

PRESENTATION TO INVESTORS

April 2019

FINANCIAL COMMUNICATION

Worldline

Disclaimer

This document contains forward-looking statements that involve risks and uncertainties, including references, concerning the Group's expected growth and profitability in the future which may significantly impact the expected performance indicated in the forward-looking statements. These risks and uncertainties are linked to factors out of the control of the Company and not precisely estimated, such as market conditions or competitors behaviors. Any forward-looking statements made in this document are statements about Worldline's beliefs and expectations and should be evaluated as such. Forward-looking statements include statements that may relate to Worldline's plans, objectives, strategies, goals, future events, future revenues or synergies, or performance, and other information that is not historical information. Actual events or results may differ from those described in this document due to a number of risks and uncertainties that are described within the 2017 Registration Document filed with the Autorité des Marchés Financiers (AMF) on March 21, 2019 under the filing number: D.19-0185.

Revenue organic growth and Operating Margin before Depreciation and Amortization (OMDA) improvement are presented at constant scope and exchange rates. OMDA is presented as defined in the 2018 Registration Document.

Global Business Lines include Merchant Services (in Argentina, Belgium, Brazil, Czech republic, France, Germany, India, Luxembourg, Malaysia, Poland, Spain, Sweden, Switzerland, The Netherlands, United Kingdom, USA), Financial Services (in Belgium, China, Estonia, Finland, France, Germany, Hong Kong, Indonesia, Italy, Latvia, Lithuania, Luxembourg, Malaysia, Singapore, Spain, Switzerland, Taiwan, The Netherlands and the United Kingdom), and Mobility & e-Transactional Services (in Argentina, Austria, Belgium, Chile, China, France, Germany, Spain, The Netherlands, and United Kingdom).

Worldline does not undertake, and specifically disclaims, any obligation or responsibility to update or amend any of the information above except as otherwise required by law.

This document does not contain or constitute an offer of Worldline's shares for sale or an invitation or inducement to invest in Worldline's shares in France, the United States of America or any other jurisdiction.

HIGHLIGHTS

FIRST QUARTER 2019

Gilles Grapinet
CEO Worldline

First quarter 2019 revenue fully in line with the objectives set for the year

- **Revenue: €560 million**
 - **+42.6%** revenue growth at constant exchange rates
 - **+6.2%** revenue organic growth, **fully in line** with the full year objectives
- **Strong dynamic of commercial acquiring** in all our countries
- **Many business units posting double digit growth rates**
- Fast progress of the **SIX Payment Services integration** program
- **Solid commercial trends**
- **Strategic change regarding the control of Worldline** announced by Atos in January very well **received in the financial market**
- All **activities started** to make **Worldline fully standalone** in the coming quarters
- **Ideal positioning** for the second wave of the **European payment industry consolidation**

All 2019 objectives confirmed

REVENUE

6% to 8% organic growth

OMDA

Between 24.8% and 25.8%*

**FREE
CASH
FLOW**

Between €275 million and €290 million
including synergy implementation costs

*: Corresponding to an initial guidance of 23% to 24% pre IFRS 16 impact estimated at c.+180 basis points on OMDA.

REVENUE

FIRST QUARTER 2019

Eric Heurtaux
CFO Worldline

Constant scope and exchange rate figures reconciliation

In € million

Merchant Services
Financial Services
Mobility & e-Transactional Services
Worldline

Revenue			
Q1 2018	Scope effects**	Exchange rates effects	Q1 2018*
138.1	+111.4	+1.3	250.8
178.4	+23.3	+0.7	202.4
77.6		-3.8	73.8
394.1	+134.7	-1.7	527.1

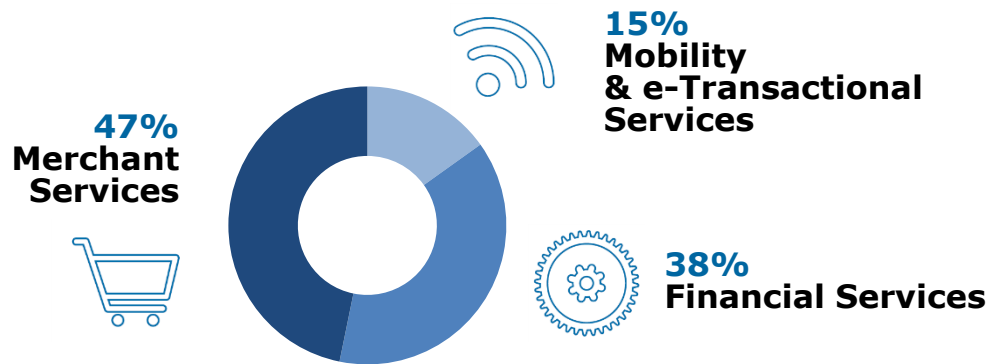
* At constant scope and March 2019 YTD average exchange rates

** At December 2018 YTD average exchange rates

Revenue performance by Global Business Line

In € million	Revenue		
	Q1 2019	Q1 2018*	% Growth
Merchant Services	261.8	250.8	+4.4%
Financial Services	213.2	202.4	+5.3%
Mobility & e-Transactional Services	84.6	73.8	+14.6%
Worldline	559.6	527.1	+6.2%

* At constant scope and March 2019 YTD average exchange rates



Q1 2019 Revenue performance by Global Business Line



Merchant Services

+4.4%*



Financial Services

+5.3%*



Mobility & e-Transactional Services

+14.6%*

Mid-single digit growth in **Merchant Payment Services:**

- Commercial Acquiring grew high single digit
- Online acquiring transactions volumes grew double digit
- Decrease of sales of Payment Terminals.

Merchant Digital Services nearly stable:

- Good volumes in Iberia and Benelux
- Lower sales of digital kiosks and projects in the UK.

Merchant Services Q1 2019 org. growth **above 7.5% excluding terminals**

Issuing processing: high single digit growth thanks to

- Strong authentications transactions
- Good project activity

Double-digit growth in **Account Payments from:**

- Good SEPA payment volumes
- Strong iDeal volume growth (+26%)
- Commerzbank contract ramp-up.

Strong growth in **Digital Banking**

Lower **Acquiring processing** revenue, (high comparison basis in Q1 last year)

All three business lines post solid double digit growth rates:

e-Consumer & Mobility strongest contributor

Growth in **e-Ticketing** supported by:

- Start of "Smart Navigo" program
- Open payments solutions for various French cities.

Strong momentum in **Trusted Digitization:**

- French government agencies;
- Ramp-up of contracts aiming at securing payments of excise taxes for tobacco products.

*: at constant scope and March 2019 YTD exchange rates

Atos distribution of Worldline shares carefully managed

- 1.** As a consequence of the Atos announced distribution of 2 Worldline shares for every 5 Atos shares owned on May 7th 2019, Worldline free float is expected to double.
- 2.** In liaison with Atos, **3 banks** have been consequently selected to facilitate the education of the financial markets.
- 3.** Set up of a **comprehensive roadshow program** over 2 weeks, with **numerous meeting requests received** from long-only funds mentioning interest for large positions in Worldline, thanks to the **increased liquidity**.
- 4.** Official announcement of **MSCI** that **Worldline should satisfy the size and liquidity criteria** to be added the day of the distribution to the **Mid Cap segment of the MSCI Global Standard indexes**.

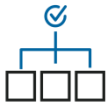
COMMERCIAL & OPERATIONAL PERFORMANCE

FIRST QUARTER 2019

Marc-Henri Desportes
Deputy CEO Worldline

Fast progress of the SIX Payment Services integration

Good start of the execution of the synergy plan



Organization live since December 1st showing a very smooth joint-culture work and team spirit; Processes and 1st wave of tooling change done on time for the integration



All tracks fully operational and delivering as per of the plan, with **first tangible results** including:

2019 project portfolio rationalization synergies already secured to date

Saferpay e-commerce solution launched in Belgium and NL with first customer wins

New major 3D Secure/ACS contract secured in Switzerland and Austria

Combined product roadmap in commercial acquiring defined and put on tracks



Usual work that boosted equens profitability on IT and resources near-shoring **applied** and already showing results



Joined teams for **platform migration project** created and operational

Full confirmation of the c.€110 million run rate OMDA improvement target in 2022 (of which c.25% to be delivered in 2019 and c.50% in 2020)

MAIN Q1 2019 SIGNINGS



Merchant Services

KEY ACHIEVEMENTS & BUSINESS UPDATE

- **Acceleration** in the number of **transaction acquired** in Europe and the rest of the world (+12% like-for-like) in an overall dynamic market
- New e-commerce Pan-European commercial acquiring contract signed with **American Express Global Business Travel**:
 - 16 European countries + Hong-Kong
 - 3-year contract.
- Large contract signed with the Swedish company **Speed Services** to equip photo booths, lockers, vending and ticketing
- Revenue synergies with SIX Payment services materialization through a **payment collecting solution** developed with Citibank for **Shell** in Germany.



Financial Services

KEY ACHIEVEMENTS & BUSINESS UPDATE

- Intense activity to **adapt to new PSD2 on-line security requirement**
- Signature of a large contract for on-line payment dual factor authentication with a **large organization in the DACH region**.
- Fraud management solution sold to one of the largest **Nordic banks**.
- **PSD2 fraud report** sold to 17 European banks to date
- Several **new contracts signed with PSD2 compliant Third Party Providers** to develop Account Information Services and Payment Initiation Services.



Mobility & e-Transactional Services

KEY ACHIEVEMENTS & BUSINESS UPDATE

- **In e-Ticketing, two new Open Payment contracts** signed in France:
 - Build of a **mobility pass** combining public transport, car sharing and biking
 - Build of a new Open Payment service on **shuttle buses** connecting airports with the city center.
- **In Trusted Digitization**:
 - Worldline **track & trace solution retained by 4 governments** in the frame of the European Tobacco Directive to enable the correct collection and **payment of excises and taxes**;
 - Renewal of **two issuing processing contracts** for **major German health insurances cards**.

Focus on the Global Verticals sales organization of Merchant Services

6 Main Global Verticals :



Mission statement

Core value propositions/solutions

Petrol



One-Stop-Shop payment solution provider for the petrol industry. Be the **first choice** for petrol companies in our target markets regarding **cashless payment**.

Digital Business



Grow global merchants' e-commerce business. Country-specific **technical and regulatory expertise** enabling design of the best solution.

Large Retail



Provide **leading** omni-channel, plug&play **payment solutions** for retail customers. Build long-term profitable & trusted **partnerships** with our clients across all retail outlets.

Hospitality



Combine internal hospitality **industry know-how** with dedicated **PSP solutions expertise**. Provide **best-in-class** Payment Services for Hospitality Customers

Travel



Follow our merchants with their **expansion strategy** to other countries. **Be the first choice** for travel retail, travel agencies, destination management, car rental and cruises.

Value-Added Resellers Parking/Vending



Become the **first point of contact** for the Vending & Parking industry in Europe with an **E2E-Solution**. Provide **best-in-class Payment Services** for the Vending & Parking industry.

- One-Stop-Shop Petrol solution for our target markets
- Strong consulting competence
- Long-term dedicated Key Account Managers
- Global **capabilities & reach** with a single integration
- **Unified reporting** & dedicated account management
- Knowledge to **take a global customer local** everywhere in the world
- **Precise reporting** from detailed internal data resources
- **Scalable** enabling and acquiring solutions
- Dedicated **Premium Customer Support** for daily business
- **State of the art solution** combining SIX services and solution from partner 3CP
- **Excellent existing network** within the industry
- **One stop shop** with acquiring services, DCC, and value added services
- Multi & Omnichannel solutions (**One Commerce Hub**)
- **VALINA**
- Customised E2E-Solution in Europe
- Dedicated Global Account Managers and experienced Presales

CONCLUSION

FIRST QUARTER 2019

Gilles Grapinet
CEO Worldline

Q1 2019 KEY TAKEAWAYS



- **Start of the year fully in line:**

- All 3 business lines well in motion towards the expected acceleration throughout the year
- Solid double digit performances in many business units

- **Confirmation** of all full year 2019 objectives.

- **SIX Payment Services integration on track**



3 months after Atos' announcement:

- Reshaped **corporate governance and Board of Directors**, to be finalized during the April 30th AGM
- Set up of the Atos-Worldline **Alliance**
- **Preparation for full standalone status well on track**



M&A and European consolidation **more than ever a priority focus:**

- **Increased strategic flexibility** allowing the Group to reaffirm its successful strategy
- Financial **autonomy**

PRESENTATION TO INVESTORS

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WORLDLINE: EMPOWERING THE CASHLESS SOCIETY

c. €2.2 bn
ANNUAL REVENUE*

c. 11,500
EMPLOYEES

32
COUNTRIES



MERCHANT SERVICES

- Commercial Acquiring
- Omnichannel Payment Acceptance
- Payment Terminals Solutions
- Digital Retail Services

> €1.0 billion
annual revenue (47%)

400K+
Merchants in Europe



FINANCIAL SERVICES

- Issuing Processing
- Acquiring Processing
- Account Payments
- Digital Banking

€0.9 billion
annual revenue (39%)

320+
Financial Institutions



MOBILITY & E-TRANSACTIONAL SERVICES

- Trusted Digitization
- eConsumer & Mobility
- e-Ticketing

€0.3 billion
annual revenue (14%)

350+
Customers on
various industries



*: 2018 pro forma revenue

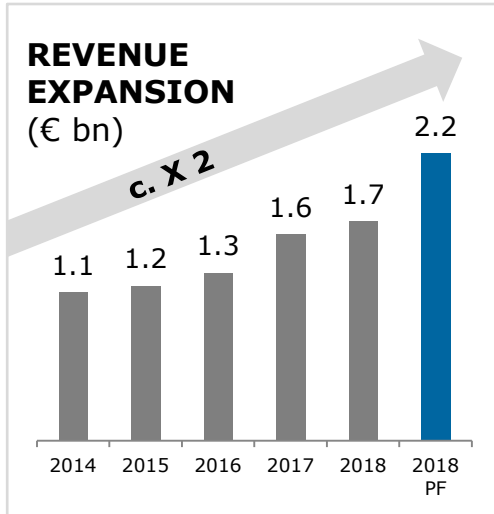


**A best-in-class execution since IPO
consolidating and strengthening
Worldline leadership in Europe**

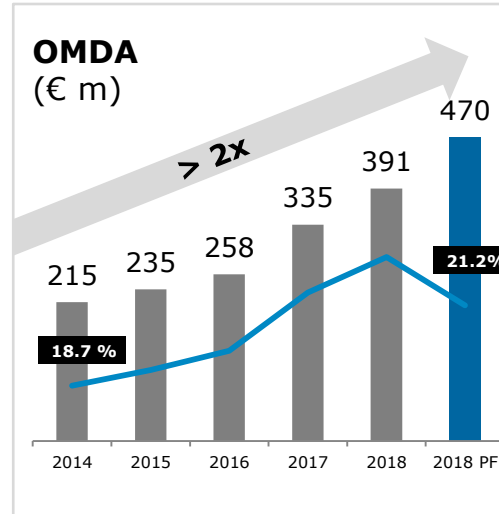
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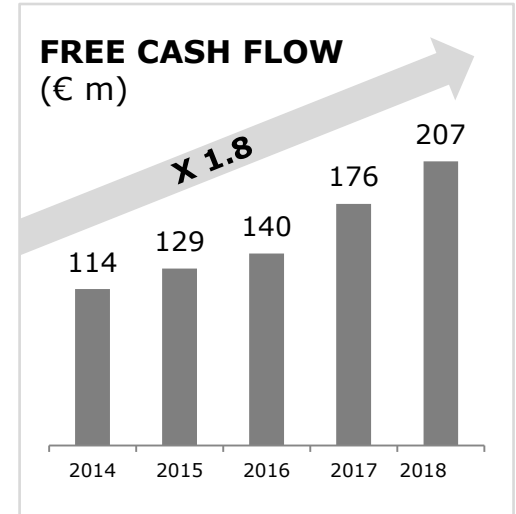
Powerful transformation of Worldline's financial profile since IPO thanks to the combination of organic growth and M&A



19 quarters of uninterrupted growth



Value accretive strategy: +250bps on OMDA margin since 2014

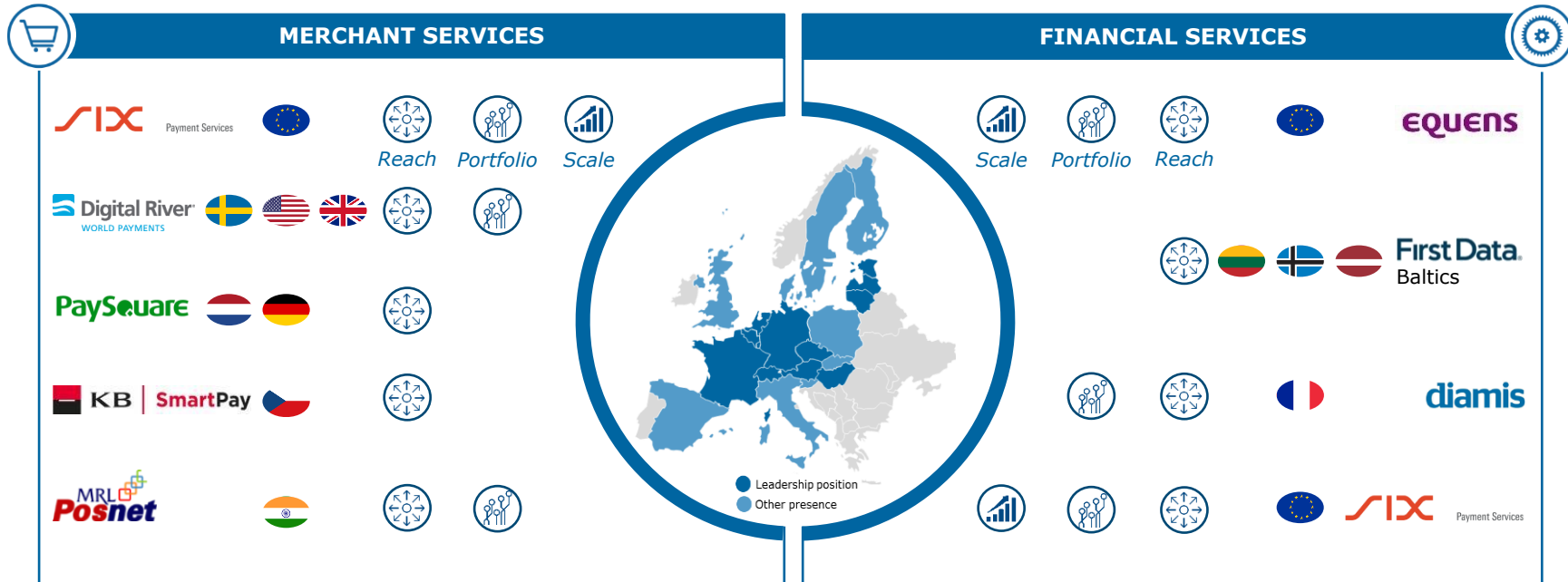


Solid and constantly growing cash flow generation

Market capitalization: > x 4

>> **STRONG FINANCIAL LEVERAGE AVAILABLE** >>

Solid execution of a visionary consolidation strategy since IPO



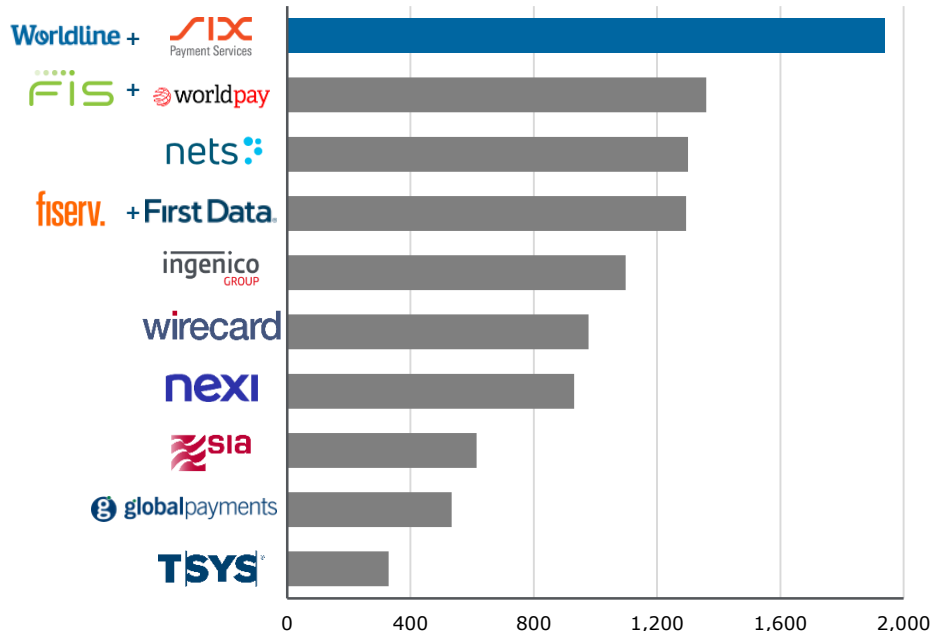
Anchored M&A strategy in Worldline DNA fueling growth, value creation and innovation

Successful integration of 8 acquisitions in a record time (3 years)

Selective approach with limited amount of cash deployed: €0.7bn

Worldline today: a unique pan-European payment champion, with an unrivalled industrial scale and reach

PSP ranking in the EU (European revenue in €m)



Source : Company filings

- Worldline: European revenue excluding terminals
- Wirecard based on previous year split by geography
- Ingenico: "Transactions" revenue
- First Data: EMEA revenue; Fiserv: revenue outside the USA

European leadership at scale

Leadership

#1

In the DACH region, in Benelux, in France and in the Baltics

#1

10%

Market Share in Commercial Acquiring¹

#1

20%

Market Share in Financial Processing²

#3

European e-com. PSP³

Merchant services

c.2.2m

Payment terminals managed worldwide

c.2.3bn

Card transactions processed per year

Financial services

c.125m

Cards under management

c.13 bn

Non card transactions per year

c.11 bn

Payment card transactions per year

MeTS

2m+

Connected objects

€16bn+

Travel ticket sold per year

¹ Non bank acquirer in continental Europe excl. Russia - Source: BCG

² in number of transactions processed in UE - Source: ECB

³ online acceptance in number of transactions - Source: Nilson Report 2017; company information and BCG analysis

Worldline is present along the entire value chain resulting in an unrivalled positioning in the payment ecosystem

Full coverage of the payment value chain

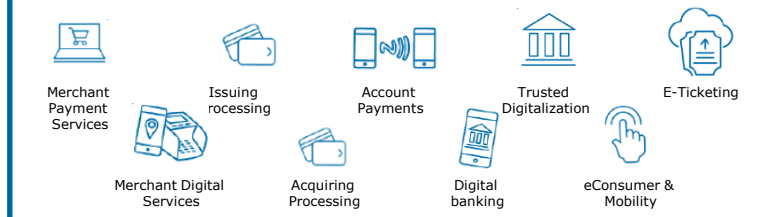
Payment Service Processing in EU	Issuing Transaction Processing	Service to Cardholders and Issuers	CSM	Credit / Debit Transfers	Services to Merchants	Acquiring Transaction Processing	Commercial Acquiring	Acceptance POS e-commerce	Services to New Digital Business
Worldline	●	●	●	●	●	●	●	●	●
nets	●	●	●	●	●	●	●	●	●
nexi	●	●	●	●	●	●	●	●	●
FirstData	●	●			●	●	●	●	
worldpay					●		●	●	
ingenico					●	●	●	●	
wirecard	●				●	●	●	●	
globalpayments	●				●	●	●	●	
TSYS	●	●				●			
sia	●	●	●	●		●		●	●

Source: Worldline analysis

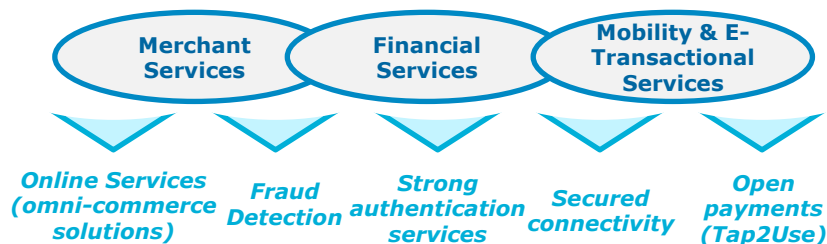
● Core Offering

● Non-core Offering

Full Suite of Agnostic Payments Solutions for Clients



Full presence across the value chain fostering synergies and flexibility to serve both local and international markets and all categories of merchants



A premium brand with sustainability at the core of its business model

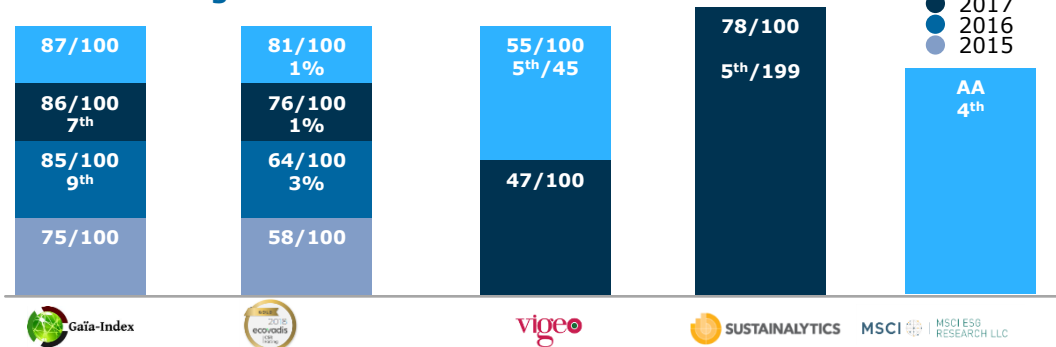


- 1 Building clients' trust with fully available & secured platforms
- 2 Reinforcing value for clients through sustainable & innovative solutions
- 3 Being a responsible employer by revealing our employees' potential
- 4 Endorsing our business ethic within our value chain
- 5 Leveraging the eco-efficiency of our data-centers and offices

Worldline Contribution to the United Nations SDGs



Steady year-on-year improvement of Worldline CSR ratings demonstrating commitment to CSR excellence



Worldline in the top 1% of the most invested companies in terms of Corporate Social Responsibility (CSR) Source: ecoVadis



A growing and resilient environment with attractive fundamentals

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Our addressable market is structurally growing and highly resilient thanks to regulation, societal macro trends and technology

2016

108 Bn non cash Transactions in Europe ⁽¹⁾

+c. 7% CAGR in Europe

2021

151.1 Bn non cash Transactions in Europe ⁽¹⁾

Growth of digital commerce

In 2020 **ecommerce sales** will account for **14.6%** of total retail spending ⁽⁵⁾

Mobile commerce will reach 70 percent of digital commerce sales globally by 2022 ⁽⁶⁾

Increasing range of payments options

Open Payment will grow to \$ 14.19 bn by 2023 with a 19.7% CAGR ⁽³⁾

Global mobile payments will exceed 65 bn in 2021 ⁽²⁾

Regulatory push towards electronic transactions (PSD2, Instant Payment...)

In 2027, **Instant Payment will account for c. 30%** of e-commerce spending ⁽²⁾

Digital Banking

77% of Europeans use their mobile devices to keep track of their finances and make everyday payments ⁽⁴⁾

62 % of Europeans check their balance or access other services through a banking app ⁽⁴⁾

Secular underlying trends reinforcing the resilience profile of Worldline's business model

(1) Source: Capgemini Financial Services Analysis, 2018; ECB Statistical Data Warehouse, 2016 Figures released October 2017; BIS Red Book, 2016 figures released December 2017; Countries central bank annual reports 2017.

(2) Source: Instant Payment and post PSD2 landscape, Ovum Ovum Mobile Payments Forecast 2014-2021.

(3) Source: Infoholic

(4) Source: "Annual Digital Payments Study" (Visa, 2017)

(5) Source: eMarketer 2016

(6) Source: McKinsey - Global payments 2018

The European Payment market in need of a lead consolidator with Worldline's solid track record, financial flexibility and ambition

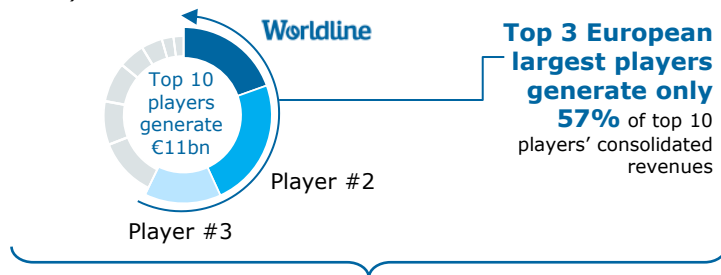
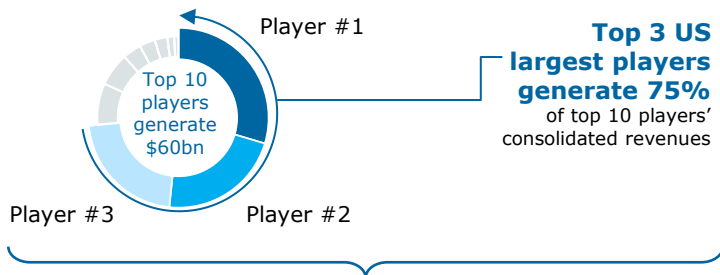
Consolidation has mostly taken place in the US

VS

Europe is initiating the 2nd consolidation wave

Top 10 US Payment players (Ranking based on 2017 revenues)

Top 10 European Payment players (Ranking based on 2017 total revenues)



- ✓ Single currency and harmonised regulation drove the US consolidation in Payments
- ✓ Recent M&A transactions led to the emergence of 3 mega players with \$10-15bn revenue

- ✓ Euro adoption, along with PSD2, MIF, SEPA, and EMVco regulations have created favourable conditions for market consolidation
- ✓ Largest European economies now expected to be strongly involved in the second wave of consolidation

Worldline's ambition, more than ever, is to lead the next wave of consolidation of the European payment market

- ✓ Pursuing the external growth strategy implemented since IPO
- ✓ Focus on Merchant services and Financial services opportunities in Europe
- ✓ Leveraging European intimacy, rejuvenated strategic flexibility and availability of numerous opportunities



New 2019-2021 roadmap:
“More of the same but stronger”

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Key strategic axis of the 3 year roadmap:

Accelerating the company based on demonstrated track record

SCALE & REACH	Fully leverage Worldline Pan-European competitive advantage
LARGE DEALS EXPERTISE	Maintain commercial focus on large outsourcing deals and new bank alliances
FOCUS ON ONLINE	Grow above market Worldline online and omni-channel payments , leveraging One Commerce Hub and digital banking
INNOVATION & INVESTMENT	Ensure successful market breakthrough with latest differentiating offers
INTEGRATION KNOW-HOW	Enable fastest possible delivery of SIX Payment Services and equensWorldline synergy plans
M&A TRACK RECORD	More than ever, maintain an absolute priority and focus on the next wave of European payment consolidation opportunities

Make Worldline **the n°1** payment industry **employer brand** through **talent & expert attraction and developments policies** and **Tier 1 CSR** achievements

Adapting corporate governance and preparing for the full standalone status

Adapting the corporate governance

- Increase from 4 to 6 independent board members (out of 12)
- Reduction from 5 to 3 of Atos appointed board members
- Worldline CEO full time dedicated to Worldline



Improving corporate structures

- Disentanglement from Atos IT systems and mutualized support functions
- Fast termination of service agreements
- Strengthened corporate teams and internal IT systems

Designing our future cooperation with Atos: the Atos & Worldline Alliance

- Comprehensive industrial, technological and commercial alliance
- HR Mobility programs
- Mutually beneficial arm-length cooperation
- Joint-governance

Internal and external communication activities with all stakeholders

Taking advantage of the projected stand-alone status: 3 new strategic levers for a rejuvenated M&A potential

Proposed
distribution by
Atos of 23.5% of
Worldline's shares

and

deconsolidation of
Worldline from
Atos Group

Renewed **ability to welcome new banking communities** in Worldline through further capital increase

Standalone computation of Worldline's net debt to EBITDA **financial leverage** ratio

Significant **improvement** of Worldline's share **liquidity**

Reload firepower to proceed with new M&A in the background of next consolidation wave



Worldline

**Largest EU
countries still
to participate
in Payment
industry Consolidation**

France, Spain, Italy, Sweden,
Portugal, ...

**Bank-friendly
strategy
& recognized
track-record**

of value-creative and
optimized M&A transactions
for Banking communities

**Rejuvenated
Strategic flexibility
to adapt to each
specific situation**

Equity – cash & debt – JV –
Alliances & industrial
partnerships

2019-21 ambition

Previous
2017-19
- 3 year plan -

New
2019-21
- 3 year plan -

REVENUE

After H1 2017 at a slight positive growth
5% to 7% organic CAGR



7% to 8% organic CAGR
over the 2018-2021 period

OMDA

+350bp to +400bp
Organic margin improvement
in 2019 vs 2016 pro forma of c.18.5%



+400 to 500 bp*
Organic margin improvement
in 2021 **vs 2018 proforma**

**FREE
CASH
FLOW**

€210m to €230m in 2019,
i.e. **over +50% increase vs 2016**



€370m to €410m in 2021, i.e.
between +75% and +95%
increase vs 2018

*: excluding impacts from IFRS16 adoption

2019 objectives

REVENUE

6% to 8% organic growth

OMDA

Between 24.8% and 25.8%*

FREE CASH FLOW

Between €275 million and €290 million
including synergy implementation costs

*: Corresponding to an initial guidance of 23% to 24% pre IFRS 16 impact estimated at c.+180 basis points on OMDA.

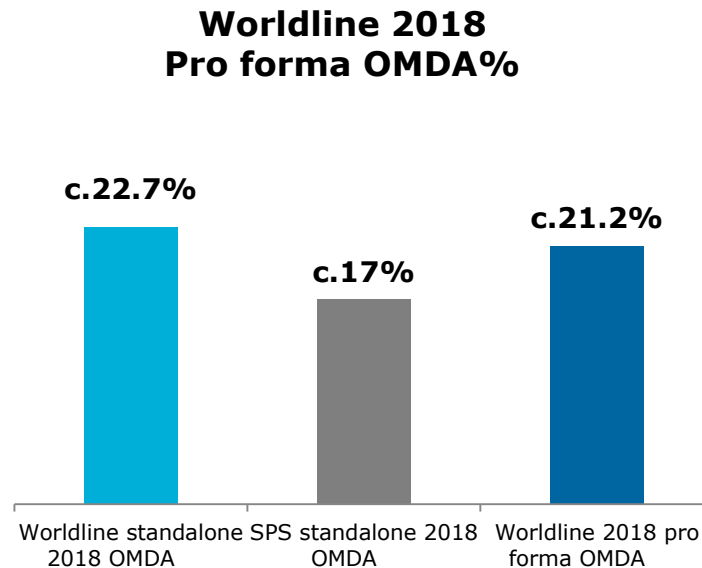
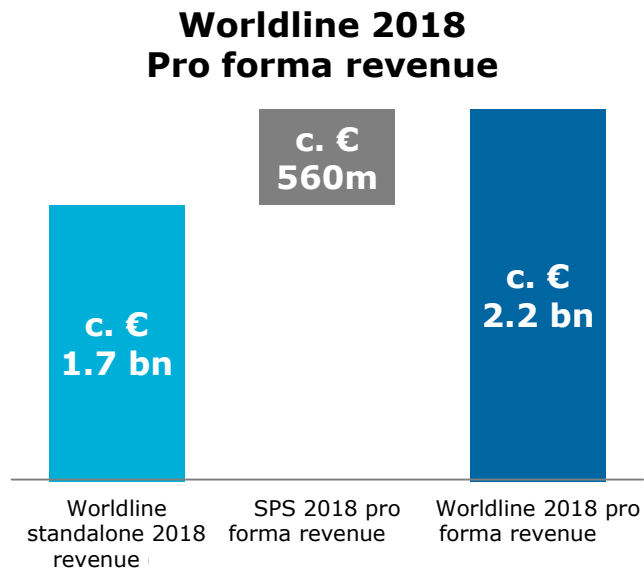


2019-2021 3 year Financial Ambition




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Worldline + SIX Payment Services 2018 pro forma revenue and OMDA






Main 2019 – 2021 revenue growth drivers

	TRENDS	REVENUE
 MS	<ul style="list-style-type: none">• Improved geographical mix• Favorable product mix (more online, less terminals)• Strong trends in commercial acquiring and launch of new generation of payment terminals• Top-line synergies with SPS	<ul style="list-style-type: none">• High single digit growth rate
 FS	<ul style="list-style-type: none">• Strong pipeline of large and medium size opportunities• Leadership position advantage in Europe• Recurring project activity driven by regulation and spot-on offering	<ul style="list-style-type: none">• Above 5% growth rate
 MeTS	<ul style="list-style-type: none">• Solid pipeline of opportunities• Ramp-up of volumes on existing platforms• Internationalization of key offerings	<ul style="list-style-type: none">• MeTS average growth rate in line with the Group over the period

Worldline's 2019 - 2021 objective: Between 7% and 8% revenue CAGR

Main 2019 – 2021 OMDA improvement drivers

	TRENDS	REVENUE
 MS	<ul style="list-style-type: none"> • Scale effect • Expansion in online payments 	<p style="writing-mode: vertical-rl; transform: rotate(180deg);">TEAM² efficiency program</p>
 FS	<ul style="list-style-type: none"> • Operating leverage • equensWorldline: €15m phase2 synergies 	
 MeTS	<ul style="list-style-type: none"> • Focus on most profitable offerings with large scale • Optimization of delivery models • Gradual benefit from increased volumes on maturing platforms 	
		<ul style="list-style-type: none"> • From low twenties in 2018 PF • To high twenties in 2021
		<ul style="list-style-type: none"> • From high twenties in 2018 PF • To low thirties in 2021
		<ul style="list-style-type: none"> • c.12% in 2018 PF • Progressing over the period and targeting 15%- 17% in 2021

+400bp to +500bp OMDA margin improvement in 2021 vs 2018 PF

Free cash flow main assumptions

Capex

Between 5% to 6% of revenue **over the period**

Acquisition costs and synergy implementation costs

Yearly synergy implementation costs in line with incremental OMDA synergy benefit

Change in working capital

Assumption: slight contribution

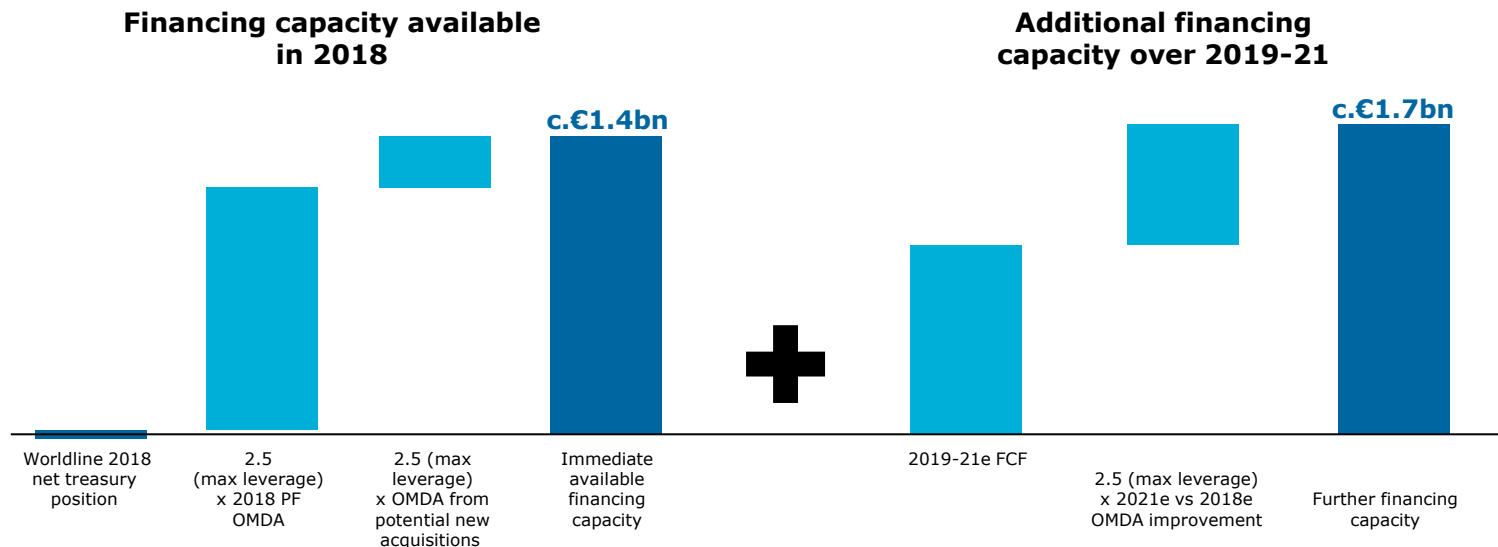
Tax rate

Tax rate based on ETR at 24%

€370m to €410m in 2021,
representing **between 75% and +95% increase compared with 2018**

Cash and Profitability: the way to continue to grow

Mid-term leverage target of 1.5x to 2.5x net debt/OMDA



Note: (1) Max leverage

Estimated **M&A firepower** of **circa €1.4bn in 2018**
without capital increase, exceeding €3 bn by the end of 2021

THANK YOU

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