Board to issue, by way of a public offering other than those mentioned in Article L.411-2 1° of the French Monetary and Financial Code without the shareholders' PSR, ordinary shares or any securities giving access in whatever manner, immediately or in the future, to the share capital of the Company or of a Subsidiary, under the conditions set out below.

This delegation of authority would allow the issue of shares or any securities giving access to the Company's share capital or securities giving entitlement to the allotment of debt securities such as bonds with bond warrants or bonds convertible or redeemable into another bond security, or shares with bond warrants. Where applicable, these securities could be accompanied by warrants giving the right to the allocation, acquisition or subscription of bonds or other debt securities.

In the context of this resolution, you are requested to cancel the shareholders' PSR. As indicated above, depending on market conditions, the nature of the investors concerned by the issue and the type of securities issued, it could be preferable, or even necessary, to cancel the shareholders' PSR, in order to carry out a placement of securities under the best possible conditions, in particular when the speed of the operations is an essential condition for their success, or when the issues are carried out on foreign financial markets. Indeed, such a cancellation may make it possible to obtain a larger pool of capital due to more favorable issue conditions.

The shareholders' PSR attached to the shares or securities would be cancelled, but the Board may grant shareholders a priority subscription right, which may be exercised on an irreducible or reducible basis.

The maximum nominal amount of the capital increases without shareholders' PSR that could be carried out immediately or in the future pursuant to this delegation would be set at 10% of the Company's share capital on the day of this General Meeting. To this 10% ceiling shall be added, where applicable, the nominal amount of the shares to be issued, in the event of new financial transactions, to preserve the rights of the holders of securities or other rights giving access to the share capital.

It is specified that this 10% ceiling would constitute the total nominal amount of the capital increases with cancellation of the shareholders' PSR that may be carried out by the Company under the 18th, 19th, 20th and 21st resolutions subject to their approval, or, as the case may be, under any other resolutions having the same purpose that may supersede them during the period of validity of the resolutions concerned.

In addition, the nominal amount of the transactions carried out pursuant to this resolution and the 19th, 20th and 21st resolutions would be deducted from the overall ceiling of 50% of the share capital of the Company stipulated in paragraph 2 of the 17th resolution, subject to its approval, or, as the case may be, from the ceiling that may be stipulated by any other resolution having the same purpose that may supersede it during the period of validity of the delegations granted under the 18th, 19th, 20th and 21st resolutions.

The maximum nominal value of the issues of debt securities giving access to the share capital that may be carried out pursuant to this delegation would be capped at one billion euros and would also be deducted from the overall ceiling of one billion euros stipulated in the 17th resolution, subject to its approval, or, as the case may be, from the ceiling that may be stipulated in any other resolution having the same purpose that may supersede it during the period of validity of the present delegation.

Finally, this resolution would allow the issue of shares or securities giving access to the Company's share capital as consideration for securities of a company meeting the criteria set out in Article L.22-10-54 of the French Commercial Code in the context of a public exchange offer initiated by the Company in France and/or abroad in accordance with local rules, in which case the Board would be free to set the exchange parity, with the price rules described above not being applicable.

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

The issue price of the securities giving access to the share capital would be set so that, for each share issued under the securities giving access to the share capital, the total amount received by the Company in respect of these securities giving access to the share capital would be at least equal to the regulatory minimum price per share (as it stood on the day of issue of the securities giving access to the share capital).

It is specified that the Board could not, without prior authorization by the general meeting, make use of this delegation as from the filing by a third party of a proposed public offer for the Company's securities until the end of the offer period.

Eighteenth resolution

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

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Articles L.225-129 *et seq.*, L.225-135, L. 225-136 *et seq.*, L.228-91 *et seq.* and L.22-10-49 *et seq.* of the French Commercial Code:

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

The General Meeting resolves that these securities may, in particular, be issued for the purpose of paying the securities transferred to the Company in the context of a securities exchange bid made in France and/or abroad in accordance with local rules in relation to securities satisfying the conditions set out in Article L.22-10-54 of the French Commercial Code;

2. resolves to limit the amounts of the capital increases authorized in the event that this delegation of authority is used by the Board of Directors as follows:
 - the maximum nominal value of the capital increases that may be carried out, immediately or in the future, pursuant to this delegation of authority shall be **10% of the share capital on the day of this General Meeting**, it being specified that:
 - this amount shall be deducted from the overall ceiling stipulated in paragraph 2 of the 17th resolution of this General Meeting, subject to its approval, or, as the case may be, from the overall ceiling that may be stipulated by any resolution having the same purpose that may supersede it during the period of validity of the present delegation;
 - the nominal amount of the share capital increases that may be carried out pursuant to this resolution and all the capital increases with cancellation of preferential subscription rights authorized under the 19th, 20th and 21st resolutions of this General Meeting, subject to their approval, shall be deducted from this amount;
 - if necessary, said ceiling shall be increased by the nominal amount of any additional shares to be issued in order to preserve the rights of holders of securities or other rights giving access to the share capital in accordance with the legal and regulatory provisions and/or, as the case may be, with contractual stipulations providing for other cases of adjustment;

- the maximum nominal amount of debt securities or other securities giving access to the share capital of the Company that may be issued pursuant to this delegation shall not exceed one billion euros or counter value of this amount in the event of an issuance in another currency, it being specified that any issuance pursuant to this delegation shall be deducted from the overall ceiling stipulated in paragraph 2 of the 17th resolution of this General Meeting, subject to its approval, or, as the case may be, from the overall ceiling that may be stipulated by any other resolution having the same purpose that may supersede it during the period of validity of the present delegation;

3. resolves that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting; this restriction shall remain in effect until the end of the offer period;
4. resolves to cancel the preferential subscription rights of shareholders in respect of the securities that are the subject matter of this resolution, while nevertheless allowing the Board of Directors, pursuant to Article L.22-10-51 paragraph 1 of the French Commercial Code, to grant shareholders, for such period and on such terms as it shall determine in accordance with the applicable legal and regulatory provisions, and in respect of all or part of an issue, a priority subscription period not giving rise to the creation of tradeable rights, and which must be exercised in proportion to the number of shares owned by each shareholder and may potentially be supplemented by a reducible subscription;
5. notes that if the subscriptions, including those of shareholders, if any, do not absorb the entirety of this issue, the Board of Directors may (i) limit the capital increase to the amount of subscriptions received, provided that said amount reaches at least three-quarters of the capital increase decided upon, or (ii) resolve that the unsubscribed securities shall be the subject of a public placement in France and/or abroad;
6. notes that this delegation of authority automatically entails an express waiver, in favor of the holders of securities giving access to the share capital which will be issued pursuant to this resolution, by the shareholders, of their preferential subscription rights in respect of the shares to which said securities will entitle their holders, either immediately or in the future;
7. decides that:
 - the issue price of the shares issued directly shall be at least equal to the closing price of the Company's shares on the regulated market of Euronext Paris on the last trading day preceding the decision to set the issue price, reduced by a maximum discount of up to 10%, after adjusting this average, where applicable, to account for any difference in dividend entitlement dates;
 - the issue price of the securities giving access to the share capital and the number of shares into which each security is convertible, redeemable, or otherwise transformable shall be such that the amount received immediately by the Company plus any amount to be received subsequently by the Company will be, for each share issued as a consequence of the issuance of such securities, at least equal to the minimum subscription price defined in the previous paragraph;
8. notes that the provisions referred to in paragraph 7 will not apply in cases referred to in Article L.22-10-54 of French Commercial Code;



9. resolves that the Board of Directors shall have all powers, with the power to sub-delegate as permitted by law and regulations, to implement this delegation of authority, in particular in order to:
- decide to increase the share capital and determine the securities to be issued;
 - decide the amount of the share capital increase, the issue price and the amount of the premium that may, if necessary, be requested upon issue;
 - determine the dates and terms of the capital increase, the nature, the number and characteristics of the securities to be created; decide, in addition, in the case of bonds or other debt securities (including the securities conferring a right to the allocation of debt securities referred to in Article L.228-91 of the French Commercial Code, whether they will be subordinated or not (and, if so, their level of subordination, in accordance with the provisions of Article L.228-97 of the French Commercial Code, set their interest rate (in particular fixed or variable interest or zero or indexed coupon), and provide, if necessary, for compulsory or optional cases of suspension or non-payment of interest, provide for their term (fixed or perpetual), the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including providing them with guarantees or security interests) and redemption (including repayment by the delivery of assets of the Company); if necessary, these securities may be coupled with warrants conferring a right to the allocation, acquisition or subscription of bonds or other securities representing debt, or may provide for the Company to have the option to issue debt securities (whether of a similar nature or otherwise) by way of payment of interest payment of which has been suspended by the Company, or alternatively could take the form of complex bonds as defined by the market authorities (for example, by reason of the terms of redemption or remuneration or other rights such as indexation, possibility of options); and amend the terms referred to above during the term of the securities concerned, in compliance with the applicable formalities;
 - determine the manner of payment for the shares or securities giving access to the share capital to be issued immediately or in the future;
 - In the event of subscription by way of set-off of receivables, proceed to determine the receivables and obtain from the auditors a report certifying the accuracy of the determination of receivables established by the Board of Directors in accordance with Article R.225-134 of the French Commercial Code;
 - if necessary, determine the terms of exercise of the rights (rights to conversion, exchange and redemption, including by the delivery of assets of the Company such as treasury shares or securities already issued by the Company, as the case may be) attached to the shares or securities giving access to the share capital to be issued and, in particular, determine, even retroactively, the effective date from which the new shares will carry entitlement to dividends, together with any other terms and conditions for completion of the capital increase;
 - set the terms and conditions under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange securities issued or to be issued, immediately or in the future, in order to cancel them or not, in accordance with the law;
 - provide for the ability, if necessary, to suspend the exercise of the rights attached to the existing securities in accordance with the legal and regulatory provisions;
 - in the event of an issuance of securities for the purpose of paying for shares contributed in the context of a public exchange offer (offre publique d'échange "OPE"), draw up a list of securities to be contributed on the exchange, set the conditions for the issuance, the exchange ratio as well as the amount of any additional payment in cash (soulte), if any, the terms for setting the price provided for in paragraph 7 of this resolution not being applicable, and determine the terms and conditions of an issuance for an OPE, an alternative purchase or exchange offer, a single offer to buy or trade securities in consideration for a payment in securities or cash, a principal public tender offer (offre publique d'achat "OPA") or public exchange offer accompanied by a OPE or OPA, or any other form of public offer with an exchange component complying with the law and regulations applicable to such a public offer;
 - on its sole initiative, charge the costs of the capital increases to the amount of the associated premiums and deduct from said amount the sums necessary to fund the legal reserve;
 - determine and make any necessary adjustments to take into account the impact of transactions on the Company's share capital or equity, especially in the event of a change in the par value of the shares, increase in share capital by capitalization of reserves, free allocation of shares or equity securities, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting equity or share capital (including in case of a takeover bid and/or in the event of a change of control), and define, in accordance with the legislative and regulatory provisions, and/or, where applicable, to the contractual provisions, the terms and conditions on which the rights of holders or other rights of securities convertible into Company shares (including through cash adjustments) will be protected, if necessary;
 - formally record completion of each capital increase and amend the bylaws accordingly;
 - in general, enter into any agreement, in particular to achieve and complete the contemplated issues successfully, and take any measures and complete any formalities necessary for the issue, to admission to trading and financial servicing of the securities issued pursuant to this delegation of authority, together with the exercise of the rights attached thereto;
10. sets the period of validity of this delegation at **twenty-six (26) months** from the date of this General Meeting;
11. notes that the adoption of this resolution cancels and replaces any authorization having the same purpose.

Presentation of the nineteenth resolution

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

Under the terms of this 19th resolution, you are asked to replace the existing delegation of competence granted to the Board pursuant to the 22nd resolution adopted by the shareholders during the General Meeting held on June 5, 2025, with a new delegation of the same nature, for a new period of 26 months, aiming at allowing the issuance of shares through public offerings mentioned in Article L.411-2 1° of the French Monetary and Financial Code with a capital increase or offers in combined securities without shareholders' PSR only for (i) persons who provide investment services of portfolio management of third party accounts or (ii) qualified investors or a limited circle of investors, with the limit that these investors act for their own account.

The purpose of this delegation is to optimize capital-raising for the Company and benefit from more favorable market conditions, because said financing method is both faster and simpler than capital increase based on public offerings. You are asked to waive your PSR in order to allow the Board to perform private placement financing transactions in a simplified manner by issuing, in France and/or abroad, shares and/or securities giving access to the share capital of the Company or a Subsidiary or securities granting entitlement to the allocation of securities.

The nominal amount of increases in capital without PSR that could be carried out, immediately or in the future, pursuant to this delegation of authority would be set to 10% of the Company's share capital on the date of the General Meeting per 12-months period. The nominal amount of the issuances that would be carried out pursuant to this delegation would be deducted from the overall ceiling stipulated in paragraph 2 of the 17th resolution and from the sub-ceiling stipulated in paragraph 2 of the 18th resolution, or, as the case may be, from any ceiling that may be stipulated by any resolution having the same purpose that may supersede said resolutions during the period of validity of this delegation of authority.

The maximum nominal value of the issues of debt securities giving access to the share capital that may be carried out pursuant to this delegation would be capped at one billion euros and would be deducted from the overall ceiling of one billion euros provided for in the 17th resolution, subject to its approval, or, as the case may be, from the amount of the ceiling that may be provided for in any other resolution having the same purpose that may supersede it during the period of validity of this delegation.

In any event, issuances of equity securities carried out in virtue of this delegation would not exceed the limits set forth by the applicable law as of the date of the issue. To this limit would also be added, if necessary, the nominal amount of the shares to be issued, in the event of further financial transactions, in order to preserve the rights of the holders of securities giving access to the Company's share capital.

As in the previous two resolutions, this authorization would allow issuance of new shares or securities giving access to share capital or securities that grant entitlement to allocations of debt securities (cf. description of the securities contained in the explanation for the 17th resolution). The issue price of the shares and securities issued directly would be set in the same way as in the 18th resolution.

It is specified that the Board could not take the decision to use this delegation of competence as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the general meeting; this restriction shall remain in effect until the end of the offer period.



Nineteenth resolution

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

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Articles L.225-129 *et seq.*, Articles L.225-135, L. 225-136 *et seq.*, Article L.228-91 *et seq.* of the French Commercial Code and Article L.411-2, paragraph 1 of the French Monetary and Financial Code:

1. delegates to the Board of Directors, with the power to sub-delegate under the conditions provided by applicable legal and regulatory provisions, its competence to decide to increase the share capital, on one or more occasions, in the proportions and at the times it sees fit, in France and/or abroad, through a public offering as referred to in Article L.411-2, 1° of the French Monetary and Financial Code, in euros or in any other currency or monetary unit established by reference to several currencies, by issuing (i) ordinary shares or (ii) any securities that are equity securities giving access in whatever manner, immediately and/or in the future, to the Company's share capital or to a Subsidiary or under the same conditions, (iii) securities giving access in whatever manner, immediately or in the future, to equity securities to be issued by the Company or a Subsidiary, being specified that the shares and other securities may be subscribed for in cash or by the set-off of receivables;
2. resolves to limit the amounts of the capital increases authorized in the event that this delegation of authority is used by the Board of Directors as follows:
 - the maximum nominal value of the capital increases that may be carried out, immediately or in the future, pursuant to this delegation of authority shall be **10% of the share capital on the day of this General Meeting for a 12-months period**, it being specified that:
 - this amount shall be deducted from the overall ceiling stipulated in paragraph 2 of the 17th resolution of this General Meeting, subject to its approval, or, as the case may be, from the overall ceiling that may be stipulated by any other resolution having the same purpose that may supersede it during the period of validity of the present delegation;
 - this amount shall be deducted from the sub-ceiling amount provided for in paragraph 2 of the 18th resolution of this General Meeting applicable to all capital increases with cancellation of preferential subscription rights, subject to its approval, or, as the case may be, from the sub-ceiling amount that may be stipulated by any other resolution having the same purpose that may supersede it during the period of validity of the present delegation;
 - if necessary, said ceiling shall be increased by the nominal amount of any shares issued in order to preserve the rights of holders of securities or other rights giving access to the share capital, in accordance with the legal and regulatory provisions and/or, as the case may be, with contractual stipulations providing for other cases of adjustment;
 - in any event, equity securities issued under this delegation shall not exceed the limits provided for in the regulations applicable on the date of the issue;
- the maximum nominal amount of the debt securities or other securities giving access to the share capital of the Company that may be issued pursuant to this delegation shall not exceed one billion euros or counter value of this amount in the event of an issuance in another currency, it being specified that any issuance pursuant to this delegation shall be deducted from the overall ceiling stipulated in paragraph 2 of the 17th resolution of this General Meeting, subject to its approval, or, as the case may be, from the overall ceiling that may be stipulated by any other resolution having the same purpose that may supersede it during the period of validity of the present delegation;
3. resolves that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the Shareholders' Meeting; this restriction shall remain in effect until the end of the offer period;
4. resolves to cancel the preferential subscription rights of shareholders in respect of the securities that are the subject matter of this resolution;
5. notes that if the subscriptions do not absorb the entire capital increase, the Board of Directors may limit the capital increase to the amount of subscriptions received, provided that said amount reaches at least three-quarters of the capital increase decided upon;
6. notes that this delegation of authority automatically entails an express waiver, in favor of the holders of securities giving access to the share capital which will be issued pursuant to this resolution, by the shareholders of their preferential subscription rights in respect of the shares to which said securities will entitle their holders, either immediately or in the future;
7. decides that:
 - the issue price of the shares issued directly shall be at least equal to the close price of the Company's stock on the regulated market of Euronext Paris immediately prior to the decision on setting the issue price, reduced by a maximum discount of 10%, and, if applicable, adjusted for any difference between the entitlement dates;
 - the issue price of the securities giving access to the share capital and the number of shares into which each security is convertible, redeemable, or otherwise transformable shall be such that the amount received immediately by the Company plus any amount to be received subsequently by the Company will be, for each share issued as a consequence of the issuance of such securities, at least equal to the minimum subscription price defined in the previous paragraph;
8. resolves that the Board of Directors shall have all powers, with the power to sub-delegate under the legal and regulatory conditions, to implement this delegation of authority, in particular in order to:
 - decide to increase the share capital and determine the securities to be issued;
 - decide the amount of the capital increase, the issue price and the amount of the premium that may, if necessary, be requested upon issue;
 - determine the dates and terms of the capital increase, and the nature, the number, and characteristics of the securities to be created; decide, in addition, in the case of bonds or other debt securities (including the



securities conferring a right to the allocation of debt securities referred to in Article L.228-91 of the French Commercial Code, whether they will be subordinated or not (and, if so, their level of subordination, in accordance with the provisions of Article L.228-97 of the French Commercial Code, set their interest rate (in particular fixed or variable interest or zero or indexed coupon), and provide, if necessary, for compulsory or optional cases of suspension or non-payment of interest, provide for their term (fixed or perpetual), the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including providing them with guarantees or security interests) and redemption (including repayment by the delivery of assets of the Company); if necessary, these securities may be coupled with warrants conferring a right to the allocation, acquisition or subscription of bonds or other securities representing debt, or may provide for the Company to have the option to issue debt securities (whether of a similar nature or otherwise) by way of payment of interest payment of which has been suspended by the Company, or alternatively could take the form of complex bonds as defined by the market authorities (for example, by reason of the terms of redemption or remuneration or other rights such as indexation, possibility of options); and amend the terms referred to above during the term of the securities concerned, in compliance with the applicable formalities;

- determine the manner of payment for the shares or securities giving access to the share capital to be issued immediately or in the future;
- in the event of subscription by way of set-off of receivables, proceed to determine the receivables and obtain from the statutory auditors a report certifying the accuracy of the determination of receivables established by the Board of Directors in accordance with Article R.225-134 of the French Commercial Code;
- if necessary, determine the terms of exercise of the rights (rights to conversion, exchange and redemption, including by the delivery of assets of the Company such as treasury shares or securities already issued by the Company, as the case may be) attached to the shares or securities giving access to the share capital to be issued and, in particular, determine, even retroactively, the effective date from which the new shares will carry entitlement to dividends, together with any other terms and conditions for completion of the capital increase;

- set the terms and conditions under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange securities issued or to be issued, immediately or in the future, in order to cancel them or not, in accordance with the law;
 - provide for the ability, if necessary, to suspend the exercise of the rights attached to existing securities in accordance with the legal and regulatory provisions;
 - on its sole initiative, charge the costs of the capital increases to the amount of the associated premiums and deduct from said amount the sums necessary to fund the legal reserve;
 - determine and make any necessary adjustments to take into account the impact of transactions on the Company's share capital or equity, especially in the event of a change in the par value of the shares, increase in share capital by capitalization of reserves, free allocation of shares or equity securities, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting equity or share capital (including in case of a takeover bid and/or in the event of a change of control), and define, in accordance with the legislative and regulatory provisions and/or, where applicable, the contractual stipulations, the terms and conditions on which the rights of holders of securities or other rights convertible into Company shares (including through cash adjustments) will be protected, if necessary;
 - formally record completion of each capital increase and amend the bylaws accordingly;
 - in general, enter into any agreement, in particular to complete the contemplated issues successfully, and take any measures and complete any formalities necessary for the issue, admission to trading and financial servicing of the securities issued pursuant to this delegation of authority, together with the exercise of the rights attached thereto;
- 9.** sets the period of validity of this delegation at **twenty-six (26) months** from the date of this General Meeting
- 10.** notes that the adoption of this resolution cancels and replaces any authorization having the same purpose.

Presentation of the twentieth resolution

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

Under the terms of the 20th resolution (also known as the "Greenshoe" resolution), you are asked to replace the existing delegation of competence granted to the Board pursuant to the 23rd resolution adopted by the shareholders during the General Meeting held on June 5, 2025, with a new delegation of same nature, for a new period of 26 months, aiming at increasing the number of securities to be issued at the same price as that of the initial issue, in case of excess demand, in order to grant an over-allotment option in accordance with market practices, within the periods and subject to the limits provided by the regulations applicable (currently, for information, within thirty days of the closing of the subscription period).

This overallotment option should be exercised subject to a maximum of 15% of the initial issue. The nominal amount of the increase in share capital that could be made under the present resolution would be deducted (i) from the ceiling provided in the resolution by which the initial issuance was decided, (ii) from the overall ceiling stipulated in paragraph 2 of the 17th resolution of the General Meeting, and (iii) in case of a share capital increase without shareholders' PSR, from the sub-ceiling stipulated in paragraph 2 of the 18th resolution; or, as the case may be, from the ceilings stipulated by any other resolutions having the same purpose that may supersede said resolutions during the period of validity of this delegation.

Twentieth resolution

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

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Articles L.225-129-2 *et seq.*, Article L. 225-135-1, Articles L.228-91 *et seq.* and L.22-10-49 *et seq.* and R. 225-118 of the French Commercial 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 increase the number of securities to be issued in the event of an increase in the Company's share capital with or without preferential subscription rights of the shareholders pursuant to the 17th, 18th and 19th resolutions, subject to their approval, or, as the case may be, pursuant to any other resolutions having the same purpose that may supersede them during the period of validity of the present delegation, at the same price as that of the initial issue, within the periods and subject to the limits provided for by the regulations applicable on the date of the issue (at the date of this General Meeting, within thirty days of the closing of the subscription and **subject to a maximum of 15% of the initial issue**), in particular with a view to granting an overallotment option in accordance with market practices;
2. resolves that the nominal amount of the capital increases that may be carried out pursuant to this resolution shall be deducted from the ceiling provided for in the resolution under which the initial issue is decided and from the overall ceiling stipulated by paragraph 2 of the 17th resolution of this General Meeting, subject to its approval, and, in the event of a share capital increase without preferential subscription rights, from the sub-ceiling stipulated by paragraph 2 of the 18th resolution of this General Meeting, subject to its approval; or, as the case may be, from the ceilings stipulated by any other resolutions having the same purpose that may supersede said resolutions during the period of validity of the present delegation;
3. resolves that the Board of Directors will have full powers to implement this resolution in accordance with the conditions set out in the resolution under which the issue is decided;
4. resolves that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting; this restriction shall remain in effect until the end of the offer period;
5. sets the period of validity of the delegation at **twenty-six (26) months** from the date of this General Meeting;
6. notes that the adoption of this resolution cancels and replaces any authorization having the same purpose.

Presentation of the twenty-first resolution

Delegation to the Board to increase to the share capital as consideration for contributions in kind relating to equity securities or securities giving access to the share capital (other than in the case of a public exchange offer)

Under the terms of the 21st resolution, you are asked to replace the existing delegation granted to the Board pursuant to the 24th resolution adopted by shareholders during the General Meeting held on June 5, 2025, with a new delegation of same nature, for a new period of 26 months, aiming at carrying out, in the context of private exchange offer(s), external growth transactions financed by shares or securities giving access to the capital issued by the Company, as remuneration for contributions in kind to the Company relating to equity securities or securities giving access to the share capital.

The maximum nominal amount of the capital increases without shareholders' PSR that could be carried out immediately or in the future pursuant to this delegation would be set at 10% of the share capital of the Company on the day of the General Meeting, it being specified that the nominal amount of the issues that would be carried out pursuant to this delegation would be deducted from the overall ceiling stipulated in paragraph 2 of the 17th resolution and from the sub-ceiling stipulated in paragraph 2 of the 18th resolution or, as the case may be, from the ceilings that may be stipulated in any other resolutions having the same purpose that may supersede said resolutions during the period of validity of this delegation.

This delegation would allow the Board to set the terms and conditions of the issue, the exchange ratio and, if applicable, the amount of the balancing payment to be made in cash. The Board will decide on the report of the Statutory Auditors on the value of the contributions.

It is specified that the Board could not, without prior authorization by the general meeting, make use of this delegation as from the filing by a third party of a proposed public offer for the Company's shares until the end of the offer period.

Twenty-first resolution

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

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Articles L.225-129 *et seq.*, L. 225-147, Articles L.228-91 *et seq.*, L.22-10-49 and L. 22-10-53 of the French Commercial Code:

1. delegates to the Board of Directors, with power to sub-delegate under the conditions provided by applicable legal and regulatory provisions, its powers to increase the share capital on one or more occasions, by issuing, ordinary shares of the Company or securities giving access in whatever manner, immediately or in the future, to equity securities to be issued by the Company as consideration for contributions in kind made to the Company and consisting of equity securities or securities giving access to the share capital of another company, when the provisions of Article L.22-10-54 of the French Commercial Code are not applicable;
2. decides that the maximum nominal amount of the capital increases that may be carried out immediately or in the future pursuant to this delegation is **10% of the share capital on the day of this General Meeting**, it being specified that:
 - this amount shall be deducted from the overall ceiling stipulated in paragraph 2 of the 17th resolution of this General Meeting, subject to its approval, or, as the case may be, from the ceiling that may be stipulated by any other resolution having the same purpose that may supersede it during the period of validity of the present delegation;
 - this amount shall be deducted from the sub-ceiling provided for in paragraph 2 of the 18th resolution of this General Meeting applicable to all capital increases with cancellation of preferential subscription rights, subject to its approval, or, as the case may be, from the sub-ceiling that may be stipulated by any other resolution having the same purpose that may supersede it during the period of validity of the present delegation;
 - the above mentioned ceilings do not take into account the Company's shares to be possibly issued by way of adjustments made to preserve the rights of holders of securities giving access to the share capital.
3. decides that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting; this restriction shall remain in effect until the end of the offer period;
4. resolves that the Board of Directors, with the power to sub-delegate as permitted by law, will have all necessary powers to implement this delegation of authority, in particular in order to:
 - decide upon the capital increase(s) to pay for the contributions in kind and determine the securities to be issued;
 - determine the list of the contributed securities, approve the valuation of the contributions, determine the conditions of the issue of the securities to pay for the contributions, and if necessary the amount of any additional cash payments (soulte) to be paid, approve the grant of special benefits, and, if the contributors consent, reduce the valuation of the contributions or the remuneration of the special benefits;
 - determine the terms and characteristics of the securities issued to pay for the contributions and determine the terms upon which, if necessary, the rights of holders of securities giving access to the share capital will be preserved;
 - on its sole initiative, charge the costs of the capital increases to the amount of the associated premiums and deduct from such amount the sums necessary to fund the legal reserve;
 - determine the terms and conditions under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange securities issued or to be issued, immediately or in the future, in order to cancel them or not, in accordance with the laws;
 - formally note completion of each capital increase and amend the bylaws accordingly;
 - in general, take any measures and complete any formalities necessary for the issue, admission to trading and, if applicable, to financial servicing of the securities issued pursuant to this authorization, together with the exercise of the rights attached thereto;
5. resolves, as necessary, to cancel, for the benefit of the holders of equity securities or securities that are the subject of the contributions in kind, the preferential subscription right of the shareholders to the shares or securities issued under this delegation;
6. notes that this delegation entails the waiver by the shareholders of their preferential subscription rights to those ordinary shares of the company to which any securities issued under this delegation may give entitlement;
7. sets the period of validity of the delegation at **twenty-six (26) months** from the date of this General Meeting;
8. notes that the adoption of this resolution cancels and replaces any authorization having the same purpose.



Presentation of the twenty-second resolution

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

Under the terms of the 22nd resolution, you are asked to renew the delegation granted to the Board pursuant to the 25th resolution adopted by the shareholders during the General Meeting held on June 5, 2025, that is due to expire on August 5, 2027.

In this frame, it is proposed to grant the Board, for a new period of 26 months, with a new delegation of same nature, aiming at capitalizing reserves, premiums, profits or other items in the Company's share capital, up to the limit of a nominal amount of **€500 million**, and to increase the share capital to that purpose by increasing the par value of the shares and/or by allotting free shares.

It is specified that the Board could not take the decision to use this delegation of competence as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the general meeting; this restriction would remain in effect until the end of the offer period.

It is reminded that the previous delegation has been partially used for delivering shares to the beneficiaries of free allocation plans whose respective vesting periods had ended in 2025.

Twenty-second resolution

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

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

1. delegates to the Board of Directors, with power to subdelegate under the conditions provided by applicable legal and regulatory provisions, its competence to increase the share capital on one or more occasions, in the proportions and at the times it shall see fit, through the capitalization of premiums, reserves, profits or otherwise as permitted by applicable law and the bylaws, in the form of an issue of new equity securities or an increase in the par value of existing equity securities, or by a combination of these two processes. The maximum nominal amount of the capital increases that may be carried out in this respect may not exceed a ceiling of **€500 million**, to which may be added, if necessary, the nominal amount of any additional shares to be issued, to preserve the rights of securities holders or other rights giving access to the share capital, and it being specified that this amount is set autonomously and separately from the ceilings of other delegations of authority to increase the share capital and shall not be deducted (i) from the amount of the overall ceiling provided for in paragraph 2 of the 17th resolution of this General Meeting nor (ii) from any sub-ceiling stipulated in another resolution of this General Meeting and in particular the amount of the sub-ceiling provided for in paragraph 2 of the 18th resolution of this General Meeting;
2. decides that the Board of Directors may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting; this restriction shall remain in effect until the end of the offer period;
3. in the event that the Board of Directors makes uses of this delegation of authority, resolves that the Board of Directors, with the power to sub-delegate as permitted by law, will have all necessary powers to implement this delegation, in particular in order to:
 - determine the amount and nature of the sums to be capitalized, set the number of new equity securities to be issues and/or the amount by which the par value of the existing equity securities making up the share capital is to be increased, set the date, even retroactively, as from which the new equity securities will carry entitlement to dividends or the date on which the increase in the par value of the existing equity securities will take effect;
 - decide, in the event of allotment of equity securities for free, that rights to fractional securities will not be tradeable or transferable and that the corresponding shares will be sold under the conditions provided for by law and regulations; the sum resulting from the sale will be allocated to the holders of rights under the conditions provided for by law and regulations;
 - make any adjustments to take account of the impact of transactions affecting the Company's share capital or equity, in particular in the event of a change in the par value of the share, a capital increase by capitalization of reserves, allocation of shares or equity securities for free, a stock split or reverse stock split, the distribution of dividends, reserves or premiums, or of any other assets, redemption of capital or any other transaction affecting shareholders' equity or share capital (including in the event of a public offering and/or change of control), and to set the terms and conditions according to which the rights of holders of securities or other rights giving access to the Company's share capital will be preserved (including through cash adjustments);
 - formally note completion of each capital increase and amend the Bylaws accordingly;
 - in general, enter into any agreement, take any measures and carry out any formalities required for the issue, to admission to trading and to financial servicing of the securities issued pursuant to this delegation of authority and for the exercise of the rights attached thereto.
4. sets the period of validity of the delegation at **twenty-six (26) months** from the date of this General Meeting
5. resolves that the adoption of this resolution cancels and replaces any authorization having the same purpose.

Presentation of the twenty-third and twenty-fourth resolutions

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

Under the terms of the 23rd, you are asked to replace, for a new period of 26 months, the delegation of authority granted to the Board pursuant to the 11th resolution adopted by the shareholders during the Extraordinary General Meeting held on January 8, 2026.

The Board would have the possibility to decide to increase the Company's share capital by issuing shares and/or other securities giving access to the Company's share capital reserved for employees and corporate officers of the Company or its affiliates who are members of a company savings plan or any other qualifying plan in accordance with law and regulations.

In addition, under the 24th resolution, you are requested to renew the delegation of competence granted to the Board under the 12th resolution adopted by the shareholders at the Extraordinary General Meeting of January 8, 2026, 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.

By doing so, the Board would have the possibility to deploy an international employee shareholding plan under the best conditions by increasing the Company's share capital in favor of employees or categories of employees outside of France. This delegation you are asked to grant would make it possible to offer the subscription of shares in the Company to employees or categories of employees of the Group outside France by adapting the conditions of the offer to local particularities not strictly compatible with a savings plan, on the one hand, or, in the event that the Company envisages making a leveraged employee offer and allowing it to make SARs (Stock Appreciation Rights) in countries where leverage is not possible, or to make a SIP (Share Incentive Plan) in the United Kingdom, or to make specific plans in other countries.

The ceiling on the nominal amount of immediate or future capital increases resulting from all issues carried out under the 23rd and 24th resolutions could not exceed 2.5% of the share capital of the Company on the day of the General Meeting.

This common ceiling applicable to the 23rd and 24th resolutions would be independent and autonomous (i) from the overall ceiling stipulated in paragraph 2 of the 17th resolution and (ii) from the sub-ceiling stipulated in paragraph 2 of the 18th resolution of this year General Meeting.

We would like to inform you that the vote of these resolutions would entail the express waiver by the shareholders of their PSR to the new shares to be issued, in order to reserve the subscription for employees who are members of a Company savings plan. In this respect, we would ask you to delegate to the Board the task of drawing up the list of beneficiaries.

It is specified that the Board could set the subscription price of the securities issued pursuant to these delegations and that this price shall be determined in accordance with the conditions set forth in Article L.3332-19 of the French Labour Code, it being understood that the maximum discount may not exceed 30% (or 40% when the lock-up period provided for by the plan is greater than or equal to 10 years) of the average quoted price of the Worldline share on the regulated market of Euronext Paris during the 20 trading days preceding the date of the Board's decision setting the opening date of the subscription.

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

Twenty-third resolution

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

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Articles L.225-129, L.225-129-2, L.225-129-6, L.225-138, L.225-138-1 and L.22-10-49 *et seq.* of the French Commercial Code and Articles L.3332-1 *et seq.* of the French Labour Code:

1. delegates to the Board of Directors, with the power to sub-delegate under the conditions provided by applicable legal and regulatory provisions, its competence to decide, in the proportions and at the time it shall see fit, the issuing, in France and/or abroad, (i) of Company's ordinary shares and/or (ii) securities that are equity securities giving access in whatever manner, immediately or in the future, to other equity securities in the Company, or

giving entitlement, immediately or in the future, to the allotment of debt securities and/or (iii) securities giving access, immediately or in the future, to equity securities to be issued by the Company subject to applicable law; reserved to employees and corporate officers of the Company or all French and foreign companies related to the Company within the meaning of the applicable law, who are members of any company or Group savings plan or any other qualifying plan pursuant to the applicable legal and regulatory provisions;

2. decides that the maximum nominal amount of the immediate or future capital increases of the Company that are likely to be carried out under the present delegation shall not exceed 2.5% of the share capital on the day of this General Meeting, it being specified that:
 - this amount is set autonomously and separately from the overall ceiling stipulated in paragraph 2 of the 17th resolution and from the sub-ceiling stipulated in paragraph 2 of the 18th resolution of this General Meeting applicable to capital increases with maintenance or cancellation of preferential subscription rights;
 - this amount is common to capital increases reserved for the benefit of employees carried out pursuant to this resolution and to the 24th 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 or other rights giving access to the share capital in accordance with the legal and regulatory provisions in force and, as the case may be, with the applicable contractual stipulations;
3. decides that this delegation entails the removal of the shareholders' preferential subscription rights to the shares and other equity securities and securities giving access to the share capital which may be issued pursuant to this resolution, as well as to the shares and other equity securities which the securities issued on the basis of this delegation may give entitlement;
 4. decides that the subscription price of the securities issued by virtue of this delegation shall be set by the Board of Directors and determined under the conditions set forth in Article L.3332-19 of the French Labour Code, on the basis of an average of opening price of the Worldline shares on Euronext Paris market over the twenty trading sessions preceding the date of the decision of the Board of Directors or of the Chief Executive Officer setting the opening date of the subscription period, with a maximum discount of 30% (or 40% when the applicable compulsory holding period as provided for in the plan pursuant to Articles L.3332-25 and L.3332-26 of the French Labour Code is equal to or greater than ten years);
 5. decides that pursuant to Article L.3332-21 of the French Labour Code, the Board of Directors may provide for the free allocation of shares or other securities giving access to the share capital of the Company, as employer's contribution, or, as the case may be, the discount, subject to the consideration that their pecuniary counter value, evaluated at the subscription price, does not have the effect of exceeding the applicable legal and regulatory limits;
 6. authorizes the Board of Directors, under the terms of this delegation, to sell shares to members of a company or group savings plan (or comparable scheme) as provided for by Article L.3332-24 of the French Labour Code, it being specified that transfers of shares carried out with a discount in favor of members of one or more company savings plans referred to in this resolution shall be deducted up to the nominal amount of the shares thus transferred from the ceiling referred to in paragraph 2 above;
 7. decides that the characteristics of the other securities that give access to the Company's share capital shall be set by the Board of Directors, under the conditions set forth by the applicable legal and regulatory provisions;
 8. grants all powers to the Board of Directors, with the power to sub-delegate to any person authorized by the applicable legal and regulatory provisions, for the purpose of implementing this delegation, and in particular:
 - to decide that the issuances may be carried out directly to the advantage of the beneficiaries or through collective securities investment funds;
 - to set, where necessary, a perimeter of the companies concerned by the offer which is narrower than the companies eligible for the plans in question;
 - to set the procedures for participation in these issuances, in particular the seniority conditions that the beneficiaries of the capital increases shall met;
 - in case of issuance of debt securities, to determine the characteristics and terms of the securities (including their term, fixed or perpetual, whether they will be subordinated or not, and their remuneration) and amend the terms and characteristics referred to above during the term of the securities concerned, in compliance with the applicable formalities;
 - to set the conditions and procedures for these issuances, and notably the starting and closing dates for subscriptions, the dates of entitlement to dividends (including retroactive ones), the procedures for payment in full and the subscription price of the equity securities or securities giving access to the share capital of the Company;
 - to determine and make any necessary adjustments to take into account the impact of transactions on the Company's share capital, especially in the event of a change in the par value of the shares, increase in share capital by capitalization of reserves, free allocation of shares or equity securities, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting equity or share capital (including in case of a takeover bid and/or in the event of a change of control), and define, in accordance with legislative and regulatory provisions, the terms and conditions on which the rights of holders of securities giving access to the share capital of the Company (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, where applicable, of the exercise of the rights attached to existing shares or securities granting access to the capital, as permitted by relevant laws and regulations;
 - at its sole initiative, to attribute the expenses of any issue to the amount of the premiums relating to the same and to withhold from this amount the sums necessary to raise the legal reserve to one tenth of the new share capital after each increase;
 - in general, to take all useful measures, conclude all agreements (notably with a view to ensuring the successful completion of the issuance), request all authorizations, carry out all formalities and do what is necessary to achieve the realization and successful conclusion of the planned issuances or to postpone the same, and notably to record the capital increase(s) resulting from every issuance carried out by using this delegation, correspondingly, to amend the bylaws, to request the listing on the market of Euronext Paris of all securities issued by virtue of this delegation and to ensure the financial service for the shares in question and the exercise of the associated rights;
9. sets the period of validity of the delegation at twenty-six (26) months from the date of this General Meeting;
 10. resolves that the adoption of this resolution cancels and replaces any authorization having the same purpose.

Twenty-fourth resolution

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

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report, and the Statutory Auditors' special report, and pursuant to the provisions of Articles L.225-129 *et seq.*, L.225-138 and L.228-91 *et seq.* of the French Commercial Code:

1. delegates to the Board of Directors, with the power to sub-delegate under the conditions provided by applicable legal and regulatory provisions, its competence to decide to increase the Company's share capital, one or more occasions, at such time and in such proportions as it shall see fit, through the issuance of (i) ordinary shares of the Company, and/or (ii) securities giving access, immediately or in the future to the Company's share capital to be subscribed for in cash, reserved for the category of beneficiaries defined below;
2. resolves that the nominal amount of the increase in the Company's share capital carried out by virtue of this delegation may not exceed 2.5% of the Company's share capital on the day of this General Meeting, it being specified that:
 - this amount is set autonomously and separately from the overall ceiling stipulated in paragraph 2 of the 17th resolution and from the sub-ceiling stipulated in paragraph 2 of the 18th resolution of this General Meeting applicable to capital increases with maintenance or cancellation of preferential subscription rights;
 - this amount is common to capital increases reserved for the benefit of employees that may be carried out pursuant to this resolution and to the 23rd 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 or other rights giving access to the share capital in accordance with the legal and regulatory provisions in force and, as the case may be, with the applicable contractual stipulations;
3. resolves to cancel the preferential subscription rights of shareholders to new shares to be issued pursuant to this delegation and to reserve the right to subscribe for such shares to the class of beneficiaries meeting the following characteristics:
 - (i) employees and corporate officers of companies affiliated to the Company within the meaning of Article L.225-180 of the French Commercial Code and Article L. 3344-1 of the French Labour Code and having their registered offices outside of France;
 - (ii) UCITs or other entities organized under French or foreign law for the purpose of employee shareholding, whether or not legal entities, of which the shareholders or members are persons referred to in (i) above or enabling persons referred to in (i) above to benefit, directly or indirectly, from an employee shareholding plan or Company savings plan, it being specified that this resolution may be used to implement leverages schemes;
4. resolves that the issuance price for the new shares to be issued pursuant to this delegation of power shall be determined (i) on the basis of the average opening prices of the Worldline share on Euronext Paris over the twenty trading sessions preceding the date of the decision by the Board of Directors or by the Chief Executive Officer setting the opening date for the subscription period, with a maximum discount of 30% (or 40% when the lock-up period provided for by the plan pursuant to Articles L.3332-25 and L.3332-26 of the French Labour Code is greater than or equal to ten years) and/or (ii) at a price equal to the price set on the basis of the 21st resolution of this General Meeting in the event of a simultaneous transaction, and/or (iii) in accordance with the procedures for setting the subscription price of the Company's shares under the specific legal regime governing an offering of Company's shares in connection with an employee shareholding plan governed by foreign law;
5. resolves that the Board of Directors will have full authority, with the right to sub-delegate in accordance with applicable law and the Company's bylaws, to implement this delegation of power, in particular, in order to:
 - determine the list of beneficiaries within one or more of the categories of beneficiaries defined above, or the categories of employees to benefit from each issuance, as well as the number of shares to be subscribed for by each of them;
 - determine the subscription forms and procedures to be presented to employees in each relevant country, in light of any constraints under applicable local law, and to select the countries in question from among those in which the Group has subsidiaries, as well as the subsidiaries whose employees may participate in the transaction;
 - decide on the maximum number of shares to be issued, within the limits set by this resolution, to take note of the final amount of each capital increase, and to amend the bylaws accordingly;
 - set the dates and all other terms and conditions of the capital increases, as provided for by law;
 - charge the costs of such capital increases to the related premiums and to deduct from such amount the necessary amounts to maintain the legal reserve at one-tenth of the share capital following such capital increases;
 - in general, carry out all actions and formalities, make all decisions, and enter into any agreements useful or necessary to achieve the realization and 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 twenty-fifth resolution

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

Under the terms of the 25th resolution, you are asked to replace the existing authorization granted to the Board pursuant to the 28th resolution adopted by the shareholders during the General Meeting held on June 5, 2025, with a new authorization of same nature, for a new period of 38 months, aiming at granting, on one or more occasions over a period of three years, free shares to employees or Corporate Officers of the Company and/or its affiliates, in accordance with the conditions set out below.

Worldline is committed to an approach that aims to involve Corporate Officers and employees in the Group's performance and results, notably through long-term incentive plans. As for the previous years, these plans would benefit the top management, key employees and experts of Worldline, including the Executive Company Officer. Such plan is even more important in 2026 as the Group has initiated its transformation plan which require full engagement of its leaders, managers, experts and talents.

The sub-cap would not represent more than 3% of the share capital of the Company on the day of the General Meeting, of which 0.2% for the Chief Executive Officer.

The level of this envelope is primarily attributable to the current low share price which requires to grant more shares to selected beneficiaries to remain competitive and consistent with compensation market practice, to retain and incentivize the key managers and contributors to perform in a challenging context and deliver the ongoing transformation and to align interests with shareholders.

As the Board indicates in the presentation of the Chief Executive Officer's compensation policy (13th resolution), share price volatility and the capital transactions that occurred in 2026 led to a significant reduction in the effective value of his existing long-term variable compensation, now estimated at approximately €90,000 for the Chief Executive Officer. This same dynamic affects all beneficiaries of the Group's long-term incentive plans expected to be put in place in 2026. To maintain the incentive and competitive nature of these plans, a necessary condition for retaining the key leaders, managers, experts and talents working on the transformation, the Board, upon the recommendation of the Remuneration Committee, determined that an increase in the requested envelope was justified. Such plans would incentivize the key managers and contributors to deliver the transformation in this important phase for the Group and will strongly align their interest with the shareholders.

In any event, the maximum economic dilutive impact resulting from this authorization remains strictly limited and proportionate to the challenges of retaining and motivating teams, which are critical to the success of the North Star 2030 transformation plan. The Board emphasizes that this exceptional 3% level is justified by unprecedented market and operational conditions and does not constitute a permanent change in the Group's long-term incentive plan policy.

It is recalled that the performance share plans for which the vesting period has now expired have resulted in effective dilution that is significantly lower than the limits successively authorised by the general meeting (for further details, please refer to Section E.2.3 of the 2025 Universal Registration Document). With regard to performance share plans currently in the vesting process, the limits authorised by the relevant general meetings were not fully utilised at the time of share allocation. Furthermore, given the impact of the Group's financial performance recorded for the financial years 2024 and 2025, as well as other factors such as attrition, the effective dilution arising from these plans will be significantly lower than the aforementioned budgets.

Specific conditions of the authorization

1. Nature of the authorization

The resolution submitted to your vote would also specify that the unused portion of the authorization granted to the Board pursuant to the 28th resolution adopted by the shareholders during the General Meeting held on June 5, 2025 would be canceled and superseded as from this General Meeting.

2. Maximum amount of the authorization

The maximum number of shares that may be granted pursuant to the proposed authorization would not exceed 3% of the share capital of the Company on the day of this General Meeting. This authorization will be for a new three years period.

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

The total number of shares granted to Chief Executive Officer by virtue of the proposed authorization would not represent more than 0.2% of the share capital of the Company on the day of this General Meeting. Moreover, in such a situation, the Board will apply a rule as to the holding of a portion of the shares acquired until expiration of his respective term of office in compliance with the compensation policy applicable to the Chief Executive Officer.

4. Vesting period

The grant of the shares to their beneficiaries would become final after a minimum vesting period of one year. The Board of Directors may set a holding period from the vesting. The cumulative length of the vesting period and any holding period may not be less than two years.

5. Performance conditions / Continued employment condition

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

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

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

Twenty-fifth resolution

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

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report, and the Statutory Auditors' special report, and in accordance with Articles L.225-129 *et seq.*, L.225-197-1 *et seq.* and L.22-10-59 *et seq.* of the French Commercial Code:

1. authorizes the Board of Directors, with the power to subdelegate as provided for in the applicable legal and regulatory provisions, to grant, on one or more occasions and according to its own decisions over a period of three years, existing free shares or newly-issued free shares, up to 3% of the share capital on the day of this General Meeting, being specified that this maximum amount does not take into account the number of shares to be issued, if any, in respect of adjustments made to preserve the rights of the beneficiaries of free shares. Within the aforementioned maximum amount, the total number of shares granted to the Executive Company Officers in accordance with this authorization shall not exceed 0.2% of the share capital on the day of this General Meeting;
2. resolves that the beneficiaries of the grants authorized under this resolution must be employees and/or Corporate Officers of the Company and/or of companies or economic interest groups linked with it within the meaning of Article L.225-197-2 of the French Commercial Code, located in France or outside of France, as determined by the Board of Directors.
3. resolves that the grant of shares to beneficiaries shall only become definitive at the end of a vesting period which shall be determined by the Board of Directors but may not be less than one year. The Board of Directors may also set a minimum lock-up for beneficiaries, starting at the end of the vesting period. The cumulative length of the vesting period and any lock-up period may not be less than two years;
4. resolves that in case of disability of the beneficiary falling within the second or third categories of Article L.341-4 of the French Social Security Code, the vesting of the shares shall occur immediately, the shares becoming immediately freely transferable;
5. resolves that in case of death of the beneficiary, his heirs may request the vesting of the shares within six (6) months from the death, the shares becoming immediately freely transferable;
6. notes that in the event of a free allotment of new shares, this authorization shall entail, as and when the said shares are definitively allotted, an increase in capital by incorporation of reserves, profits or issue premiums in favor of the beneficiaries of the allotment of shares, and the express waiver by the shareholders of their pre-emptive rights to subscribe for the shares that would be issued pursuant to this resolution;
7. authorizes the Board of Directors to make any necessary adjustments to the number of shares during the vesting period, in connection with any transactions affecting the Company's share capital within the meaning of Article L.225-181 of the French Commercial Code, so as to preserve the rights of beneficiaries;
8. authorizes the Board of Directors to make use of the authorizations granted or to be granted by the General Meeting, in accordance with the provisions of Article L.22-10-62 of the French Commercial Code;
9. delegates all powers to the Board of Directors with the possibility to subdelegate under the conditions provided by applicable legal and regulatory provisions, to implement this authorization, within the limits and conditions hereabove specified, in order notably to:
 - determine whether the shares granted are shares to be issued and/or existing shares;
 - determine the category(s) of beneficiaries of the grant(s) and determine the identity of the beneficiaries of the grant(s) of shares to employees or corporate officers of the Company and/or of companies or economic interest groups aforementioned and the number of shares to be allocated to each of them;
 - determine the vesting period and, if applicable, the holding period, and, as the case may be, modify these periods for any circumstance for which this resolution or the applicable regulation would allow such modification;
 - set the conditions and, where applicable, the criteria for the grant of existing shares or shares to be issued;
 - allow for the possibility of temporarily suspending grant rights;
 - set all the other terms and conditions under which the shares will be granted;
 - accomplish or arrange for the accomplishment of all acts or formalities necessary to carry out share buybacks and/or complete capital increase(s) that may be carried out pursuant to this authorization, amend the bylaws accordingly, and in general take all necessary steps, with power to sub-delegate in accordance with law;
10. sets the period of validity of the delegation at **thirty-eight (38) months** from the date of this General Meeting;
11. resolves that the adoption of this resolution cancels and replaces any authorization having the same purpose.

Presentation of the twenty-sixth resolution

Amendment to the bylaws – Comply with laws and regulations

The general meeting held on June 8, 2025 amended Article 18 of the bylaws relating to notices and deliberations of the Board of directors and simplified the procedures for holding the Board of directors in accordance with Law No. 2024-537 of June 13, 2024, applicable from September 14, 2024, aimed at increasing business financing and France's attractiveness (the "Attractiveness Law"). In this regard, it is proposed to amend the Article 18 of the Company's bylaws.

Your Board of Directors also propose to amend Article 28 of the bylaws to comply with the regulatory provisions of Decree No. 2026-94 of February, 13 2026 concerning the modernization of communication modalities with shareholders of some commercial companies. Indeed, this decree amended the record date for registered and bearer securities for the purpose of preparing the attendance sheet for the meeting, which is now set at no later than the fifth business day prior to the meeting at zero hour (Paris time) instead of the second business day prior to the meeting at zero hour (Paris time).

Finally, you are also requested to remove Article 15 of the bylaws relating to the directors' shares, since it limited itself to the term "naught," and to delete a specific paragraph in Article 16 of the bylaws concerning the duration of the term of employee-directors who took office following the shareholders' meeting deciding the accounts for the financial year 2021, this specific paragraph is no more applicable and its reference date elapsed.

Twenty- sixth resolution

Amendment to the bylaws to comply with law and regulation

The General Meeting, ruling under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the report of the Board of Directors, resolves to amend the Company's bylaws as follows:

Current wording	New wording
<p>Article 15 - DIRECTORS' SHARES None.</p> <p>Article 16 - DIRECTORS REPRESENTING EMPLOYEES AND EMPLOYEE SHAREHOLDERS</p> <p>(...)</p> <p>The term of office of the directors representing the employees who take office as from the end of the general meeting of shareholders having ruled on the financial statements for the fiscal year 2021 will be one (1) year in the event that, on the date of their appointment, the European Works Council of the Company has not been set up. The term of office of the directors representing the employees appointed as from the set-up of the European Works Council of the Company shall be three (3) years. The mandate of the directors representing the employees shall expire at the end of the ordinary general meeting of shareholders called to rule on the financial statements of the fiscal year that has ended, and which is held in the year during which the term of office of the aforesaid director expires. The directors representing the employees may be renewed in their functions.</p> <p>(...)</p>	<p>Article 15 – DIRECTORS' SHARES None.</p> <p>Article 15 - DIRECTORS REPRESENTING EMPLOYEES AND EMPLOYEE SHAREHOLDERS</p> <p>(...)</p> <p>The term of office of the directors representing the employees who take office as from the end of the general meeting of shareholders having ruled on the financial statements for the fiscal year 2021 will be one (1) year in the event that, on the date of their appointment, the European Works Council of the Company has not been set up. The term of office of the directors representing the employees appointed as from the set-up of the European Works Council of the Company shall be three (3) years. The mandate of the directors representing the employees shall expire at the end of the ordinary general meeting of shareholders called to rule on the financial statements of the fiscal year that has ended, and which is held in the year during which the term of office of the aforesaid director expires. The directors representing the employees may be renewed in their functions.</p> <p>(...)</p>
Current wording	New wording
<p>Article 18 - CALLS AND DELIBERATIONS OF THE BOARD OF DIRECTORS</p> <p>(...)</p> <p>Decisions falling within the board of directors' sphere of responsibility referred to in Article L.225-37 of the Commercial Code, as well as decisions to transfer the registered office within the same department may be taken by written consultation of the members of the board of directors.</p>	<p>Article 17 - CALLS AND DELIBERATIONS OF THE BOARD OF DIRECTORS</p> <p>(...)</p> <p>Decisions falling within the board of directors' sphere of responsibility referred to in Article L.225-37 of the Commercial Code, as well as decisions to transfer the registered office within the same department may be taken by written consultation of the members of the board of directors.</p>

Current wording

Article 28 COMMON RULES FOR GENERAL MEETINGS

(...)

The general meetings are composed of all of the shareholders whose shares are paid up for all required payments and for which, in compliance with the provisions of the Commercial Code, it has been proven that they have the right to take part in general meetings through the registration ("inscription en compte") of the shares, either in the name of the shareholder or, when the shareholder is not residents of France, of the intermediary registered on his behalf, on the second working day preceding the meeting at 00:00 hour (Paris time).

(...)

All shareholders may vote by mail by means of a form filled in and sent to the Company in the conditions set by law and by regulations. This form must be received by the Company **three (3) working days** before the date of the meeting, failing which it will not be taken into account.

(...)

The proxy or vote expressed before the general meeting by electronic means as defined in the above paragraphs, as well as the acknowledgement of receipt which may be issued shall be deemed to be irrevocable and binding writings towards all. As an exception, in the case where there is a sale of shares prior to the second business day prior to the meeting at 00:00 hour (Paris time), the Company shall consequently invalidate or modify, as the case may be, the proxy or vote expressed by the shareholder prior to this date and time by electronic means as authorized and approved by the board of directors.

(...)

New wording

Article 27 - COMMON RULES FOR GENERAL MEETINGS

(...)

The general meetings are composed of all of the shareholders whose shares are paid up for all required payments and for which, in compliance with the provisions of the Commercial Code, it has been proven that they have the right to take part in general meetings through the registration ("inscription en compte") of the shares, either in the name of the shareholder or, when the shareholder is not residents of France, of the intermediary registered on his behalf, **on the second working day preceding the meeting at 00:00 hour (Paris time) within the time limit set by the applicable legislative and regulatory provisions.**

(...)

All shareholders may vote by mail by means of a form filled in and sent to the Company in the conditions set by law and by regulations. This form must be received by the Company **three (3) working days** before the date of the meeting, **within the time limit set by the applicable legislative and regulatory provisions**, failing which it will not be taken into account.

(...)

The proxy or vote expressed before the general meeting by electronic means as defined in the above paragraphs, as well as the acknowledgement of receipt which may be issued shall be deemed to be irrevocable and binding writings towards all. As an exception, in the case where there is a sale of shares **prior to the second business day prior to the meeting at 00:00 hour (Paris time) within the time limit set by the applicable legislative and regulatory provisions**, the Company shall consequently invalidate or modify, as the case may be, the proxy or vote expressed by the shareholder **prior to this date and time** by electronic means as authorized and approved by the board of directors.

(...)

All other provisions of the articles of association remain unchanged, and their numbering is amended accordingly.

Presentation of the twenty-seventh resolution

Powers for legal formalities

You are asked to grant all powers to the bearer of an original, copy or excerpt of the minutes of the General Meeting to complete any and all required filings, publications, declarations and formalities.

Twenty-seventh-resolution

Powers

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

Terms of participation

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

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

In accordance with the provisions of Article R.22-10-28 of the French Commercial Code, the right to participate in the meeting is subject to the registration of the securities in the name of the shareholder or the intermediary registered on their behalf, on the fifth business day preceding the General Meeting, i.e. by **Thursday, June 4, 2026, at zero hour, Paris time:**

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

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

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

Participation and voting procedures for the General Meeting

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

A. If you wish to attend the General Meeting physically

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

1. Request for admission card via postal mail

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

– **For bearer shareholders:** request the admission card from the financial institution managing their securities account.

2. Request for admission card via electronic means

– **For registered shareholders (pure and administered):** make the request online on the secure VOTACCESS platform by connecting to the site <https://www.sharinbox.societegenerale.com>.

– **For pure registered shareholders:** connect to the Sharinbox site using their usual access code (provided on the unique voting form enclosed with the invitation brochure or in the email if they have chosen this mode of invitation) or their login email (if they have already activated their Sharinbox by SG Market account), then the password already in their possession.

– **For administered registered shareholders:** shareholders must connect to the Sharinbox site using their access code, which will be sent a few days before voting opens.

Once on the homepage of the Sharinbox website, the shareholder must follow the instructions displayed on the screen to access the secure VOTACCESS platform and will be able to request this admission card online.

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

• If the shareholder's account manager has joined the secure VOTACCESS platform, the shareholder must connect to the portal of the financial institution managing their securities account using their usual access codes, then follow the instructions on-screen to access the secure VOTACCESS platform and request an admission card online.

• If the shareholder's account manager has not joined the secure VOTACCESS platform, the shareholder will not be able to request an admission card electronically and must, therefore, request it via postal mail from their account manager following the conditions described in paragraph A.1 (*request for admission card via postal mail*).

3. In the absence of an admission card

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

– **For registered shareholders (pure and administered):** they must present themselves on the day of the General Meeting directly at the counter specifically set for this purpose with an identification document.

– **For bearer shareholders:** report on the day of the General Meeting directly to the booth specifically set up for this purpose, with identification and the participation certificate issued by the financial institution managing their securities account.

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

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

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

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

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

1. Voting by proxy or correspondence via postal mail

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

– **For registered shareholders (pure and administered):** date, sign, and return the unique postal or proxy voting form enclosed with the invitation they will receive, specifying that the shareholder wishes to be represented at the meeting or vote by mail, using the prepaid envelope (enclosed with the received invitation) or by simple mail to the following address: *Société Générale Securities Services - Service des Assemblées* - CS 30812, 44308 Nantes Cedex 3;

– **For bearer shareholders:** request the unique postal or proxy voting form from the financial institution managing their securities account from the date of the General Meeting invitation. Once completed and signed, return the form to the financial institution managing their securities account, which will handle sending it, accompanied by the participation certificate issued by them, to *Société Générale Securities Services - Service des Assemblées* - CS 30812, 44308 Nantes Cedex 3. The form, duly completed and signed, will only be considered if accompanied by proof of share ownership.

To be considered, the unique postal and proxy voting form must be received by the Securities and Stock Department - *Service des Assemblées* of Société Générale at least three (3) days before the date of the General Meeting, i.e., by **Monday, June 8, 2026, at 11:59 pm, Paris time.**

Given possible disruptions to postal delivery, it is recommended to send the voting form by mail as early as possible and to prefer voting by proxy or by Internet correspondence under the conditions described below.

2. Voting by proxy or correspondence via the Internet

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

– **For registered shareholders (pure and administered):** make the request online on the secure VOTACCESS platform accessible by connecting to the site <https://www.sharinbox.societegenerale.com>.

- *For pure registered shareholders:* connect to the Sharinbox site using their usual access code (provided on the unique voting form enclosed with the invitation brochure or in the email if they have chosen this mode of invitation) or their login email (if they have already activated their Sharinbox by SG Market account), then the password already in their possession.
- *For administered registered shareholders:* shareholders must connect to the Sharinbox site using their access code, which will be sent a few days before voting opens.

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

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

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

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

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

Terms of participation

Bearer shareholders must ask their financial intermediary managing their securities account to send a written confirmation, by postal mail to *Société Générale Securities Services - Service des Assemblées* - CS 30812, 44308 Nantes Cedex 3, or by email to the following address: assemblees.generales@sgss.socgen.com. Confirmations must be received no later than **Wednesday, June 10, 2026, at 3:00 pm, Paris time**.

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

The secure VOTACCESS platform for the General Meeting will be open **Friday, May 22, 2026, at 9:00 am, Paris time**.

The opportunity to vote, grant proxy, or revoke a proxy before the General Meeting will end on **Wednesday, June 10, 2026, at 3:00 pm, Paris time**.

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

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

C. Requests for additions to the agenda or proposed resolutions

Requests for additions to the agenda or proposed resolutions by shareholders meeting the conditions set out in Articles L.225-105, R.225-71 *et seq.*, and L.22-10-44 *et seq.* of the French Commercial Code must be sent to the Company's registered office or by electronic means at the following address: assemblee-generale@worldline.com no later than the twenty-fifth day preceding the date of the General Meeting, i.e., by **Sunday, May 17, 2026, at 11:59 pm, Paris time**. Requests sent by registered letter with

acknowledgment of receipt must be accompanied by a certificate justifying the shareholder status. As for bearer shareholders, it is reminded that the registration of points and/or proposed resolutions is subject to the transmission of a new certificate demonstrating the registration of their securities in the same accounts on the fifth business day preceding the General Meeting, i.e., **Thursday, June 4, 2026, at zero hour, Paris time**.

D. Written questions

In accordance with Article R.225-84 of the French Commercial Code, any shareholder may submit written questions up to the fourth business day preceding the date of the meeting, i.e., by no later than **Friday, June 5, 2026, at 11:59 pm, Paris time**.

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

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

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

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

E. Information and documents provided to shareholders

The documents mentioned in Article R.22-10-23 of the French Commercial Code are available, in accordance with the applicable legal and regulatory conditions and time limits, on the Company's website at www.worldline.com.

The convening brochure and related information are, or will be, available in accordance with the required conditions and time limits on the Company's website at www.worldline.com.

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

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

F. Sale of shares by shareholders before the General Meeting

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

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

Voting form

How to fill in the voting form?

The voting form will be available on the Company's website www.worldline.com within the legal deadlines.

In order to be taken into account, the postal or proxy voting form must be received by **Société Générale Securities Services** on Monday June 8, 2026 at 11:59 pm (Paris time) at the latest.

To attend the General Meeting:
tick here

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

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

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

JE DÉSIRES ASSISTER A 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 45 255 202,58 €
Siège social : Tour Voltaire - 1, place des Degrés
92800 Putaux - France - 378 901 946 R.C.S. Nanterre

Décret n° 2026-94 du 13 février 2026
Retrouvez la documentation sur le site :
<https://investors.worldline.com/fr/home/actualites-et-evenements/assemblee-des-actionnaires>

Decree No. 2026-94 of 13 February 2026
Documents available on the website:
<https://investors.worldline.com/en/home/news-events/meeting-of-shareholders>

ASSEMBLÉE GÉNÉRALE MIXTE
Convoquée le jeudi 11 juin 2026 à 14h30
Au Cloud Business Center, 10 bis rue du Quatre Septembre
75002 Paris, France

COMBINED GENERAL MEETING
Convened on Thursday June 11, 2026 at 2:30 p.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
Nominatif Registered
Porteur Bearer
Nombre d'actions Number of shares
Vote simple Single vote
Vote double Double vote
Nombre de voix - Number of voting rights

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

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

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

C Si des 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 renvoi (4)] à M. ou Mme, Raison Sociale pour voter en mon nom.
- J'appoint [see reverse (4)] Mr or Mrs, 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:

à la banque / to the bank	sur 1 ^{ère} convocation / on 1st notification	sur 2 ^{ème} convocation / on 2nd notification
08 juin 2026 / June 08, 2026		
à la société / to the company	08 juin 2026 / June 08, 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 pour le 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 a proxy to the Chairman of the General Meeting

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

D HEREBY GIVE PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (3)

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

JE DONNE POUVOIR À : Cf. au verso (4) pour me représenter à l'Assemblée Générale, Raison Sociale / Mr or Mrs, Corporate Name

Adresse / Address

E BY APPOINT: See reverse (4)

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 must be valid only if they are directly returned to your bank.

Request for documents and information

I, the undersigned,

Title, Company:

Last name or company name:

First name:

Postal code: Country:

Email address: @

Hereby acknowledge that I have received the documents relating to the Shareholders' Combined General Meeting of June 11, 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 2025 past financial year;

Request that Worldline¹ send me, prior to the Shareholders' Combined General Meeting the documents and information referred to in Article R.225-83 of the French *Code de Commerce*² as well as the documents and information referred to in the resolutions to be submitted for shareholder approval at the General Meeting on June 11, 2026:

Send hard copies of the documents

Send digital copies of the documents

Signed in: on: 2026

Signature

This request should be returned to:

Societe Generale Securities Services

Service Assemblées

CS 30812 – 44308 Nantes Cedex 3, France

or the financial intermediary responsible for managing your shares.

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

² Information about Worldline can be found in the 2025 Universal Registration Document, which you can consult on the Company's website www.worldline.com.

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

Dear Sir or Madam, Dear shareholder,

As part of a digitalization process and to better preserve the environment, Worldline offers the possibility of receiving your notice of general meetings electronically ("e-notice"), as of the next 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 Combined General Meeting online. To opt in, you must authorize this change in accordance with applicable laws.

You can opt in to receiving e-notices:

Electronically

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

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

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

By post

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

Please also notify Société Générale Securities Services if:

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

Reply form to be returned duly completed and signed

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

I have read and understood that notices of meeting as well as all documentation relating to Worldline's Shareholders' General Meetings 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:

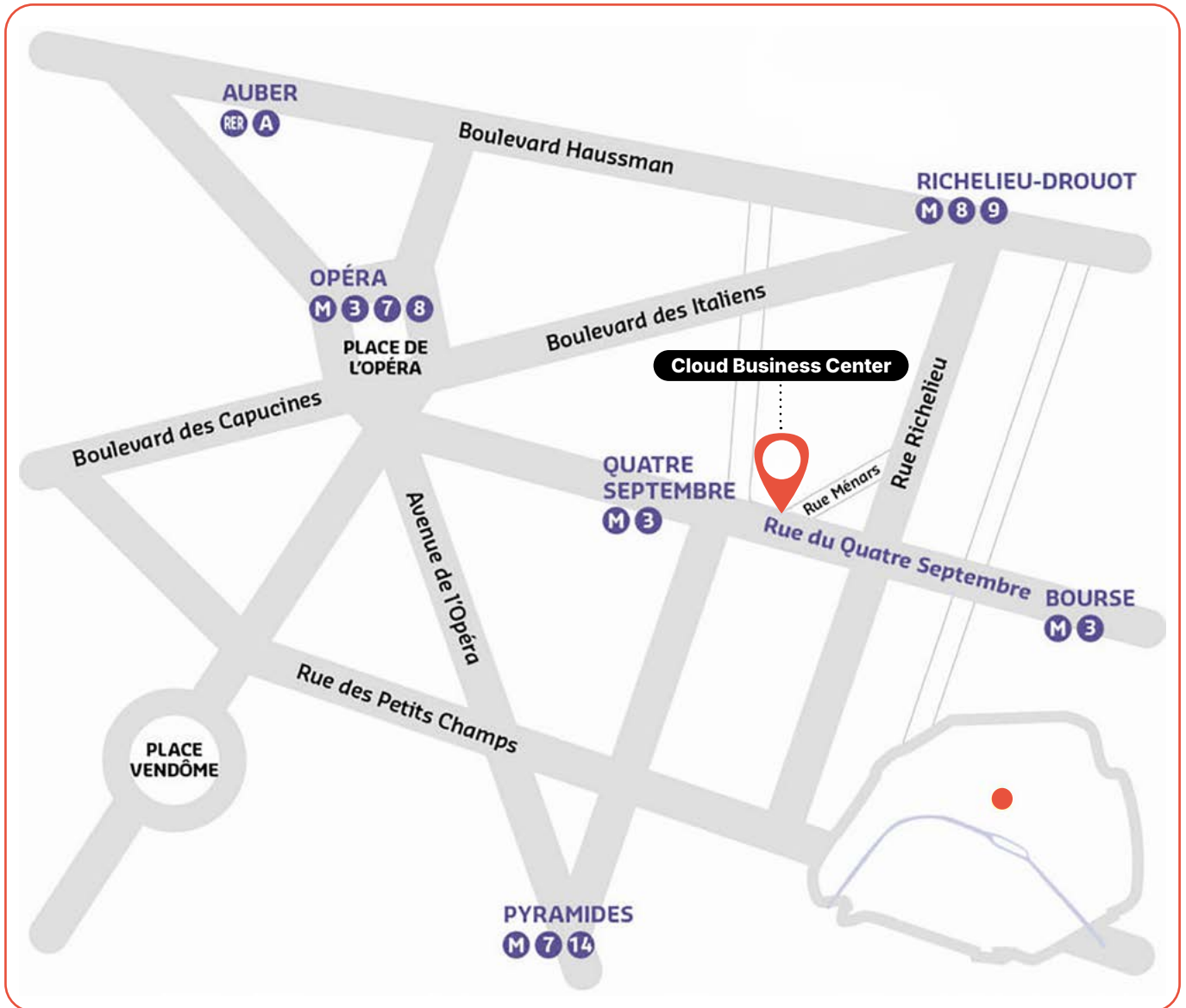
Société Générale Securities Services

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 Combined General Meeting



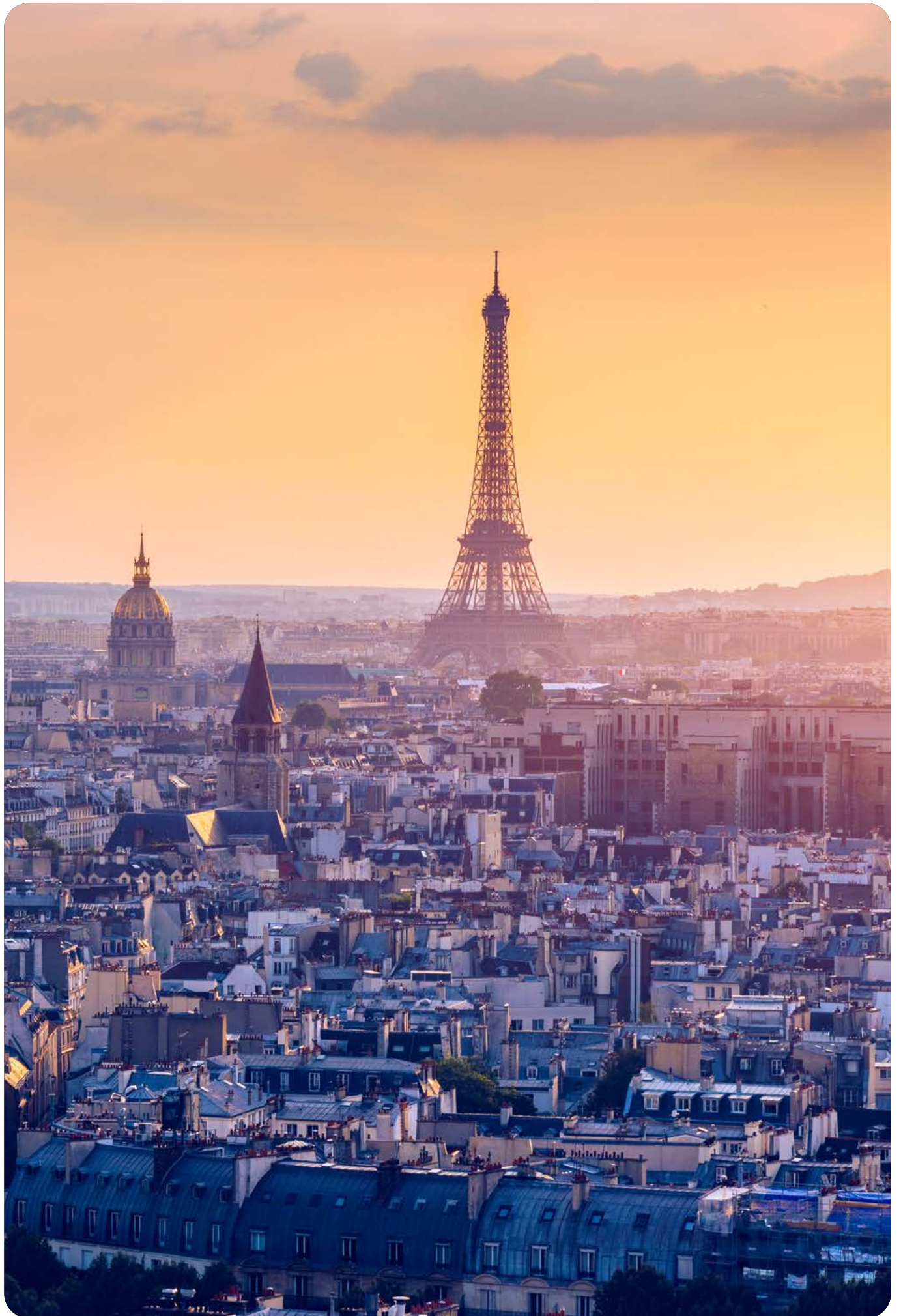
Public transport access

- **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) : 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.



Investors Relations

César Zeitouni

cesar.zeitouni@worldline.com

Peter Farren

peter.farren@worldline.com



Public limited company
(Société anonyme)
Share capital: €45,255,202,58
Tour Voltaire,
1 Place des Degrés
CS 81162
92059 Paris la Défense Cedex,
France