registration document

an atos company

worldline
e-payment services

Free Translation

Worldline

Limited Liability Corporation (*société anonyme*) with share capital of €79,028,274

Registered Office:

80 quai Voltaire, Immeuble River Ouest,
95870 Bezons
378 901 946 RCS Pontoise

REGISTRATION DOCUMENT

In accordance with its General Regulations (*Règlement Général*) and, in particular Article 212-23 thereof, the *Autorité des marchés financiers* (the "AMF") registered this Registration Document on May 6, 2014 under number I.14-027. This document may not be used in the context of any securities offering unless completed by a Securities Note in respect of which the AMF has granted a visa. The Registration Document has been prepared by the issuer, and its signatories therefore assume responsibility for its contents.

This registration was granted after the AMF had verified that the document is complete and comprehensible and that the information it contains is coherent, in accordance with the provisions of Article L. 621-8-1-I of the French Monetary and Financial Code. It does not imply that the AMF has verified the accounting and financial information presented herein.

DISCLAIMER

By accepting this document, you acknowledge, and agree to be bound by, the following statements. This document is a free translation of Worldline's registration document dated May 6, 2014 (the "Registration Document"). The Registration Document, in its original French version, is publicly available on the website of the AMF (www.amf-france.org). Copies of the Registration Document, in its original French version, may also be obtained free of charge at Worldline's registered office, 80 quai Voltaire, Immeuble River Ouest, 95870 Bezons as well as

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NOTE

In this Registration Document, the terms the "Company" or "Worldline" mean the Worldline S.A. parent company itself. The terms the "Group" and "Worldline Group" mean Worldline S.A. and its consolidated subsidiaries, collectively.

Unless otherwise indicated, the terms "Atos" and the "Atos group" mean Atos SE and its consolidated subsidiaries other than those dedicated to electronic payment and transactional services and other Worldline activities.

This Registration Document describes the Group as of the registration date of this Registration Document and following the reorganization transactions (the "Reorganization Transactions") carried out between July and December 2013. The Reorganization Transactions consisted of separating the Atos group's electronic payment and transactional services activities (i.e., the businesses of the Worldline Group) from the rest of the businesses of Atos and its subsidiaries, and regrouping them within Worldline and/or its subsidiaries.

This Registration Document includes the Group's combined financial statements prepared in accordance with IFRS for the fiscal years ended December 31, 2011, 2012 and 2013. The Reorganization Transactions have been accounted for in the financial statements as a business combination of entities under common control. The combined financial statements have been prepared as if all of the entities or businesses historically owned by the Atos group as of January 1, 2011 had been part of the Group as of that date, and all non-Worldline activities have been excluded as of that date. For entities contributed to the Worldline Group as part of the Reorganization Transactions carried out in 2013 and deemed part of the Group as of January 1, 2011 for purposes of the combined financial statements, the corresponding cash paid for the acquisition by the Group is recorded in the cash flow for 2013, which is when the share transfer took place. For entities acquired or disposed of by the Atos group between January 1, 2011 and December 31, 2013, the combined financial statements give effect to the acquisitions or disposals as of the date the entity was acquired or disposed of by the Atos group. See Note A.1.7.2 to the combined financial statements for further description of how the combined historical financial statements were prepared. These combined financial statements do not necessarily represent the Group's results of operations and financial condition had it carried out its activity as a distinct and autonomous entity during the periods presented in this Registration Document and are not necessarily indicative of the Group's future performance.

This Registration Document also presents pro forma financial information for 2013 and 2012,

prepared on the basis of certain assumptions described in greater detail in Section 20.2 "Pro Forma Financial Information". The purpose of the pro forma financial information is to simulate the effects that the separation from the Atos group might have had on the Worldline Group's income statement, statement of comprehensive income and cash flow statement if the transaction had taken effect at the beginning of the period and if the Worldline Group had operated as a separate, stand-alone and listed group as from January 1, 2011. These pro forma restatements were calculated on the basis of estimates and assumptions determined by the Group's management and, therefore, cannot reflect the result of later discussions or decisions. As a result, the additional expenses detailed in the pro forma information may not correspond to the expenses that would actually have been incurred if the Group had operated as a separate, stand-alone and listed group as from January 1, 2011.

Unless otherwise indicated, the financial information of the Group presented herein is based on the combined financial statements or the pro forma financial information of the Group.

Forward-looking Statements

This Registration Document contains statements regarding the prospects and growth strategies of the Group. These statements are sometimes identified by the use of the future or conditional tense, or by the use of forward-looking terms such as "considers", "envisages", "believes", "aims", "expects", "intends", "should", "anticipates", "estimates", "thinks", "wishes" and "might", or, if applicable, the negative form of such terms and similar expressions or similar terminology. Such information is not historical in nature and should not be interpreted as a guarantee of future performance. Such information is based on data, assumptions, and estimates that the Group considers reasonable. Such information is subject to change or modification based on uncertainties in the economic, financial, competitive or regulatory environments. This information is contained in several sections of this Registration Document and includes statements relating to the Group's intentions, estimates and targets with respect to its markets, strategies, growth, results of operations, financial situation and liquidity. The Group's forward looking statements speak only as of the date of this Registration Document. Absent any applicable legal or regulatory requirements, the Group expressly disclaims any obligation to release any updates to any forward looking statements contained in this Registration Document to reflect any change in its expectations or any change in events, conditions or circumstances, on which any forward looking statement contained in this Registration Document is based. The Group operates in a competitive and rapidly evolving environment; it is therefore unable to anticipate all risks, uncertainties or other factors that may affect its business, their potential impact on its business or the extent to which the occurrence of a risk or combination of risks could have significantly different results from those set out in any forward-looking statements, it being noted that such forward-looking statements do not constitute a guarantee of actual results.

Information on the Market and Competitive Environment

This Registration Document contains, in particular in Chapter 6, "Business", information relating to the Group's markets and to its competitive position. Some of this information comes from research conducted by outside sources. This publicly available information, which the Company believes to be reliable, has not been verified by an independent expert, and the Company cannot guarantee that a third party using different methods to collect, analyze or compute market data would arrive at the same results. Unless otherwise indicated, the information contained in this Registration Document related to market shares and the size of relevant markets are the Group's estimates and are provided for illustrative purposes only.

Risk Factors

Investors should carefully consider the risk factors in Chapter 4 "Risk Factors". The occurrence of all or any of these risks could have an adverse effect on the Group's business, reputation, results of operation, financial condition or prospects. Furthermore, additional risks that have not yet been identified or that are not considered material by the Group at the date of the visa on this Registration Document could produce adverse effects.

Glossary

A glossary defining certain technical terms used in this Registration Document can be found in Annex I.

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1. PERSONS RESPONSIBLE FOR THE REGISTRATION DOCUMENT

1.1 NAME AND POSITION OF THE PERSON RESPONSIBLE FOR THE REGISTRATION DOCUMENT

Mr. Gilles Grapinet, Chief Executive Officer of the Company

1.2 CERTIFICATION OF THE PERSON RESPONSIBLE FOR THE REGISTRATION DOCUMENT

I hereby certify, having taken all reasonable steps to this end, that the information contained in this Registration Document is, to the best of my knowledge, true and correct and there is no material omission which would lead to misrepresentation.

I have obtained from the statutory auditors a letter of completion of their work (*lettre de fin de travaux*) in which they state that they have verified the information relating to the financial situation and accounts presented in this Registration Document, and have read the Registration Document in its entirety.

The statutory auditors have issued reports in respect of the combined financial statements, pro forma financial information and the profit forecasts of the Group presented in this Registration Document. The auditors' report of Deloitte & Associés on the combined financial statements as of and for the years ended December 31, 2011, 2012 and 2013 is included in Annex II of the Registration Document and contains the following observation:

"Without qualifying our opinion, we draw your attention to Note A.1.7.2 to the combined financial statements which describes, particularly in the paragraphs "Constitution of the Worldline Group" and "Combination Method", the method adopted for the combination of the entities under common control in the absence of specific guidance in this area in International Financial Reporting Standards as adopted by the European Union."

Gilles Grapinet
Chief Executive Officer

1.3 NAMES AND POSITIONS OF THE PERSONS RESPONSIBLE FOR FINANCIAL INFORMATION

Michel-Alain Proch, Chief Financial Officer of the Atos group
Atos SE, 80 quai Voltaire, Immeuble River Ouest, 95870 Bezons
Tel.: +33 (0)1 73 26 00 31

Bruno Vaffier, Chief Financial Officer of the Group
Worldline, 80 quai Voltaire, Immeuble River Ouest, 95870 Bezons
Tel.: +33 (0)1 73 26 02 07

2. PERSONS RESPONSIBLE FOR AUDITING THE FINANCIAL STATEMENTS

2.1 STATUTORY AUDITORS

Deloitte & Associés

Represented by Christophe Patrier
185 avenue Charles de Gaulle, 92524 Neuilly-sur-Seine

Deloitte & Associés is a member of the *Compagnie Régionale des Commissaires aux Comptes de Versailles* (the Regional Association of Auditors of Versailles).

Deloitte & Associés's appointment as statutory auditor was ratified by the Company's general shareholders' meeting on April 30, 2014 for the time remaining in its term, which will end at the close of the shareholders' meeting called to approve the financial statements for the fiscal year ending December 31, 2015.

In accordance with applicable regulations, the Company's general shareholders' meeting of April 30, 2014 decided to appoint a second statutory auditor for a term of six fiscal years to end at the close of the shareholders' meeting called to approve the financial statements for the fiscal year ending December 31, 2019:

Grant Thornton

Represented by Victor Amselem
100 rue de Courcelles, 75017 Paris

Grant Thornton is a member of the *Compagnie Régionale des Commissaires aux Comptes de Paris* (the Regional Association of Auditors of Paris).

2.2 ALTERNATE STATUTORY AUDITORS

BEAS

Represented by Dominique Jumaucourt
7-9 Villa Houssay, 92200 Neuilly-sur-Seine

BEAS is a member of the *Compagnie Régionale des Commissaires aux Comptes de Versailles* (the Regional Association of Auditors of Versailles).

BEAS's appointment as alternate statutory auditor was ratified by the Company's general shareholders' meeting on April 30, 2014 for the time remaining in its term, which will end at the close of the shareholders' meeting called to approve the financial statements for the fiscal year ending December 31, 2015.

In accordance with application regulations, the Company's general shareholders' meeting of April 30, 2014 decided to appoint a second alternate statutory auditor for a term of six fiscal years to end at the close of the shareholders' meeting called to approve the financial statements for the fiscal year ending December 31, 2019:

IGEC

Represented by Vincent Papazian
3 rue Léon Jost, 75017 Paris

IGEC is a member of the *Compagnie Régionale des Commissaires aux Comptes de Paris* (the Regional Association of Auditors of Paris).

3. SELECTED FINANCIAL INFORMATION AND OTHER DATA

The tables below present selected financial information of the Group and, with respect to the income statement, by global business line, and other data, as of and for the periods ended on the dates indicated below.

Unless otherwise indicated, the selected financial information as of and for the years ended December 31, 2011, 2012 and 2013 has been derived from the Group's combined financial statements included in Section 20.1, "Group Combined Financial Statements". These combined financial statements have been prepared in accordance with IFRS as adopted by the European Union and have been audited by Deloitte & Associés, statutory auditors and a member of the *Compagnie Nationale des Commissaires aux Comptes de Versailles* (the Regional Association of Auditors of Versailles). The statutory auditor's report on these combined financial statements is included in Section 20.1, "Group Combined Financial Statements".

The information in this section should be read together with (i) the Group's combined financial statements contained in Section 20.1, "Group Combined Financial Statements", (ii) the pro forma financial information contained in Section 20.2, "Pro Forma Financial Information", (iii) the Group's analysis of its results presented in Chapter 9, "Operations and Financial Review", and (iv) the Group's analysis of its liquidity and capital resources presented in Chapter 10, "Liquidity and Capital Resources".

The Reorganization Transactions and the Group's Combined Financial Statements. In 2013, following the Reorganization Transactions described in Section 5.1, "History and Development", the activities that today form the Group (the "Worldline Activities") were separated from the rest of the Atos group (the "Non-Worldline Activities"). Prior to that time, certain Worldline Activities were carried out by entities that were not part of the Group and thus had to be contributed to entities that today are part of the Group. The Reorganization Transactions have been accounted for in the financial statements as a business combination of entities under common control. The combined financial statements have been prepared as if all of the entities historically owned by the Atos group as of January 1, 2011 had been part of the Worldline Group as of that date, and all Non-Worldline Activities have been excluded as of that date. For entities contributed to the Worldline Group as part of the Reorganization Transactions in 2013 and deemed part of the Group as of January 1, 2011 for purposes of the combined financial statements, the corresponding cash paid for the acquisition by the Group is recorded in the cash flow for 2013, which is when the share transfer took place. For entities acquired or disposed of by the Atos group between January 1, 2011 and December 31, 2013, the combined financial statements give effect to the acquisitions or disposals as of the date the entity was acquired or disposed of by the Atos group. See Note A.1.7.2 to the combined financial statements for further description of how the combined historical financial statements were prepared.

Selected Combined Income Statement Information

	Year ended December 31,		
	2013	**2012**	**2011**
		(in € millions)	
Revenue	1,135.1	1,107.2	1,015.7
Personnel expenses	(466.1)	(455.0)	(409.7)
Operating expenses	(505.0)	(500.1)	(443.8)
Operating margin	164.0	152.1	162.2

Other operating income and expenses	5.9	(2.4)	(5.8)
Operating income	169.9	149.7	156.4
Net cost of financial debt	(3.7)	(4.2)	(5.1)
Other financial expenses	(15.9)	(9.8)	(14.2)
Other financial income	6.2	3.7	4.3
Net financial income	(13.4)	(10.3)	(15.0)
Net income before tax	156.5	139.4	141.4
Tax charge	(36.2)	(43.8)	(46.9)
Share of net profit (loss) of associates	(1.8)	(1.7)	(1.0)
Net income	**118.5**	**93.9**	**93.5**

Selected Combined Balance Sheet Information

	At December 31,		
	2013	**2012**	**2011**
		(in € millions)	
Total non-current assets	579.9	566.2	557.1
Total current assets	836.9	755.1	647.6
Cash and cash equivalents	*542.0*	*468.7*	*377.6*
Total assets	**1,416.8**	**1,321.3**	**1,204.7**
Total shareholders' equity	335.6	421.1	346.5
Non-current liabilities	127.6	159.1	173.1
Borrowings	*46.0*	*71.2*	*97.8*
Total current liabilities	953.6	741.1	685.1
Current portion of borrowings	*595.6*	*412.1*	*383.3*
Total liabilities	**1,416.8**	**1,321.3**	**1,204.7**

Selected Combined Cash Flow Statement Information

	At December 31,		
	2013	**2012**	**2011**
		(in € millions)	
Net cash from / (used in) operating activities	165.5	152.1	139.8
Net cash from / (used in) investing activities	(41.3)	(46.0)	(51.2)
Net cash from / (used in) financing activities	(262.9)	(40.5)	(49.2)
Increase (decrease) in cash and cash equivalents	**(138.7)**	**65.6**	**39.4**

Selected Combined Income Statement Information by Global Business Line

The Worldline Group's objective, going forward, is to have financial performance data available for each of its global business lines so as to be in a position to measure its performance and communicate certain key figures to the market. The combined financial statements include, as

supplemental information, operating margin and operating margin before depreciation and amortization ("OMDA") figures by global business line for 2012 and 2013. This supplemental information is not segment information within the meaning of IFRS 8. In addition, since the Group's historical organizational structure differed from that targeted via the Reorganization Transactions, the global business line information was generated specifically for the purposes of the Group's historical combined financial statements and pro forma financial information for 2012 and 2013, as the global business lines did not exist previously as such. In particular, with respect to operating margin, a number of rules and conventions were established and used to allocate shared costs between the three global business lines. Such costs represent significant costs for the Group, given that numerous platforms, software, resources and headquarter costs are shared. The rules for allocating shared costs were determined on the basis of information available in respect of the Group's systems and management's best estimation of the use of the resources.

As from January 1, 2014, the Group has modified its IFRS 8 reporting, and will henceforth provide segment information on a global business line basis. See Section 9.1.5 "Segment Reporting".

	Year ended December 31,	
	2013	**2012**
	(*in € millions*)	
Merchant Services & Terminals		
Revenue	364.6	353.6
Operating margin	67.2	68.0
OMDA	78.9	77.9
Financial Processing & Software Licensing		
Revenue	391.7	386.8
Operating margin	78.9	63.4
OMDA	88.9	72.0
Mobility & e-Transactional Services		
Revenue	378.8	366.7
Operating margin	37.7	44.5
OMDA	53.6	55.3

Other Financial Data

In addition to IFRS measures, the Group uses several additional financial measures, including (i) operating margin before depreciation and amortization (OMDA), (ii) free cash flow and (iii) EBITDA. These measures are non-IFRS measures and do not have standard definitions. As a result, the definitions used by the Group may not correspond to the definitions given to the same terms by other companies. These measures should not be used in lieu of IFRS measures. See Section 9.10 "Non-IFRS Financial Measures" for tables that provide reconciliations of these financial measures to their corresponding IFRS measures. The table below sets forth these non-IFRS financial measures for the periods indicated.

	Year ended December 31,		
	2013	2012	2011
		(*in € millions*)	
Operating margin before depreciation and amortization (OMDA)	203.2	182.9	193.3
Free Cash Flow	121.0	100.3	89.2
EBITDA	211.7	192.0	180.6

Selected Pro Forma Financial Information

In addition to its combined financial statements, the Group has prepared pro forma financial information designed to simulate the effects that the Reorganization Transactions and certain other related transactions might have had on the Group's income statement and cash flow statement if such transactions had taken effect as of January 1, 2011 and if the Group had operated as an autonomous, stand-alone and listed entity as from such date. See Section 20.2, "Pro Forma Financial Information". The Group believes that this pro forma information may help investors better understand the financial impact of the Reorganization Transactions. This pro forma financial information also serves as a more relevant basis of comparison for the objectives and forecasts described in Chapter 12, "Trend Information" and Chapter 13, "Profit Forecasts".

The table below sets forth the pro forma income statement for the years ended December 31, 2013 and 2012.

	Year ended December 31,	
	2013 Pro Forma	2012 Pro Forma
	(*in € millions*)	
Merchant Services & Terminals	364.6	356.3
Financial Processing & Software Licensing	391.7	375.9
Mobility & e-Transactional Services	369.0	365.1
Total Revenue	**1,125.3**	**1,097.3**
Personnel expenses	(469.5)	(448.9)
Operating expenses	(490.7)	(495.1)
Operating margin	**165.1**	**153.4**
Other operating income and expenses	5.9	(6.7)
Operating income	**171.0**	**146.7**
Net cost of financial debt	(4.9)	(5.7)
Other financial expenses	(10.5)	(6.5)
Other financial income	6.2	3.7
Net financial income	(9.2)	(8.5)
Net income before tax	**161.8**	**138.2**
Tax charge	(49.8)	(41.9)
Share of net profit (loss) of associates	(1.8)	(1.7)
Net income	**110.2**	**94.6**

4. RISK FACTORS

Investors should carefully consider all of the information set forth in this Registration Document, including the risk factors set forth in this Chapter. Such risks are, as of the date of this Registration Document, the risks that the Group believes, were they to occur, could have a material adverse effect on its business, results of operations, financial condition and prospects. Investors should note that there may be other risks that have not yet been identified as of the date of this Registration Document, or whose occurrence as of the date hereof is not considered likely to have a material adverse effect on the Group's business, results of operations, financial condition and prospects.

4.1 RISKS RELATED TO THE GROUP'S BUSINESS AND INDUSTRY

If the Group fails to keep pace with changes in its industry or to continue to provide attractive and innovative services, the use of the Group's services could decline, reducing its revenues.

The global payment and digital services industry in which the Group competes is subject to rapid and significant technological change, new product and service introductions, evolving industry standards, changing customer needs and preferences and the entrance of non-traditional competitors. In order to remain competitive, the Group must anticipate and respond to these changes, which requires significant investment in, and time spent on, research and development. The Group is also optimizing its technological infrastructure, including its payment processing and other IT platforms to best position it to profit from market growth and new services. If the Group fails to keep pace with these changes or to continue to develop and introduce attractive and innovative services, the use of its services could decline. Any delay in offering new services, failure to differentiate the Group's services or to accurately predict and address market demand could render the Group's services less desirable to its clients or even obsolete, which, in turn, could have a material adverse effect on the Group's business, financial condition and results of operations. Moreover, the projects that the Group undertakes to enhance its technological infrastructure in response to evolving market trends require significant investment, and no assurance can be given that the trends, products or services such enhancements are designed to address will develop as expected or whether such efforts will be successful. If the Group invests significantly in research and development efforts targeting new services and solutions for which a market does not develop as anticipated or at all, it could have difficulty recovering the costs it has incurred in developing these new services and solutions and, to the extent that such investments have been capitalized, incur significant write offs.

Moreover, a number of the services the Group expects to be a source of future growth are new and address markets that are not yet fully developed. No assurance can be given that these markets will develop as expected, that the Group's new products or services will secure wide client or consumer acceptance or be consistent with developing industry-wide standards, that the Group will succeed in gaining significant market share in these new markets, or that the Group will fully recover the investments it has made to develop such products and services. For example, although mobile commerce applications are an important element of the Group's strategy, no assurance can be given that making purchases using mobile phones and other mobile devices will develop as quickly or as successfully as research and consulting firms expect. Similarly, many of the markets for Connected Living products such as connected vehicles are still in their early stages, and these markets may not develop as quickly or to as great an extent as expected, due, in particular, to the fact that the business models that the Group's clients have developed to market such connected solutions to their own customers are in their early stages. Additionally, while the Group expects innovative solutions developed to address the ongoing

digital transformation of retailers and other businesses to comprise an important and increasing component of the Group's services portfolio going forward, the Group cannot be certain that businesses will continue to pursue their "digital reinvention" or adopt new technologies as swiftly or in the same manner as they have in recent years or that the Group will timely be able to launch new and successful products to address their needs.

Security breaches could disrupt the Group's business and damage its reputation.

As part of its business, the Group electronically receives, processes, stores and transmits sensitive business information of its clients. In addition, depending on the services offered, the Group collects and processes a significant amount of sensitive personal consumer data, including names and addresses, cardholder data, payment history records, personal medical data and tax information, among other consumer data. The confidentiality and integrity of the client and consumer information that resides on the Group's servers and other information systems is critical to the successful operation of its business. Accordingly, the Group has security, backup and recovery systems in place. The costs of systems and procedures associated with such protective measures could increase and therefore reduce the Group's profitability. Notwithstanding these safeguards, unauthorized access to the Group's computer systems or databases could result in the theft or publication of confidential information, the deletion or modification of records or could otherwise cause interruptions in the Group's operations. These risks are increased when the Group transmits information over the Internet. The Group's visibility, or the visibility of the brands for which it processes data, in the global payment and digital services industry may attract hackers to conduct attacks on its systems that could compromise the security of its data or could cause interruptions in the operations of its businesses and subject the Group to increased costs, litigation and other liabilities. Any such litigation could be protracted and result in the payment of damages and costly upgrades to the Group's safeguards. There is also a possibility of mishandling or misuse, for example, if such information were erroneously provided to parties who are not permitted to have the information, either by fault of the Group's systems, employees or subcontractors acting contrary to the Group's policies, or where such information is intercepted or otherwise improperly obtained by third parties. An information breach in the system and loss of confidential information such as credit card numbers and related information could have a longer and more significant impact on the Group's business operations than a hardware failure and could result in claims against the Group for misuse of personal information, such as identity theft. The loss of confidential information could result in the payment of damages and reputational harm and therefore have a material adverse effect on the Group's business, results of operations and financial condition. Additionally, the introduction of, or changes to, existing "cyber" security rules and regulations may impose new or stricter security standards that require changes that would be costly for the Group to implement. The Group's financial exposure from the items referenced above may either not be insured against or not fully covered through any insurance maintained by the Group.

Data privacy concerns or failure to comply with privacy regulations and industry security requirements relating to personal consumer data could have a material adverse effect on the Group's business and reputation.

The Group's systems collect, process and store vast quantities of personal consumer data. Many of the value added services the Group offers its clients are designed to analyze some of that data to allow merchants, financial institutions and other clients to deliver targeted advertising and better understand consumer needs and behavior in order to develop more effective products and services that address their preferences. User and regulatory attitudes towards privacy are evolving, and future regulatory or user concerns about the extent to which personal information is

shared with advertisers or others could adversely affect the feasibility or marketability of such value added services.

Moreover, as a global provider of services to financial institutions, card processing services and other digital and e-Transactional services, the Group is subject directly (or indirectly through its clients) to laws, regulations, industry standards and limitations applicable to the collection, storage, processing and transfer of personal data in various jurisdictions in which the Group operates (see Section 6.9, "Regulation"). The Group's failure to keep apprised of and comply with privacy, data use and security laws, standards and regulations could result in the suspension or revocation of licenses or registrations, the limitation, suspension or termination of services and the imposition of administrative, civil or criminal penalties including fines, or may cause existing or potential customers to be reluctant to do business with the Group, damage to the Group's global reputation and its brand, any of which could have an adverse effect on the Group's business, results of operations and financial condition. In addition, to the extent more restrictive laws, rules or industry security requirements relating to personal data are adopted in the future in the various jurisdictions in which the Group operates or by specific industry bodies (see Section 6.9, "Regulation"), such changes could have an adverse impact on the Group by increasing its costs or imposing restrictions on its business processes. The Group may be required to expend significant capital and other resources to comply with mandatory privacy and security standards required by international standards and law and industry standards, or to adapt its contracts accordingly. The Group's financial exposure from any actual or alleged breach of such regulations or standards may either not be insured against or not fully covered through any insurance maintained by the Group.

Breakdowns of the Group's processing systems or software defects could damage customer relations and subject it to liability.

The Group depends heavily on the efficient and uninterrupted operation of numerous systems, including its computer systems, software, servers and data centers. The services the Group delivers are designed to securely and reliably process very complex transactions—very often in real-time—and provide reports and other information on those transactions, all at very high volumes and processing speeds. Any failure to deliver an effective and secure service or performance issues that result in significant processing or reporting errors or service outages could have a material adverse effect on a potentially large number of users, the Group's business, and, ultimately, its reputation. The Group operates various services that involve the collection, accounting and management of cash inflows and outflows for different parties operating across the payment services chain. A technical defect, errors in the application or interpretation of contractual rules within systems, or even undetected fraud, could result in cash flow accounting errors which could adversely affect the Group's financial condition, given the Group's role as systems operator, should the Group be unable to take corrective measures to redistribute such cash flows. To successfully operate its business, the Group must therefore be able to protect its systems from interruption, including from events that may be beyond its control. Events that could cause system interruptions include, but are not limited to, fire, natural disasters, telecommunications failure, computer viruses, unauthorized entry, terrorist acts and war.

Additionally, the Group's employees, on whom it is also dependent, could cause significant operational breakdowns or failures, either as a result of human error or as a result of deliberate sabotages or fraudulent manipulation of its operations or systems. Third parties with whom the Group does business could also be sources of operational risk to it, including as a result of breakdowns or failures of such parties' own systems, products or employees. Similarly, software and software updates may contain undetected errors that degrade their performance. The Group's

property and business interruption insurance may not be adequate to compensate it for all losses or failures that may occur. Breakdowns in the Group's systems or those of third parties, defects in our systems, errors or delays in the processing of payment transactions or other difficulties could result in:

- loss of revenues;
- loss of clients and/or contracts;
- loss of sensitive merchant, consumer and other data;
- fines imposed by payment network associations;
- contractual penalties or trade concessions;
- damage to the hardware or software of our clients;
- harm to the Group's business or reputation resulting from negative publicity;
- exposure to fraud losses or other liabilities;
- additional operating and development costs (notably in connection with the imposition of additional security measures and remediation efforts);
- legal proceedings being brought against the Group; and/or
- diversion of technical and other resources.

Any one or more of the foregoing could have an adverse effect on the Group's business, financial condition and results of operations. Although the Group attempts to limit its potential liability through controls, including system redundancies, security controls, application development and testing controls, etc., it cannot be certain that these measures will always be successful in preventing disruption or limiting the Group's liability. Similarly, service outages could prevent the Group's merchant clients from being able to process card payments for the duration of the outage. Any of these developments could materially and adversely affect the Group's reputation for reliability or its reputation generally, and hence its business, results of operations and financial condition.

The Group is subject to economic and political risk, business cycles and credit risk of its client and the risk of an overall decline of consumer, business and government spending and is dependent on the success of its clients, which could negatively impact the Group's business, financial condition and results of operations.

The merchant services, electronic payments, payment processing, and digital services industries are influenced by the overall level of individual consumer, business, and government spending, and, with a significant retail and government client base, the Group's business is particularly dependent on these factors. The Group is exposed to general economic conditions that affect consumer confidence, consumer and government spending, consumer discretionary income or changes in consumer purchasing habits. A renewed deterioration in macro-economic conditions in key countries where the Group operates, particularly in Europe, may adversely affect the Group's financial performance by reducing the number or average size of transactions made using card and electronic payments. A reduction in the amount of consumer spending could result in a decrease in the Group's revenue and profits. If cardholders of the Group's financial institution clients make fewer transactions with their cards, the Group's merchants make fewer sales of their products and services using electronic payments, consumers using online banking e-Payment (OBeP) and other non-card payment methods make fewer payments or people spend less money per transaction, the Group will have fewer transactions to process and smaller average payment sizes, resulting in a potentially significant decrease in revenue. Additionally, the Group's clients and their customers, with less disposable income, might be less likely to opt for the Group's digital services offerings and other value-added solutions, which comprise an

increasingly significant portion the Group's services offerings and component of its growth strategy. Moreover, during economic downturns, our existing and prospective clients may be more reluctant to renew their IT hardware and software, which may adversely impact sales of the Group's product and services upgrades. Furthermore, where the Group provides, and/or develops jointly with, its clients, such as car manufacturers, services and platforms that are then on-sold by its clients to consumers, the Group is dependent on the ability of its clients to effectively market and sell these products to their customers, the success of which the Group cannot control.

Furthermore, a renewed economic downturn and the possible imposition of governmental austerity measures or changes in government policies could prompt decreases in government spending, which, given a significant portion of the Group's revenues derive from government clients (in France and the United Kingdom, in particular), could have a material adverse effect on the Group's business, results of operations and financial condition. In 2013, the Group derived approximately 16% of its total revenue and approximately 50% of Mobility & e-Transactional Services' total revenue from government entities. In particular, in 2013, a significant portion (approximately 30%) of the Group's revenue generated in France was attributable to contracts with government entities.

More generally, a weakening of the economies in the geographic areas in which the Group operates could increase the Group's sensitivity to price pressure vis-à-vis its competitors and to potential credit losses, including as a result of default of major financial institutions. Additionally, credit card issuers might reduce credit limits and be more selective with regard to whom they issue credit cards, resulting in fewer and smaller transactions and therefore lower revenues and earnings for the Group. In the event of a closure of a merchant due to adverse economic conditions, the Group is unlikely to receive its fees for any transactions processed by that merchant in its final months of operation, which would negatively impact the Group's business, financial condition and results of operations. The Group's merchants clients and the other participants in the electronic payment system, including payment service providers, are liable for any fines or penalties that may be assessed by the card payment networks. Card payment network standards could require the Group to compensate consumers for services and products purchased but not provided following a merchant's bankruptcy. In the event that the Group is not able to collect such amounts from payment service providers and other agents, due to fraud, breach of contract, insolvency, bankruptcy or any other reason, the Group may find itself liable for any such charges.

Risks related to the management of projects to develop new solutions.

The Group enters into fixed-fee contracts in relation to the development of new systems, particularly in the United Kingdom. This business entails the risk that development costs and expenses may prove to be much higher than initially anticipated, whether as a result of incorrect initial estimates, the emergence of new and unexpected challenges during the course of project, or errors in the operational management of the project. In such cases, the Group may not be able to secure an upward revision to the fixed fee, either at all or sufficient to compensate for the increased cost. In such cases, the Group would record a provision, which could have a material adverse effect on its business, financial condition and results of operation.

If the Group is unable to effectively respond to competition, demand for its services may be adversely affected and decrease significantly.

The Group is exposed to significant competition in the various markets in which it operates. Given the diversity of the Group's product and services portfolio, the Group's primary

competitors vary depending on business line and product or service type, and range from payment processing providers and acquiring banks, to e-Commerce software providers, payment terminal suppliers, telecommunications and information technology companies and start-ups. Some of the Group's competitors may have greater ability than the Group does to devote financial and operational resources to the development and marketing of new technologies and services, may offer a wider range of services than the Group offers, may use more effective advertising and marketing strategies to achieve broader brand recognition or merchant acceptance than the Group has or may develop better security solutions or more competitive pricing arrangements. Moreover, competitors may also introduce more innovative programs and services than the Group's. With respect to its innovative digital and e-Consumer and mobility services offered through its Mobility & e-Transactional Services global business line, the Group competes with a particularly broad spectrum of strong market participants that extends beyond its typical payment industry competitors, ranging from traditional information technology companies to specialist players and innovative startups. The Group also faces particularly intense competition in its merchant terminals business from Ingenico and Verifone, in particular, who maintain a dominant position within the merchant terminals market. Verifone's acquisition, in 2011, of Point, a distributor of the Group's merchant terminals, could affect the Group's ability to retain or enhance its current position within this market. The Group also faces heightened competition in its online and mobile payments businesses, as a wide range of payment platforms offered by an increasing range of players, including banks and telecommunication companies, co-exist in the various markets in which the Group operates. If the Group is unable to effectively respond to competition, demand for its services may materially decrease, which could have an adverse effect on its business, financial condition, results of operations or prospects. Moreover, given the level of competition the Group contends with across the markets in which it operates, the Group faces significant price pressure on its products and services, which could also materially and adversely affect its business, financial condition, results of operations and prospects. In particular, the Group faces potentially significant competition in Belgium due to the opening of the Bancontact/Mister Cash payment scheme to other commercial acquirers. Additionally, to the extent that the Group's competitors or new industry players more effectively capitalize on potential consolidation trends within the currently fragmented payment services industry, particularly in Europe, the competitive landscape, including the nature and scale of the Group's competitors, may change significantly, possibly reducing certain competitive advantages from which it currently benefits. Furthermore, with respect to the businesses in which it currently operates without the need for a financial institution license, the Group may find itself at a disadvantage vis-à-vis its competitors that are licensed financial institutions and able to offer clients additional services, such as financing, that the Group is unable to offer.

The electronic payment industry is facing new competition emerging from non-traditional competitors, such as PayPal and Google, which offer alternative peer-to-peer and "closed loop" payment methods that generally bypass the traditional interchange-based payment processing systems on which much of the industry's current business model is largely based. Moreover, these non-traditional competitors have considerable financial resources and robust networks, are highly regarded by consumers and, as new entrants to the payments services industry, are not yet subject to the same level of legal or regulatory scrutiny in terms of pricing and business practices as are the industry's more traditional players such as the Group. Although many of the Group's services are designed to accommodate these new payment methods, the Group's role in processing these payments is less extensive and may be less profitable than its role in traditional card processing. If these non-traditional competitors gain a greater share of the electronic payment market, and the Group's services are not used to process the related transactions or cannot be offered at rates comparable to those in the Group's traditional card processing business,

it could also have a material adverse effect on the Group's business, financial condition, results of operation and prospects.

The Group may encounter difficulties expanding its existing services to new markets.

One of the core elements of the Group's strategy is to expand the geographic footprint for its services including by expanding services that have experienced success in one or more of the Group's markets to other markets served by the Group. This strategy involves a number of significant risks including the risk that the regulatory frameworks or consumer preferences in the new markets entered may make the Group's products less attractive. There can be no assurances that the Group's efforts to expand its services into new markets will be successful, particularly in light of the competition it faces from incumbent providers of such services in these new countries. If the Group is not able to successfully expand its existing service to new markets, the Group's growth strategy may not be successful, which, in turn could have a material adverse effect on its business, financial condition, results of operation and prospects.

Consolidation in the banking and financial services industry could adversely affect the Group's revenues by reducing the number of its existing or potential clients and making it more dependent on a more limited number of clients.

In recent years, there have been a number of mergers and consolidations in the banking and financial services industry. Mergers and consolidations of financial institutions reduce the number of the Group's clients and potential clients, which could adversely affect its revenues or lead to the non-renewal of existing contracts. Namely, the Group faces the risk that its clients may merge with entities that are not the Group's clients, the Group's clients may sell business operations to entities that are not the Group's clients or the Group's financial institution clients may otherwise cease to exist or migrate to other platforms operated by the Group's competitors or managed internally, thereby adversely impacting the Group's existing agreements and projected revenues with these clients. Revenues of the Financial Processing & Software Licensing global business line, whose customer base comprises principally banks and other financial institutions, could be particularly affected. Further, if the Group's clients fail or merge with or are acquired by other entities that are not the Group's clients, or that use fewer of the Group's services, they may discontinue or reduce their use of the Group's services. It is also possible that the larger banks or financial institutions resulting from mergers or consolidations would have greater leverage in negotiating terms with the Group or could decide to perform in-house some or all of the services which the Group currently provides or could provide. Any of these developments could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

The Group incurs liability when its merchant clients in its commercial acquiring business refuse or cannot reimburse chargebacks resolved in favor of their customers, and when the Group's merchant clients or others engage in fraudulent activities.

In the event that a dispute between a cardholder and a merchant is not resolved in favor of the merchant, the transaction is normally "charged back" to the merchant and the purchase price is credited or otherwise refunded to the cardholder. In the context of the Group's commercial acquiring business, if the Group is unable to collect such amounts from the merchant's account or reserve account (if applicable), or if the merchant refuses or is unable, due to closure, bankruptcy or any other reason, to reimburse the Group for a chargeback, the Group bears the loss for the amount of the refund paid to the cardholder. The Group may experience significant losses from chargebacks in the future. Any increase in chargebacks not paid by the Group's merchants could

have a material adverse effect on the Group's business, financial condition and results of operations, particularly with respect to its e-Commerce services. Similarly, in the context of the Group's check processing services, the Group pays indemnities to customers when checks approved by the Group are not paid.

Additionally, the Group has potential liability for fraudulent electronic payment transactions or credits initiated by merchants or others. Examples of merchant fraud include when a merchant or other party knowingly uses a stolen or counterfeit credit or debit card, card number, or other credentials to record a false sales or credit transaction, uses an invalid card, or intentionally fails to deliver the merchandise or services sold. Criminals are using increasingly sophisticated methods to engage in illegal activities such as counterfeiting and fraud. Failure to effectively manage risk and prevent fraud could increase the Group's chargeback liability, damage the Group's reputation and jeopardize its relationships with its bank clients and card management organizations, or cause the Group to incur other liabilities. Moreover, it is possible that incidents of fraud could increase in the future.

Although the Group has put in place policies to manage merchant-related credit risk by establishing reserve accounts, requesting collateral and setting caps for monthly processing, it may experience significant losses from chargebacks in the future. Any increase in chargebacks not paid by the Group's merchants could have a material adverse effect on the Group's business, financial condition, results of operations and prospects. Defaults by the Group's merchants on their reimbursement obligations could have a material adverse effect on the Group's business, results of operations and financial condition. No assurances can be given that insurance coverage to protect against certain such losses will be effective and adequate.

A decline in the use of credit or debit cards as a payment mechanism for consumers or adverse developments with respect to the payment processing industry in general could have a materially adverse effect on the Group's business, financial condition and results of operations.

If consumers do not continue to use credit or debit as a payment mechanism for their transactions or if there is a change in the mix of payments between cash, credit and debit cards and other payment forms which is adverse to the Group, it could have a material adverse effect on the Group's business, financial condition and results of operations. A substantial part of the Group's business is linked to credit and debit card payments. A smaller, but growing, portion of the Group's business is linked to cashless payments by means other than cards using other digital and data processing areas. To the extent that the overall card-based payment market decreases and such decrease outstrips or occurs faster than the increase in the market for payments effected through digital and data processing services, the Group's revenues could be significantly affected. Also, if margins are lower in these new areas, then the Group's profitability could decrease, at least temporarily until they reach higher maturity levels and the initial development expenses are absorbed. Moreover, if there is an adverse development in the payments industry in general, such as new legislation or regulation that makes it more difficult for the Group's clients to do business, the Group's business, financial condition, results of operations and prospects may be adversely affected.

Failure to renew agreements with customers on acceptable terms could harm the Group's business, particularly in segments of its business where customer concentration is high.

Failure to renew client contracts could negatively impact the Group's business. The Group's client contracts typically vary in length from three to five years, while certain of its contracts with public sector clients in Latin America have terms of up to 10 years. At the end of a contract's

term, the Group's clients have a choice to either renegotiate their contract with the Group, increase or decrease its scope, seek out the Group's competitors to provide the same or similar services or cease outsourcing the relevant activity. Customers may seek price reductions from the Group when seeking to renew or extend contracts, or when the clients' business experiences significant volume changes. Further, certain clients may seek to lower prices previously agreed with the Group due to pricing competition or other economic needs or pressures being experienced by the customer. If the Group is unsuccessful in retaining high renewal rates and contract terms that are favorable to it, the Group's business, results of operations and financial condition may be adversely affected. It should be noted in this respect that several contracts with major customers will be up for renewal in the 2014-2016 period, particularly in the public sector and pursuant to a public tender process in accordance with European and national regulations.

Although the Group's overall revenue is spread among a relatively large number of customers and no single customer represented more than 7% of the Group's total revenues in 2013, within certain of the Group's global business lines, business divisions and key geographic areas in which the Group operates, a significant percentage of revenues is nevertheless attributable to a limited number of customers. For example, in Financial Processing & Software Licensing, the Group's five largest customers, accounted for 21% of total revenues for that global business line in 2013, while in Mobility & e-Transactional Services, the Group's five largest customers accounted for 44% of total revenues for that global business line in 2013. In 2013, the two largest clients of the Group's Mobility & e-Transactional Services global business line accounted for 20% and 9%, respectively, of total revenues for that global business line. In France, the Group's five largest customers accounted for 44% of total revenues in 2013. Given these concentrations, the loss of a customer could have a significant impact on the Group's business, particularly if the Group loses key customers for its smaller or newer business lines. If the Group loses key customers in its newer business lines, it could have a material adverse effect on the Group's ability to successfully develop these new businesses.

If the Group loses any of its large customers within its global business lines and divisions or key geographic regions, if any of them significantly reduces or delays purchases from the Group, if the Group is required to sell products to them at reduced prices or if contracts are renegotiated on terms that are less favorable to it, the Group's revenues, profitability, cash flows and net income on both a global business line/division and Group level could be materially and adversely affected, and the Group's ability to consolidate and expand its market position, sell its services (including cross-offerings) and implement its global strategy could be hindered.

The Group's intellectual property may be challenged or infringed and the Group may be subject to infringement claims.

The Group relies on a combination of contractual rights and copyright, trademark, patent and trade secret laws to establish and protect the Group's proprietary technology. Third parties may challenge, invalidate, circumvent, infringe or misappropriate the Group's intellectual property. While the Group strives to ensure that its intellectual property is sufficient to permit it to conduct its business independently, others, including the Group's competitors, may develop similar technology, duplicate the Group's services or design around the Group's intellectual property. In such cases the Group could not assert its intellectual property rights against such parties or the Group may have to obtain licenses from these third parties (including in the context of cross license agreements, pursuant to which the Group would also grant a license under its intellectual property). Policing unauthorized use of the Group's proprietary rights is difficult. The Group cannot make any assurances that the steps it has taken will prevent misappropriation of technology or that the agreements entered into for this purpose will be performed by the co-

contracting parties. The Group may have to litigate to enforce or determine the scope and enforceability of its intellectual property rights, trade secrets and know-how, which is expensive, could cause a diversion of resources and may not prove successful. The loss of intellectual property protection or the inability to obtain third party intellectual property could harm the Group's business and ability to operate freely.

The Group may also be subject to costly litigation in the event that operating third parties claim that the Group's services and technology infringe upon or otherwise violate their intellectual property, such as patents or copyrights. Any such claim may result in a limitation on the Group's ability to freely use the intellectual property subject to these claims. Additionally, in recent years, non-operating companies have been purchasing and stacking intellectual property assets for the sole purpose of monetizing by making claims of infringement and attempting to extract settlements from companies like the Group. Even if the Group believes that most such intellectual property related claims are without merit, defending against such claims may be time consuming and expensive. If they were successfully upheld, claims of intellectual property infringement also might require the Group to redesign affected services, enter into costly settlement or license agreements, pay damage awards, or face a temporary or permanent injunction prohibiting the Group from providing or selling certain of its products or services.

Finally, the Group uses open source software in connection with some of its technology and services, including its terminal products and payment platforms. While the Group constantly strives to select and combine open source code subject to licensing terms that are compatible with the Group's strategic business objectives, closely monitor the use of open source software in the Group's technology and services and make considerable efforts to ensure that none is used in a manner that would conflict with applicable licensing terms, such use could inadvertently occur, and any consequence of non-compliance with licensing terms, including further to any duty to disclose the Group's proprietary source code, could be harmful to its business.

In an industry such as that of the Group, the ability to attract, recruit, retain and develop qualified personnel is critical to its success and growth.

All of the Group's businesses function at the intersection of rapidly changing technological, social, economic and regulatory developments that requires a wide-ranging set of expertise and intellectual capital. For the Group to successfully compete and grow, it must retain, recruit and develop the necessary personnel who can provide the needed expertise across the entire spectrum of the Group's intellectual capital needs. While a number of the Group's key personnel have substantial experience with the Group's operations, the Group must develop its personnel to provide succession plans capable of maintaining continuity in the midst of the inevitable unpredictability of human capital. However, the market for qualified personnel, particularly in the area of information and payment technology, is competitive and the Group may not succeed in recruiting additional personnel or may fail to effectively replace current personnel who depart with qualified or effective successors. The Group's effort to retain and develop personnel may also result in significant additional expenses, which could adversely affect the Group's profitability. Failure to retain or attract key personnel could have a material adverse effect on the Group's business, financial condition and results of operations.

If the Group fails to address the challenges and risks associated with international operations, including those arising as a result of expansion and acquisitions, the Group may incur higher costs or other financial consequences and encounter difficulties implementing its strategy, which could impede its growth or harm its operating results.

While the Group currently generates over half of its revenue from operations in France and the Benelux region, the Group also has operations throughout Europe and in Latin America and Asia. The Group is therefore subject to risks and costs associated with having widespread international operations. Furthermore, the Group currently operates in a number of emerging markets, including in Latin America and India, and intends to continue to expand both within these markets and into additional emerging and developing markets where such risks are typically amplified. The Group's international operations expose it to a number of risks, including:

- multiple, changing, and often inconsistent enforcement of laws and regulations;
- local regulatory or industry imposed requirements, including security or other compliance requirements;
- competition from existing market participants, including strong global or local competitors that may have a longer history in and greater familiarity with the international markets in which the Group operates;
- tariffs and trade barriers;
- higher costs and complexities of compliance, and risk of non-compliance, with international and U.S. laws and regulations such as import and trade regulations and embargoes, trade sanctions, anti-money laundering and anti-corruption regulations, export requirements and local tax laws;
- laws and business practices that may favor local competitors;
- restrictions on the repatriation of funds, including remittance of dividends by foreign subsidiaries, foreign currency exchange restrictions, and currency exchange rate fluctuations;
- less favorable payment terms and increased difficulty in collecting accounts receivable and developing payment histories that support collectability of accounts receivable and revenue recognition;
- obstacles to its use of, and access to, property and data centers important for its operations, especially in emerging countries;
- different and/or more stringent labor laws and practices, such as the mandated use of workers' councils and labor unions, or laws that provide for broader definitions of employer/employee relationships;
- different and/or more stringent data protection, privacy and other laws;
- changes or instability in a specific country's or region's political or economic conditions;
- greater difficulty in safeguarding intellectual property in areas such as China, India and Latin America; and
- currency exchange rate exposure, to the extent that a portion of the Group's revenues are generated in currencies other than the euro (the currency in which its financial statements are denominated).

Failure to effectively manage any of the above risks, including through the development, maintenance and implementation of an effective system of internal controls, could have a material adverse effect on the Group's business, reputation, results of operation and financial condition. These risks and costs are heightened to the extent the Group pursues international expansion in emerging or developing markets. The Group is currently facing an instance of such risk, namely the ongoing investigation into possible money laundering and corruption in relation to the transport of funds by a former sub-contractor of the Group in connection with the smartcard public transportation fare collection scheme that Worldline's Argentinian subsidiary ("Worldline Argentina") operates in the city of Cordoba, Argentina. See Section 20.7, "Legal Proceedings" for a detailed discussion of this matter. Investigations by Argentine national and local authorities

are ongoing. To date, a former subcontractor of Worldline Argentina has been placed under investigation (i.e., a case file has been opened against its president) and Worldline Argentina has received requests for information and documentation. As of the date of this Registration Document, neither Worldline Argentina nor any of its employees has been placed under investigation. It is impossible to indicate at this stage the likely or probable consequences of this matter for the Group. Conceivable consequences or outcomes that cannot be entirely ruled out at this stage could include, among other things, reputational damage, the loss of Worldline Argentina's contract to operate the Red Bus scheme, the consequential loss of other contracts and the filing of criminal charges or imposition of administrative fines or penalties in relation to money laundering, corruption, misuse of public funds or tax evasion against Worldline Argentina's managers or, possibly, Worldline Argentina itself.

Acquisitions subject the Group to risks, including increased debt, assumption of unforeseen liabilities and difficulties in integrating operations.

As part of its growth strategy, the Group expects to actively explore acquisition opportunities and alliance relationships with other businesses that will allow the Group to increase its market penetration, technological capabilities, product offerings and distribution capabilities. The Group's strategy of expanding through acquisitions exposes it to a number of risks associated with valuation and undisclosed liabilities (negotiating a fair price for the business based on inherently limited diligence) and integration of businesses (managing the complex process of integrating the acquired company's workforce, products , technology and other assets so as to realize the projected value of the acquired company and the synergies projected to be realized in connection with the acquisition), including the following:

- the Group may not be able to find suitable businesses to acquire at affordable valuations or on other acceptable terms;
- the Group may face competition for acquisitions from other potential acquirers;
- the Group may need to borrow money or sell equity or debt securities to the public to finance future acquisitions and may not be able to do so on acceptable terms or without increased risk to the Group's business;
- the Group may incur substantial costs in relation to acquisitions that would weigh on its income and cash flow;
- the Group may encounter changes in accounting, tax, securities or other regulations that could increase the difficulty or cost for the Group to complete acquisitions;
- the Group may face difficulties or additional costs complying with foreign regulatory requirements;
- the Group may encounter difficulties in enforcing intellectual property rights in some foreign countries;
- the Group may have difficulty integrating acquired businesses, notably personnel with diverse business backgrounds and organizational cultures;
- the Group may incur unforeseen obligations or liabilities in connection with acquisitions;
- the Group may inaccurately assess disclosed liabilities in connection with acquisitions;
- the Group may choose joint venture partners with whom it has difficulties forging a constructive and long-term relationship;
- the Group may need to devote unanticipated financial and management resources to an acquired business;

- the Group may not realize expected operating efficiencies or product integration benefits from an acquisition;
- the Group could enter markets where it has minimal prior experience;
- the Group may encounter difficulties entering new markets due to, among other things, customer acceptance and business knowledge of these new markets,
- the Group may have difficulty managing geographically separated organizations, cultures, systems and facilities;
- the Group may encounter challenging general economic and political conditions; and
- the Group may experience decreases in earnings as a result of non-cash impairment charges relating to the goodwill recorded upon acquisitions.

The process of integrating operations could cause an interruption of, or loss of momentum in, the activities of one or more of the Group's combined businesses and the possible loss of key personnel. The diversion of the management's attention and any delays with the delivery of the Group's services or difficulties encountered in connection with acquisitions and the integration of the two companies' operations could have an adverse effect on the Group's business, results of operations, financial condition or prospects.

The Group depends upon a limited number of suppliers for certain components of its products and on the performance of certain key services by third parties.

The Group utilizes a limited number of third party suppliers and service providers to supply certain of the IT hardware, software and other components, including chips, used in the development and operation of the Group's services and products. For example, the Group relies on a single supplier for an important component used in all current models of its merchant terminals range. The Group relies upon these suppliers to produce and deliver products on a timely basis and at an acceptable cost or to otherwise meet the Group's product demands. Additionally, the Group depends upon various financial institutions for clearing services in connection with its commercial acquiring business (namely, the transmission and processing of authorization requests and processing of clearing and settlement instructions). Disruptions to the business, financial stability or operations, including due to strikes, labor disputes or other disruptions to the workforce, of these suppliers and service providers, or to their ability to produce the products and provide the services the Group requires in accordance with the Group's and its customers' requirements, could significantly affect the Group's ability to fulfill customer demand on a timely basis which could materially harm its net revenues and results of operations. If these suppliers and service providers were unable to continue providing their services, the Group could encounter difficulty finding alternative suppliers. Even if the Group were able to secure alternative suppliers in a timely manner, the Group's costs could increase significantly. Any of these events could adversely affect the Group's results of operations.

The Group operates in multiple tax jurisdictions and is subject to uncertainty relating to the cross-border application of tax rules.

As an international group doing business in many countries, the Group is subject to multiple tax laws and must, accordingly, ensure that its global operations at once comply with the various regulatory requirements while all the while achieving their commercial, financial and tax objectives.

Because tax laws and regulations in effect in the various countries where the Group does business do not always provide clear or definitive guidelines, the Group's structure (including the Reorganization Transactions), the conduct of its business and the relevant tax regime are based on

the Group's interpretation of applicable tax laws and regulations. The Group cannot guarantee that these interpretations will not be questioned by the tax authorities, or that applicable laws and regulations in certain of these countries will not change, be interpreted differently or be applied inconsistently. More generally, any violation of tax laws and regulations in the countries where the Group or its subsidiaries are located or do business could lead to tax assessments or the payment of late fees, interest, fines and penalties. This could have a negative impact on the Group's effective tax rate, cash flow and results of operations.

Furthermore, the Group records deferred tax assets on its balance sheet to account for future tax savings resulting from differences between the tax values and accounting values of its assets and liabilities or tax loss carry forwards of its entities. The effective use of these assets in future years depends on tax laws and regulations, the outcome of current or future audits and litigation and the expected future results of operations of the entities in question.

Changes in assumptions underlying carrying values could result in impairment of the Group's goodwill.

As of December 31, 2013, €368.9 million of goodwill was recorded on the Group's balance sheet. Goodwill represents the excess of the amounts the Group paid to acquire subsidiaries and other businesses over the fair value of their net assets at the date of acquisition. Goodwill has been allocated at the level of the Group operating segments set forth in A.1.7.3 to the combined financial statements (cash generating units). Goodwill is tested for impairment at least annually, or more frequently when changes in the circumstances indicate that the carrying amount may not be recoverable. The recoverable amounts of the cash generating units are determined on the basis of value in use calculations, which depend on certain key assumptions, including assumptions regarding growth rates, discount rates, and weighted average costs of capital during the period. If management's estimates change, the estimate of the recoverable amount of goodwill could fall significantly and result in impairment. While impairment does not affect reported cash flows, the decrease of the estimated recoverable amount and the related non-cash charge in the income statement could have a material adverse effect on the Group's results of operations. Although no goodwill impairments were recorded in 2011, 2012 or 2013, no assurance can be given as to the absence of significant impairment charges in the future (see Note 9 to the combined financial statements).

4.2 RISKS RELATED TO ORGANIZATIONAL STRUCTURE AND THE GROUP'S OPERATION AS AN INDEPENDENT ENTITY

The Group's principal shareholder will be able to exercise significant influence over the Group's operations and strategy.

Following the listing of the Company's shares on Euronext Paris, the Atos group will remain the Group's majority shareholder and will retain control of Worldline. The Atos group will retain significant influence over the Group and may itself control decisions submitted for the approval of shareholders at combined annual general meetings and, in particular, if quorum requirements are not met at extraordinary shareholders' meetings. The Atos group will be able to control decisions that are important for the Group, such as those concerning the nomination of directors, the approval of annual financial statements, the distribution of dividends and changes to the Company's capital and bylaws. The Atos group will, therefore, continue to be able to exercise significant influence over the Group's operations and nomination of members of management as well as the Group's dividend policy.

The Group maintains many relationships with and is dependent to a certain extent on its principal shareholder, Atos SE. The Group may encounter difficulties adapting to its status as an independent entity.

Atos SE, the Group's principal shareholder, currently provides services to the Group pursuant to services agreements entered into between the Group and the Atos group at market conditions in connection with the Reorganization Transactions. These include (i) operational services such as internal information services, subcontracting services in connection with projects, global communication and telecommunication services, sales and global marketing strategy services, and purchasing services, and (ii) support functions such as management, mergers and acquisitions, finance, legal, internal audit, accounting, human resources, insurance and innovation. The Atos group will continue to provide these services to the Group after the listing of the Company's shares on Euronext Paris (see Section 19.1, "Agreements Entered into in Connection with the Reorganization Transactions"). Therefore, to the extent that these functions remain with the Atos group, the Group is dependent on the Atos group for the provision of these services. The services agreements between the Group and the Atos group pursuant to which such services are provided, which are automatically renewable for successive 12-month periods, contain change of control clauses under which they terminate automatically if Atos SE ceases to hold, directly or indirectly, more than 50% of the share capital of the Company. If the Atos group were to stop providing such services and the Group were unable to replace these services, including through recruiting the necessary workforce or entering into appropriate third party agreements on terms and conditions, including cost, comparable to those with the Atos group, it could have a material adverse effect on the Group's business, financial condition and results of operations. The Group also benefits from its relationship with and support from the Atos group through cooperation with regard to sales and marketing, which, in particular, permits the Group to take advantage of cross-selling opportunities offered by Atos' large portfolio of clients. While this cooperation is not contractual, any interruption of such cooperation could have a material adverse effect on the Group's business, financial condition and results of operations.

The Group may not be able to rely fully on the Atos group to fund its future financing requirements, and financing from other sources may not be available on favorable terms.

In the past, the Group's financing needs have been satisfied by the Atos group and, after the Company's shares are listed on Euronext Paris, the Group will benefit from a revolving credit facility to be granted by the Atos group. The revolving credit facility will have a two-year term and be terminable by the Group at any time without charge or penalty (subject to an indemnity for breakage costs, if any, in the event of prepayment). Atos SE will have the right to terminate the revolving credit facility if the Atos group ceases to hold at least 25% of the share capital of the Company. The Group's future capital requirements will depend on many factors, including its rate of revenue growth, the timing and extent of product development expenditure, the expansion of sales and marketing activities, the timing of introductions of new products and enhancements to existing products, the market acceptance of its products and the extent of M&A activity. The Group may need to raise additional funds through public or private equity or debt financing. The Group may not be able to obtain financing with interest rates as favorable as those that the Atos group could provide. If the Group cannot raise funds on favorable terms, if and when needed, it may not be able to further develop its business or invest in new products and services, take advantage of future opportunities, or respond to competitive pressures or unanticipated requirements, which could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

The financial statements and other financial information presented in this document may not be representative of the Group's results as a separate, stand-alone entity.

The Group's business has historically been part of the business of the Atos group. Because the Atos group did not prepare separate financial statements in respect of the Group's business prior to this offering, the Group's combined financial statements have been derived from the consolidated financial statements of Atos for the periods presented. Although the Group did not own the companies and businesses comprising its operations during the periods presented, the combined financial statements are intended to present on a combined basis the historical assets, liabilities, revenue, and expenses that were directly related to the Group's business within Atos during the periods presented. See Chapter 9, "Operations and Financial Review".

The Group's combined financial statements are not necessarily indicative of what the Group's financial condition and results of operations would have been if it had been a separate, stand-alone entity during the periods presented and may not be indicative of the Group's future performance. The Group's objective, going forward, is to have financial performance data available for each of its global business lines so as to be in a position to measure their performance and communicate certain key figures to the market. The combined financial statements include, as supplemental information, operating margin and OMDA figures by global business line for 2012 and 2013. This supplemental information is not segment information within the meaning of IFRS 8, since the new reporting structure by global business line was adopted only as from January 1, 2014. See Section 9.1.5, "Segment Reporting". In addition, since the Group's historical organizational structure differed from that targeted via the Reorganization Transactions, the global business line information was generated specifically for the purposes of the Group's historical combined financial statements and pro forma financial information for 2012 and 2013, as the global business lines did not exist previously as such. In particular, with respect to operating margin, a number of rules and conventions were established and used to allocate shared costs between the three global business lines. Such costs represent significant costs for the Group, given that numerous platforms, software and resources are shared. The rules for allocating shared costs were determined on the basis of information available in respect of the Group's systems and management's best estimation of the use of the resources.

Similarly, this Registration Document includes pro forma financial information designed to simulate the effects that the Group's separation from Atos might have had on the Group's income statement, statement of comprehensive income and cash flow statement, if the separation had taken effect at the beginning of the period covered and if the Group had operated as an autonomous, stand-alone and listed entity as of that date. This pro forma financial information is presented solely for illustrative purposes. It is not necessarily indicative of the Group's historical financial condition or results of operation had the carve-out taken place at an earlier date, nor is it necessarily indicative of the Group's future financial condition or results of operation.

4.3 REGULATORY AND LEGAL RISKS

Changes in the laws, regulations, policies or other industry standards affecting the Group's business could impose costly compliance burdens and have a material adverse effect on the Group's business.

There may be changes in the laws, regulations or other industry standards that affect the Group's operating environment in substantial and, at times, unpredictable ways in France, at the European level or internationally. Changes to laws, regulations or industry standards, or in their interpretation and implementation, could have a material adverse effect on the Group's operating

costs or its competitive position. Regulation of the payments industry has increased significantly in recent years and continues to increase. Failure to comply with laws, rules and regulations or standards to which the Group is subject in France, Europe and internationally, in particular the regulations applicable to payment institutions, may result, among other things, in the suspension or revocation of a license or registration, forced replacement of existing management, the limitation, suspension or termination of service, and the imposition of fines, sanctions or other penalties, any of which could have a material adverse effect on the Group's business, financial condition and results of operations, as well as damage the Group's reputation. Even if such a change to statutes, regulations or industry standards does not apply to the Group, the effects of such a change on the Group's financial institution clients could result in material, indirect effects on the way the Group operates or the costs to operate the Group's business and impair demand for the Group's services among its financial institution clients.

The regulatory environment applicable to the Group is constantly changing. The Payment Services Directive n° 2007/64/EC dated November 13, 2007, that regulates the Group's payment services activities is currently being reshaped by the European authorities. The proposed revised Payment Services Directive ("PSD2") enlarges the scope of the existing regulation and it may adversely affect the Group's business or operations, directly or indirectly (if, for example, the Group's clients' businesses and operations are adversely affected).

Certain activities of the Group, such as its "Check Service" solution, may also become subject to specific regulation. The Group is currently in discussions with the French regulatory authority about the regulations and approvals applicable to this activity. Should new regulatory requirements concerning this activity come into force, the Group's results of operations and financial condition could be adversely affected.

Certain changes to statutes, regulations or industry standards, such as the implementation of the SEPA project in Europe (Single Euro Payments Area – a single area for payments in euros) will significantly impact the Group's operations and financial position. To comply with the SEPA project, the Belgian domestic payment scheme Bancontact/Mister Cash has been opened to other commercial acquirers, which will induce a new source of competition in Belgium with other potential Bancontact/Mister Cash scheme members. Even though the Group has put into place a plan to mitigate the SEPA project's impact on its business in Belgium, this regulation has the potential to adversely affect the Group's results of operations. The SEPA requirements also have an effect on the Group's financial institution clients which could result in material, indirect effects on the way the Group operates or the costs to operate the Group's business and impair demand for the Group's services among its financial institution clients.

Growing enthusiasm for Internet, mobile and IP-based communication networks may lead to new laws and regulations regarding confidentiality, data protection, pricing, content and quality of products and services. Growing concern about these issues included in new laws and regulations could conceivably slow down growth in these areas, possibly reducing demand for the Group's products and therefore adversely affecting its business, results of operations and financial condition.

In addition, the Group is subject to tax laws in each jurisdiction where it does business. Changes in tax laws or their interpretation could decrease the value of tax losses and tax credits carry forwards recorded on the Group's balance sheet, cash flows and income and therefore have a material adverse effect on the Group's financial position and results of operations. Furthermore, changes in accounting policies can significantly affect how the Group calculates expenses and earnings.

Compliance with legal and regulatory rules applicable to the Group's business could impose significant additional costs and have a material adverse effect on the Group's business.

In order to comply with regulations applicable to its business, and in particular to the activities of payment institutions and subcontractors of credit institutions, the Group is required to adhere to a broad number of requirements in the countries in which it operates, especially as pertains to its IT infrastructure, internal controls and reporting rules. Compliance with these standards, and the corresponding costs could have a material adverse effect on the Group's financial condition and results of operations. In particular, the Group could be subject to an audit by the Belgian regulatory authority, the Banque Nationale de Belgique, in respect of the effectiveness of its internal controls and audit systems and risk management. In the event that such audit reveals that the Group is not in compliance with the relevant regulatory requirements, the Group's efforts to remedy such instances of non-compliance could have a material adverse effect on the Group's financial condition and results of operations.

Changes to PCI standards could require significant costs to ensure compliance, which could have an adverse effect on the Group's business.

The security standards established by the PCI SSC (*Payment Card Industry – Security Standard Council*) are designed to enhance Card payment data security by promoting the broadest possible dissemination and implementation of specific standards relating to the various components of card payment transactions. The main standard is the PCI PTS standard on PIN entry (*Payment Card Industry – PIN Transaction Security*). The aim is to guarantee that the cardholder's PIN is always processed in a fully secure fashion by the PIN entry device and ensure the highest level of payment transaction security. Other PCI SSC standards include the PCI DSS (designed to enhance payment account data security) and the PCI UPT (relating to security requirements for unattended payment terminals). Such standards, which can be adopted by various payment schemes, entail specific technical requirements and a certification process.

Updates to these standards involving changes to existing requirements are managed by the founding members of the PCI SSC – Visa, MasterCard, JCB, American Express and Discover – in relation with stakeholders from across the electronic payment industry (*e.g.* hardware industry stakeholders (including the Group), regulators, merchants, banking associations, banks, transaction processors). This separate organization offers manufacturers the opportunity to take part in shaping the standards and the rules for applying them.

Changes to these standards entail changes to the Group's hardware or products or embedded software. This could therefore entail substantial capital expenditure. The Group takes all the necessary financial and engineering steps to bring its new payment terminals into compliance with the applicable PCI standard, which imposed stiffer requirements. Although the certification process is extremely robust, there is a risk that once in use, specific products might reveal defects that could subsequently lead the PCI to challenge their certification. In the event of a withdrawal of the certification, such a challenge could force the Group to offer different certified terminals to its customers. This situation may induce customers to switch to another solution, which would result in decreased revenue and financial loss.

As a provider of payment solutions, particularly centralized payment solutions deployed in large-scale retail, the Group must also comply with the PCI SSC standard entitled "PCI DSS (*Payment Card Industry – Data Security Standard*)". The aim of the PCI DSS is to ensure that stored cardholder data and sensitive transaction data are always processed in a fully secure manner by systems and data bases. The new standard is compulsory for all systems that handle, store or route

such data, whether the payment is made by chip card or not. Like PCI PTS, maintaining compliance with this standard could require the Group to make changes in the architecture of data processing systems, networks and servers entailing substantial investment. The Group maintains an on-going relationship with the PCI SSC to ensure that the Group can address all aspects of current and forthcoming standards under the best possible conditions, including to be able to anticipate trends and prepare for future investments and remedial expenditures. Despite this close relationship, the Group might not be able to avoid fraud or tampering with its certified payment terminals and solutions. Such occurrences could damage the Group's reputation and results of operations.

Changes in credit card association or other network rules or standards could adversely affect the Group's business.

A significant source of the Group's revenues comes from processing transactions through payment schemes, including, in particular, Visa, MasterCard and Groupement des Cartes Bancaires CB. In order to provide its transaction processing services, the Group must be registered with, or certified by, such card schemes as members or service providers for member institutions. As such, the Group and many of its customers are subject to card association and network rules that could subject them to a variety of fines or penalties that may be levied by the card associations or networks for certain acts or omissions by the Group, acquirer customers, processing customers and merchants. Payment schemes such as Visa, MasterCard and Groupement des Cartes Bancaires CB, some of which are the Group's competitors, set the compliance standards and periodically update and modify them. Changes in the standards may increase the Group's operating costs that it may not be able to pass on to its clients or other scheme participants. Additionally, changes to payment scheme rules could have a material adverse effect on the Group's cash flows and liquidity if the payment schemes impose delays in their processing of payments that are longer than the amount of time the Group takes to process payments on behalf its merchant clients. In some cases, the payment schemes' ability to modify and enhance their rules in their sole discretion may provide them a competitive advantage over other payment services processors. On occasion, the Group has received notices of non-compliance and fines, which have typically related to excessive chargebacks by a merchant or data security failures on the part of a merchant. If the Group is unable to recover fines from or pass through costs to its merchants or other associated participants, the Group's results of operations and financial condition could be materially adversely affected. The termination of the Group's registration, or any changes in the payment schemes rules that would impair the Group's registration, could require the Group to stop providing payment schemes services to the Visa, MasterCard or other payment schemes, which would have a material adverse effect on the Group's business, financial condition and results of operations.

The Group's revenues from the sale of services to merchants that accept Visa and MasterCard cards are dependent upon the Group's continued registration with Visa and MasterCard.

In order to provide its Visa, MasterCard and other payment schemes transaction processing services, the Group must be a member (commercial acquirer), and be registered as a processor, of Visa, MasterCard and other payment schemes in the territories where the Group provides such services. If the Group is unable to maintain its membership as a commercial acquirer or registration as processor of such payment schemes, which may be due to none-compliance with the payment schemes' rules or guidelines (including major security or fraud incidents) resulting in the suspension or cancellation of the Group's registration, the Group may no longer be able to provide acquiring or processing services to the affected customers, which would have a material adverse effect on the Group's business, financial condition and results of operations.

Changes in the regulation of interchange fees could have a material adverse effect on the Group's revenues.

The proposed European Regulation n°2013/0265 of July 24, 2013 on interchange fees charged on card-based payment transactions, amended and adopted by the European Parliament on April 3, 2014 (the "Proposed Regulation") requires, one year after its entry into force, that interchange fees be capped at 0.3% of the transaction's value for domestic and cross-border credit card transactions and the lesser of 0.2% of the transaction's value or €0.07 for domestic and cross-border debit card transactions. By capping the interchange fees, the Proposed Regulation could have a significant impact on the structure of card payments in Europe, including card acceptance, profitability, increased competition from cross-border acquirers (which could temporarily offer lower interchange fees) and the ability to launch new products.

The Proposed Regulation may have material adverse effect on the amount of fees collected by card issuers and payment schemes operators. Accordingly, such issuers or operators might seek to pass on these fee decreases through corresponding increases in scheme membership costs, which could have a material adverse effect on the Group's business, financial condition and results of operations.

Visa Europe has already announced a reduction in its interchange fees in connection with commitments it has made to the European Commission. As from January 2015, Visa Europe will introduce a cross-border acquiring concept, which would apply to scenarios in which the acquirer is located in a European Union country that is different from that in which the issuing bank and the merchant are located. Consequently, the Group would be obliged either to align its merchant service charges to the levels of its competitors (leading to a reduced or negative margin) or position itself as a cross-border acquirer, which could have a material adverse effect on the Group's business, financial condition, and results of operations.

4.4 MARKET RISKS

4.4.1 Exchange Rate Risk

The bulk of the Group's revenues, expenses and obligations are denominated in euro. In 2013, 78.4% of the Group's revenues were generated in euro-zone countries whereas 21.6% were generated in non-euro zone countries, including 13% in pounds sterling. Since the Group's financial statements are denominated in euros, its revenues are affected by the relative value of the euro versus the currency of the non-euro zone countries in which it generates revenues (currency translation exposure). In terms of currency transaction exposure (i.e., a mismatch between the currencies in which revenues are generated and costs are incurred), the Group considers it exposure to be limited as its costs in the euro zone are generally incurred in euros and its revenues are generated in euros and in non-eurozone countries it generally makes its sales and incurs the majority of its operating expenses in the local currency.

The Group maintains a policy for managing its foreign exchange position if and to the extent it enters into commercial or financial transactions denominated in currencies that differ from the relevant local currencies. Pursuant to this policy, any material foreign exchange rate exposure must be hedged as soon as it occurs using various financial instruments, including, principally, forward contracts and foreign currency swaps. As of December 31, 2013, the Group did not have any material foreign exchange rate exposure and did not have any such hedging instruments in place.

4.4.2 Interest Rate Risk

All of the Group's borrowings, the vast majority of which are with Atos as lender, and deposits bear interest at floating interest rates mainly based on Euribor or EONIA plus or minus a margin as indicated in the table below. The Group considers that its exposure to interest rate fluctuations is not material in light of the relatively low level of its indebtedness (net of cash and cash equivalents) as of December 31, 2013 (€99.6 million).

The following table sets forth in greater detail the composition of the Group's net indebtedness as of December 31, 2013:

	Category	**December 31, 2013**	**Standard Financial Conditions**	**Countries**
		(in € millions)		
Cash/Debt with Financial Institutions	Cash & deposits at local bank [1]	30.9		
	Overdraft	0.0	Baibor 1M + margin*	Argentina
	Financial leases	(2.0)		Belgium
	Net external cash	**28.9**		
Cash/Debt with Atos group	Atos group cash pooling financing – net [2]	(40.0)	Eonia -/+ margin*	Germany, Asia, UK
	Net current accounts with Atos group entities [3]	11.6	Eonia -/+ margin*	France, Belgium, LATAM
	Other financial debts	(100.1)		
	Intercompany loans [4]	*70.5*	*EUR3M + margin* (France)*	*France, India*
	Securitization and others [5]	*29.6*	*EUR1M + margin**	*France*
	Net intercompany debt	**(128.5)**		
	Net debt	**(99.6)**		

(1) Amount included in the line item "Cash and cash equivalents". See Note 20 of the combined financial statements.
(2) Corresponds to the line item "Cash and cash equivalents" (€125.6 million) after deduction of cash and deposits at local bank (see above) (€30.9 million) and the amount in the line item entitled "Overdrafts" (€134.7 million) in liabilities. See Notes 17 and 20 of the combined financial statements.
(3) Corresponds to net total of assets (+€416.4 million) and liabilities (-€404.8 million) of current intra accounts with Atos entities. See Note 20 of the combined financial statements
(4) Corresponds to the line item "Loan intra account with Atos entities". See Note 17 of the combined financial statements.
(5) Corresponds to the line items "Securitization" and "Other borrowings". See Note 17 of the combined financial statements.

4.4.3 Liquidity Risk

Nearly all of the Group's borrowings and cash consist of financing and cash deposits with maturities of less than two years provided by Atos through intercompany loans, current accounts, cash pooling and other financial instruments. As such, the Group currently benefits from the financial support of Atos for its liquidity requirements. For more information about the Group's financial liabilities, see Note 17 of the combined financial statements.

Following the listing of the Company's shares on Euronext Paris, the Group will benefit from a €300 million revolving credit facility to be granted by Atos group, with a two-year term, in order to cover the Group's liquidity requirements, including temporary fluctuations in its working

capital needs. For more information, see Chapter 10, "Liquidity and Capital Resources" of this Registration Document.

Following the listing of the Company's shares on Euronext Paris, the Group intends, in due course, to enter into a revolving credit facility with third party financial institutions to replace the Atos revolving credit facility.

4.4.4 Credit and/or Counterparty Risk

Credit and/or counterparty risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group believes that it has limited exposure to concentrations of credit risk due to its large and diverse customer base. The Group's greatest credit risk position is borne with respect to its financial institution customers. The Group manages this credit risk by consistently selecting leading financial institutions as clients and by using several banking partners.

The Group is also exposed to some credit risk in connection with its commercial acquiring and checks services businesses:

- *Commercial acquiring*. For each transaction, the Group provides a performance guarantee to the merchant in respect the cardholder's payment. Therefore, the Group is exposed to a credit risk in the event of non-payment by the cardholder. Additionally, the Group offers a guarantee of "service rendered" to the cardholder. Accordingly, in the event a merchant goes bankrupt (or ceases to operate) before delivering the product or rendering the service purchased by a cardholder, the cardholder can require the Group to reimburse it for the amount of the transaction. This credit risk exposure is especially significant where services are purchased through e-Commerce well in advance of the time that they are actually rendered (e.g., ticket purchases through travel agencies). The Group monitors these risks by selecting financially sound clients, requesting guarantees (collateral build up, delegation of insurance, etc.) and checking daily transaction flows to avoid excessive exposure to these risks.

- *Check services*. Under its Check Service business, the Group pays its merchant clients indemnities for unpaid checks that have been approved by the Group based on a credit scoring system. To the extent that fees received from merchants for this service are less than the average levels of bad checks, the activity can become loss-making. The Group manages this risk by analyzing bad debt levels for each type of merchant business and adjusts fees charged to merchants accordingly.

4.5 INSURANCE AND RISK MANAGEMENT

4.5.1 Insurance

The Atos group's management coordinates the Group's policy with respect to insurance and is tasked with identifying the principal insurable risks and quantifying their potential consequences.

The Group is insured under a series of policies maintained by the Atos group with internationally recognized insurance and reinsurance companies, covering its liabilities at levels that the Group believes are appropriate. In 2013, the total cost of its global insurance programs represented approximately 0.3% of the Group's revenue (based on the price of coverage).

The Group's entities are covered by the insurance policies maintained by the Atos group, under which they are insured parties. These policies include general professional liability (*responsabilité civile professionnelle*) and operational and business interruption liabilities (*dommages/pertes d'exploitation*). If the Company's shares are listed on Euronext Paris, the Group will continue to be covered under these insurance policies (in particular the policies maintained through the reinsurance company wholly owned by the Atos group).

The largest Atos group insurance policies under which the Group is covered are centrally negotiated by the Atos group. The general professional liability policy is renewed on January 1, and the operational and business interruption liability policy is renewed on April 1. In 2013, these two policies were renewed with coverage limits of €200 million and €150 million, respectively. The Group is insured under certain other policies covering other insurable risks for an amount adequate for the risks incurred, taking into account the size of, and risks incurred by, the Group. Deductibles are set at a level intended to encourage good risk management and to control premium costs.

The Group also maintains policies required for regulatory reasons or to cover existing commercial premises, such as its credit risk policy, where the Group's various entities incur specific risks.

The Atos group formed a dedicated reinsurance company, which it wholly owns. This reinsurance company covers the Group's entities in respect of certain portions of the general professional liability and operational and business liability policies.

The insured risks are also monitored by the subscription committee of the reinsurance company owned by the Atos group, which ensures that capital and technical reserves are sufficient for the risks incurred and seeks a satisfactory level of diversity in reinsurers. The committee also performs studies and analyses on a regular basis to verify the adequacy of the Group's insurance coverage.

4.5.2 Risk Management

Risk management refers to means deployed by the Group to identify, analyze and manage risks. Although risk management is part of a manager's day to day decision making process, specific formal initiatives have been taken in respect of risk management, as summarized below.

4.5.2.1 Risk mapping

A risk mapping exercise was undertaken in 2013 on the initiative of the CEO and General Manager of the Group designed to identify and assess risks that may affect the ability of the Group to achieve its objectives. The methodology involved workshops and questionnaires to enable management to comment on and evaluate the main risks, their relative importance (inherent risk) and mitigation effectiveness (residual risk).

The scope of the assessment covered potential risks related to our environment (stakeholders, natural disasters), business development (evolution, culture, market positioning), operations (clients, people, IT, processes) and information used for decision making (financial and operational).

A risk mapping exercise is conducted annually, enabling detection of changes in risks year-on-year. The 2013 risk mapping exercise was performed in connection with the annual budget

preparation and integrates action plans for the main residual risks designed at the Group level, with responsibilities and milestones established to ensure follow-up and completion in 2014.

In 2014, this exercise will be further refined by an assessment at the level of each of the Group's global business lines.

4.5.2.2 Business risk assessment and management

Regarding business risk assessment and management, the Group has deployed the approach developed by Atos, based on the following specific processes.

Atos Rainbow

Atos Rainbow™ is a set of procedures and tools developed by Atos and implemented by the Group that provides a formal and standard approach to bid management. The objective is to ensure that the Group only bids for projects that are capable of being delivered effectively and to provide an early warning system for any project that encounters problems or diverges from its original targets. The Group operates a risk management system overseen by the Atos Risk Management Committee that facilitates the analysis (in particular via identification and evaluation) and treatment (in particular via control and financing) of business risks throughout the life cycle of a project. This process is integrated within the control and approval process when entering into new contracts and continues throughout the lifecycle of the project. Specifically, the risk management process:

- identifies potential exposures, including technical, legal and financial risks, that could have an impact during the life cycle of the project;
- evaluates, both qualitatively and quantitatively, the materiality of any such exposures;
- ensures that appropriate and cost-effective risk control or risk mitigation measures are initiated to reduce the likelihood and impact of negative outcomes on the project; and
- manages residual exposure through a combination of external risk transfer instruments and internal contingency reserves in order to optimize the resources used.

The Group's contract monitoring process has been reinforced with the introduction of a monthly "dashboard" report that provides status on financial, technology, customer, legal and supplier project KPIs. This process is managed by the "rainbow manager", who reports to the Group's CFO.

Risk Management Committee

A Risk Management Committee at the Atos group level convenes on a monthly basis to review the most significant contracts as well as any contracts where issues have arisen. The Committee is chaired by the Atos group's CFO and lead by the head of Operational Control. Permanent members of the Committee include the deputy general manager of the Atos group, the heads of the global business lines and several representatives of support functions, including finance and legal. Following the listing of the Company's shares on Euronext Paris, the Group will put in place a similarly structured risk management committee, which will be chaired by the Group's CFO.

4.5.2.3 Specific risk management activities

Fraud Risk Management

The Group as an issuer processor has, to its knowledge, taken all required actions (e.g. PCI certification) to minimize the risk of data breaches. In its role as commercial acquirer, the Group must ensure compliance with payment security rules established by the organizations that issue PCI certifications and address money laundering risks. The Group's Fraud Risk Management department has implemented various policies and procedures to address these risks.

The Group has developed a Fraud Detection & Reaction (FD&R) application that allows the detection of fraud in near-real-time based on a data analysis application.

The Group's risk mitigation process has been enhanced with additional features to further address the residual risks, such as geo-blocking, real time blocking, fall back de-activation and back-up systems.

Anti-Money Laundering Policy of Atos Worldline SA/NV

Atos Worldline SA/NV has had an anti-money laundering (AML) policy in place since 2011. It sets out the general principles of AML, the 'Know Your Customer' (KYC) principle as applied at Atos Worldline SA/NV, and the allocation of responsibility between the Sales and Marketing (S&M) and the Customer Services (CS) Divisions.

The Group's security risk management

The Group has put in place within its internal control department a specific function to manage security risk.

This function includes security awareness, security trusted services (review of access to production systems, data and functions, access to cardholder data by the banks and cryptographic key management) and security architecture and policies.

Security risk management measures relate in particular to the following:

- *Physical measures*: facility entry controls to limit and monitor physical access, video cameras and access control mechanisms, media back-ups storage in secured locations, control over the internal or external distribution of any kind of media and storage and accessibility of media.
- *Network*: firewall and router configuration standards and procedures are designed and deployed for protection against unauthorized access from untrusted networks.
- *System security*: strict application of regularly reviewed and clearly described hardening rules to avoid exploitation of default passwords and system settings.
- *Protection of cardholder data*: storage kept to a minimum with data retention and disposal policies, strong cryptography and security protocols, anti-virus software deployed and regularly updated on all systems.

- *Secured systems and applications*: latest vendor-supplied security patches installed; identification and assessment of security vulnerabilities; secure coding guidelines in order to prevent vulnerabilities to be introduced in the software development processes. In addition, a review of source code prior to release to production or customers is performed in order to identify any potential coding vulnerability.

- *Logical access*: to ensure that critical data can only be accessed by authorized personnel, systems and processes are in place to limit access based on access requirements and according to job responsibilities.

- *Logging and monitoring*: logging mechanisms and the ability to track user activities are critical in preventing, detecting, or minimizing the impact of a data compromise. Therefore, the presence of logs in all environments allows for thorough tracking, alerting, and analysis when something does go wrong.

- *Security systems and processes testing*: regular security tests are performed, including the detection of unauthorized wireless access points, internal and external network vulnerability scans, intrusion-detection systems and file-integrity monitoring tools.

The annual performance of the Group's operational risk management process, supervised by the Operational Control division, analyzes security-related threats and vulnerabilities in order to avoid an unwanted increase in risk exposure.

A formal security awareness program is maintained to ensure that all personnel are aware of the importance of cardholder data security. On a yearly base, all employees of the Group have to attend this program and to acknowledge that they have read and understood the security policy and procedures of the Group.

Incident response plans are developed and deployed in order to be prepared to respond immediately in the event of a system breach.

5. GROUP INFORMATION

5.1 HISTORY AND DEVELOPMENT

5.1.1 Company Name

The corporate name of the Company is "Worldline" (formerly "Atos Worldline").

5.1.2 Place of Registration and Registration Number

The Company is registered with the Pontoise Trade and Companies Register under number 378 901 946.

5.1.3 Date of Incorporation and Duration

5.1.3.1 Date of Incorporation of the Company

The Company was incorporated on July 31, 1990.

5.1.3.2 Duration

The Company's duration is 99 years from the date of its registration with the trade and companies register, except in the event of early dissolution or extension.

5.1.4 Registered Office, Legal Form and Applicable Legislation

5.1.4.1 Registered Office

Worldline's registered office is located at 80 quai Voltaire, Immeuble River Ouest, 95870 Bezons (Tel: +33 (0)1 73 26 00 00).

5.1.4.2 Legal Form and Applicable Legislation

Worldline was initially formed as a limited liability company (*société à responsabilité limitée*) in 1990. It was converted into a limited liability corporation (*société anonyme*) in 1992, into a simplified stock company (*société par actions simplifiée*) on September 29, 2000, and then again into a limited liability corporation on April 30, 2014. Today Worldline is a limited liability corporation with a board of directors, governed by French law, including, in particular, Book II of the French Commercial Code.

5.1.5 History and Development

As of the date of this Registration Document, Worldline is a wholly owned subsidiary of Atos SE. It is one of the leading European providers of electronic payment and transactional services and one of the largest such providers worldwide.

The origins of Worldline's business date back to 1973, when Sligos, a company formed in 1972 and majority-owned by Crédit Lyonnais, was awarded the first contract in history to process card-based banking transactions at the time the Carte Bleue credit card system was implemented in France. After its initial public offering in 1986, Sligos expanded internationally. In 1997, it merged with Axime, also a listed company.

The Axime group had been formed in 1991 and became a major player in the rapidly consolidating information technology services industry (*sociétés de services en ingénierie informatique*, or "SSII"). The Axime group resulted from the merger of (i) SEGIN (electronic banking, telematics); (ii) SITB (banking and financial market transaction management); (iii) SODINFORG (later renamed SEGIN) (electronic banking and personalization of payment support). Customer relations centers and payments services functions were then regrouped within the Axime Services division, while the Axime Multimédia division took over the telematics activities.

In 1997, Atos was created through Axime's merger with Sligos. The Worldline Group's activities initially arose out of these two entities. The Axime Multimédia division was contributed to Axime Télématique Multimédia, which then took the name Atos Multimédia. Axime's electronic banking and processing division and Sligos' payment and electronic banking activities division were contributed to the company Flow, which then took the name Atos Services. Atos Services was later renamed Atos Origin Services following the merger with Origin in 2000.

On December 31, 2003, Atos Origin Services became Atos Worldline, when the various Atos Origin businesses relating to payment and electronic transactional services were merged. Atos Origin Multimedia was merged into Atos Worldline. Worldline also includes the Atos Origin Processing Services division in Germany (renamed Atos Worldline Processing GmbH in April 2004) and Atos Worldline Produits Solutions Intégration in France, which resulted in the 2005 contribution of the Payment Solutions business, which had previously been held by Atos Euronext SBF (with which it merged in 2008). At that time, Atos Worldline operated primarily in France and in Germany, becoming a leader in high-tech transactional services, or "HTTS". In 2010, Atos Origin Processing GmbH became a wholly owned subsidiary of Atos Worldline.

In the United Kingdom, the Group's presence in transactional activities, in particular relating to private label cards for the hotel and petrol sectors, resulted from the 2000 merger with Origin. Atos Origin's 2004 acquisition of the bulk of SchlumbergerSema's information services business further strengthened its transportation (primarily railroad) business.

In 2006, Atos Worldline extended its scope of activity in Belgium by acquiring Banksys and Bank Card Company (BCC), companies specialized in payment solutions and systems, thereby becoming a major player in the Belgian payments market, in particular through its role as operator of the Bancontact/Mister Cash payment scheme.

Since 2009, the Atos group's payment services strategy has consisted in deploying its HTTS business internationally, initially in Europe – in particular in Germany, Belgium, Spain, the Netherlands, and the United Kingdom – and later in Asia. The Atos group has leveraged its established presence in traditional information technology services to organically develop its HTTS business, while also growing through acquisitions, such as the 2010 acquisitions of Shere Ltd., a UK solutions provider, and Venture Infotek, an independent player in the Indian market and payment sector leader. The acquisition of Venture Infotek strengthened the Atos group's core payment services business and enabled it to penetrate one of the fastest-growing payment markets in the world. Atos also pursued expansion of its HTTS services in the Asia-Pacific region.

In January 2011, during a period marked by sustained growth and the emergence of new trends in purchasing using innovative devices such as smart phones and tablets, Worldline joined the three major French mobile operators – Bouygues Télécom, Orange and SFR – to create the joint venture MNOPay, later renamed Buyster, which offers a free secure payment solution for fixed

and mobile Internet. Worldline, Bouygues Télécom, Orange and SFR respectively hold 25%, 23.79%, 25.93% and 25.28% of Buyster.

In July 2011, the Atos group acquired Siemens IT Solutions and Services (SIS), a significant European SSII belonging to the German group Siemens AG, which resulted in the contribution of several of the German conglomerate's information technology entities. Through this transaction, Worldline Group primarily acquired SIS's mobility and e-Transactional services business ("MTS") in the United Kingdom, Chile and Argentina.

Finally, with the 2012 acquisition of the Dutch company Quality Equipment B.V., which had been a commercial partner of the Group's for fifteen years, Worldline acquired a key player in the Dutch electronic payment market, in particular in the sales, restaurant and parking sectors.

After announcing in February 2013 its intention to spin off all of its electronic payment and transactional services activities into a single subsidiary named Worldline, Atos announced in July 2013 that it had completed the project.

5.1.6 The Reorganization Transactions

Between July and December 2013, the Atos group's electronic payment and transactional services activities were separated from the rest of the Atos group's activities. These activities were contributed to Worldline and/or its subsidiaries to form the Worldline Group.

These reorganization transactions (the "Reorganization Transactions") involved 16 countries in Europe, Asia and Latin America. As described below, they consisted primarily of share or asset sales undertaken in accordance with the following principles:

- The activities of entities that included both activities falling within the perimeter of the Worldline Group's activities and activities falling outside the perimeter of the Worldline Group's activities were divided. In eight countries – Austria, China, Spain, Hong Kong, Malaysia, the United Kingdom, Singapore and Taiwan – assets held by an Atos group entity that fell within the perimeter of the Worldline Group's activities were transferred to Worldline subsidiaries in the same country. Conversely, in Argentina and in France, the assets that fell outside the perimeter of the Worldline Group's activities were transferred or contributed to an Atos SE subsidiary falling outside the Worldline Group perimeter.

- In Indonesia, India, Germany and Chile, local companies whose activities fell exclusively within the Worldline perimeter, but that were not Worldline subsidiaries, were transferred to the Company and/or to its subsidiaries by Atos SE group entities by means of share sales.

- In Argentina, Spain and Austria, the Reorganization Transactions consisted of a combination of transfers and contributions. Activities falling within the perimeters of both Worldline and Atos were divided such that activities falling within Worldline's perimeter would be housed within a dedicated Worldline entity, which was then transferred to the Company and/or to one of its subsidiaries.

Following completion of the Reorganization Transactions and as of the date of this Registration Document, Worldline consists of a single parent company at the head of a Group that holds the Atos group's electronic payment and transactional services activities under the Worldline brand.

It has thus become one of the leading European players in these sectors, operating in 17 countries located in three regions of the world, Europe, Latin America, and India and Asia, and having more than 7,200 employees worldwide.

5.1.6.1 The Reorganization Transactions in France

In France, the Atos group's payment and transactional services activities are operated by several French subsidiaries of the Company dedicated exclusively to these activities, as well as by the Company directly. Prior to implementation of the Reorganization Transactions, the Company also provided netting, settlement and back-office services for the financial markets. In addition, the Company held an equity interest in Diamis, a company specializing in interbank transfers and payments.

The Reorganization Transactions implemented in France consisted of the Company's partial asset contribution of its financial market activities and its equity participation in Diamis to Atos Intégration SAS, a subsidiary of Atos SE that is not a subsidiary of Worldline. In return for this contribution, the Company received shares of Atos Intégration SAS, representing 7.5% of such company's share capital. The Company undertook to the French tax authorities to retain these shares for a period of three years.

As of the date of this Registration Document and following completion of the Reorganization Transactions in France, the Company and its French subsidiaries are exclusively dedicated to Worldline's activities.

5.1.6.2 The Reorganization Transactions in Germany, India, Indonesia and Chile

Prior to the Reorganization Transactions, the Atos group's payment and transactional services activities in each of Germany, India, Indonesia and Chile were operated by a local entity dedicated exclusively to those activities. Each such local dedicated entity was a subsidiary of Atos SE that was not a subsidiary of Worldline.

The Reorganization Transactions implemented in each of these countries consisted of selling all of the shares of the local entity dedicated to Worldline's activities to one of the Company's direct or indirect subsidiaries, through one or more share sales. These share sales were carried out at fair market value.

As of the date of this Registration Document and following completion of the Reorganization Transactions in these countries, the Company directly and/or indirectly holds 100% of the share capital of the local entities dedicated exclusively to Worldline's activities in Germany, India, Indonesia and Chile.

5.1.6.3 The Reorganization Transactions in Hong Kong, Malaysia, the United Kingdom, Singapore, Taiwan and China

Prior to the Reorganization Transactions, the Atos group's payment and transactional services activities in each of Hong Kong, Malaysia, the United Kingdom, Singapore, Taiwan and China were operated by a non-dedicated local entity that also engaged in other Atos group activities. Each such local entity was a subsidiary of Atos SE that was not a subsidiary of Worldline.

The Reorganization Transactions implemented in each of these countries consisted of transferring all of the local company's assets and liabilities relating to payment and transactional services to a

subsidiary of the Company located in each of these countries, by means of one or more asset and liability sales. In the United Kingdom, Singapore and Taiwan, these asset and liability sales were carried out at fair market value. In Hong Kong, Malaysia, Singapore and China, the sales were carried out at net book value.

As of the date of this Registration Document and following completion of the Reorganization Transactions in these countries, the Company indirectly holds 100% of the assets and liabilities dedicated exclusively to Worldline's activities in Hong Kong, Malaysia, the United Kingdom, Singapore, Taiwan and China.

5.1.6.4 The Reorganization Transactions in Belgium and the Netherlands

Prior to the Reorganization Transactions, the Atos group's payment and transactional services activities in each of Belgium and the Netherlands were operated by a local entity dedicated exclusively to those activities.

In Belgium, the Company held 99.9% of the share capital of the local dedicated entity, with one share held by a subsidiary of Atos SE that was not a subsidiary of Worldline. In connection with the Reorganization Transactions, this share was sold to a subsidiary of the Company. As a result, as of the date of this Registration Document, the Company directly and indirectly holds 100% of the share capital of the local company dedicated exclusively to Worldline's activities in Belgium.

Also as part of the Reorganization Transactions in Belgium, Atos Worldline SA (Belgique) and Atos Participation 1 SA, a subsidiary of the Company, formed a Belgian company, Atos Worldline PropC SA, to manage the real property owned by Atos Worldline SA (Belgique) for the purposes of the Group's activities. Atos Worldline PropCo SA was formed in part by contributions in kind by Atos Worldline SA (Belgique) of real property located in Belgium and in part by contributions in cash by the two founding shareholders.

In the Netherlands, the local company dedicated exclusively to Worldline's activities is held by Atos Worldline SA (Belgique), which, as of the date of this Registration Document and following completion of the Reorganization Transactions in Belgium described above, is 100% owned by the Company.

5.1.6.5 The Reorganization Transactions in Austria and Spain

Prior to the Reorganization Transactions, the Atos group's payment and transactional services activities in each of Austria and Spain were operated by a non-dedicated local entity that also engaged in other Atos group activities. Each such local entity was a subsidiary of Atos SE that was not a subsidiary of Worldline.

The Reorganization Transactions implemented in Austria consisted, first, in the transfer all of the assets and liabilities relating to the payment and transactional services activities held by the local entity, by means of contribution and spinoff, to a new entity that was a sister company of the local entity making the contribution. In Spain, all of the assets and liabilities relating to the payment and transactional services activities held by the local entity were transferred by asset and liability sale to an existing subsidiary of the local entity making the contribution.

In each of these countries, all of the shares of the local companies receiving the assets and liabilities described above were then transferred to a subsidiary of the Company, by means of a share sale. These share sales were carried out at fair market value.

As of the date of this Registration Document and following completion of the Reorganization Transactions in these countries, the Company indirectly holds 100% of the share capital of the local companies dedicated exclusively to Worldline's activities in Austria and Spain.

5.1.6.6 The Reorganization Transactions in Argentina

Prior to the Reorganization Transactions the Atos group's payment and transactional services activities in Argentina were operated by a non-dedicated local entity that also performed other Atos group activities. This local company was a subsidiary of Atos SE that was not a subsidiary of Worldline.

The Reorganization Transactions in Argentina consisted, first, in the transfer all of the assets and liabilities of the Atos group other than the payment and transactional services activities held by the local entity to a subsidiary of Atos SE in Argentina that is not a direct or indirect subsidiary of the Company. This asset and liability sale was carried out at fair market value.

Following the asset transfer, the local transferring entity therefore became a local entity dedicated exclusively to Worldline's activities. All of the shares of this local entity were then transferred by share sale to the Company and to one of its subsidiaries. These share sales were carried out at fair market value.

As of the date of this Registration Document and following completion of the Reorganization Transactions in Argentina, the Company directly and indirectly holds 100% of the share capital of the local entity dedicated exclusively to Worldline's activities in Argentina.

5.1.6.7 Agreements entered into at the time of the Reorganization Transactions

At the time of the Reorganization Transactions, the Company and its subsidiaries entered into service agreements, cooperation agreements and license agreements with subsidiaries of Atos SE that are not subsidiaries of the Company. A detailed description of the contractual relations between the Worldline Group and the Atos group following the Reorganization Transactions is included in Chapter 19, "Related Party Transactions".

5.2 INVESTMENTS

5.2.1 Historical Investments

For the period from 2011 to 2013, the Group's total capital expenditures (purchases of tangible and intangible assets) were €151.5 million.

These capital expenditures comprised principally:

- *Capitalized production costs.* Capitalized production costs, which relate to the applications developed specifically for clients or technology solutions provided to a group of clients, totaled €57.4 million over the period 2011-2013. Of this amount:
    - €42.0 million were invested in internal software development in four main areas: rendering the Group's processing platform compliant with SEPA regulations in the context of the WIPE program, adapting the Sips Internet platform, developing Connected Living offers and developing a new line of terminals that will be launched in 2014;

- €12.9 million were spent developing software for specific customers;

- €2.5 million corresponded to convergence towards the Group's SAP ERB target in connection with the Reorganization Transactions.

- *Investments in shared infrastructure.* The Group invested a total of €44.0 million over the period 2011-2013 in shared infrastructure – infrastructure that is not dedicated to a single client – which consists principally of network equipment and servers.

- *Investments in infrastructure dedicated to specific clients.* The Group invested a total of €41.1 million over the period 2011-2013 in dedicated equipment for specific clients (principally dedicated servers and terminals leased to clients).

The following table shows capital expenditures (purchases of tangible and intangible assets) by type of expenditure for the periods indicated.

	Year ended December 31,		
	2013	**2012**	**2011**
	(*in € millions*)		
Capitalized production			
Development of new software platforms	22.7	11.9	7.4
Development of software for specific customers	5.2	3.7	4.0
IT Platform	2.5	-	-
Total capitalized production	**30.4**	**15.6**	**11.4**
Other purchases of tangible and intangible assets			
Shared infrastructure	15.3	13.8	14.9
Dedicated infrastructure	14.3	14.4	14.3
Other	1.6	2.4	2.9
Total other purchases of tangible and intangible assets	**31.3**	**30.7**	**32.1**
Total capital expenditures (purchases of tangible and intangible assets)	**61.7**	**46.3**	**43.5**

Gross Financial Investments

Between 2011 and 2013, the Group's cumulative gross financial investments (amounts paid for financial assets) amounted to €226.6 million. See Note 20 of the combined financial statements.

- In 2013, the Group's gross financial investments amounted to €0.4 million, which reflected variations in long-term deposits.

- In 2012, the Group's gross financial investments amounted to €10.7 million, which corresponded primarily to the €9.5 million paid to acquire Quality Equipment (including its financial debt).

- In 2011, the Group's gross financial investments amounted to €7.3 million, which corresponded primarily to the Group's acquisition of its stake in Buyster for €2.6 million,

debt of Siemens IT Solutions & Services entities assumed upon their acquisition and interests in non-consolidated entities in Argentina as well as its payment of the remaining amount of the purchase price for Venture Infotek in India, which the Group acquired in 2010.

5.2.2 Principal Investments Currently Underway

The Group estimates that its capital expenditures in 2014 will total approximately €80 million. See Section 13.1, "Profit Forecasts – Assumptions".

5.2.3 Principal Planned Investments

For the period 2014-2017, the Group plans to invest approximately €50 million to finalize the "WIPE" platform, of which part will be recorded as operating expenses and part will be capitalized. Excluding the "WIPE" program, the Group expects its average annual level of capital expenditure in the medium term to represent between 5% and 6% of revenues.

6. BUSINESS

This section discusses the Group's industry, market and business. Definitions of and explanations for technical terms and acronyms can be found in Annex I, "Glossary".

6.1 OVERVIEW

Worldline is one of Europe's leading providers of electronic payment and transactional services. With over 40 years of payment systems expertise and operations in 17 countries, including across Europe and in several emerging markets in Latin America and Asia, the Group operates across the full extended payment services value chain, providing a full range of merchant acquiring, payment processing and business solutions services to financial institutions, merchants, corporations and government agencies. The Group works closely with its clients to build and run outsourced services, typically under long-term contracts where it receives fees for the initial implementation of the solution as well as recurring revenues over the life of the agreement based on business transaction volumes or transaction values. The Group's strong culture of innovation allows it to help clients enhance their existing services and harness advances in technology to create new markets and services. In 2013, the Group generated total revenues of €1,135.1 million, OMDA of €203.2 million and net income of €118.5 million.

The Group operates as one global factory that leverages its increasingly integrated infrastructure platform to support its three global business lines:

- ***Merchant Services & Terminals (2013 revenue: €364.6 million, 32.1% of total revenue)***. Worldline's Merchant Services & Terminals global business line offers merchants a range of payment-related and value added services that help them build customer intimacy and complete sales as close as possible to the moment the consumer is ready to buy, while optimizing payment-related activities. The Group supports merchants at each step of their relationship with their customers—before, during and after the sale. The Group's digital omni-commerce services and in-store, online and mobile payment acceptance solutions enhance merchants' ability to offer compelling and seamless omni-channel and cross-channel shopping experiences in stores, online and via mobile devices. The Group also offers a range of data analytics and private label card and loyalty services that help its merchant clients mine the rich data generated by a client's payment history to better understand customer needs and provide targeted offers. The Group currently has over 86,000 contracts with merchant clients, from micro merchants through to large international enterprises, pursuant to which it provides over 150,000 points of sale and nearly 45,000 e-Commerce websites. Key services offered to merchants through this global business line include commercial acquiring and associated value-added services, online services including omni-commerce solutions, digital signage and online payment gateways, payment terminals, private label cards and loyalty programs and related solutions such as sales promotion services and self-service kiosks.

- ***Financial Processing & Software Licensing (2013 revenue: €391.7 million, 34.5% of total revenue).*** Worldline's Financial Processing & Software Licensing global business line delivers solutions that allow banks and financial institutions to manage cashless payments by outsourcing some or all of their key business processes. These include the issuance of credit and debit cards and authorization of associated payments, the processing of electronic payment transactions (both issuing and acquiring), the offering of multi-platform online banking services (including online banking e-Payments (OBeP)) and the provision of new payment options such as electronic wallets. The Group offers

banks solutions to address a challenging and evolving regulatory environment by leveraging its ability to process high volumes of transactions. The Group provides innovative solutions that support, in particular, alternative pricing models. The Group believes that it is one of the few processing services providers to cover the full extended payment services value chain. In addition, the Group also offers banks and financial institutions that prefer to perform processing in-house a range of payment software solutions on a licensed basis.

- ***Mobility & e-Transactional Services (2013 revenue: €378.8 million, 33.4% of total revenue).*** Worldline's Mobility & e-Transactional Services global business line goes beyond its traditional client base of merchants and banks and financial institutions by developing new solutions and business models that take advantage of the digitization of the physical world to address the needs of private and public sector clients, thus addressing new markets the Group believes will generate significant additional payment transaction volumes in the years to come. The Group leverages its expertise in the areas of payments, digitizing business processes, processing large transaction volumes and data analysis to help provide solutions for companies and government entities facing the challenge of strategically transforming their operations through new digital services. The Group's Mobility & e-Transactional Services global business line focuses principally on three sectors it believes have the potential to generate significant additional payment transactions: (i) e-Ticketing, which includes electronic ticketing, automated fare collection and journey management services; (ii) e-Government Collection services, with an emphasis on services involving payment transactions, where Worldline's platforms provide paperless secured systems for better public services, automated traffic and parking enforcement and healthcare reimbursement; and (iii) eConsumer and Mobility solutions, which includes its Connected Living, consumer cloud services and solutions designed to optimize client relations.

6.2 INDUSTRY AND MARKET OVERVIEW

6.2.1 Extended Payment Services Ecosystem

Worldline's industry can be viewed as an extended payment services ecosystem that covers three broad categories of services:

- the "core" range of electronic payment processing and services offered to traditional merchants and banks for non-cash payments;
- an "extended" range of value-added services for traditional merchants and banks that goes beyond payment processing and related functions to offer services to help them grow their businesses and respond to changing market conditions; and
- services provided to emerging new digital businesses (e-Ticketing, e-Government, Connected Living).

6.2.1.1 Electronic Payment Services Ecosystem

Behind each credit or debit card transaction, a complex payments infrastructure involving multiple parties ensures the transaction is processed correctly.

6.2.1.1.1 Ecosystem Participants

The main parties involved in a typical credit or debit card transaction include:

(i) *Merchants or other accepting parties*, who accept consumers' credit or debit cards in stores, online, or via mobile devices, and deliver goods or services to consumers.

(ii) *Payment acceptance processing providers,* who provide merchants with the means (POS terminals, mobile POS (mPOS) terminals, online payment gateways) to collect and transmit card data and receive payment authorizations in stores, online and via mobile devices. In Europe, this segment includes terminal and payment gateway providers such as the Group, Nets, Worldpay, Ingenico, Equens, Six and Verifone, among others. It also includes other payment gateway providers such as MasterCard/DataCash, Wirecard and Global Collect.

(iii) *Acceptance related services providers,* who provide merchants with acceptance related services beyond core processing functions, such as enhanced reporting, loyalty programs, advertising services, quality surveys using payment terminals, dynamic currency conversion (DCC) services, etc. These services are offered by most payment acceptance processing providers.

(iv) *Commercial acquirers,* which are banks or payment institutions that provide merchants with access to the card schemes (e.g., Visa, MasterCard, Carte Bleue, Bancontact/Mister Cash, etc.) and a merchant account. Commercial acquirers receive funds from issuing banks and deposit the proceeds, net of a "merchant service charge," into the merchant's account. In Europe, the main payment processors (the Group, Nets, First Data, Worldpay, Ingenico, Global Payments, Equens and Six) have active commercial acquiring businesses in one or more markets in Europe. The Group, which is the largest commercial acquirer in Belgium, has recently expanded its commercial acquiring activities into the Netherlands, Luxembourg, and Slovakia. In these countries, the Group's main competitors include Equens and Fortis/First Data in the Netherlands, Six in Luxembourg and EVO Payment Services in Slovakia.

(v) *Acquiring processors*, who offer payment transaction processing services for commercial acquirers by routing transaction data received from merchants' physical or online payment gateways with a view to obtaining payment authorizations via the credit and debit card scheme networks, known as "front-end" processing, and then ensuring that each transaction is appropriately cleared and settled into the merchant's bank account, known as "back-end" processing. In Europe, key providers in this market include the Group, Nets, First Data, Worldpay, Global Payments, TSYS, Equens and Six.

(vi) *Card schemes*, which set card scheme network rules and interchange fees and act as custodians and clearing houses for their respective card brands. Card schemes include both international brands such as Visa and MasterCard, and local schemes such as Carte Bancaire in France or Bancontact Mister Cash in Belgium.

(vii) *Clearing and settlement institutions*, such as the Banque de France, or other national banks, which clear and settle transactions between acquiring banks and issuing banks.

(viii) *Issuing processors*, which are payment service providers that authorize transactions received from the card scheme networks and ensure that each transaction is appropriately cleared and settled from the originating card account. In Europe, key

participants in this market include the Group Nets, First Data, Global Payments, TSYS, Equens, SIA SSB and Six.

(ix) *Issuing card management service providers,* which are service providers that help issuers manage aspects of the card issuing and account management process other than transaction processing functions.

(x) *Issuing banks*, which distribute card scheme-branded payment cards, and, in the case of credit cards, extend credit, to consumers.

(xi) *Cardholders*, the consumers who use non-cash payment means to purchase goods or services from merchants. In the event of defective or non-delivered goods or services, cardholders have the ability to initiate "charge-back" procedures to reverse the related charges on their credit or debit card statements.

In addition to the competitors mentioned in this section, banks themselves sometimes carry out the above-mentioned activities within their internal departments.

Another common non-cash payment means in many countries in Europe, particularly in Germany, is payment via direct debit and credit transfers from a consumer's bank account. Many banks choose to outsource the processing of these payments to third party processors.

6.2.1.1.2 Interchange Fees and Service Fees

In a typical card based payment transaction, most of the key "core" players deduct their service fees from the gross amount originally charged by the merchant for the good or service.

By way of a simplified illustration, in a €100 "off-us" credit transaction using (i.e., a transaction in which the commercial acquirer is not the same institution as the issuing bank) Visa or MasterCard with an interchange fee of 0.70% and a card scheme processing fee of €0.05 per transaction:

- the issuing bank would immediately withdraw €100 from the cardholder's available balance and a debit of €100 would appear on the cardholder's monthly statement at the end of the month.

- the issuing bank would then transfer €99.30 to the card scheme, having deducted the interchange fee of 0.70%. If the issuing bank outsources issuing processing services, it might separately pay the issuing processor, for example, €0.07 of the €0.70 fee.

- the card scheme would then transfer €99.30 to the commercial acquirer;

- the commercial acquirer would then pay the merchant pursuant to terms of their contractual arrangements:

    - in most instances, the commercial acquirer pays the merchant within 24 to 48 hours, having deducted from the principal transaction amount a charge comprising the €0.70 interchange fee deducted by the issuing bank, the €0.05 card scheme processing fee and its own acquiring fee which might, in the present scenario, amount to €0.25. The merchant would therefore receive an amount of €99.00 from the commercial acquirer (in the event the commercial acquirer has outsourced acquiring processing services, it

would pay approximately €0.04 per transaction to the provider of such services, which would be deducted from the merchant service charge);

  - various alternative payment arrangements exist between commercial acquirers and merchants, depending on the particular terms of their contractual arrangements. In some cases, the merchant receives the full €100 from its commercial acquirer and receives a bill at the end of the month for the merchant service charge; this is known as the "interchange ++" payment method (generally limited to large-volume customers). In other cases, the commercial acquirer only pays the merchant several days after the transaction (generally for higher-risk transactions);

- the card scheme would send a bill to the commercial acquirer for its card scheme processing fees (in the current example, €0.05 per transaction), on a monthly basis.

6.2.1.2 Value Added Services for Traditional Merchants and Banks

In addition to the core payment processing services described above, the extended payment services ecosystem also includes a series of "extended" value-added services to traditional merchants and banks designed to help them grow their businesses and generate additional payment transactions.

6.2.1.2.1 Services for Traditional Merchants

- *Private Label Card Issuer Services.* Private label cards are payment cards used by retailers to extend credit or provide prepaid gift cards to their customers. The largest users of these services are fuel retailers, department stores and consumer electronics retailers. In general, these cards are only accepted as a means of payment by the retailers that have issued them. Many payment service processors that offer issuer processing services also provide card issuing and processing services to retailers. In Europe, major participants in the private label card issuing and processing services market include the Group, First Data, Laser, and specialized fuel card service providers such as Fleetcor and Wright Express.

- *Loyalty Program Services.* Loyalty programs help retailers build customer relationships and reward customers for their loyalty, and provide retailers with valuable insights and sales promotion opportunities by leveraging data about customer behavior gathered through the program. In most cases, these programs are based on loyalty cards tied to a specific brand. To help implement these programs and leverage loyalty program data, merchants often turn to outside service providers for assistance in enrolling customers, tracking purchases, analyzing the resulting data and assisting with sales promotion. In Europe, major participants in this sector include payment service processors such as the Group and First Data and specialized card and loyalty program companies such as, in particular, Laser, Welcome Real-Time, Aeroplan, Aimia, Episilon, Kobie Marketing and Maritz Loyalty Marketing.

- *Omni-commerce Services.* Omni-commerce service providers assist retailers in designing, implementing and enhancing online and mobile services and integrating them to provide cross channel sales experiences that allow consumers to seamlessly transition between a retailer's physical, online and mobile stores. These services may include solutions such as electronic wallet services to capture and leverage consumer data and digital signage and other solutions that bring aspects of the online commerce

experience into the retailer's physical store environment. A large number of solution providers serve this market in Europe, including payment service providers such as the Group and Wirecard, e-Commerce technology vendors such as SAP (Hybris), IBM, Oracle, Intershop, Demandware and RedPrarie, as well as IT systems integrators such as SapientNitro, Deloitte, IBM Global Business Services and Accenture.

6.2.1.2.2 Value-Added Services for Banks

- *Electronic Wallet Services.* Banks often turn to outside service providers for assistance in designing, implementing and running their electronic wallet systems, which allow for online and mobile payments. Electronic wallets are increasingly a must-have service offering for banks as they seek to respond to wallet-based offers offered by bank and non-bank competitors, and to seize the customer engagement and targeted marketing opportunities electronic wallets offer. Key service providers to banks in this area include the Group, First Data, SIA, Gemalto, Oberthur, TSYS and Accenture.

- *Fraud detection and prevention services.* According to the European Central Bank, the total value of fraudulent transactions conducted using cards issued within SEPA and acquired worldwide amounted to €1.33 billion in 2012. Fraud detection and prevention services assist issuing banks in analyzing payment history data to detect and prevent fraudulent use of cards and other non-cash payment methods. Providers of these services include payment service providers such as the Group, Six, Equens, card schemes such as MasterCard and Visa as well as specialized providers such as ACI Worldwide, Accertify, FICO and ReD.

- *SEPA and e-SEPA service providers.* Online Banking e-Payments allow consumers purchasing goods online to pay for their purchases using direct debits from their banking accounts. Examples of systems that facilitate these transfers include iDEAL in the Netherlands and the MyBank platform. These services typically make use of SEPA direct debits and credit transfers. SEPA and e-SEPA services providers provide outsourced services to help banks process such payments. Key participants in this sector include the Group, Equens, Sentenial, Clear2Pay and SIA.

- *Authentication Services.* Authentication service providers offer banks solutions to provide more secure methods of authenticating cardholders such as 3-D Secure (see Section 6.5.2.1, "Issuing Processing" for a description of 3-D Secure). Providers of these services include the Group, TSYS, CA Technologies / Arcot, Cyota, Clear2Pay and Redsys.

- *Data analytics and Card-Linked Offers.* Data analytics and card-linked offer services provide banks with data mining solutions that can be used to analyze cardholder payment data to propose targeted offers to cardholders (as well as to merchants, when permitted by local regulators). Providers of these services include the Group, First Data, and TSYS, as well as other providers such as IBM, Infosys and ERN.

6.2.1.3 New Digital Businesses

The third component of the extended payment services ecosystem is services for emerging digital businesses (e-Ticketing, e-Government, Connected Living). Leveraging the digital revolution to create new businesses and new business models, these new players are driving new payment transactions and creating new opportunities. The Group focuses on three main categories of new digital businesses:

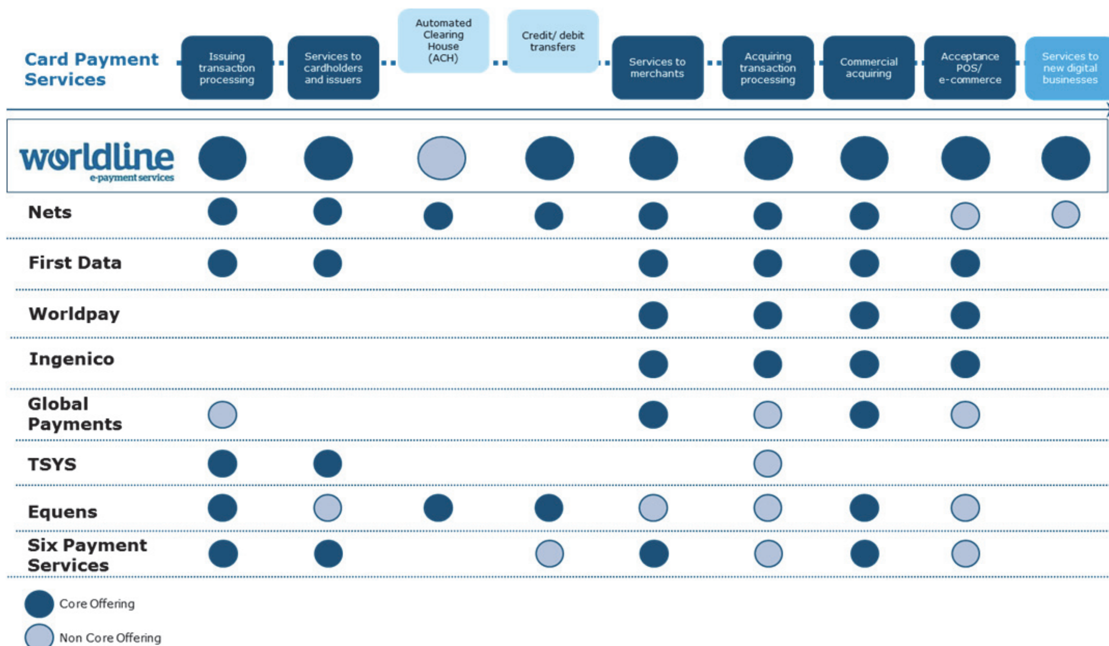
- *E-Ticketing and Journey Management Solutions for Railways and Other Public Transit Systems.* This market is a segment of the broader services market in Transport, which was valued by Gartner at €18.2 billion in 2012, and which Gartner expects to grow to €19.9 billion by 2014. Key participants in this market include the Group, Xerox, Parkeon, CGI and HP.

- *E-Government.* Digital services for governments provide secure paperless systems for public services. These systems are optimized through the digitalization of services for citizens, through automated traffic regulation and e-Health services, as well through a variety of trusted services for customers, including e-Contracts and electronic invoicing, legal archiving solutions for companies and e-Safe services for individuals.

- *Mobility & e-Transactional Services.* This market includes Connected Living services such as connected vehicles as well as consumer cloud and contact services. GSMA and SBD estimate that the global market for connected vehicles will increase from €13 billion in 2012 to €39 billion by 2018. Markets and Markets has forecasted that the market for machine-to-machine solutions will grow from €21 billion in 2012 to €86 billion in 2017, representing a CAGR of 26.1% for the period. Key participants in this market include the Group, Capgemini, Accenture, Steria, Airbiquity, IBM, Verizon and OneStar.

6.2.1.4 Positioning of Payment Service Providers

Historically, payment services market participants have focused on only one or a few components of the extended payment services ecosystem without covering the full chain. The following diagram summarizes the Group’s positioning relative to its main competitors in the European payment services processing market.



Source: The Company's best estimates based on public sources.

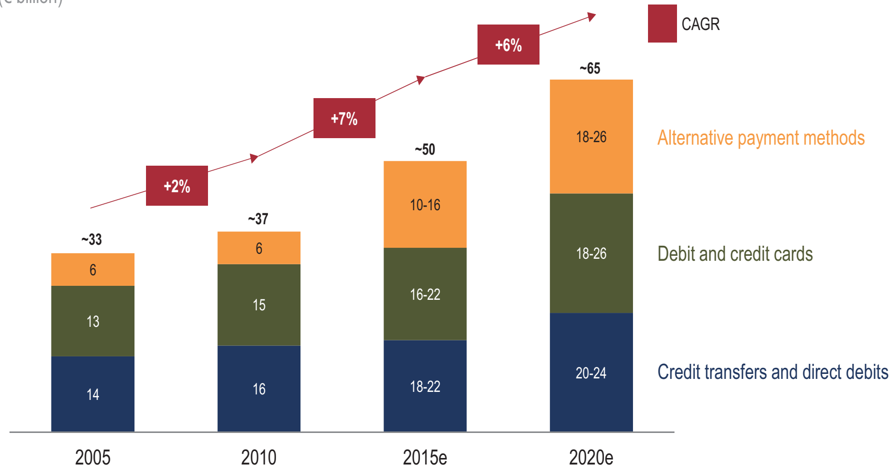
The wide variety of participants in the payment transaction processing industry and the variations among such participants in their coverage of sub-markets within this industry make it difficult to compile specific and reliable market share data. The following chart summarizes Natixis' estimates with respect to the competitive positions of certain participants in the payment transaction processing industry in Europe. The chart is taken from a report that Natixis published in October 2013. The Group has not verified the revenues reported in the chart, which indicates neither the period to which it refers nor the definition of "payment service provider" that it uses. As a result, the Group can give no assurance as to the accuracy of Natixis' estimates.

Source: Natixis, October 2013.

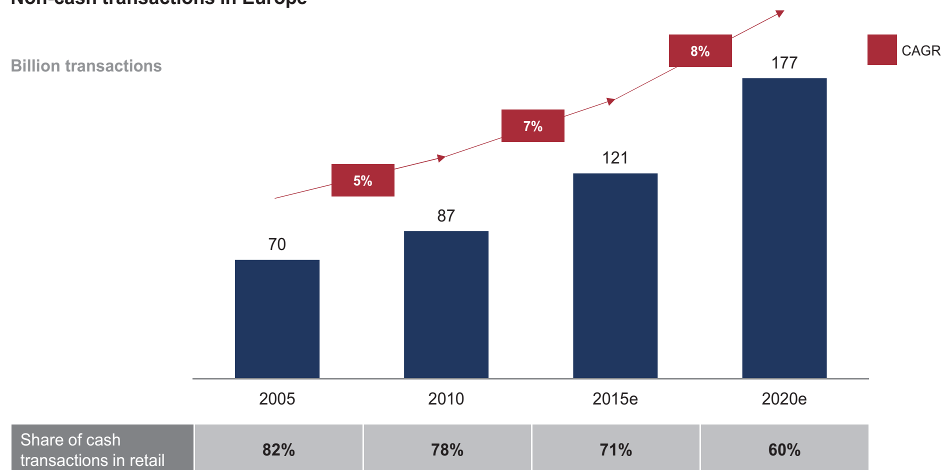
6.2.2 Market Trends

6.2.2.1 Significant growth in non-cash payments will accelerate growth in core payment services

Non-cash payment transactions have grown significantly in recent years, and this growth is expected to accelerate as electronic transactions increasingly displace cash and checks. According to A.T. Kearney, the number of non-cash transactions in the European Union grew at a compound annual growth rate of 4.5% between 2005 and 2011, increasing from 70 billion non-cash transactions in 2005 to 90 billion non-cash transactions in 2011. A.T. Kearney estimates that this growth rate will accelerate to 8% per year through the end of the current decade, allowing the market to reach 177 billion non-cash transactions by 2020, almost double the level in 2010.



Source: A.T. Kearney – European Payments Strategy Report (2013).

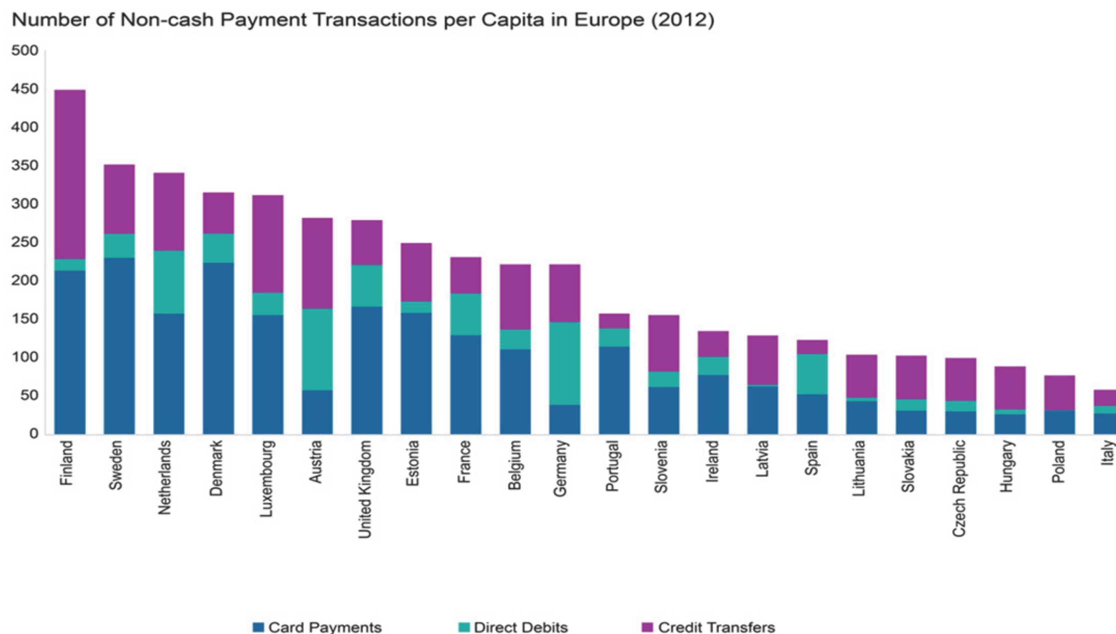


Source: A.T. Kearney – European Payments Strategy Report (2013).

A.T. Kearney estimates that European payment industry revenues grew from €33 billion to €37 billion between 2005 and 2010, and that total revenues for the industry should grow to €56-65 billion by 2020. While A.T. Kearney expects revenues from credit cards, debit cards and bank transfers (e.g. SEPA credit transfer and direct debit) transactions to continue to grow between today and 2020, it expects most of the revenue growth over the period to come from growth in alternative payment methods such as transactions via mobile phones or through electronic or mobile wallets. A.T. Kearney believes revenues from such alternative payment methods will be higher than from more traditional forms of non-cash payments, such as credit transfers and direct

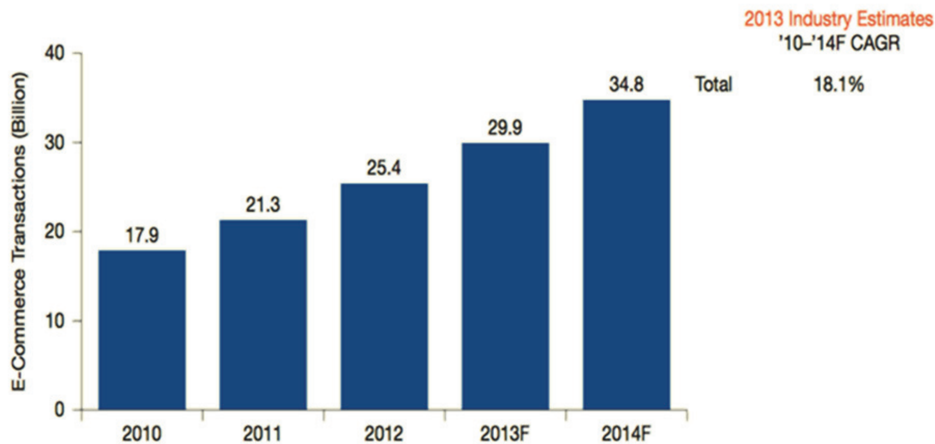
debits, because providers typically charge higher prices to account for risk, such as non-payment, fraud and chargebacks, and associated added value services such as charge-backs handling.

While Europe is one of the largest markets for non-cash transactions worldwide, currently representing approximately one-third of world's total non-cash payment transaction volume according to A.T. Kearney, penetration rates and types of non-cash transactions used vary significantly among the different countries in Europe. For example, although card transaction rates on a per capita basis in certain of the Group's larger markets, such as France or Belgium, are relatively high, they still have room to grow in order to reach the per capita card transaction levels experienced in higher penetration markets such as the Netherlands, the United Kingdom and Nordic countries such as Sweden and Finland. Moreover, card transaction rates on a per capita basis in Italy, Spain and Eastern European countries such as Slovakia remain significantly lower than those in the rest of Europe, suggesting significant growth opportunities as non-cash payment methods develop within these markets. Consumers in Europe also differ in their levels of adoption of various non-cash payment means. In Germany, for example, most non-cash transactions are ACH debit and credit transfers, while the penetration of card transactions remains relatively low.



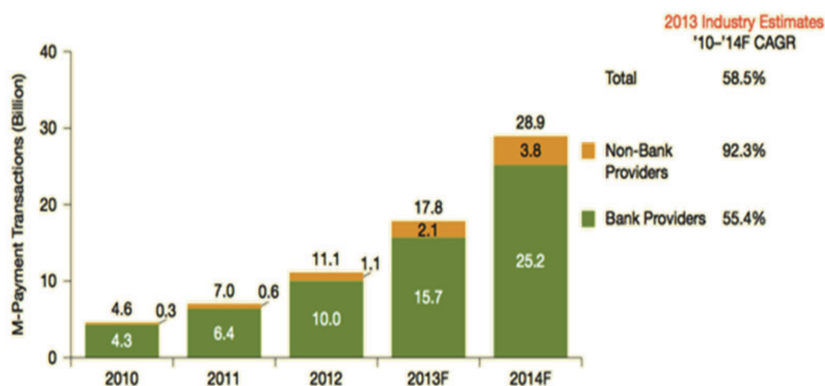
Source: ECB payment statistics (August 23, 2013).

The rapid growth in online e-Commerce, where nearly all payments are cashless payments, is expected to be a major driver of continued growth in non-cash payment transactions. According to a Capgemini / RBS study, the number of global e-Commerce transactions grew from 17.9 billion transactions in 2010 to 25.4 billion transactions in 2012, and is expected to grow to 34.8 billion transactions by 2014, representing a CAGR of 18.1% per annum over the 2010-2014 period.



Source: Capgemini / RBS – World Payments Report (2013)

Mobile commerce has the potential to increase the number of payment transactions worldwide even further. The number of active telephone accounts worldwide far exceeds the number of active credit and debit accounts, and an increasing percentage of the phones sold are smartphones and feature phones. By enabling phones to be used as payment devices, mobile wallets have the potential to significantly increase the number of users worldwide with access to non-cash payment means, which should drive significant additional transaction growth. Capgemini / RBS estimate that mobile commerce transactions grew from 4.6 billion transactions in 2010 to 11.1 billion transactions in 2012, and estimate that the total number of m-Payment transactions will reach 28.9 billion transactions in 2014, representing a CAGR of 58.5% over the 2010-2014 period. If these forecasts are realized, the total number of m-Payment transactions in 2014 will exceed the total number of online e-Commerce transactions recorded in 2012. The value of mobile transactions is similarly expected to see strong growth. IDC projects that the total value of mobile payment transactions will grow from €229 billion in 2013 to €1,088 billion by 2017.



Source: Capgemini / RBS – World Payments Report (2013)

6.2.2.2 The digital revolution is driving new business models for existing businesses and creating new markets

The digitial world is upon us. Every business leader is becoming a digital leader. We are entering the era of digital industrial economy. Digital is the business. The business is digital. – Gartner, Orlando, 2013

Digital services and advances in technology are transforming the way traditional retailers interact with their customers. As Forrester notes, "consumers are embracing mobile, social, tablets, and cross-touchpoint experiences like click-and-collect and no longer think in terms of channels, instead expecting seamless service on every touchpoint." This increased interaction creates new sales opportunities for retailers, while also providing rich customer data that can help companies better understand and anticipate consumer needs. At the same time, these new consumer preferences create significant IT challenges for retailers. Forrester notes that as customers continue to embrace multichannel services, retailers are finding that using manual workarounds for "siloed" systems can no longer support the growing volume of orders. This is forcing retailers to revisit their systems and reinvent their operations to meet customer demands and take full advantage of the digital services opportunity.

A similar process is underway in other sectors, creating new digital businesses with potential to create new markets and drive even further non cash payment transaction growth. Transport systems worldwide are pursuing "smart transport" solutions that make use of technology to improve fare collection, facilitate multi-modal transportation, improve traffic flows and provide better information to passengers on their travel options. At the same time, governments are increasingly relying on digital technology to make government services and recordkeeping more efficient, to enhance healthcare information systems, and to improve traffic and parking enforcement and tax collection. In parallel, the increasing universe of connected devices is creating a new "Internet of things" that is expected to enable a range of new services using connected vehicles, connected appliances and other Connected Living applications.

These trends are creating a range of new markets with significant growth potential:

- Forrester forecasts that European online retail sales will grow from €128 billion in 2013 to €191 billion by 2017.

- Markets and Markets forecasts that the market for machine-to-machine solutions will grow from €21 billion in 2012 to €86 billion in 2017, representing a CAGR of 26.1% for the period.

- GSMA and SBD estimate that the global market for connected vehicles will increase from €13 billion in 2012 to €39 billion by 2018. SBD forecasts that nearly 36 million cars embedded with factory-fitted mobile connectivity systems will be shipped in 2018, up from 5.4 million in 2012.

6.2.2.3 Regulatory changes in the payment sector are expected to create new opportunities.

Banks in Europe are facing a range of regulatory changes that have the potential to create new outsourcing opportunities for payment service providers and to drive increased demand for value added services to create new revenue opportunities.

As discussed in more detail in Section 6.9, "Regulation" of this Registration Document, some of the more significant regulatory changes underway in Europe include, in particular:

- *Pending regulatory changes are expected to significantly decrease interchange fees.* The Proposed Regulation of July 24, 2013, amended and adopted by the European Parliament on April 3, 2014, proposes that interchange fees be capped at 0.3% of the transaction's value for credit card transactions and the lesser of 0.2% of the transaction's value or €0.07 for debit card transactions. Visa Europe has already announced reductions in its interchange fees for cross-border credit card transactions (i.e., where the issuing bank and merchant are in different countries) as from April 2014 and for cross-border acquiring (i.e., where the merchant and the commercial acquirer are in different countries) as from January 2015, following commitments it made to the European Commission.

    - The reduction in interchange fees is expected to reduce the revenues of card issuing banks. This may create new opportunities for outsourcing as banks re-examine their business models and look for ways to lower their costs. At the same time, it may create opportunities for providers of value added services (such as fraud detection services) that banks can offer to their customers as new sources of revenue to replace the loss of the interchange fee.

    - At the same time, by reducing the cost of accepting non-cash payments, the reduction in interchange fee is expected to encourage more merchants to accept card-based payments and to do so for lower transaction amounts. This is expected to help drive additional non-cash transaction volume.

- *Pending regulatory changes are expected to make it easier to offer payment services across different markets in Europe.* Pending regulatory changes are expected to make it easier to offer payment services across different markets in Europe; namely, the proposed payment services directive published by the European Commission on July 24, 2013 ("PSD2"), which aims to address and regulate payment acceptance providers and channels (internet, mobile) that are not already covered by Directive 2007/64/EC of the European Parliament and Council of November 13, 2007 ("PSD") relating to payment services within the European Union. Such "third party payment service providers", which include iDeal, MyBank and Paypal, are aggregators of payment or payment initiation services who serve to enrich the ecosystem of potential partners and clients of the Group. Additionally, pursuant to the Proposed Regulation, a license (Visa/MasterCard) to issue payment cards or conduct acquiring activities in one country will henceforth suffice to access other markets within the EEA. This should facilitate the expansion of issuers or commercial acquirers such as the Group outside of their domestic borders by enabling them to use the same acquirer in several jurisdictions, as compared to the current system, which generally requires a separate acquirer in each jurisdiction. See Section 6.9, "Regulation" of this Registration Document.

6.2.3 Technology Trends

6.2.3.1 Mobility and "big data" technology is creating new payment methods and new business models

Smartphones, tablets and other mobile devices have experienced dramatic growth in recent years, and this growth is expected to continue. According to the International Data Corporation (IDC),

vendors shipped a total of 1,004.2 million smartphones worldwide in 2013, up 38.4% from the 725.3 million units in 2012. Smartphones accounted for 55.1% of all mobile phone shipments in 2013, up from the 41.7% of all mobile phone shipments in 2012. IDC forecasts that the percentage of smartphones will continue to increase, and that the total number of smartphones shipped annually will reach 1,700 million, or 78.1% of all mobile phones shipped, by 2018.

Today, the average consumer in the developed world owns and uses several connected devices. Consumers go online multiple times a day and do so from multiple locations, including on the go. The always-on, always-connected nature of mobile and other devices is creating new opportunities that allow traditional distributors, manufacturers and new digital businesses to connect with their customers wherever they are, increase the frequency of their interactions and increase sales and payment activity.

Similarly, connected vehicles are expected to allow car manufacturers to transition from their traditional interaction with customers, which was often limited to the time of sale of the vehicle and periodic checkups, to an ongoing relationship with their customer via the connected device, allowing them to offer a broader range of services and interact with their customers throughout the life of the vehicle.

Coupled with the right privacy protections, mobile devices also offer retailers opportunities to collect, on an opt-in basis, a vast amount of contextual data about consumers that can then be leveraged to offer consumers (ideally in real-time) compelling targeted and personalized coupons and other offers of products and services.

6.2.3.2 Payment services hubs will support new services to drive further growth in non-cash payments

Existing platforms for payment services processing have developed over time, generally as iterations of a series of platforms, each designed to handle only specific parts of the payment services value chain. This “silo” approach results in inefficiencies (lack of standardization, redundant or conflicting features, higher maintenance costs, longer waiting periods for introducing new products to the market, etc.) and lost opportunities to share and make use of data generated in one part of the value chain with applications in other parts of the value chain. According to a Capgemini / RBS study, the current payment engines and infrastructure used by most banks do not meet today’s requirements in terms of functionality, capacity and flexibility, leaving banks at risk of customer erosion in the face of innovative offerings by non-banking firms that rely on new technology.

To respond to these issues, an increasing number of banks and payment service providers are investing in fully-redesigned, integrated end-to-end platforms that cover the full range of payment processing and related functions, with the ability to share payment information throughout the system. These integrated new platforms are expected to enable new services, speed time to market, and create new economies of scale that allow payment service providers with the new platforms to offer more and improved services at lower costs and across geographies.

According to a Capgemini / RBS study, while both large and small banks recognize the benefits of redesigning their systems, the significant costs and complexity involved in a redesign are difficult to justify for firms without smaller transaction volumes. This may create additional outsourcing opportunities for payment processing firms that can offer payment service hub enabled services on an outsourced basis.

6.3 COMPETITIVE STRENGTHS

6.3.1 A major player in Europe with an expanding emerging markets footprint

The Group is one of Europe's largest payment service and electronic transaction providers in terms of revenues across its three global business lines and, in addition to its strong home market position in France, holds market leadership positions in Belgium (commercial acquiring) and Germany (issuing processing). The Group's status as one Europe's leading players is coupled with its strong and growing presence in emerging markets such as India, China and certain countries in Latin America, where it benefits from local growth and knowledge. More generally, the Group's scale is reinforced by the strong backing of the Atos group, itself one of the largest IT services providers in Europe with a significant global footprint. This scale helps the Group to drive innovation, be price competitive (thanks to economies of scale), and attract large multi-national clients looking to outsource mission critical payment activities or other digital data processing services. The Group maintains a particularly broad base of customers across global business lines characterized by long-standing and diversified relationships. This positioning provides the Group, which has been readying itself organizationally for expansion, with a strong platform from which to pursue both internal and external growth opportunities which are expected to arise in the sector. The Group's track record of successful external growth (e.g., acquisition and successful integration of Banksys in Belgium and successful entry into the Indian market in 2010 through its acquisition of Infotek) further underlines its ability to seize such opportunities and consolidate its competitive position and scale.

6.3.2 Unique comprehensive positioning across the extended payments value chain

The Group provides a wide range of solutions across the extended payments value chain. Worldline's business extends from the "core" electronic payment services traditionally offered to merchants and banks (e.g., commercial acquiring, acquiring and issuing processing and payment acceptance solutions, SEPA transaction processing), to "extended" value-added services for merchants and banks (e.g., private label cards, loyalty programs, and omni-commerce services), and innovative services provided to emerging new digital businesses (e-Ticketing, e-Government, e-Consumer and Connected Living services). The Group's breadth of services allows it to provide flexible and tailored solutions to address client needs, while also reducing their risk and upfront costs (e.g., offering fee structures based on transactional revenue in all or part rather than on project builds). By offering solutions across the payment value chain, the Group can extract more value at each point of the transaction lifecycle, while relying less on any particular business line, solution or technology. The Group's policy of promoting the sharing of best practices, developments and synergies across global business lines permits improved operational and production efficiencies throughout the Group. This creates a virtuous circle that leads to the creation of further value.

Furthermore, the Group's positioning across the extended payments ecosystem affords it a complete perspective on the electronic payments industry, permitting it to react quickly to regulatory or other changes and to capitalize on new opportunities generated by them. In particular, the Group's strong and broad relationships with key banks in Belgium, France, Germany and China should position it well to seize outsourcing and other opportunities that may arise from regulatory changes.

6.3.3 Leading presence in next-generation payment services

The payment services market is rapidly evolving and the Group is well placed to capitalize on growth in next generation payment services. Already positioned as an online payments market leader in France and in the Netherlands, the Group is positioned to expand its next-generation online payment services across its global footprint, leveraging the strength and success of its current portfolio of online payment solutions, including Sips, iDEAL, and innovative online banking and e-Commerce services. In mobile payment solutions, the Group benefits from a technology neutral positioning, serving an array of banks, card payment schemes, merchants and telecommunications providers, and has the flexibility to offer both own-brand and white label solutions.

The Group also offers mPOS devices and mobile payment solutions for tablets, which are targeted at micro merchants, start-ups, and small businesses or specific sectors such as restaurants and movie theaters. Whether through loyalty programs and customer relationship management (CRM) services or solutions that capture "big data" opportunities and other value added services, the Group is continually expanding its portfolio of innovative payment-related solutions for its merchant clients, allowing them to engage with and support their customers throughout the duration of the merchant-customer relationship—before, during and after the sale.

Because of this track record of innovation, the Group has started to accompany a large number of B2C brands, such as, most recently, McDonald's (in France) and Adidas (through the innovative adiVerse virtual footwear wall), in the digital transformation of their sales and marketing processes and customer relationship outreach and management. Going forward, the Group is well positioned to forge long-standing relationships with these global merchants, developing tailored value added services and solutions to accommodate their changing needs as technology and trends in consumer behavior evolve. In addition, many of the services provided in the Group's Mobility & e-Transactional Services global business line, through which the Group leverages its expertise in the areas of payments, digitizing business processes, processing large transaction volumes and data analysis to help provide solutions for companies and government entities facing the challenge of strategically reinventing their businesses in response to the "digital revolution", are highly innovative. The Group relies on its own intellectual property and strong research and development capabilities, which support more than 4,000 engineers in the field and are key enablers of the Group's capacity for innovation and improvement.

Finally, the Group is able to provide its clients with turn-key solutions that include, for example, within the context of a single contract, the development of an end-to-end platform that generates business opportunities, the transformation of such opportunities into orders or purchase decisions, the processing of all types of resulting payments and the provision of related value added services. The Group considers this a major competitive advantage vis-à-vis most of its competitors, who often need to form consortia with other industry players in order to provide a similarly wide range of services, which can lead to issues in terms of allocation of responsibilities and coordination risks and complicate client relationships.

6.3.4 Advanced and scalable end-to-end proprietary technology infrastructure

The Group pursues the transformation of its business following a "global factory" model, leveraging its industrial scale and a combination of standardized processes and tools, shared best practices and efficient use of global resources to deliver high quality services at competitive prices. The Group has an advanced and highly scalable proprietary technology infrastructure spanning Europe, Latin America and Asia. The Group benefits from an extensive and secure

technology infrastructure that includes a European hub of five PCI DSS compliant and ISO certified data centers that are highly resilient with redundant applications and servers, reliable network connectivity and extensive storage capacity. The Group is entering the final phase of implementing significant structural and operational enhancements to its technology platform designed to promote further efficiency and economies of scale by fully industrializing and standardizing its production and operational processes across its three global business lines. Upon the completion of the final milestone (expected in 2017) in the development of the "Worldline Integrated Payment Engine" (WIPE), a comprehensive state-of-the-art payment platform that is being progressively phased in since 2007, the Group will possess a fully integrated payment infrastructure hub across Europe, Latin America, and Asia. WIPE should provide the Group with significant strategic and operational benefits. As a stand-alone entity, the Group will benefit from further scope for real progress as it consolidates its position as an industrially organized digital solutions specialist.

6.3.5 Attractive financial profile with significant upside to come

The Group's business model is characterized by recurring revenues, consistent cash flow generation, long-term contracts with historically high renewal rates, and high cash conversion ratios. Additionally, equipped with a strong balance sheet (with positive net cash) and benefitting from the Atos group's commitment to support its growth and development strategies, the Group is well positioned to finance and, if necessary, procure funding for future consolidation opportunities and capital expenditure initiatives. Moreover, certain of the Group's newer businesses, such as innovative mobile payment, data analytics and other digital services being developed within the Group's Merchant Services & Terminals and Mobility & e-Transactional Services global business lines, are in their early stages and their expected growth is expected to support the Group's longer term growth as they come fully online and comprise an increasing proportion of the Group's services portfolio.

The Group's management is focused on achieving clear financial targets for growth in the medium-term. See Chapter 12, "Trend Information".

6.3.6 Experienced management team backed by a committed shareholder

The success of the Group's strategy and its growth depend above all on the experience and strong reputation of its management team. The Group's management comprises a high-quality team of specialists who possess extensive business and technical expertise, a deep understanding of the payment services industry garnered from many years of experience in the payment services and high-tech industries as well as in the public services sector (an average of approximately 17.5 years among the Group's Executive Committee members), and a strong track record of execution in respect of both organic and external growth initiatives. The Group's management team also benefits from extensive experience, and relationships maintained, with the Atos group and its vast network. As a committed shareholder of the Group, the Atos group will provide strong backing to the Group's management team as it pursues its growth strategy.

6.4 STRATEGY

6.4.1 Further expand into high growth payment segments to secure long term growth

Leveraging its specialist payment technology capabilities that can be readily integrated into the extended payments value chain, outstanding track record in innovation, and strong research and development platform, the Group intends to secure long-term growth by expanding further into

the higher growth segments of the rapidly evolving payments sector and thereby capitalizing on the wealth of opportunities emerging as society undergoes a systemic digital transformation.

In order to fully capture the growth potential in the digital payments market, the Group intends to continue to focus on offering innovative and comprehensive solutions to merchants and other clients seeking to digitize their businesses while equipping them with means to more fully engage with and support their customers and end-users throughout the duration of their relationships with them. The Group will continue to develop its well-established products and solutions in the areas of online and mobile commerce and cross-channel payment solutions, positioning itself to benefit from strong growth that is forecast in the use of these and other new and alternative non-cash payment methods in the coming years. The Group is particularly focused on driving growth in its mobile commerce business, which includes mobile wallets, mPOS devices and other payment solutions for smartphones and tablets. All the while, the Group intends to seize new opportunities in data analytics and value added payment and other digital services.

The Group's management intends to develop its m-Commerce products such that they contribute significantly to the growth in the revenue of the Group's Merchant Services & Terminals global business line through 2015. The Group will seek to capitalize on existing and develop further long-term and broad "trusted partner" relationships with large merchants and banks as their businesses undergo comprehensive digital transformations, thus creating and/or capturing opportunities within higher growth payment segments.

6.4.2 Capture strong cross-selling opportunities within existing customers

The Group intends to leverage the extensive cross-selling opportunities afforded by its comprehensive positioning across the extended payment value chain to broaden and strengthen existing relationships with clients, to whom it may currently provide only a limited range of its extensive services portfolio, by seeking to offer them its full array of end-to-end technology solutions across global business lines. Additionally, in line with its strategy to enhance its international footprint, the Group seeks to offer its existing customers, particularly its larger merchant clients with global operations, services in other geographic regions in which they operate, whether or not the Group currently has operations in those regions. Through its new globally centralized vertical organizational structure, the Group aims, over time, to provide the full range of services that it offers through all of its global business lines in each of the geographic regions in which it currently operates. The Group also plans to leverage its relationship with and continued support from the Atos group to capture cross-selling opportunities deriving from the Atos group's broad existing customer base.

6.4.3 Extend international footprint

A key component of the Group's strategy is the consolidation and extension of its international presence, both within the European markets in which it has traditionally operated and beyond, with a focus on emerging markets. The Group will seek to extend the full breadth of it product offering to all of its jurisdictions over time. In Europe, the Group intends both to consolidate its positions within the various payment services submarkets in France, Germany and Benelux in which it currently occupies a leadership position, and to expand the scope of services and products that it offers within these countries by leveraging its ability to offer solutions across the extended payment value chain.

Ultimately, the Group aims to offer the full range of its services portfolio in each of the countries in which it currently operates. The Group also intends to expand in key regions in Europe in

which it currently has a smaller footprint but sees significant growth potential, including the United Kingdom and Iberia. All the while, the Group seeks to maintain its distinct competitive advantage relative to its global competitors, particularly in Europe. This competitive advantage stems from the Group's ability to access and leverage secure and compliant technology infrastructure locally, its local on-the-ground knowledge of the countries in which it operates, and the breadth of products and services that it offers across the payment value chain, which provides for extensive cross-selling and expertise sharing opportunities across business lines and geographic regions.

The expansion of the Group's footprint beyond the 17 countries in which it currently operates is equally fundamental to its growth strategy. To that end, by, in part, leveraging the Atos group's extensive international footprint, the Group currently extends its reach to the more than 50 countries in which the Atos group operates and will seek to take full advantage of this additional reach going forward.

6.4.4 Leverage franchise and brand to attract new customers and optimize scale efficiencies

As part of its strategy to attract new customers and optimize scale efficiencies, the Group intends to continue to develop its distributor and partner sales networks to drive the expansion of its customer portfolio. Additionally, as regulatory changes, including the imposition of caps on interchange fees, alter the mechanics of the payment services industry in Europe, financial institutions, forced to reassess their cost structures, are expected to increasingly opt to outsource key functions to third party payment service providers. Given its scale, leadership position within the European payments market and full range of services offered across the extended payment value chain, the Group is ideally positioned to expand its banking customer base by capitalizing on such accelerated outsourcing momentum among banks.

Furthermore, the Group expects to be well-placed to capture additional business from banks looking to enhance revenue streams through the provision of additional value added services to their customers. The Group additionally intends to leverage its scale and leading existing market position to further increase its competitive position within the payments market. The Group also aims to expand the services it provides to its existing small and medium-sized merchant clients by offering them the complete spectrum of integrated end-to-end solutions in its portfolio.

6.4.5 Pursue strategic acquisitions

The Group believes that the European payment services market is at an inflection point and ripe for consolidation. As a payments market leader with a strong track record of value creation through disciplined acquisitions, as illustrated by its acquisition of Banksys in Belgium, the Group is ready to capitalize on such pan-European consolidation opportunities, while nevertheless maintaining its focus on organic growth by remaining among the industry leaders in innovation. In particular, the Group intends to actively explore acquisition opportunities that complement or help accelerate the expansion of the Group and/or drive further scale within its Merchant Services & Terminals and Financial Processing & Software Licensing global business lines. As part of its acquisition strategy, the Group evaluates technologies and businesses that have the potential to enhance, complement or expand its product offerings, strengthen its value proposition to customers and increase its overall scale. To drive value, the Group intends to target businesses that can be efficiently integrated into its existing global sales network, technology infrastructure, and operational delivery model, while remaining financially disciplined.

6.4.6 Maximize efficiency of operating platform

The Group is in the process of implementing two important and interlinked efficiency and standardization programs, "TEAM" and "WIPE". These programs are designed to enhance the Group's operational model and increase its scalability on a global level. Through its three-year TEAM program, initiated in early 2014, the Group aims to, among other things, realize significant operating efficiencies from platform and infrastructure rationalization, enhance resource allocation across its network, improve sales effectiveness and contract profitability, industrialize development methods, and generally leverage the Group's resources, size, and global reach to capitalize on the strong growth in the markets and industries in which it operates. The Group expects the TEAM program to result in cost savings of approximately €150 million between 2014 and 2017.

WIPE, the integrated end-to-end payment platform that the Group is currently deploying and expects to be fully rolled out by 2017, is designed to help the Group, among other things, offer new services that permit better use of the rich data generated by the payment process by leveraging the new system's ability to seamlessly transfer that data across platforms, deploy new solutions to its clients quickly and cost-effectively, increase cross-selling opportunities, accelerate the expansion of its geographic footprint, and reduce costs and gain scale by progressively replacing multiple IT platforms with a single standardized and optimized platform. the Group has spent approximately €120 million implementing the WIPE program since 2007 and expects to spend an additional estimated €50 million through operational readiness of the platform expected by 2017. The Group expects the TEAM and WIPE programs to bolster its ability to leverage its status as a lean, focused digital values specialist to position its business for sustainable long-term growth.

6.5 THE GROUP'S BUSINESS

Worldline has three global business lines, each with its own portfolio of services, solutions and significant opportunities for growth, that together form the foundation for the Group's business strategy:

- The Merchant Services & Terminals global business line primarily targets merchants, helping them build consumer intimacy through its broad portfolio of electronic payment solutions and value added services, across sales channels.

- The Financial Processing & Software Licensing global business line targets banks and other financial institutions. Its mission is to provide a complete range of payment services for banks in a challenging and evolving regulatory environment, by leveraging the Group's industrial scale processing operations and continuously providing innovations that support alternative pricing models, while taking into account new payment methods and value added services.

- The Mobility & e-Transactional Services global business line goes beyond traditional payment transactions, helping business and government entities develop new paperless digital services and evolve their business models by leveraging digital advances in mobility and data analysis and solutions originally developed in the Group's payment business.

The Group operates its business through a unified worldwide strategy for carrying out contracts aimed at maximizing economies of scale by leveraging a combination of standard processes and

tools, shared best practices and efficient use of global resources to deliver high quality services at competitive prices.

6.5.1 Merchant Services & Terminals

The Merchant Services & Terminals global business line offers merchants and retailers the unique opportunity to accompany their customers at each step of the business relationship. The Group supports merchants before the sale, through targeted origination, during the sale, by offering a range of services across the electronic payment value chain (from acquiring services to multi-channel payment acceptance and payment processing), and after the sale, through targeted loyalty programs and analysis of data generated during their interactions with their customers. The Group's payment solutions and value added services thereby allow consumers to seamlessly transition between the merchant's various physical and virtual sales platforms.

Merchant Services & Terminals generated revenue of €364.6 million in 2013, with an OMDA margin of 21.6%. The Group currently has over 86,000 contracts with merchant clients, from micro merchants through to large international enterprises, pursuant to which it provides over 150,000 points of sale and nearly 45,000 e-Commerce websites. In Europe, the Group processed (acquired) over 1.3 billion card transactions in 2013. In the field of e-Commerce, the Group processed and/or collected over 500 million transactions in 2013 across a wide range of more than 50 on-line payment methods.

To respond to the needs of each business and better provide merchants with solutions to help transform and grow their business, the Group operates four business divisions within its Merchant Services & Terminals global business line:

- Commercial Acquiring;
- Online Services;
- Sale, lease and maintenance of terminals; and
- Private Label Cards and Loyalty Services.

In addition to those identified below, principal clients of the Group for this global business line include Monoprix, Tesco, Sainsbury's, vente-privee.com, Rue du Commerce, Chronodrive, BP, Indian Oil Corporation, Bharat Petroleum and Douglas.

6.5.1.1 Commercial Acquiring

The Group conducts commercial acquiring activities principally in four countries: Belgium, the Netherlands, Luxembourg and Slovakia.

The Group has historically offered commercial acquiring services primarily in Belgium, where the Group is a licensed payment institution and the country's largest commercial acquirer, processing approximately 1.3 billion acquiring transactions in 2013. In order to accept payment cards through international card schemes such as through Visa and MasterCard and local debit card schemes such as Bancontact Mister Cash, a merchant must contract with a payment institution (or bank) that is a member of the card scheme network. Acquiring is the business of contracting merchants for payment card acceptance. The key role of the acquirer is to transfer to the merchant's bank account the funds received in a card transaction from the cardholder's

issuing bank. A commercial acquirer also effectively underwrites the credit quality and integrity of the merchants it services, because the acquirer is required to refund to the issuing bank the amounts paid if a merchant does not deliver the goods to the end customer. To be an acquirer, a company must hold a license as a payment institution. See Section 6.9, "Regulation" of this Registration Document.

Through its ability to offer end-to-end solutions, the Group provides merchants with a one-stop-shop for commercial acquiring services, which allows it to deliver merchants a high quality experience around card transactions and payments. The Group manages and ensures the quality, reliability and availability of payment services, allowing merchants to focus on their business. In Belgium, the Group provides merchants with a contractual relationship that covers all major international payment schemes (Visa, MasterCard, Diners, CUP, JCB) as well as the Belgian national debit card scheme (Bancontact /Mister Cash).

The Group has an attractive combination of solutions and capabilities, both in the front and back office, to deliver cutting edge, seamless multi-device payment related services. The Group's acquiring platform is built around several modules that manage all types of payments (EMV, contactless, telephone order, 3-D secure, recurring payments, unattended, etc.) across multiple channels (point of sale, e-Commerce, mobile commerce) and from different acceptance solutions. The Group's solution includes the delivery of consolidated enhanced reporting to merchants and supports a wide range of currencies for card transactions. The Group's solutions also incorporate robust fraud prevention services to help merchants and cardholders reduce fraudulent transactions.

Beyond simply connecting merchants to the payment scheme network, the Group supports merchants at every step of their relationship with their customers, allowing them to significantly increase the number of payment transactions generated by their business. The turn-key solutions that the Group offers to its merchant clients cover all aspects of electronic payment (commercial acquiring, payment terminals, payment processing, point-of-sale marketing campaigns, etc.).

The Group offers a number of payment-related value-added services, such as fraud detection, customer feedback surveys, loyalty services as well as end-to-end solutions for implementing company-specific gift and loyalty card programs.

The Group's customer service call center/help desk in multiple languages, which operates 24 hours a day and seven days a week, supports merchants for critical services such transaction authorizations and advance fraud detection.

Building on its strong historical position in Belgium as the leading commercial acquirer, Worldline has recently expanded its commercial acquiring business into the Netherlands (where operations began in 2008 and the Group had more than 16,000 merchant clients at year-end 2013), Luxembourg (where operations began in 2008 and the Group had more than 500 merchant clients at year-end 2013), and Eastern Europe (where the Group began offering services in Slovakia in 2013 and had more than 1,500 merchant clients at year-end 2013).

The Group's commercial acquiring clients in the Benelux region cover all business sectors, from large-scale retail distributors, such as Carrefour and IKEA, to an international oil and gas company, corporates such as Hilton and Carlson Wagonlit, and small businesses such as restaurants and shops.

6.5.1.2 Online Services

The Group's online services division covers the full digital commerce lifecycle for e-Merchants from omni-commerce solutions to the acceptance of face-to-face payments, online payments (e-Payment) and payments via mobile devices (m-Payment) using the Worldline Sips cross-channel payment and acceptance service.

- *Omni-commerce Solutions*. The Group helps merchants design, implement, operate and improve digital retail shops, with a strategic focus on omni-commerce solutions that cover the full range of sales channels used by large retailers: e-Commerce (online sales), m-Commerce (mobile devices), physical stores, and social networks. By combining the Group's strong background of innovation with its experience in the retail sector, the Group delivers flexible and ready-to-use omni-commerce services for international retailers and brands in the fast moving consumer goods (FMCG) and telecommunications markets. The Worldline e-Commerce solution is designed to manage, through one unified technology platform, any kind of product (digital or physical) in a multiple point of sale, multi-country, multi-brand environment through one unified technical platform. Using this omni-channel customized software as a service (SaaS), the Group helps retailers leverage the Group's experience in order to quickly expand their presence in new digital sales channels to grow sales and increase their consumers' engagement through a unified shopping experience.

  The Group manages hundreds of digital retail websites on behalf of its merchant clients, which include leading French large-scale retail distributors. In 2013, the Group processed an average of over two million orders per month through this channel.

  The Worldline e-Commerce solution is a platform of specialized IT applications developed by the Group and hosted on its servers that perform key processes necessary to operate a digital retail site:

  - The Group's front-office applications handle the 'e-Shop', allowing consumers to browse and select products and then checkout with secure online payment accessed through personal computers, tablets, smartphones, digital kiosks, TV stores and via social networks.

  - The Group's flexible middle-office applications manage all online shopping data including catalogs, prices, inventory and product descriptions by interacting with databases hosted either on the merchant's systems or on Worldline's servers.

  - The Group's back-office applications manage and prepare customer orders and organize shop-related elements such as items in stock by interacting with the merchant's order and delivery systems. They also interface with the merchant's loyalty programs and customer relationship management (CRM) solutions, which typically record information about the transaction and may also generate upselling recommendations to the customer based on the customer's purchasing history.

  The Group's modular, multi-platform offering allows it to combine and customize different components of the Group's offering, enabling its services to be adapted to the merchant customer's needs. The Group's adaptable data processes allow its

services to interface with a client's IT system and link with enterprise resource planning and warehouse management systems.

One of the Group's core specialties in France is providing merchants with expertise, data processing and providing hardware solutions to merchants that offer "Click & Collect" (or "Drive") services. Using a click and collect service, which includes an online ordering system and dedicated pick-up facilities, a customer places an order online, then drives to a specially-equipped store. Upon arrival, the customer checks in at a kiosk, pays for the order (if the customer has not already paid online) and is directed to a specific drive through lane. Store personnel prepare the customer's order in advance and load the groceries into the customer's vehicle upon arrival. Worldline has developed specialized software applications and hardware (such as kiosks) that can be used to handle the acquisition of customer order and payment data and the processing of that data.

Worldline currently offers its omni-commerce solutions primarily in France, Spain, the United Kingdom and Belgium. The following table highlights a few examples of key customers and the solutions the Group provides.

Merchant	Services Offered
• McDonald's	• Innovative e-Order service that allows customers to order online (internet and mobile) and skip lines, customized website and mobile applications integrating e-Payment solutions. Currently offered in France and Switzerland.
• French retailer	• E-Grocery sites, serving stores in France and Italy, including mobile applications and drive-thru pickup
• Carrefour	• E-Grocery sites in Belgium, with real-time inventory and pricing on a store by store basis, offering online ordering and drive-thru pickup and delivery services.

The Group's omni-commerce solutions also include revenues generated by its own e-Commerce website, redspottedhanky.com, through which the Group receives commissions on sales of train tickets and other travel-related purchases.

- *Digital Signage.* The Group's end-to-end data-driven retail digital signage solutions help merchants promote shopper engagement and offer targeted in-store promotions cross-channel. The Group works closely with partners in developing these services. The Group began a strategic partnership with Samsung in June 2013 to jointly develop and market digital signage and tablet-based solutions that leverage Samsung's technology and Worldline's integration, payment and mobility expertise. As an example of the kind of solutions the Group helps enable, Worldline recently partnered with Adidas and Samsung on Adidas's innovative adiVerse virtual footwear wall, an in-store application that uses state-of-the-art, touch-screen and real-time 3-D rendered products on a virtual shelf. Customers can pull a product, rotate it 360 degrees, zoom in on a specific feature and consult product information and consult social media commentary on the product. The virtual footwear wall makes the entire Adidas catalog available to customers in the store, allowing them broader choice while reducing inventory costs for retailers. The wall helps sell the product and promotes customer satisfaction by giving them the exact shoes they want, delivered directly to their homes. As part of this project, over 3,700 adiVerse display units will be deployed globally, with their content centrally managed on the

Group's servers. The Group provides multi-country support for its digital signage solutions using the Group's global support centers to provide local language contact services and its global on-site capabilities, which are further enhanced by a strong partner network.

- *Worldline Sips – Cross-Channel Payment and Acceptance Services.* In addition to the Group's digital retail solutions, the Group also offers merchants solutions for accepting electronic payments. Worldline's Secure Internet Payment System (Sips) is one of Europe's leading multi-channel payment gateways. Sips supports over 45,000 online merchants worldwide, and processed over 440 million online payment transactions in 2013.

  Sips allows a merchant to accept payment methods used for purchases on its site and to submit the related payment authorization requests to issuing banks via the merchant's acquiring bank. Based on information submitted by the merchant, the Group's servers authenticate the credit card or other payment means, transmit an authorization request to the issuer, and transmit authorizations received to the merchant's acquiring bank. Sips is supported by a number of popular third-party e-Commerce solutions on the market, including Magento, Prestashop, Hybris and ATG, and is connected to more than 110 acquiring banks.

  As a cross-channel payment gateway that complies with PCI data security standards for protecting cardholder data, Sips enables merchants to accept over 50 payment types, whether online or at the point of sale, including credit and debit card, bank transfers, electronic wallets and private label payment cards. Sips can be adapted to a wide range of payment channels (*e.g.,* web, mobile, tablet, integrated voice response, POS terminals). Sips includes a wide range of features, including one-click payment and installment payment support and also allows merchants the option to use fraud detection, enhanced authentication and DCC (dynamic currency conversion) solutions offered by the Group.

  The Group provides Sips as a white label solution mainly to banks and other third party resellers who offer it to their merchant clients, but also provides it directly to merchants under the Sips brand. The Group is in the midst of a significant effort to expand direct marketing of the service in the United Kingdom and is also expanding its direct sales efforts for this product in the Benelux region, Germany and Spain.

  The Group offers the merchants it services directly through three main packages: Sips Easy, Sips Advanced and Sips Advanced+. Each of these packages supports the full range of payment means, multi-currency, multi-language, fraud detection, secure authentication and reporting options offered by the Sips platform. The packages are adapted to merchants' needs primarily based on their size, and differ mainly with respect to the manner in which payment pages using the platform are implemented, the cash management options and the level of support services provided by the Group.

  Examples of some of the larger online payment customers to whom the Group directly provides online and mobile payment services using Sips include SNCF, Cdiscount, McDonald's, Vodafone, Cineworld, Avis and the French and British governments.

In addition to those mentioned above, the Group's principal clients within this business line include Société Générale, BNP Paribas and Système U.

6.5.1.3 Terminals

The Group's terminals division offers two main lines of products: payment terminals and hardware security modules.

- ***Payment Terminals.*** Worldline offers a range of versatile and easy-to-use payment terminals adapted for different segments of the market. The Group offers merchants terminals to rent or own, and provides installation and support services. The Group markets its terminals directly primarily in the Benelux region, Germany and France, with a focus on large high volume retailers in a given local market (e.g., Belgium) and pan-European retailers that seek single terminal solutions for their operations throughout Europe. In other countries, the Group markets terminals primarily through banks and other payment service providers that act as resellers. The Group's largest reseller markets are currently the Nordic countries, Switzerland, and Central Europe, and the Group has recently established reseller partnerships in the Middle East, South Africa, and the United States. Worldline shipped over 128,000 payment terminals in 2013.

  All Worldline terminals use the same system-on-a-chip, which integrates high-speed transaction capability with secure data processing and advanced cryptographic accelerators. Custom applications developed for one type of terminal can easily be ported to other terminals, maximizing development return on investment. Software updates and security keys can be securely downloaded when necessary, minimizing the need for on-site interventions. Physical security measures such as PIN privacy are built in from the start.

  Thorough lab testing and ISO 9001:2000 certification help guarantee the manufacturing quality of Worldline terminals, which are designed to have a long working life. Installation and deployment, custom development, optional extras and consumables are part of the support Worldline offers. The Group also offers training for developers and technicians.

  The Group continually renews its range of terminal products, with an emphasis on product design, high security, and reliability. The Group's terminal range, which was most recently renewed with new versions in late 2013, includes:

  - the Group's XENTA and YOMANI ranges of countertop terminals, which are designed to ensure fast transactions in large retail environments. The YOMANI won the Red Dot design award in 2010. The Group's recently renewed product range includes the new YOMANI Touch terminals, which incorporate a large full-color touch screen and contactless reader;

  - the Group's XENTISSIMO and YOXIMO ranges of 3G and 2G enabled mobile POS terminals;

  - the Group's XENTEO, XENOA, YONEO and XENTIM terminals, which are designed for unattended transaction environments (resistant to vandalism and bad weather) and are tailored to provide payment solutions in four

different sectors: parking meters (with low-value payments, potentially without entering a PIN), kiosks, petrol stations and vending machines; the XENTIM terminal, which completes the range of terminals for unattended environments, is designed for low-value payments without entering a PIN, in applications such as drink and snack vending machines; and

  - the Group's YOMOVA, a compact all-in-one terminal, which the Group offers in a countertop and a portable version. YOMOVA is designed for restaurants, shops and other businesses that do not need to handle as many tills or as many daily transactions as a supermarket.

The Group also proposes a mobile point of sale (mPOS) device together with an application for mobile devices that allows smartphones and tablets to be used as mobile payment terminals instead of using a dedicated POS terminal device. The Group's solution includes two components – an mPOS software application, compatible with the majority of smartphones on the market, that runs on the mobile device, and a Bluetooth enabled card reader that reads the payment card data and communicates with the smartphone application. This solution was launched in 2013 in the Belgian market. Because this solution is less expensive to implement than renting or purchasing a dedicated POS terminal, this solution is well-suited as an entry-level solution for micro merchants, start-ups and small businesses that make in-home deliveries.

The Group also provides cloud-based solutions that run cash register software on a tablet and are connected to an mPOS device or traditional payment terminal. This solution allows a merchant to equip its sales staff who accompany consumers around the shop with the necessary tools to process an instant sale and payment on the spot, rather than sending the customer to wait in a separate check-out line to process the payment.

The Group's terminals are designed using open software standards, which enhances partners' or customers' ability to develop applications. While most of the applications are used to support payments, there are other types of applications that enable in-store promotions, customer surveys or advertising on the payment terminal's screen. To protect sensitive customer data, the Group's software and hardware designs include a range of security features including instant deletion of sensitive information if the terminal is tampered with. The Group's terminals also support remote management through applications such as its XENTURION POS terminal management system, which allows batch updating and management of terminal fleets. Some of the larger direct customers for Worldline's payment terminals include large retailers such as Casino in France, Ikea, Carrefour, Colruyt, a fast food restaurant chain and Fnac in Belgium, Albert Hein, Hema, Jumbo and H&M in the Netherlands as well as multiple oil and gas distributors in Belgium. Worldline terminals are widely distributed in the Nordic countries, in Switzerland and central Europe via the Group's reseller partners.

- ***Hardware Security Modules (HSM).*** Worldline designs and develops hardware security modules for cryptographic purposes that are used in a range of applications where advanced encryption is required, including the generation and encryption of PIN codes and the production of credit cards. The ADYTON is the more recent device produced by the Group. ADYTON uses advanced cryptographic accelerators

for outstanding speed and security in PIN-generation, transaction processing, digital signature and data protection. All critical operations are protected by a dual factor authentication using two of three of the following authentication methods: who you are (fingerprint), what you have (chip-card) and what you know (password). This award-winning encryption device combines a small, user-friendly innovative design with intuitive usability through wizards. The optional, lockable rack allows secure installation in IT cabinets.

6.5.1.4 Private Label Cards and Loyalty Programs

The Group offers retailers tailored solutions for private label cards, payment, loyalty program management, sales promotion tools and innovative self-service kiosks to enhance their relationships with their customers across the different stages of the customer journey, before, during and after the sales process. These services help merchants better target and adapt their offers to evolving customer expectations, increase the frequency of customer interaction to create new sales opportunities, and improve returns on marketing and promotions through a better understanding of their customers' needs.

- ***Private label cards.*** The Group offers retailers and service providers an end-to-end set of solutions that allow them to outsource some or all of the process of offering private label payment cards, including closed loop payment cards that can be used for payment only at certain affiliated sales points. The Group offers merchants the full range of services necessary to set up a private label card, including card application processing, card issuing and replacements, online card validation and balance checking, electronic invoice generation and payment processing, credit management, collections and dedicated call center support. The Group also supports prepaid payment cards and gift cards and has also developed card-based solutions for lunch voucher programs such as *Cheque Déjeuner* in France. The Group provides private label card services primarily to oil, hospitality, leisure and fleet companies in France, the United Kingdom, and Spain and in the oil and gas sector in India. Key customers for the Group's private label cards include Shell, Eni, Repsol, Fuelgenie, Cineworld and Premier Inn.

- ***Loyalty programs.*** With over 20 years of experience in implementing and managing loyalty programs, the Group manages loyalty cards primarily in France, the Benelux region, Germany and Spain. The Group offers merchants a range of services including:

    - customer database setup, storage and management to control customer data from enrollment to loyalty activity follow-up; a loyalty and sales promotion rules engine that provides a flexible tool to generate loyalty rewards and promotional coupons;

    - analysis and interpretation of customer data to better understand customer behavior and expectations and adapt marketing programs; and

    - marketing support to help design the loyalty program and customer offers.

  The Group offers its loyalty program services primarily to large merchants such as retailers, transport and leisure companies and petrol companies in France and Spain.

- ***Sales Promotion Services.*** Worldline has recently begun offering sales promotion services across all of its distribution channels. Through the analysis of purchasing and

other data collected during interaction with their customers, merchants can develop targeted and more effective offers, coupons and other promotional messages, and thereby enhance customer loyalty. The Group currently offers these services primarily in the UK and France to clients including a railway group in England and Scotland, Feu Vert, a French restaurant chain and a large-scale international retail distributor.

- ***Self-Service Kiosks.*** Worldline's self-service kiosks allow merchant customers in the restaurant, hotel and travel sectors to increase customer satisfaction by speeding up the food-ordering or check-in process to reduce the amount of time customers spend standing in line. In addition to reducing the number of customer "turn-aways" due to frustration at long lines, key benefits to merchants include better use of personnel and less need to deploy staff to cover peak check-in times, as well as seamless integration with back office systems. Kiosks also offer the potential for revenue enhancement through systematic integration of upselling opportunities as well as on-screen advertising revenue. Worldline has installed over 2,000 kiosks for its customers, and shipped over 225 kiosks in 2013.

  The Group currently offers self-service kiosks principally in the United Kingdom under the Shere brand name, but is expanding this offering to other key markets, often in connection with other solutions. The Group typically offers customers an end-to-end solution that it customizes to their needs using several components including the kiosks themselves and data processing services that are typically hosted on Worldline's servers. Many of the Group's e-Ticketing clients use its kiosks as one means for selling or delivering tickets to customers. Depending on the merchant's needs, the Group may also offer other services, such as analysis of customer data to propose targeted offers. Worldline designs the kiosks and manufactures the kiosks at its assembly plant in the United Kingdom using components sourced internally and from partners and other third parties.

  The Group's kiosk current customer base includes:

  - *Railway customers.* The Group serves more than a dozen train operating companies in the United Kingdom, providing kiosks that allow customers to purchase and pay for tickets and to collect pre-paid tickets.

  - *Hotel customers.* The Group provides kiosks for check-in, hotel restaurant reservations and payment services to a number of hotels in the United Kingdom, the Netherlands and the United States.

  - *Movie chains.* The Group provides kiosks for ordering and purchasing movie tickets or picking up prepaid tickets at movie theatres in France.

6.5.2 Financial Processing & Software Licensing

The Group's Financial Processing & Software Licensing global business line delivers processing services that allow banks and financial institutions to outsource some or all of the key business processes involved in (i) issuing credit and debit cards, (ii) acquiring and processing electronic payment transactions, (iii) offering online banking services (including online banking e-Payments (OBeP)) to their customers across multiple platforms and (iv) providing new payment options such as electronic wallets. The Group also provides banks with licensed software solutions. Financial Processing & Software Licensing generated revenue of €391.7 million in 2013 with an OMDA margin of 22.7%.

Worldline is a European leader in processing, with more than 2.2 billion acquiring transactions processed in 2012. Through this global business line, the Group serves over 200 banks and financial institutions, including the major banks in Belgium, nearly all major banks in Germany and several banks in France. The Group believes that it is also the leading independent payment services processor in India and also offers software licensing solutions to banks throughout the Asia and Pacific region, with a particularly strong base in China, where three of the top five banks and three major credit card companies use the Group's licensed financial processing software.

In addition to those identified below, principal clients of the Group for this global business line include Deutsche Bank, HSBC, Crédit Agricole, State Bank of India, Punjab National Bank, Attijariwafa Bank and Boursorama.

6.5.2.1 Issuing Processing

- ***Core Processing and Card Issuing Services.*** Worldline offers issuing banks a complete end-to-end set of solutions for outsourcing some or all of the process of issuing and managing debit, credit, prepaid and commercial cards and processing the related authorization requests and clearing transactions. When a cardholder presents a card for payment or for ATM withdrawals, the acquirer transmits a request for an authorization across the card network to the issuing bank, which provides an authorization that guarantees payment of the transaction amount. These processing activities are carried out on the Group's servers, which are housed in its data centers and use Worldline's software platforms on behalf of the issuing bank. The Group's robust, industrial scale processing systems are designed to securely, reliably and efficiently handle large transaction volumes with minimal lag times, and include interfaces that allow the issuing bank to monitor the status of authorizations and transactions. In addition to technical processing of transactions, the Group offers issuing banks solutions to outsource every stage of the card life cycle, including application, card issuance and personalization, statement production, chargebacks processing, settlement and call-center support. In 2012, the Group managed over 51 million cards. The Group's largest markets for these services are Germany, Belgium and France.

- ***Value Added Services.*** In addition to the Group's card issuance services, it offers banks and financial institutions a wide range of value added services that help them reduce risk, accommodate changing consumer preferences and generate additional revenue. Key value added services include:

    - *Electronic wallets.* The Group offers electronic wallet platform services. An electronic wallet is an application that simplifies the payment process, particularly on mobile devices, by storing payment instruments credentials like debit card, bank account and other data (loyalty, coupons, etc.), by removing the need to insert a payment card at a merchant location or enter card information on an Internet or mobile website. This also makes the payment process more secure for consumers and merchants. Cloud-based wallets also enable issuing banks to capture a richer stream of transaction data than typical credit card transactions. They can, for example, generate additional revenue from higher value targeted advertising (such as card linked offers) and other loyalty services that make use of such data.

The Group provides a full range of value-added services to support mobile wallets, from the design, implementation and management of electronic wallets to payment processing. These services support the three major kinds of electronic wallet offered today:

- ***Cloud-based wallets**,* such as Buyster, PayLib and MasterPass, which store a user's card data on servers "in the cloud" and allow customers to easily pay for services on the internet, by identifying themselves (for example through their email address or cell phone number) and authenticating. Cloud-based wallets can also be used at the point of sale via an application on a mobile device or by photographing a quick response (QR) code shown on a printed receipt, a bill, or a POS payment terminal. One important feature of cloud-based wallets is that they permit merchants to accept payments from their current terminals without having to acquire specially-adapted terminals as is the case for NFC technology.

- ***Online Banking Enabled Payments (OBeP)*** such as MyBank or iDeal make it possible to redirect consumers making online or mobile payments to their online banks to approve transfers or authorize direct debits. For this, the Group offers the "validation service" solution. When linked to a cloud-based wallet, OBeP allows a bank to offer a wide range of payment methods (wire transfer, direct debit, card payment authorizations) to its consumers.

- ***NFC wallets**,* which render card users' card information accessible from their mobile devices and uses near-field communication (NFC), Bluetooth, or other technology to transmit authorization information from users' mobile devices to POS payment terminals. Depending on the configuration and the transaction amount, payments using proximity payment wallets may require entry of a PIN code. An increasing number of mobile phones and POS terminals incorporate NFC technology, and many wallet solutions are being developed using this technology. There are two main ways to implement proximity payment mobile payments: the trusted service manager (TSM) method, where the card data is loaded directly into external devices (SIM, phone, SD card) or host card emulation (HCE), which allows the mobile device to access card information stored in the cloud. The Group is developing its offer in order to integrate these two technologies in its range of services.

The Group has extensive experience in the European online wallet solutions sector. The Group designed, manages and processes transactions for the Bancontact/Mister Cash electronic wallet solution in Belgium, a cloud-based wallet that offers debit card person-to-person transfers and proximity payments using mobile devices, and has also helped banks such as Société Générale and BNP Paribas integrate person-to-person payment services. The Group is working with BNP Paribas, Société Générale and La Banque Postale in France to develop PayLib, a cloud-based wallet solution designed primarily for internet purchases. In November 2013, the Group entered into a partnership

with MasterCard to deploy the MasterPass, the MasterCard electronic wallet system, in several European countries.

- *Fraud Management Services.* The Group offers both real time and post-transaction fraud detection and management services. These services analyze the nature of a transaction, a customer's purchasing history, and other data (global positioning, delivery points, document scoring with the BeSafe solution, etc.) to help identify suspicious transactions made with a payment card.

- *Value-added Authentication Services.* The Group offers strong authentication services for access to online services or to enhance the security of internet transactions, such as through the 3-D Secure architecture, which redirects the cardholder to the issuing bank's authentication server. The Group's strong authentication tools include the OTP (One Time Password) sent by SMS. This additional step makes it more difficult for a person other than the cardholder to use the card to make a payment, reducing the risk of fraud.

- *Trusted Authentication.* This is a strong authentication solution designed by the Group's research and development teams. This strong authentication solution is simple to use and addresses consumers' expectations (multi-device, omni- and cross-channel, online and offline functionality). It is currently used by French and Belgian banks to secure access remotely to online services and payments, including on mobile devices and tablets.

- *Card-Linked Offers (CLO).* The Group offers issuing banks specialized processing that give the bank's cardholder immediate "cash back" discounts when purchasing the products or services offered by certain merchants. These "Cash Club" services are based on data mining and retail marketing expertise. They generate personalized offers for cardholders by cross-referencing their payment history with merchants' promotional offers.

- *Data analytics.* The Group's data analytics services help banks analyze and better understand their payment data. Such services include consumer profiles based on behavioral clusters and peer group comparisons as well as predictive risk profiles and the ability to steer dynamic usage limits and restrictions.

- *Self-Selected Pin (SSP).* The SSP solution allows cardholders to choose their own PIN code. This offering can interface with either the issuer's card management system (CMS) or with that of a card personalization provider. This service has been deployed in Germany and Belgium.

In addition to those mentioned above, the Group's principal clients within this business line include ING, LCL, Caisse d'Epargne, Group Banque Populaire, Commerzbank and Landesbank Berlin.

6.5.2.2 Processing Services for Acquiring Banks

With over 2.2 billion acquiring transactions processed in 2012, the Group offers solutions that enable acquirers to outsource some or part of the process of authenticating cards, transmitting

authorization requests through payment networks and clearing and settling the related transactions and providing statements.

When a cardholder presents a card for payment, card data are captured either by a terminal or ATM or entered in the payment page of a web-shop. From there, a transaction request is generated with the card being either authenticated at the POS or online by the authorization system. After authentication, an authorization request is sent to the issuing bank. Worldline's servers and software applications allow a financial institution to outsource this function. The Group handles the authentication of the card, the transmission and processing of authorization requests on behalf of the acquirers as well as the processing of the related clearing and settlement process. The Group's processing systems accept payments made through a broad range of domestic and international card schemes, accommodate a full range of transactional devices, including POS terminals, ATMs, and e/m Payments and include interfaces that allow the acquirers to monitor the status of authorizations and transactions. In addition, the Group offers services to allow the acquirer as well as the merchant to reconcile transactions and to capture financial data in their respective accounting system. The Group generates special reports to help follow up on transactions that include services as DCC (dynamic currency conversion), surcharge or non-financial transactions, e.g. balance inquiry. The Group also offers check processing services, and in particular its credit scoring system, for merchants through its "Check Service" solution.

Leveraging its centralized IT-infrastructure and cross-border-connections between its subsidiaries, the Group can provide centralized reporting to acquirers or merchants doing business in different countries, together with support for multiple currencies.

Key current acquirers that rely on the Group include:

- a number of French banks including BNP Paribas and Natixis;
- Axis Bank, one of the largest private sector banks in India;
- Kalixa, a European payment solutions provider based in Austria;
- a leading acquirer in Austria;
- PaySquare, a German acquirer, for purposes of extending its business; and
- EVO Payments International, which recently took over Deutsche Card Service in Germany.

6.5.2.3 Online Banking Services

The Group's online banking division helps banks and financial institutions develop and enhance their customized secure online banking services, and provides processing for innovative services that move beyond traditional card payment such as bank transfers and direct debits.

- ***eBanking.*** The Group's eBanking solutions help retail banks offer their customers access to online or mobile banking services. They allow customers to consult account balances, transfer funds, consult stock prices and purchase securities, interact with financial advisors, consult digital versions of account documents and many other banking services. The Group also provides solutions to banks to allow

them to capture and store contracts in electronic form. The following table highlights a few examples of key customers and the solutions the Group provides:

• Crédit Lyonnais, La Banque Postale, Société Générale	• Secure messaging services for interaction between bank customers and their bank branch or financial advisor
• BNP Paribas	• "Mes transferts" mobile application allowing clients to manage peer-to-peer credit transfers
• Société Générale	• mBanking mobile application
• Fond de Garantie des dépôts	• Web build-to-run service to allow for customer compensation in the event of a bank failure
• BNP Personal Finance - Cetelem	• Paperless eContract solutions allowing clients to apply for credit online or at the point of sale using electronic signatures and strong authentication

- ***eBrokerage.*** The Group's online trading platform solutions allow brokers, banks, and other financial institutions to manage multi-asset orders from collection of the order to delivery to market for execution. The Group's solutions support orders for a full range of financial products (e.g., securities, derivatives, mutual funds) and are designed to accommodate complex orders from any market (e.g., multi-leg strategies, etc.).

- ***SEPA and e-SEPA Payments (OBeP – Online Banking ePayment).*** The Group provides processing services for innovative non-card payment services that allow online and mobile purchases to be paid for from within a bank's online banking site via the iDEAL and MyBank systems. The Group also offers SEPA direct debit or credit transfers payment services. See Section 6.9, "Regulation" of this Registration Document.

  - *iDEAL.* In the Netherlands, the Group is the processing service provider for payments made using the iDEAL payments platform. iDEAL, originally launched in 2005, believes that it is the leading internet payment method in the Netherlands, with a greater than 55% share of the market, and the largest OBeP scheme in Europe based on transactions processed, with over 140 million transactions processed in 2013. The iDEAL payments system allows customers to pay for goods purchased over the internet from affiliated e-Merchants by clicking the iDEAL payment icon upon checkout. They are then directed to their online bank, where they confirm and submit a pre-filled electronic payment order to transfer the necessary funds directly to the merchant's bank account. iDEAL allows merchants to save on processing fees compared to credit card payments, while keeping customer information highly secure. Merchants in the Netherlands actively promote the use of iDEAL, often making it the default option for purchases.

  - *MyBank.* The Group is one of several approved payment service processing providers for merchants, issuing banks and acquiring banks using the MyBank system, a new pan-European OBeP solution. It allows customers to sign debit mandates or confirm credit transfers from within their banks' online banking platforms. These validation services are also a common feature of wallet offerings. See "—Electronic wallets". This program, currently in the pilot phase, is designed for use across the SEPA payments area, and, according to

MyBank, currently includes over 140 participants. The Group's offers cover the entire payment cycle: from initiation of the transaction by the merchant to validation of the payment order by the customer, and handling all of the messages exchanged between them and their respective banks.

- *SEPA Payment Transfers.* Under applicable Single European Payments Area (SEPA) regulations, with certain exceptions, effective August 1, 2014, direct debit and credit transfers in euros in the SEPA zone are required to be processed using new European standards. See Section 6.9, "Regulation" of this Registration Document. The Group offers its banking clients services to process SEPA direct debit and credit transfers and has worked closely with many creditors to assist with migration to the new requirements.

6.5.2.4 Payment Software Licensing

In addition to its managed payment processing services, the Group offers banks and financial institutions that prefer to perform processing in-house a complete range of payment software solutions. These software solutions, which can be hosted on the Group's servers or the licensee bank's own servers, are designed to be integrated with licensee bank's own systems. The Group's main software solutions include its Cardlink II and ASCCEND mainframe applications, COSES, an integrated switching solution that manages communications with a bank's servers, the Worldline Pay (WLP) end-to-end integrated payment software solution and other specialized software programs. WLP is a family of solutions designed to deliver generic core functions using the latest technologies and was designed using a service-oriented architecture (SOA). In addition to the software itself, the Group can also provide all the required resources and support to customize the final product and integrate the software in the client's environment.

The Group offers these solutions primarily in China and other countries in the Asia and Pacific region, where it counts approximately 80 banks among its clients, and to a lesser extent in Europe, principally in Germany and France. In China, the Group counts three of China's five largest banks among its clients, while three of China's largest credit card companies are also clients of the Group. The Group's customers in China include, in particular, China Construction Bank, Bank of China, Bank of Communications, China Guangfa Bank and China Citic Bank. European customers that use the Group's software licensing solutions include:

- a leading card issuer in Austria;
- fuel distributors like BP, DKV, and UTA operating their own POS network in Germany;
- the majority of POS network providers in Germany;
- leading European acquirers such as B+S Card Service, Easycash, Telecash, and PaySquare;
- Postbank/VÖB ZVD Processing, operating one of the four German banking hubs for card transactions; and
- Société Générale, a leading card issuer in France, which is introducing the new generation of the Group's software for its issuing back office.

6.5.3 Mobility & e-Transactional Services

The Group's Mobility & e-Transactional Services global business line offers clients an array of solutions designed to accelerate and enhance new digital services and new business models that take advantage of the increasing digitization of the physical world. The emergence of new digital businesses has been fueled by an explosion of new types of consumer needs. More and more devices are becoming connected—from smartphones and tablets to cars, trucks, and buildings. New digital services are generating huge volumes of consumer data, which can be used to further enrich customers' experiences. Moreover, consumers benefiting from these new digital services are becoming more mature, more active and are ever increasing in number. Meanwhile, companies and government entities are being forced to evolve in order to adapt to new technologies, new usages, new customer expectations, and new payment means, while having to optimize processes that are becoming more and more costly. Together, these businesses help differentiate the Group from numerous players in the market and demonstrate an ability to help the Group's partners with all aspects of their transactional related businesses.

Mobility & e-Transactional Services generated revenue of €378.8 million and an OMDA margin of 14.1% in 2013.

The Group is focusing its efforts on several areas where it believes new digital services have significant potential:

- E-Ticketing systems cover a full set of solutions and services for passengers, the purchase, payment and refunding of transport tickets, and freight journey management for railways and other public transit systems;

- E-Government collection provides paperless secured systems for better public services through the digitization of processes for citizens, including the enabling of electronic payments (taxes, fines, etc.), automated traffic enforcement solutions, and e-healthcare services, as well through a variety of trusted services for customers, including e-contracts and electronic invoicing, legal archiving solutions for companies and e-safe services for individuals; and

- E-Consumer and Mobility provides contact and consumer cloud services that improve the customer experience and generate new business models, as well as Connected Living solutions that offer context-driven mobility solutions for consumers, patients and citizens.

In addition to those identified below, principal clients of the Group for this global business line include Iberia, Deutsche Bahn, EFFIA, Wolters Kluwer, Météo France, O_2, France Télévisions, M6 and IGN.

6.5.3.1 E-Ticketing

Railways and other public transportation systems increasingly recognize the potential benefits that can be derived from electronic ticketing, improved route management and enhanced customer information systems, but frequently lack the in-house resources and expertise necessary to design and implement these solutions. The Group provides them with a range of solutions designed to help them deliver new digital services to their customers.

- ***E-Ticketing.*** From sale to financial settlement, Worldline provides a set of specialized back-office and retail-side software platforms, kiosks and handheld devices to manage the process of issuing and validating electronic tickets and collecting fares for transport on railways and public transport systems. The Group typically acts as the primary systems integrator and general contractor for a project, presenting its clients with a full end-to-end solution that the Group implements directly and through partners and subcontractors. The main markets for the Group's e-Ticketing business are Europe (principally in the UK) and Latin America (mainly in Argentina and Chile).

  The Group's Avantix line of e-Ticketing solutions includes applications that allow customers to check schedules and order and pay for tickets online for delivery directly to their mobile phone or a desktop printer. For real time transaction validation the Group provides handheld portable devices to railway personnel that are used to verify ticketed transactions on the train. Tickets can also be delivered at the station using self-service kiosks provided by the Group's kiosk business or third-party providers. The Group's Avantix e-Ticketing systems are used by a large number of franchised railway routes in the United Kingdom.

  The Group also offer contactless "smart card" ticketing schemes for multi-modal transit platforms that, among other things, allow passengers to use travel cards, payment cards and mobile wallets to "touch in" and "touch out" at the start and finish of their journeys and automatically calculate and process fare prices. There are now several contactless smartcard schemes being delivered by Worldline in Latin America including Transantiago in Chile, Lima in Peru and Cordoba, Mendoza, Salta, Tucuman, La Rioja and the SUBE system the Group operates for the public transit system in Buenos Aires, in Argentina.

  Another example of such a service is the "get me there" smart ticketing service the Group is developing for a large municipality in the United Kingdom that is scheduled to launch in 2014. With "get me there", a passenger's 'ticket to travel' is stored electronically on a reusable plastic card or contactless bank card rather than on a printed paper ticket. The scheme uses the ITSO standard the UK government has created for smart ticketing, which means that eventually different smart ticketing systems across the UK will be able to talk to each other, enabling users to 'travel smart' from city to city across the country. On January 1, 2014, the Group transferred the build phase of this contract to Atos. See Section 9.2, "Revenue for the Three Months ended March 31, 2014 and March 31, 2013".

- ***Itinerary management and travel booking.*** Worldline's multi-modal itinerary management and booking software platforms allow the Group to help travel planning and booking sites that enable users to compare and plan travel options across multiple modes of transport and to book and pay for their journey. The Group provides these services across multiple platforms, including online and via mobile devices. The Group's services are designed to provide users with comprehensive, easy-to-use travel information across transportation types (bus, coach, tram, rail, taxi, car, airplane) in order to enable passengers to plan their journeys effectively and efficiently. The Group's Avantix WebTIS online booking applications allow railways to sell rail tickets, including season tickets, online alongside additional products and services such as hotels and car hire.

- ***Route management and passenger data analysis.*** Worldline offers railway service and railway network operators a series of "smart" route management services that allow them to optimize railway schedules, allocate resources (rolling stock and crew) as well as

software programs that analyze customer data to help improve the success of marketing campaigns aligned to train services. Worldline's offering includes the route management platform ROMAN, a system for the process of timetable management, as well as its Cargo Information Systems (offered under the names CIS and CPI), a highly automated integrated software system that helps to support the business processes of sales, billing and invoicing for rail freight transportation. The Group has also developed a new control room solution called "Integrale" to help UK railway companies manage disruption of traffic and improve operational efficiency. Worldline believes that it is the leading supplier of rail operations systems to the train operating companies in the UK. All these services are hosted on Worldline's servers in its data centers.

In addition to those mentioned above, the Group's principal clients within this business line include National Rail in the United Kingdom, ÖBB, bip! and transportdirect.info.

6.5.3.2 E-Government Collection

The Group helps government entities harness the power of digital services to increase efficiency and transform the way they interact with their citizens, allowing them to improve collection of payments, provide better services to end-users and optimize costs in an era of shrinking public budgets. The Group's key areas of expertise include, among others, automated traffic enforcement solutions, taxation, tax and fine payment solutions such as for parking enforcement, online and digital archiving services for governments and public services providers and digital healthcare information services.

- ***Automated traffic and parking enforcement solutions.*** The Group provides local, regional and national law enforcement authorities with efficient end-to-end automated traffic and parking enforcement services. In 2012, the Group processed a total of over 30 million offense cases in France, Spain, Argentina and Germany. The Group's hardware and IT services, which can be purchased together to provide a complete solution or separately to cover specific functions, cover the entire automated enforcement process, including automated detection of offenses, mailing of fine notifications, records management, fine payment processing and appeals services. The Group also provides its clients with traffic data and radar performance statistics. The Group currently offers these services primarily in France, Spain and Latin America. The Group's clients include, among others, ANTAI (*Agence Nationale de Traitement Automatisé des Infractions*) in France, for which the contract ends in 2015 and will then be up for renewal via a tender process, the DGT (*Direccion General de Trafico*) in Spain, a parking payment system, which is deployed in several cities in Austria and Slovakia, and enforcement systems in cities such as Buenos Aires, Argentina and Berlin, Germany.

- ***E-Government online and data services.*** Worldline offers national, local and regional government authorities and other public sector organizations a wide range of digital services to collect and manage data and develop online services and services to allow users to find government information, carry out administrative procedures and make payments to governments online. The Group develops and manages online services for a large variety of government and public sector related entities, primarily in France and the United Kingdom. Examples of the Group's services include the collection and management of safety inspection test data for the Vehicle and Operator Services Agency in the United Kingdom (under a contract ending in 2015), payment processing and other services for the *Pari Mutuel Urban* (PMU) state-run betting service and management of online tax collection sites for several provinces in Argentina. The Group also provides

government certified archiving services for government entities, and collects and stores biometric fingerprint data for services such as biometric identification cards in Austria. The Group also counts DILA (*Direction de l'Information Légale et Administrative*) among its public sector clients in France.

- ***Shared digital healthcare information services.*** Worldline provides a range of services to governments and public sector entities involved in healthcare. In Argentina, the Group manages and processes transactions for the FarmaLink health insurance card system, which connects patients to the health service system and links pharmacies, healthcare providers, pharmaceutical companies and health insurance schemes to manage the process of healthcare reimbursement. In France, the Group's subsidiary Santeos leverages its 15 years of experience in hosting and sharing healthcare information systems. Santeos holds an ASIP Health certification from the French Ministry of Health, and believes that it is the leading hosting solutions provider of patient healthcare data in France, and, in this regard, hosts sensitive medical data through the Personal Medical File (*Dossier Médical Personnel*). Santeos partnered with Agfa Healthcare to create a new offer that adapts to the regional challenges of shared medical imaging.

6.5.3.3 E-Consumer and Mobility

Consumer demand for multimedia and storage solutions for their mobile devices makes cloud storage a powerful tool for generating customer loyalty. The Group provides mobile telecommunications companies with cloud storage solutions for their customers' data as well as multichannel interaction management services.

The Group is also working with manufacturers to develop innovative services for connected vehicles and connected appliances that use machine-to-machine communication.

The Group also provides digital safe content services for companies to help securely capture and archive digital copies of legal documents.

- ***Consumer Cloud Services.*** Worldline provides telecommunications companies with convergent messaging services as well as a range of consumer cloud storage and applications solutions to provide cloud-based services to their customers for e-mail and other digital media. The Group develops customized consumer cloud offerings tailored to the telecommunication company's business model. Solutions the Group offers include services for structured rich media storage, retrieval and advanced cloud storage for personal content such as pictures, video, music, email and text messages, and multimedia services such as content streaming and address book management, as well as convergent messaging services that allow cross-platform delivery of messages (e.g., by delivering copies of voicemail to a user's e-mail box). The Group currently provides these solutions to a number of telecommunications companies, including Orange and SFR in France.

  In March 2014, the Group announced a joint project with Unowhy in the area of digital education. Unowhy provides integrated educational solutions available on touchscreen tablets manufactured in France and designed specifically for educational purposes. The Worldline Group will provide a cloud service which will allow for the storage of educational content and students' personal data on secure hosting platforms.

- ***Customer Contact Services.*** The Group provides a range of customer contact solutions to help companies manage and improve the efficiency of their call centers and the process

of interacting with their customers. The Group's call center support solutions include services such as interactive voice response systems that allow certain queries to be answered by automated systems and automatic call distribution services to improve the routing of calls to the right persons based on the nature of the customer's query. The Group also provides multichannel interaction management offered on a SaaS basis. This service manages interactions through a range of contact channels (email, chat, SMS, social networks, mobile devices and web self-service) to deliver a unified contact center solution. The Group currently provides this for several clients such as Numericable and a public sector social security body. As an extension to the payment business, the Group is expanding this service to banks in Belgium as part of the CardStop service, a service that allows customers to cancel lost or stolen bankcards. The Group also provides other systems to send automated SMS and e-mail services to clients. Key clients for these services in France include Numericable, SFR, Bouygues, SNCF, and BNP Paribas, while the Group offers services in Spain, the United Kingdom and Germany as well.

- ***Connected Living.***

- *Connected Living Solutions.* Initially focused on machine to machine (M2M) communications, the Group's connected living division is now focused on new Internet of Everything (IoE) business models.

  The Group assists its customers in implementing their digital transformation strategies by allowing them to offer their end consumers innovative and seamless solutions for the connected services of tomorrow. The Group's Connected Living solutions provide a unique combination of services (M2M, mobile, "Big data" and payment) for the IoE. The Group has a proven track record in various industries (automobile, household appliances, retail, health, etc.) and offers a unique and flexible business model that is built around a portfolio of adaptable global service offerings that enable end-to-end solutions. The Group's goal is to federate value-added services from a large ecosystem of best in class providers that share the same secured access to a connected object. The Group's Connected Living platform, delivered via a software as a service (SaaS) model, guarantees secure access to users' data.

  The Group focuses on user experience, a strategic and differentiating approach for its customers. The Group's Connected Living solutions provide innovative solutions and business models adapted to:

  - The connected vehicle (automotive insurance, cars and truck fleets, etc.),

  - The connected home (objects from daily life, household appliances, energy management and building infrastructures),

  - The connected city (smart cities scenarios relying on infrastructure of sensors and new mobility scenarios) and

  - The connected patient (various social services and medical frameworks and associated quantified remote medicine services).

  Connected Living solutions include applications to handle:

- data management, including solutions to collect, secure, store and analyze data
- user management, including authorization and access, identity verification, privacy safeguards, subscription and billing
- application management, including management of the application framework, data sharing and integration with third party systems and enterprise information systems,
- connectivity and devices, including solutions to secure, provision, monitor and manage communication and processing flows among various network components.

The Group's Connected Living solutions is a proven solution being used by the Group's customers:

- Renault R-Link and Parrot, for whom the Group is implementing the Renault R-Link cloud services platform, an on-board connected multimedia system that is already included in many Renault vehicles. Through the new R-Link tablet that is available in several Renault models, the Group offers the possibility to make secure purchases from the vehicle. The ergonomics and functionality of the system were designed to make Renault R-Link the most secure solution on the market for the driver and for the automobile. At the Renault Supplier Awards, the Group received the Renault-Nissan Purchasing Organization Innovation Award for this innovation.

- The Group assists MICHELIN® solutions, a Michelin Group company focused on fleet mobility, in the implementation of innovative connected solutions for its BtoB customers. The Group's connected vehicles solution allows MICHELIN® Solutions to offer value added solutions to fleets. As a player positioned in payment processing and the exchange and enhancement of data between its customers and their users, the Group developed its connected vehicles solution to accompany its customers in the automobile and transport industry to the heart of their business development: mobility. The Group has implemented a telematics platform to retrieve and manage vehicle data for its MICHELIN® Solutions customers. This retrieval is carried out through a connected device installed in the vehicle that registers data such as mileage, fuel consumption, temperature, tire pressure and global positioning.

- A global home appliances leader, for whom the Group is developing an "internet of home" solution with a new set of services for connected appliances.

- In March 2014, the Group announced a joint project with HERE, the mapping system developed by Finnish mobile phone manufacturer Nokia, in connection with its connected vehicles activities. This collaboration aims to offer end-to-end fleet management solutions that provide companies with information in real time and statistics and enable them to optimize the management of their vehicles' fuel efficiency and reduce emissions.

- *Mobile Studio.* Tempos21, the Group's mobile studio, offers clients its innovation skills for the development of applications based on the Group's Connected Living services. A mobile competence center, Tempos21 has delivered a range of mobile applications covering mobile services for retail, shopping and travel, with services focused on messaging, e-Commerce and mobile payment. The Group also operates The Studio in France, which analyzes, designs and evaluates interfaces across all channels: web, mobile phones, tablets, televisions, and terminals.

- ***E-/m- Digital Safe Content.*** The Group offers businesses a wide range of solutions to securely capture and archive digital copies of legal documents. Among other solutions, the Group helps companies design and implement electronic invoicing and contract platforms to allow contracts and invoices to be signed electronically and stored in digital form. The Group also manages secure digital archives for legal documents such as the Doccle platform the Group operates in Belgium, which allows users to securely archive documents such as account statements from participating banks and other entities and the cyberdoc program in Austria, which stores electronic copies of notarized deeds.

In addition to those mentioned above, the Group's principal clients within this business line include Shell, ERDF and E-Plus.

6.5.4 Joint Ventures

In addition to its consolidated operations, Worldline holds a 25% interest in Buyster, a joint venture with the French mobile telephone company operators Bouygues Telecom, Orange and SFR. Buyster is a licensed payment institution that is developing a cloud-based electronic wallet service for payment via mobile devices. Once a user signs up for the service and enters credit card data, the service then allows the user to pay for goods using a Buyster account, confirming purchases using a security code that is either sent to the user via SMS (in the case of online payments) or entered into an application on the mobile device (in the case of mobile payments). In 2011, Buyster earned the e-Commerce Award for security, given by a jury made up of leading e-retailers.

The Group continues to study, in collaboration with its joint venture partners, all necessary strategic options to ensure Buyster's development.

6.5.5 Breakdown of Revenue by Geographic Area

The following table provides a breakdown of the Group's revenue by geographic area for the periods indicated.

	Year ended December 31, 2013	
Revenue by Geographic Area	*(in € millions)*	*(as a percentage of total revenue)*
France	413.5	36.4%
Belgium & the Netherlands	333.2	29.4%
United Kingdom	147.6	13.0%
Germany & Central and Eastern Europe	111.2	9.8%
Iberia & Latin America	73.6	6.5%
Asia & India	56.0	4.9%
Total	**1,135.1**	**100.0%**

6.6 TECHNOLOGY AND INFRASTRUCTURE

Worldline operates its business as one global factory that serves each of the Group's three global business lines. Under this approach, Worldline continually seeks ways to leverage its industrial scale, processes based on standardized tools, shared best practices and efficient use of global resources to deliver services at competitive prices. Worldline's IT platforms, data centers, and hardware are central assets in this effort.

- *IT Platforms*

  Worldline currently provides its payment acceptance, data flow processing, customer relationship management (CRM) and fraud detection and dispute handling services using a series of separately developed specialized IT platforms. Although highly efficient, these systems are not fully integrated, and in many cases Worldline uses different systems in different countries to perform similar tasks. To enable new end-to-end services and achieve further cost savings and scale by standardizing its systems across different countries, the Group has started to develop a new integrated payment engine made up of seven core IT platform modules that are designed to act as one integrated whole and will carry out functions that today are handled by numerous IT platform modules located in the various data centers. The new system, called the Worldline Integrated Payment Engine (WIPE), is designed to build upon the €120 million the Group has already invested in its existing platforms since 2007. The Group plans to invest a further estimated €50 million between now and 2017 to accelerate the rollout, modernization and further integration of software and hardware platforms into one integrated payment system.

  Once implemented, the Group believes the WIPE system will be the most advanced and comprehensive payment platform in Europe, covering in one integrated system the full range of processes, from CRM and client-facing solutions and payment acceptance and associated front-office functions, to payment processing services (acquisition and issuing processing, clearing and settlement) and related services (trusted authentication, fraud detection, etc.). Among other advantages, the Group believes the new system will allow the Group to:

  - offer new services that make better use of the rich data generated by the payment process by leveraging the new system's ability to seamlessly transfer that data across platforms;
  - deploy new solutions to clients quickly and cost-effectively;
  - increase cross-selling opportunities;
  - further increase processing speed and capacity;
  - accelerate the expansion of its geographic footprint;
  - make it easier to manage, maintain and make future updates; and
  - reduce costs and gain scale by replacing multiple IT platforms with a single standardized and optimized platform.

  The first two modules are Worldline Pay Front Office and Sips 2.0. Worldline Pay Front Office is scheduled for rollout in France, Belgium and Germany in 2014, while the Group

plans to have completed the rollout of Sips 2.0 in Germany, and the migration of clients to it, by 2015 (Sips 2.0 was deployed in France, Belgium and the United Kingdom in 2013). By 2017, the Group plans to have completed the rollout of all seven planned modules. To facilitate the migration of existing clients, WIPE will be deployed gradually as existing contracts are renewed and new contracts are entered into.

- *Data Centers and Hardware*

  In Europe, Worldline operates a network of five interconnected, highly secure and fully redundant data centers located in France, Germany and Belgium. Worldline's European data center hub processes over 800 payment transactions per second, covers an area of more than 5000m^2, and runs approximately 15,000 servers with a storage capacity of approximately 10PB of data. In total, Worldline's European hub data centers process approximately 85% of the Group's total transaction volumes. All of Worldline's European hub data centers, which are tailored to fit the needs of its specific businesses, are compliant with the Payment Card Industry Data Security Standard (PCI DSS) required for payment service providers to accept, transmit or store cardholder data, and are also certified under ISO 9001 (*quality management)* and ISO 14001 (*environmental management*). All of these data centers meet at least Tier 3 "Telecommunications Infrastructure Standards". Worldline's European hub data center facilities are all connected for back-up and are compliant with IT Infrastructure Library (ITIL V3) IT service management "best practice" standards and applicable banking standards. Worldline ensures that strict security measures are taken at all of the data centers it uses, including video surveillance, access control, a limited staff policy, infrastructure monitoring, annual risk management reviews, regular business continuity procedures and internal and customer audits. Worldline also operates a small data center in India. In addition, Worldline contracts to use a number of additional highly secure and standard certified data centers operated either by Atos or by other third party data center providers. In total, these data centers process approximately 15% of the Group's total transaction volumes. These data centers are distributed globally, and are located in the United Kingdom, Spain, Argentina, Hong Kong, and Malaysia, among other countries. To benefit from maximum network connectivity, the Group uses four European telecommunications centers (located in France, Belgium and Germany) rented from external parties that are interconnected with its data centers through high capacity optical fiber networks. Worldline's data centers, networks, servers, and telecommunications centers are operated and maintained by a global infrastructure and operations team of approximately 830 information technology experts.

6.7 SALES AND MARKETING

The Group markets and advertises its products and services through various distribution networks and approaches. The Group generally organizes its marketing activities on two levels:

- primarily by global business line: under the supervision of the global and local management of each global business line, who establish the overall strategy for developing their portfolio of offerings in coordination with the various geographic entities. The global business line managers are also involved in overseeing sales initiatives and approving major bids in connection with the "Rainbow" procedures; and
- by geographic market: by the sales teams in each region in which the Group operates. Each sales team is led by a coordinator at the regional level; the teams cover one or more countries depending on the size of the markets in question (France, Benelux, United Kingdom, Germany, Latin America, India/Asia-Pacific).

As of December 31, 2013, the Group had approximately 450 employees dedicated to sales (including approximately 200 sales representatives and business development employees and approximately 250 employees in marketing, pre-sale and contract management).

Except in France and Benelux, where the client base is composed of a large number of small merchants (the "mass market"), the Group's customers are primarily large clients. The Group's sales efforts differ according to the type of client.

For large clients, the sales teams work in close collaboration with the technical teams to propose solutions from the Group's existing commercial portfolio or, where necessary, tailored solutions. Large accounts are assigned to account managers who ensure the quality and development of the client relationship. One approach consists of developing existing client relationships using a systematic process of "client account planning". For each large account, the Group sets client development goals, determines the types of additional services that might be sold and establishes an annual action plan to maximize the chances of meeting its goals, in particular by monitoring contracts and offering innovation workshops to clients. This approach represents the principal sales channel for the Group's products and services. A second approach, which the Group plans to develop further, is centered on acquiring new clients. Client-acquisition initiatives include submitting bids in competitive public tenders initiated directly by clients, as well as proactive prospecting by the Group, in particular through industry groups (in such sectors as retail, rapid transit, and financial services), networking and lobbying. The approach to large public-sector accounts is different, due to the obligation to comply with the French Public Procurement Code, which requires public entities to solicit competitive bids both for the initial contract and for each renewal.

For the "mass market" clientele in France and Belgium, marketing efforts are divided into direct sales and indirect sales. Direct sales include telephone sales and sales made face-to-face by sales representatives. Indirect sales are made through independent parties and corporate partners, as well as by banking partners. These sales efforts are supported by a marketing campaign management team, which determines product prices, creates monthly promotions and identifies target markets, as well as by a standard-defining team that formulates the Group's standard sales offers, which generally combine different products in one offer.

In France, direct sales rely on a team of sales representatives and a call center, which primarily markets check verification services. In Belgium, direct sales rely mainly on a call center for sales of payment acceptance services (including terminals) and payment acquisition by bank card.

Indirect sales in France relate to distribution of white label online bank payment services. Indirect sales in Belgium are made through resellers who distribute the Group's branded payment.

6.8 PROCUREMENT AND SUPPLIERS

The Group's procurement division analyses markets and then selects and manages the Group's relationships with the suppliers of the externally-sourced goods and services that it needs for its business and internal requirements. The Group conducts its procurement activities in coordination with those of Atos, enabling it to benefit from scale effects (i.e., volume purchasing) through framework agreements negotiated at the Atos level, while remaining focused on the specific requirements of the Group and its client projects. The Group's and Atos' procurement teams jointly conduct periodic analyses and reassessments of procurement costs by category and implement programs aimed at reducing supply costs through negotiations with suppliers, standardization of contracts and specifications and demand volume management.

The primary categories of products and services that the Group sources externally, and which account for the majority of the Group's procurement costs, comprise the types of items that are typically sourced by companies in the IT services sector, particularly IT hardware and software, subcontracted services such as software development and maintenance and telecommunications services. The Group principally uses these products and services in connection with its data centers and project development needs. The Group's main suppliers of IT hardware and software are HP, IBM, Dell, Oracle and SAP. The Group's business involves extensive data processing which itself requires bandwidth intensive telecommunications services, its main providers of which are Orange, Belgacom and Verizon. Other important categories of products and services that the Group sources from third parties include POS terminals and their component parts, printing and postal operator services and, currently to a much lesser extent, hardware used for the manufacture of the Group's connected vehicles products and other M2M and "connected" solutions

The Group designs most of its payment terminals and related products in-house and outsources their manufacture and assembly to multiple contract manufacturing companies, including Toshiba, Flextronics, and Connectronics, located principally in Asia (for terminals produced in larger volumes) and Eastern Europe (for terminals produced in smaller volumes). The Group procures the few terminals that it does not design itself from Ingenico, Verifone and Pax. The Group is also a substantial consumer of printing and postal services, particularly in its e-Government business (and more specifically its automated traffic and parking enforcement solutions) and bank processing activities in Belgium. It has subcontracting relationships or contracted partnerships with La Poste, Docapost, Bpost and Pitney Bowes in this respect.

The Group's procurement strategy is to rationalize the volumes necessary for its operations and optimize purchase prices and the total cost of ownership. So as to reduce the risks of supply shortages and over-dependency on any single supplier, the Group aims to identify critical points in the supply chain and develop plans to guarantee multiple component and service suppliers. The Group's approach to sourcing products and services from third parties depends in large part on the nature and use of the products and services it requires.

Notwithstanding its multi-source policy, there is one important component used by the Group in its business that has a single supplier: the innovative Samoa II application-specific integrated circuit (ASIC) chip used in all current models of the Group's payment terminals range. This chip is sourced from Faraday/UMC, which manufactures it to the Group's specifications in the context of a long-standing relationship and pursuant to a long-term pricing agreement. To safeguard the continued production and supply of this critical chip, the Group ensures that Faraday/UMC at all times maintains a stock of chips sufficient to cover several months' supply needs. Additionally, if necessary, Faraday/UMC has the ability to manufacture the chip at multiple factories, initiate production and deliver the chips within three months (at most).

6.9 REGULATION

6.9.1 European Regulation

6.9.1.1 Regulation of payment services

The provision of payment services is a regulated activity that requires a license when carried out in European Union member states that have implemented the PSD, which regulates payment services in domestic markets.

Under this regulation, the following activities, in which the Group participates, are considered to be payment services:

(i) issuing and/or acquiring of payment instruments;

(ii) execution of payment transactions through a payment card, or a similar device, whether such transaction originates from a payment account or is covered by a credit line;

(iii) execution of funds transfers and debit payments, including standing orders, whether made through the payment account with the user's own payment services providers or with another payment services provider or covered by a credit line; and

(iv) execution of payment transactions where the consent of the payer to execute a payment transaction is given by means of any telecommunication, digital or IT device and the payment is made to the telecommunication, IT system or network operator, acting only as an intermediary between the payment service user and the supplier of the goods and services.

As an example, the Group's commercial acquiring activities, which, in the context of payments made by card or online, consist in receiving and transmitting the payment order to the cardholder's bank so that the bank may determine if the transaction can be effected, constitute the provision of payment instrument acquiring services. Similarly, the Group's processing and execution of debit (Bancontact/Mister Cash, Maestro and VPay) or credit (Visa and MasterCard) card payment orders constitutes the provision of services for the execution of payment transactions through payment cards.

Conducting regulated payment services in a European Union member state requires prior approval from the relevant national regulatory authority as either a licensed credit institution authorized to provide payment services or as a licensed payment institution. Licensed institutions are allowed to operate in the member state in which they are licensed as well as in any other member state in which they are authorized to operate either pursuant to the European principal of freedom to provide services or through a subsidiary located in the host member state.

In order to be able to carry out its regulated activities, Atos Worldline N.V./S.A., a subsidiary of the Group located in Belgium, possesses a payment institution license in Belgium, which allows it to carry out the services described above. In accordance with the European regulations described above, payment institutions that are licensed in one European Union member state are allowed to establish themselves or provide payment services in any other European Union member state without having to obtain a license from that state, either pursuant to the European principal of freedom to provide services or through a subsidiary (a system referred to as the "European passport"). Atos Worldline N.V./S.A.'s license in Belgium has been "passported" to Austria, the Czech Republic, Germany, Spain, France, the United Kingdom, Italy, Luxembourg, the Netherlands, Norway, Poland and Slovakia, by way of the freedom to provide services principal. Atos Worldline N.V./S.A. also has branches in the Czech Republic and in Slovakia. With respect to the Group's activities in the United Kingdom, the Group's U.K. subsidiary Atos Worldline UK Limited is in the process of filing a request with the U.K. Financial Conduct Authority to become a licensed payment institution. Subject to the relevant procedural formalities of the local regulatory authorities, the Group expects to receive this license during the second half of 2014.

Buyster, a joint venture created by the Company with Bouygues Telecom, SFR and Orange, is also a payment institution, having received a license in France to provide payment execution services relating to credit transfers through payment accounts as well as commercial acquiring. Buyster also provides ancillary services associated with such activities, including data storage, registration and processing of data and payment execution guarantees.

For instance, the transmission of a payment order upon the creation of an account with Buyster and entry of a secret code from the purchaser's cell phone to finalize the purchase comprises the regulated activity of commercial acquiring.

Payment institutions are subject to specific regulations resulting from the PSD, in particular in regard to own funds and internal controls procedures that they must put in place to comply with the various applicable regulations, such as anti-money laundering measures, corporate governance rules and prudential regulations. The Group also has vigilance and reporting requirements regarding the identity of its clients and beneficiaries of payment transactions. The European Union member states' national regulatory authorities may impose stricter prudential regulations in light of the specific activity of the regulated payment institution. For example, the Group's Belgian entity Atos Worldline N.V./S.A. has a "hybrid" license as a result of its payment terminal manufacturing business that, according to the Belgian regulatory authority, represents a potential risk to its payment services activities, given security flaws or failures could affect the terminals sold by the Group. Accordingly, the Group is subject to more extensive prudential constraints, especially as pertains to own funds requirements. For example, Atos Worldline N.V./S.A. was required to have around €33 million in own funds during the fourth quarter of 2013.

As a provider of these services, the Company is required to comply with certain administrative obligations and provide ancillary services, such as issuing confirmation receipts for transactions (in paper or electronic format), providing installation services, monitoring and maintaining hardware and software or developing client-oriented applications for terminals. The Group is subject to these requirements either as a result of its carrying out the activities of a payment institution, or in its role as subcontractor carrying out the activities of credit institutions. As a subcontractor, the Group acts as a processor on behalf of credit institutions and must therefore provide its services in compliance with the regulations applicable to credit institutions. For a description of the services that credit institutions outsource to the Group (for which the Group does not require a license), see Section 6.9.1.2, "Regulations applicable to outsourced credit and payment institution activities".

The regulations applicable to payment services are constantly changing. On July 24, 2013, the proposition PSD2 has been published. This directive seeks to enlarge the scope of the existing PSD regulation by limiting the exemptions provided for in the PSD and extending its applicability to "third-party payment service providers" who provide remote access to payment account services or payment initiation services through online platforms in relation to payment accounts held by other payment service providers. PSD2, which is still under review by the European authorities, would result in the creation of new regulations applicable to payment initiation services and services for accessing account payment balances. This proposal could have an impact on certain payment activities carried out by the Group, in particular services related to the iDeal and Mybank e-payment platforms and Sips card payment platform, and would require a review of the authentication and authorization procedures that would be implemented in the context of PSD2 in order to adjust the Group's payment platforms, as necessary, so as to comply with the applicable regulation. For a description of these services, see Section 6.5, "The Group's Business" of this Registration Document.

Finally, the Group has indirect access to the interbank payment systems, in order to carry out payment transactions and clearing operations processed in the context of the Group's commercial acquiring activities. The Group is thus subject to certain specific operational regulations developed by the companies that manage these interbank systems, such as STET in France and the CORE (Compensation Retail) system in Belgium.
The Group has implemented an internal monitoring system to follow legislative and regulatory developments applicable to its activities.

6.9.1.2 Regulations applicable to outsourced credit and payment institution activities.

Credit institutions can also be authorized to provide payment services. Like all activities exercised by credit institutions, these services can be outsourced, meaning that the institution entrusts to an external service provider, which may or may not be a regulated entity, the running of its operational activities. In France, such outsourcing activities are regulated by CRBF regulation 97-02 of February 21, 1997 relating to internal controls within credit institutions and investment firms. Under the provisions of this regulation, a credit institution's external service provider must comply with the credit institution's established controls procedures in respect of services provided and must communicate any information that could have an impact on its ability to undertake the functions that have been outsourced to it. For example, the Group issues payment cards and bank statements on behalf of its credit institution clients and, as a result, is, in France, subject to the supervision of the French Prudential Supervisory Authority (*Autorité de Contrôle Prudentiel et de Résolution)*.

Similarly, a licensed payment institution may outsource some of its activities provided it comply with its internal controls procedures. In this regard Atos Worldline N.V./S.A. entrusts to the Company certain operational functions related to the provision of payment services such as managing its data centers. As a result, Atos Worldline N.V./S.A. is, in Belgium, subject to both the Belgian law of December 21, 2009 regarding the status of payment institutions, access to payment services providers' activities and access to payment systems and the Belgian Banking, Finance and Insurance Commission's PPB 2004/5 circular of June 22, 2004 regarding sound management practices regarding subcontracting carried out by credit institutions and investment firms.

6.9.1.3 Single Euro Payment Area Regulations

In the context of the implementation of the Single Euro Payment Area ("**SEPA**"), the European Union adopted SEPA Regulation n°260/2012/CE of March 14, 2012 (the "**SEPA Regulation**"). This regulation seeks to create a single domestic market for credit transfers and direct debits in euros. In particular, this regulation, which is directly applicable in European Union member states, harmonizes the format of credit transfers (SEPA Credit Transfer ("**SCT**")) and debit transfers (SEPA Direct Debit ("**SDD**")). As an example of this harmonization, the bank account information for beneficiaries of credit transfers must now be presented using an International Bank Account Number (IBAN) and a Bank Identifier Code (BIC). The new regulations require a complete migration to the SEPA system as from February 1, 2014. However, credit transfers and direct debits that do not conform to this system will continue to be accepted by credit and payment institutions until August 1, 2014.

As a provider of e-payment solutions to merchants and online banking services to credit institutions, the Group has had to adapt its services offering, including the provision of payment

card statements, and has also assisted its customers in their efforts to comply with these new requirements.

The SEPA Regulation also seeks to enhance the interoperability of payment infrastructures, so that processing credit transfers and direct debits is not hindered by commercial regulations or technical obstacles, by, in particular, opening payment schemes used by payment services providers to credit transfers and direct debits.

For example, the Group participated in the transition of the Bancontact/Mister Cash payment scheme in Belgium, as required by the SEPA Regulation. In the past, in order to access the Bancontact/Mister Cash payment scheme, it was necessary that the Group and its merchant clients first enter into a payment services contract. Accordingly, a merchant was only able to accept a Bancontact/Mister Cash card if it was the Group that undertook the commercial acquiring activities in respect of the relevant payment transaction. Now, as required by the SEPA Regulation, the Bancontact/Mister Cash scheme would, in such a scenario, be accessible to other licensed commercial acquirers, so long as they make the necessary technical and operational investments to be able to undertake acquiring activities in respect of domestic Bancontact/Mister Cash debit cards. Additionally, the Group has collaborated with Dutch banks to render its iDeal e-payment platform compliant with the SEPA Regulation.

6.9.1.4 Regulatory framework for interchange fees

Interchange fees are fees charged by a cardholder's bank at the time of a card payment, which are determined by the payment schemes (Visa, MasterCard, Groupement des Cartes Bancaires CB) either as a fixed amount, or as a percentage of the transaction's value. Interchange fees are paid by the merchant's payment services provider, which may be a credit or payment institution, and subsequently included among the fees that the payment services provider charges the merchant. These fees are charged either systematically, upon each use of the card to make a payment, or on an *ad hoc* basis at the time a particular service is rendered, such as a request for authorization by phone or to cancel a card transaction. Because these fees can vary greatly from one country to another within the European Economic Area, the European Commission put forth on July 24, 2013 a proposal to regulate interchange fees for credit and debit card transactions which has been amended and adopted by the European Parliament on April 3, 2014 (the "Proposed Regulation"). The Proposed Regulation seeks to implement standardized interchange fee caps for personal and corporate cards, with a cap per transaction of 0.3% of the transaction's value for domestic and cross-border credit card transactions and the lesser of 0.2% of the transaction's value or €0.07 for domestic and cross-border debit card transactions. The proposed regulation also seeks to prohibit surcharges levied by some merchants on consumers who make purchases using payment cards. The interchange fee caps will become effective, with respect to domestic and cross-border transactions, one year after the new regulation comes into force. Certain card payment schemes (MasterCard, Visa Europe) have already reduced the amount of their interchange fees in response to European Commission judicial proceedings that have been launched with a view to prohibiting anticompetitive practices among market players. Visa Europe has announced a reduction in its interchange fees with respect to credit card transactions to 0.3% of the total transaction value, domestic or international, representing a 40% to 60% reduction in its interchange fees.

As a payment service provider, the Group is involved in the interchange fee process. As such, in connection with its commercial acquiring services in particular, the Group pays to card issuers interchange fees, which are then recharged to its merchant customers.

6.9.2 Regulation applicable outside of the European Union

The Group is not subject to any particular regulation concerning its activities outside of the European Union, with the exception of India, where the Group conducts commercial acquiring and issuing processing activities for limited amounts, which are subject to local regulations.

6.9.3 Compliance with technical standards

Payment services providers, and, in particular, terminal manufacturers, must comply with a number of security standards, including, in particular, standards established by the Payment Card Industry – Security Standard Council ("PCI-SSC"). These security standards seek to improve payment card data security by adopting a broad range of specific standards that apply to the various components of payment card transactions. The main such standard is the Payment Card Industry – PIN Entry Device standard ("PCI-PTS," formerly PCI-PED), which applies to devices that require the entry of a PIN. The aim of this standard is to guarantee that cardholders' confidential PINs are always processed by payment acceptance devices in a manner that is fully-secured and to ensure the highest level of payment transaction security. Other PCI-SSC standards have emerged, including PCI-DSS (Payment Card Industry – Data Security Standard) aimed at preserving the confidentiality of payment transaction data) and PCI-UPT (security standard specific to unattended payment modules). The development of these standards, which requires continual modifications to existing requirements, is managed by the PCI-SSC's founding members: Visa, MasterCard, JCB, American Express and Discover in consultation with other electronic payment industry players (payment terminal manufacturers, regulatory bodies, retailers, banking associations, banks, processors, etc.). This system thus allows companies to participate in the development of standards and the rules established to implement them. The Group participates in the European working group on protocol standardization.

By way of example, the Group has obtained the PCI-DSS (Payment Card Industry – Data Security Standard) certification for its secure online payment platform and its Pay-lib service (cloud-based electronic wallet). This standard aims to ensure that the cardholder's confidential data as well as any sensitive transaction data are always securely processed at the systems and databases level.

The Group is also subject to international certification standards such as ISO 9001, which relates to requirements for quality management systems and ISO 14001 which relates to environmental requirements for technological infrastructure. Lastly, the Group is subject to international security requirements such as the international standard for payment card security, established by the Europay MasterCard Visa User Group ("EMV User Group"), in which the Group participates.

6.9.4 Protection of personal data

In connection with its business activities, the Worldline Group collects and processes information subject to personal data protection laws and regulations in Europe as well as in other regions in which the Worldline Group operates. Such personal data processing is carried out on behalf of both Worldline Group companies themselves and their customers.

6.9.4.1 Personal data processing within the European Economic Area

Directive 95/46/CE of October 24, 1995 (the "Personal Data Directive") is the point of reference for personal data protection regulation within the European Economic Area (the "EEA," which includes the European Union, Iceland, Norway and Liechtenstein). In France, the Personal Data

Directive was implemented through various amendments to law no. 78-17 of January 6, 1978, which relates to information technology, filing system and civil liberties, with the main amendment having been adopted through law no. 2004-801 of August 6, 2004.

The Personal Data Directive applies to automated or non-automated personal data processing when the relevant data is included or is meant to be included in a filing system. “Personal data” is broadly defined as all information relating to a natural person who has been identified or is identifiable directly or indirectly, regardless of his or her country of residence or nationality. The Personal Data Directive requires persons and entities responsible for processing personal data that are either incorporated in an EEA member state or have recourse to data processing functions in an EEA member state, to put in place a number of measures prior to and at the time the relevant data is collected, while it is stored and until it is erased. According to the Personal Data Directive, the person or entity that, alone or jointly with others, determines the purposes and means of the processing of personal data (as opposed to a simple subcontractor acting on behalf of a third-party), is considered to be a “data controller”.

With respect to each of its activities that involve personal data processing, each Worldline Group entity in Europe conducts an analysis on a case by case basis in order to determine whether it is acting in a data controller or subcontractor capacity.

Where a Worldline Group entity functions as a data controller (for instance those entities that handle employees’ personal data or anti-fraud measures), it is subject to the following obligations:

- to satisfy the criteria set forth in the Personal Data Directive for making data processing legitimate, which include, among others, that the person concerned has given his or her consent or the processing of personal data is necessary for the purposes of pursuing a legitimate interest or for the performance of a contract to which the person concerned is a party;

- to ensure that the personal data is (i) processed fairly and lawfully, collected for specific, explicit and legitimate purposes, and proportionate for such processing and/or collecting purposes, and (ii) accurate and, where necessary, kept up-to-date;

- to take particular precautions before processing sensitive data (e.g., health or biometric data) such as checking that the explicit consent of the person concerned was received or that the processing is based on one of the exceptions that permit such processing as provided for in applicable law implementing the Personal Data Directive (for instance when processing is necessary to defend the vital interests of the person concerned or of another person, or when the processing relates to data that was manifestly made public by the person concerned or is necessary to recognize, exercise or defend a right before courts);

- to put in place technical and organizational measures to protect personal data against accidental and unlawful destruction, accidental loss or unauthorized modification, dissemination or access;

- except in certain instances set out in the Personal Data Directive, to inform the persons concerned of (a) the fact that their personal data is being processed, (b) the identity of the recipients of the data, (c) the identity of the data controller (d) the purpose of the data processing, and (e) their access and rectification rights and, in

certain cases, their right to object to such processing (and, as the case may be, allow them to enforce these rights);

- to retain personal data for a term that does not exceed the time required for the purposes of the processing thereof;

- to refrain from transferring personal data outside of the EEA unless the European Commission considers that the recipient country ensures an adequate level of protection or the transfer is governed by contractual clauses of the type established by the European Commission. It should be noted that, in April 2013, Atos SE filed a request for recognition (still under examination) of the internal rules that govern the personal data processing activities of all Atos group entities, including Worldline Group entities, globally (the "Binding Corporate Rules" or "BCR") before the data protection authority in each EEA member state in which the Group operates so as to be able to transfer personal data to Group subsidiaries located outside of the EEA ; and

- to carry out the formalities required by the relevant national authorities that regulate personal data protection (such as the *Commission nationale de l'informatique et des libertés* in France) prior to effecting data processing operations; these formalities vary according to national laws and can range from a simple declaration to an authority or the maintenance of an internal register, to a requirement to procure an authorization or license prior to undertaking certain types of processing activities (e.g., medical data hosting in France).

Depending on the country, the violation by a data controller of such obligations may result in administrative, civil or criminal sanctions, including fines that may amount up to €1.5 million for legal persons in France.

In respect of its other activities, the Group acts in a capacity as "subcontractor" within the meaning of the Personal Data Directive. In such cases, the Group processes personal data with which its clients entrust it and in respect of which such clients are the sole data controllers. In such instances, the above-described obligations applicable to data controllers apply only to such clients. However, the Group nevertheless provides guarantees to its clients that it will (i) put in place technical and organizational measures to protect the personal data they have provided, especially against accidental loss, unauthorized modification or dissemination, or malicious or unlawful access and (ii) process such data in accordance with the client's exclusive instructions and for no other purpose than those established by such client.

Although the law applicable to personal data has to a large extent been harmonized throughout the EEA, the implementation of the Personal Data Directive by the EEA member states has given rise to a certain degree of variation among the regulatory regimes that have been established, and some of which are more restrictive than those established by the Personal Data Directive. In order to guarantee compliance with all applicable national laws, the Atos group has adopted a consistent policy applicable to all of its entities and their employees, especially those of the Worldline Group, founded on three key pillars:

(i) a set of principles based on those set forth in the Personal Data Directive,

(ii) a set of procedures that ensure that such principles are implemented, and

(iii) a training program for all Group employees, tailored to their positions and responsibilities.

The Group's compliance with the various national laws and effective implementation of the above-described policy is ensured by a dedicated system that relies on a twofold legal and technical expertise, comprising:

- a network of Data Protection Officers and designated paralegals in each Worldline Group entity, which is coordinated at the level of the Atos group by the Group Data Protection Officer, and

- a Global Office and Local Offices dedicated to the protection of personal data.

The measures described above were also put in place in anticipation of the new European legal framework currently being discussed. On January 25, 2012, the European Commission proposed a draft regulation intended to replace the current Personal Data Directive that would establish a new legal framework applicable to all companies that process personal data on European territory. Among the more significant aspects of the draft regulation are the following:

- the introduction of a principal of accountability, which would require data controllers to implement internal rules and mechanisms intended to guarantee and demonstrate to each of their clients, the persons concerned and the authorities in charge of monitoring the protection of personal data that they are in compliance with the regulation,

- a requirement to appoint a personal data protection representative in the European Union where the data controller is not established in the European Union,

- a requirement to carry out impact studies relating to data protection before processing operations that present potential risks, and

- a requirement to provide notifications of personal data violations and, in particular, security breaches.

All of these requirements are already covered by the Worldline Group's global data protection program. The Group is therefore well-positioned to address the new requirements that could result from the new European legal framework currently being contemplated. The adoption of a new regulation, initially scheduled for 2014, was recently postponed until the beginning of 2015 and would only effectively come into force two years after its adoption. Additionally, it could be amended over the course of the European legislative process.

6.9.4.2 Data processing carried out outside the European Economic Area

The Worldline Group carries out personal data processing operations in numerous countries outside of the EEA. Such processing is in some instances conducted on behalf of customers themselves located outside the EEA, while in others it is conducted on behalf of customers located within the EEA to whom the Worldline Group provides "offshore" services as an integral part of the services it offers.

Although there is no international regulation that harmonizes all of the principles applicable to personal data protection, the regulatory framework applicable within the EEA is seen as the

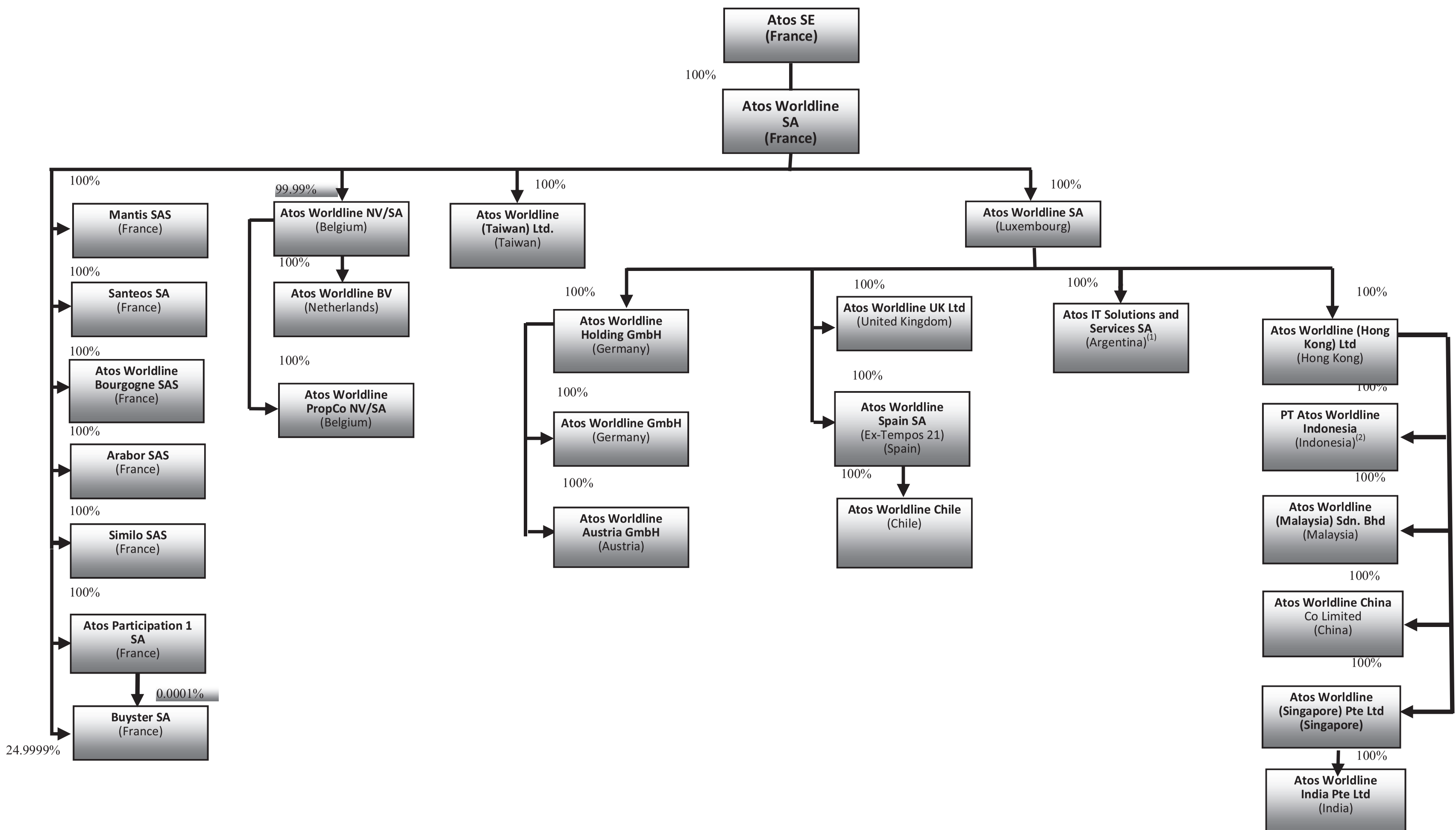
authority on such matters due to its strict and pioneering nature and the influence it has had on legislation that has emerged in numerous countries that have used it as a model, such as in North Africa, Latin America and Asia.

It is for this reason, and also in order to be in a position to guarantee to its customers the same high level of data protection regardless of the location in which their data is processed, that the Worldline Group has put in place the above-described group policy throughout its global operations. In each Worldline Group entity, Local Offices dedicated to data protection monitor compliance with this common policy, while ensuring that the necessary measures are taken where local laws are more stringent than the requirements set forth in the group policy. This practice not only enables the Group to ensure that data processing operations are fully compliant with the various applicable law, despite the absence of global harmonization of data protection laws, but also to guarantee the highest level of data protection, regardless of the location in which data processing operations are conducted.

7. ORGANIZATIONAL CHART

7.1 SIMPLIFIED GROUP ORGANIZATIONAL CHART

The organizational chart below shows the Group's ownership structure as of the date of this Registration Document.



(1) Atos Worldline S.A. (Luxembourg) and the Company hold 76.48% and 23.52%, respectively, of Atos IT Solutions and Services SA.
(2) Atos Worldline (Hong Kong) Ltd. and the Company hold 90% and 10%, respectively, of PT Atos Worldline Indonesia.

7.2 SUBSIDIARIES AND EQUITY INVESTMENTS

7.2.1 Major Subsidiaries

The Company's principal direct and indirect subsidiaries are described below. None of the Company's subsidiaries is a listed company.

Atos Worldline N.V./S.A. is a Belgian limited liability corporation (*société anonyme*) with share capital of €136,012,000. Its registered office is located at chaussée de Haecht 1442, 1130 Brussels, Belgium, and it is registered with the Belgian Trade Registry under number BE 0418 547 872. The Company directly or indirectly holds 100% of Atos Worldline N.V./S.A.'s share capital and voting rights (99.99% is held directly by the Company, with Atos Participation 1 S.A., a wholly-owned subsidiary of the Company, holding one share). Atos Worldline N.V./S.A.'s main business activity is designing, producing and operating IT products relating in particular to payment systems and payment-system management, developing and marketing of e-Commerce solutions, monitoring physical access and logistics, electronic payments, and loyalty programs.

Atos Worldline GmbH is a German limited liability company (*Gesellschaft mit beschränkter Haftung*) with share capital of €1,688,000. Its registered office is located at Hahnstrasse 25, Frankfurt, D-60528, Germany, and it is registered with the Trade Registry in the jurisdiction of the Court of First Instance of Frankfurt-am-Main (*Handelsregister B des Amtsgerichts Frankfurt am Main*) under number HRB 40417. The Company indirectly holds 100% of Atos Worldline GmbH's share capital and voting rights. Atos Worldline GmbH's main business activity is providing information technology services including software consulting, development, sales and operation.

Atos Worldline UK Limited is an English limited liability company with share capital of £43,000,100. Its registered office is located at 4 Triton Square, Regent's Place NW1 3HG London, United Kingdom, and it is registered with the Registrar of Companies of England and Wales under number 8514184. The Company indirectly holds 100% of Atos Worldline UK Limited's share capital and voting rights. Atos Worldline UK Limited's main business activity is designing, implementing and operating payment systems (principally for the transportation industry), as well as managing payment cards.

Atos Worldline S.A. is a Luxembourg limited liability corporation (*société anonyme*) with share capital of €33,819,450. Its registered office is located at 2A, rue Nicolas Bové, L-1253 Luxembourg, Grand Duchy of Luxembourg, and it is registered with the Luxembourg Trade and Companies Register under number 79.303. The Company directly holds 100% of Atos Worldline S.A.'s share capital and voting rights. The business activity of Atos Worldline S.A. comprises buying, selling and marketing software and information systems and providing services and documentation relating to such products; providing services and consulting with respect to management of companies, information systems and information technology; holding and managing international equity investments; and holding and promoting the Worldline trademark.

Certain members of the management of these subsidiaries hold positions within the Company. Please see Section 14.1, "Composition of Management and Supervisory Bodies" for more information about these roles.

See Chapter 19, "Related Party Transactions" for a description of the various agreements that have been entered into between Group entities.

Key Financial Data of Principal Operating Subsidiaries

The table below provides key financial data concerning the Group's principal operating subsidiaries for the fiscal years ended December 31, 2011, 2012 and 2013 (contribution to IFRS combined data):

(in € millions)	**Revenue**			**Net income as a share of the Group**			**Total Assets**		
	2011	**2012**	**2013**	**2011**	**2012**	**2013**	**2011**	**2012**	**2013**
Atos Worldline N.V./S.A.	308.6	311.4	311.1	53.2	52.0	48.2	620.3	697.6	699.0
Atos Worldline GmbH	93.7	100.2	102.6	3.1	2.8	2.7	74.4	80.6	86.0
Atos Worldline Limited	97.8	137.3	147.6	9.9	10.4	4.9	94.9	107.2	136.8

7.2.2 Recent Acquisitions and Disposals

For a description of the Reorganization Transactions, see Section 5.1.6, "The Reorganization Transactions".

7.2.3 Equity Investments

As of the date of this Registration Document, the Group holds 25% of the share capital and 20.75% of the voting rights of Buyster S.A., due to the individual limitation on voting rights provided for in its bylaws.

This equity investment is not material to the Group and is classified under "associates" in the Group's combined financial statements included in Section 20.1, "Group Combined Financial Statements".

8. PROPERTY PLANT AND EQUIPMENT

8.1 SIGNIFICANT EXISTING OR PLANNED PROPERTY, PLANT AND EQUIPMENT

As of December 31, 2013, the Group held property, plant and equipment with a total gross value of approximately €281 million, consisting mainly of the equipment (particularly information technology equipment) used in its production centers, more specifically its data centers. The Group leases almost all of its property, plant and equipment, generally under operating leases.

Property, plant and equipment held or leased by the Group consist primarily of the following:

- administrative buildings and offices for the Group's administrative and commercial needs, in all of the countries in which the Group operates. The principal sites leased are located in France (in particular the Bezons site, where the Company has its registered office), Belgium, Germany and the United Kingdom. The Group's principal data centers are located in France (at its Seclin site as well as its Vendôme site, which the Group is in the process of acquiring from an Atos group company), in Belgium (at its Brussels site), and in Germany (at its Frankfurt site), as well as in Spain and the United Kingdom. Certain sites in Belgium are sub-leased by Atos Worldline PropCo SA to Atos Worldline NV-SA (Belgium) in connection with a long-term lease between Atos Worldline PropCo SA and Immo Haecht 1442, which owns the Group's principal real property located in Belgium. Atos Germany Pension Trust e.V. holds an option to buy 40% of the shares of Immo Haecht 1442. The option is exercisable until June 30, 2014 and includes a right to substitute any other pension fund in the Atos group. For a description of Atos Worldline PropCo SA, see Section 5.1.6.4, "The Reorganization Transactions in Belgium and the Netherlands". The Group also rents, from third parties connected with its own data centers, four European telecommunications centers (located in France, Belgium and Germany). Lastly, the Group leases buildings and data centers in the emerging countries in which it operates, including India and Argentina.

- technical data center infrastructure, furniture, equipment (primarily information technology equipment) and data center servers, which the Group owns through its local subsidiaries.

- assembly plant in the United Kingdom for the manufacture of kiosks.

The Group believes that the usage rate of its various tangible fixed assets is consistent with its activity and projected growth, as well as with its current and planned investments.

As of the date of this Registration Document, the Group's planned property, plant and equipment correspond to the investments currently underway and planned as discussed in Sections 5.2.2, "Principal Investments Currently Underway" and 5.2.3, "Principal Planned Investments".

8.2 ENVIRONMENT AND SUSTAINABLE DEVELOPMENT

If its shares are listed on Euronext Paris before December 31, 2014, the Company will prepare, in respect of the 2014 fiscal year, a report containing social and environmental information, as set forth in Article L.225-102-1 of the French Commercial Code.

8.2.1 Sustainable Development Policy

Environmental constraints are unlikely to significantly affect the Group's activities.

However, sustainable development is a priority for the Group. The Group focuses its efforts on cost reduction, energy savings and operations that increasingly comply with the principles of sustainable development.

The strengthening of ecological initiatives aimed at measuring, monitoring and reducing the Group's environmental impact (in such areas as carbon emissions, energy efficiency, renewable energy, waste production, responsible procurement and employee travel) is a key component of the Group's corporate responsibility program. To this end, the Group's environmental initiatives have included implementing ISO 14001 at the Group's major sites (strategic data centers and principal establishments with more than 500 employees), as well as a program to reduce the Group's carbon footprint by 50% over the period 2009-2015 (as compared with 2008), put in place by Atos and from which the Group benefits.

8.2.2 The Group's Carbon and Energy Footprint

Since 2008, the Group has worked to reduce its environmental impact. At that time, studies showed that Information and Communication Technologies (ICT) were responsible for 2% of global emissions, or the equivalent of the emissions created by the air transportation industry. Since that time, with the proliferation of mobile devices such as tablets and smart phones, as well as continued growth in the number of servers required to store and manage the enormous increase in data volumes, the impact of ICT has doubled. Within the Group, over the same period, emissions decreased considerably as compared with their 2008 levels, as a result of the Group's efforts to reduce its carbon footprint.

The Group's first carbon footprint calculated at the worldwide level in 2008 became the baseline for future emissions reductions. As of the end of 2012, the Atos group, including the Worldline Group, had exceeded its interim objective, reducing its emissions by 41%. As of the end of 2013, the target of a 50% reduction in CO_2 emissions by the end of 2015 had been achieved (having been surpassed by five points) by the Atos group, including the Worldline group.

Due to the nature of the Group's activity, the factor with the strongest environmental impact within the Group is energy consumption. The Group's CO_2 emissions are principally due to the operation of its data centers and employee travel.

The Group uses a variety of approaches to reducing its energy consumption, as shown in the table below.

Emission Source	Principal Measures Taken
Data Centers	• Site consolidation, enhancement of efficiency through increasing the equipment usage rate in order to reduce the number of machines being used • Improvement of the electrical infrastructure and underlying cooling system, by using modern, more efficient equipment, configured for optimal functioning • Use of intelligent management tools to continuously monitor and manage energy consumption • Deployment of cloud solutions to increase the usage rate of ICT equipment and therefore reduce the number of machines being used
Offices	• Office consolidation and use of the Smart Campus concept • Use of intelligent management tools to continuously monitor and manage energy

	consumption • Office evaluation program (AVFC) to identify opportunities for efficiency gains and to inform the facilities improvement program.
Travel	• Limit travel, thanks, in particular to collaborative solutions (Zero email™) • Encourage means of transportation with low carbon emissions, as well as car sharing. • Electric vehicles

In 2013, the Group's data centers produced 1,176 metric tons of CO_2, its offices produced 1,508 metric tons of CO_2 and travel produced 3,787 metric tonnes of CO_2. The Group continued to improve its monitoring of refrigerant emissions, and in 2013 emissions of these fluids totaled 280 kg, following work to improve the Group's cooling systems and the installation of new equipment at the Seclin site.

Moreover, in 2013, direct energy consumption at the Group's data centers totaled 767 GJ. The Group consumed 39,602 GJ in indirect energy for heating and electricity in all of its offices.

8.2.3 Environmental Management

The implementation of an environmental management system at the Group's principal sites is a key element of its social and environmental responsibility program. This initiative not only contributes to environmental efficiency, but also improves competitiveness, ensures compliance with governmental regulations, reduces costs and risks, encourages stakeholder involvement, and, as a result, improves the Group's overall performance. The Group's objective is to certify 100% of its data centers and offices with over 500 employees by the end of 2015. All data centers and 50% of eligible sites are already ISO 14001 certified, including all sites in Belgium and the majority of those in France. The remaining sites, which are located in France and Germany, are all expected to be certified before 2015.

8.2.4 Waste Management

Waste management, in particular information technology waste, is a major environmental challenge for the IT industry. As a result, over the last several years the Group has developed a waste management policy that ensures traceability of waste collection (including other types of waste, such as paper and supplies) and the recycling of such waste. The Group has put in place the strictest waste management standards, since traceability and monitoring of waste are the principal criteria for certification.

In addition, the signature by the Worldline Group's suppliers of the Responsible Suppliers' Charter, which is annexed to the Group's agreements, requires the Group's suppliers to commit to the adoption of best practices with regards to sustainable development and compliance with national and international regulations.

The Group's "Bring Your Own Device" policy contributes to reducing the Group's information technology waste.

8.2.5 Office Organization that Helps Reduce Environmental Impact

The Group's main offices – those with more than 500 employees – represent 25% of the Group's offices and 75% of its employees. The "Smart Campus" concept, new working conditions and the implementation of a digital platform contribute positively to the environmental footprint of the Group's employees. Office-sharing and open space principles have enabled the Group to

reduce the number of square meters necessary to carry out its activities, thus reducing lighting, heating and cooling costs.

The Group has also deployed a digital platform that enables employees to access their work environment at any time and from any place. This initiative promotes telecommuting, allowing for greater flexibility in work organization. This concept has also enabled the Group to share IT resources and telecommunication costs, helping to lower IT and telecommunications fees.

The "Smart Campus" concept provides an opportunity to implement the paperless office principle. The decrease in the ratio of printers to employees (to 1 for every 50 people), the elimination of personal printers and the spread of the "Follow-Me Printing" principle have led to a decrease in the Group's paper consumption.

Finally, the "Smart Campus" concept encourages limiting travel to the extent possible, while encouraging the maximum possible amount of remote collaboration through the "Zero email™" program, which includes a company social network on blueKiwi, unified communications, videoconferences, and a knowledge management site. This new way of working encourages the use of more ecological forms of transportation, such as trains and public transit, while providing employees new on-site services, such as a fleet of electric vehicles, backed up by a strict "green" travel policy.

In 2013, the Group's emissions in connection with travel totaled 3,787 metric tons of CO_2.

The Group also benefits from the "MyCar" program put in place by the Atos group. At the end of 2012, a fleet of ten electric vehicles was made available, free of charge, to employees working at the Bezons site. In 2014, this initiative will be expanded to other locations in France, in particular the data centers located close to Paris.

8.2.6 Sustainable Data Centers

The strategic data centers are the Group's top priority for improving environmental efficiency. In that regard, certain strategic data centers, in particular the Group's data centers located in France, have been identified as providing the majority of the Group's information technology capacity. Based on a consolidation plan, other data centers could be merged with these strategic data centers.

In 2013, the Group's objective was to reduce its Power Usage Effectiveness ("PUE") ratio from 1.75 to 1.72. At the Group's two principal data centers, that objective has nearly been reached, with one center reaching 1.70 and the other oscillating between 1.74 and 1.72 (during peak periods). PUE has decreased continuously as a result of efforts to rationalize, mutualize and virtualize the server fleet.

In 2013, the Group saved 800 GJ of energy (approximately 222MWh) by virtualizing dedicated platforms and by replacing old equipment with newer equipment that was more energy efficient and economical.

In the United Kingdom, the Atos group started construction on a new, low-environmental impact data center near Birmingham, with a PUE of 1.15 as a result of cooling system using outside air. The data center is expected to be operational in early 2015. The Group will be able to use it for the needs of its subsidiary Atos Worldline UK Limited.

In addition, the Atos-Siemens alliance invested in a data center infrastructure management solution (DCIM) that makes it possible to monitor data center energy consumption in real time, with powerful optimization and energy-reduction functionalities. Furthermore, a tangible asset-

management module was deployed, integrating powerful analysis and simulation options to optimize the use of available space and of data center racks. In 2014, the Group began deploying DCIM in its European data centers, in particular in Birmingham, after two years of development and testing.

8.2.7 Carbon Offsetting

The Group participates in the Atos group's carbon offset program. In connection with this program, Atos invested in a wind farm in India selected by EcoAct, an organization dedicated to fighting climate change which partners with the Atos group in its effort to strengthen its carbon management strategy. This project enables the Group to offset all of the carbon emissions from its data centers and offer carbon-neutral hosting services to its clients.

8.2.8 Development of Non-Carbon Energy Sources

The Group's objective is to obtain all of the energy used by its principal data centers from non-carbon sources by the end of 2015. As of the end of 2013, 100% of the Group's remaining emissions were offset, offering customers carbon emissions-free data hosting.

Information management is the centerpiece of the Group's portfolio of solutions. Of prime importance in the 21st century, data grants the company a true competitive advantage and is at the heart of the Group's business. Data processing will play a crucial role in the future as its fields of application are extensive and affect many aspects of society (health, the environment, science, transportation, education, etc.). Information management fosters a society that is more responsible and respectful of the environment.

Paperless businesses (e.g. digital archiving, e-Commerce, online banking), social services for individuals (e.g. e-Health) and cities (e.g. management of road traffic), digital services (e.g. connected vehicles, smart cities), data security (e.g. electronic passport) or electronic transactions (e.g. e-Payment), contribute not only to the Group's economic and environmental performance (by reducing pressure on natural resources and by cutting down on transportation) but also to social well-being (by providing remote-access services and improving the user experience). The digital services offered by the Group not only help reduce greenhouse gas emissions, but also contribute to the development of well-being and civic rights.

As an example, the Group often works with the French government, in particular in e-Administration in France with the e-bourgogne GIP, through which the Group has developed paperless services for communities in the Bourgogne region. Thanks to these services, all the municipalities in this region have a website and can offer innovative solutions to their citizens. These services facilitate administrative measures and energize an area.

Through its subsidiary Santeos, the Group stores sensitive medical information by using a Personal Medical File (*Dossier Médical Personnel*), which is a service designed to make an electronic medical file available to all health insurance recipients. This electronic medical file is accessible to patients online. Its goal is to improve the quality of care by facilitating coordination and exchanges of information between healthcare professionals.

9. OPERATIONS AND FINANCIAL REVIEW

This management's discussion and analysis provides a review of the results of operations, financial condition and liquidity and capital resources of the Company and its subsidiaries and outlines the factors that have affected recent earnings, as well as factors that may affect future earnings. The following discussion is based on and should be read together with the Group's audited combined financial statements as of and for the years ended December 31, 2013, 2012 and 2011, and the related notes thereto, prepared in accordance with IFRS and included elsewhere in this Registration Document, as well as the information included in Chapter 3, "Selected Financial Information and Other Data", Chapter 12, "Trend Information", Chapter 13, "Profit Forecasts" and Chapter 20, "Financial Information Concerning the Group's Assets and Liabilities, Financial Condition and Results".

9.1 OVERVIEW

9.1.1 Introduction

The Group is one of the leading European providers of electronic payment and transactional services and one of the largest such providers worldwide. With over 40 years of payment systems expertise and operations in 17 countries across Europe, Latin America and Asia, the Group operates across the full extended payment services value chain, providing a full range of merchant acquiring, payment processing and business solutions services to financial institutions, merchants, corporations and government agencies. The Group works closely with its clients to provide outsourcing solutions, typically under long-term contracts where it receives fees for the initial implementation of the solution, followed by further fees calculated on the basis of transaction volumes and values over the life of the agreement. The Group's strong culture of innovation allows it to help clients enhance their existing services and harness advances in technology to create new markets and services. In 2013, the Group generated total revenues of €1,135.1 million, OMDA of €203.2 million and net income of €118.5 million.

The Group operates as one global factory that leverages its increasingly integrated infrastructure platform to support its three global business lines, which are all of comparable size:

- ***Merchant Services & Terminals (2013 revenue: €364.6 million, 32.1% of total revenue)***. The Group's Merchant Services & Terminals global business line offers merchants an extensive range of solutions and services, allowing them to accompany their customers across the entire sales cycle, while optimizing payment-related activities, whatever the sales channel used. This global business line has four business divisions: commercial acquiring, online services, private label card & loyalty programs and terminals. .

- ***Financial Processing & Software Licensing (2013 revenue: €391.7 million, 34.5% of total revenue).*** The Group's Financial Processing & Software Licensing global business line delivers solutions that allow banks and financial institutions to manage cashless payments by outsourcing some or all of the key business processes involved in (i) issuing credit and debit cards (credit or payment), (ii) acquiring and processing electronic payment transactions, (iii) offering multi-platform online banking services (including online banking e-Payments) to their customers, and (iv) providing new payment options such as electronic wallets. In addition, the Group offers banks and financial institutions that prefer to perform processing in-house a range of payment software solutions on a

licensed basis. This global business line has four business divisions: acquiring processing, online banking, issuing processing and payment software licensing.

- ***Mobility & e-Transactional Services (2013 revenue: €378.8 million, 33.4% of total revenue).*** The Group's Mobility & e-Transactional Services global business line goes beyond its traditional client base of merchants and banks and financial institutions to address the needs of private and public sector clients by proposing new digital solutions and business models that take advantage of the digitization of the physical world. The Group believes this market will generate significant additional payment transaction volumes in the years to come. This global business line has three business divisions: e-Ticketing, e-Government collection and e-Consumer and mobility.

9.1.2 Reorganization Transactions

In 2013, the activities that today form the Group (the "Worldline Activities") were separated from the rest of the Atos group (the "Non-Worldline Activities") via the "Reorganization Transactions" described in Section 5.1, "History and Development" of this Registration Document. Prior to that time, certain Worldline Activities were carried out by entities that do not form part of the Group and thus had to be contributed to entities that today are part of the Group. The Reorganization Transactions have been accounted for in the combined financial statements as a business combination of entities under common control of the Atos group. The combined accounts have been prepared as if all of the entities or businesses historically owned by the Atos group at January 1, 2011 had been part of the Worldline Group as of that date and all Non-Worldline Activities have been excluded as of that date. For entities contributed to the Worldline Group as part of the Reorganization Transactions carried out in 2013 and deemed part of the Group as of January 1, 2011 for purposes of the combined financial statements, the corresponding cash paid for the acquisition by Worldline is recorded in the cash flow for 2013, which is when the share transfer took place. For entities acquired or disposed of by Atos between January 1, 2011 and December 31, 2013, the combined accounts give effect to the acquisition or disposals as of the date the entity was acquired or disposed of by Atos. See Note A.1.7.2 to the combined financial statements for further description of how the combined historical financial statements were prepared.

9.1.3 Principal Factors Affecting the Group's Revenue and Profitability

9.1.3.1 Payment Services Industry Dynamics

The payment services industry is currently undergoing a period of significant change in response to changing consumer habits, new technology and regulatory developments. Trends in the payment services industry can have a significant impact on the underlying performance of the Group's business. Key trends include the following:

- *Transaction Volume Growth.* The Group generates a substantial portion of its revenue from the processing of payment transactions charged primarily on either a per transaction or volume basis (based on a percentage of transaction value). These kinds of transactions are growing significantly as consumers gradually shift from cash to non-cash payments, driven by a number of factors including increased acceptance of non-cash payments by merchants in stores, growth in e-Commerce transactions and transactions using mobile devices, government initiatives to encourage non-cash payments and other factors. A.T. Kearney estimates that non-cash transactions in the European Union grew at a compound annual growth rate of

4.5% between 2005 and 2011, and forecasts that the CAGR will grow to 8% for the remainder of the decade, with total transactions reaching 177 billion by 2020. See Section 6.2 , "Industry and Market Overview" of this Registration Document.

- *Regulatory changes.* Pending regulatory changes in Europe are expected to significantly decrease interchange fees and to increase the ability of payment institutions to access European markets other than those of the originating member state in which they have a license (Visa/MasterCard) to issue payment cards or undertake commercial acquiring activities. Because the Group records its revenue net of interchange fees paid to issuing banks, and does not itself act as an issuing bank, the effects of the reduction of interchange fees on the Group's revenue will be indirect rather than direct. The primary impact of these changes on the Group's revenue will be driven by their effects on the Group's merchant and banking clients and consumer behavior. The Group believes that the reduction in interchange fees will encourage more merchants to accept credit and debit cards for small payments, driving additional growth in the number of transactions. In addition, the Group believes that issuing banks, which will see the amount of revenue they receive from interchange decrease, are increasingly considering outsourcing their payment processing services to reduce costs. They also will seek to add new value added services to generate new fees to offset the reduction in interchange fees. The Group has experienced pricing pressure in recent periods and expects pricing pressure from banks to continue to increase due to the changes to interchange fees. See Section 6.9, "Regulation" and Section 6.2, "Industry and Market Overview".

- *Technology changes.* Mobility and big data technology are creating new payment methods and new business models. These developments have the potential to drive additional growth in transaction numbers. Similarly, payment service hub services (such as the integrated WIPE platform the Group is developing) are becoming more and more important in order to adapt existing systems to new payment methods and models, which may create new outsourcing opportunities from banks whose near-term transaction volume is not sufficient to support investment in redesigning their own systems.

- *Emergence of new electronic payment methods.* New electronic payment methods such as Online Banking enabled Payments (OBeP) and person-to-person electronic wallets are creating new non-card based methods for electronic payments that the Group believes will generate increased transaction volumes. Because these new services offer opportunities for fee structures that differ from the traditional credit card interchange fee system, they may also lead to further pressure on prices, which may in turn further fuel volume growth. The net impact on the Group will depend on whether the effect of increased volume outweighs the effect of any associated price decreases.

- *Pricing dynamics.* The payment services industry is highly competitive, and the ability to deliver reliable, high quality processing services at competitive prices for high processing volumes is an important differentiator. The Group seeks to leverage its scale and global factory approach to achieve low costs and enhance its ability to provide highly competitive pricing without sacrificing reliability or profitability.

- *Emergence of new digital businesses.* The digital revolution is creating new digital businesses that are expected to drive additional payment transaction growth in the coming years. E-Ticketing and automated fare collection, new government services and Connected Living services that leverage the "internet of things" are each creating new service ecosystems with new non-cash payment needs.

9.1.3.2 Contract Structure

Although each contract is tailored to the circumstances and the specific terms vary from client to client, the Group's contracts typically have one of two main structures.

- *Build to run contracts.* The Group provides most of its services under mid- to long-term term "build to run" contracts. These arrangements typically include fixed fees paid to the Group upon completion of specified milestones during the "build" phase of the service, as well as ongoing "run" fees paid once the service has become operational. "Run" fees for operating and maintaining the system typically include a fixed component, typically with a pre-agreed capacity or assumed minimum number of transactions, and a variable component based on the number of transactions beyond a pre-agreed threshold.

- *Transaction value based contracts.* The Group provides some services under contracts that are primarily based on the value of transactions processed, with minimal fees for initial set up of the service. These arrangements include the processing of credit (or debit) card transactions in the Group's commercial acquiring business and certain of the Group's e-Ticketing contracts in Latin America. The Group recognizes revenue from transaction based contracts at the time of the transaction.

The Group's revenue and profitability recorded during any given period is affected by the mix of the types of its contracts and the stage of development of those contracts.

- From a revenue perspective, the Group generally records a significant amount of revenue from a build to run contract during the "build" phase. Once the "run" phase of a project begins, the Group typically earns lower transaction based revenue during the "ramp" phase of the project and higher transaction based revenue once the project reaches the "maturity" stage.

- In terms of profitability, the most profitable stage of a contract is typically the "maturity" stage, where the Group earns increasing transaction based revenues (or they remain high) with relatively small additional cost. The "build" stage is typically less profitable because the costs of building a service are usually higher than the fixed costs of running a service once it is in place. During the "ramp" phase, a contract with "run" revenue priced on a per transaction or value basis may or may not be profitable, depending on the terms of the agreement and whether the minimum fees charged without reference to the number or value of transactions are high enough to offset the associated costs.

- Given the front-end nature of build revenue and the lower associated profitability of the build and early ramp phases of a project, differences in the mix of development stages of the Group's projects from period to period may cause significant period to period fluctuations in revenue and profitability at the

consolidated level, and the effect may be even more pronounced at the level of a particular global business line or business division.

9.1.3.3 Composition of Global Business Line Revenue

The Group's combined revenue is generated by sales of services and products by its three global business lines.

9.1.3.3.1 Revenue of the Merchant Services & Terminals Global Business Line.

The Group's Merchant Services & Terminals global business line generates revenue from four business lines:

- *Commercial Acquiring.* Commercial acquiring is the largest contributor to the Group's Merchant Services & Terminals revenue, representing 38% of total revenue for this global business line in 2013. The Group's commercial acquiring revenue is primarily derived from the processing of credit and debit card transactions. The fees the Group charges generally consist of either a percentage of the value of the transaction (in the case of credit card transactions) or a fixed fee per transaction (in the case of debit cards), or both (in the case of low-value debit transactions), and are recognized at the time of the transaction. The Group also generates revenue from ancillary value added services such as fraud detection, customer feedback surveys, and loyalty and gift card solutions. Revenue from the Group's commercial acquiring business is affected primarily by average transaction values, the mix of merchant types in its client portfolio and the commercial performance of the Group's merchant clients.

- *Online Services.* Online services is the third largest contributor to the Group's Merchant Services & Terminals revenue, generating 18% of total revenue for the global business line in 2013. The Group generates online services revenue from two main groups of solutions: omni-commerce solutions and Worldline Sips payment acceptance solutions. The Group's omni-commerce solutions are generally sold under mid- to long-term contracts that include fees for designing and implementing the service, and recurring fees generally with an assumed minimum number of transactions, and agreed per-transaction fees above the assumed minimum. Omni-commerce revenues also include revenues from the Group's redspottedhanky.com e-Commerce site, from which the Group earns commission revenue for the sale of train tickets and other travel-related purchases generally based on a percentage of the value of the items sold. The Group's Worldline Sips services revenue is generated primarily from activation fees, monthly subscription fees and per transaction processing fees that incorporate volume discounts for higher numbers of transactions. The Group also includes in this business line revenue from other acceptance-related processing services. Revenue from its online services business is impacted primarily by the number of omni-commerce projects in the build phase during the relevant period, the number of omni-commerce transactions processed for projects in the run phase and the number of Sips and other acceptance transactions processed.

- *Private Label Cards and Loyalty Services.* Private Label Cards and Loyalty Services is the fourth largest contributor to the Group's Merchant Services & Terminals revenue, generating 17% of total revenue for the global business line in 2013. Revenues from the Group's private label card and loyalty services are driven

primarily by the number of cards or loyalty accounts managed, the level of transactions per account, and average fee per managed account and per transaction. When designing a new loyalty program the Group also typically receives "build" fees for the initial implementation of the program.

- *Terminals.* Terminals are the second largest contributor to the Group's Merchant Services & Terminals revenue, representing 27% of total revenue for the global business line in 2013. The Group's terminals are generally offered to merchants on a purchase or rental basis, with an initial installation fee and recurring monthly maintenance fees, and are often sold as a package with its commercial acquiring services in countries where the Group offers such services. The Group's terminals revenue is driven primarily by the number of terminals sold or rented out and the average price or rental fee per terminal, which is in turn influenced primarily by market conditions and the mix of terminals sold.

9.1.3.3.2 Revenue of the Financial Processing & Software Licensing Global Business Line.

The Group's Financial Processing & Software Licensing global business line generates revenue from four business lines:

- *Issuing Processing.* Issuing processing is the largest contributor to the Group's Financial Processing & Software Licensing revenue, generating 50% of total revenue for this global business line in 2013. The Group earns most of its issuing processing revenue from the processing of transactions under long term contracts under which fees are primarily based on the number of credit cards managed and the number of transactions processed. The Group's card issuing services revenue is therefore primarily a function of the number of cards managed, the average level of transaction activity and the average fee per managed card and per transaction. The Group typically offers volume discounts based on pre-determined bands of transaction volumes and cards managed. When the Group acquires a new client or helps implement new services such as electronic wallets, the Group typically earns a "build" fee for the initial set up of the service, then earns fees based on the number of business transactions processed.

- *Acquiring Processing.* Acquiring processing is the second largest contributor to the Group's Financial Processing & Software Licensing revenue, generating 24% of total revenue for the global business line in 2013. The Group's acquiring processing revenue is primarily driven by the number of acquiring transactions processed by the Group in countries where it is not itself the commercial acquirer and the average fee per transaction. Due to an insourcing tend in France, this business line may show a decrease in revenue in the short term. The Group's acquiring processing business also includes revenue from the processing of checks, a business line that is experiencing a steady revenue decline as consumers increasingly pay for transactions using cards and other non-cash, non-check payment methods and whose profitability is adversely affected to the extent of any bad debt losses for which the Group indemnifies merchants.

- *Online banking services.* Online banking services are the fourth largest contributor to the Group's Financial Processing & Software Licensing revenue, generating 10% of total revenue for the global business line in 2013. The Group's online banking revenue is generated from transaction fees for processing OBeP transactions, SEPA

credit transfer and direct debit transactions and eBrokerage transactions, which are typically charged on a per transaction fee basis. The Group also generates revenue through this business line from projects such as enhancements to online banking sites and adaptation of client systems to accommodate SEPA transactions, which are typically charged on a build and run project basis.

- *Software licensing.* Payment software licensing is the third largest contributor to the Group's Financial Processing & Software Licensing revenue, generating 16% of total revenue for the global business line in 2013. The Group's software licensing revenue is typically based on an upfront software license fee paid at the time the software is sold and ongoing maintenance and support fees charged annually thereafter based on a percentage of the initial license fee. The Group also earns significant project revenues to help banks roll out and integrate the software into their existing systems. Integration project revenue typically generates the largest portion of the software licensing division's revenues.

9.1.3.3.3 Revenue of the Mobility & e-Transactional Services Global Business Line.

The Group's Mobility & e-Transactional Services global business line generates revenue from three business lines:

- *E-Ticketing.* E-Ticketing is the second largest contributor to the Group's Mobility & e-Transactional Services revenue, generating 28% of total revenue for the global business line in 2013. Its e-Ticketing and journey management services are typically sold under mid- to long-term build to run project contracts. These include initial project implementation fees as well as ongoing fees over the life of the contract based on the number or value of tickets managed. This division's revenue is largely driven by the number of contracts the Group wins, the mix between projects in the build phase and those in the run phase, the volume or value of transactions, and average pricing terms.

- *E-Government Collection.* E-Government Collection is the largest contributor to the Group's Mobility & e-Transactional Services revenue, generating 49% of total revenue for the global business line in 2013. The Group's e-Government Collection business line offers a range of services, including large scale digitization services, road traffic enforcement, car inspection recordkeeping, tax collection, healthcare information and reimbursement systems and other services to public sector entities under a range of contract types, often of significant size. It should be noted that 60% of e-Government Collection activity is currently generated by two major contracts that expire in late 2015 and will thereafter be subject to a tender process. Many of these services are provided on a build to run project basis where the Group earns an initial fee for the design and implementation of the project and thereafter earns ongoing fees for maintaining and running the program based on the capacity of the system. The Group also earns some fees based on the number of transactions or records processed and additional system capacity. After a service has begun operations, the Group may also earn new project revenue to further expand its capabilities.

- *E-Consumer and Mobility.* E-Consumer and mobility services are the third largest contributor to the Group's Mobility & e-Transactional Services revenue, generating 23% of total revenue for the global business line in 2013. The Group's e-Consumer

and mobility business line offers a range of services. Consumer cloud services are typically priced based on the number of end users and the average usage per user. Revenue from these services may also include some project revenue in connection with implementing new services. Contact services are typically based on the number and duration of connections. Connected Living projects typically include build revenue and then an ongoing fee based on the number of connected devices managed.

9.1.3.4 Contract Renewal Cycles

The Group's revenue and profitability can be significantly affected by contract renewal cycles. The Group's contracts generally range from three to five years in length, with some private sector contracts in Latin America having a length of up to ten years. When an agreement reaches the end of its term, a client may seek to renew it or renegotiate the terms of the agreement or may decide not to renew the agreement. The terms of a contract renewal, or failure to renew a contract, can have, depending on the relative size of the agreement in question, a significant impact on the revenues and profitability of the Group or a global business line in any given period. Although the Group's business is spread across a large number of agreements and no single client represented more than 6% of the Group's revenues in 2013, the relative weight of a particular contract can be higher within a business division or global business line. A number of significant agreements will reach the end of their term during the 2014-2016 period. See Section 4.1, "Risk Factors – Risk Related to the Group's Business and Industry" for more information about the Group's customer concentration levels.

9.1.3.5 General Economic Conditions

The Group generates the majority of its revenue from the processing of payment transactions on either a per transaction or percentage of transaction value basis. During economic downturns, consumers typically reduce spending, and card issuers often reduce credit limits and tighten their card issuance rates, which can have a negative effect on the overall value of transactions generated by consumers and number of cards managed. Although this effect exists, it has been far outweighed in recent years by the secular shift from cash to non-cash payments. Also, while consumers reduce spending during downturns, many consumers may make smaller but more frequent transactions. Because a majority of the Group's revenue is generated on the basis of the number of transactions that take place, this helps reduce the effect of overall spending declines. In addition, a significant portion of the Group's Merchant Services & Terminals business is earned from retailers that are in non-discretionary spending categories such as groceries or fuel, the sales of which are less volatile, which further insulates the Group from the full effect of economic downturns.

9.1.3.6 Services Mix

The Group's revenue and profitability are also affected by the mix and stage of maturity of the services it sells. As noted in Section 9.1.3.2 "*Contract Structure*," while the highest revenues under a build to run contract are typically earned during the "build" phase, the most profitable stage of such contracts is typically the "maturity" phase of the "run" period. Each of the Group's three global business lines has a mix of some services that have reached scale and others that are still in the build or ramp up phase. From a global business line profitability perspective, the Group's Financial Processing & Software Licensing global business line and Merchant Services & Terminals global business line have a higher proportion of services that have reached full scale, allowing it to generate OMDA margins of 22.7% and 21.6% respectively for these two global business lines in 2013. Conversely, because the Group's Mobility & e-Transactional Services

division tends to have a proportionately higher portion of its revenues from projects in the build and ramp phase, it generates higher revenue growth but lower margins (OMDA margin of 14.1% in 2013). Similarly, the Group earns higher average fees on credit card transactions than it does on debit, ObEP and certain electronic wallet transactions. To the extent that these categories of non-cash payments experience significant growth in future periods, the Group's profitability would be affected by the extent to which the new volumes generated by these payment methods outweigh the lower per transaction fees and the Group's success in building scalable platforms to process these volumes profitably.

9.1.3.7 Geographic Footprint

Although the Group provides services across the extended payment services ecosystem, it currently does not generate revenue from its full range of services across each of its principal jurisdictions. As part of its strategy, the Group intends to gradually expand the geographic footprint of its services throughout the markets where it operates, leveraging its new global business lines structure and its increasingly integrated and standardized IT platforms.

Although most of the Group's revenue is currently generated in its core historical markets in Europe (approximately 90% in 2013), the Group is earning an increasing proportion of its revenue from emerging market countries in Latin America and Asia. The percentage of the Group's revenue generated in emerging markets in Latin America and Asia was less than 10% in 2013, and this percentage is expected to grow over time as the Group pursues further international growth. While penetration rates in the Group's core markets in Europe still show room for growth, growth rates in adoption of card-based and other non-cash payments are significantly higher in emerging markets.

9.1.3.8 Seasonality and Period to Period Variability

Although the Group's operations typically do not show strong seasonal variations, the fourth quarter of the year, which is favorably affected by higher shopping volumes during the end of year holidays, is the Group's highest revenue quarter, and the first quarter of the year, when new projects are often in their early phases, usually shows the lowest revenue. The effect of the end of year holiday season is offset to some extent by a slowdown in certain of the Group's e-Government contracts that have lower volumes during holiday periods.

While the Group's results do not typically show strong seasonal variations, the Group may experience significant period-to-period fluctuations at the consolidated level or in a particular global business line or business division. In particular, given the front-end nature of build revenue and the lower associated profitability of the build and early ramp phases of a project, a greater or lesser proportion of build revenue from one period to the next can have a significant impact on revenues and profitability. A range of other factors could cause or contribute to period to period fluctuations, including non-renewals of contracts or the end of life of a terminal product.

9.1.3.9 Changes in Scope

The Group's scope of consolidation has evolved during the period covered by the financial statements and is expected to continue to evolve given its external growth strategy. Worldline entities acquired or disposed of by Atos after January 1, 2011 are treated in the Group's financial statements as having been acquired or disposed by the Group at the date of acquisition or disposal by Atos.

During the period covered by the financial statements, the Group's revenues were significantly affected by only one acquisition – the acquisition by Atos of Siemens IT Solutions and Systems (SIS) in July 2011. SIS entities acquired in and consolidated from July 2011 contributed €42.3 million (or 4.2%) to the Group's revenue in 2011.

The Group's scope of consolidation was also affected by several smaller investments and disposals carried out by the Atos group in 2012: the acquisition in June of Quality Equipment, a Netherlands-based manufacturer of payment terminals, and the sale in July of the Group's 49% interest in its joint venture Sinsys to the Group's joint venture partner, SIA. Quality Equipment contributed €7.1 million (or 0.6%) to the Group's 2012 revenues. Sinsys contributed €11.0 million (or 1.0%) of the Group's revenues in 2012.

9.1.3.10 TEAM Project

In early 2014, the Group launched "TEAM", a three-year efficiency, industrialization, and standardization program whose underlying objective is to extract the full value and potential of the Group by improving the efficiency and integration of all of its component activities, globally. Through the TEAM program, the Group aims to improve its operating model, reduce costs and leverage its resources and strengths across the Group's business to benefit from the strong growth in the markets and industries in which the Group operates, improve resource allocation and standardization across its network, and take full advantage of the Group's size and global reach. Through TEAM, the Group is leveraging "continuous improvement" initiatives already begun as part of Atos' similar TOP Program, such as lean management and improved purchasing efficiency, while implementing new "efficiency through transformation" initiatives aimed at increasing the Group's production volumes, enhancing the globalization of its business, and integrating and standardizing the Group's IT infrastructure. The Group's objective through TEAM is to reduce costs to allow the Group to achieve total cost savings (net of implementation costs) of approximately €150 million by 2017. Roughly one-third of the savings are expected to result from continuous improvement initiatives and two-thirds through efficiency through transformation initiatives.

The TEAM program comprises the following eight key cost-reduction initiatives:

- *Contract profitability.* Further enhance the profitability of the Group's existing projects and contracts through improved monitoring of contract performance and by mobilizing expert task forces to implement remediation processes when necessary.

- *Industrialization of development methods.* Continue to introduce standardized project and software development tools and methodology and staffing "best practices" rules across the Group's global business lines and geographic divisions to enhance the efficiency of software development, reduce idle time in development and production, minimize overlap and redundancy, promote re-use of existing functionalities, and optimize the use of resources.

- *Optimization of business organization.* Optimize the Group's business and workforce by further streamlining the Group's organizational structure and focusing on establishing the right mixes of in-house and outsourced functions and reliance on own workforce versus sub-contractors, and improving mobility throughout the Group to better leverage the Group's strong community of experts.

- *Product massification.* Improve efficiency and benefit from both scale effect and shared services and competencies by consolidating overlapping production activities to create a global production process, while standardizing delivery processes internationally with the introduction of an effective cross-country delivery model for most international contracts.

- *Infrastructure streamlining*. Continue the integration of the Group's technology platforms by introducing the "Worldline Integrated Payment Engine" (WIPE), a fully integrated, highly scalable, end-to-end technology platform designed to yield significant strategic and operational advantages, and by further enhancing the way the Group prioritizes and distributes production tasks across its organization.

- *Customer services*. Further enhance the level of customer service provided by the Group to its own clients and to the customers of its clients by, among other things, accelerating the roll-out of local initiatives to improve efficiency and improving peak seasonal or cyclical workload management.

- *Purchasing*. Continue to expand the involvement of the Group's procurement teams to leverage the Group's best practices and scale, by systematically involving procurement teams throughout a project's lifecycle, including them early on and in the decision-making process, expanding team sizes in response to greater demand levels, and creating specific purchasing milestones in bid and budget processes.

- *Lean implementation*. Continue with and follow up on the implementation of the "lean" program initiated by Atos, which applies a standard methodology designed to strengthen operations across the Group, develop customer loyalty and to leverage the skills and creativity of staff to increase operational efficiency, improve quality of service, promote well-being at work and attract and retain top talent.

In addition to the cost cutting initiatives, TEAM also includes a sales effectiveness initiative designed to enhance sales by increasing the amount of time spent by sales teams on pure marketing and client-facing activities, establishing commercial action plans to ensure clear sales priorities, address clients' needs, and pursue cross-selling opportunities to bring a fuller range of Worldline products to its existing clients, and incentivizing Worldline's sales force by further optimizing variable compensation schemes.

9.1.3.11 Atos Services

Atos provides the Group with a number of support and IT services on an arms' length basis. The amount paid to Atos for these services was €110.7 million, €83.5 million and €78.4 million in 2013, 2012 and 2011, respectively. The increase in the level of expenses over the three year period was primarily driven by higher activity on projects using outsourced Atos IT services. In 2013, the increase also reflects the Reorganization Transactions, as a result of which some personnel that previously worked for the Group now work for Atos, and certain maintenance services that were previously handled in-house are now provided by Atos. Atos bills the Group for these services, which the Group records as subcontracting costs. For a description of the agreements related to these services, see Section 19.1.1, "Services Agreements".

The principal categories of expenses billed to the Group by Atos include:

- *Rental costs.* The Group pays Atos for its share of the rental cost of shared facilities. This charge is recorded under "Operating Expenses" under the line item "rent and lease expense".

- *Subcontracting costs.* Atos rebills the Group, at a price based on Atos' actual costs plus an agreed margin, for the cost of Atos personnel that provide IT services and maintenance services to the Group. These expenses are recorded under the line item "subcontracting costs" with effect from July 2013.

- *General and administrative expenses.* Atos also provides the Group with support services for corporate office functions, including accounting and HR related services. These costs are recorded under the line item "Operating Expenses" under "other charges".

- *Trademark license fee.* The Group pays Atos a license fee for the use of the Atos name. This charge is recorded under the line item "operating expenses" under "other charges".

- *Financing charges.* Atos provides the Group with funding on an arms' length basis. These costs are recorded under "cost of net financial debt".

9.1.4 Summary Description of Principal Income Statement Line Items

9.1.4.1 Revenue

The Group generates revenue from its three global business lines as described above. See Section 9.1.3.3, "Composition of Global Business Line Revenue".

9.1.4.2 Personnel Expenses

The Group's personnel expenses primarily consist of wages and salaries, social security charges, taxes, training and profit sharing, equity based compensation expense and differences between pension contributions and net pension expenses. These charges are generally driven by the average number of employees and average compensation levels. Over the period under review, these charges have remained relatively consistent as a percentage of revenue at 41.1% in each of 2013 and 2012 and 40.2% in 2011.

9.1.4.3 Operating Expenses

The Group's operating expenses include the following categories of expenses:

- *Subcontracting costs.* Subcontracting costs consist of the cost for subcontracted services, roughly half of which is typically IT subcontracting, mostly on a time & materials basis. The other half comes from other outsourced services, which mainly include non-IT services such as printing, mailing and other statement preparation activity and ATM services. The level of these expenses in any given period is mainly driven by the number of projects in the project phase, some aspects of which the Group may decide to outsource rather than handle in-house, and customer volumes, which drive costs that are dependent on volume, such as printing, mailing and statement activity. Roughly half of the Group's time & materials subcontracting costs in 2013 was related to outsourced IT services provided by Atos to the Group. Subcontracting costs have grown over the 2011-2013 period, mainly reflecting the

growth of project activity, requiring additional resources, and the growth in customer volumes.

- *Purchases of hardware and software.* These expenses primarily consist of the cost of components used to manufacture the Group's terminals, hardware security modules and other devices, and to a lesser extent hardware sold as part of integration projects. The primary driver of these costs is the number and mix of terminals sold and the average cost of components per terminal.

- *Rent and lease expenses.* Rent and lease expenses consist of facility rental costs, software rental fees and certain card scheme royalties. Rental costs for facilities are generally a function of the size of the relevant facility and average rental rates, which are generally driven by the location and nature of the facility.

- *Postal and Telecommunications costs.* The group makes significant use of postal services and communications bandwidth. These costs are generally a function of the amount of usage and average rates. These costs have decreased as a percentage of sales over the three year period, primarily reflecting general decreases in market rates and successful negotiations by the Group's sourcing teams.

- *Travel expenses and company cars.* These expenses consist of travel costs and the cost of company cars, which have remained fairly constant as a percentage of sales over the three year period.

- *Professional fees.* These fees include fees paid to professionals such as consultants, accountants and lawyers.

- *Maintenance.* Maintenance costs relate primarily to expenses for the maintenance of the Group's equipment and facilities.

- *Taxes other than income tax.* These charges include various taxes other than income taxes such as non-recoverable VAT, and have remained fairly stable as a percentage of sales over the period under review.

- *Other charges.* This line item includes a number of items, including the allocation of Atos global management & global support function cost to the Group, energy costs for the Group's data centers, trademark license fees paid to Atos and the cost of indemnities for unpaid checks paid to check service customers.

- *Other operating expenses.* Other operating expenses include depreciation charges as well as other charges such as gains or losses on disposals of assets, write offs of trade receivables and net change to provisions. Depreciation charges are driven primarily by the size and the evolution of the Group's asset base.

- *Capitalized production costs.* Operating expenses are reported net of capitalized production costs. Costs of specific application development for clients or technology solutions made available to a group of clients with a useful life of the underlying asset greater than one year are capitalized. Their aggregate amount is offset in the profit and loss statement through this line item.

Operating Margin

The Group's operating margin is calculated by subtracting personnel costs and operating costs from revenue. The primary drivers of the Group's operating margin are the level of its revenue and the average level of its personnel costs and operating costs as a percentage of revenues.

OMDA

The Group also presents OMDA, a non-IFRS measure that it believes provides useful additional information to investors. See Section 9.10, "Non-IFRS Financial Measures" below for a reconciliation of OMDA to operating margin and further information on its calculation.

9.1.4.4 Other operating income and expenses

Other operating income and expenses relate to income and expenses that are unusual and infrequent, and include staff reorganization costs, rationalization and associated costs, integration and acquisition costs, amortization of customer relationships and other costs. These costs include transition and reorganizational costs related to the Reorganization Transactions. The line item "other costs" under "other operating costs and expenses" primarily includes gain or loss on the sale of assets (e.g., sale of the Group's participation in the Sinsys joint venture in 2012 and the sale and leaseback of the datacenter / offices in Brussels in 2013).

9.1.4.5 Net financial expense

Net financial expense consists of the cost of net financial debt, gains (losses) on exchange rates and related instruments and other financial income (expense). The main driver of net financial expense is the amount of outstanding net debt and the average rates paid.

9.1.4.6 Income taxes

The Group's income taxes are a function of pre-tax income and the effective tax rate. The effective tax rate depends on a number of factors including the relative mix of the Group's pre-tax income, the tax rates applicable in the jurisdictions where income is earned as well as factors such as the availability and usability of deferred tax assets.

9.1.5 Segment Reporting

In accordance with IFRS 8, the Group's segment reporting is based on its internal segment reporting, which is regularly reviewed by the chief operating decision maker. For fiscal years 2011, 2012 and 2013, segment reporting under IFRS 8 is based on internal reporting that was organized by geographical area. See Note 1 to the Group's combined financial statements.

Since January 1, 2014, the internal segment reporting reviewed by the chief operating decision maker has been based on the new global business line structure put in place in connection with the Reorganization Transactions. As a result, the Group's IFRS segment reporting has been modified as from the first quarter of 2014 to reflect the new global business line approach.

In order to provide comparative data for 2013 and 2012, the combined financial statements present, as supplemental information, operating margin and OMDA by global business line for fiscal years 2013 and 2012. This supplemental information is not segment information within the meaning of IFRS 8, since the new reporting structure by global business line was adopted only as from January 1, 2014. In addition, since the Group's historical organizational structure differed from that targeted via the Reorganization Transactions, the global business line information was

generated specifically for the purposes of the Group's historical combined financial statements and pro forma financial information for 2013 and 2012, as the global business lines did not exist previously as such. In particular, with respect to operating margin, a number of rules and conventions were established and used to allocate shared costs between the three global business lines. Such costs represent significant costs for the Group, given that numerous platforms, software, resources and headquarter costs are shared. The rules for allocating shared costs were determined on the basis of the information available in respect of the Group's systems and management's best estimation of the usage of the resources.

9.2 REVENUE FOR THE THREE MONTHS ENDED MARCH 31, 2014 AND MARCH 31, 2013

The table below sets forth the Group's revenue by global business line for the three months ended March 31, 2014 and March 31, 2013.

	Three Months ended March 31,		Change	
	2014	2013		
	in € millions	in € millions	Constant Scope & Exchange Rate Basis	Combined
Revenue by Global Business Line (unaudited)				
Merchant Services & Terminals	89.5	88.6	1.0%	1.0%
Financial Processing & Software Licensing	94.3	92.4	3.0%	2.1%
Mobility & e-Transactional Services	85.3	91.4	(1.9)%	(6.6)%
Total Revenue (unaudited)	**269.1**	**272.4**	**0.8%**	**(1.2)%**

The Group's unaudited revenue decreased by 1.2% from €272.4 million in the first quarter of 2013 to €269.1 million in the first quarter 2014 (on a constant scope and exchange rate basis, the Group's revenue increased by 0.8%). The decrease on a combined basis resulted primarily from a 6.6% decrease in Mobility & e-Transactional Services revenue (on a constant scope and exchange rate basis, the decrease was only 1.9%). This decrease was largely offset by a 2.1% increase in Financial Processing & Software Licensing revenue and a 1.0% increase in Merchant Services & Terminals revenue.

- Merchant Services & Terminals revenue increased by 1.0% from €88.6 million in the first quarter of 2013 to €89.5 million in the first quarter of 2014. On a constant scope and exchange rate basis, this global business line's revenue increased by 1.0%. The €0.9 million increase is primarily attributable to an increase in commercial acquiring revenue in the Benelux region, primarily due to an increase in transaction volumes which more than offset the impact of a decrease in average prices. Online services revenue increased slightly as a result of omni-commerce projects on new digital platforms in particular. Revenue from private label cards and loyalty services also increased due to a combination of higher transaction volumes and the completion of projects in the fuel card sector. These increases were partially offset by a decrease in revenue in the terminals business line, which primarily reflected a decrease in average prices as well as a base effect, given the first quarter of 2013 had been experienced particularly high sales volumes, which was not replicated in the first quarter of 2014. Excluding terminals, this global business line's revenue grew by 7.1%.

- Financial Processing & Software Licensing revenue increased by 2.1% from €92.4 million in the first quarter of 2013 to €94.3 million in the first quarter of 2014. On a constant scope and exchange rate basis, this global business line's revenue increased by 3.0%. This increase is primarily attributable to an increase in issuing processing revenue, stemming from growth in volumes in Belgium and France, as well as an increase in online banking services tied to the implementation of the SEPA Regulation, primarily in France. Revenue for payment licenses remained relatively stable, with sales in China

offsetting lower activity in France. Revenue for acquiring processing increased due to the entry into a new contract in Germany, partially offset by checks activity in France.

- Mobility & e-Transactional Services revenue decreased by 6.6% from €91.4 million in the first quarter of 2013 to €85.3 million in the first quarter of 2014. This decrease is primarily attributable to Argentinian peso / euro exchange rate effects as well as the impact of the transfer to Atos on January 1, 2014 of the build phase of the Group's contract for the development of a multimodal project for a large municipality in the United Kingdom (in the first quarter of 2013, the project revenue for this contract was €1.9 million). On a constant scope and exchange rate basis, this global business line's revenue decreased by 1.9%, which is primarily attributable to (i) an increase in e-Ticketing revenue in the United Kingdom and Latin America which was more than offset by (ii) a contractual price reduction with a client in the United Kingdom and the conclusion of a project in France in the e-Government Collection business line and (iii) a base effect due to the Group having billed a telecommunications operator client in connection with a major project within its e-Consumer and Mobility business line in the first quarter of 2013.

With effect from January 1, 2014, the Group has modified the presentation of its segment information to reflect its internal reporting based on the Group's new global business line structure, adopted in connection with the Reorganization Transactions. See Section 9.1.5, "Segment Reporting". While the Group's segmental reporting is no longer based on geographic area, the Group has provided additional information regarding the breakdown of its revenue by geographic area for the first quarter of each of 2013 and 2014. The following table sets forth the Group's revenue by geographic area for the periods indicated.

	Period ended March 31,		**Change**	
	2014	**2013**		
	in € millions	**in € millions**	**Constant Scope & Exchange Rate Basis**	**Combined**
Revenue by Geographic Area (unaudited)				
France	98.8	98.9	(0.2)%	(0.2)%
Belgium & the Netherlands	79.5	80.8	(1.6)%	(1.6)%
United Kingdom	34.8	35.3	1.4%	(1.5)%
Germany & Central and Eastern Europe	27.3	26.3	3.9%	3.8%
Iberia & Latin America	16.1	17.4	13.2%	(7.6)%
Asia & India	12.7	13.7	0.6%	(7.3)%
Total Revenue (unaudited)	**269.1**	**272.4**	**0.8%**	**(1.2)%**

9.3 COMPARISON OF RESULTS FOR THE YEARS ENDED DECEMBER 31, 2013 AND DECEMBER 31, 2012

9.3.1 Consolidated Results of Operations

The table below sets forth the Group's consolidated income for the years ended December 31, 2013 and December 31, 2012, in millions of euros and as a percentage of combined revenues for the relevant periods.

	Year ended December 31,				
	2013		2012		
	in € millions	As a percentage of revenue	in € millions	As a percentage of revenue	Change
Revenue	1,135.1		1,107.2		2.5%
Personnel expenses	(466.1)	(41.1)%	(455.0)	(41.1)%	2.4%
Operating expenses	(505.0)	(44.5)%	(500.1)	(45.2)%	1.0%
Operating margin	164.0	14.4%	152.1	13.7%	7.8%
Other operating income and expenses	5.9	0.5%	(2.4)	(0.2)%	*n.m.*
Operating income	169.9	15.0%	149.7	13.5%	13.5%
Net cost of financial debt	(3.7)	(0.3)%	(4.2)	(0.4)%	(11.9)%
Other financial expenses	(15.9)	(1.4)%	(9.8)	(0.9)%	62.2%
Other financial income	6.2	0.5%	3.7	0.3%	67.6%
Net financial income	(13.4)	(1.2)%	(10.3)	(0.9)%	30.1%
Net income before tax	156.5	13.8%	139.4	12.6%	12.3%
Tax charge	(36.2)	(3.2)%	(43.8)	(4.0)%	(17.4)%
Share of net profit (loss) of associates	(1.8)	(0.2)%	(1.7)	(0.2)%	5.9%
Net income	**118.5**	**10.4%**	**93.9**	**8.5%**	**26.2%**

n.m. = not material

9.3.2 Revenue

In 2013, the Group's revenues amounted to € 1,135.1 million, compared to € 1,107.2 million in 2012, an increase of 2.5% (4.1% on a constant scope and exchange rate basis). This increase reflected increases in each of the Group's three global business lines, with the largest growth coming from Mobility & e-Transactional Services (3.3% on a combined basis; 4.5% on a constant scope and exchange rate basis), followed by Merchant Services & Terminals (3.1% on a combined basis; 3.0% on a constant scope and exchange rate basis) and then Financial Processing & Software Licensing (1.3% on a combined basis; 4.9% on a constant scope and exchange rate basis). See Section 9.4, "Analysis of Revenue, Operating Margin and OMDA by Global Business Line for the Years ended December 31, 2013 and December 31, 2012".

9.3.3 Personnel Expenses

Personnel expenses amounted to €466.1 million in 2013 compared to €455.0 million in 2012, an increase of 2.4%. As a percentage of revenues, personnel expenses were flat at 41.1% for each period. The €11.3 million increase in absolute terms resulted primarily from an increase in

average headcount from 7,031 people in 2012 to 7,295 people in 2013 and, to a lesser extent, from salary increases. In contrast, the Group's disposal of its interest in Sinsys resulted in a cost reduction of €3.0 million in 2013.

9.3.4 Operating Expenses

The table below sets forth operating expenses for the years ended December 31, 2013 and December 31, 2012.

	Year ended December 31,				
	2013		2012		
	in € millions	**As a percentage of revenue**	**in € millions**	**As a percentage of revenue**	**Change**
Operating Expenses					
Subcontracting costs	188.1	16.6%	164.2	14.8%	14.6%
Hardware and software purchase	46.4	4.1%	45.6	4.1%	1.8%
Maintenance costs	26.1	2.3%	32.7	3.0%	(20.2)%
Rent and lease expenses	51.2	4.5%	47.7	4.3%	7.3%
Telecom costs	53.6	4.7%	53.6	4.8%	0.0%
Travelling expenses	10.2	0.9%	10.4	0.9%	(1.9)%
Company cars	9.3	0.8%	8.8	0.8%	5.7%
Professional fees	23.9	2.1%	27.5	2.5%	(13.1)%
Taxes & similar expenses	11.7	1.0%	11.8	1.1%	(0.8)%
Other expenses	76.4	6.7%	81.3	7.3%	(6.0)%
Subtotal expenses	**496.9**	**43.8%**	**483.6**	**43.7%**	**2.8%**
Depreciation of assets	37.2	3.3%	36.1	3.3%	3.0%
Net charge / (release) of provisions	(2.9)	(0.3)%	(8.3)	(0.7)%	(65.1)%
Gains / (losses) on disposal of assets	0.7	0.1%	0.9	0.1%	(22.2)%
Trade receivables write-off	3.5	0.3%	3.4	0.3%	2.9%
Capitalized production	(30.4)	(2.7)%	(15.6)	(1.4)%	94.9%
Subtotal other expenses	**8.1**	**0.7%**	**16.5**	**1.5%**	**(50.9)%**
Total	**505.0**	**44.5%**	**500.1**	**45.2%**	**1.0%**

Operating expenses increased by 1.0% compared to 2012 to reach €505.0 million in 2013. As a percentage of revenues, operating expenses declined from 45.2% in 2012 to 44.5% in 2013, reflecting the 1.0% increase in costs that accompanied the 2.5% revenue increase.

The largest increases in operating expenses in 2013 were:

- A 14.6% increase in subcontracting costs (+€23.9 million), which grew to 16.6% of revenue in 2013 from 14.8% in 2012. The higher subcontracting expenses (approximately +€12 million) primarily result from the continued development of customer projects as well as the Group's increased development efforts on its software platforms in three main areas: developing the Group's processing

platforms, adapting the Sips Internet platform and developing Connected Living offers.

- The remaining amount of the increase in subcontracting costs represents the net impact of the Reorganization Transactions in the United Kingdom and reductions in subcontracting costs due to the Group's disposal of its interest in Sinsys in June 2012.

- A 7.3% increase in rent and lease expenses and payment scheme fees (+€3.5 million), which increased to 4.5% of revenue in 2013 from 4.3% in 2012. This increase primarily reflects the growth in payment processing volumes (and associated scheme fees) and to a lesser extent higher housing costs.

The largest reductions in operating expenses in 2013 were:

- A 20.2% reduction in maintenance costs (-€6.6 million), which declined from 3.0% of revenue in 2012 to 2.3% of revenue in 2013. This reduction resulted primarily from the Reorganization Transactions. Certain maintenance services in the United Kingdom and Latin America are now provided by Atos and recorded under subcontracting costs.

- A 13.1% decrease in professional fees (-€3.6 million), which declined from 2.5% of revenue in 2012 to 2.1% of revenue in 2013. This decrease mainly resulted from a decrease in insurance costs and from lower communication and marketing activities in 2013 (mainly in the U.K.)

- A 6.0% decrease in "other" expenses (-€4.9 million), which declined from €81.3 million in 2012 to €76.4 million in 2013. The largest portion of this decrease reflects a reduction in the cost of indemnities for unpaid checks paid to Check Service customers, reflecting lower overall check processing volumes.

In addition, the increase in capitalized production costs from €15.6 million in 2012 to €30.4 million in 2013 results from the increase in subcontracting costs relating to the development of the Group's software platforms. This increase primarily reflects the development of the Group's software platform in four major areas: developing the Group's processing platforms, adapting the Sips Internet platform, developing Connected Living offers and developing a new line of terminals that will be launched in 2014.

9.3.5 Operating Margin

Reflecting the above movements, the Group's operating margin improved from €152.1 million in 2012 to €164.0 million in 2013, an increase of 7.8%. As a percentage of revenues, the Group's operating margin increased from 13.7% in 2012 to 14.4% in 2013. The improvement in the Group's operating margin resulted primarily from an increase in operating margin from the Group's Financial Processing & Software Licensing global business line. See Section 9.4 "Analysis of Revenue, Operating Margin and OMDA by Global Business Line for the Years ended December 31, 2013 and December 31, 2012".

9.3.6 Other Operating Income and Expenses

The table below sets forth the Group's other operating income and expenses for the years ended December 31, 2013 and December 31, 2012.

	Year ended December 31,				
	2013		2012		
	in € millions	As a percentage of revenue	in € millions	As a percentage of revenue	Change
Other Operating (Income) and Expense					
Staff reorganization	3.7	0.3%	1.8	0.2%	94.4%
Rationalization and associated costs	0.8	0.1%	1.3	0.1%	(53.8)%
Integration and acquisition costs	1.6	0.1%	0.1	0.0%	1,500.0%
Customer relationships amortization (PPA)	3.5	0.3%	3.4	0.3%	2.9%
Other items	(15.5)	(1.3)%	(4.2)	(0.4)%	259.5%
Total	**(5.9)**	**(0.5)%**	**2.4**	**0.2%**	***n.m.***

n.m. = not material

The Group's other operating income and expense generated net income of €5.9 million in 2013, compared with a net expense of €2.4 million in 2012.

In 2013, this line item primarily reflected:

- €3.7 million in staff reorganization costs primarily relating to the Reorganization Transactions;
- €1.6 million of integration and acquisition costs related to the rollout of SAP at certain Siemens IT Solutions and Services entities and integration of Quality Equipment in the Netherlands;
- €3.5 million of expenses relating to amortization of the portion of the purchase price of past acquisitions (Banksys and Siemens IT Solutions & Services) allocated to customer relationships and acquired order books;
- €15.5 million of net other operating income generated primarily by a gain on the sale of a data center in Brussels of €19 million, partially offset by a €6.7 million increase in professional fees driven by fees incurred in relation to the Reorganization Transactions.

In 2012, the line item primarily reflected:

- €1.8 million in staff reorganization costs related to workforce optimization at various Group entities;
- €1.3 million of rationalization and associated costs relating to rent paid on empty space;

- €3.4 million of expenses relating to amortization of the portion of the purchase price of past acquisitions (Banksys and Siemens IT Solutions & Services) allocated to customer relationships and acquired order books; and

- €4.2 million of net other operating income generated primarily by a €4.3 million gain on the sale by Worldline of its 49% interest in its Sinsys joint venture to its joint venture partner.

9.3.7 Operating Income

Primarily reflecting the increase in operating margin, the Group's operating income increased from €149.7 million in 2012 to €169.9 million in 2013, an increase of 13.5%. As a percentage of revenue, operating income increased from 13.5% in 2012 to 15.0% in 2013.

9.3.8 Net Financial Income

The table below sets forth the composition of the Group's net financial income for the years ended December 31, 2013 and December 31, 2012.

	Year ended December 31,		
	2013	**2012**	**Change**
	(in € millions)		
Net Financial Income			
Net cost of financial debt	(3.7)	(4.2)	(11.9)%
Foreign exchange income (expense)	(1.4)	(1.5)	(6.7)%
Other financial income (expense)	(8.3)	(4.6)	80.4%
Net financial income (expense)	**(13.4)**	**(10.3)**	**30.1%**

The Group's net financial expense increased to €13.4 million in 2013 from €10.3 million in 2012, an increase of 30.1%. The increase was driven by a €3.7 million increase in other financial expense, consisting primarily of the increase in 2013 compared to 2012 of the amount of profit repatriated by the Group's German subsidiary to its Atos parent under tax integration arrangements that predate the Reorganization Transactions. This increase more than offset the impact of an €0.5 million decrease in the net cost of financial debt. The reduction in the net cost of financial debt primarily reflects a decrease in the interest rate paid on the gross debt combined with a slight decrease in the average amount of debt outstanding in 2013 compared to 2012.

9.3.9 Net Income before Tax

Reflecting the matters described above, net income before tax increased from €139.4 million in 2012 to €156.5 million in 2013, an increase of 12.3%.

9.3.10 Tax charge

The Group's tax charge decreased from €43.8 million in 2012 to €36.2 million in 2013, a decrease of 17.4% . The Group's effective tax rate was 23.1% in 2013, as compared to an effective tax rate of 31.4% in 2012. The decrease in 2013 resulted from the one-off reversal of a

provision previously taken in respect of a deferred tax asset upon its recognition as an asset in 2013 as a result of the Reorganization Transactions.

9.3.11 Share of net profit (loss) of associates

The Group's share of net loss of associates was relatively stable at €1.7 million in 2012 and €1.8 million in 2013. This loss consists of the Group's share of losses generated by Buyster.

9.3.12 Net income

Reflecting the above factors, the Group's net income increased from €93.9 million in 2012 to €118.5 million in 2013, an increase of 26.2%.

9.4 ANALYSIS OF REVENUE, OPERATING MARGIN AND OMDA BY GLOBAL BUSINESS LINE FOR THE YEARS ENDED DECEMBER 31, 2013 AND DECEMBER 31, 2012

9.4.1 Merchant Services & Terminals

The table below sets forth revenue, operating margin and OMDA for the years ended December 31, 2013 and December 31, 2012 for the Merchant Services & Terminals global business line.

	Year ended December 31					
	2013		2012		Change	
	in € millions	As a percentage of global business line revenue	in € millions	As a percentage of global business line revenue	Combined	Constant Scope & Constant Currency Basis
Merchants Services and Terminals						
Commercial Acquiring	136.8	-	129.3	-	5.8%	6.0%
Online Services	66.9	-	62.1	-	7.7%	8.6%
Private Label Cards and Loyalty Services	62.5	-	59.0	-	5.9%	8.4%
Terminals	98.4	-	103.2	-	(4.7)%	(7.0)%
Total Merchant Services & Terminals Revenue	**364.6**	**-**	**353.6**	**-**	**3.1%**	**3.0%**
Operating Margin	67.2	18.4%	68.0	19.2%	(80) bp	
OMDA	78.9	21.6%	77.9	22.0%	(40) bp	

9.4.1.1 Revenue

Merchant Services & Terminals revenue increased by 3.1%, from €353.6 million to €364.6 million (on a constant scope and constant exchange rate basis, the growth was 3.0%). The revenue increase of €11.0 million resulted from:

- A 5.8% increase in commercial acquiring revenues driven primarily by higher transaction volumes in the Benelux region. The higher transaction volumes more than offset the

impact of lower average prices. This business line also saw additional revenue from value-added services (such as customer survey, POS advertising, loyalty and fraud detection). On a constant scope and constant exchange rate basis, the growth was 6.0%

- A 7.7% increase in online services, driven by higher omni-commerce revenues primarily reflecting new build projects on digital transformation projects such as the Adidas digital wall and the McDonald's digital platform, as well as growth in existing businesses. On a constant scope and constant exchange rate basis, the growth was 8.6%

- A 5.9% increase in private label card and loyalty services revenue, driven primarily by higher volumes and build projects in the United Kingdom and Spain as well as higher kiosk revenues. On a constant scope and constant exchange rate basis, the growth was 8.4%

- The above increases were partially offset by a 4.7% decrease in revenue from the Terminals business line, primarily reflecting a slowdown in terminals activity in 2013 in anticipation of a new line of products expected to be available in 2014, as compared to a particularly strong performance in 2012 explained by significant end of life replacement campaigns. On the other hand, the Group recorded higher recurring revenues from terminal maintenance fees. On a constant scope and constant exchange rate basis, revenue decreased by 7.0%. The difference in scope relates to the acquisition of Quality Equipment in June 2012.

9.4.1.2 Operating Margin

The operating margin of the Merchant Services & Terminals global business line decreased by 80 basis points of revenue in 2013 compared to 2012, reflecting contrasting trends in the underlying business lines. The operating margin of Commercial Acquiring benefitted from higher transaction volumes in Belgium. The profitability of Private Label Cards & Loyalty Services improved due to activity growth within the existing customer base and a new banking client. The Group also reduced marketing expenses for a UK based travel management and reservation website, leading to an improvement in the operating margin of Online Services. These positive changes did not fully compensate for the decrease in the operating margin of Terminals driven by lower volume of sales and high competition across all markets.

9.4.1.3 OMDA

Merchant Services & Terminals global business line OMDA declined by 40 basis points of revenue in 2013 compared to 2012, primarily reflecting higher inventory provisions for terminal obsolescence in 2012 in contemplation of the pending launch of a new line of terminals.

9.4.2 Financial Processing & Software Licensing

The table below sets forth revenue, operating margin and OMDA for the years ended December 31, 2013 and December 31, 2012 for the Financial Processing & Software Licensing global business line.

	Year ended December 31,					
	2013		2012		Change	
	in € millions	As a percentage of global business line revenue	in € millions	As a percentage of global business line revenue	Combined	Constant Scope & Constant Currency Basis
Financial Processing & Software Licensing						
Acquirer processing	92.4	--	93.0	--	(0.6)%	0.4%
Issuer processing	197.0	--	193.4	--	1.8%	8.1%
Online Banking Services	39.2	--	37.4	--	4.8%	4.8%
Payment licenses	63.2	--	63.1	--	0.2%	1.9%
Total Financial Processing & Software Licensing Revenue	**391.7**	**--**	**386.8**	**--**	**1.3%**	**4.9%**
Operating Margin	78.9	20.1%	63.4	16.4%	+375bp	
OMDA	88.9	22.7%	72.0	18.6%	+410bp	

9.4.2.1 Revenue

Financial Processing & Software Licensing revenue increased by 1.3%, from €386.8 million to €391.7 million (on a constant scope and constant exchange rate basis, the growth was 4.9%), supported by higher transaction volumes for issuing processing and higher build revenue from projects.

The growth in revenue was partially offset by reductions in issuing revenue due to the Group's disposal of its interest in Sinsys in July 2013. After the disposal, the Group no longer consolidates Sinsys revenue, for which the Group's share amounted to €11.0 million in the second half of 2012. In addition, changes in exchange rates between 2012 and 2013 had an impact of -€2.1 million on the revenue of this global business line. At constant scope and constant exchange rate, the global business line's revenue increased by € 4.9%.

- The revenue increase of €4.9 million resulted primarily from a €3.6 million, or 1.8%, increase in issuing processing revenues. On a constant scope and constant exchange rate basis, the increase in issuing processing revenues was €14.8 million (+8.1%), driven primarily by higher transaction volumes in Belgium, increased sales of fraud detection services and build revenues from customer platform evolutions in Belgium, SEPA implementation in Germany and e-Wallet projects in France. These increases more than offset the impact of price pressure and the end of two issuing contracts in Germany during the year. Revenue also was impacted by a €11.0 reduction in revenue in 2013

resulting from the Sinsys disposal and the negative impact of exchange rate differences (-€0.2 million).

- The remaining €1.4 million increase was spread across the other three divisions within the global business line. Online banking revenues grew by 4.8% both on a reported basis and a constant scope and constant exchange rate basis, driven primarily by build revenues related to e-Banking and SEPA implementation projects in France and growth of non-card payment services in Germany. Licensing revenues increased by 0.2% on a reported basis as the change in exchange rate partially offset local currency revenue increases in the Asia Pacific Region and higher revenues from France. On a constant scope and constant exchange rate basis, licensing revenues grew by 1.9%. Acquiring processing revenues decreased by 0.6 % on a reported basis as the change in exchange rate and the declining check processing services in France offset the growth in other acquiring processing revenues. On a constant scope and constant exchange rate basis, acquiring processing revenues grew by 0.4%.

9.4.2.2 Operating Margin

Financial Processing & Software Licensing posted an operating margin increase of €15.5 million or 375 basis points of revenue in 2013 compared to 2012. This steep improvement was driven by higher issuing transaction volumes in Benelux and build projects in issuing activities (customer projects, SEPA, e-Wallet) in Benelux, Germany and France, coupled with a cost control action plan in all countries throughout the year and higher project costs capitalization in issuing products. Also, the Group's disposal of its interest in Sinsys in June 2012 had a positive impact on the relative profitability of the global business line (+30 basis points).

9.4.2.3 OMDA

Financial Processing & Software Licensing OMDA increased by €16.9 million or 410 basis points of revenue in 2013 *vs.* 2012.

9.4.3 Mobility & e-Transactional Services

The table below sets forth revenue, operating margin and OMDA for the years ended December 31, 2013 and December 31, 2012 for the Mobility & e-Transactional Services global business line.

	Year ended December 31,					
	2013		2012		Change	
	in € millions	As a percentage of global business line revenue	in € millions	As a percentage of global business line revenue	Combined	Constant Scope & Constant Currency Basis
Mobility & e-Transactional Services						
E-Ticketing	106.6	--	92.0	--	15.9%	13.4%
E-Government Collection	185.0	--	189.6	--	(2.4)%	1.4%
E-Consumer and Mobility	87.1	--	85.1	--	2.4%	2.4%
Total Mobility & e-Transactional Services Revenue	**378.8**	**--**	**366.7**	**--**	**3.3%**	**4.5%**
Operating Margin	37.7	10.0%	44.5	12.1%	(210)bp	
OMDA	53.6	14.1%	55.3	15.1%	(100)bp	

9.4.3.1 Revenue

Mobility & e-Transactional Services revenue increased on a reported basis by 3.3% in 2013, from €366.7 million in 2012 to €378.8 million (on a constant scope and constant exchange rate basis, the growth was 4.5%) in 2013.

The deterioration of exchange rate, essentially in Argentina but also in the UK , had an impact of €11.4 million, of which the negative impact was split between e-Ticketing for €5.1 million and E-Government collection for €6.3 million.

The revenue increase of €12.1 million resulted:

- primarily from a €14.6 million (15.9%) increase in e-Ticketing revenues, driven primarily by build revenues in connection with a new multimodal transport project in the United Kingdom. The division also benefitted from new projects in Latin America and higher sales from online ticketing and rail monitoring contracts in the UK. On a constant scope and constant exchange rate basis, e-Ticketing revenues grew by 13.4%.

- E-Government collection showed a decrease amounting to €4.6 million or 2.4%. E-Government revenues were impacted by a contractual price reduction on a significant UK public sector contract amounting to €5.3 million, partially offset by higher revenues in the major public sector contracts in France while business in Latin America remained flat. On a constant scope and constant exchange rate basis, e-government collection revenues grew by 1.4%.

- E-Consumer & mobility revenue increased (on both a reported and constant scope and constant exchange rate basis) by 2.4%, driven primarily by project revenues on connected vehicles projects.

9.4.3.2 Operating Margin

The operating margin of the Mobility & e-Transactional Services global business line declined by €6.8 million or 210 basis points of revenue in 2013 compared to 2012. This reduction primarily resulted from scheduled price reductions on a significant contract in the UK public sector together with an unfavorable business mix in France (less "run" invoicing and more "build" and "resale" project invoicing). Also in the UK, a significant e-Ticketing project, which was in the build phase, had a negative impact on operating margin and was partially offset by stronger performance from other UK rail businesses.

9.4.3.3 OMDA

Mobility & e-Transactional Services OMDA declined by € 1.8 million in 2013 compared to 2012 or 100 basis points of the global business line's revenue. OMDA decreased by a lower percentage than Operating Margin in 2013 due to higher usage of provisions in 2012 against loss making contracts inherited from Siemens IT Solutions and Services in Latin America that had been fully funded at time of acquisition.

9.4.3.4 Corporate Costs

At €19.8 million in 2013, corporate costs declined by € 4.1 million or 17.1% compared to 2012, primarily due to new cost re-invoicing arrangements set up at the time of the Reorganization Transactions under which the Group is now able to allocate to the global business lines certain expenses that previously were unallocated and recorded under corporate costs.

9.5 ANALYSIS OF REVENUE, OPERATING MARGIN AND OMDA BY GEOGRAPHICAL SEGMENT FOR THE YEARS ENDED DECEMBER 31, 2013 AND DECEMBER 31, 2012

9.5.1 Revenue

The table below sets forth the Group's revenue for the years ended December 31, 2013 and 2012 by geographical segment.

Revenue	**2013**	**2012**	**Change (€ millions)**	**Change (%)**
		(*in € millions*)		
France	413.5	400.5	13.0	3.2%
Belgium & the Netherlands	333.2	332.0	1.2	0.4%
United Kingdom	147.6	137.3	10.3	7.5%
Germany & Central and Eastern Europe	111.2	108.5	2.7	2.5%
Iberia & Latin America	73.6	72.7	0.9	1.2%
Asia & India	56.0	56.2	(0.2)	(0.4)%
Total	**1,135.1**	**1,107.2**	**27.9**	**2.5%**

The Group's revenue increased €27.9 million, or 2.5%, from €1,107.2 million in 2012 to €1,135.1 million in 2013. The principal drivers of this increase were as follows:

- **France** generated almost half of the increase in revenue. Mobility & e-Transactional Services revenue grew as a result of the strong performance of the e-Commerce and Mobility business line (+€5.0 million), resulting from the Group's entry into two Connected Vehicles contracts, as well as an increase in e-Government Collection revenue resulting from the radar contract (+€2.2 million). In addition, sales of omni-commerce solutions (McDonald's and SPME) (+€3.4 million), and sales of new services to large existing retail sector clients such as Auchan, Système U and Carrefour (+€1.5 million), also contributed to the increase in revenue in France.

- The increase in revenue in the **United Kingdom** between 2012 and 2013 was primarily driven by Mobility & e-Transactional Services, in particular the e-Ticketing business line, which grew by €9.5 million. This increase, in turn, was due to a large multi-modal project in the public transit sector for the city of Manchester, as well as a significant increase (+€9.2 million) in revenue from railroad operators. This increase was partially offset by a scheduled price reduction in respect of a major public sector contract (-€5.3 million), as well as the impact of the decline of the pound sterling against the euro (-€5.5 million), which had a negative effect on revenue in 2013 compared to 2012.

- Despite the Group's disposal of its interest in Sinsys in June 2012, which had a negative impact of €11.4 million on revenue between 2012 and 2013, and taking into account the acquisition of Quality Equipment in the Netherlands, which contributed to revenue only in the second half of 2012 but for all of 2013, revenue in **Belgium & the Netherlands** increased by €1.2 million in 2013. This increase includes an increase of €7.9 million in commercial acquiring revenue and an increase of €6.3 million in issuing processing revenue. Finally, a build project for a large bank in Belgium contributed €2.3 million to revenue, whereas revenue of the Group's terminals business decreased by €8.0 million.

- The slight increase in revenue in **Iberia & Latin America** reflects a negative currency exchange rate effect of €7.0 million. Excluding this effect, revenue from the e-Ticketing and e-Government Collection businesses in Latin America increased by €4.0 million and €4.6 million, respectively.

9.5.2 Operating Margin

The table below sets forth the Group's operating margin for the years ended December 31, 2013 and 2012 by geographical segment.

Operating margin	2013	As a percent of segment revenue	2012	As a percent of segment revenue	Change (€ millions)	Change (%)
		(in € millions)				
France	56.0	13.5%	53.1	13.3%	2.9	5.5%
Belgium & the Netherlands	82.0	24.6%	80.2	24.2%	1.8	2.2%
United Kingdom	12.1	8.2%	17.4	12.7%	(5.3)	(30.5)%
Germany & Central and Eastern Europe	12.5	11.2%	9.7	8.9%	2.8	28.9%
Iberia & Latin America	6.4	8.7%	4.3	5.9%	2.1	48.8%
Asia & India	12.4	22.1%	10.8	19.2%	1.6	14.8%
Corporate	(17.4)	-	(23.4)	-	(6.0)	(25.6)%
Total	**164.0**	**14.4%**	**152.1**	**13.7%**	**11.9**	**7.8%**

The Group's operating margin increased by 71 basis points, between 2012 and 2013, to €164.0 million. Excluding France and Belgium, where margins remained essentially stable over the period, the main changes between 2012 and 2013 were the following:

- Operating margin decreased by €5.3 million in the **United Kingdom**, due primarily to a price decrease under a major public sector contract (-€3.7 million), an increase in sub-contracting services from the Atos group, and a negative currency exchange rate effect.

- In **Germany & Central and Eastern Europe**, operating margin as a percent of the segment's revenue increased from 8.9% in 2012 to 11.2% in 2013, mainly as a result an increase in issuer processing volumes on the existing platform.

- **Corporate** costs decreased by €6.0 million as a result of new re-invoicing agreements put in place in 2013 in connection with the Reorganization Transactions, pursuant to which the Group now allocates to local entities certain costs that were previously recorded as corporate costs.

9.5.3 OMDA

The table below sets forth the Group's OMDA for the years ended December 31, 2013 and 2012 by geographical segment.

OMDA	**2013**	**As a percent of segment revenue**	**2012**	**As a percent of segment revenue**	**Change (€ millions)**	**Change (%)**
		(in € millions)				
France	72.3	17.5%	66.2	16.5%	6.1	9.2%
Belgium & the Netherlands	90.8	27.3%	89.2	26.9%	1.6	1.8%
United Kingdom	18.1	12.3%	22.6	16.5%	(4.5)	(19.9)%
Germany & Central and Eastern Europe	16.1	14.5%	12.6	11.6%	3.5	27.8%
Iberia & Latin America	5.9	8.0%	1.8	2.5%	4.1	227.8%
Asia & India	14.9	26.6%	12.4	22.1%	2.5	20.2%
Corporate	(14.9)	-	(21.9)	-	(7.0)	(32.0)%
Total	**203.2**	**17.9%**	**182.9**	**16.5%**	**20.3**	**11.1%**

OMDA increased by €20.3 million in 2013 compared to 2012, of which €11.9 million derived from the increase in operating margin. The remaining portion of the increase resulted primarily from items with no impact on cash flow, in particular the reversal of a €2.0 million provision related to a client in Asia due to the extinction of the risk, additional amortization charges of €1.1 million on property, plant and equipment, mostly in France, and the reversal of provisions to offset losses on projects in Latin America (which provisions were recorded and financed in connection with the acquisition price for Siemens IT Solutions & Services).

9.6 COMPARISON OF RESULTS FOR THE YEARS ENDED DECEMBER 31, 2012 AND DECEMBER 31, 2011

9.6.1 Consolidated Results of Operations

The table below sets forth the Group's consolidated income for the years ended December 31, 2012 and December 31, 2011, in millions of euros and as a percentage of combined revenues for the relevant periods

	Year ended December 31,				
	2012		2011		
	in € millions	As a percentage of revenue	in € millions	As a percentage of revenue	Change
Revenue	1,107.2		1,015.7		9.0%
Personnel expenses	(455.0)	(41.1)%	(409.7)	(40.3)%	11.0%
Operating expenses	(500.1)	(45.2)%	(443.8)	(43.7)%	12.7%
Operating margin	152.1	13.7%	162.2	16.0%	(6.2)%
Other operating income and expenses	(2.4)	(0.2)%	(5.8)	(0.6)%	(58.6)%
Operating income	149.7	13.5%	156.4	15.4%	(4.3)%
Net cost of financial debt	(4.2)	(0.4)%	(5.1)	(0.5)%	(17.6)%
Other financial expenses	(9.8)	(0.9)%	(14.2)	(1.4)%	(31.0)%
Other financial income	3.7	0.3%	4.3	0.4%	(14.0)%
Net financial income	(10.3)	(0.9)%	(15.0)	(1.5)%	(31.3)%
Net income before tax	139.4	12.6%	141.4	13.9%	(1.4)%
Tax charge	(43.8)	(4.0)%	(46.9)	(4.6)%	(6.6)%
Share of net profit (loss) of associates	(1.7)	(0.2)%	(1.0)	(0.1)%	70.0%
Net income	**93.9**	**8.5 %**	**93.5**	**9.2%**	**0.4%**

n.m. = not material

9.6.2 Revenue

In 2012, the Group's revenue amounted to €1,107.2 million, compared to €1,015.7 million in 2011, an increase of 9.0%. This increase was primarily attributable to changes to the scope of the Group's operations following the acquisition of (i) Siemens' IT Solutions & Services businesses, whose results were recognized in the combined financial statements for the second half of 2011 only, as compared to the full year in 2012 (+€44.1 million: Argentina, Chile, Austria, the kiosk business in Spain and the VOSA agreement in the United Kingdom), and (ii) Quality Equipment in the first half of 2012 (+€2.7 million). The effect of these acquisitions was partly offset by the Group's disposal of its interest in Sinsys in June 2012 (- €10.9 million). Aside from the effects of such changes to the scope of the Group's consolidation, revenue growth derived from Merchant Services & Terminals, driven in particular by strong results from the Group's e-Commerce solutions in France and in the United Kingdom. For an analysis by global business line, see Section 9.7, "Analysis of Revenue by Global Business Line for the Years ended December 31, 2012 and December 31, 2011".

9.6.3 Personnel Expenses

In 2012, personnel expenses amounted to €455.0 million compared to €409.7 million in 2011, an increase of 11%. As a percentage of revenue, personnel expenses increased from 40.3% in 2011 to 41.1% in 2012. The €45.1 million increase in absolute terms resulted primarily from, on the one hand, the effect of the above-mentioned changes in the scope of the Group's operations (+€10.6 million) and, on the other hand, an increase in headcount and, to a lesser extent, salary increases.

9.6.4 Operating Expenses

The table below summarizes the operating expenses for the years ended December 31, 2012 and 2011.

	Year ended December 31,				
	2012		2011		
	in € millions	**As a percentage of revenue**	**in € millions**	**As a percentage of revenue**	**Change**
Operating Expenses					
Subcontracting costs	164.2	164.2	124.0	12.2%	32.4%
Hardware and software purchase	45.6	45.6	48.4	4.8%	(5.8)%
Maintenance costs	32.7	32.7	29.2	2.9%	12.0%
Rent and lease expenses	47.7	47.7	42.9	4.2%	11.2%
Telecom costs	53.6	53.6	51.4	5.1%	4.3%
Travelling expenses	10.4	10.4	9.9	1.0%	5.1%
Company cars	8.8	8.8	7.9	0.8%	11.4%
Professional fees	27.5	27.5	27.3	2.7%	0.7%
Taxes & similar expenses	11.8	11.8	10.0	1.0%	18.0%
Other expenses	81.3	81.3	65.6	6.5%	23.9%
Subtotal expenses	**483.6**	**483.6**	**416.6**	**41.0%**	**16.1%**
Depreciation of assets	36.1	36.1	37.2	3.7%	(3.0)%
Net charge / (release) of provisions	(8.3)	(8.3)	(1.4)	(0.1)%	492.9%
Gains / (losses) on disposal of assets	0.9	0.9	0.5	0.0%	80.0%
Trade receivables write-off	3.4	3.4	2.3	0.2%	47.8%
Capitalized production	(15.6)	(15.6)	(11.4)	(1.1)%	36.8%
Subtotal other expenses	**16.5**	**16.5**	27.2	**2.7%**	**(39.3)%**
Total	**500.1**	**500.1**	**443.8**	**43.7%**	**12.7%**

Operating expenses increased by 12.7% in 2012 compared to 2011 to reach €500.1 million. As a percentage of revenue, operating expenses increased from 43.7% in 2011 to 45.2% in 2012.

The increase in operating expenses from 2011 to 2012 resulted in part from the effect of the above-mentioned changes in the scope of the Group's operations in (+€13.2 million). This increase is primarily attributable to the following:

- A 32.4% increase in subcontracting costs (+€42.0 million), which grew to 14.8% of recenue in 2012 from 12.2% in 2011. The higher subcontracting expenses primarily resulted from an increase in outsourced services in connection with a French public sector client contract (+€17.5 million) and from increased development of generic and client-specific software platforms (+€18.1 million);

- An 11.2% increase in rent and lease expenses (+€4.8 million), but which remained stable as a percentage of revenue at 4.3%. This increase primarily reflects the growth in payment processing volumes (and associated scheme fees) of payments and fees

processed associated with international payment scheme operators, and to a lesser extent higher housing costs;

- A 23.9% increase in "other" expenses (+€15.7 million) which reflects primarily an increase in administrative fees charged by the Atos group to the Worldline Group following the acquisition of Siemens IT Solutions & Services as well as an increase of trademark fees charged by the Atos group to the Worldline Group in line with the increase in revenues.

These increases were partially offset by decreases in 2012 in respect of other categories of expense, including:

- IT software and hardware purchases decreased by 5.8%, or €2.8 million, primarily due to lower volumes of product resales and services in Argentina;

- An increase in release of provisions of €6.9 million due primarily to higher usage of provisions against loss making contracts inherited in Latin America from Siemens IT Solutions and Services (+€2.5 million) as well as due to the reversal of a provision related to a client in Asia that had been recorded in 2011 due to the extinction of the risk (generating a variation of +€3.9 million between the two years).

In addition, the increase in capitalized production costs from €11.4 million in 2011 to €15.2 million in 2012, results from increased efforts to render its payment platforms in Belgium compliant with the SEPA Regulation, the launch of a project to develop new ranges of terminals and the development of the software platform used in connection with the Group's omni-commerce offer.

9.6.5 Operating Margin

The Group's operating margin decreased by 6.2% from €162.2 million in 2011 to €152.1 million in 2012. As a percentage of revenues, the Group's operating margin decreased from 16.0% in 2011 to 13.7% in 2012. This decrease resulted primarily from an increase in administrative service and trademark fees charged by the Atos group to the Worldline Group (+€7.4 million) following the acquisition of Siemens IT Solutions & Services. In the second half of 2011, these charges were not allocated to the Siemens IT Solutions & Services entities that joined the Group, while they were so allocated for the full year 2012. Additionally, from mid-2011, the Group gradually rolled out its new transversal organizational structures (Corporate and global business lines) which generated more significant expenses in 2012 compared to 2011 (+€3.7 million).

9.6.6 Other Operating and Income and Expenses

The table below sets forth the other income and operating expenses for the years ended December 31, 2012 and 2011.

	Year ended December 31,				
	2012		**2011**		
	in € millions	**As a percentage of revenue**	**in € millions**	**As a percentage of revenue**	**Change**
Other Operating (Income) and Expense					

Staff reorganization	1.8	0.2 %	1.9	0.2%	(5.3)%
Rationalization and associated costs	1.3	0.1 %	0.2	0.0%	550.0%
Integration and acquisition costs	0.1	0.0 %	0.3	0.0%	(66.7)%
Customer relationships amortization (PPA)	3.4	0.3 %	2.7	0.3%	25.9%
Other items	(4.2)	(0.4) %	0.7	0.1%	*n.m.*
Total	**2.4**	**0.2 %**	**5.8**	**0.6%**	**(58.6)%**

n.m. = not material

The Group incurred a net other operating expense of €2.4 million in 2012 compared to a net other operating expense €5.8 million in 2011.

In 2012, this line item primarily reflected:

- €1.8 million in staff reorganization costs related to workforce optimization at various Group entities;
- €1.3 million in rationalization and associated costs related to rent paid on empty space;
- €3.4 million of expenses relating to amortization of the portion of the purchase price of past acquisitions (Banksys and Siemens IT Solutions & Services) allocated to customer relationships and acquired order books; and
- €4.2 million of net other operating income generated primarily by a €4.3 million gain on the sale by the Group of its 49% interest in its Sinsys joint venture to its joint venture partner.

In 2011, this line item primarily reflected:

- €1.9 million in staff reorganization costs related to workforce optimization at various Group entities;
- €0.2 million in rationalization and associated costs related to rent paid on empty space;
- €2.7 million of expenses relating to amortization of the portion of the purchase price of past acquisitions (Banksys and Siemens IT Solutions & Services) allocated to customer relationships and acquired order books; and
- €0.7 expense in 2011 partly in connection with the write-off of a fixed asset.

9.6.7 Operating Income

Primarily reflecting the decrease in operating margin, the Group's operating income decreased from €156.4 million in 2011 to €149.7 million in 2012, a decrease of 4.3%. As a percentage of revenue, operating income decreased from 15.4% in 2011 to 13.5% in 2012.

9.6.8 Net Financial Income

The table below sets forth the composition of the Group's net financial income for the years ended December 31, 2012 and 2011:

	Year ended December 31,		
	2012	**2011**	**Change**

(*in € millions*)			
Net Financial Income			
Net cost of financial debt	(4.2)	(5.1)	(17.6)%
Foreign exchange income (expense)	(1.5)	(1.3)	15.4%
Other financial income (expense)	(4.6)	(8.6)	(46.5)%
Net financial income (expense)	**(10.3)**	**(15.0)**	**(31.3)%**

The Group's net financial expense decreased by 31.3%, from €15.0 million in 2011 to €10.3 million in 2012. The decrease was driven by a €4.0 million decrease in other financial expense consisting primarily of the decrease in 2012 of the amount of profit repatriated by the Group's German subsidiary to its Atos parent under tax integration arrangements that predate the Reorganization Transactions. Additionally, the €0.9 million decrease in net cost of financial debt was primarily attributable to a decrease in interest paid on net financial indebtedness from -€103.6 million in 2011 to -€14.6 million in 2012 reflecting the significant cash flows generated by the business over the period.

9.6.9 Net Income before Tax

Reflecting the matters described above, net income before tax decreased by 1.4%, from €141.4 million in 2011 to €139.4 million in 2012.

9.6.10 Tax charge

The Group's tax charge decreased by 6.6% in 2012 to €43.8 million. The Group's effective tax rate decreased from 33.2% in 2011 to 31.4% in 2012 due to the combined effect of the recognition in 2012 of a differed tax asset in Argentina upon the analysis of its recoverability following the consolidation of Siemens IT Solutions & Services and the capital gain on the untaxed transfer of Sinsys in Belgium.

9.6.11 Share of Net Profit (Loss) of Associates

The Group's share of net loss of associates was €1.7 million in 2012 as compared to €1.0 million in 2011. This loss consists of the Group's share of losses generated by Buyster, which is 25% held by Worldline.

9.6.12 Net Income

Reflecting the above factors, the Group's net income increased from €93.5 million in 2011 to €93.9 million in 2012, an increase of 0.4%.

9.7 ANALYSIS OF REVENUE BY GLOBAL BUSINESS LINE FOR THE YEARS ENDED DECEMBER 31, 2012 AND DECEMBER 31, 2011

9.7.1 Merchant Services & Terminals

Merchant Services & Terminals revenue increased by 8.5% from €326.0 million in 2011 to €353.6 million in 2012. Sales in France (+€12.7 million euros, or +24.4%) were strongly bolstered by e-Commerce solutions sold to large-scale retailers. The strong results in the United Kingdom (+€8.6 million, or +33.3%) primarily derived through online services following the

launch of redspottedhanky.com (the Group's website for managing and booking trips), as well as through projects tied to electronic payment acceptance services. The Benelux region (+€2.6 million or +1.1%) and Germany (+€1.6 million as compared with no revenue in 2011) benefited from activity within the Group's terminal business, which undertook major terminal renewal campaigns in 2012 in Belgium, and the acquisition of Quality Equipment in mid-2012. Growth in Spain (+€1.6 million or +9.0%) was due to an increase in volumes of private label cards for consumer credit industry players.

9.7.2 Financial Processing & Software Licensing

Financial Processing & Software Licensing revenue increased by 0.6% from €384.7 million in 2011 to €386.8 million in 2012 due to a high level of "build" revenue and volumes and the initiation of a new issuing processing contract in Germany. These factors mitigated the effects of the Group's disposal of its interest in Sinsys in mid-2012 which generated a year-on-year decrease of €11.4 million in revenue, the termination and transfer of the Group's card preparation activity in India and the end of the acquiring contract in Germany.

9.7.3 Mobility & e-Transactional Services

Mobility & e-Transactional Services revenue increased by 20.3% from €304.8 million in 2011 to €366.7 million in 2012. This increase primarily reflects the integration of the Siemens IT Solutions & Services business in July 2011, principally in Latin America and the United Kingdom, for a total of €42.4 million. Aside from the effects of such changes to the scope of the business, organic growth (+14.7 million) was primarily fuelled by the increase in e-Ticketing activity with British rail operators and the launch of a major multimodal transport system project for a large municipality in the United Kingdom. In addition, e-Government Collection in France recorded an increase in revenue, in particular in the areas of security, road traffic regulation and personalized medical files. Similarly, activities related to connected vehicles in France and to mobile parking in Austria also contributed to the increase in revenues for this global business line.

9.8 SEGMENT ANALYSIS FOR THE YEARS ENDED DECEMBER 31, 2012 AND DECEMBER 31, 2011

9.8.1 Revenue

The table below sets forth the Group's revenue for the years ended December 31, 2012 and 2011 by geographic segment.

Revenue	2012	2011	Change (€ millions)	Change (%)
France	400.5	384.3	16.2	4.2%
Belgium & the Netherlands	332.0	330.7	1.3	0.4%
United Kingdom	137.3	97.8	39.5	40.4%
Germany & Central and Eastern Europe	108.5	96.1	12.4	12.9%
Iberia & Latin America	72.7	50.3	22.4	44.5%
Asia & India	56.2	56.5	(0.3)	(0.5)%
Total	**1,107.2**	**1,015.7**	**91.5**	**9.0%**

The Group's revenue increased by €91.5 million, or 9.0%, in 2012 compared to 2011. This increase was partially due to the effect of changes in the scope of consolidation resulting from the

acquisition of Siemens's IT Solutions & Services businesses, whose results were recognized in the combined financial statements for the second half of 2011 only, as compared to the full year in 2012 (+€45.6 million: Argentina, Chile, Austria, at 100%, the kiosk business in Spain and a major public sector contract in the United Kingdom), as well as the acquisition of Quality Equipment in the first half of 2012 (+€7.1 million). The effect of these acquisitions was partly offset by the Group's disposal of its interest in Sinsys in June 2012 (-€11.4 million).

The remainder of the increase (€50.2 million) primarily reflects the following:

- Revenue in the **United Kingdom** increased by €18.8 million, including a positive currency effect of €6.0 million. The €12.8 million in organic growth was driven by both Mobility & e-Transactional Services, which saw a €7.5 million increase in transportation sector revenue and a €1.4 million increase in revenue from a large, multi-modal project, and Merchant Services & Terminals, which benefited from a €2.5 million increase in revenue from its private label cards business.

- Revenue increased in **France** by €16.2 million, primarily as a result of revenue generated by the Online Services business's omni-commerce offering (in particular with Auchan, Carrefour, and Système U), which contributed €8.7 million, and e-Ticketing, which contributed €7.8 million.

- Revenue in **Germany & Central and Eastern Europe** increased by €6.5 million, due to growth in Financial Processing & Software Licensing due to the Group's entry into a new processing contract with Sparda Bank and an increase in issuing processing volumes, as well as a €1.6 million increase in terminal sales.

- Revenue in **Belgium & the Netherlands** increased by €5.7 million, primarily due to a €2.3 million increase in sales of terminals and a €3.3 million increase in issuing processing volumes.

9.8.2 Operating Margin

The table below sets forth the Group's operating margin for the years ended December 31, 2012 and 2011 by geographic segment.

Operating Margin	**2012**	**As a percent of segment revenues**	**2011**	**As a percent of segment revenues**	**Change (€ millions)**	**Change (%)**
France	53.1	13.3%	56.1	14.6%	(3.0)	(5.3)%
Belgium & the Netherlands	80.2	24.2%	84.8	25.6%	(4.6)	(5.4)%
United Kingdom	17.4	12.7%	16.1	16.5%	1.3	8.1%
Germany & Central and Eastern Europe	9.7	8.9%	13	13.5%	(3.3)	(25.4)%
Iberia & Latin America	4.3	5.9%	3.2	6.4%	1.1	34.4%
Asia & India	10.8	19.2%	8.7	15.4%	2.1	24.1%
Corporate	(23.4)	-	(19.7)	-	(3.7)	18.8%
Total	**152.1**	**13.7%**	**162.2**	**16.0%**	**(10.1)**	**(6.2)%**

The Group's operating margin decreased by €10.1 million, or 223 basis points, between 2011 and 2012. This decrease was primarily a result of the following:

- **Corporate** charges increased by €3.7 million as a result of the creation of new transversal organizational structures (Corporate and global business lines).

- Operating margin in **France** decreased by €3.0 million, primarily due to the non-renewal of a major public sector contract.

- In **Belgium**, operating margin decreased by €4.6 million, mainly due to price decreases in the international credit card business and under large issuing processing contracts, as well as a €2.4 million gain recorded in 2011 but not in 2012 as the result of the renegotiation of the Group's health coverage plan.

- In **Germany & Central and Eastern Europe**, operating margin decreased by €3.3 million, principally due to the loss of a very profitable acquiring contract.

9.8.3 OMDA

The table below sets forth the Group's OMDA for the years ended December 31, 2012 and 2011 by geographic segment.

OMDA	**2012**	**As a percent of segment revenues**	**2011**	**As a percent of segment revenues**	**Change (€ millions)**	**Change (%)**
France	66.2	16.5%	72.6	18.9%	(6.4)	(8.8)%
Belgium & the Netherlands	89.2	26.9%	93.8	28.4%	(4.6)	(4.9)%
United Kingdom	22.6	16.5%	12.3	12.6%	10.3	83.7%
Germany & Central and Eastern Europe	12.6	11.6%	17.1	17.8%	(4.5)	(26.3)%
Iberia & Latin America	1.8	2.5%	1.6	3.2%	0.2	12.5%
Asia & India	12.4	22.1%	14.2	25.1%	(1.8)	(12.7)%
Corporate	(21.9)	-	(18.3)	-	(3.6)	19.7%
Total	**182.9**	**16.5%**	**193.3**	**19.0%**	**(10.4)**	**(5.4)%**

OMDA decreased by €10.4 million from 2011 to 2012, largely reflecting the €10.1 million decrease in operating margin, with, however, variations in certain geographical segments:

- In **France**, there was a €4.1 million decrease in amortization relating to a decrease in investments as compared with the pre-2011 period.

- In **Asia & India**, a client-related provision was recorded in 2011 for €2.0 million and reversed in full the following year due to the extinction of the risk, thus generating a net positive effect from changes in provisions of €4.0 million.

- In the **United Kingdom**, OMDA increased by €10.3 million whereas the operating margin increased by only €1.3 million. The difference primarily reflects a €3.7 million increase in amortization from the full-year effect of Siemens IT Solutions & Services contracts, as well as €4.4 million in income

recorded in 2011 but not in 2012 relating to retirement provisions, related to the acquisition of Siemens' IT Solutions & Services businesses.

9.9 PRO FORMA INFORMATION

In addition to its combined financial statements, the Group has prepared pro forma financial information designed to simulate the effects that the Reorganization Transactions and certain other related transactions might have had on the Group's income statement and cash flow statement if such transactions had taken effect as of January 1, 2011 and if the Group had operated as an autonomous, stand-alone and listed entity as from such date. See Section 20.2, "Pro Forma Financial Information". The Group believes that this pro forma information may help investors better understand the financial impact of the Reorganization Transactions. This pro forma financial information also serves as a more relevant basis of comparison for the objectives and forecasts described in Chapter 12, "Trend Information" and Chapter 13, "Profit Forecasts".

The table below sets forth a reconciliation of the 2013 combined income statement to the 2013 pro forma income statement.

	Year ended December 31,					
	2013 Combined	**Pro Forma Adjustments**	**2013 Pro Forma**	**2012 Combined**	**Pro Forma Adjustments**	**2012 Pro Forma**
Revenue						
Merchant Services & Terminals	364.6	--	364.6	353.6	2,7	356.3
Financial Processing & Software Licensing	391.7	--	391.7	386.8	(11.0)	375.9
Mobility & e-Transactional Services	378.8	(9.8)	369.0	366.7	(1.6)	365.1
Total Revenue	**1,135.1**	**(9.8)**	**1,125.3**	**1,107.2**	**(9.9)**	**1,097.3**
Personnel expenses	(466.1)	(3.4)	(469.5)	(455.0)	6.2	(448.9)
Operating expenses	(500.1)	14.3	(490.7)	(500.1)	5.0	(495.1)
Operating margin	**164.0**	**1.1**	**165.1**	**152.1**	**1.3**	**153.4**
Other operating income and expenses	5.9	**--**	5.9	(2.4)	(4.3)	(6.7)
Operating income	**169.9**	**1,1**	**171.0**	**149.7**	**(3.0)**	**146.7**
Net cost of financial debt	(3.7)	(1.2)	(4.9)	(4.2)	(1.5)	(5.7)
Other financial expenses	(15.9)	5.4	(10.5)	(9.8)	3.3	(6.5)
Other financial income	6.2	--	6.2	3.7	--	3.7
Net financial income	(13.4)	4.2	(9.2)	(10.3)	1.8	(8.5)
Net income before tax	**156.5**	**5.3**	**161.8**	**139.4**	**(1.2)**	**138.2**
Tax charge	(36.2)	(13.6)	(49.8)	(43.8)	1.9	(41.9)
Share of net profit (loss) of associates	(1.8)	--	(1.8)	(1.7)	--	(1.7)
Net income	**118.5**	**(8.3)**	**110.2**	**93.9**	**0.7**	**94.6**

The 2013 and 2012 pro forma income statement information includes the following adjustments:

- *Revenue.* In 2013, pro forma revenue was €9.8 million lower than combined revenue. This adjustment consists of the cancellation of revenue recorded in the combined income statement relating to the "build" portion of the Transport for Greater Manchester contract, which was transferred to Atos effective as of January 1, 2014.

In 2012, pro forma revenue was lowered by €9.9 million, as a result of (i) the cancellation of €1.6 million in revenue from the Transport for Greater Manchester contract and (ii) €8.3 million in adjustments for changes in the scope of consolidation relating to Sinsys and Quality Equipment.

- *Personnel expenses.* Pro forma personnel expenses include €3.4 million in additional charges in 2013 and net savings of €6.2 million in 2012 as compared with the combined income statement for the same periods. This adjustment reflects (i) the impact of salaries and related expenses relating to new hires at the Group's headquarters; (ii) the impact of the transfer to Atos, in particular in the United Kingdom, of teams previously shared with the Worldline Group; and (iii) in 2012, the impact of eliminating the Group's share of the personnel expenses of Sinsys and including the personnel expenses of Quality Equipment.

- *Operating expenses.* Pro forma operating expenses reflect net savings of €14.3 million in 2013 and of €5.0 million in 2012 as compared with operating expenses in the combined financial statements for the same periods. This adjustment results from (i) the reduction in Atos invoices due to the cancellation in the pro forma accounts of the fee for use of the Atos trademark; (ii) the reduction in Atos invoices for costs relating to Atos' organization by geographical market, which will no longer be re-invoiced going forward, due to the Group's new organizational structure; (iii) the exclusion of operating charges relating to the build phase for the Transport for Greater Manchester project; (iv) adjustments to the framework for the re-invoicing of shared services by Atos at the time of the Reorganization Transactions reflected in the new service agreements entered into on market terms with the Atos group; and (v) with respect to 2012, adjustments to the scope of consolidation relating to Sinsys and Quality Equipment.

- *Operating margin.* Due to the effect of the adjustments described above, 2013 pro forma operating margin was €1.1 million higher than the combined operating margin, and the 2012 pro forma operating margin was €1.3 million higher than the combined operating margin. As a percentage of revenue, 2013 pro forma operating margin was 14.7%, as compared with 14.4% on a combined basis. In 2012, operating margin as a percentage of revenue was 14.0% on a pro forma basis, as compared with 13.7% on a combined basis.

- *Net cost of financial debt.* The pro forma information reflects an additional €1.2 million in 2013 and €1.5 million in 2012 in net finance costs. These additional charges result from the effect of the cost of the debt that Atos allocated to the Group to carry out the Reorganization Transactions on the basis of the normative rates representing the Group's finance cost.

- *Other financial expenses.* In the pro forma information, charges relating to profit repatriated by the Group's German subsidiary to its Atos parent entity in connection with the tax consolidation agreements in place prior to the Reorganization Transactions were canceled, amounting to €5.4 million in 2013 and €3.3 million in 2012, since that subsidiary's income benefits the Worldline Group in the new organizational structure.

- *Net income before tax.* Due to the effect of the adjustments described above, pro forma net income before taxes was €5.3 million higher than combined net income

before taxes in 2013 and €1.2 million lower than combined net income before taxes in 2012.

- *Tax charge.* Pro forma tax charge was €13.6 million higher than combined tax charge in 2013 and €1.9 million lower than combined tax charge in 2012. The increase results from (i) application of the tax rates in effect in the relevant countries in 2013 and 2012 to the pro forma adjustments described above and (ii) the cancellation of deferred tax assets relating to prior period losses in Germany and Spain recognized in 2013 that were recognized in the pro forma net equity information as from January 1, 2011. No tax charge related to exits from the scope of consolidation or savings related to entry into the scope of consolidation were recorded within the Group.

- *Net income.* As a result of the adjustments described above, pro forma net income was €8.3 million lower in 2013 and €0.7 million higher in 2012 as compared with combined net income.

9.10 NON-IFRS FINANCIAL MEASURES

9.10.1 OMDA

In addition to IFRS measures, the Group uses an additional performance measure, operating margin before depreciation and amortization (OMDA), which excludes from operating margin the impact of depreciation and certain other expenses detailed in the table below. The following table provides a reconciliation of OMDA to operating margin. OMDA is a non-IFRS measure and has no standard definition. As a result, the definition used by the Group may not correspond to the definitions given to the same term by other companies. OMDA should not be used in lieu of IFRS measures.

The following table provides a reconciliation of OMDA to Operating Margin, on a combined basis.

	Year ended December 31,		
	2011	**2012**	**2013**
		(in € millions)	
Operating margin (OM)	162.2	152.1	164.0
+ Depreciation of fixed assets	37.2	36.1	37.2
+ Net book value of assets sold/written off [1]	0.5	1.0	0.7
+ Charge for equity-based compensation [2]	1.5	1.5	1.5
+/- Net charge / (release) of pension provisions[3]	(6.7)	0.5	2.7
+/- Net charge / (release) of provisions	(1.4)	(8.3)	(2.9)
Operating margin before depreciation and amortization (OMDA)	**193.3**	**182.9**	**203.2**
OMDA – OM	31.1	30.9	39.2

(1) Included in the line item "Gains (losses) on disposals of assets" within "Operating expenses". See Note 4 of the combined financial statements.
(2) Corresponds to the line item "Equity-based compensation" within "Personnel expenses". See Note 3 of the combined financial statements.
(3) Corresponds to the line item "Difference between pension contributions and net pension expense". See Note 3 of the combined financial statements.

Depreciation costs remained relatively stable between 2012 and 2013 at approximately 3.2% of revenue. The net release of provisions of €8.3 million in 2012 resulted primarily from the use of provisions in respect of loss-making contracts in an amount of €5.8 million, of which €4.7 million related to contracts inherited from Siemens IT Solutions & Services.

9.10.2 Free Cash Flow

In addition to cash flow calculated in accordance with IFRS, the Group presents the non-IFRS indicators "Operating Cash Flow" and "Free Cash Flow". These indicators are calculated based on OMDA, which is calculated as described above.

The following table sets forth a reconciliation of OMDA to Operating Cash Flow, and then from Operating Cash Flow to Free Cash Flow, for the periods indicated.

	Year ended December 31,		
(in € millions)	**2013**	**2012**	**2011**
Operating Margin Before Depreciation and Amortization (OMDA)	**203.2**	**182,9**	**193.3**
Operating investments [(1)]	(61.7)	(46.3)	(43.5)
Change in working capital requirement[(2)]	16.1	4.3	2.9
Operating Cash Flow	**157.6**	**140.9**	**152.7**
Income tax paid [(3)]	(33.7)	(28.4)	(35.1)
Net cost of financial debt paid [(4)]	(3.7)	(4.2)	(5.1)
Reorganization (from other operating income and expense) [(5)]	(3.3)	(1.3)	(5.6)
Rationalization and associated costs (from other operating income and expense) [(6)]	(0.9)	(1.6)	(6.4)
Integration and acquisition costs [(7)]	(1.6)	(0.1)	(0.3)
Net financial investments [(8)]	(0.2)	(1.0)	(2.6)
Other operating income and expense [(9)]	(6.4)	0.3	(0.4)
Income from asset sales in other operating income [(10)]	20.7	-	-
Other financial income and expense [(11)]	(7.5)	(4.3)	(8.0)
Free Cash Flow	**121.0**	**100.3**	**89.2**

(1) Corresponds to the line item "Payment for tangible and intangible assets". See Part A.1.5 of the combined financial statements.
(2) Corresponds to the line item "Change in working capital requirement". See Part A.1.5 of the combined financial statements.
(3) Corresponds to the line item "Taxes Paid". See Part A.1.5 of the combined financial statements.
(4) Corresponds to the line item "Net cost of financial debt". See Part A.1.5 of the combined financial statements.
(5) Corresponds to the payments included in the line item "Staff reorganization". See Note 5 to the combined financial statements.
(6) Corresponds to the payments included in the line item "Rationalization and related costs". See Note 5 to the combined financial statements.
(7) Corresponds to the payments included in the line item "Integration and acquisition costs". See Note 5 to the combined financial statements.
(8) Amount included in the line item "Other" of the table, "Payment and proceeds from acquisitions and long-term investments". See Note 20 to the combined financial statements.
(9) Net amount paid, included in the line item "Other items". See Note 5 to the combined financial statements.
(10) Amount included in the line item "Proceeds from disposals of tangible and intangible assets". See Part A.1.5 of the combined financial statements.
(11) Net amount paid, included in the line item "Other financial income and expense". See Note 6 to the combined financial statements.

The following table sets forth a reconciliation of net cash flow generated by operations on an IFRS basis to Operating Cash Flow calculated on the basis set forth above.

(in millions of euros)	Year ended December 31, 2013	2012	2011
Operating Cash Flow	**157.6**	**140.9**	**152.7**
- Operating Investments [(1)]	61.7	46.3	43.5
- Proceeds from disposals of assets included in OMDA [(2)]	-	-	(0.5)
Income tax paid [(3)]	(33.7)	(28.4)	(35.1)
Reorganization (from other operating income and expense) [(4)]	(3.3)	(1.3)	(5.6)
Rationalization and associated costs (from other operating income and expense) [(5)]	(0.9)	(1.6)	(6.4)
Integration and acquisition costs [(6)]	(1.6)	(0.1)	(0.3)
Other operating income and expense [(7)]	(6.4)	0.3	(0.4)
Other financial income and expense [(8)]	(7.5)	(4.3)	(8.0)
Other changes	(0.4)	0.3	(0.1)
Net cash flow from operating activities	**165.5**	**152.1**	**139.8**

(1) Canceled amount corresponding to the item "Payment for tangible and intangible assets". See Part A.1.5 of the combined financial statements.
(2) Canceled amount included in the line item "Proceeds from disposals of tangible and intangible assets". See Part A.1.5 of the combined financial statements.
(3) Corresponds to the line item "Taxes Paid". See Part A.1.5 of the combined financial statements.
(4) Corresponds to the payments included in the line item "Staff reorganization". See Note 5 to the combined financial statements.
(5) Corresponds to the payments included in the line item "Rationalization and associated costs". See Note 5 to the combined financial statements.
(6) Corresponds to the payments included in the line item "Integration and acquisition costs". See Note 5 to the combined financial statements.
(7) Net amount paid, included in the line item "Other items". See Note 5 to the combined financial statements.
(8) Net amount paid, included in the line item "Other financial income and expense". See Note 6 to the combined financial statements.

9.10.3 EBITDA

In addition to operating margin calculated in accordance with IFRS, the Group presents "EBITDA" calculated beginning with OMDA, which is calculated as described above. The Group uses this indicator primarily for purposes of calculating the ratio of net debt to EBITDA.

The following table provides a reconciliation of OMDA to EBITDA for the periods indicated.

(*in € millions*)	Year ended December 31, 2013	2012	2011
Operating Margin Before Depreciation and Amortization (OMDA)	**203.2**	**182.9**	**193.3**
Reorganization (from other operating income and expense) [(1)]	(3.3)	(1.3)	(5.6)
Rationalization and associated costs (from other operating income and expense) [(2)]	(0.9)	(1.6)	(6.4)
Integration and acquisition costs [(3)]	(1.6)	(0.1)	(0.3)
Other operating income and expense [(4)]	14.3	12.1	(0.4)
EBITDA	**211.7**	**192.0**	**180.6**

(1) Amount paid, included in the line item "Staff reorganization". See Note 5 to the combined financial statements.
(2) Amount paid, included in the line item "Rationalization and associated costs". See Note 5 to the combined financial statements.
(3) Amount paid, included in the line item "Integration and acquisition costs". See Note 5 to the combined financial statements.
(4) Amount paid/received, included in the line item "Other items". See Note 5 to the combined financial statements.

10. LIQUIDITY AND CAPITAL RESOURCES

10.1 OVERVIEW

The Group's principal funding needs include working capital requirements, capital expenditures, dividend payments and debt repayments. Historically, the Group has met these requirements principally through cash flow from operating activities and financing provided by Atos through intercompany loans, current accounts and through the cash pooling of Atos to which the Group is a party. The Group has also available uncommitted local bank overdraft lines mainly in restricted countries where intercompany financing is not possible due to local legal and regulatory restrictions, mainly in Argentina. The overdraft credit line in Argentina has historically been backed by a parent guarantee provided by Atos. The parent guarantee expired on December 31, 2013 and, on the same date, the overdraft was fully repaid following capitalization of the local entity.

The following table sets forth further details regarding the composition of the Group's net debt position at December 31, 2013.

	Category	December 31, 2013	Standard Financial Conditions	Countries
		(in € millions)		
Cash/Debt with Financial Institutions	Cash & deposits at local bank [1]	30.9		
	Overdraft	0.0	Baibor 1M + margin*	Argentina
	Financial leases	(2.0)		Belgium
	Net external cash	**28.9**		
Cash/Debt with Atos group	Atos group cash pooling financing – net [2]	(40.0)	Eonia -/+ margin*	Germany, Asia, UK
	Net current accounts with Atos group entities [3]	11.6	Eonia -/+ margin*	France, Belgium, LATAM
	Other financial debts	(100.1)		
	Intercompany loans [4]	*70.5*	*EUR3M + margin* (France)*	*France, India*
	Securitization and others [5]	*29.6*	*EUR1M + margin**	*France*
	Net intercompany debt	**(128.5)**		
	Net debt	**(99.6)**		

(1) Amount included in the line item "Cash and cash equivalents". See Note 20 of the combined financial statements.
(2) Corresponds to the line item "Cash and cash equivalents" (€125.6 million) after deduction of cash and deposits at local bank (see above) (€30.9 million) and the amount in the line item entitled "Overdrafts" (€134.7 million) in liabilities. See Notes 17 and 20 of the combined financial statements.
(3) Corresponds to net total of assets (+€416.4 million) and liabilities (-€404.8 million) of current intra accounts with Atos entities. See Note 20 of the combined financial statements
(4) Corresponds to the line item "Loan intra account with Atos entities". See Note 17 of the combined financial statements.
(5) Corresponds to the line items "Securitization" and "Other borrowings". See Note 17 of the combined financial statements.

Total cash and total debt amounts at December 31, 2013 are linked to the business performance of the Group as well as the effects of the Group's reorganization transactions (Reorganization Transactions). At December 31, 2013, the Group had net debt of €99.6 million.

Following the listing of the Company's shares on Euronext Paris, the Group will benefit from a €300 million revolving credit facility to be granted by Atos SE in order to cover the Group's liquidity requirements including temporary fluctuations in its working capital needs. This credit facility will be entered into prior to the listing of the Company's shares on Euronext Paris and will take effect no later than the time of the listing. The main terms and conditions of the revolving credit facility are the following:

Maximum amount: €300 million.

Duration: Two years, terminable by the Company at any time without charge or penalty (subject to an indemnity for breakage costs, if any, in the event of prepayment). Atos SE will have a right to terminate the facility and request repayment in the event the Atos group ceases to hold at least 25% of the Company's share capital, whereupon the Company would have two months to repay the borrowed amount.

Drawdown term: one, three or six months, with any prepayment subject to an indemnity for breakage costs.

Rate on utilization: Euribor for the relevant interest period, either one, three or six months + margin of 0.5-1.0%.

Commitment fee: 35% of the margin

Following the listing of the Company's shares on Euronext Paris, the Group intends, in due course, to enter into a revolving credit facility with third party financial institutions to replace the Atos SE revolving credit facility.

Immediately following the listing of the Company's shares on Euronext Paris, the Group expects to have a positive net cash position of approximately €150 million, based on the assumption that (i) the initial public offering will include, in addition to the secondary offering, a capital increase of approximately €245 million, (ii) the Group will generate positive free cash flow of approximately €50 million between December 31, 2013 and the listing date of the Company's shares on Euronext Paris (see Chapter 13, "Profit Forecasts") and (iii) the Company will pay a €45 million dividend to Atos SE prior to the initial public offering.

For a definition of "free cash flow" see Section 9.10.2, "Free Cash Flow". Free cash flow is represented by variations in net cash or financial indebtedness corrected through variations in share capital, dividend distributions to shareholders and acquisitions and disposals during the period. In 2013, the Group's pro forma free cash flow was €120.3 million (the formula for calculating pro forma free cash flow is set out in Note A.2.7 of the pro forma financial information included in Section 20.2.1, "Pro Forma Financial Information").

10.2 FINANCIAL RESOURCES

The Group has historically relied on the sources of financing described below. These financial resources are primarily short-term (cash on hand, cash flow from operating activities, short-term borrowings). The Group had €46 million in long-term financing as of December 31, 2013:

- *Cash on hand.* The Group's cash and cash equivalents on its balance sheet at December 31, 2013, 2012 and 2011amounted to €542.0 million, €468.7 million and €377.6 million, respectively. Net of the bank overdrafts and amounts owed to Atos under the cash

pooling and current account arrangements described under "Borrowings" below, net cash and cash equivalents totaled €2.5 million, €140.9 million and €79.9 million, respectively. See Note 20 of the combined financial statements.

- *Cash flow from operating activities,* which generated cash flow before change in working capital requirements, financial interest and taxes of €183.1 million, €176.2 million and €172.0 million in 2013, 2012 and 2011, respectively.

- *Borrowings and outstanding Borrowings.* The Group had total borrowings of €641.6 million, €483.3 million and €481.1 million outstanding at December 31, 2013. The table below reflects the breakdown of the Group's borrowings as of those dates. See Note 17 of the combined financial statements.

	At December 31,		
Borrowings (in millions of euros)	**2013**	**2012**	**2011**
Finance leases	2.0	0.4	0.7
Securitization	28.9	57.5	62.5
Overdrafts	134.7	158.6	149.2
Current intra accounts with Atos entities	404.8	169.2	148.5
Borrowings with Atos entities	70.5	96.8	119.4
Other borrowings	0.7	0.8	0.8
Total borrowings	**641.6**	**483.3**	**481.1**
of which denominated in Euro	*562.0*	*342.8*	*327.6*
of which denominated in other currencies	*79.6*	*140.5*	*153.5*

The main categories of the Group's borrowings are:

- *Current intra accounts with Atos group entities (€404.8 million at December 31, 2013).* This category consists primarily of financing provided by the Atos group to the Group through current account advances. These financing arrangements bear interest at market rates and are principally denominated in euros.

- *Overdraft (€134.7 million at December 31, 2013).* This category consists primarily of financing provided by the Atos group to the Group through cash pooling. These financing arrangements bear interest at market rates and are principally denominated in euros. This category also includes local bank overdraft lines, primarily in countries where intercompany financing is subject to regulatory restrictions, particularly in Argentina. The credit line in Argentina was backed by a parent guarantee provided by Atos, which expired on December 31, 2013; on the same date, the credit line was fully repaid following capitalization of the local entity.

- *Borrowings with Atos entities (€70.5 million at December 31, 2013).* This category consists primarily of financing provided by the Atos group to the Group through intercompany loans. These financing arrangements bear interest at market rates and are principally denominated in euros.

- *Securitization (€28.9 million at December 31, 2013).* This category consists of borrowings from Atos representing proceeds from the sale of Worldline trade receivables under Atos' securitization program.

- *Finance leases (€2.0 million at December 31, 2013).* This Group makes limited borrowings in the form of finance leases. The amount outstanding at December 31, 2013 relates primarily to a Worldline facility in Belgium.

- *Other borrowings (€0.7 million at December 31, 2013).* This category consists of miscellaneous other borrowings that do not fall within the above-described categories.

- *Capital increases.* The Group recorded cash inflows primarily from capital contributions made by Atos to the Group's Argentinian subsidiary in the amounts of €12.8 million in 2012 and €8.5 million in 2011.

10.3 PRINCIPAL USES OF FUNDS

10.3.1 Investments

The Group made net operating investments of €41.0 million, €46.3 million, and €43.0 million in 2013, 2012 and 2011, respectively. The Group plans to spend an additional €50 million to finalize its Worldline Integrated Payment Engine between now and 2017. See Section 10.4.2, "Cash Flow Used in Investing Activities" and Section 5.2, "Investments".

10.3.2 Dividends

The Group paid dividends of €23.2 million and €35.0 million in 2012 and 2011, respectively. No dividends were paid in 2013. The Group has decided to pay an approximately €45 million dividend to Atos SE prior to the initial public offering. See Section 20.6, "Dividend Policy".

10.3.3 Financing of Working Capital Requirements

The Group finances its working capital requirements through its cash flow from operations and, to the extent needed, short term borrowings. The Group posted positive changes in its working capital requirements of €16.1 million, €4.3 million and €2.9 million in 2013, 2012 and 2011 respectively. The following table sets forth the composition of the Group's change in working capital requirements for the periods indicated.

Change in working capital requirements (in millions of euros)	**Year ended December 31,**		
	2013	**2012**	**2011**
Clients and related	(18.8)	(2.3)	(4.0)
Suppliers and related	34.0	2.8	8.8
Personnel and related	2.5	8.2	1.0
Other	**(1.6)**	**(4.4)**	**(2.9)**
Total change in working capital requirements	**16.1**	**4.3**	**2.9**

The change in 2013 primarily reflects the increase of days payable outstanding (DPO) by 20 days (€30.8 million) partly due to increased payables towards the Atos group (+ €10 million) as a consequence of the Worldline reorganization which resulted in new flows of internal invoices for costs allocation, and also higher volume of hardware purchases and services rendered at the end the year (+ €10 million). As far as receivables are concerned, the deterioration of the days sales

outstanding (DSO) ratio in 2013 (+4 days) (-€16.5 million) mainly reflected an increase of work in progress linked to contractual milestones (+€8.5 million mostly in UK) combined with a €5 million decrease in deferred income due to customer advance payments received in Belgium at end of 2012 which did not repeat in 2013.

10.3.4 Contractual Obligations

The following table sets forth the Group's finance leases and off-balance sheet contractual obligations at December 31, 2013. See Note 21 of the combined financial statements.

Contractual Obligations (in millions of euros)	**At December 31, 2013**	**Up to 1 year**	**1 to 5 years**	**Over 5 years**
Finance Leases	2.1	0.3	0.3	1.5
On Balance Sheet Commitments	**2.1**	**0.3**	**0.3**	**1.5**
Operating leases for land, buildings and fittings	81.8	14.1	37.2	30.5
Operating leases for IT equipment	2.0	1.2	0.8	-
Operating leases, other fixed assets	8.2	3.5	4.7	-
Non-cancellable purchase obligations	16.6	15.8	0.8	-
Off Balance Sheet Commitments	**108.6**	**34.6**	**43.5**	**30.5**
Total Finance Leases and Off Balance Sheet Commitments	**110.7**	**34.9**	**43.8**	**32.0**

The non-cancelable purchase obligations relate to purchase orders placed by the Belgian subsidiary for goods or services not yet received (excluding rent and leases). This includes purchases of terminals (€5.1 million), external subcontracting costs, outsourced services and consulting services (€4.6 million).

The Group also had bank guarantees and pledges outstanding for €18.8 million, €20.7 million and €21.4 million at December 31, 2013, 2012 and 2011, respectively. See Note 21 of the combined financial statements. Other than the above-described contractual obligations, the Company is not subject to any significant restrictions on the availability of its capital resources.

10.4 ANALYSIS OF CASH FLOW

The following table sets forth the Group's cash flow for the periods indicated.

	Year ended December 31,		
Cash Flows (in millions of euros)	**2013**	**2012**	**2011**
Net cash from / (used in) operating activities	165.5	152.1	139.8
Net cash from / (used in) investing activities	(41.3)	(46.0)	(51.2)
Net cash from / (used in) financing activities	(262.9)	(40.5)	(49.2)
Increase (decrease) in net cash and cash equivalents	**(138.7)**	**65.6**	**39.4**

10.4.1 Cash flow from operating activities

The following table sets forth the Group's cash flow from operating activities for the periods indicated.

Cash Flows from Operating Activities (in millions of euros)	Year ended December 31,		
	2013	2012	2011
Cash flow from operating activities before change in working capital requirements, interest and taxes	183.1	176.2	172.0
Change in working capital requirement	16.1	4.3	2.9
Taxes paid	(33.7)	(28.4)	(35.1)
Net cash from / (used in) operating activities	**165.5**	**152.1**	**139.8**

The Group recorded cash flow from operating activities of €165.5 million in 2013 compared to €152.1 million in 2012. The increase of €13.4 million was generated primarily by:

- an increase of €11.8 million in cash generated by the change in working capital requirements, primarily reflecting the increase in days payable outstanding in 2013 by 20 days described above; and

- an increase of €6.9 million in cash flow from operating activities before change in working capital requirements, interest and taxes.

Income tax payments consumed €5.3 million more in 2013 than in 2012.

The Group recorded cash flow from operating activities of €152.1 million in 2012 compared to €139.8 million in 2011. The increase of €12.3 million reflects:

- a €4.2 million increase in cash flow from operating activities before change in working capital requirements, interest and taxes;

- an increase of €1.4 million of the amount generated by the change in working capital requirements; and

- a decrease in income tax payments, which consumed €6.7 million less in 2012 than in 2011.

Changes in Working Capital Requirements. As described above, the Group generated positive working capital of €16.1 million, €4.3 million and €2.9 million in 2013, 2012 and 2011, respectively.

10.4.2 Cash Flow Used in Investing Activities

The following table sets forth the Group's cash flow used in investing activities for the periods indicated.

Cash flow used in investing activities (in millions of euros)	Year ended December 31,		
	2013	2012	2011
Payment for tangible and intangible assets	(61.7)	(46.3)	(43.5)
Proceeds from disposals of tangible and intangible assets	20.7	-	0.5
Net operating investments	**(41.0)**	**(46.3)**	**(43.0)**
Amounts paid for acquisitions and long term investments	(0.4)	(10.7)	(7.3)

Cash and cash equivalents of companies purchased during the period	-	(0.7)	(2.1)
Proceeds from disposals of financial investments	0.1	12.1	1.2
Cash and cash equivalents of companies sold during the period	-	(0.4)	-
Net long-term investments	**(0.3)**	**0.3**	**(8.2)**
Net cash from / (used in) investing activities	**(41.3)**	**(46.0)**	**(51.2)**

- *Net Operating Investments*

  Net operating investments amounted to €41.0 million in 2013. This amount reflects capital expenditures (purchases of tangible and intangible assets) of €61.7 million, of which €30.4 million was capitalized production. For more information, see Section 5.2, "Investments" of this Registration Document. Forty-nine percent of the €31.3 million of net operating investments other than capitalized production costs related to investments in shared infrastructure (*i.e.* infrastructure not dedicated to a single client) and consisted primarily of investment in servers and network projects. The remaining 51% was on specific client-dedicated equipment (mainly dedicated servers and rented terminals). Proceeds of 20.7 million were generated from the disposal of assets, and relate primarily to the disposal of a data center in Belgium.

  Net operating investments amounted to €46.3 million in 2012, reflecting capital expenditures (purchases of tangible and intangible assets) of €46.3 million, of which €15.6 million was capitalized production. For more information, see Section 5.2, "*Investments*" of this Registration Document. The €30.7 million in net operating investments other than capitalized production costs relate to other capital expenditure projects, of which investments in shared infrastructure represented 45% of the total with the remainder spent on specific client-dedicated hardware such as servers and rented terminals.

  Net operating investments amounted to €43.0 million in 2011, reflecting capital expenditures (purchases of tangible and intangible assets) of €43.5 million, of which €11.4 million was capitalized production. For more information, see Section 5.2, "Investments" of this Registration Document. The remaining €32.1 million related primarily to capital expenditure projects, of which shared infrastructure represented 46% of the total, with the remainder spent on specific client-dedicated hardware such as servers and rented terminals.

- *Net Financial Investments*

  Net financial investments used €0.3 million in 2013, which reflected variations in long-term deposits.

  Net financial investments generated €0.3 million in 2012, reflecting mainly €11.4 million (net of cash) received from the sale of the Group's stake in Sinsys to SIA, and €10.2 million paid to acquire Quality Equipment (including its outstanding debt).

  Net financial investments used €8.2 million in 2011, reflecting the use of €9.4 million for acquisitions and long-term investments, including the Group's stake in Buyster, debt of Siemens IT Solutions & Services entities assumed upon their acquisition, interests in

non-consolidated entities in Argentina and payment in 2011 of the remaining amount of the purchase price for Venture Infotek in India, which the Group acquired in 2010. The Group received cash of €1.2 million received in connection with the repayment to the Group of a long-term deposit.

10.4.3 Cash Flow Used in Financing Activities

The following table sets forth the Group's cash flow used in financing activities for the periods indicated.

Cash flow used in financing activities (in millions of euros)	**Year ended December 31,**		
	2013	**2012**	**2011**
Capital increase	2.9	16.5	8.6
Dividends paid to shareholders	-	(23.2)	(35.0)
Debt to shareholders	(208.2)	-	-
Payment for acquisition of non-controlling interests	(1.6)	(1.6)	-
New borrowings	0.3	0.4	6.1
New finance leases	1.7	-	-
Repayment of long and medium term borrowings	(25.7)	(23.4)	(22.1)
Net cost of financial debt paid	(3.7)	(4.2)	(5.1)
Other flows related to financing activities	(28.6)	(5.0)	(1.7)
Net cash from / (used in) financing activities	**(262.9)**	**(40.5)**	**(49.2)**

The Group used cash in financing activities for an amount equal to €262.9 million, €40.5 million and €49.2 million in 2013, 2012 and 2011, respectively. The main cash flows during the period were:

- Capital contributions by Atos to the Group:
  - to the Argentinian subsidiary for €12.8 million in 2012 and €8.5 million in 2011; and
  - to the Spanish and Indian subsidiaries for €2.4 million and €0.5 million, respectively, in 2013.
- Dividends paid to Atos used €23.2 million in 2012 and €35.0 million in 2011.
- €208.6 million borrowed from Atos as part of the Reorganization Transactions to acquire Worldline Activities from Atos entities that are outside the Worldline Group.
- The repayment of long and medium term borrowings, net of new borrowings and new finance leases, used a net amount of €23.7 million in 2013, €23.0 million in 2012 and €16.0 million in 2011.
- Other flows related to financing activities. These amounts, which correspond to borrowings extended by Atos in connection with trade receivables sold by Worldline under the Atos securitization facility, used €28.6 million, €5.0 million and €1.7 million in 2013, 2012 and 2011 respectively.

- Payment of the net cost of financial debt used for an amount equal to €3.7 million, €4.2 million and € 5.1 million in 2013, 2012 and 2011, respectively.

- Amounts paid relating to non-controlling interests amounted to €1.6 million in each of 2013 and 2012 and consisted of capital contributions made to Buyster, of which Worldline has a 25% shareholding.

10.5 CRITICAL ACCOUNTING POLICIES UNDER IFRS

The preparation of combined financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, income and expense in the financial statements and disclosures of contingent assets and liabilities at the closing date. The estimates, assumptions and judgments that may result in a significant adjustment to the carrying amounts of assets and liabilities are essentially related to:

- ***Goodwill impairment tests***. The Group tests at least annually whether goodwill has suffered any impairment, in accordance with the accounting policies stated below. The recoverable amounts of cash generating units are determined based on value-in-use calculations or on their fair value reduced by the costs of sales. These calculations require the use of estimates as described in Note 9, “Goodwill” of the combined financial statements.

- ***Revenue recognition and associated costs on long-term contracts.*** Revenue recognition and associated costs, including forecast losses on completion are measured according to policies stated below. Total projected contract costs are based on various operational assumptions such as forecast volume or changes in the delivery costs that have a direct influence on the level of revenue and possible forecast losses on completion that are recognized.

- ***Pensions.*** The Group uses actuarial assumptions and methods to measure pension costs and provisions. The value of plan assets is determined based on valuations provided by the external custodians of pension funds and following complementary investigations carried-out when appropriate. The estimation of pension liabilities, as well as valuations of plan assets requires the use of estimates and assumptions.

- ***Customer relationships.*** An intangible asset related to the customer relationships and backlog brought during a business combination is recorded as customer relationships. The value of this asset is based on assumptions of renewal conditions of the contract and on the discounted flows of these contracts. This asset is amortized based on an estimate of its average life.

11. RESEARCH AND DEVELOPMENT, PATENTS AND LICENSES

11.1 RESEARCH & DEVELOPMENT

The Worldline Group actively seeks to promote a culture of innovation designed to spur its employees to greater creativity and encourage the design and implementation of value creating projects. The Group's research and development department is a key enabler of its capacity for innovation and improvement of its products and solutions, a critical strength in an industry that is constantly evolving.

The Group's research and development teams, which are managed centrally from its headquarters, comprise a dedicated team of research and development engineers spread throughout the countries in which the Group operates. Many of the Group's research and development engineers are closely integrated within the Group's operational teams and focus primarily on incremental innovation, while other research and development engineers are focused on longer-term research and development projects dedicated to disruptive innovation. The Group's dedicated research and development team supports a broader team of more than 4,000 engineers in the field working with clients to implement the Group's services. The Group's research and development expenses amounted €43.3 million in 2013, €38.5 million in 2012 and €39.5 million in 2011. The Group's research and development teams can interact with Atos' experienced research and development teams in the context, for example, of Atos' scientific community. For entities that were dedicated to Worldline activities prior to the Reorganization Transactions, a research and development costs sharing agreement was put in place (see Section 19.2.2, "Other Significant Intragroup Agreements").

The Group's research and development activities are governed by two principal approaches to innovation, which are often complementary to one another:

Incremental Innovation. The innovations that the Group develops pursuant to an incremental approach represent improvements to existing services and processes that the Group develops in the course of its day-to-day work with clients to improve the solutions they already offer and develop new services to address evolving business and market trends. The Group believes its approach to working with clients fosters a culture of trust and intimacy that allows it better to understand client needs and issues, enhancing its ability to proactively design, propose, and implement solutions to problems and means to improve existing processes. The Group's presence in multiple markets and end-to-end approach to designing and developing solutions offers it opportunities to apply what it has learned in one market to other markets in which it operates. Examples of incremental innovation processes that have emerged from this strategy include the evolution in the Group's offering to telecommunications clients from the basic webmail services it once delivered to the more advanced offering of innovative multi-device consumer cloud solutions using convergent messaging technology it offers today. The Group's incremental approach has also led to synergies between its connected vehicles business, as illustrated by the connected trucks applications for Michelin Solutions, which built upon the Group's earlier experience with connected cars for Renault.

Disruptive Innovation. While the Group continues to nurture innovation and evolution in the businesses of its existing clients, it also focuses its internal research and development efforts on proactively developing disruptive innovations in areas it believes have the potential to create new markets that displace earlier technologies and approaches. The Group then markets and adapts these innovations to its clients through client innovation workshops, "proof-of-concept" demonstrations, and other means to promote their adoption. In these areas, the Group invests to

create new markets, often partnering with other companies with relevant expertise to accelerate development and share risk to bring the innovation to the point where it can be more broadly marketed to target clients. Examples of disruptive innovation processes that have emerged from this strategy include the Group's early and proactive development of SEPA payment schemes to take advantage of the new SEPA regulations well before those regulations were finalized, and its extensive research into cryptography, which has permitted it to develop innovative algorithms for secure mobile application software like Worldline Trusted Authentication.

To develop and respond to customer needs, the Group is currently focusing its innovation research and innovation efforts on three main innovation streams (each led by a dedicated team) that the Group believes have the potential to create new markets and services for its client base:

- ***Trusted Services.*** This area focuses on innovations designed to make transactions and services more secure. Key areas of focus include innovative payment solutions, advanced authentication solutions, cryptographic tools, data privacy solutions such as secure cloud services, and network resiliency solutions. Examples of innovations that have come out of this process include:

  - *Worldline Trusted Authentication (or Secure Efficient Authentication (SEA)).* Worldline Trusted Authentication, which the Group has designed and patented, is a strong software enhanced authentication solution currently used by BNP Paribas, Société Générale and La Banque Postale, in order to secure access and give proof of identity for mobile cloud payment wallets, online banking, and e-Commerce payment services.

  - *Host Card Emulation (HCE) applications*. Worldline's HCE mobile device software applications give mobile devices the ability to act as cards to existing NFC terminals. HCE technology allows the SIM physical secure element in an NFC-enabled mobile device to be replaced with a software application that emulates the secure element, allowing the secure data to be hosted in cloud-based applications rather than in the secure element in the mobile device itself, which is typically controlled by mobile operators and handset manufacturers. The Group is currently providing HCE solutions on a pilot basis to a major French bank. In March 2014 at the PayForum Trade Fair in Paris, the Group won the 2014 PayForum award in the "Payment Security" category for its new NFC mobile payment solution using an electronic wallet using HCE.

  - *eGo*. e-Go, which the Group is currently developing through a consortium led by Gemalto, comprises embedded software fitted inside wearable objects, such as belts or watches, that stores users' authentication credentials and access rights, permitting them to communicate and/or initiate highly-secure payment transactions with e-Go compliant objects, such as POS terminals, computers, kiosks, hotel door handles and cars, by simply touching the object using the skin's conductive properties. A "pre-launch" project is planned for the first series of pilot projects. The Group was awarded the Innovative Payments Trophy in the "e-Commerce products" category for this innovation at the 2013 PayForum Trade Fair in Paris.

- ***User eXperience.*** This team focuses on innovations that leverage technology to improve the user experience across the spectrum of activities that the Group's clients engage in, including banking, shopping, driving, communication and entertainment. Key areas of focus include augmented reality solutions, more intuitive interactive solutions, new solutions to enable payments across multiple platforms, solutions to analyze data generated by connected

devices, peer-to-peer solutions, recommendation services and new devices and accessories. Examples of innovations that have come out of this process include:

- *Scan AR*. Worldline's Scan AR ("augmented reality") solution applies mobile image-recognition and contactless technology to enhance consumers' in-store and at-home shopping experiences by allowing consumers to use their mobile devices' camera functions and contactless communication features to, among other things, obtain contextual information about different items (including price, nutritional content, allergy risk, item availability, or promotions), and add them to virtual shopping carts. This technology has been used in part by a large French retailer client.

- *Web Peer 2 Peer*. Web Peer 2 Peer expedites users' retrieval of cloud network data on their mobile devices by allowing users to bypass the traditional system whereby each user retrieves data from a centralized cloud network, and instead access, through browser peer-to-peer transmission from other users, network data that has already been downloaded by users in their vicinity. This solution is currently being presented to existing and potential clients and being prepared for potential proof of concept studies.

- ***High Processing and Volumes.*** This team focuses on innovative solutions for processing high volumes of data, proposing new generations of processing architecture and enabling "device-to-cloud" application processing and offloading. Primary areas of focus include high performance computing, liquid computing solutions, cloud and context services and support for emerging business. Examples of innovations that have come out of this process or are currently in development include:

  - *Zone 52.* Zone 52 is an on-demand cloud hosting "platform-as-a-service" (PaaS) that allows users to upload data-oriented web applications so that they are up and running within seconds. The Zone 52 PaaS is operated in the context of Worldline's service levels. Zone 52 is already available in beta version and already being used to develop prototype business-oriented services.

  - *Liquid IT*. The Group is developing Liquid IT technologies in the form of "intelligent" applications that will analyze and automatically adapt to the hardware available to run them. The auto-adaptive nature of these applications, which rely heavily on cloud-hosting, will allow them to efficiently allocate business processes in real time to the available hardware components best suited to operate them.

11.2 PATENTS AND LICENCES

11.2.1 Intellectual Property, License, Usage Rights, and Other Intangible Assets

The Group owns most of the intellectual property that it uses in connection with its activity. As a result, the Group is usually able to develop its own technological solutions and to provide its products and services to clients without depending on the Atos group, competitors or other third parties.

The Group's intellectual property rights comprise a combination of complementary rights, including the following:

(i) rights relating to technology, such as:

- know-how and trade secrets whose confidentiality is ensured by the Group's internal policy as well as by contractual provisions that are binding on the persons or entities with access to such information;

- software and information systems (which are protected by copyright) and databases. In accordance with the Atos group's intellectual property policy, most of such software has been registered for copyright protection purposes;

- a portfolio of approximately 80 patents, filed in the geographic markets where the Group is most active, including Europe, the United States, Canada and India.

(ii) rights to distinctive marks such as trademarks or domain names, in particular those including the name "Worldline", registered in all of the countries where the Group does business.

These intellectual property rights are held either (i) by Atos Worldline SA (Luxembourg); or (ii) by the Group entity that developed the technology in question (which is the Company, for certain patents) or that uses the distinctive marks locally.

Going forward, the Group will be responsible for filing most of the trademarks or patents relating to the Group's activity. The decision to file will be made in accordance with the Atos group's intellectual property policy applied by the Group with respect to its own research and development projects, the primary objectives of which are the following: (i) to identify the intellectual property developed by the Group's entities; (ii) to evaluate their potential and optimize their usage; (iii) to determine the form of protection best suited to the Group's activity (for example, filing a patent or protecting the confidentiality of a trade secret); (iv) where necessary, to bring legal action against infringers and defend actions brought against the Group; and (v) to ensure that the Group remains independent with regard to intellectual property and that the majority of the intellectual property used by the Group belongs to it.

In general, the Group grants licenses to use its intellectual property only on a very limited basis and only where the services provided to its clients require so. Similarly, the Group has entered into only a few material license agreements relating to technology belonging to third parties, including: (i) certain simple or cross-licenses entered into between Group entities, on the one hand, and certain Atos group entities, on the other hand; and (ii) a patent cross-license agreement entered into between Atos SE and IBM Corp., pursuant to which all the patents of IBM Corp. and its subsidiaries are licensed to the Atos group entities, including the Group's entities, and the Atos group's patents, including those of the Group, are, in return, licensed to IBM Corp. and its subsidiaries.

In addition, from time to time, some Group entities use open-source software, which may be used free of charge under licenses that sometimes include an obligation to disclose the source code developed using the open-source software. The Atos group's internal intellectual property policy provides that management must closely monitor such use from both a technical and a legal perspective in order to avoid the risks of unmonitored use of open-source software and disclosure of source codes relating to the Group's proprietary software.

The Group is involved in a small number of material legal disputes relating to intellectual property, as described in Section 20.7, "Legal Proceedings".

12. TREND INFORMATION

12.1 BUSINESS TRENDS

For a detailed description of the Group's 2013 results, see Chapter 9, "Operations and Financial Review".

12.2 GENERAL

The objectives presented below do not constitute forecasts or estimates of the Group's profits, but are objectives resulting from its strategic orientations. These objectives are based on data, assumptions, and estimates that the Group considers reasonable. Such data, assumptions and estimates are subject to change or modification based on uncertainties in the economic, financial, competitive or regulatory environments. Moreover, the occurrence of one or more of the risks described in Chapter 4, "Risk Factors", could have an impact on the Group's business, results, financial condition or prospects and therefore jeopardize its ability to achieve the objectives presented below. The Group does not guarantee and can give no assurance that the objectives described in this section will be achieved.

12.3 MEDIUM-TERM OBJECTIVES

The Group's objective with respect to revenues is to achieve an average annual organic growth rate, at constant exchange rates, of between five and seven percent over the 2014-2017 period, with a progressive acceleration over time. In parallel, the Group plans to continue optimizing its costs in order to achieve by 2017 an objective of an OMDA margin of approximately 250 basis points above the 2013 level (which was 18.2% on a pro forma basis).

The Group believes that its capital expenditures will be approximately five to six percent of annual revenues in 2015, 2016 and 2017, and its free cash flow will total €180 million by 2017, based on an assumption of an effective tax rate over the 2015 to 2017 period of approximately 24% (cash impact) and 29% (income statement).

To reach these objectives, the Group will rely on its strategic plans and competitive advantages in each of its global business lines, in order to take full advantage of the rapidly growing electronic payment and transactional services market.

These objectives were developed on the basis of the three-year business plan that the Company prepared in connection with its planned initial public offering. They were developed in accordance with the objectives for 2016 previously published by the Atos group, which they replace. As a reminder, the 2016 objectives, published in November 2013, were (i) to achieve an average annual organic growth rate, at constant exchange rates, of between five and seven percent over the 2014-2016 period and (ii) to achieve by 2016 an OMDA margin of approximately 200 basis points above the 2013 level.

Market Trends

- *Sustained growth in payment transaction volumes.* As indicated in Section 6.2, "Industry and Market Overview", payment transaction volumes are increasing significantly as consumers shift from cash to non-cash payments, driven by a number of factors including increased acceptance of non-cash payments by merchants in stores and the growth in e-Commerce transactions and transactions using mobile devices. Since a

significant share of the Group's revenues comes from the processing of such transactions, generally invoiced on a per-transaction basis or based on transaction volume (as a percentage of transaction value), this market trend should have a positive effect on the Group's revenues.

- *Competitive pressure on prices and contract-renewal cycles.* The payment services industry is highly competitive, and the ability to deliver reliable, high quality processing services at competitive prices for high processing volumes will continue to be an important differentiator. Moreover, a number of significant contracts will expire during the 2014-2017 period. In setting its revenue growth objectives, the Group assumed that the industry would continue to face price pressure and that certain existing contracts would not be renewed upon expiration, while new contracts would be signed.

Strategic Plans

- *Merchant Services & Terminals.* The Group plans to take full advantage of opportunities to expand its cross-border acquiring business using its status as a licensed payment institution and its membership in international card networks. The Group aims to double the current 300-partner size of its network during the 2014-2017 period. In order to assist its merchant clients in seizing the opportunities and facing the challenges of an increasingly digital and mobile world, the Group plans to introduce at least two new vertical offers per year in targeted omni-commerce market segments. The Group intends to seize the opportunities presented by mobile commerce, with the objective of significantly growing the revenue share generated by mobile commerce within this global business line. The Group will also focus on developing value-added services, with the goal of launching approximately five new value-added services per year.

- *Financial Processing & Software Licensing.* The Group will continue to develop its activities and unify its platforms to achieve economies of scale and keep its cost level among the lowest in the industry, enabling it to continue providing reliable, high-quality services at very competitive prices. The Group will continue to enlarge its portfolio of value-added services, with the goal of introducing two to three new value-added services per year. In particular, it will continue to invest in developing fraud-detection and fraud-prevention services, loyalty programs, data-analysis services and card services, with the goal of becoming the European market leader in electronic wallets and OBeP transfers. Finally, the Group will implement its strategy of offering new services to existing clients and entering into new geographic markets in central Europe, northern Europe and emerging markets.

- *Mobility & e-Transactional Services.* The Group will continue to expand its end-to-end offering in market segments with the potential to generate significant payment transaction volumes. The Group's goal is to expand the geographic reach of its services at a rate of one new country per year in each of its divisions. It will continue to develop its Connected Living ecosystem of services based on analyzing data generated by connected objects, aiming to increase revenues generated from Connected Living services by 100% over the next two years. With respect to its platforms, the Group will continue to invest in its capacity to process large quantities of data ("big data") in order to offer targeted and innovative mobility-related services. The Group will continue to integrate and unify its electronic ticketing platforms to offer high value-added services, to develop its expertise in personal data security and protection of confidentiality, and to scale up its Connected Living services to achieve economies of scale.

- *TEAM Project.* Through its three-year TEAM program, initiated in early 2014, the Group aims, among other things, to achieve significant operating efficiencies from platform and infrastructure rationalization, enhance resource allocation across its network, improve sales effectiveness and contract profitability, industrialize development methods, and generally leverage the Group's resources, size, and global reach to capitalize on the strong growth in the markets and industries in which it operates. Through its TEAM program, the Group aims to achieve cost savings of approximately €150 million over the 2014-2017 period (including approximately €40 million in 2014). See Section 9.1.3.10, "TEAM Project". This program is expected to contribute substantially to improving the Group's OMDA margin over the period, and to offset, in particular, the negative effect of competitive pressure on prices as well as the expected increase in salaries over the period.

- *WIPE (Worldline Integrated Payment Engine) Program.* The WIPE program is a fully integrated, end-to-end payment platform that the Group is in the process of deploying and expects to finalize by 2017. It is designed, in particular, to assist the Group in offering new services that enable improved use of content-rich data generated by the payment process, taking advantage of the new system's capacity to fluidly exchange data between one platform and another; to rapidly and inexpensively deploy new solutions for clients; to increase cross-marketing opportunities among the Group's business lines; to accelerate the expansion of its international presence; and to reduce costs and achieve economies of scale by gradually replacing its multiple IT platforms with a single standardized and optimized platform. The Group spent approximately €120 million implementing the WIPE program between 2007 and 2013 and expects to spend an additional estimated €50 million through operational readiness of the platform, expected by 2017. The Group expects the TEAM and WIPE programs to bolster its ability to leverage its status as a lean, focused digital values specialist to position its business for sustainable long-term growth.

- *External growth.* Given the cash flow that the Group expects to generate in the medium term and the Group's intention to limit over an extended period its leverage ratio (net financial debt to EBITDA) to 2.5 times, the Group believes that it has significant financial room for external growth. The Group believes that it can derive significant benefits from an active external growth policy. It will focus on two types of opportunities. The first type is transactions aimed at market consolidation, which can benefit the Group by significantly increasing its size and revenues and can also generate substantial synergies. The second type is transactions that improve the Group's geographic or technological presence, which can also generate significant synergies.

- *Dividend Policy.* The Group aims to distribute dividends representing approximately 25% of its consolidated net income, to the extent compatible with the implementation of the Group's external growth policy. See Section 20.6, "Dividend Policy".

- *Leverage.* Excluding transformative acquisitions, the Group's objective is to maintain a leverage ratio (net debt to EBITDA) of between 1.5 and 2.5 in the medium term.

13. PROFIT FORECASTS

13.1 ASSUMPTIONS

The Group has based its forecasts for 2014 on the combined financial statements as of and for the year ended December 31, 2013, the pro forma financial information presented in Section 20.2, "Pro Forma Financial Information" and its most recent monthly management accounts.

These forecasts rely principally on the following assumptions:

(i) that the scope of consolidation will not change materially as compared with December 31, 2013, except for the transfer to the Atos group of the "build" portion of the Transport for Greater Manchester contract as from January 1, 2014 in the Mobility & e-Transactional Services global business line;

(ii) that the TEAM program will have a positive impact, generating global savings of around 4% in the cost base, or on the order of €40 million in 2014;

(iii) that the Group will enter into one major issuer and acquirer processing contract with a large European bank;

(iv) that the Mobility & e-Transactional Services global business line will record a significant portion of revenues, especially in the second half of the year, from digital transformation projects. Given the Worldline Group's level of skill and expertise, the Group conducts these activities through direct sales to its clients, cross-sales to Atos group clients, and directly to the Atos group;

(v) that the Company will pay a €45 million dividend to Atos SE prior to the listing of its shares on Euronext Paris;

(vi) that the Group will have approximately €80 million in capital expenditures in 2014;

(vii) that the Group will have a positive net cash position of approximately €150 million immediately following the initial public offering, based on the assumption that the IPO will include, in addition to the secondary offering, a capital increase of approximately €245 million, and that the Group will generate positive free cash flow of approximately €50 million between December 31, 2013 and the listing date of the Company's shares on Euronext Paris (assuming a listing at the end of June);

(viii) that revenues generated by the Merchant Services & Terminals global business line will be driven in particular by the following:

   a. the positive effect of online services, with particularly strong performances in omni-commerce solutions in France and the United Kingdom;

   b. a return to growth in terminals in the second half of 2014, due to new partnerships and an expanding market, as well as to the ramping up of a renewed product line introduced in 2013; and

c. growth in commercial acquiring volumes, partly offset by the effect of price reductions granted upon the renewal of certain contracts.

(ix) that the revenues of the Financial Processing & Software Licensing global business line will be driven in particular by the following:

a. an increase in volumes on existing contracts and entry into new issuer processing contracts, in particular with a large European bank, partly offset by price reductions;

b. the termination of an acquirer processing contract with a French bank, as well as the continued decline of the check services business, and an increase in online banking activities due to the continued increase in SEPA volumes; and

c. new opportunities in the payment software business.

(x) that revenues of the Mobility & e-Transactional Services global business line will be driven in particular by the following:

a. an increase in volumes from railroad operators in the United Kingdom and in the transportation sector in Latin America;

b. growth in volumes in connection with the radar contract, together with an increase in FarmaLink and tax collection services in Latin America. These items will be partially offset by the effect of a planned price reduction in a public sector contract in the United Kingdom and the termination of a public sector contract in France;

c. an increase in connected vehicle and Connected Living (smart mobility) volumes; and

d. the end of the "build" phase of certain contracts for telecom clients in France and Germany, partly offset by new contracts in the customer-relations sector in France.

(xi) an effective tax rate of 29.5% (income statement) and 23% (cash flow impact).

13.2 FORECASTS FOR THE YEAR ENDING DECEMBER 31, 2014

On the basis of the assumptions described above, the Group believes that it is capable of:

(1) achieving organic growth in its revenues, at constant exchange rates, of between three and four percent in 2014;

(2) achieving an OMDA margin increase of approximately 50 basis points as compared with 2013 (when the pro forma rate was 18.2%); and

(3) generating free cash flow of approximately €110 million for 2014.

The forecasts presented in this section were prepared on the basis of data, assumptions and estimates that the Group considers to be reasonable. Such data, assumptions and estimates may change due to uncertainties in the economic, political, accounting, competitive and regulatory environment or as a function of other factors that are unknown to the Group as of the date of this Registration Document.

Moreover, the occurrence of one or more of the risks described in Chapter 4, “Risk Factors”, could have an impact on the Group’s business, results, financial condition or prospects and therefore jeopardize these forecasts. The Group does not guarantee and can give no assurance that the forecasts described in this section will be achieved.

13.3 STATUTORY AUDITORS’ REPORT ON THE FORECASTS

Atos Worldline
(new company name as from April 30, 2014: **Worldline**)

Société par Actions Simplifiée

80, quai Voltaire
95870 BEZONS

Statutory Auditor’s report on the profit forecasts

This is a free translation into English of the auditor’s report issued in the French language and is provided solely for the convenience of English speaking readers.
This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

To the Chairman,

In our capacity as statutory auditor and in accordance with Regulation (EC) no. 809/2004, we hereby report on the profit forecasts of Atos Worldline (new company name from April 30, 2014: Worldline S.A.) set out in Section 13 of the information document (*document de base*) prepared pursuant to the planned listing of the shares of Worldline S.A. on the Euronext Paris market.

These forecasts, together with the material assumptions upon which they are based, were prepared under your responsibility, in accordance with the provisions of Regulation (EC) no. 809/2004 and ESMA (formerly CESR) recommendations on forecasts.

Our role is to express a conclusion, based on our work, under the terms required by Annex I item 13.2 of Regulation (EC) no. 809/2004, on whether the profit forecasts have been properly prepared.

We performed the procedures we considered necessary with regard to the professional standards of the French Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*) for this type of engagement. These procedures included an assessment of the procedures undertaken by management in preparing the profit forecasts and the consistency of the

accounting policies applied with those adopted by Atos Worldline in preparing its historical financial statements.

Our procedures also included gathering such information and explanations that we considered necessary in order to provide us with reasonable assurance that the profit forecasts have been properly prepared on the basis stated.

As profit forecasts are by their nature uncertain and actual results may differ, sometimes materially, from the forecasts presented, we do not express a conclusion on the likelihood of realisation of these forecasts.

In our opinion:

- the profit forecasts have been properly prepared on the basis stated; and;
- the basis of accounting used for the preparation of the profit forecasts is consistent with the accounting policies adopted by Atos Worldline.

This report is issued solely for the filing of the information document with the French financial markets authority (*Autorité des Marchés Financiers, AMF*) and, for the offer of securities to the public in France and other EU member states, where a prospectus including by reference the information document approved by the AMF is notified. It cannot be used for any other purpose.

Neuilly-sur-Seine, April 29, 2014

The Statutory Auditor
Deloitte & Associés

Christophe Patrier

14. ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES AND SENIOR MANAGEMENT

14.1 COMPOSITION OF MANAGEMENT AND SUPERVISORY BODIES

The Company is a limited liability corporation (*société anonyme*) with a board of directors. A description of the main provisions of the bylaws that the Company plans to adopt, subject to the listing of its shares on Euronext Paris, relating to the functioning and powers of the Board of Directors, as well as a summary of the main provisions of the internal regulations of the Board of Directors and of the special board committees that the Company plans to create effective as of the listing date of the Company's shares on Euronext Paris, are included in Chapter 16, "Practices of Administrative and Management Bodies" and in Chapter 21, "Additional Information".

14.1.1 Board of Directors

The table below shows the composition of the Board of Directors as of the date of this Registration Document and the main positions and offices held by the Company's directors outside of the Company during the last five years. Five directors in addition to the Chairman will be appointed by Atos SE.

Name; business address; number of Company shares held	**Date of birth**	**Nationality**	**Expiration date of term of office**	**Main position within the Company**	**Main positions and offices held outside the Company and Group during the last 5 years**
Thierry Breton 80 quai Voltaire, Immeuble River Ouest 95870 Bezons Number of Company shares held: 1	1/15/1955	French	Annual Shareholders' Meeting called to approve the financial statements for the fiscal year ending December 31, 2016	Chairman of the Board of Directors	Positions and offices held as of the date of this Registration Document: - Chairman and CEO of Atos SE(1) - CEO of Atos International SAS - Director of Carrefour SA(1) - Director of Sonatel Positions and offices held during the last five years that are no longer held: - French Minister of the Economy, Finances and Industry
Gilles Grapinet 80 quai Voltaire, Immeuble River Ouest 95870 Bezons Number of Company shares held: 1	7/3/1963	French	Annual Shareholders' Meeting called to approve the financial statements for the fiscal year ending December 31, 2016	Chief Executive Officer; Director	Positions and offices held as of the date of this Registration Document: - Director of Saint Louis Re S.A. - Permanent representative of Atos SE, director of Atos Participation 2 S.A. - Vice President of Atos IT Solutions and Services GmbH - Member of the Supervisory Board of Atos Information Technology GmbH Positions and offices held

Name; business address; number of Company shares held	Date of birth	Nationality	Expiration date of term of office	Main position within the Company	Main positions and offices held outside the Company and Group during the last 5 years
					during the last five years that are no longer held: - None
Charles Dehelly 80 quai Voltaire, Immeuble River Ouest 95870 Bezons Number of Company shares held: 1	10/19/1950	French	Annual Shareholders' Meeting called to approve the financial statements for the fiscal year ending December 31, 2016	Director	Positions and offices held as of the date of this Registration Document: - Member of the Supervisory Board of Atos Information Technology GmbH (Austria) - President of the Supervisory Board of Atos IT Solutions and Services GmbH (Austria) - Director, Atos International SA/NV - Member of the Supervisory Board of Atos Information Technology GmbH (Germany) - Member President of the Supervisory Board of Atos IT Solutions and Services GmbH (Germany) - Managing Director of Canopy the Open Cloud Company Deutschland GmbH - Member of the Supervisory Board of Atos Nederland BV - Director of Canopy the Open Cloud Company Private Limited (Singapore) - Director of Canopy the Open Cloud Company Limited (United Kingdom) - Director of Canopy the Open Cloud Company USA Inc. - Permanent representative of Atos SE, director of Atos Participation 1 Positions and offices held during the last five years that are no longer held: - None
Michel-Alain Proch 80 quai Voltaire, Immeuble River Ouest 95870 Bezons Number of Company shares held: 1	4/18/1970	French	Annual Shareholders' Meeting called to approve the financial statements for the fiscal year ending December 31, 2016	Director	Positions and offices held as of the date of this Registration Document: - Director of Atos International BV - Supervisor of Atos Covics Business Solutions LTD - Supervisor of Atos Covics Business Solutions Co. Ltd., Guangzhou Branch - Supervisor of Atos

Name; business address; number of Company shares held	Date of birth	Nationality	Expiration date of term of office	Main position within the Company	Main positions and offices held outside the Company and Group during the last 5 years
					Information Technology (China) Co. Ltd. - Supervisor of Atos Information Technology (China) Co. Ltd., Chengdu Branch -Supervisor of Atos Information Technology (China) Co. Ltd., Nanjing Branch - Supervisor of Atos Information Technology (China) Co. Ltd., Shanghai Branch - Deputy director, CEO of Atos International Competences & Alliances, N.V. - Deputy director, CEO of Atos International SA/NV - Chairman of Atos Investissement 5 - Chairman of Atos Investissement 10 - Chairman of Atos Investissement 12 - Chairman of Atos Investissement 19 - Chairman of Atos Investissement 20 - Chairman of Atos Investissement 21 - Chairman of Atos Investissement 22 - Chairman of Atos Investissement 23 - Chairman of Atos Participation 2 - Director of BlueKiwi Software SAS - President of the Board of Directors of St Louis Re SA - Permanent representative of Atos International BV on the Board of Directors of Atos IT SAE - Permanent representative of Atos SE on the Board of Directors of Diamis - Member of the Supervisory Board of Atos Information Technology GmbH (Germany) - Member of the Supervisory Board of Atos IT Solutions and Services GmbH (Germany)

Name; business address; number of Company shares held	Date of birth	Nationality	Expiration date of term of office	Main position within the Company	Main positions and offices held outside the Company and Group during the last 5 years
					- Managing Director of Canopy the Open Cloud Company Deutschland GmbH - CEO of Atos Origin Srl - Director of Atos Qatar LLC - Director of Canopy the Open Cloud Company Private Limited - Supervisor of Atos Taiwan LTD - Director of Atos Consulting Limited - Director of Atos UK IT Holdings Limited - Director of Canopy the Open Cloud Company Limited (United Kingdom) - Director of Canopy the Open Cloud Company USA Inc. - Supervisor of Atos Worldgrid Information Technology (Beijing) Co., Ltd. Positions and offices held during the last five years that are no longer held: - None
Gilles Arditti 80 quai Voltaire, Immeuble River Ouest 95870 Bezons Number of Company shares held: 1	11/24/1955	French	Annual Shareholders' Meeting called to approve the financial statements for the fiscal year ending December 31, 2016	Director	Positions and offices held as of the date of this Registration Document: - None Positions and offices held during the last five years that are no longer held: - None
Ursula Morgenstern 80 quai Voltaire, Immeuble River Ouest 95870 Bezons Number of Company shares held: 1	4/12/1965	German	Annual Shareholders' Meeting called to approve the financial statements for the fiscal year ending December 31, 2016	Director	Positions and offices held as of the date of this Registration Document: - Director of Bluekiwi Software SAS - Director of Canopy the Open Cloud Company Limited (United Kingdom) - Director of Canopy the Open Cloud Company USA, Inc. - Director and CEO of Atos IT Solutions and Services Limited (Ireland) - Director and CEO of Atos IT Solutions and Services Limited (United Kingdom)

Name; business address; number of Company shares held	Date of birth	Nationality	Expiration date of term of office	Main position within the Company	Main positions and offices held outside the Company and Group during the last 5 years
					- Director and CEO of Atos Consulting Limited - Director of Atos Scotland GP Limited - Director of Atos Scotland GP Limited, managing associate of Atos CS Scotland LP Partnership - Director and CEO of Atos Esprit Limited - Director and CEO of Atos International IT Limited - Director and CEO of Atos Investments Limited - Director and CEO of Atos IT Services Limited - Director and CEO of Atos IT Services UK Limited - Director and CEO of Atos Limited - Director of Atos Origin (Sema) Pension Trustees Limited - Director of Atos Origin CS Pension Trustees Limited - Director of Atos Origin Pension Trustees Limited - Director of Atos Scotland GP Limited - Director and CEO of Atos UK International IT Services Limited - Director and CEO of Atos UK IT Holdings Limited - Director and CEO of Atos UK IT Limited - Director and CEO of Barabas Limited - Director and CEO of BR Business Systems Limited - Director and CEO of Sema Investment UK Limited - Director and CEO of Sphere Limited Positions and offices held during the last five years that are no longer held: - None

[1] French listed companies.

The above-mentioned members of the Company's Board of Directors were appointed by the Company's general shareholders' meeting held on April 30, 2014 for a term of three years to expire at the close of the annual shareholders' meeting called to approve the financial statements for the fiscal year ending December 31, 2016.

In connection with the planned listing of the Company's shares on Euronext Paris and effective as of such listing, the Company plans to appoint three independent directors, as defined by the Corporate Governance Code for Listed Companies published by AFEP and MEDEF (the "AFEP-MEDEF Code"). These appointments will take place before the listing of the Company's shares on Euronext Paris. Information about these independent directors will be included in the prospectus relating to such listing. See Section 16.5, "Statement Relating to Corporate Governance".

The Board of Directors will be renewed each year on a rolling basis. In order to allow for rolling renewal, the directors making up the initial Board of Directors will be divided into three groups of three directors each (including one independent director) appointed for terms of one, two and three years, respectively.

Biographical Information About the Members of the Board of Directors:

Thierry Breton is a graduate of the *Ecole Supérieure d'Electricité* (Supelec) of Paris and of the 46th session of the *Institut des Hautes Etudes de Défense Nationale* (IHEDN). In 1986 he became Project Manager of the Poitiers Futuroscope theme park, then headed its teleport operations. He later served as an adviser to Education Minister René Monory in the area of new information technologies. He also served on the Poitou-Charentes Regional Council from 1986 to 1992 (as Vice-Chairman from 1988 onwards). He then joined Bull as Director of Strategy and Development before becoming Deputy Managing Director. He became a member of the Board of Directors in February 1996 and was successively named Vice Chairman of the Board and then Executive Managing Director. After being appointed Chairman and CEO of Thomson (1997-2002), and then Chairman and CEO of France Telecom (2002-2005), he was France's Minister for the Economy, Finance and Industry from February 25, 2005 to May 16, 2007, before becoming a professor at Harvard University with a chair in "Leadership, Corporate Accountability". In November 2008, he became Chairman of the Management Board of Atos Origin. He is currently Chairman and Chief Executive Officer of Atos SE.

Gilles Grapinet is a graduate of the *Ecole Nationale d'Administration* and a French *Inspecteur Général des Finances* (General Finance Inspector). He was Director of Information Systems and Strategy at the French *Direction Générale des Impôts* (Tax Department), and Director of the Copernic program, charged with creating an "e-Tax department" for electronic filing of tax returns and payment of taxes. He was an economic and financial adviser to the French Prime Minister in 2003 and 2004, and then chief of staff (*Directeur de cabinet*) to two ministers of the Economy and Finances from 2004 to 2007. In 2007, he became a member of the Executive Committee of Crédit Agricole SA, in charge of Strategy and later of the group's Systems and Payment Services division. Mr. Grapinet joined Atos in December 2008. He currently serves as Senior Executive Vice President in charge of Global Functions of the Atos group, in which capacity he has headed Global Support Functions, ensured coordination and development of Global Sales and Marketing as well as of the Consulting and Technology Services division of the Atos group, and supervised development of the Group's activities.

Charles Dehelly began his career in 1981 at Thomson, where he served as director of the Household Appliances division and director of the Television division. In 1992, he joined the Bull group as Deputy CEO before returning to Thomson in 1998 as Deputy CEO and later CEO. In 2005, he became the CEO of Equant before becoming CEO of Arjowiggins. Mr. Dehelly joined Atos in December 2008 as Senior Executive Vice President in charge of Global Operations. He is the global head of Systems Integration and Managed Services, the TOP program, Purchasing, and the Atos group's operational entities.

Michel-Alain Proch is a 1991 graduate of the *Ecole Supérieure de Commerce de Toulouse*, with a major in Finance. He began his career in 1991 at Deloitte in Paris, where he worked for six years in the Manufacturing Audit division, and then in London in Transactional Services. In 1998, he joined Hermès as Director of Internal Audit and then as Group Financial Controller and finally as Chief Financial Officer for the Americas, based in New York. In that capacity, he supervised the finance, information technology, logistics and "store planning" departments. He returned to Europe in 2006, joining Atos as Director of Internal Audit and Risk Management, before being named Executive Vice President and Group Chief Financial Officer in 2007. He is Executive Vice President in charge of Finance, IT and Processes, Real Estate, Pensions, Operational Risk Management, Bidding Control and Security.

Gilles Arditti holds a masters in finance from the *Université de Dauphine* and a masters in international finance from the *Ecole des Hautes Etudes de Commerce* (HEC) in Paris. He also holds an engineering degree from the *Ecole Nationale Supérieure de Techniques Industrielles et des Mines d'Alès* (ENSTIMA) and is a certified public accountant. After six years at Bull and four at KPMG, he joined Atos in 1990, where until 2004 he was, successively, Director of Mergers and Acquisitions, Director of Finance and Human Resources for Atos Origin in France, and CFO for France, Germany and Central Europe. In 2007, Mr. Arditti became head of Investor Relations and Financial Communication for the Atos group, a position he still holds. Since March 2014, he has also served as head of M&A. Mr. Arditti was a member of the board of directors of Worldline Germany from 1993 to 2006.

Ursula Morgenstern joined Atos in 2002 at the time of the acquisition of KPMG Consulting. Since the beginning of 2012, she has served as head of the United Kingdom and Ireland entities. Beginning in 2009, she had been Senior Vice President in charge of Private Sector Markets, and from 2007 to 2009 she had been Senior Vice President in charge of Systems Integration. Prior to that, she had occupied various positions in Systems Integration, including head of Profit Centers. Since September 2013, she has been in charge of the new Cloud and Enterprise Software Unit, in addition to managing Atos' activities in the United Kingdom and Ireland.

Balance in the Composition of the Board of Directors:

As indicated above, in connection with the planned listing of the Company's shares on Euronext Paris, the Company plans to appoint, with effect from the listing date of the Company's shares on Euronext Paris, three independent directors pursuant to the criteria adopted by the Company. As of the listing date of the Company's shares on Euronext Paris, one-third of the Company's Board of Directors will comprise directors who are considered independent under these criteria.

The Board of Directors will ensure that the selection of three new members to be appointed effective as of the listing of the Company's shares on Euronext Paris will complete the Board's composition so that it will reflect a diversity of skills as well as balanced representation of men and women, in proportions that comply with applicable legal requirements.

14.1.2 Senior Management

In accordance with Article 22 of the Company's bylaws, the Board of Directors has decided to separate the positions of Chairman of the Board of Directors and Chief Executive Officer of the Company.

Mr. Thierry Breton serves as Chairman of the Board of Directors.

Mr. Gilles Grapinet serves as the Company's CEO. He is party to an employment agreement with an Atos SE affiliate that provides, first, that he will serve as Senior Executive Vice President of the Atos Group in charge of coordination of Global Functions (other than in respect of the financial control over the Worldline subsidiary), and second, that he will assume the role of CEO of the Company (or other comparable responsibilities within the Atos group in the event that he ceases to be CEO of Worldline).

He was appointed to the position of CEO of the Company on April 30, 2014 for a term of three years, to expire at the close of the Company's annual shareholders' meeting called to approve the financial statements for the year ending December 31, 2016.

In order to ensure a smooth transition, the following structure will be put in place for a period of approximately 18 months following the listing of the Company's shares on Euronext Paris: the CEO of the Company, assisted by a Senior Executive Vice President, a Chief Operating Officer and three global business line Directors, including a Chief Technology Officer, will devote two-thirds of his time to managing the Company. To that end, on March 31, 2014, the CEO was relieved of his duties as head of global sales and marketing activities and of Consulting and Technology Services for the Atos group, which until that date had represented approximately one-third of his responsibilities.

The Company's CEO, in his capacity as Atos' Senior Executive Vice President in charge of Global Functions, carries out a role that involves the coordination of these functions, it being understood that each member of the executive committee of the Atos group reports to the Chairman and CEO of the Atos group. In addition, since Mr. Grapinet's appointment as CEO of the Company on April 30, 2014, the Atos group's finance function that exercises financial control over Worldline has been coordinated directly by the Chairman and CEO of the Atos group.

Upon the conclusion of this transitional period, the Company's CEO will devote his full time to managing the Company, and the terms of the CEO's employment agreement will be revisited by the Board of Directors of the Company.

14.1.3 Executive Committee

The role of the Executive Committee is to develop and implement the Group's strategy, while delivering service quality and added value to the Group's projects for the benefit of its clients, shareholders and employees. It is also charged with improving interaction and cooperation among the Group's three global business lines and among the different geographic markets where the Group does business.

The composition of the Group's Executive Committee is as follows:

- Gilles Grapinet (Chief Executive Officer)
- Marc-Henri Desportes (Senior Executive Vice President)
- Christophe Duquenne (Chief Technology Officer and Director of the Merchant Services & Terminals global business line)
- Nathalie Pousin (Chief Operating Officer)
- Bruno Vaffier (Chief Financial Officer)

- Wolf Kunisch (Director of the Financial Processing & Software Licensing global business line)

- Olivier Stuckens (Director of the Mobility & e-Transactional Services global business line)

Biographical Information About the Members of the Executive Committee:

Gilles Grapinet is a graduate of the *Ecole Nationale d'Administration* and a French *Inspecteur Général des Finances* (General Finance Inspector). He was Director of Information Systems and Strategy at the French *Direction Générale des Impôts* (Tax Department), and Director of the Copernic program, charged with creating an "e-Tax department" for electronic filing of tax returns and payment of taxes. He was an economic and financial adviser to the French Prime Minister in 2003 and 2004, and then chief of staff (*Directeur de cabinet*) to two ministers of the Economy and Finances from 2004 to 2007. In 2007, he became a member of the Executive Committee of Crédit Agricole SA, in charge of Strategy and later of the group's Systems and Payment Services division. Mr. Grapinet joined Atos in December 2008. He currently serves as Senior Executive Vice President in charge of Global Functions of the Atos group, in which capacity he has headed Global Support Functions, ensured coordination and development of Global Sales and Marketing as well as of the Consulting and Technology Services division of the Atos group, and supervised development of the Group's activities.

Marc-Henri Desportes is a graduate of the *Ecole Polytechnique* and of the *Ecole des Mines de Paris*. He was Deputy Program Director of the Copernic program at the French Ministry of Finances from 2000 to 2005, and then was in charge of audit coordination at BNP Paribas from 2005 to 2006. Mr. Desportes was then Chief Information Officer at BNL, BNP Paribas' Italian subsidiary. He joined the Atos group in 2009 as Director of the Global Innovation Business Development & Strategy Global Business Line (GIBS), and then became Director of the High Technology Settlement Services and Specialized Activities Business Unit in July 2011. Mr. Desportes is a member of the executive committee of Atos SE and has been Senior Executive Vice President of the Company since July 2013.

Christophe Duquenne is a graduate of the *Ecole Centrale* in Paris. He joined Atos in 1987 and has held numerous managerial positions there. After directing the Group's French activities for six years, he joined the global management team in July 2011. Mr. Duquenne is a member of the executive committee of Atos SE, has been COO of the Company since July 2013 and has recently been appointed as the Group's Chief Technology Officer and Director of the Merchant Services & Terminals global business line.

Nathalie Pousin is a 1996 graduate of the *Institut Commercial de Nancy*. She began her career at Coopers & Lybrand Audit in 1996 and worked there for two years. In 1998, she joined the Lafarge Group in the Consolidation Department, where she managed the group's consolidation system as well as several tiers of consolidation, including the gypsum (plasterboard) business and Eastern Europe countries. She joined Atos in 2001 to create a Group reporting structure, before assuming the position of Director of Group Accounting, during which time she participated in acquisition and consolidation transactions, in particular with respect to KPMG Consulting in 2002 and Sema in 2003. In 2008, she became CFO of Atos' operational entity in Benelux, followed in 2011 by Germany, in connection with the consolidation of Siemens IT Solutions and Services' German activities. She will be appointed the Group's COO as of June 1, 2014.

Bruno Vaffier is a graduate of the *Ecole Polytechnique* and the MBA program at INSEAD. He began his career as an investment banker at JP Morgan and Merrill Lynch in Paris and London, where he participated in numerous mergers and acquisitions and capital markets transactions. He joined the Atos group in 2000 as the chief of staff of the Chairman of Atos Origin. From 2003 to 2006, he was the head of internal audit for the Atos group, and then served as operations director in Spain, in which capacity he was responsible for MRT (Manufacturing, Retail, Transport) clients and for Worldline's activities in Spain. In 2009, he joined Atos's Innovation, Business Development and Strategy department, which he headed from 2011 to 2014, at which point he became the Group's CFO.

Wolf Kunisch is a graduate of the *Technische Universität Berlin* and of INSEAD's MBA program. He began his career as a project manager at Roland Berger Strategy Consultants in Stuttgart, Germany and in Paris. He joined the Atos group in 2000, where he performed management functions in innovative and international business development. He is currently responsible for the Group's Financial Processing & Software Licensing global business line as well as its German and Eastern Europe geographical zones, and has been in charge of Worldline in Germany since 2010 and in Austria since 2013.

Olivier Stuckens is a graduate of the *Institut National Polytechnique de Grenoble* and of the University of Huddersfield in England. He joined the Atos group in 1992 and through 2005 performed various managerial roles in the Media and Banking/Finance areas. Beginning in 1999, his duties related to transaction services platforms for large international accounts. He then contributed to the development of Atos Worldline's Health Sector business, with the creation and management of the GIE Santeos. He was director of the Telecom, Utilities and Media business unit in France beginning in 2006, before being named head of the Mobility & e-Transactional Services global business line in 2013.

The Group's Executive Committee is complemented by an expanded Executive Committee that includes the country heads and representatives of the main support functions.

14.1.4 Statement Regarding the Board of Directors and Senior Management

As of the date of the registration of this Registration Document, to the Company's knowledge, there are no family relationships among the members of the Company's Board of Directors and Senior Management.

To the Company's knowledge, over the course of the past five years: (i) none of the above persons has been convicted of fraud; (ii) none of the above persons has been associated with any bankruptcy, receivership or liquidation; (iii) no accusations or official public sanctions have been brought against any of the above persons by statutory or regulatory authorities (including designated professional bodies); and (iv) none of the above persons has been disqualified by a court from acting as a member of the administrative, management or supervisory body of any company, or from being involved in the management or performance of business of any company.

14.2 CONFLICTS OF INTEREST

To the Company's knowledge, and subject to the relationships described in Chapter 19, "Related Party Transactions", as of the date of this Registration Document there are no potential conflicts of interest between the duties of the members of the Board of Directors and of Senior Management to the Company and their private interests.

To the Company’s knowledge, as of the date of this Registration Document, there are no agreements or undertakings of any kind with shareholders, clients, suppliers or others pursuant to which any member of the Company’s Board of Directors or Senior Management has been appointed to such position.

As of the date of this Registration Document, the members of the Board of Directors have not agreed to any restriction on their right to transfer shares of the Company, with the exception of rules relating to the prevention of insider trading and the recommendations of the AFEP-MEDEF Code with respect to obligation to retain shares. To date, each member of the Board of Directors holds a single share of the Company.

15. COMPENSATION AND BENEFITS OF DIRECTORS AND SENIOR EXECUTIVES

15.1 COMPENSATION AND BENEFITS OF SENIOR EXECUTIVES

15.1.1 Directors' Fees

The members of the Company's Board of Directors did not receive any directors' fees or other compensation from the Company during the years ended December 31, 2012 and 2013. During such years, the Company was a simplified stock company (*société par actions simplifiée*). The Chairman of the Board of Directors and the other members designated upon the proposal of Atos SE will not receive any directors' fees in their capacities as directors of the Company. The amount of directors' fees to be paid for 2014 and the rules for allocating them will be established before the Company's shares are listed on Euronext Paris.

15.1.2 Compensation of Executive Directors

15.1.2.1 Principles Governing the Compensation of Mr. Thierry Breton, Chairman of the Board of Directors

Mr. Thierry Breton was appointed Chairman of the Board of Directors on April 30, 2014, the date on which the Company was converted into a limited liability corporation (*société anonyme*), for the duration of his term as a director. Prior to such date, he had been Chairman of the Supervisory Board of the simplified stock company since July 31, 2013. His term as a director of the Company ends at the close of the annual shareholders' meeting that will take place in 2017 to approve the financial statements for the 2016 fiscal year. Mr. Breton did not receive any compensation for his position with the Company in 2013.

In accordance with the decision of the Board of Directors of April 30, 2014, Mr. Breton will receive no compensation in his capacity as Chairman of the Company's Board of Directors.

Mr. Breton will not receive directors' fees in his capacity as a member of the Board of Directors.

Mr. Breton will not receive any severance or compensation under a non-compete clause in the event of termination from the Company.

15.1.2.2 Principles Governing the Compensation of Mr. Gilles Grapinet, Chief Executive Officer

Mr. Gilles Grapinet was appointed CEO on April 30, 2014, the date on which the Company was converted into a limited liability corporation (*société anonyme*), for the duration of his term as a director. Prior to such date, he had been Chairman of the simplified stock company since July 31, 2013. His term as a director of the Company ends at the close of the annual shareholders' meeting that will take place in 2017 to approve the financial statements for the 2016 fiscal year. Mr. Grapinet did not receive any compensation for his position with the Company in 2013.

Mr. Grapinet's compensation is determined pursuant to his employment agreement with Atos International SAS, a subsidiary of Atos SE. This employment agreement is expected to remain in effect after the listing of the Company's shares on Euronext Paris.

The portion of his fixed compensation relating to his duties as CEO of the Company represents two-thirds of the total fixed compensation provided for by his employment agreement with Atos International SAS, a subsidiary of Atos SE.. This portion will be re-invoiced in full by Atos International SAS to the Company.

Mr. Grapinet's variable compensation in his capacity as the Company's CEO will be determined in accordance with the decision of the Company's Board of Directors after receiving the opinion of the Nomination and Compensation Committee. It will be based on the compensation criteria established by the Board. Such criteria will be based exclusively on the Company's achievement of specific performance objectives.

Mr. Grapinet will not receive directors' fees in his capacity as a member of the Board.

Mr. Grapinet will not receive any severance or compensation under a non-compete clause in the event of termination.

15.1.2.3 Summary Table of Compensation, Options and Performance Shares Granted to Senior Executives and Company Officers

Mr. Thierry Breton[1] **Chairman of the Board of Directors** (*in euros*)	**2013**	**2012**
Compensation due for the fiscal year	2,690,261	2,831,924
Valuation of multi-year variable compensation granted during the fiscal year	0	0
Valuation of options granted during the fiscal year	0	0
Valuation of performance shares granted during the fiscal year	2,250,773	0
TOTAL	**4,941,033**	**2,831,924**

(1) This compensation was paid in Mr. Breton's capacity as Chairman and Chief Executive Officer of Atos SE.

Mr. Gilles Grapinet[1] **CEO** (*in euros*)	**2013**	**2012**
Compensation due for the fiscal year	1,250,780	1,373,271
Valuation of multi-year variable compensation granted during the fiscal year	0	0
Valuation of options granted during the fiscal year	0	0
Valuation of performance shares granted during the fiscal year	1,125,386	0
TOTAL	**2,376,166**	**1,373,271**

(1) This compensation was paid pursuant to Mr. Grapinet's employment agreement with the Atos group.

15.1.2.4 Compensation of Executive Directors

Mr. Thierry Breton[(1)] Chairman of the Board of Directors (*in euros*)	2013		2012	
	Due	**Paid**	**Due**	**Paid**
Fixed Compensation	1,350,000	1,350,000	1,350,000	1,350,000
Variable Compensation	1,332,045	1,385,100	1,471,500	1,374,225
Exceptional Compensation	-	-	-	-
Directors' Fees	-	-	-	-
Benefits in Kind	8,216	8,216	10,424	10,424
TOTAL	**2,690,261**	**2,743,316**	**2,831,924**	**2,734,649**

(1) This compensation was paid in Mr. Breton's capacity as Chairman and Chief Executive Officer of Atos SE.

Mr. Gilles Grapinet[(1)] CEO (*in euros*)	2013		2012	
	Due	**Paid**	**Due**	**Paid**
Fixed Compensation	600,997	600,997	601,014	601,014
Variable Compensation	640,816	682,425	760,018	781,773
Exceptional Compensation	-	-	-	-
Directors' Fees	-	-	-	-
Benefits in Kind	8,966	8,966	12,239	12,239
TOTAL	**1,250,780**	**1,292,389**	**1,373,271**	**1,395,026**

(1) This compensation was paid pursuant to Mr. Grapinet's employment agreement with the Atos group.

15.1.3 Stock Subscription Option Plans and Performance Share Grant Plants

In connection with the listing of the Company's shares on Euronext Paris, the Company plans to implement a stock subscription or stock purchase option plan, the terms of which will be established at a later date.

15.1.3.1 Atos SE Performance Shares or Stock Subscription or Purchase Options Granted to the Chairman of the Board of Directors and to the CEO During the Fiscal Year

15.1.3.1.1 Atos SE Performance Shares Granted to the Chairman of the Board of Directors in 2011, 2012 and 2013

	No. and date of plan[(1)]	Number of shares granted during the fiscal year	Valuation of shares[(2)]	Acquisition Date	Availability Date	Performance Conditions
Thierry Breton	12/22/2011	32,500	€926,957	12/22/2013	12/22/2015	(3)
	12/22/2011	32,500	€913,680	3/17/2014	3/17/2016	
	7/24/2013	45,000	€2,250,773	7/24/2015	7/24/2017	(4)

(1) Corresponds to the date of the Board of Directors' meeting at which it was granted.
(2) This value corresponds to the value of the shares at the time of the grant as recognized pursuant to IFRS 2, after taking into account factors such as a potential decline in value due to performance conditions and the probability of remaining with the company following the vesting period, but before spreading of the expense over the vesting period.
(3) The Atos group has put in place a long-term incentive plan for senior executives and employees. The purpose of the plan is to give certain officers and employees of the Atos group an economic interest in the group's medium-term growth and future results. For this reason, the officers and employees who are beneficiaries of the plan were granted performance shares, subject to the following conditions: (i) remaining with the Atos group during a two-year vesting period (except for beneficiaries

employed by Atos group companies outside of France, for whom the vesting period is four years); (ii) a two-year share holding period (except for beneficiaries employed by Atos group companies outside of France, for whom the vesting period is four years); and (iii) performance criteria relating to free cash flow at the Atos group level and to the Atos group's operating margin, such that the number of shares delivered may vary between 0%, 50% or 100% of the shares initially granted, depending on whether the Atos group achieves its performance objectives. The performance shares granted subject to performance conditions for 2012 vested on December 22, 2013, and the shares granted subject to performance conditions for 2013 vested on March 17, 2014.

(4) The senior executives and employees who are beneficiaries of the plan were granted performance shares, subject to the following conditions: (i) remaining with the Atos group during a two-year vesting period (except for beneficiaries employed by Atos group companies outside of France, for whom the vesting period is four years); (ii) a two-year share holding period (except for beneficiaries employed by Atos group companies outside of France, for whom the vesting period is four years); and (iii) performance criteria relating to free cash flow at the Atos group level, to the Atos group's operating margin, and to the social and environmental performance of Atos SE, such that the number of shares delivered may vary between 0% and 100% of the shares initially granted, depending on whether the Atos group achieves its performance objectives.

15.1.3.1.2 Atos SE Performance Shares of the Chairman of the Board of Directors That Became Available in 2012 and 2013

	No. and date of plan(1)	Number of shares vesting during the fiscal year	Acquisition Date	Number of shares becoming available during the fiscal year	Vesting conditions
Thierry Breton	12/22/2011 Tranche 1	32,500	12/22/2013	0	(2)

(1) Corresponds to the date of the Board of Directors' meeting at which it was granted.
(2) The terms of this plan are described in Section 15.1.3.1.1.

15.1.3.1.3 Stock Subscription or Purchase Options of the Company Granted to the Chairman of the Board of Directors in 2012 and 2013

	No. and date of plan	Nature of the options (purchase or subscription)	Valuation of options according to the method used for consolidated financial statements	Number of options awarded	Exercise price	Exercise period
Thierry Breton	-	-	-	-	-	-

15.1.3.1.4 Stock Subscription or Purchase Options of Atos SE Exercised by the Chairman of the Board of Directors in 2012 and 2013

	No. and date of plan(1)	Number of options exercised	Exercise price
Thierry Breton	December 23, 2008 Tranche 1	3,290	€18.40
	December 23, 2008 Tranche 2	3,290	€22.00
	December 23, 2008 Tranche 3	3,290	€26.40

(1) Corresponds to the date of the Board of Directors meeting at which the options were granted.

15.1.3.1.5 Atos SE Performance Shares Granted to the CEO in 2011, 2012 and 2013

	No. and date of plan[1]	Number of shares granted during the fiscal year	Valuation of shares[2]	Acquisition Date	Availability Date	Performance Conditions
Gilles Grapinet	12/22/2011	16,250	€463,479	12/22/2013	12/22/2015	[3]
	12/22/2011	16,250	€456,840	3/17/2014	3/17/2016	
	7/24/2013	22,500	€1,125,386	7/24/2015	7/24/2017	[4]

[1] Corresponds to the date of the Board of Directors' meeting at which it was granted.
[2] This value corresponds to the value of the shares at the time of the grant as recognized pursuant to IFRS 2, after taking into account factors such as a potential decline in value due to performance conditions and the probability of remaining with the company following the vesting period, but before spreading of the expense over the vesting period.
[3] The Atos group has put in place a long-term incentive plan for senior executives and employees. The purpose of the plan is to give certain officers and employees of the Atos group an economic interest in the group's medium-term growth and future results. For this reason, the officers and employees who are beneficiaries of the plan were granted performance shares, subject to the following conditions: (i) remaining with the Atos group during a two-year vesting period (except for beneficiaries employed by Atos group companies outside of France, for whom the vesting period is four years); (ii) a two-year share holding period (except for beneficiaries employed by Atos group companies outside of France, for whom the vesting period is four years); and (iii) performance criteria relating to free cash flow at the Atos group level and to the Atos group's operating margin, such that the number of shares delivered may vary between 0%, 50% or 100% of the shares initially granted, depending on whether the Atos group achieves its performance objectives. The performance shares granted subject to performance conditions for 2012 vested on December 22, 2013, and the shares granted subject to performance conditions for 2013 vested on March 17, 2014.
[4] The senior executives and employees who are beneficiaries of the plan were granted performance shares, subject to the following conditions: (i) remaining with the Atos group during a two-year vesting period (except for beneficiaries employed by Atos group companies outside of France, for whom the vesting period is four years); (ii) a two-year share holding period (except for beneficiaries employed by Atos group companies outside of France, for whom the vesting period is four years); and (iii) performance criteria relating to free cash flow at the Atos group level, to the Atos group's operating margin, and to the social and environmental performance of Atos SE, such that the number of shares delivered may vary between 0% and 100% of the shares initially granted, depending on whether the Atos group achieves its performance objectives.

15.1.3.1.6 CEO's Atos SE Performance Shares That Became Available in 2012 and 2013

	No. and date of plan[1]	Number of shares vesting during the fiscal year	Acquisition Date	Number of shares becoming available during the fiscal year	Vesting conditions
Gilles Grapinet	12/22/2011	16,250	12/22/2013	0	[2]

[1] Corresponds to the date of the Board of Directors' meeting at which it was granted.
[2] The terms of this plan are described in Section 15.1.3.1.1.

15.1.3.1.7 Stock Subscription or Purchase Options of the Company Granted to the CEO in 2012 and 2013

	No. and date of plan	Nature of the options (purchase or subscription)	Valuation of options according to the method used for consolidated financial statements	Number of options awarded	Exercise price	Exercise period
Gilles Grapinet	-	-	-	-	-	-

15.1.3.1.8 Stock Subscription or Purchase Options of Atos SE Exercised by the CEO in 2012 and 2013

	No. and date of plan[1]	Number of options exercised	Exercise price
Gilles Grapinet	December 23, 2008 Tranche 1	1,740	€18.40
	December 23, 2008 Tranche 2	1,740	€22.00
	December 23, 2008 Tranche 3	1,740	€26.40

[1] Corresponds to the date of the Board of Directors meeting at which the options were granted.

15.1.3.2 Past Grants of Atos SE Performance Shares

Date of Shareholders' Meeting	Date of Board of Directors' Meeting	Total Number of beneficiaries	Number of Worldline beneficiaries	Terms of exercise	Number of Shares								End of vesting period	End of the retaining period
					Total Number of shares granted	Number of shares granted to Group beneficiaries	Number of shares granted to Thierry Breton	Number of shares granted to Gilles Grapinet	Number of shares vested as of 12/31/2013	Number of vested shares of Worldline beneficiaries	Cumulative number of canceled or expired shares	Free shares granting and remaining at the end of the fiscal year		
7/1/2011	12/22/2011	187	21	[2]	233,300	8,250	32,500	16,250	215,000	7,950	3,350	14,950[10]	12/22/2013	12/22/2015
7/1/2011	12/22/2011	187[1]	21[1]	[2]	233,300	8,250	32,500	16,250	0	0	3,650	229,650	3/17/2014	3/17/2016
7/1/2011	12/22/2011	553	25	[3]	262,225	8,375	0	0	500[9]	0	34,475	227,250	12/22/2015	12/22/2015[11]
7/1/2011	12/22/2011	553[1]	25[1]	[4]	262,225	8,375	0	0	500[9]	0	39,725	222,000	3/17/2016	3/17/2016[11]
7/1/2011	3/29/2012	9	3	[5]	9,700	600	0	0	0	0	0	9,700	3/29/2014	3/29/2016
7/1/2011	3/29/2012	20	2	[6]	10,150	400	0	0	0	0	100	10,050	3/29/2016	3/29/2016
5/30/2012	7/24/2013	195	24	[7]	333,380	14,650	45,000	22,500	0	0	0	333,380	7/24/2015	7/24/2017
2/30/2012	7/24/2013	510	23	[8]	389,955	9,850	0	0	0	0	1,695	388,260	7/24/2017	7/24/2017

[1] Same beneficiaries.
[2] The Atos group has put in place a long-term incentive plan for senior executives and employees. The purpose of the plan is to give certain officers and employees of the Atos group an economic interest in the group's medium-term growth and future results. For this reason, the officers and employees who are beneficiaries of the plan (France) were granted performance shares, subject to the following conditions: (i) remaining with the Atos group during a two-year vesting period; (ii) a two-year share holding period; and (iii) performance criteria relating to free cash flow at the Atos group level and to the Atos group's operating margin, such that the number of shares delivered may vary between 0%, 50% or 100% of the shares initially granted, depending on whether the Atos group achieves its performance objectives. In connection with such plan (in France), the shares subject to performance conditions for 2012 vested on December 22, 2013, and the shares subject to performance conditions for 2013 vested on March 17, 2014.
[3] The senior executives and employees who are beneficiaries of this plan (International) were granted performance shares, subject to the following conditions: (i) remaining with the Atos group during a four-year vesting period; and (ii) performance criteria relating to free cash flow at the Atos group level and to the Atos group's operating margin, such that the number of shares delivered may vary between 0%, 50% or 100% of the shares initially granted, depending on whether the Atos group achieves its performance objectives. In connection with such plan (International), the shares subject to performance conditions for 2012 vested on December 22, 2015, and the shares subject to performance conditions for 2013 will vest on March 17, 2016.
[5] The senior executives and employees who are beneficiaries of the plan (France) were granted performance shares, subject to the following conditions: (i) remaining with the Atos group during a two-year vesting period; (ii) a two-year share holding period; and (iii) performance criteria relating to free cash flow at the Atos group level and to the Atos group's operating margin, such that the number of shares delivered may vary between 0%, 50% or 100% of the shares initially granted, depending on whether the Atos group achieves its performance objectives. In connection with such plan (France), the shares subject to performance conditions for 2012 and those subject to performance conditions for 2013 vested on March 29, 2014.
[6] The senior executives and employees who are beneficiaries of this plan (International) were granted performance shares, subject to the following conditions: (i) remaining with the Atos group during a four-year vesting period; and (ii) performance criteria relating to free cash flow at the Atos group level and to the Atos group's operating margin, such that the number of shares delivered may vary between 0%, 50% or 100% of the shares initially granted, depending on whether the Atos group achieves its performance objectives. In connection with such plan (International), the shares subject to performance conditions for 2012 and those subject to performance conditions for 2013 will vest on March 29, 2016.
[7] The senior executives and employees who are beneficiaries of the plan (France) were granted performance shares, subject to the following conditions: (i) remaining with the Atos group during a two-year vesting period; (ii) a two-year share holding period; and (iii) performance criteria relating to free cash flow at the Atos group level, to the Atos group's operating margin, and to the social and environmental performance of Atos SE, such that the number of shares delivered may vary between 0% and 100% of the shares initially granted, depending on whether the Atos group achieves its performance objectives.
[8] The senior executives and employees who are beneficiaries of this plan (International) were granted performance shares, subject to the following conditions: (i) remaining with the Atos group during a four-year vesting period; and (ii) performance criteria relating to free cash flow at the Atos group level, to the Atos group's operating margin, and to the social and environmental performance of Atos SE, such that the number of shares delivered may vary between 0% and 100% of the shares initially granted, depending on whether the Atos group achieves its performance objectives.
[9] The 500 vested shares relate to a death.
[10] The 14,950 remaining shares relate to beneficiaries working outside of France.
[11] Five beneficiaries in Belgium opted for an additional share retention period of two years after the end of the vesting period.

15.1.3.3 Past awards of Atos SE Subscription or Purchase Options

Date of Shareholders' Meeting	Date of Board of Directors' Meeting	Date of Beginning of Exercise Period	Date of End of Exercise Period	Number of shares granted	Number of shares granted to Worldline beneficiaries	Number of shares granted to Thierry Breton	Number of shares granted to Gilles Grapinet	Subscription price	Number of options exercised[1]	Cumulative number of canceled or expired shares	Position as of 12/31/2013
5/23/07	12/23/08	4/1/10	3/31/18	459,348	3,334	233,334	78,000	18.40	110,493	3,334	345,521
5/23/07	12/23/08	4/1/11	3/31/18	459,326	3,333	233,333	78,000	22.00	101,481	6,666	351,179
5/23/07	12/23/08	4/1/12	3/31/18	459,326	3,333	233,333	78,000	26.40	89,482	9,999	359,845
5/23/07	3/26/09	7/1/10	6/30/18	611,714	30,000	0	0	20.64	423,457	43,336	144,921
5/23/07	3/26/09	7/1/11	6/30/18	611,643	30,000	0	0	24.57	307,396	78,330	225,917
5/23/07	3/26/09	7/1/12	6/30/18	611,643	30,000	0	0	29.49	287,433	101,661	222,549
5/26/09	7/3/09	7/1/10	6/30/18	481,414	34,000	0	0	25.00	283,017	46,696	151,701
5/26/09	7/3/09	7/1/11	6/30/18	481,108	34,000	0	0	30.00	227,327	90,313	163,468
5/26/09	7/3/09	7/1/12	6/30/18	480,978	34,000	0	0	35.00	104,029	109,784	267,165
5/26/09	9/4/09	7/1/10	6/30/18	86,347	34,000	0	0	34.28	50,136	3,502	32,709
5/26/09	9/4/09	7/1/11	6/30/18	86,334	34,000	0	0	40.81	30,665	6,834	48,835
5/26/09	9/4/09	7/1/12	6/30/18	86,319	34,000	0	0	48.97	25,548	7,829	52,942
5/26/09	12/31/10	7/1/11	6/30/19	124,842	5,167	0	0	40.41	18,753	0	106,089
5/26/09	12/31/10	7/1/12	6/30/19	124,830	5,166	0	0	48.11	5,083	3,333	116,414
5/26/09	12/31/10	7/1/13	6/3019	124,828	5,166	0	0	57.74	1,750	6,666	116,412
Total				**5,290,000**	**319,499**	**700,000**	**234,000**		**2,066,050**	**518,283**	**2,705,667**

[1] The stock subscription options granted between December 2008 and December 2010 were structured in three tranches, with performance conditions divided over the period. The stock subscription options plan dated December 23, 2008 includes performance conditions for Tranches 2 and 3 for all beneficiaries except for certain senior executives for whom an additional performance condition was added to Tranche 1. Options granted in 2009 contain the same performance conditions as the December 23, 2008 options for Tranches 2 and 3. These performance conditions relate to the Atos group's cash flow positions and operating margins. The stock subscription options plans dated December 31, 2010 are also structured in three tranches, with performance conditions for Tranches 2 and 3 structured on the same principles as for the December 23, 2008 and 2009 options. These performance conditions (Atos group net cash flow and operating margin) apply, respectively, to 2010 and 2011 for Tranche 2 and to 2012 for Tranche 3. The objectives for 2010, 2011 and 2012 are identical to those for the December 23, 2008 options and the 2009 options.

15.1.3.4 Stock Subscription or Purchase Options of the Company Granted to the Company's Top Ten Employees

	Total number of options granted/shares subscribed or purchased	Weighted average price	Plan
Options granted during the fiscal year by the Company and any company whose employees were eligible for option grants to the ten employees of the Company and any such company who received the highest number of such options (global information)	0	0	0
Options on the Company and the companies previously mentioned exercised during the	0	0	0

year by the ten employees of the Company and such companies who purchased or subscribed for the greatest number of options (global information)	

15.1.4 Benefits of Executive Directors

Executive Directors	Employment Agreement		Supplementary Pension Plan		Benefits or advantages due or likely to be due as a result of termination or change of office		Benefits relating to a non-compete clause	
	Yes	No	Yes	No	Yes	No	Yes	No
Mr. Thierry Breton Chairman of the Board of Directors Beginning of term: April 30, 2014 End of term: Annual Shareholders' Meeting called to approve the financial statements for the fiscal year ending December 31, 2016		✓	✓			✓		✓
Mr. Gilles Grapinet Chief Executive Officer Beginning of term: April 30, 2014 End of term: Annual Shareholders' Meeting called to approve the financial statements for the fiscal year ending December 31, 2016	✓		✓			✓		✓

Mr. Thierry Breton has no employment agreement and would not receive any severance or compensation under a non-compete clause in the event of termination. Mr. Breton is a beneficiary under a supplementary pension plan for members of the Atos group executive committee, the terms of which are described in Atos SE's registration document in the section on compliance of total executive compensation with the AFEP-MEDEF recommendations, a summary of which is set forth below.

The benefit of the supplementary pension plan is subject to the condition of being present within the Atos group upon the liquidation of pension entitlements in accordance with the provisions of article L.137-11 of the French Social Security Code.

The amount of the supplementary pension benefit corresponds to the difference between 1% of the reference compensation per full calendar quarter of seniority recognized by the plan (limited to a maximum of 60 quarters) and the annual amount of pension benefits paid pursuant to the legal, complementary and supplementary pension plans. A new participant in the plan who is over 50 years old (e.g., aged 50 + *n* years) receives benefits based on *n* years of contributions, up to a maximum of five years. In practice, plan participants are required to achieve a minimum of 10 years of cumulated seniority, as recognized by the plan, in order to receive benefits under the plan, with a maximum limit of 15 years. The reference compensation is the fixed compensation (excluding any variable or supplementary compensation). For each year of seniority recognized under the plan, plan participants can acquire a percentage entitlement equal to 4% of the fixed compensation, which corresponds to 2% of the fixed and targeted variable compensation of the CEO. Reference to the fixed compensation was chosen over total compensation (fixed + variable)

in order to prevent a windfall effect and to be able to better predict amounts to be provisioned. In any event, the rules used to determine the entitlements acquired under the scheme preclude the CEO from receiving an annual pension that is greater than 45% of his average annual compensation during the period of his pension membership (real fixed and variable compensation) and prevent potentially acquired entitlements during each year of pension membership from exceeding 5% of the CEO's compensation for that year (real fixed and variable compensation).

Mr. Gilles Grapinet is a party to an employment agreement with the Atos group that will continue after the end of his term as the Company's CEO. He is not entitled to any contract-based severance or compensation under a non-compete clause in the event of termination of his position with the Company. Mr. Grapinet is a beneficiary under a supplementary pension plan for members of the Atos group executive committee, the terms of which are described above. In addition, like all members of the Group's French Executive Committee (except for the executive director of Atos SE), Mr. Grapinet is currently a beneficiary of a supplemental defined contribution plan. Contributions paid by the employer correspond to 5% of compensation paid and are limited to tranches A, B and C. Employees are not required to make contributions.

It is not expected that the Company's executive directors will receive a specific bonus relating to the Company's initial public offering.

15.1.5 Compliance of Total Executive Director Compensation with the Recommendations of the AFEP-MEDEF Code

As from the listing of the Company's shares on Euronext Paris, the Company intends to comply with all of the recommendations of the Corporate Governance Code for Listed Companies of the AFEP and the MEDEF (the "AFEP-MEDEF Code").

The AFEP-MEDEF Code may be consulted on the Internet.[1] The Company keeps copies of such code available to the members of its governing bodies at all times.

15.2 AMOUNT OF PROVISIONS MADE OR RECORDED BY THE COMPANY OR BY ITS SUBSIDIARIES FOR THE PAYMENT OF PENSIONS, RETIREMENT PLANS OR OTHER BENEFITS

The Company has not provisioned any amounts for payments of pensions, retirements or other similar benefits to its directors.

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[1] http://www.medef.com/fileadmin/www.medef.fr/documents/AFEP-MEDEF/Code_de_gouvernement_d_entreprise_des_societes_cotees_juin_2013_FR.pdf

16. PRACTICES OF ADMINISTRATIVE AND MANAGEMENT BODIES

16.1 TERMS OF OFFICE OF MEMBERS OF THE ADMINISTRATIVE AND MANAGEMENT BODIES

The terms of office of the members of the Company's Board of Directors and senior management can be found in Section 14.1, "Composition of Management and Supervisory Bodies".

16.2 INFORMATION ON SERVICE CONTRACTS BETWEEN MEMBERS OF THE ADMINISTRATIVE AND MANAGEMENT BODIES AND THE COMPANY OR ANY ONE OF ITS SUBSIDIARIES

To the Company's knowledge, there are no service contracts between members of the Company's Board of Directors and any of its subsidiaries and providing for the granting of benefits.

16.3 INTERNAL REGULATIONS OF THE BOARD OF DIRECTORS

At its meeting on April 30, 2014 and subject to the listing of the Company's shares on Euronext Paris, the Company's Board of Directors adopted internal regulations setting forth its composition, responsibilities and powers, and procedural rules (in addition to those set forth in legislative and regulatory provisions and the Company's bylaws). The internal regulations contain the principal provisions described below.

16.3.1 Participation in Board of Directors' Meetings by Video Conference or Other Means of Telecommunication

As permitted by Article L. 225-37 of the French Commercial Code, meetings of the Board of Directors may be held by video conference or any other means of telecommunication permitting directors to be identified and ensuring their effective participation in the meeting, at a minimum by transmitting the participants' voices and meeting technical requirements enabling the uninterrupted and simultaneous transmission of the proceedings.

Directors who wish to participate in a meeting of the Board of Directors by means of video conference or telecommunication as described above must so indicate by email to the chairman at least 24 hours in advance of the meeting, so that the chairman may make video conferencing or other means of telecommunication, as the case may be, available to such directors.

Directors participating in a meeting by means of video conference or other means of telecommunication are deemed present for purposes of calculating quorum and majority. Adequate measures must be taken to permit identification of each participant and to verify the quorum. Otherwise, the meeting must be adjourned.

The preceding provisions do not apply to meetings at which the decisions set forth in Articles L. 232-1 and L. 233-16 of the French Commercial Code are to be voted on, relating, respectively, to the preparation of the Company's annual financial statements and management report and to the preparation of the Group's annual consolidated financial statements and management report.

16.3.2 Decisions Reserved for the Board of Directors

The chief executive officer and, where applicable, the senior executive vice presidents, must submit the following decisions for the prior authorization of the Board of Directors:

- Acquisition or disposal of shareholdings in excess of €10 million;
- Acquisition or disposal of assets in excess of €10 million;
- Acquisition of assets or shareholdings outside the Group's ordinary course of business;
- Acquisition or disposal of real estate in excess of €10 million;
- Strategic alliance or partnership which could have an impact on the Group's structure;
- Parent guarantees in excess of the authorized amount delegated to the chief executive officer;
- Purchase by a third party of share capital of a significant subsidiary;
- Financing and loans in excess of €10 million.

16.3.3 Evaluation of Work Performed by the Board of Directors

The Board of Directors must evaluate its ability to meet shareholder expectations by periodically analyzing its composition, organization and procedures, as well as the composition, organization and procedures of its committees. In particular, it must analyze the rules governing the functioning of the Board and its committees, reflect on the desirable balance in their composition, periodically ask itself whether their organization and functioning are adequate to their tasks, verify that important questions are properly prepared and debated, and measure the effective contribution of each director to the work of the Board of Directors and of the committees in light of such person's skills and involvement in deliberations.

To that end, once a year the Board's meeting agenda must include a discussion of its functioning. Furthermore, once a year in its annual report, the Board must inform shareholders of the completion of these evaluations and the results thereof.

A formal evaluation, which may be implemented under the direction of the Nomination and Compensation Committee with the assistance of an outside consultant, must also be carried out at least every three years. The shareholders must be informed each year in the annual report of the completion of these evaluations and the results thereof.

16.3.4 Committees of the Board of Directors

The Company's internal regulations set forth rules applicable to the composition, responsibilities and powers, and procedural rules of the committees of the Board of Directors (see Section 16.4, "Committees of the Board of Directors").

16.4 COMMITTEES OF THE BOARD OF DIRECTORS

Pursuant to Article 17 of the Company's bylaws as adopted at the Company's Extraordinary Shareholders' Meeting on April 30, 2014 subject to the listing of the Company's shares on Euronext Paris, the Company's Board of Directors may create committees charged with examining questions submitted to it by the Board or its Chairman.

It is expected that two such Board committees will be created: an Audit Committee and a Nomination and Compensation Committee. The composition, responsibilities and powers, and procedural rules of these Committees are described below. The Committees will be put in place on the listing date of the Company's shares on Euronext Paris. Their composition will comply with the recommendations of the AFEP-MEDEF Code.

16.4.1 Audit Committee

16.4.1.1 Responsibilities and Powers (Article 9.3.2 of the Internal Regulations of the Board of Directors)

The Audit Committee's mission will be to prepare and facilitate the work of the Board of Directors within its areas of competence, as set forth in the Internal Regulations of the Board of Directors. It will assist the Board of Directors in analyzing the accuracy and truthfulness of the Company and consolidated financial statements and will oversee the quality of internal controls and of the information disclosed to shareholders and the markets.

The Audit Committee may provide the Board with any opinion or recommendation within the areas described below. In particular, the Audit Committee will be tasked by the Board of Directors with the following responsibilities:

With respect to the financial statements:

- to conduct a preliminary review and give its opinion on the draft annual and interim company and consolidated accounts prepared by the finance department;

- to assess the relevance and consistency of accounting principles and rules;

- to inform itself as to changes in the scope of consolidation;

- to meet, where necessary, with the statutory auditors, senior management, financial and accounting department, internal control department or any other management representative, if necessary outside the presence of the members of senior management;

- to review the financial documentation distributed by the Company at the closing of each year's accounts, as well as other significant financial documents and press releases.

With respect to the Company's external audit:

- to examine questions relating to the nomination or renewal of the Company's statutory auditors and to the amount of the fees to be paid for statutory audit assignments;

- to pre-approve any assignment entrusted to the statutory auditors other than the statutory audit and, more generally, to ensure compliance with the principles guaranteeing the independence of the statutory auditors; to oversee the rotation of statutory auditors; and to inform themselves of the amounts paid to the networks to which the statutory auditors belong.

With respect to internal controls and monitoring the Company's risks:

- to evaluate, together with Group-level management, the quality and effectiveness of the Group's internal control systems and procedures; to review significant off-balance sheet risks and undertakings; and to meet with the head of internal audit, give its opinion as to the organization of the internal audit department and remain informed of its planned work. The Audit Committee will receive internal audit reports or a periodic summary of such reports;

- to assess the reliability of the systems and procedures used in preparing the accounts, to review methods and procedures for reporting and processing accounting and financial information;

- to regularly review the Company's financial condition, cash position and significant undertakings and risks and to review the procedures used to evaluate and manage those risks.

With respect to agreements entered into by the Company:

- to review all drafts of framework agreements relating to the provision of services between Atos SE and/or its subsidiaries, on the one hand, and the Company and/or its subsidiaries, on the other hand, that involve annual payments in excess of €10 million.

- to review all drafts of financing or cash management agreements exceeding €10 million entered into between the Company and/or one of its subsidiaries, on the one hand, and Atos SE and/or one if its subsidiaries, on the other hand.

16.4.1.2 Composition (Articles 9.2.4 and 9.3.2 of the Internal Regulations of the Board of Directors)

The Audit Committee will be composed of a minimum of three and a maximum of five members, two-thirds of whom will be appointed from among the independent members of the Board of Directors, in accordance with the recommendations of the AFEP-MEDEF Code. At the date of the registration of this Registration Document, it is expected that the Audit Committee will be composed of three members, of which two will be independent members of the Board of Directors.

In accordance with the Ordinance of December 8, 2008, the Audit Committee will include members who are knowledgeable in finance and accounting. All members of the Audit Committee must, at the time of their nomination, be informed about the Company's accounting, financial and operational specificities.

The term of office of the members of the Audit Committee is the same as their term as members of the Board of Directors. The term of a member of the Audit Committee may be renewed at the same time as such member's term as a member of the Board of Directors.

The chairman of the Audit Committee will be appointed from among its independent members by the Board of Directors, upon the proposal of the Nomination and Compensation Committee. The Audit Committee may not include any executive director of the Company.

The Committee's secretary is any person designated by the chairman of the Committee or with the chairman's approval.

16.4.1.3 Functioning (Article 9.3.2 of the Internal Regulations of the Board of Directors)

The Audit Committee may validly deliberate either in a meeting or by telephone or video conference, when convened by its chairman or secretary, as long as at least half of its members participate. The notice of meeting must include an agenda and may be transmitted orally or by

any other means. Audit Committee votes are by the majority of members participating in the meeting, with each member having one vote.

The Audit Committee meets as often as necessary and, in any event, twice per year on the occasion of the preparation of the annual and interim financial statements. Meetings take place prior to the meeting of the Board of Directors and, to the extent possible, at least two days before such meeting whenever the Audit Committee's agenda includes examination of the annual or interim financial statements prior to their review by the Board of Directors.

16.4.2 Nomination and Compensation Committee

16.4.2.1 Missions (Article 9.3.1 of the Internal Regulations of the Board of Directors)

The mission of the Nomination and Compensation Committee's will be to prepare and facilitate the decisions of the Board of Directors, within its areas of competence.

With respect to nominations, the Nomination and Compensation Committee will be charged generally with researching and analyzing any candidacy for a position on the Board of Directors or for a position as a senior executive or officer, and with delivering an opinion and/or recommendation with respect to such candidacy to the Board of Directors.

The Nomination and Compensation Committee reviews important operations that involve risks of conflicts of interests between the Company and the members of the Board of Directors. The Nomination and Compensation Committee will make a preliminary determination as to the independence of members of the Board of Directors, which determination will then be reviewed and discussed annually by the Board of Directors prior to publication of the Company's Registration Document.

With respect to compensation, the Nomination and Compensation Committee will be charged with drafting proposals with respect to the compensation of the Chairman and of the CEO (including defining the rules for determination of variable compensation, ensuring the consistency of these rules with the annual performance evaluation and with the Group's medium-term strategy, and verifying the annual application of these rules).

The Nomination and Compensation Committee will also participate in preparing an incentive compensation policy for employees of the Company and its subsidiaries. In particular, it will prepare proposals for grants of stock subscription and/or purchase options or of performance shares to executive officers and directors and to all or any employees of the Company and its subsidiaries.

The rules governing the compensation of senior management are described in Chapter 15, "Compensation and Benefits of Directors and Senior Executives".

With respect to members of the Board of Directors, the Committee will be charged with proposing the annual amount of directors' fees to be submitted for the approval of the annual shareholders' meeting as well as the terms for allocation of such directors' fees among the directors, taking into consideration, in particular, the presence of such directors at Board and Committee meetings, the level of responsibility assumed by such directors, and the time that they are required to devote to their responsibilities.

The Committee will also make observations and/or recommendations relating to retirement and employment insurance schemes, benefits in kind and the financial benefits accorded to officers of the Company and its subsidiaries.

16.4.2.2 Composition (Articles 9.3.1 of the Internal Regulations of the Board of Directors)

The Nomination and Compensation Committee will be composed of a minimum of three and a maximum of five members, the majority of whom will be appointed from among the independent members of the Board of Directors, in accordance with the recommendations of the AFEP-MEDEF Code. At the date of the registration of this Registration Document, it is expected that the Nomination and Compensation Committee will be composed of three members, of which two will be independent members of the Board of Directors.
They will be appointed by the Board of Directors from among its members and taking into consideration their independence, experience and skills. The Nomination and Compensation Committee may not include any senior executive or officer of the Company.

The term of office of the members of the Nomination and Compensation Committee is the same as their term as members of the Board of Directors. The term of a member of the Audit Committee may be renewed at the same time as such member’s term as a member of the Board of Directors.

The chairman of the Nomination and Compensation Committee is appointed from among the independent members by the Board of Directors, upon the proposal of the Chairman of the Board of Directors.

The Committee’s secretary is any person designated by the chairman of the Committee or with the chairman’s approval.

16.4.2.3 Functioning (Article 9.3.1 of the Internal Regulations of the Board of Directors)

The Nomination and Compensation Committee may validly deliberate either in a meeting or by telephone or video conference, when convened by its chairman or secretary, as long as at least half of its members participate. The notice of meeting must include an agenda and may be transmitted orally or by any other means.

Nomination and Compensation Committee votes are by the majority of members participating in the meeting, with each member having one vote. The Nomination and Compensation Committee meets as often as necessary and, in any event, at least three times per year, in particular before the Board of Directors meets to assess the independence of its members pursuant to the independence criteria adopted by the Company and, in any event, prior to any meeting at which the Board of Directors votes on the compensation of members of Senior Management or the allocation of directors’ fees.

16.5 STATEMENT RELATING TO CORPORATE GOVERNANCE

As from the definitive listing of the Company’s shares on Euronext Paris, the Company intends to comply with the recommendations of the AFEP-MEDEF Code, in particular in connection with preparation of the report of the Chairman of the Board of Directors provided for by Article L. 225-37 of the French Commercial Code on the composition of the Board of Directors and the

application of the principle of gender balance in the Board's composition, the terms for preparation and organization of the Board's work, and the internal control and risk management procedures implemented by the Company, with the exception of the following:

Given his existing responsibilities within the Atos group, which will continue for a period of approximately 18 months after the listing of the Company's shares on Euronext Paris in order to ensure a smooth transition, Mr. Gilles Grapinet will retain his employment agreement with an Atos SE affiliate which provides, first, that he will serve as Senior Executive Vice President of the Atos Group in charge of coordination of Global Functions (other than in respect of the financial control over the Worldline subsidiary), and second, that he will assume the role of CEO of the Company. Upon the conclusion of this transitional period, the terms of the CEO's employment agreement will be revisited by the Board of Directors of the Company.

16.6 INTERNAL CONTROL

16.6.1 System of Internal Control

The Group's internal control system is based on the system developed by the Atos group, and relies on the following principles:

- It is based on the internal control framework prescribed by the *Autorité des Marchés Financiers*.
- It aims to ensure:
  - compliance with laws and regulations;
  - application of the instructions and guidelines set by the Group's senior management;
  - the proper functioning of the Company's internal processes, in particular those relating to protection of its assets; and
  - the reliability of financial information.

The internal control system encompasses the following:

- *Organization/Control environment*, including:
  - a matrix organizational structure with respect to business lines and countries, enabling double review of all transactions, contributing to the improvement of the control environment;
  - a formal definition of powers and responsibilities in connection with policies and procedures;
  - a set of key policies and procedures, including an ethics code and operational procedures (such as prudential rules, investment rules, data protection rules and physical safety and security rules); and
  - process management, human resources and IT systems supporting the Group's activities.

- *A risk management system,* as described in Section 4.5.2, "Risk Management".

The principal control activities are listed in the Internal Control Manual developed by the Atos group and applicable to the Group. Such manual complements the Group's various procedures by stating the main control objectives required to reach a satisfactory level of control for each process. After the listing of the Company's shares on Euronext Paris, this manual will continue to apply to the Group, which will put in place additional guides or instructions as necessary.

The Internal Control Manual does not cover only financial reporting processes, but also operational processes such as contract management; other functional processes such as legal, procurement, human resources and IT processes; and governance processes, such as mergers and acquisitions.

Oversight of the Group's internal control procedures includes an analysis of the results of controls carried out (identification and processing of incidents) and the evaluation of controls to ensure their relevance and adequacy for ensuring the control objectives. Such oversight makes use of both self-evaluations and audits.

Given that as of the filing date of this Registration Document, no Group securities are listed on a regulated market, the Chairman of the Company's Board of Directors is not required to prepare the report provided for in Article 225-37 of the French Commercial Code on the composition of the Board of Directors and the application of the principle of gender balance in the Board's composition, the terms for preparation and organization of the Board's work, and the internal control and risk management procedures implemented by the Group.

Beginning with the fiscal year ending December 31, 2014, and for so long as the Group's shares are listed on Euronext Paris, the Chairman of the Group's Board of Directors will be required to prepare this report in accordance with Article L. 225-37 of the French Commercial Code

16.6.2 Organization of Internal Control and Risk Management

The following bodies are involved in implementing the Group's internal control and risk management system:

Board of Directors, assisted by the Audit Committee

The Board of Directors establishes the governance rules specifying the role of the Board, assisted by its committees. The Audit Committee informs the Board as to the quality of the internal control procedures. The Board is also informed of the content and implementation of the internal control procedures applied to ensure the reliability and accuracy of the Group's financial information, and is kept informed as to the proper deployment of the internal control system.

Executive Committee

The purpose of the Executive Committee is to guide the Group's operational performance. Management at various levels is responsible for implementing and monitoring the internal control system within their various areas of responsibility.

Risk Management Committee

The Risk Management Committee monitors and reviews contracts (offers, contractual

undertakings and performance) while ensuring an optimal balance between risk and opportunity. It also identifies possible areas for improvement in the Group's operational processes, including with respect to control.

Operational Control

The role of Operational Control is to guide overall security, quality, compliance and operational governance in order to create and maintain strong relationships of trust with the Group's clients.

Internal Audit

Internal Audit is outsourced to the Atos group in order to function globally in accordance with consistent methodology. After the listing of the Company's shares on Euronext Paris, Internal Audit will continue to be outsourced to the Atos group. The Audit Committee will receive regular reports on the execution of the audit plan, the mission objectives and the results and recommendations resulting therefrom. Internal Audit will remain in contact with the statutory auditors to ensure effective coordination between internal and external control.

In 2013, the Internal Audit Department of the Atos group obtained certification from the IFACI (*Institut Français de l'Audit et du Contrôle Interne*) (French Institute for Internal Audit and Control). This accreditation attests to the excellence of Internal Audit in terms of organization, compliance with international standards and the level of mastery of the primary challenges of its role

17. EMPLOYEES

17.1 HUMAN RESOURCE MANAGEMENT

17.1.1 Number and Breakdown of Employees

As of December 31, 2013, the Group had 7,205 employees, as compared with 5,917 employees as of January 1, 2011, representing an increase of 1,288 employees in three years. This increase reflects the changes in the Group's scope of consolidation in connection with the Reorganization Transactions.

Excluding entities that exited or entered the Group's scope of consolidation during the period, the total number of employees increased by 295, or more than 4.9%.

The table below shows the changes in the number of employees of the Group over the last three years:

	2011	2012	2013
As of January 1	**5,917**	**5,850**	**5,909**
Entering scope of consolidation[1]	0	99	1,424
Exiting scope of consolidation[1]	0	(121)	(356)
New hires	635	798	710
Departures[2]	(702)	(717)	(482)
As of December 31,	**5,850**	**5,909**	**7,205**

(1) The changes reflected in this data are described in Section 17.1.1.1, "Changes in the Scope of Consolidation".
(2) This category includes both voluntary and involuntary departures.

As of December 31, 2013, the number of Group employees working on client projects (direct employees) was 6,513, or 90.4% of total headcount, as compared with 87.5% as of December 31, 2012 and 87.51% as of December 31, 2011.

The table below shows the geographical distribution of the Group's 7,205 employees as of December 31, 2013.

Region	Country	Total
Europe	Austria	44
	Belgium	1,069
	France	2,966
	Germany	841
	Luxembourg	19
	Netherlands	81
	Spain	469
	United Kingdom	595
Total Europe		**6,084**
Latin America	Argentina	274
	Chile	42
Total Latin America		**316**
Asia	Hong Kong	29
	India	338
	Indonesia	10
	Malaysia	157
	China	197
	Singapore	58
	Taiwan	16
Total Asia		**805**
Total		**7,205**

As of December 2013, the Group's employees in Europe represented 84.5% of the Group's total workforce, and employees in emerging markets represented 15.5% of the Group's total workforce, of which 30% were in India and 70% in Latin America and the rest of Asia.

17.1.1.1 Changes in the Scope of Consolidation

The change in the scope of consolidation over the period 2011-2012 was primarily due to the acquisition of Quality Equipment in the Netherlands in June 2012, resulting in the integration of 99 employees into the Group. The Group disposed of two activities in 2012, Card Personalization in India and Sinsys in Europe, resulting in a decrease of 48 and 73 employees, respectively. (The 73 Sinsys employees represented 49% of Sinsys's total headcount, the share of the joint venture held by the Group prior to the sale.)

Between July and December 2013, the Atos group's payment and transactional services activities were separated from the rest of the activities of Atos SE and its subsidiaries and were regrouped within the Company and/or its subsidiaries. The Reorganization Transactions were carried out through various share and asset transfers, such as the transfer to the Atos group of the Financial Markets activity (representing 356 employees), as well as the creation of new Group entities (such as in the United Kingdom and Austria) taken from the Atos group, representing an increase of 1,424 in the number of employees.

17.1.1.2 New Hires

The Group hired 710 new employees in 2013, 789 new employees in 2012 and 635 new employees in 2011, representing an increase in recruitment of 25% between 2011 and 2012 and a decrease in recruitment of 11% between 2012 and 2013.

17.1.1.3 Departures

There were 289 departures initiated by the employee in 2013 (of which 85% were direct employees), 346 in 2012 (of which 87% were direct employees) and 346 in 2011 (of which 86% were direct employees).

The voluntary departure rate decreased by 1.5 points between 2011 and 2013, or 4.39% of the average annual headcount in 2013, as compared with 5.88% in 2012 and 5.87% in 2011.

17.1.1.4 Restructurings and Dismissals

Excluding entities that entered or exited the scope of consolidation during the period in question, the total number of individual dismissals (for cause) was 58 in 2013, 75 in 2012 and 43 in 2011.

Other types of departures included transfers to the Atos group, expiration of fixed-term employment agreements and contractual terminations by mutual agreement or other causes.

17.1.1.5 External Sub-Contractors

The number of external sub-contractors (that is to say excluding service providers under contract with the Atos group and temporary workers) was 293 as of December 31, 2013, an increase of more than 11 people as compared with December 31, 2012, and a decrease of 19 people as compared with December 31, 2011.

The table below shows the level of sub-contracting over the past three years.

	December 31		
	2011	**2012**	**2013**
External subcontractors as a percentage of the Group's headcount	5.29%	4.77%	4.07%

17.1.2 Human Resources Policy

Human resources management at the Group is organized around four main principles:

(i) alignment of Human Resources strategy with operational needs, priorities, and the Group's strategic three-year plan;

(ii) management of headcount so as to anticipate growth and its impact on staffing needs in order to ensure a qualified labor force on a global scale;

(iii) human resource management through an integrated interface covering all personnel-related subjects; and

(iv) centers of expertise that anticipate future needs and ensure the necessary agility to face new challenges.

17.1.3 Training

In 2013, the total number of employees trained was 4,625 and the number of online training hours was 65,035. The Group encourages its employees' training and professional development by offering an extensive catalog of more than 6,000 training topics online, available free of charge to the Group's employees.

In 2013, the total number of employees trained by the Group in France was 1,994. At current scope of consolidation (excluding the Reorganization Transactions), the number of employees trained in 2013 decreased by two points, from 72% of employees in France in 2012 to 70% in 2013. The 2013 training plan called for training of 2,141 employees, an objective that was 93% achieved.

The Group also participates in programs dedicated to talent development to help employees improve their professional skills and progress rapidly in their careers. Each of these programs is sponsored by a member of the executive committee of the Group or Atos, in order to closely align professional development and commercial strategy.

These programs include the following:

- The Juniors Group Program

The Juniors Group Program, launched in the first quarter of 2012, is the first step in development on an international scale. The program is composed of an independent group of dynamic junior employees from all divisions of the Group. The Juniors Group Program's mission is to fully develop the individual potential of its 40 members by combining personal development sessions, opportunities to network with management and international colleagues, and real work on innovative projects.

A curriculum was specifically and exclusively designed for this group. In includes online training, ebooks and live lectures given by external experts to increase the effectiveness of the training. An employee who passes the entrance exam becomes a member of the Juniors Group for 18 months, and then becomes an integral part of a network of alums, thus continuing to share information and knowledge with the different class years of the program. The Juniors Group is sponsored at the level of the Executive Committee by the Atos group's Executive Vice President for Strategic Sales.

The Group has participated actively in this program since its inception in 2012. In 2013, three members of the Juniors Group were employees of the Group.

- The Gold Program for Managers

In partnership with HEC Paris, the Gold Program aims to develop future Atos group leaders and create ambassadors for the group's values. Throughout the program, participants explore the Atos group's strategy, work on strategic projects presented at the beginning of the program, and define responses that the Atos group can bring to the challenges arising out of profitable and global growth. This program constitutes a unique opportunity to network with talent from across the

Atos organization and to encounter intercultural experiences. In 2013, four of the Group's employees participated in this program.

The Gold Program for managers received an award from the European Foundation for Management Development (EFMD) in the Talent Development category in 2013.

- The Gold Program for Experts

The Gold Program for experts was launched in 2013 in partnership with the Institute for Manufacturing Education and Consultancy Services (IfM ECS) at Cambridge University and the Computer Science department at the University of Paderborn. The program's objective is to equip Atos group talent with expert knowledge in multiple technical areas to enable them to implement innovative solutions for clients and achieve a competitive advantage.

The Gold program for experts includes three modules of one week each held at Cambridge and at Paderborn, combining technological knowledge, commercial strategies and human intelligence. Thirty participants, four of whom are employees of the Group, were nominated by the Atos group's Executive Committee for the first class, whose first module took place in October 2013.

In addition, the Company believes that on-the-ground training is one of the most effective methods for developing its employees' skills. The Group therefore offers its employees opportunities for internal mobility.

17.2 SHAREHOLDINGS AND STOCK SUBSCRIPTION OR PURCHASE OPTIONS HELD BY MEMBERS OF THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT

See Chapter 15, "Compensation and Benefits of Directors and Senior Executives".

17.3 EMPLOYEE SHAREHOLDING PLAN AND LONG-TERM INCENTIVE PLANS

As of the filing date of this Registration Document, neither the Company nor any Group company has established stock subscription or purchase option plans or performance share grant plans. For a description of the plan that the Group intends to implement in connection with the planned listing of the Company's shares on Euronext Paris, see Section 15.1.3, "Stock Subscription Option Plans and Performance Share Grant Plans".

The Group's employees have access to the employee shareholding plans and long-term incentive plans put in place by the Atos group, which has committed to a process of associating its employees with the Atos group's long-term performance and financial results. For a description of these plans, see Section 15.1.3, "Stock Subscription Option Plans and Performance Share Grant Plans".

17.4 PROFIT-SHARING AGREEMENTS AND INCENTIVE SCHEMES

17.4.1 Group Savings Plans

A group or company savings plan is a collective savings system offering employees of the companies belonging to the plan the ability, with the help of their employers, to build investment portfolios. Funds invested in the plan may consist of amounts employees receive under a profit-sharing or incentive scheme, as well as voluntary contributions. Amounts invested in a company

savings plan may not be withdrawn for five years, except in the early-withdrawal cases provided for by law. Pursuant to Article L. 3332-3 of the French Labor Code, companies with profit-sharing plans are required to put in place company savings plans.

A company savings plan was created within the Atos group on July 17, 2000 for an indeterminate duration and has been amended ten times, most recently on July 27, 2012. This plan is available to most of the Group's companies and offers employees of these companies having more than three months' seniority the ability to immediately allocate all amounts paid to them to subscribe for shares in company investment funds (*fonds communs de placement d'entreprise*) (FCPE), in particular in connection with the Atos group's "Spring" employee shareholding plans.

17.4.2 Profit-Sharing Agreements

Pursuant to Article L. 3322-2 of the French Labor Code, profit-sharing agreements are required in France in businesses with more than 50 employees and having a taxable profit representing a greater than 5% return on equity. As a result, a profit-sharing agreement was signed on January 1, 2012 within the Atos group for an open-ended term. This profit-sharing agreement benefits all employees who have been employed for longer than three months by one or more French subsidiaries whose share capital is more than 50% held, directly or indirectly, by Atos SE.

17.4.3 Incentive Schemes

Pursuant to Article L. 3312-1 of the French Labor Code, an incentive scheme is an optional mechanism whose purpose is to give employees collectively a stake in the business's success, more specifically its performance and results, by using a formula to calculate immediately available bonuses. In that regard, an incentive scheme was put in place on January 1, 2011 for a duration of three years by the Company and its subsidiaries Mantis and Santéos. The scheme ended on December 31, 2013. A new incentive scheme has been in negotiations since the end of 2013 and is expected to be put in place in 2014.

18. PRINCIPAL SHAREHOLDERS

18.1 SHAREHOLDERS

As of the date of this Registration Document, the Company is controlled by Atos SE and the Company's share capital is €79,028,274, divided into 116,218,050 shares of par value €0.68, fully subscribed and paid-up, and all of the same class.

The following table sets forth the Company's shareholders as of the date of the registration of this Registration Document.

Shareholders	Number of shares and voting rights	% of share capital and voting rights
Atos SE	116,218,044	100%
Shareholders who are physical persons	6	-
Total	**116,218,050**	**100%**

In connection with the conversion of the Company into a limited liability company at the meeting of the Board of Directors held on April 30, 2014, Atos SE, the sole shareholder of the Company during the last three fiscal years, transferred one share to each of six new shareholders.

18.2 SHAREHOLDERS' VOTING RIGHTS

Each share of the Company entitles its holder to one vote, subject to the existence of double voting rights.

18.3 CONTROL STRUCTURE

As of the date of this Registration Document, Atos SE has exclusive control of the Company.

However, measures have been taken to ensure that Atos SE does not abuse its status as controlling shareholder of the Company. To this end, upon the listing of the Company's shares on Euronext Paris, the Company intends to appoint three independent directors in accordance with the criteria established by the AFEP-MEDEF Code, representing one-third of the Company's directors, in conformity with the AFEP-MEDEF Code's recommendations.

18.4 AGREEMENTS LIKELY TO LEAD TO A CHANGE IN CONTROL

None.

19. RELATED PARTY TRANSACTIONS

19.1 AGREEMENTS ENTERED INTO IN CONNECTION WITH THE REORGANIZATION TRANSACTIONS

At the time of the Reorganization Transactions described in Section 5.1.6, "The Reorganization Transactions", it was agreed that the Company and its subsidiaries would continue to maintain a number of contractual relationships with the Atos group. Between June and December 2013, the Company and its subsidiaries entered into agreements with Atos SE and certain of its subsidiaries that are not subsidiaries of the Company relating to the following subjects:

- the provision of services;
- cooperation with respect to the processing of personal data; and
- the granting of licenses.

These agreements were entered into following negotiation between the Worldline Group teams and the Atos teams, conducted in an independent manner. The Group believes that these agreements were entered into on market terms, and the terms are reviewed periodically.

19.1.1 Services Agreements

Atos SE, Atos International SAS, Atos International B.V., Atos International Germany GmbH and Atos UK International IT Services Ltd (the "Atos Service Providers") provide certain services to the Atos group's operating entities, including the Company and its operating subsidiaries. These services are re-invoiced by Atos International SAS on behalf of all of the Atos Service Providers, on terms that depend on their revenue and headcount, on the basis of the costs allocated plus a margin, pursuant to the same terms used within the Atos group for all intragroup services of a similar nature.

At the time of the Reorganization Transactions described in Section 5.1.6, "The Reorganization Transactions", it was agreed that the Company and its subsidiaries would continue to receive the services provided by the Atos Service Providers pursuant to the same terms as previously. Accordingly, a services agreement (the "Group Services Agreement") and a specific group services agreement (the "Specific Services Agreement") with effective dates of July 1, 2013 and January 1, 2013, respectively, were entered into between Atos International SAS, acting on its own behalf and on behalf of the other Atos Service Providers, and the Company. The Company acts on its own behalf and on behalf of its operating subsidiaries, in accordance with the mirror agreements entered into between the Company and its subsidiaries (with respect to the Group Services Agreement and the Specific Services Agreement, the "Intra-Worldline Group Services Agreements" and the "Intra-Worldline Specific Services Agreements", respectively). These agreements replace, going forward, the services agreements previously entered into between the Worldline Group companies and Atos International SAS, which were terminated on July 1, 2013 and which related to the services rendered by the Atos Service Providers.

The Group Services Agreement principally covers operational services and support function services. The Specific Services Agreement principally covers specific services that may be provided, as the case may be, in connection with reorganization projects, including in connection with the implementation of the Reorganization Transactions, and includes terms relating to the re-invoicing of services provided by external service providers as well as to the equitable

redistribution of the Worldline Group companies' costs. For detailed information on the extent of the services provided, see Sections 19.1.1.1, "Group Services Agreement" and 19.1.1.2, "Specific Services Agreements".

In addition, services agreements (the "Local Services Agreements") were entered into directly between an Atos group entity outside the Worldline Group perimeter and a Worldline Group entity in most countries in which, prior to the implementation of the Reorganization Transactions, Worldline activities and Atos activities had been conducted by the same entity, and in which the Reorganization Transactions had the effect of separating the historical Atos group business from the payment and transaction services activities being retained by or transferred to the local Worldline Group entity. These countries are Argentina, Austria, Spain, Hong Kong and the United Kingdom. The Local Services Agreements establish the terms pursuant to which the local Atos group subsidiaries provide the local Worldline Group subsidiaries with certain services that are necessary in order to conduct their activities following the implementation of the Reorganization Transactions. For detailed information on the extent of the services provided under the Local Services Agreements, see Section 19.1.1.3, "Local Services Agreements".

19.1.1.1 Group Services Agreement

The operational services provided under the Group Services Agreement and the Intra-Worldline Group Services Agreements include the following: IT and telecommunications services, procurement services, global communication and talent management services, services relating to global sales strategy, services relating to global marketing strategy, and product, client and partnership development services.

Support function services provided under these agreements cover services relating to management, sales, mergers and acquisitions, as well as financial, legal, compliance, internal control, human resources and innovation services.

The terms pursuant to which these services are rendered and the means of invoicing them depend on the service being provided. By way of illustration, in the second half of 2013, the Company paid Atos International SAS a total of €10.9 million in connection with the Group Services Agreement.

The Group Services Agreement and the Intra-Worldline Group Services Agreement were entered into for an initial term of six months as from July 1, 2013 and are renewable automatically for successive 12-month terms. They may be terminated at any time by the Company, with respect to its local operational subsidiaries, and by Atos International SAS, with respect to the Company, by providing two months' prior notice. The Group Services Agreement provides for automatic termination without prior notice (in the absence of an agreement to the contrary between the parties) in the event that Atos SE ceases to hold, directly or indirectly, more than 50% of the Company's share capital. Similarly, each of the Intra-Worldline Group Services Agreements provides for automatic termination without prior notice (in the absence of an agreement to the contrary between the parties) in the event that the Company ceases to hold, directly or indirectly, more than 50% of the relevant Worldline Group subsidiary.

19.1.1.2 Specific Services Agreements

The services provided under the Specific Services Agreement and the Intra-Worldline Specific Services Agreements relate to the implementation of reorganization projects, including in connection with the Reorganization Transactions, and the terms for re-invoicing the services

provided in that context by external providers. For the fiscal year ending December 31, 2013, the Company paid Atos International SAS a total of €3.5 million in connection with Specific Services Agreement.

The Specific Services Agreement and the Intra-Worldline Specific Services Agreement were entered into for an initial term of twelve months as from January 1, 2013 and are renewable automatically for successive twelve-month terms. They may be terminated at any time by the Company, with respect to its local subsidiaries, and by Atos International SAS, with respect to the Company, by providing two months' prior notice. The Specific Services Agreement provides for automatic termination without prior notice (in the absence of an agreement to the contrary between the parties) in the event that Atos SE ceases to hold, directly or indirectly, more than 50% of the Company's share capital. Similarly, each of the Intra-Worldline Specific Services Agreements provides for automatic termination without prior notice (in the absence of an agreement to the contrary between the parties) in the event that the Company ceases to hold, directly or indirectly, more than 50% of the relevant Worldline subsidiary.

19.1.1.3 Local Services Agreements

The scope of the services provided under the Local Services Agreements is specified in the Support Function Services Agreements, the Operational Level Agreements and/or the Time and Material Services Agreements annexed to the Inter-company Services Agreements.

The services provided under the Support Function Services Agreements include, as applicable, the provision of financial, legal, management, sales, marketing, IT, telecommunications and/or human resources services, with the exception of the services provided by Atos International SAS under the Group Services Agreement (see Section 19.1.1.1, "Group Services Agreement").

The services provided under the Operational Level Agreements cover, as applicable, services relating to the Group's operational activities, including data centers, call centers, technical assistance and platform administration.

The Services provided under the Time and Materials Agreements include, in particular, technical, engineering, consulting and software development services. These services are provided on a one-off basis at the request of the local Worldline entity to the Atos service provider.

The services provided under the Support Function Services Agreements and Operational Level Agreements are invoiced monthly, with the fee reviewed at the beginning of each half-year period. Payment for the services provided under the Time and Materials Agreements is based on the time spent by the service provider's employees plus, where applicable, the cost of materials used to provide such services.

The Local Services Agreements were entered into for an indefinite term and may be terminated by either party by providing between six and eighteen months' notice, depending on the agreement.

19.1.2 Cooperation and License Agreements

19.1.2.1 Atos Trademark License Agreement

Atos Worldline SA (Luxembourg), a subsidiary of the Company, entered into a corporate trademark fees agreement (the "Atos Trademark License Agreement") with Atos SE, effective as

of July 1, 2013 for a twelve-month term, renewable for successive twelve-month periods, relating to certain trademarks owned by the Atos group (the "Atos Trademarks"). Pursuant to the Atos Trademark License Agreement, Atos SE has granted Atos Worldline SA (Luxembourg) a non-exclusive right to use the Atos Trademarks and the right to grant sub-licenses for Atos Trademarks to any Worldline Group entity in return for a license fee equal to 0.7% of the Worldline Group's annual revenue from third parties.

Upon the definitive listing of the Company's shares on Euronext Paris, the Group's companies will cease to use the name "Atos" and their names will be modified to remove the reference to "Atos". As a result, the Atos Trademark License Agreement will be terminated, as will the sub-licenses to the Atos Trademarks granted by Atos Worldline SA (Luxembourg) to the Worldline Group companies.

The semi-figurative trademarks including the logos "Worldline, an Atos company", "Worldline, e-Payment services" and "Worldline" have been filed by Atos Worldline SA (Luxembourg).

19.1.2.2 Specific Agreements

Specific agreements have been put in place in certain geographic regions, such as Hong Kong, where the Company's local subsidiary shares premises, services, equipment or software with the local Atos SE subsidiary. Certain resources (such as applications software) and equipment (such as central servers) owned by the local Atos SE subsidiary are used by the local subsidiary of the Worldline Group. These agreements relate, in particular, to cooperation agreements with respect to the processing of personal data. These agreements (Data Processing Agreements) are entered into between certain local subsidiaries of the Company and certain Atos SE subsidiaries located in the same jurisdiction. For example, the Company's local subsidiary in Hong Kong entered into such a cooperation agreement with the local Atos SE subsidiary in Hong Kong. The agreement sets forth the rights and obligations of the parties with respect to the protection of data (including personal data) resulting from access to or exchange or processing of the other party's data in connection with their existing collaboration with one another for purposes of performing client agreements and conducting their internal business relations.

19.1.2.3 Biometrics Technology Licensing Agreements

Atos IT Solutions and Services GmbH ("Atos ISS Austria"), an Austrian subsidiary of Atos SE (outside the Worldline Group perimeter) and Atos Worldline Austria GmbH ("Worldline Austria"), a Group entity, entered into a technology licensing agreement effective retroactively as of July 1, 2013 for a term of five years, renewable automatically for one-year periods unless terminated by either party by providing three months' notice prior to the expiration of the relevant period. Pursuant to this agreement, the parties (i) mutually authorize each other to freely use and improve shared technology composed of source code, algorithms, libraries, methodologies, and software interfaces relating to biometrics; and (ii) grant reciprocal, non-exclusive licenses to each other and each party's respective subsidiaries to any improvement made to the shared technology in all territories of the geographic area that Atos includes in its Central and Eastern Europe Business Unit. Similarly, Atos ISS Austria granted a non-exclusive license to Worldline Austria to use all of Atos ISS Austria's biometrics patents.

19.2 OTHER RELATED PARTY TRANSACTIONS

19.2.1 Agreements with the Atos Group

19.2.1.1 Tax Agreements

The Company and its subsidiaries that are members of the Atos SE consolidated tax group are parties to a tax consolidation agreement with Atos SE governing the Company's contribution to the various group taxes for which Atos SE is the sole taxpayer, in its capacity as the group's parent company. The listing of the Company's shares on Euronext Paris will have the effect of removing the Company and its subsidiaries from the Atos SE consolidated tax group as of January 1, 2014. The existing tax consolidation agreement will accordingly be terminated. The parties will enter into a tax consolidation termination agreement that defines the consequences of the exit of the Company and its subsidiaries from the Atos SE tax group and the reciprocal relations that will exist between Atos SE and the exiting companies. This agreement will provide, in particular, (i) that Atos SE will bear the tax consequences of the de-neutralizations triggered by the exit of the Company and its subsidiaries from the tax consolidation group, and (ii) the exiting companies will bear the consequences of any proposed assessments on their own results for the period during which they belonged to the group, as if they had not been consolidated. The tax consolidation termination agreement will also govern the terms for payment of corporate income tax installments and additional contributions payable in 2014.

If the Company is listed on Euronext Paris, a consolidated tax group will be created in France between the Company and its French subsidiaries of which it holds at least 95% of the share capital, as from January 1, 2015. Upon creation of this group, the Company will enter into tax consolidation agreements with each of the member companies of its consolidated tax group to govern the subsidiaries' contribution to the group's taxes, for which the Company will become the sole taxpayer in its capacity as the new parent company.

19.2.1.2 Assistance Agreements

In France, Belgium and Germany, where the Group had entities dedicated exclusively to Worldline activities prior to the Reorganization Transactions, the Group and the Atos group have entered into local assistance agreements, in particular with respect to shared premises, equipment and services.

In the Asia-Pacific region, the Atos SE subsidiary in Singapore and the local subsidiaries of the Company located in China, Hong Kong, Malaysia, Singapore and Taiwan are parties to a services agreement (the "Regional Services Agreement"). The services provided under the Regional Services Agreement include financial, legal, marketing, communications and IT services. The services provided under the Regional Services Agreement are invoiced monthly on the basis of the costs borne directly or indirectly by the Atos SE subsidiary in Singapore in order to provide these services, plus a margin. The Regional Services Agreement was entered into for a term of twelve months and is automatically renewable for successive twelve-month periods. It may be terminated at any time by the Atos SE subsidiary in Singapore, by providing two months' prior notice.

The Company's subsidiaries in Argentina and Chile also benefit from the assistance of the Atos SE subsidiary in Brazil, which is the regional hub for the Atos group's activities in Latin America. The services provided under these agreements include the provision of financial, legal, management, sales, marketing, IT, telecommunications and human resources services, with the

exception of the services provided by Atos International SAS under the Group Services Agreement (see Section 19.1.1.1, "Group Services Agreement"). The services provided under these agreements are invoiced for a fixed monthly fee, with the fee reviewed at the beginning of each half-year period. The agreements were entered into with the Atos SE subsidiary in Brazil for an indefinite term and may be terminated by either party by providing six months' notice.

The Group entities entered into agreements with Atos SE and its subsidiaries in connection with certain Worldline Group financing aspects, in particular cash management and certain loans. Existing borrowings between the Group and the Atos group will be repaid at the latest upon the listing of the Company's shares on Euronext Paris.

The Atos group has extended loans to Group entities that correspond to proceeds from the sale of trade receivables under the Atos group's securitization program. These loans will be reimbursed before the listing of the Company's shares on Euronext Paris and the Group will no longer participate in the Atos group's securitization program.

Upon the listing of the Company's shares on Euronext Paris, the Group will no longer be party to the Atos group's cash pooling arrangements. The Group intends, following this listing, to put in place at the Company level a notional multicurrency cash pooling arrangement covering most Group entities. The Group will nevertheless have the possibility of placing short-term deposits with the Atos group at market conditions.

Before the listing of the Company's shares on Euronext Paris, the Atos group will grant the Company, in order to cover its liquidity requirements, a revolving credit facility of €300 million as described in Section 10.1, "Liquidity and Capital Resources – Overview".

19.2.2 Other Significant Intragroup Agreements

The Company and certain of its subsidiaries in Belgium and Germany that were dedicated to Worldline activities prior to the Reorganization Transactions (Atos Worldline N.V./S.A. and Atos Worldline GmbH) (the "Participating Subsidiaries") are party to a research and development cost-sharing agreement (the "R&D Agreement"). The objective of the R&D Agreement is to (i) organize research and development activities relating, in particular, to electronic payment solutions ("Central Platforms") and (ii) share costs related to these activities as well as the resulting intellectual property rights. Research and development activities are coordinated by the Company and managed independently by each Participating Subsidiary pursuant to the terms of bilateral agreements with the Company. Decisions relating to the direction of the development of Central Platforms, their maintenance and protection, as well as the research budget, are made unanimously by all parties.

According to the terms of the R&D Agreement, the Company holds the intellectual property rights in respect of Central Platforms developed by the Company and the Participating Subsidiaries, and each Participating Subsidiary has committed to cede to the Company all intellectual property rights arising in connection with the development of Central Platforms realized in accordance with bilateral agreements made with the Company. In return, the Company has granted to each Participating Subsidiary a license to operate, use and distribute Central Platforms as well as grant non-exclusive sub-licenses concerning Central Platforms to its clients. These licenses have been granted for worldwide use to each Participating Subsidiary for a duration of 50 years as from January 1, 2008 and free of charge for all versions or improvements to Central Platforms as long as the parties are controlled, directly or indirectly, by a common entity.

Operating costs stemming from Central Platform-related research and development activities are allocated pro rata each year among the parties by estimating the revenues that are expected to be generated by each party in connection with its use of Central Platforms.

The R&D Agreement was established for an initial period of three years and replaced, as from July 31, 2012, an earlier research and development costs sharing agreement entered into between the Company and the Participating Subsidiaries (the "Preceding R&D Agreement"), which dealt with research and development activities relating, in particular, to electronic payment solutions and client relationship management. The bilateral agreements entered into in connection with the Preceding R&D Agreement will remain in effect unless otherwise agreed in writing by the parties. The R&D Agreement is automatically renewable for successive periods of 12 months. It can be terminated at any moment by any party subject to providing three months' notice prior to the end of each successive period. The other parties can choose to continue the R&D Agreement with the Company without the terminating party. The R&D Agreement also ascribes each party the right to terminate the agreement vis-à-vis another party that is sold to a third-party company that is not controlled by or under joint control with, or does not control, a Group entity, control being defined as indirectly or directly holding at least 50% of the share capital or voting rights and/or the right to appoint management.

In the event of a termination of the R&D Agreement due to a change in control of one of the parties, the sub-licenses relating to existing versions of Central Platforms that have been granted by such party to its clients may remain in force for a period of three years after the termination date. The termination of the R&D Agreement for any other reason will have no effect on the sub-licenses relating to existing versions of Central Platforms granted by each party to its clients. In both instances, updates and new versions of Central Platforms are subject to a separate agreement between the Company and the company that is no longer party to the R&D Agreement.

20. FINANCIAL INFORMATION CONCERNING THE GROUP'S ASSETS AND LIABILITIES, FINANCIAL CONDITION AND RESULTS

20.1 GROUP COMBINED FINANCIAL STATEMENTS

20.1.1 Group Combined Financial Statements

The Group's combined financial statements for the fiscal years ended December 31, 2011, 2012 and 2013, which combine all of the payment and transactional services activities of the Atos group and were prepared in accordance with IFRS, can be found in Annex II.

20.1.2 Statutory Auditor's Report on the Group Combined Financial Statements

The statutory auditor's report on the Group combined financial statements can be found in Annex II.

20.2 PRO FORMA FINANCIAL INFORMATION

20.2.1 Pro Forma Financial Information

The pro forma financial information can be found in Annex III.

20.2.2 Statutory Auditors Report on the Pro Forma Financial Information

The statutory auditors report on the pro forma financial information can be found in Annex III.

20.3 STATUTORY AUDITOR FEES

The fees paid to the statutory auditors for the fiscal years 2011, 2012 and 2013 (excluding combined financial statements prepared specifically for purposes of this Registration Document) are set forth below.

	Deloitte & Associés		
(in thousands of euros)	***2013***	***2012***	***2011***
Statutory Audit, certification, audit of the individual company and consolidated financial statements	532	447	409
Worldline	*150*	*150*	*170*
Fully consolidated subsidiaries	*382*	*297*	*239*
Other procedures and services directly related to the statutory auditor assignment	140	154	143
Worldline	*0*	*0*	*0*
Fully consolidated subsidiaries	*140*	*154*	*143*
Audit subtotal	672	601	552

Legal, tax and employee-related services	74	113	88
Worldline	*0*	*0*	*0*
Fully consolidated subsidiaries	*74*	*113*	*88*
Other	0	18	12
Worldline	*0*	*0*	*0*
Fully consolidated subsidiaries	*0*	*18*	*12*
Subtotal other services rendered by the networks to the fully consolidated subsidiaries	74	131	100
TOTAL FEES	**746**	**732**	**652**

20.4 DATE OF LATEST FINANCIAL INFORMATION

The latest financial information on the Group that was reviewed by the statutory auditors and included in this Registration Document is the combined financial statements as of and for the year ended December 31, 2013.

20.5 INTERIM FINANCIAL AND OTHER INFORMATION

Not applicable.

20.6 DIVIDEND POLICY

In accordance with French law and the Company's bylaws, which were adopted by the Company's general ordinary and extraordinary shareholders meeting and will only take effect subject to the listing of the Company's shares on Euronext Paris, the General Assembly may decide, upon the recommendation of the Board of Directors, to distribute a dividend.

The Company's dividend policy will take into account the Company's financial results, its financial situation, its achievement of its objectives and its liquidity requirements.

Subject to approval by the annual general shareholders meeting, the Group also intends to distribute annual dividends representing approximately 25% of its consolidated net income, to the extent compatible with the implementation of the Group's external growth strategy. There is no guarantee of dividends, however. Future dividends will depend on general business conditions and any other factor deemed relevant by the Company's Board of Directors.

The following table sets forth the total dividend amount and net dividend per share distributed by the Company over the last three years:

Year of distribution	**2013**	**2012**	**2011**

Total dividend (*in millions of euros*)	0	23.2	34.8
Net dividend per share (*in euros*)	0	2	3

By a decision by the Company's sole shareholder on April 22, 2014, the Company approved the distribution of a dividend of €45,092,603.40, or €3.88 per share.

20.7 LEGAL PROCEEDINGS

The Group is involved in legal, administrative and regulatory proceedings in the ordinary course of business. The Group records a provision in cases that it considers likely to result in financial loss to the Company or one of its subsidiaries, where the amount of such loss can reasonably be estimated.

The Group's aggregate amount of provisions for legal proceedings was approximately €2.3 million as of December 31, 2013.

As of the date of this Registration Document, other than the matters described below, the Group is not aware of any governmental, legal or arbitration proceedings likely to have, or which has had over the past 12 months, a material effect on the financial condition or results of operations of the Company or the Group.

TrustSeed Litigation

An action for patent infringement was brought before the regional court of Paris by TrustSeed ("TrustSeed") against Banque Palatine and the Company, as well as three of the Company's clients: La Caisse d'Epargne et de Prévoyance d'Ile de France, the Economic Interest Group IT-CE, and Natixis Paiements. TrustSeed claims that it holds a patent relating to a procedure for authenticating a bankcard user who makes an online payment by sending a code by text message. It claims that this patent was infringed by the five defendant companies and asks that they be ordered jointly and severally to pay damages in the amount of €42.5 million. Pursuant to an agreement between the Company and the other defendants, any damages will be paid exclusively by the Company. On March 7, 2014, the court dismissed TrustSeed's action for failure to state a claim, finding that TrustSeed had not shown that it had the patent rights that it claimed to have. TrustSeed has one month from service of the judgment to appeal.

Krungthai Card KTC Litigation

Atos Information Technology (Singapore) Private Limited has been sued by Krunghtai Card KTC, in its capacity as sub-contractor to Accelle20.nce, relating to a delay in the delivery of IT services, in particular relating to management of the "Atos card link" payment cards. Krunghtai Card KTC has demanded approximately THB 605,500,000 (or approximately €15.1 million as of December 31, 2013) in damages for the injury allegedly caused. Any damages in this dispute will be borne by Atos Worldline Private Limited Singapore under an asset sale agreement entered into in connection with the Reorganization Transactions. The case is pending before the Central Intellectual Property and International Trade Court of Thailand.

These legal proceedings do not have an impact on the Group's consolidated financial statements and no provisions nor liabilities have been recorded in connection therewith in the Group's consolidated financial statements.

Argentina Investigations

The Group offers contactless "smart card" fare collection schemes for multi-modal transit platforms that, among other things, allow passengers to use travel cards, payment cards and mobile wallets to "touch in" and "touch out" at the start and finish of their journeys and automatically calculate and process fare prices. The Group currently operates several contactless smartcard schemes for municipal transportation networks in Argentina through its subsidiary Atos IT Solutions and Services S.A. ("Worldline Argentina"), including for the cities of Cordoba, Mendoza, Salta, Tucuman and La Rioja, as well as for the SUBE system in Buenos Aires. This business was originally started and conducted by Siemens and was included in the businesses acquired by Atos in mid-2011. Of the approximately €39 million that Worldline Argentina contributed to the Group's combined revenue in 2013, approximately €12.6 million were generated by its automated fare collection business.

In respect of some of the fare collection schemes that Worldline Argentina operates, customers purchase or recharge cards with cash, which is then collected from the various points of sale and deposited in accounts of the municipalities with which Worldline Argentina has contracted to operate the schemes. Worldline Argentina outsources the cash collection and transportation function to subcontractors. Between mid-2011 and September 2012, Worldline Argentina subcontracted such services with respect to its fare collection scheme in Cordoba (the "Red Bus" scheme) to a local association of companies, UTE Ribelux Cordubensis, which included CBI Cordubensis S.A. ("CBI"). In September 2012, Worldline Argentina replaced CBI with another subcontractor, Logistica y Distribucion Cuyo Card S.A. ("LyD"), due to dissatisfaction with CBI's service and in particular the inclusion in the funds flow of third party checks in lieu of cash collected. At the same time, the contract between Worldline Argentina and the Municipality of Cordoba dating from 2011 was amended including, among other things, to reduce Worldline Argentina's fee. Worldline Argentina also currently uses LyD as a subcontractor to perform similar functions in respect of its fare collection operations in Mendoza, Tucuman, Salta and La Rioja, Argentina.

In late 2013, the Group's management became aware of potential irregularities in connection with the Red Bus scheme upon receipt of anonymous e-mails, apparently from an internal source, which contained allegations about suspicious and possibly illicit behavior on the part of LyD. The Group promptly commenced an internal investigation into the allegations. In early 2014, the Group's internal investigation was expanded following the emergence of reports in the Argentine press relaying further allegations of irregularities and possible illegal activities, including money laundering and corruption, in the functioning of the Red Bus scheme. The press reports appear to have been fueled in part by letters from a former vice-president of CBI that were apparently sent to the press and government authorities in February 2014 following his death. The press reports indicate that the letters (which the Company has not seen) include allegations, among other things, that CBI had engaged in money laundering activities in respect of funds generated by the Red Bus scheme, that officials of the Municipality of Cordoba had received bribes in connection with the scheme, and that certain members of Worldline Argentina's management were involved to some extent in these activities.

On March 28, 2014, Worldline Argentina received a request from the Office of the Prosecutor for Economic Crime and Money Laundering (PROCELAC) of the Argentine National Public Prosecutor's Office to provide specified information and documentation relating to the Red Bus scheme. Worldline Argentina promptly provided the information requested. The Group understands that PROCELAC has opened a case file in respect of CBI's president to investigate

his possible involvement in acts of "criminal association" (*asociación ilícita*). To date, no case file has been opened in respect of Worldline Argentina or any of its managers or employees.

The Group's internal investigation into this matter, which has been conducted through its internal audit and finance departments assisted by external advisors, has not, to date, found any clear proof that Worldline Argentina or any of its employees violated Argentine anti-corruption laws. The Group understands that the PROCELAC investigation is ongoing. It is therefore impossible to indicate at this stage the likely or probable consequences of this matter for the Group.

20.8 MATERIAL CHANGE IN FINANCIAL OR COMMERCIAL POSITION

To the Company's knowledge, there has been no material change in the financial or commercial position of the Group since December 31, 2013, other than those described in this Registration Document.

21. ADDITIONAL INFORMATION

21.1 SHARE CAPITAL

21.1.1 Subscribed Share Capital and Authorized but Unissued Share Capital

As of the date of this Registration Document, the Company's share capital is €79,028,274, divided into 116,218,050 shares of par value €0.68, fully subscribed and paid-up, and all of the same class.

As of the date of this Registration Document, the Company's general shareholders' meeting has not authorized the issuance of or delegated authority to issue shares or other securities. Draft resolutions will be submitted to the shareholders' meeting prior to the listing of the Company's shares on Euronext Paris.

As of the date of the registration of this Registration Document, no share comprising the share capital of the Company is the subject of a pledge.

21.1.2 Securities Not Representing Share Capital

As of the date of this Registration Document, the Company has not issued any securities not representing share capital.

21.1.3 Shares Controlled by the Company, Treasury Shares and Purchase by the Company of Its Own Shares

As of the date of this Registration Document, the Company does not hold any of its own shares, and no shares of the Company are held by any of its subsidiaries or by any third party on its behalf.

21.1.4 Other Securities Giving Access to Share Capital

As of the date of this Registration Document, the Company has not granted any stock subscription options, stock purchase options or free shares.

21.1.5 Terms Governing any Right of Acquisition and/or any Obligation Attached to Subscribed but not Paid-Up Capital

None.

21.1.6 Share Capital of any Company of the Group that is the Subject of an Option or of an Agreement to Put it under Option

None.

21.1.7 History of the Company's Share Capital

The Company's share capital has not changed during the last five years, with the exception of the following transactions carried out for purposes of the listing of the Company's shares on Euronext Paris: (a) increase in the par value of the shares to €6.80 per share, which occurred on April 23, 2014 and resulted in an increase in the Company's share capital from €78,804,599.61 to

€79,028,274; followed by (b) the division of the par value of the shares by 10, reducing it from €6.80 to €0.68, which occurred on April 23, 2014.

21.2 CONSTITUTIVE DOCUMENTS AND BYLAWS

The Company's bylaws were prepared in accordance with the laws and regulations applicable to French limited liability corporations (*sociétés anonymes*) with boards of directors. The principal provisions described below have been taken from the Company's bylaws that the Company expects to adopt with effect as from the listing of the Company's shares on Euronext Paris.

21.2.1 Corporate Purpose (Article 2 of the Bylaws)

- Pursuant to Article 2 of its bylaws, the Company's purpose is to:
- conduct research, study, development and production in regard to all materials, software, systems or devices that use new techniques or new information technology (as well as the provision of related services), namely in the payment services sector, transactional services, digital services and telecommunications;
- perform customer service functions for telecommunications operators and service providers, in particular by creating and managing telephone call centers;
- manage telecommunications network and services subscription agreements, including providing information to subscribers and processing their claims, as well as related service offers;
- provide services to businesses, including marketing studies, direct marketing, data processing and training, as well as the provision of services and solutions to financial establishments;
- provide advice, assistance and operational support by any means, with respect to all banking and financial documentation, especially the processing, entering, postmarking, encoding, micro-filming, archiving and any existing or future type of handling of checks or other banking or financial instruments;
- develop software for its own needs or third-party needs;
- use and market licenses, patents, trade secrets, formulas and any other similar intellectual property rights;
- provide technical support and maintenance for all devices and installations completed or marketed under the Company's purpose;
- represent any company, French or foreign, whose services, materials, software, systems or devices are directly or indirectly related to the purposes defined above;
- acquire interests and shareholdings in any French or foreign company with a similar purpose as that of the Company, or in order to develop its own business;
- do everything, directly or indirectly on its own account or for the account of third parties,

either on its own or with third parties, or through the creation of new companies, contributions to limited partnerships, mergers, alliances, joint ventures or taking of ownership rights through leasing or lease management of any property or rights, or otherwise;

- and, generally, undertake all financial, commercial and industrial transactions on real or other property relating directly or indirectly to the above purposes or any similar or related purposes likely to further the Company's development or expansion.

21.2.2 Fiscal Year (Article 36 of the Bylaws)

The Company has a fiscal year of twelve months, beginning on January 1 and ending on December 31 of each year.

21.2.3 Board of Directors and Senior Management

21.2.3.1 Members of the Board of Directors (Articles 13, 14 and 15 of the Bylaws)

The Company is governed by a Board of Directors composed of at least three members and at most twelve members elected by the ordinary shareholders' meeting. The Board of Directors is renewed each year on a rolling basis, such that one-third of the members are renewed each year. Directors are appointed for a three-year term. A maximum of one-third of the members of the Board of Directors may be more than 70 years old. Within six months after being nominated and for the duration of the term of office, each member of the Board of Directors (other than directors representing employee shareholders) must hold at least one thousand five hundred (1,500) shares of the Company.

21.2.3.2 Chairman (Articles 19 and 21 of the Bylaws)

The Board of Directors elects a Chairman from among the members who are natural persons. The Chairman represents the Board of Directors. He organizes and manages its work, and reports on such work to the general shareholders' meeting. He oversees the proper functioning of the Company's governing bodies and ensures, in particular, that the directors are able to carry out their duties.

21.2.3.3 Chief Executive Officer (Article 23 of the Bylaws)

At the option of the Board of Directors, the Company may be managed either by the Chairman or by a person appointed by the Board of Directors and given the title of Chief Executive Officer (CEO). The CEO is granted the broadest powers to act in all circumstances in the Company's name. He exercises these powers within the limits of the Company's purpose and subject to the powers that the law and the bylaws grant expressly to the shareholders' meeting or the Board of Directors. The CEO represents the Company in its relations with third parties.

21.2.3.4 Convening and Holding of Board of Directors' Meetings (Article 18 of the Bylaws)

The Board of Directors meets as often as necessary in the Company's interest, but at least every three months. The Chairman convenes these meetings. If the Board of Directors has not met in more than two months, at least one-third of its members may request that the Chairman convene

it to discuss a particular agenda. The CEO may also request that the Chairman convene the Board of Directors to discuss a particular agenda. Decisions are taken by a majority of members present or represented. In the event of a tie, the vote of the meeting's chairman prevails.

21.2.3.5 Powers of the Board of Directors (Article 17 of the Bylaws)

The Board of Directors determines the direction of the Company's business and ensures its implementation. Subject to the powers expressly granted to the shareholders' meeting, and within the limits of the Company's purpose, the Board of Directors decides any question concerning the proper functioning of the Company and, through its decisions, settles matters concerning it.

The Board of Directors determines the limits to the CEO's authority, as the case may be, pursuant to its rules of procedure, by establishing the transactions for which Board authorization is required.

21.2.3.6 Related-Party Agreements (Article 25 of the Bylaws)

Any agreement entered into either directly or through an intermediary party between the Company and its CEO, any deputy managing director, any director, any shareholder holding more than 10% of the Company's voting rights or, in the case of shares held by a company, its controlling company within the meaning of Article L.233-3 of the French Commercial Code is subject to the procedure provided for in Articles L. 225-38 to L. 225-43 of the French Commercial Code.

21.2.3.7 Compensation of Directors (Article 20 of the Bylaws)

Members of the Board of Directors may receive directors' fees, the aggregate amount of which is set by the shareholders' meeting and allocated freely by the Board of Directors among its members. The Board of Directors may grant a larger portion to those directors serving on committees.

21.2.4 Rights, Privileges and Restrictions Attached to Shares

21.2.4.1 Voting Rights

Each share gives the right to one vote. The Company's Bylaws that will be in force upon the listing of the Company's shares on Euronext Paris will confer double voting rights on fully paid-up, registered nominal shares held by the same person for at least two years. The amount of time that such shares have been held prior to the listing of the Company's shares on Euronext Paris shall not be taken into account for the purpose of calculating such two-year period.

21.2.4.2 Limitation on Voting Rights

The Bylaws do not contain any provisions restricting the voting rights attached to the shares.

21.2.4.3 Preferential Subscription Rights

The Company's shares have a preferential right to subscribe for capital increases in accordance with the French Commercial Code.

21.2.4.4 Participation in General Shareholders' Meetings (Article 28 of the Bylaws)

Every shareholder has the right to attend general shareholders' meetings and to participate in its votes, either personally or by proxy. Every shareholder may be represented by his spouse, by another shareholder, or by his partner under a civil solidarity pact. Moreover, a shareholder may be represented by any other natural person or legal entity of his choice. The representative must show proof of his appointment.

Each shareholder's right to participate in general shareholders' meetings is subject to his shares being registered in his name or in the name of the intermediary registered on his behalf on the third day preceding the shareholders' meeting at 12am (Paris time), either in the registered-share account kept by the Company or in a bearer-share account kept by an approved intermediary. An owner of bearer shares may participate in the general shareholders' meeting only if the approved intermediary holding his account provides a certificate of ownership ("*attestation de participation*").

Upon decision of the Company's Board of Directors, shareholders may participate in general meetings by videoconference or other means of telecommunication, including the Internet, in particular through an electronic voting form available on the Company's website.

21.2.4.5 Identifiable Bearer Shares (Article 9 of the Bylaws)

The Company may at any time verify the identity of the holders of bearer shares in accordance with applicable laws and regulations.

If a person who has been asked for information fails to provide such information within the time period required by applicable laws and regulations, or provides incomplete or inaccurate information either as to his capacity or as to the owners of the shares or the number of shares held by each of them, the shares or other securities giving immediate or future access to the share capital and for which such person is registered shall be stripped of their voting rights for any shareholders' meeting occurring before the information is corrected, and payment of the corresponding dividend shall be delayed until such date.

21.2.4.6 Modifications of the Rights of Shareholders

The rights of shareholders may be modified in accordance with applicable laws and regulations. The bylaws do not contain any particular provisions with respect to modification of the rights of shareholders that are more stringent than the law.

21.2.4.7 Convening and Holding of Ordinary Shareholders' Meetings and Extraordinary Shareholders' Meetings (Articles 34 and 35 of the Bylaws)

Shareholders' meetings are called "extraordinary" when their purpose is to modify the Company's bylaws or nationality, or when the law so provides. All other shareholders' meetings are "ordinary". Decisions at extraordinary shareholders' meetings are made by a two-thirds vote of the shares present or represented, and decisions at ordinary shareholders' meetings are made by a simple majority of shares present or represented.

Shareholders' meetings are convened and held in accordance with the rules and conditions provided for under French law.

21.2.4.8 Crossing of Statutory Thresholds (Article 10 of the Bylaws)

In addition to the thresholds provided for by applicable laws and regulations, any natural person or legal entity who comes to hold, acting alone or in concert, directly or indirectly, a number of shares representing at least 2% of the share capital or voting rights, or any multiple of 1% thereafter, including beyond the reporting thresholds provided for by laws and regulations, must inform the Company of the total number of shares, voting rights, or securities giving access to the share capital or voting rights of the Company that such person holds, as well as of any securities giving access to the share capital or to voting rights potentially attached thereto, by registered letter with return receipt requested sent to the Company's registered office within four trading days after crossing such threshold(s).

In the event of a failure to comply with the above provisions, the legal penalties for breach of the obligation to report crossing a legal threshold shall apply to thresholds provided for in the bylaws only upon the request, recorded in the minutes of the shareholders' meeting, of one or more shareholders holding at least 2% of the Company's share capital or voting rights.

Subject to the above provisions, this obligation under the bylaws is governed by the same provisions as those governing the legal obligation, including with respect to shares deemed to be held.

The Company reserves the right to report the information provided or a breach of the above obligation by the person in question to the public and to the Company's shareholders in accordance with applicable laws and regulations.

The same reporting obligation, with the same deadline and terms, applies each time the proportion of the share capital or voting rights held by a shareholder decreases to below any of the thresholds referred to above.

21.2.5 Financial Statements (Articles 37, 38 and 39 of the Bylaws)

21.2.5.1 Legal Reserve

Five percent of each fiscal year's profit, after deduction of losses carried forward from previous years, if any, is allocated to a legal reserve fund whenever the amount in such fund is less than 10% of the share capital.

21.2.5.2 Approval of Dividends

The general shareholders' meeting votes on the payment of dividends in accordance with Articles L. 232-12 to L. 232-18 of the French Commercial Code. The general shareholders' meeting may give shareholders the option to receive payment in cash or in new shares of the Company, pursuant to legal conditions.

The general shareholders' meeting may also decide, upon the proposal of the Board of Directors, to distribute any profit or reserves in kind in the form of assets or securities. In the event of the distribution of securities that are not listed on a regulated market or traded on an organized multilateral trading facility, or whose admission to such a market or trading facility will not occur in connection with such distribution, the shareholders have the right to choose between payment in cash and the delivery of such securities.

21.2.5.3 Control of the Issuer

There are no provisions either in the Company’s Bylaws or in any internal charter or rules of procedure that could have the effect of delaying, postponing or preventing a change of control of the Company

22. MATERIAL CONTRACTS

The material contracts that the Group has entered into outside the ordinary course of business in the past two years are presented in Chapter 10, “Liquidity and Capital Resources” and Chapter 19, “Related Party Transactions”.

23. INFORMATION FROM THIRD PARTIES, EXPERT CERTIFICATIONS AND INTEREST DECLARATIONS

Certain information found in Section 6.2, "Industry and Market Overview", comes from third-party sources. The Company certifies that this information has been, to the best of its knowledge, faithfully reproduced and that to the knowledge of the Company based on the data published or provided by these sources, no fact has been omitted that would render this information inaccurate or misleading.

24. PUBLICLY AVAILABLE DOCUMENTS

Copies of this Registration Document are available free of charge at the Company's registered office. This document may also be consulted on the Company's website (www.worldline.com), on the Atos SE website (www.atos.net) and on the AMF's website (www.amf-france.org).

While this Registration Document is valid, the following documents (or a copy of such documents) may be viewed:

- the Company's bylaws;
- any report, correspondence or other historical financial information or document, assessment or statement prepared by an expert upon the Company's request, of which a portion is included or referred to in this Registration Document; and
- the historical financial information included in this Registration Document.

All such legal and financial documents relating to the Company and made available to shareholders in accordance with applicable regulations may be viewed at the Company's registered office.

Once the Company's shares have been admitted to trading on Euronext Paris, regulated information pursuant to the AMF General Regulations will be available on the Company's website.

25. INFORMATION ON EQUITY INVESTMENTS

Information relating to companies in which the Company holds equity that could have a material impact on the value of its assets, financial condition or results is included in Section 7.2.3, "Equity Investments".

ANNEX I

GLOSSARY

"3-D Secure"	VISA security standard enabling an issuer to authenticate cards used for online payments. 3-D Secure is intended to replace Secure Electronic Transaction (SET).
"3G"	Third generation (3G) mobile telephony norm providing high-speed communication (up to 2 Mbit/s, theoretically symmetrical) on 1.9 to 2.2 GHz frequencies.
"acquirer/acquiring bank"	Financial institution that enters into an agreement with an accepting party to acquire data from card-based transactions and enter such data into the issuer's settlement system. A single financial institution may be both an acquirer and an issuer.
"acquiring processing"	Set of technical operations performed to carry out the acquirer's activity, which may be sub-contracted to a specialized company.
"acquiring"	Process by which an acquirer receives payment transaction data from an accepting party, generally a merchant, pursuant to its agreement with such accepting party.
"authentication".......	Procedure that allows the payment service provider to verify the use of a specific payment instrument, including its personalized security features.
"authorization"	Approval or guarantee given by the issuer to the acquirer. The authorization implies that the issuer will honor the transaction.
"big data"	Refers to the massive amounts of information data that are generated and collected over time that are often difficult to analyze using common database or information management tools. The types of data include business transactions, e-mail and text messages, location data, activity logs and unstructured text from blogs and social media, as well as the vast amounts of data that can be collected from machines of all varieties. Companies increasingly seek to analyze and monetize big data in order to better understand consumer behavior and market trends and generate new products and marketing opportunities.
"bluetooth"	Wireless technology standard for exchanging data over short distances using short-wavelength radio to simplify connections between electronic devices.
"chargeback"	An offsetting mechanism whose purpose is to reverse an initial payment or withdrawal on the grounds that the transaction in question should not be processed due to the accepting party's failure to comply with security rules.
"clearance"	A mechanism permitting banks and financial institutions to carry out

	transactions. A transaction always has a debtor and a creditor. Clearance is evidenced by accounting entries recording the transaction. The credit to the creditor's account is said to offset the debit to the debtor's account.
"closed loop payment card"	Payment card for which processing goes directly from the payment terminal to the card issuer's system without going through a third party.
"cloud".....................	Concept consisting of the transfer to distant servers of storage and data processing traditionally held on local servers or the user's hardware.
"CMS"/ "card management system"	Software for managing a fleet of cryptographic devices such as smart cards.
"commercial acquiring"	The business of acquiring, which consists in carrying out card payments made by a merchant's customers and includes receiving funds from issuing banks and depositing the proceeds, net of a "merchant service charge", into the merchant's account.
"commercial processing"/ "processing"	Set of technical operations performed to carry out a merchant's payment transactions.
"CRM"/ "customer relationship management"	Management of the customer relationship.
"cross-channel" / "omni-channel	Adoption of new behavior by customers who change channels during their decision-making process, where previously they were required to perform all of the steps in the process (identification of a need, search for information, evaluation of the alternatives, selection, post-purchase evaluation) through the only channel available.
"cryptographic accelerator"..............	Electronic device that increases the speed of encryption operations on payment terminals.
"data center"............	Physical site used to house the equipment comprising a business's information system (central computers, servers, storage facilities, network and telecommunications equipment, etc.).
"data mining"	Analysis of data with a view to deriving knowledge and understanding from vast amounts of data by means of a variety of automatic and semi-automatic methods and techniques.
"DCC"/"dynamic currency conversion"	Financial service in which holders of credit cards have the cost of a transaction converted to their local currency when making a payment in a foreign currency.
"e/m Payment"	e-Payment or m-Payment.
"e-Banking" or "online	Refers to Internet banks offering their customers remote banking

banking”	services, without using tellers or physical branches for carrying out their transactions.
“e-Commerce”.........	The sale or purchase of goods or services by a business, an individual, a governmental authority or any other public or private organization, carried out through a computer network.
“e-Consumer”..........	A consumer who carries out transactions using digital technologies.
“e-Government”	The use of digital technologies (often by Internet) to provide government services.
“electronic wallet”/ “ e-Wallet”	A device for storing currency without any need for a bank account, and for making direct online payments through a payment terminal. By extension, a device permitting unique and user-friendly access to several payment solutions (for example, credit cards or debit cards).
“EMV”	Europay - MasterCard - Visa. International standard governing payment cards with chips as well as the performance of payment terminals. EMV cards and terminals must be certified pursuant to the procedures required by EMV Co, the supervisory body for the EMV standard.
“encryption”	Application of mathematical theory to create techniques and algorithms to be applied to data to ensure its confidentiality, integrity and/or authentication, for example.
“e-Payment”	Means of performing commercial transactions for the exchange of goods or services on the Internet.
“e-Ticketing”...........	Electronic system enabling the issuance, verification and payment of tickets, in particular in the area of public transportation.
“HCE”/ “host card emulation”	Virtual representation of a physical smart card using software on a mobile telephone.
“HSM/hardware security module”......	Electronic equipment providing security services consisting of the generation, storage and protection of encryption keys.
“Interchange fees” ...	The amount that the acquiring bank (the merchant’s counterparty) must pay to the issuing bank (the bank that issued the card to the cardholder) each time the card is used for a customer’s payment to a merchant.
“IoE”.......................	Internet of Everything. Connection of people, systems and objects by computer network.
“issuer” / “issuing bank”	Financial institution (or similar) that issues a card to a cardholder.

"issuing processing"	Set of technical operations performed to carry out the issuer's activity, which may be sub-contracted to a specialized company.
"issuing"	Issuance of means of payment such as credit cards, debit cards and pre-paid cards.
"ITSO".....................	Integrated Transport Smartcard Organization.
"kiosk".....................	An interactive terminal.
"licensed payment institution"	Legal entity authorized pursuant to the Payment Services Directive to provide payment services.
"M2M"/ "machine to machine".................	Technology allowing for communications between machines without human intervention.
"m-Commerce" / "mobile commerce".	The use of wireless technologies, more specifically mobile telephony technology, to conduct commercial transactions.
"m-Payment" / "mobile payment"	Transaction carried out from a mobile telephone and charged to a credit or debit card, the operator's invoice or an electronic wallet.
"NFC".....................	Near-Field Communication. Short-range, high-frequency wireless communication technology permitting the exchange of information between devices up to a distance of approximately 10 centimeters.
"OBeP/ "online banking e-Payments"	Type of payment network developed by the banking industry in coordination with technology providers, designed specifically to meet the unique requirements of payments made by Internet.
"omni-commerce" ...	Refers to cross-channel commerce solutions.
"payment gateway"	Internet site permitting the acceptance of online payments and accessible through numerous other websites.
"payment scheme"...	Commonly refers to an organization in charge of defining and ensuring compliance with rules specific to a method of payment. Visa and MasterCard are payment schemes.
"payment services" .	Services enabling cash to be placed on or withdrawn from a payment account, as well as all the operations required for managing a payment account; execution of payment transactions; transmission of funds; Issuance of payment instruments and/or acquisition of payment orders; execution of payment transactions where the consent of the payer is given by means of a telecommunication, digital or IT device and the payment is made to the telecommunication, IT system or network operator, acting only as an intermediary between the payment service user and the supplier of the goods and services.
"Payment Services Directive"	European Directive 2007/64/CE of November 13, 2007 on payment services in the internal market.
"payment	Electronic payment platform that enables centralized processing of

services hub”	batch and individual payments on a single end-to-end platform, irrespective of instrument type, value of payment, customer, channel or transaction type. It supports standards based interfaces and provides a holistic, real-time view and sharing of information across all payments.
“payment terminal”/ “terminal”	Equipment used for electronic payments. Terminal that performs electronic reading of payment cards, certain verifications of validity and automatic transmission of transactions to the acquirer.
“PB”	Abbreviation for petabyte, which is a multiple of the byte, a unit of storage or transmission of digital information. A petabyte (PB) is different from a petabit (Pbit): a byte is a unit of information that is defined as a multiple of a bit (one byte equals eight bits).
“PCI DSS”...............	Payment Card Industry Data Security Standard. Data security standard developed by the Payment Card Industry.
“PCI/Payment Card Industry”	Association of the principal payment schemes: Visa, MasterCard, American Express, Discover, and JCB.
“PEACH”	Pan-European Automated Clearing House.
“peer-to-peer”..........	Computer network model similar to the client-server model but in which each client is also a server.
“PIN”	Personal identification number. A secret code required in order to confirm a user’s identity.
“POS terminal”........	Terminal combining the functions of a payment terminal with other functions relating to the merchant’s business and to payments other than by card, such as cash or check.
“POS/point of sale”	The location where a commercial transaction takes place. A point of sale may include several points of acceptance (for example, a supermarket is a point of sale, whereas each of the supermarket’s cash registers is a point of acceptance). With rare exceptions, any French point of sale is legally defined by its SIRET number.
“private label card”..	Card issued by a merchant or a non-financial institution and used for the purchase of goods and services.
“QR code”	Quick Response code. Two-dimensional matrix barcode (or “data matrix”) consisting of black nodules arranged on a white square background. The pattern of these nodules determines the information contained in the code.
“SaaS”	Software as a Service. Commercial software delivery model in which software is installed on distant servers rather than on the user’s machine.

"SEPA"..................	The Single Euro Payments Area, a project initiated in 2002 by credit institutions to make payments among 34 European countries as easy and as secure as domestic payments, by putting in place three European payment methods, namely wire transfer, direct debit and payment by card.
"settlement"............	Payment of funds by the acquirer either directly into the merchant's bank account or through the payment service.
"Sips"	Secure Internet Payment Services. A secure online, cross-channel payment processing solution.
"SOA"	Service-oriented architecture. Middleware architecture model enabling interaction among applications by providing services (in the form of software components) with strong internal consistency but loose coupling to external components.
"white label"...........	A service or solution produced by one entity, the producer, that another entity, the marketer, rebrands and distributes to make it appear as if it had made it.

ANNEX II

COMBINED FINANCIAL STATEMENTS

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Combined Financial Statements

A.1 Combined financial statements

A.1.1 Statutory Auditor's report on the combined financial statements for the years ended December 31st, 2011, 2012 and 2013

Atos Worldline
(new company name from April 30, 2014: **Worldline**)

Société par Actions Simplifiée

80, quai Voltaire
95870 BEZONS

Statutory Auditor's report on the combined financial statements for the years ended December 31, 2011, 2012 and 2013

This is a free translation into English of the auditor's report issued in the French language and is provided solely for the convenience of English speaking readers.
This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

To the Chairman,

In our capacity as statutory auditor of Atos Worldline S.A.S. (new company name from April 30, 2014: Worldline S.A.) and in accordance with Regulation (EC) no. 809/2004 and pursuant to the planned listing of the Company's shares on the Euronext Paris market, we audited the enclosed combined financial statements of Atos Worldline S.A.S. for the years ended December 31, 2011, 2012 and 2013.

These combined financial statements were prepared under your responsibility. Our role is to express an opinion on these financial statements, based on our audit

We conducted our audit in accordance with professional standards applicable in France; those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit involves performing procedures, using sampling techniques or other methods of selection, to obtain audit evidence about the amounts and disclosures in the financial statements. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made, as well as the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion, the combined financial statements prepared for the purpose of the information document (*document de base*), give a true and fair view of the assets and liabilities and of the financial position of the grouping comprising the entities and individuals included in the combination as of December 31, 2011, 2012 and 2013 and of the results of its operations for the years then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

Without qualifying our opinion, we draw your attention to Note A.1.7.2 to the combined financial statements which describes, particularly in the paragraphs "Constitution of the Worldline Group" and "Combination Method", the method adopted for the combination of the entities under common control in the absence of specific guidance in this area in International Financial Reporting Standards as adopted by the European Union.

Neuilly-sur-Seine, April 29, 2014

The Statutory Auditor

Deloitte & Associés

Christophe Patrier

A.1.2 Combined Income statement

(in EUR million)		12 months ended 31 December 2013	12 months ended 31 December 2012	12 months ended 31 December 2011
Revenue	**Note 1**	**1,135.1**	**1,107.2**	**1,015.7**
Personnel expenses	Note 3	(466.1)	(455.0)	(409.7)
Operating expenses	Note 4	(505.0)	(500.1)	(443.8)
Operating margin		**164.0**	**152.1**	**162.2**
% of revenue		**14.4%**	**13.7%**	**16.0%**
Other operating income and expenses	Note 5	5.9	(2.4)	(5.8)
Operating income		**169.9**	**149.7**	**156.4**
% of revenue		**15.0%**	**13.5%**	**15.4%**
Net cost of financial debt		(3.7)	(4.2)	(5.1)
Other financial expenses		(15.9)	(9.8)	(14.2)
Other financial income		6.2	3.7	4.3
Net financial income	Note 6	(13.4)	(10.3)	(15.0)
Net income before tax		**156.5**	**139.4**	**141.4**
Tax charge	Notes 7-8	(36.2)	(43.8)	(46.9)
Share of net profit/(loss) of associates		(1.8)	(1.7)	(1.0)
Net income		**118.5**	**93.9**	**93.5**
Of which:				
- attributable to owners of the parent		**118.5**	**93.9**	**93.5**

(in EUR and number of shares)

Net income - Attributable to owners of the parent			
Weighted average number of shares	11,621,805	11,621,805	11,621,805
Basic earnings per share	**10.20**	**8.08**	**8.04**
Diluted weighted average number of shares	11,621,805	11,621,805	11,621,805
Diluted earnings per share	**10.20**	**8.08**	**8.04**

A.1.3 Combined statement of comprehensive income

(in EUR million)	**12 months ended 31 December 2013**	**12 months ended 31 December 2012**	**12 months ended 31 December 2011**
Net income	**118.5**	**93.9**	**93.5**
Other comprehensive income			
- to be reclassified subsequently to profit or loss (recyclable):	**(12.4)**	**(8.4)**	**(10.9)**
Exchange differences on translation of foreign operations	(12.4)	(8.4)	(10.9)
- not reclassified to profit or loss (non-recyclable):	**5.7**	**(14.7)**	**(4.5)**
Actuarial gains and losses generated in the period on defined benefit plan	7.2	(21.4)	(5.9)
Deferred tax on items non-recyclable recognized directly on equity	(1.5)	6.7	1.4
Total other comprehensive income	**(6.7)**	**(23.1)**	**(15.4)**
Total comprehensive income for the period	**111.8**	**70.8**	**78.1**
Of which:			
- attributable to owners of the parent	**111.8**	**70.8**	**78.1**

A.1.4 Combined statements of financial position

(in EUR million)		12 months ended 31 December 2013	12 months ended 31 December 2012	12 months ended 31 December 2011
ASSETS				
Goodwill	Note 9	368.9	377.7	378.9
Intangible assets	Note 10	76.6	53.2	43.4
Tangible assets	Note 11	77.3	87.1	88.4
Non-current financial assets		6.9	7.5	6.8
Deferred tax assets	Note 8	50.2	40.7	39.6
Total non-current assets		**579.9**	**566.2**	**557.1**
Trade accounts and notes receivables	Note 12	237.2	224.6	211.5
Current taxes		1.2	0.6	3.3
Other current assets	Note 13	56.5	61.2	55.2
Cash and cash equivalents	Note 14	542.0	468.7	377.6
Total current assets		**836.9**	**755.1**	**647.6**
Total assets		**1,416.8**	**1,321.3**	**1,204.7**

(in EUR million)		12 months ended 31 December 2013	12 months ended 31 December 2012	12 months ended 31 December 2011
LIABILITIES AND SHAREHOLDERS' EQUITY				
Common stock		78.8	78.8	78.8
Additional paid-in capital		20.2	20.2	20.2
Consolidated retained earnings		149.8	247.5	164.9
Translation adjustments		(31.7)	(19.3)	(10.9)
Net income attributable to the owners of the parent		118.5	93.9	93.5
Equity attributable to the owners of the parent		335.6	421.1	346.5
Non-controlling interests		-	-	-
Total shareholders' equity		**335.6**	**421.1**	**346.5**
Provisions for pensions and similar benefits	Note 15	61.4	63.6	39.6
Non-current provisions	Note 16	13.3	20.3	29.9
Borrowings	Note 17	46.0	71.2	97.8
Deferred tax liabilities	Note 8	6.9	4.0	5.8
Total non-current liabilities		**127.6**	**159.1**	**173.1**
Trade accounts and notes payables	Note 18	156.0	125.2	124.2
Current taxes		24.0	16.6	13.1
Current provisions	Note 16	1.3	1.5	1.6
Current portion of borrowings	Note 17	595.6	412.1	383.3
Other current liabilities	Note 19	176.7	185.7	162.9
Total current liabilities		**953.6**	**741.1**	**685.1**
Total liabilities and shareholders' equity		**1,416.8**	**1,321.3**	**1,204.7**

A.1.5 Combined cash flow statement

(in EUR million)		12 months ended 31 December 2013	12 months ended 31 December 2012	12 months ended 31 December 2011
Profit before tax		**156.5**	**139.4**	**141.4**
Depreciation of assets	Note 4	37.2	36.1	37.2
Net charge / (release) to operating provisions		(0.2)	(7.6)	(8.6)
Net charge / (release) to financial provisions		2.0	2.0	2.0
Net charge / (release) to other operating provisions		(2.6)	(0.2)	(10.0)
Customer relationships amortization (PPA) *		3.5	3.4	2.7
Losses / (gains) on disposals of fixed assets		(18.5)	(2.6)	0.7
Net charge for equity-based compensation		1.5	1.5	1.5
Net cost of financial debt	Note 6	3.7	4.2	5.1
Cash from operating activities before change in working capital requirement, financial interest and taxes		**183.1**	**176.2**	**172.0**
Taxes paid		(33.7)	(28.4)	(35.1)
Change in working capital requirement	Note 20	16.1	4.3	2.9
Net cash from / (used in) operating activities		**165.5**	**152.1**	**139.8**
Payment for tangible and intangible assets		(61.7)	(46.3)	(43.5)
Proceeds from disposals of tangible and intangible assets		20.7	-	0.5
Net operating investments		**(41.0)**	**(46.3)**	**(43.0)**
Amounts paid for acquisitions and long-term investments	Note 20	(0.4)	(10.7)	(7.3)
Cash and cash equivalents of companies purchased during the period		-	(0.7)	(2.1)
Proceeds from disposals of financial investments	Note 20	0.1	12.1	1.2
Cash and cash equivalents of companies sold during the period		-	(0.4)	-
Net long-term investments		(0.3)	0.3	(8.2)
Net cash from / (used in) investing activities		**(41.3)**	**(46.0)**	**(51.2)**
Capital Increase		2.9	16.5	8.6
Dividends paid to owners of the parent		-	(23.2)	(35.0)
Liabilities towards shareholders	Note 20	(208.2)	-	-
Payment for acquisition of non controlling interests		(1.6)	(1.6)	-
New borrowings	Note 17	0.3	0.4	6.1
New finance lease	Note 17	1.7	-	-
Repayment of long and medium-term borrowings	Note 17	(25.7)	(23.4)	(22.1)
Net cost of financial debt paid		(3.7)	(4.2)	(5.1)
Other flows related to financing activities	Note 20	(28.6)	(5.0)	(1.7)
Net cash from / (used in) financing activities		**(262.9)**	**(40.5)**	**(49.2)**
Increase / (decrease) in net cash and cash equivalents		**(138.7)**	**65.6**	**39.4**
Opening net cash and cash equivalents		**140.9**	**79.9**	**41.9**
Increase / (decrease) in net cash and cash equivalents	Note 17	(138.7)	65.6	39.4
Impact of exchange rate fluctuations on cash and cash equivalents		0.3	(4.6)	(1.4)
Closing net cash and cash equivalents	**Note 20**	**2.5**	**140.9**	**79.9**

** Purchase Price Allocation.*

A.1.6 Combined statement of changes in shareholder's equity

(in EUR million)	Number of shares at period-end (thousands)	Common Stock	Additional paid-in capital	Combined consolidated retained earnings			Translation adjustments	Net income	Equity attributable to the owners of the parent	Total shareholders' equity
				Combined retained earnings	Transactions with Atos	Atos Business combination impact				
At January 1st, 2011	**11,622**	**78.8**	**20.2**	**198.5**	**-**	**-**	**-**	**-**	**297.5**	**297.5**
* Dividends paid to the parent of Atos group				(35.0)					(35.0)	(35.0)
* Equity-based compensation				1.5					1.5	1.5
* Scope Changes						(10.1)			(10.1)	(10.1)
* Increase of capital					8.6				8.6	8.6
* Tax impact				5.9					5.9	5.9
Transactions with owners	-	-	-	(27.6)	8.6	(10.1)	-	-	(29.1)	(29.1)
* Net income								93.5	93.5	93.5
* Other comprehensive income				(4.5)			(10.9)		(15.4)	(15.4)
Total comprehensive income for the period				(4.5)	-	-	(10.9)	93.5	78.1	78.1
At December 31st, 2011	**11,622**	**78.8**	**20.2**	**166.4**	**8.6**	**(10.1)**	**(10.9)**	**93.5**	**346.5**	**346.5**
* Appropriation of prior period net income				93.5				(93.5)	-	-
* Dividends paid to the parent of Atos group				(23.2)					(23.2)	(23.2)
* Equity-based compensation				1.5					1.5	1.5
* Scope Changes						1.1			1.1	1.1
* Increase of capital					16.5				16.5	16.5
* Tax impact				7.2					7.2	-
* Other				0.7					0.7	0.7
Transactions with owners	-	-	-	79.7	16.5	1.1	-	(93.5)	3.8	3.8
* Net income								93.9	93.9	93.9
* Other comprehensive income				(14.7)			(8.4)		(23.1)	(23.1)
Total comprehensive income for the period				(14.7)	-	-	(8.4)	93.9	70.8	70.8
At December 31st, 2012	**11,622**	**78.8**	**20.2**	**231.4**	**25.1**	**(9.0)**	**(19.3)**	**93.9**	**421.1**	**421.1**
* Appropriation of prior period net income				93.9				(93.9)	-	-
* Equity-based compensation				1.5					1.5	1.5
* Scope Changes						(208.2)			(208.2)	(208.2)
* Increase of capital					2.9				2.9	2.9
* Tax impact				6.5					6.5	6.5
Transactions with owners	-	-	-	101.9	2.9	(208.2)	-	(93.9)	(197.3)	(197.3)
* Net income								118.5	118.5	118.5
* Other comprehensive income				5.7			(12.4)		(6.7)	(6.7)
Total comprehensive income for the period				5.7	-	-	(12.4)	118.5	111.8	111.8
At December 31st, 2013	**11,622**	**78.8**	**20.2**	**339.0**	**28.0**	**(217.2)**	**(31.7)**	**118.5**	**335.6**	**335.6**

A.1.7 Appendices to the combined financial statements

A.1.7.1 Group presentation

Worldine SA, the Worldine Group's parent company, is a limited company under French law whose registered office is located at 80, Quai Voltaire, 95870 Bezons, France. The company is registered with the Registry of Commerce and Companies of Pontoise under the reference 378 901 946 RCS Pontoise. The company is administrated by a board of directors.

Worldline, an Atos subsidiary is an European leader and a global market player in the electronic payment and transactional services sector. Worldline activities are organized around three axes: Merchant Services and Terminals, Mobility and e-Transactional Services and Financial processing and Software Licensing.

Worldline SA is majority-owned by Atos SE, its parent company, whose shares are traded on the NYSE Euronext Paris market , under ISIN Code FR0000051732.

A.1.7.2 Basis of preparation of historical combined financial statements

Context

In 2012, Atos initiated a strategic project involving the split of its two main activities, with a view to launch an initial public offering of Worldline in 2014.
The aim of this initial public offering is to accelerate the development of Worldline and enable it to play a leading role in the consolidation of the European payments market.

Worldline Group constitution

The first step of this project was in 2013 to carry out a number of legal transactions:

- The companies comprising mixed activities (Worldline and not Worldline) were split into two separate entities, via the creation of new entities or use of existing companies through partial contributions of assets in the United Kingdom, Argentina, Spain, France, Austria and Asia.
- Companies whose activity is related to Worldline and which were not owned by companies belonging to the Group were transferred to Worldline holdings through acquisitions.
- An entity owned by a company within the Worldline scope, with activities that did not fall under the scope of Worldline, was sold to Atos.

The constitution of the new Worldline Group therefore results from transfers of entities or activities within Atos group, without modification in fine of the direct or indirect holding of Atos. These operations are therefore a business combination between entities under common control. This type of combination is excluded from the scope of IFRS 3 ("Business Combinations"). In the absence of an IFRS standard specifically applicable to such a transaction, the Worldline Group has chosen to recognize them by using the existing book value ("predecessor value accounting") in the Atos consolidated financial statements which have been prepared in accordance with IFRS.

Combination method

In the absence of prescription in IFRS standards with respect to combined financial statements, the Group has established principles and conventions of combination presented below, based notably on the section VI of Regulation 99-02 of the French Accounting Regulatory Committee (CRC 2002-12) . The basis of preparation set out below describes how IFRS as adopted by the European Union have been applied for the preparation of historical combined financial statements.

In this context, these historical combined financial statements are not necessarily indicative of the consolidated financial statements that would have been prepared if Worldline had been created at an earlier date than the actual date.

The historical combined financial statements provide an indicative view of the historical operations of Worldline within the Atos group and do not reflect the economic situation following the carve out which is

presented in the pro forma financial information (see section A3).

Combination scope

A large part of the activities of the Worldline scope comes from the Atos HTTS segment but they had never been presented separately in the Atos financial statements as they did not correspond to a segment in the Atos consolidation. As a result, combined financial statements have been prepared to present the Worldline scope from fiscal year 2011. They were prepared using the individual financial statements of the companies historically consolidated by Atos, in accordance with the Atos principles and procedures in force at that time.

For the financial years presented, the combination scope also includes companies held directly or indirectly by Worldline SA and investments held by Atos entities because their activities belong to the Worldline operational scope. Moreover, a company held by Worldline but not within the operational scope of Worldline has been excluded from the combination scope.

As a result, the scope of the historical combined financial statements includes all entities or activities within the operational scope of Worldline that are in the final scope of the Worldline Group after completion of the carve out and consist in the legal entities listed in Note 24.

Whithin this combination scope, the main movements during the three years presented are the following:

- In 2011:
    - In February, 25% stake in Buyster, a new joint-venture company formed by four large companies, Atos Worldline, Bouygues Telecom, Orange and SFR, then;
    - in the second semester, acquisition at 100% of the Siemens IT Solutions and Services (SIS) activities, mainly in Argentina, Austria, Chile and the United Kingdom.
- In 2012:
    - In June, acquisition of Quality Equipment, a Dutch market player in payment terminals;
    - In July, disposal by Atos Wolrdline Belgium of its 49% stake in the Sinsys joint-venture to SIA.

Prior to the carve out of the Worldline Group, some Worldline activities were integrated in certain legal entities where both activities of the Atos group (Worldline and non Worldline) were performed. In order to retain in the historical combined financial statements only the Worldline activities, the IT activities kept by Atos have been excluded from the financial statements of those legal entities that were included in the Wordline scope of combination. This is namely the case in Argentina, in the United Kingdom and in some entities in Asia.

For the periods that are prior to the carve out transactions that have occurred in 2013, the non Worldline activities have been excluded in the following manner:

- Assets and liabilities not attributable to Worldline were identified on the basis of assumptions and methods used in the legal reorganization in 2013. Those assets and liabilities were excluded with a corresponding entry in equity.
- Income and expenses were allocated on the basis of information available in cost accounting on operational activities directly attributable to Worldline. For income and expenses not directly attributable, a detailed analysis was performed and followed by an allocation consistent with the methods and assumptions used in the allocation of assets and liabilities to each activity.
- Cash flows related to Worldline activities were also analyzed on a basis consistent with the methods and assumptions used to allocate assets and liabilities to each business.

Employee benefits

The majority of the defined benefits plans for the employees of Worldline companies are organized as separate plans covered by assets that are distinct from those assets covering Atos' employees plans. The financial information relating to these plans is therefore based on actuarial reports that are specific to these schemes.

In the United Kingdom, Worldline employees and Atos employees share two defined benefit plans. In July 2013, a separate section was opened to cover the future rights of Worldline employees, in which employees were proposed to transfer their past service rights. Employees were requested to elect for such transfer by February 2014 and the transfer should be completed in July 2014.

The financial information for those plans has been built for the period prior to July 2013 based on a split of liabilities, plan assets and net periodic pension cost using a prorata of past service rights of employees

having accepted the transfer.

Income tax

Current and deferred income taxes have been determined without taking into account any effect of tax consolidations within the Atos group, on one hand, and any future tax consolidation that may exist in the new Worldline scope, on the other hand.

In accordance with tax units agreements in France, Germany, the United Kingdom and Spain, tax benefits derived from the use of tax losses recorded until December 31st, 2013 will remain with Atos, unless they relate to tax losses that were recorded prior to the Atos tax units.

Transactions between Worldline entities and other Atos group entities

All balances arising from routine transactions between the Worldline Group entities and other Atos group entities are presented in the historical combined balance sheets as receivables from and payables to third parties outside the combined Group.

All loans and borrowings between Worldline entities and other Atos group entities are presented in the historical combined balance sheets as financial assets and liabilities.

Equity

The historical combined financial statements include the financial statements of companies that did not have any capital ties as of January 1st, 2011 and exclude the financial statements of companies owned by Worldline entities as of January 1st, 2011 that were not engaged in payment activites at that date. The adjustments were recorded as follows in the combined financial statements:

Companies owned by Atos entities as of January 1st, 2011
Acquisitions of Worldline companies not owned by Worldline entities were all treated as having been carried out on January 1st, 2011. They were recognized in the opening combined balance sheet at that date at their value on initial recognition in the Atos group consolidated financial statements by increasing combined equity, and any goodwill recorded on their acquisition by the Atos group (or any share corresponding to the Worldline business in case of existence of non Worldline activities in those entities) was recognized in full in the historical combined financial statements.
For acquisitions by Worldline entities from the Atos group between January 1st, 2011 and December 31st, 2013 of companies that were already included in the opening combined balance sheet at January 1st, 2011, the price paid by Worldline was treated as an exceptional dividend payment to the Atos group and recorded as a deduction from equity on the acquisition date.

Post-January 1st, 2011 acquisitions
Acquisitions of Worldline companies were considered as having been carried out by Worldline at the original date of acquisition by the Atos group. They were treated as an exceptional contribution by the Atos group to Worldline and recognized by adjusting equity, in accordance with the principles applied to entities historically owned by Atos entities.

A.1.7.1 Accounting rules and policies

Pursuant to European Regulation No.1606/2002 of July 19th,2002, the basis of preparation above describes how the International Financial Reporting Standards (IFRS) as endorsed by the European Union were applied for the preparation of the combined historical financial statements as of December 31st, 2013.

The accounting policies applied by the Group comply with those standards and interpretations, which can be found at: http://ec.europa.eu/internal_market/accounting/ias/index_fr.htm.

These historical combined financial statements present comparative financial information for the year ended December 31st, 2012 and the year ended December 31st, 2011, which are prepared on the same combination policies and standards, and on the same accounting basis than the year ended December 31st, 2013. Worldline prepared its first IFRS financial statements as of December 31st, 2013, in accordance with the IFRS1's standard "First-time adoption of international financial reporting standards".

When a subsidiary becomes a first-time adopter after its parent, IFRS 1 stipulates that the carrying amounts of its assets and liabilities should be the same in both its own opening IFRS balance sheet and in its parent's consolidated balance sheet (except for adjustments for consolidation procedures). Alternatively, the subsidiary may measure all its assets or liabilities based on its own date of transition to IFRSs. In this latter case, the options applied by the subsidiary under IFRS 1 may be different from those applied by its parent.

Worldline has chosen to prepare its opening IFRS financial statements based on the carrying amounts of its assets and liabilities in Atos' consolidated balance sheet (except for adjustments for consolidation procedures).

Consequently, Worldline has selected the same options under IFRS 1 (when applicable) as those applied by the Atos group. The following transitional provisions of IFRS 1 have been applied on first-time adoption of IFRSs:

- business combinations: Business combinations recorded prior to January 1st, 2004 – the date of the Atos group's transition to IFRS – have not been restated;
- cumulative translation differences: Worldline's cumulative translation differences were reset to zero by adjusting retained earnings in the Atos group's opening balance sheet at the IFRS transition date. Consequently, the translation reserve included in equity corresponds to cumulative translation differences for the period from January 1st, 2004.

The financial statements have been prepared in accordance with the historical cost method, except for some assets and financial instruments that are recognized at revalued amount or at fair value at the end of each reporting date of the financial statements as explained by the accounting methods below.

As of December 31st, 2013, the accounting standards and interpretations endorsed by the European Union are similar to the compulsory standards and interpretations published by the International Accounting Standards Board (IASB) with the exception of certain of IAS 39's hedge accounting have not been endorsed, which has no effect on the Group combined financial statements. Consequently, the Group's financial statements are prepared in accordance with the IFRS standards and interpretations, as published by the IASB.

The following standards, interpretations and amendments to existing standards are not mandatory for the Group's accounting periods beginning on or after January 1st, 2013:

- IAS 27 (Revised)- separate financial statements ;
- IAS 28 (revised) - Investments in Associates and joint-venture;
- IFRS 10 – Consolidated financial statements;
- IFRS 11 – Joint arrangements;
- IFRS 12 – Disclosure of interests in Other Entities;
- Amendments IFRS 10,11,12 – Transition Guidance;
- IAS 32 (revised) – Offsetting Financial Assets and Financial Liabilities;
- IAS 36 (revised) – Disclosures of recoverable amount of non financial Assets.

The historical combined financial statements are presented in euro, which is the Group's functional currency. All figures are presented in millions of euro with one decimal.
The policies set out below have been applied in consistency with all years presented.

Accounting estimates and judgments

The preparation of combined financial statements requires management to make jugdgments, estimates and assumptions that affect the reported amounts of assets and liabilities, income and expense in the financial statements and disclosures of contingent assets and liabilities at the closing date. The estimates, assumptions and judgments that may result in a significant adjustments to the carrying amounts of assets and liabiltiies are essentially related to:

Goodwill impairment tests

The Group tests at least annually whether goodwill has suffered any impairment, in accordance with the accounting policies stated below. The recoverable amounts of cash generating units are determined based on value-in-use calculations or on their fair value reduced by the costs of sales. These calculations require the use of estimates as described in Note 9 Goodwill.

Revenue recognition and associated costs on long-term contracts

Revenue recognition and associated costs, including forecast losses on completion are measured according to policies stated below. Total projected contract costs are based on various operational assumptions such as forecast volume or variance in the delivery costs that have a direct influence on the level of revenue and possible forecast losses on completion that are recognized.

Pensions

The Group uses actuarial assumptions and methods to measure pension costs and provisions. The value of plan assets is determined based on valuations provided by the external custodians of pension funds and following complementary investigations carried-out when appropriate. The estimation of pension liabilities, as well as valuations of plan assets requires the use of estimates and assumptions.

Customer relationships

An intangible asset related to the customer relationships and backlog brought during a business combination is recognized as Customer Relationships. The value of this asset is based on assumptions of renewal conditions of contract and on the discounted flows of these contracts. This asset is amortized on an estimation of its average life.

Combination methods

Subsidiaries

Subsidiaries are entities controlled directly or indirectly by the Group. Control is defined by the ability to govern the financial and operating policies generally, but not systematically, combined with a shareholding of more than 50 percent of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible, the power to appoint the majority of the members of the governing bodies and the existence of veto rights are considered when assessing whether the Group controls another entity. Subsidiaries are included in the combined financial statements from the date on which control is transferred to the Group. They are excluded from the combination from the date on which control ceases.

Joint-ventures

The Group’s interests in jointly controlled entities are accounted for by proportionate method. Operating and shareholders’ agreements are considered when assessing the joint control.

Associates

Associates are entities over which the Group has significant influence but not control or joint control, generally, but not systematically, accompanying a shareholding of between 20 and 50 percent of the voting rights. Investments in associates are accounted for by the equity method.

Segment reporting

According to IFRS 8, reported operating segments profits are based on internal management reporting information that is regularly reviewed by the chief operating decision maker, and is reconciled to Group profit or loss. The chief operating decision maker assesses segments profit or loss using a measure of operating profit. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the company CEO and chairman of the Board of Directors who makes strategic decisions.

The internal management reporting is designed on two axes: Global Business Units and Service Lines (Merchant Services & Terminals, Mobility & e-Transactional Services, and Financial Processing & Software Licensing). Global Business Units have been determined by the Group as key indicators by the Chief operating decision maker. As a result and for IFRS 8 requirements, the Group discloses Global Business Units (GBU) as operating segments.

A GBU is defined as a geographical area or the aggregation of several geographical areas ("regions"). Each GBU is managed by a dedicated member of the Executive Committee.

The measurement policies that the Group uses for segment reporting under IFRS 8 are the same as those used in its financial statements. Corporate entities are not presented as an operating segment. Therefore, their financial statements are presented as a reconciling item (refer to Note 1 of the financial statements). Corporate assets which are not directly attributable to the business activities of any operating segments are not allocated to a segment, which primarily applies to the Group's headquarters.

Presentation rules

Current and non-current assets and liabilities

Assets and liabilities classified as current are expected to be realized, used or settled during the normal cycle of operations, which can extend beyond 12 months following period-end. All other assets and liabilities are classified as non-current. Current assets and liabilities, excluding the current portion of borrowings, financial receivables and provisions represent the Group's working capital requirement.

Translation of financial statements denominated in foreign currencies

The balance sheets of companies based outside the euro zone are translated at closing exchange rates. Income statement items are translated based on average exchange rate for the period. Balance sheet and income statement translation adjustments arising from a change in exchange rates are recognized as a separate component of equity under "Translation adjustments".

Goodwill and fair value adjustments arising on the acquisition of a foreign entity have been treated as assets and liabilities of that foreign entity and translated into euro at the closing date.

The Group does not consolidate any entity operating in a hyperinflationary economy.

Translation of transactions denominated in foreign currencies

Foreign currency transactions are translated into the functional currency using the exchange rate prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the income statement under the heading "Other financial income and expenses", except where hedging accounting is applied.

Business combination and goodwill

A business combination may involve the purchase of another entity, the purchase of all the net assets of another entity or the purchase of some of the net assets of another entity that together form one or more businesses.

Major services contracts involving staff and asset transfers that enable the Group to develop or

significantly improve its competitive position within a business or a geographical sector are accounted for as business combinations.
Valuation of assets acquired and liabilities assumed of newly acquired subsidiaries

Business combinations are accounted for according to the acquisition method. The consideration transferred in exchange for control of the acquired entity is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree.

Direct transaction costs related to a business combination are charged in the income statement when incurred.

Non-controlling interests may, on the acquisition date, be measured either at fair value or based on their stake in the fair value of the identifiable assets and liabilities of the acquired entity. The choice of measurement basis is made on a transaction-by-transaction basis.

During the first consolidation, all the assets, liabilities and contingent liabilities of the subsidiary acquired are measured at their fair value.

In step acquisitions, any equity interest held previously by the Group is remeasured at fair value at the acquisition date (i.e. the date when the Group obtains control) and the resulting gain or loss is recognized through the net income.

Goodwill

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, of the amount of any non-controlling interests in the acquiree and of the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognized immediately in profit or loss as a bargain purchase gain.

Goodwill is allocated to Cash Generating Units (CGU) for the purpose of impairment testing. Goodwill is allocated to those CGU that are expected to benefit from synergies of the related business combination and represent the lowest level within the Group at which management monitors goodwill.

A CGU is defined as the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets. CGUs correspond to geographical areas where the Group has operations.

The recoverable value of a CGU is based on the higher of its fair value less costs to sell and its value in use determined using the discounted cash-flows method. When this value is less than its carrying amount, an impairment loss is recognized in the operating income.

The impairment loss is first recorded as an adjustment of the carrying amount of the goodwill allocated to the CGU and the remainder of the loss, if any, is allocated pro rata to the other long term assets of the unit.

The Cash Generating Units used for the impairment test are not larger than operating segments determined in accordance with IFRS 8 Operating segments.

Goodwill is subject to an impairment test performed at least annually by comparing its carrying amount to its recoverable amount at the closing date based on December actuals and latest 3 year plan, or more often whenever events or circumstances indicate that the carrying amount could not be recoverable.
Such events and circumstances include but are not limited to:

- significant deviance of economic performance of the asset when compared with budget;
- significant worsening of the asset's economic environment;
- loss of a major client;
- significant increase in interest rates.

Intangible assets other than goodwill

Intangible assets other than goodwill consist primarily of software and user rights acquired directly by the Group, software and customer relationships acquired in relation with a business combination as well as internally developed IT solutions.

Under IAS 38, no intangible asset arising from research (or from the research phase of an internal project) shall be recognized. Expenditure on research (or on the research phase of an internal project) shall be recognized as an expense when it is incurred.

Moreover, the development expenses are capitalized when the Group can prove:

- its intention and its financial and technical ability to complete the development project;
- how the intangible asset will generate probable future economic benefit;
- its ability to measure reliably the expenditure attributable to the intangible asset during its development.

Development expenses correspond to specific implementation projects for some customers or technical solutions made available to a group of customers. These projects are subject to a case-by-case analysis to ensure they meet the appropriate criteria for capitalization. Are capitalized as development costs only those directly attributable to create, produce and prepare the asset to be capable of operating in the manner intended by management.

Development expenses that are capitalized are accounted for at cost less accumulated depreciation and any impairment losses. They are amortized on a straight-line basis over a useful life not exceeding 7 years.

An intangible asset arising from development (or from the development phase of an internal project) shall be recognized if, and only if, an entity can demonstrate all of the following:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale,
- its intention to complete the intangible asset and to use or sell it,
- its ability to use or sell the intangible asset,
- how the intangible asset will generate probable future economic benefits,
- the availability of adequate technical, financial and other resources to complete the development , and
- its ability to measure reliably the expenditure attributable to the intangible asset during its development.

For France, the capitalized development expenditures are presented net of Research and development tax credit (French tax *Credit Impôt Recherche (CIR)*) related to these costs.

The customer relationships are valued as per the multi-period excess earning method that consists in summing future operating margins attributable to contracts, after tax and capital employed.

Intangible assets are amortized on a straight-line basis over their expected useful life, generally not exceeding 5 to 7 years for internally developed IT solutions and 10 years for customer relationships acquired in a business combination; their related depreciation are recorded in other operating expenses.

Tangible assets

Tangible assets are recorded at acquisition cost. They are depreciated on a straight-line basis over the following expected useful lives:

- Buildings 20 years
- Fixtures and fittings 5 to 10 years
- Computer hardware 3 to 5 years
- Vehicles 4 years
- Office furniture and equipment 5 to 10 years

Leases

Asset leases where the Group has substantially all the risks and rewards of ownership are classified as

finance leases. Finance leases are capitalized at the lease's inception at the lower of the fair value of the leased asset and the present value of the minimum lease payments. Assets acquired under finance lease are depreciated over the shorter of the assets' useful life and the lease term.

The corresponding liability to the lessor is included in the statements of financial position as a liability arising from a lease financing. Payments under the leases are apportioned between finance charges and reduction of the debt arising from the lease so as to produce a constant rate of interest on the remaining balance of the liability. Finance charges are recognized directly in profit or loss unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the general method used by the Group for accounting for borrowing costs. Payments under operating leases are expensed linearly throughout the duration of the lease.

Leases where the lessor retains substantially all the risks and rewards of ownership are classified as operating leases.

Impairment of assets other than goodwill

At the end of each reporting period of the financial information, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss.

If it is not possible to assess the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. If a reasonable and consistent method of allocation can be identified, corporate assets are also allocated to cash-generating units individually; otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation method can be determined.

Intangible assets that either have indefinite useful lives or that are not yet ready to be put into service are subject to an impairment test at least annually and whenever there is an indication that the asset may be impaired.

The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the estimated recoverable amount (or cash-generating unit) is less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in profit or loss, unless the related asset is recognized at its revalued amount; in which case, the impairment loss is treated as a negative revaluation.

Inventory

Inventory, which mainly consists in payment terminals, are assessed at the lower cost or net realizable value. The net realizable value is the estimated selling price in the normal course of business, less estimated costs deemed necessary to sell. Inventory cost is determined according to the weighted average method and include the acquisition costs and incidental expenses.

Financial assets

Financial assets are accounted for at trade date.

<u>Investments in companies not included in the combination scope</u>

The Group holds shares in companies without exercising significant influence or control. Investments in non-consolidated companies are treated as assets available for sale and recognized at their fair value. For listed shares, fair value corresponds to the share price at closing date. In the absence of an active market for the shares, the investments in companies not included in the combination scope are carried at historical cost. An impairment charge is recognized when there is objective evidence of a permanent or significant impairment in value. The most common financial criteria used to determine fair value are equity and earnings outlooks. Gains and losses arising from variation in the fair value of available for sale

assets are recognized as "items recognized directly in equity". If there is evidence that an asset is permanently impaired, the cumulative loss is written off in the income statement under "other financial income and expense".

Loans, trade accounts and notes receivable

Loans are part of non-current financial assets. Loans, trade accounts and notes receivable are recorded initially at their fair value and subsequently at their amortized value. The nominal value represents usually the initial fair value for trade accounts and notes receivable. In case of deferred payment over one year, where the effect is significant on fair value, trade accounts and notes receivables are discounted. Where appropriate, a provision is raised on an individual basis to take likely recovery problems into account.

Certain service arrangements might qualify for treatment as lease contracts if they convey a right to use an asset in return for payments included in the overall contract remuneration. If service arrangements contain a lease, the Group is considered to be the lessor regarding its customers. Where the lease transfers the risks and rewards of ownership of the asset to its customers, the Group recognizes assets held under finance lease and presents them as "Trade accounts and notes receivable" for the part that will be settled within 12 months, and "Non-current financial assets" for the part beyond 12 months.

Assets securitization

Assets securitization programs, in which the Group retains substantially all the risks and rewards of ownership of the transferred assets, do not qualify for de-recognition. A financial liability for the consideration received is recognized. The transferred assets and the financial liability are valued at their amortized costs.

Cash and cash equivalents

Cash and cash equivalent include cash at bank and financial instruments such as money market securities. Such financial instruments are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value. They are held for the purpose of meeting short-term cash commitments and have a short maturity, in general three months or less from the date of acquisition. Some instruments, such as term deposits, that have at inception a longer maturity but provide for early withdrawal and a capital guarantee may also be classified as cash equivalents under certain circumstances. Money market securities are recognized at their fair value. Changes in fair value are recorded in the income statement under "Other financial income and expenses".

Cash and cash equivalents are measured at their fair value through profit and loss.

Pensions and similar benefits

Employee benefits are granted by the Group through defined contribution and defined benefit plans. Costs relating to defined contribution costs are recognized in the income statement based on contributions paid or due in respect of the accounting period when the related services have been accomplished by beneficiaries.

The valuation of Group defined benefit obligation is based on a single actuarial method known as the "projected unit credit method". This method relies in particular on projections of future benefits to be paid to Group employees, by anticipating the effects of future salary increases. Its implementation further includes the formulation of specific assumptions, detailed in Note 15, which are periodically updated, in close liaison with external actuaries used by the Group.

Plan assets usually held in separate legal entities are measured at their fair value, determined at closing.

The fair value of plan assets is determined based on valuations provided by the external custodians of pension funds and following complementary investigations carried-out when appropriate.

From one accounting period to the other, any difference between the projected and actual pension plan obligation and their related assets is cumulated at each benefit plan's level to form actuarial differences. These actuarial differences may result either from changes in actuarial assumptions used, or from experience adjustments generated by actual developments differing, in the accounting period, from

assumptions determined at the end of the previous accounting period. All actuarial gains and losses generated in the period are recognized in "other comprehensive income".

Benefit plans costs are recognized in the Group's operating income, except for interest costs on obligations, net of expected returns on plans assets, which are recognized in "other financial income and expenses".

Provisions

Provisions are recognized when:

- The Group has a present legal, regulatory, contractual or constructive obligation as a result of past events,
- It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and
- The amount has been reliably quantified.

Provisions are discounted when the time value effect is material. Changes in discounting effects at each accounting period are recognized in financial expenses.

Borrowings

Borrowings are recognized initially at fair value, net of debt issuance costs. Borrowings are subsequently stated at amortized costs. The calculation of the effective interest rate takes into account interest payments and the amortization of the debt issuance costs.

Debt issuance costs are amortized in financial expenses over the life of the loan. The residual value of issuance costs for loans repaid in advance is expensed in the year of repayment.

Bank overdrafts are recorded in the current portion of borrowings.

Revenue recognition

Services

Services constitute the major part of the revenue of the Group.

Revenues arising from transactional activities, particularly in the area of payments are recognized over the period during which the treatment has been completed.

Income relating to other services performed on behalf of clients is recognized at the completion of the service.

The proceeds from subscriptions are recognized on a straight line basis over the term of the contract.

Revenues for bilateral projects with customers are recognized as and when the service is performed, based on the stage of completion when the outcome can be determined reliably. The percentage of completion is determined by comparing the cumulative costs incurred, on a given date, with the expected total costs of the contract. Benefits from these contracts are recorded in the balance sheet under "Trade accounts and notes receivables" for the share of proceeds to be received and under "Other current liabilities" for the portion of deferred revenue. When the outcome of a fixed price contract cannot be estimated reliably, revenue is recognized only to the extent of contract costs incurred that it is probable will be recoverable.

Terminals

Revenues from the sale of payment terminals installed by the technical staff of the company are recognized at the time of installation. In the event that payment terminals are only delivered to a wholesaler, the income from their sale is included in operating income at the time of delivery of goods in accordance with the Incoterm agreed.

Income from the rental of terminals merchants is recognized over the term of the contract. A similar recognition of revenues from maintenance contracts and maintenance was applied, that is to say, spread

over the contract period.

The Group performs regular and in special circumstances, profitability studies on service contracts to determine whether the latest estimates of revenue, costs and percentage of completion need to be revised. If these estimates indicate that the contract will be unprofitable, a provision for loss is recorded immediately covering the loss in its entirety.

When the Group acts as an agent between the client and the supplier, revenue is accounted for net of suppliers' billings. Factors generally considered to determine whether or not the Group acts as an agent include contractual liability towards the client, the responsibility for credit risk and the risk level of service and added value to services or products provided by the supplier.

The Group may sign in some cases service contracts with multiple elements, which may include a combination of different services. Revenue is recognized separately for each of the elements when they are separately identifiable. A set of contracts is combined and treated as a single contract when the group of contracts is negotiated as a single package, the contracts are so closely interrelated that they are, in fact, part of a single project with an overall margin and that the contracts are performed concurrently or following one another without interruption.

Operating margin and Operating Margin before Depreciation and Amortization (OMDA)

The underlying operating performance on the Group ongoing business is presented within operating margin, while unusual operating income/expenses are separately itemised and presented below the operating margin, in line with the CNC (Conseil National de la Comptabilité) recommendation n°2009-R-03 (issued on July 2nd, 2009) regarding the financial statements presentation.

The Operating Margin before Depreciation and Amortization is based on Operating margin minus items without impact on the cash flows from operations and excluding amortization and depreciation.

Other operating income and expenses

"Other operating income and expenses" covers income or expense items that are unusual, abnormal and infrequent. They are presented below the operating margin.

Classification of charges to (or release from) restructuring and rationalization and associated costs provisions in the income statement depends on the nature of the plan:

- Plans directly in relation with operations are classified within the Operating margin;
- Plans related to business combinations or qualified as unusual, infrequent and abnormal are classified in the Operating income;
- If a restructuring plan qualifies for Operating income, the related real estate rationalization & associated costs expenses regarding premises and buildings is also presented in Operating income.

When accounting for business combinations, the Group may record provisions for risks, litigations, etc. in the opening balance sheet for a period of 12 months beyond the business combination date. After the 12-month period, unused provisions arising from changes in circumstances are released through the income statement under "Other operating income and expenses".

"Other operating income and expenses" also include major litigations, and non-recurrent capital gains and losses on the disposal of tangible and intangible assets, significant impairment losses on assets other than financial assets, the amortization of the Customer Relationships, or any other item that is infrequent, unusual and abnormal.

Equity-based compensation

The Group has granted to management and certain employees' free shares plans. The fair value of those plans corresponds to the value of the shares at the grant date and takes into account the employee turnover during the vesting period as well as the value of the lock-up period restriction when applicable. Free share plans result in the recognition of a personal expense spread over the rights vesting period.

For some residual plans, stock options to subscribe for shares representing payments based on Atos shares (parent company), settled in equity instruments were granted to officers and certain employees. These transactions are measured at fair value at the grant date using the binomial option pricing model. Changes in the fair value of the options after the grant date have no impact on the initial valuation. The fair value of such options is recognized on a straight line basis in "Personnel expenses" during the vesting, with a corresponding entry in equity.

Corporate income tax

The income tax charge includes current and deferred tax expenses. Deferred tax is calculated wherever temporary differences occur between the tax base and the consolidated base of assets and liabilities, using the liability method. The deffered tax is valued using the enacted tax rate at the closing date that will be in force when the temporary differences reverse.

The deferred tax assets and liabilities are neeted off at the taxable entity, when there is a legal right to offset. Deferred tax assets corresponding to temporary differences and tax losses carried over forward are recognized when they are considered to be recoverable during their validity period, based on historical and forecast information.

Deferred tax liabitlies for taxable temporary differences relating to goodwill are recognized, to the extent they do not arise from the initial recognition of goodwill.

Deferred tax assets are tested for impairment at least annually at the closing date, based on December actuals, business plans and impairment test data.

Earnings per share

Basic earnings per share are calculated by dividing the net income (attributable to owners of the parent), by the weighted average number of ordinary shares outstanding during the period. Treasury shares are not taken into account in the calculation in the basic or diluted earnings per share.

Diluted earnings per share are calculated by dividing the net income (attributable to owners of the parent), adjusted for the financial cost (net of tax) of dilutive debt instruments, by the weighted average number of ordinary shares outstanding during the period, plus the average number of shares which, according to the share buyback method, would have been outstanding had all the issued dilutive instruments been converted.

Diluted earnings per share is equal to basic earnings per share to the extent that no dilutive instruments have been issued by Worldline.

Related party transactions

Related party transactions include in particular transactions with:

- Persons or a close member of that person's family if that person is a member of the key management personnel of the Group as defined as persons who have the authority and responsibility for planning, directing and controlling the activity of the Group, including members of the Board of Directors, Supervisory Board and Management Board, as well as the Executive Senior Vice Presidents.
- Entities if one of the following conditions apply:
    - The entity is controlled or jointly controlled by a person belonging to the key management;
    - The entity is a member of the Group;
    - The entity is a joint-venture in which the Group is participating;
    - The entity is a post-employment benefit plan for the benefit of employees of the Group.

A.1.7.2 Notes to the combined financial statements

Note 1 Segment information

According to IFRS 8, reported operating segments profits are based on internal management reporting information that is regularly reviewed by the chief operating decision maker, and is reconciled to Group profit or loss. The chief operating decision maker assesses segments profit or loss using a measure of operating profit. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the company CEO and chairman of the Board of Directors who makes strategic decisions.

The chief operating decision maker has reorganized the operating segments as follows:

Operating segments	Activities
France	Merchant Services & Terminals, Mobility & e-Transactional Services and Financial Processing & Software Licensing in France and Luxembourg.
Belgium and The Netherlands	Merchant Services & Terminals, Mobility & e-Transactional Services and Financial Processing & Software Licensing in Belgium and The Netherlands.
United Kingdom	Merchant Services & Terminals and Mobility & e-Transactional Services in United Kingdom.
Germany and Central & Eastern Europe	Merchant Services & Terminals, Mobility & e-Transactional Services and Financial Processing & Software Licensing in Germany and Austria.
Iberia and Latin America	Merchant Services & Terminals, Mobility & e-Transactional Services and Financial Processing & Software Licensing in Argentina, Chile and Spain.
Asia and India	Merchant Services & Terminals, Mobility & e-Transactional Services and Financial Processing & Software Licensing in China, Hong Kong, India, Indonesia, Malaysia, Singapore and Taiwan.

Inter-segment transfers or transactions are entered under the normal commercial terms and conditions that would also be available to unrelated third parties.

No external contract generates more than 10% of total Group sales.

The operating segment information for the period was the following:

(in EUR million)	France	Belgium and The Netherlands	United Kingdom	Germany & Central and Eastern Europe	Iberia & Latin America	Asia & India	Total Operating segments	Other Global Structures	Elimination	**Total Group**
12 months ended 31 December 2013										
External revenue by segment	**413.5**	**333.2**	**147.6**	**111.2**	**73.6**	**56.0**	**1,135.1**	**-**	**-**	**1,135.1**
% of Group revenue	36.4%	29.4%	13.0%	9.8%	6.5%	4.9%	100.0%			100.0%
Inter-segment revenue	15.2	5.0	0.7	4.5	0.3	0.2	25.9	16.5	(42.4)	-
Total revenue	428.7	338.2	148.3	115.7	73.9	56.2	1,161.0	16.5	(42.4)	1,135.1
Segment operating margin	**56.0**	**82.0**	**12.1**	**12.5**	**6.4**	**12.4**	**181.4**	**(17.4)**	**-**	**164.0**
% revenue	13.5%	24.6%	8.2%	11.2%	8.7%	22.1%	16.0%			14.4%
OMDA	**72.3**	**90.8**	**18.1**	**16.1**	**5.9**	**14.9**	**218.1**	**(14.9)**	**-**	**203.2**
% revenue	17.5%	27.3%	12.3%	14.5%	8.0%	26.6%	19.2%			17.9%
Total segment assets	**187.7**	**380.4**	**89.2**	**49.2**	**42.6**	**74.3**	**823.4**	**-**	**-**	**823.4**
Other information on income statement										
Depreciation of assets	(15.2)	(9.7)	(4.7)	(3.5)	(0.5)	(2.7)	(36.3)	(0.9)	-	(37.2)
Other informations										
Year end headcount	2,662	1,121	644	830	816	815	6,888	407		7,295
Capital expenditure	28.5	22.8	2.5	2.9	3.5	1.5	61.7	-		61.7
Net cash	(453.9)	364.0	(43.8)	4.0	10.6	19.5	(99.6)	-		(99.6)
12 months ended 31 December 2012										
External revenue by segment	**400.5**	**332.0**	**137.3**	**108.5**	**72.7**	**56.2**	**1,107.2**	**-**	**-**	**1,107.2**
% of Group revenue	36.2%	30.0%	12.4%	9.8%	6.6%	5.1%	100.0%			100.0%
Inter-segment revenue	18.7	6.8	0.2	4.9	0.3	-	30.9	0.2	(30.7)	0.40
Total revenue	419.2	338.8	137.5	113.4	73.0	-	1,138.1	0.2	(30.7)	1,107.6
Segment operating margin	**53.1**	**80.2**	**17.4**	**9.7**	**4.3**	**10.8**	**175.5**	**(23.4)**	**-**	**152.1**
% revenue	13.3%	24.2%	12.7%	8.9%	5.9%	19.2%	15.9%			13.7%
OMDA	**66.2**	**89.2**	**22.6**	**12.6**	**1.8**	**12.4**	**204.8**	**(21.9)**		**182.9**
% revenue	16.5%	26.9%	16.5%	11.6%	2.5%	22.1%	18.5%			16.5%
Total segment assets	**184.3**	**371.0**	**81.1**	**47.3**	**42.7**	**84.9**	**811.3**	**-**	**-**	**811.3**
Other information on income statement										
Depreciation of assets	(12.9)	(10.6)	(5.1)	(3.5)	(0.6)	(3.4)	(36.1) -			(36.1)
Other informations										
Year end headcount	2,482	1,124	608	868	779	774	6,635	396		7,031
Capital expenditure	19.5	17.0	2.6	4.1	2.1	1.0	46.3	-		46.3
Net cash	(239.3)	298.4	(119.0)	38.7	8.5	(1.9)	(14.6)	-		(14.6)
12 months ended 31 December 2011										
External revenue by segment	**384.3**	**330.7**	**97.8**	**96.1**	**50.3**	**56.5**	**1,015.7**	**-**	**-**	**1,015.7**
% of Group revenue	37.8%	32.6%	9.6%	9.5%	5.0%	5.6%	100.0%			100.0%
Inter-segment revenue	3.8	2.4	0.1	2.1	0.4	0.3	9.1	(0.4)	(8.7)	-
Total revenue	388.1	333.1	97.9	98.2	50.7	56.8	1,024.8	(0.4)	(8.7)	1,015.7
Segment operating margin	**56.1**	**84.8**	**16.1**	**13.0**	**3.2**	**8.7**	**181.9**	**(19.7)**	**-**	**162.2**
% revenue	14.6%	25.6%	16.5%	13.5%	6.4%	15.4%	17.9%			16.0%
OMDA	**72.6**	**93.8**	**12.3**	**17.1**	**1.6**	**14.2**	**211.6**	**(18.3)**		**193.3**
% revenue	18.9%	28.4%	12.6%	17.8%	3.2%	25.1%	20.8%			19.0%
Total segment assets	**166.7**	**357.6**	**77.5**	**48.6**	**43.1**	**90.6**	**784.1**	**-**	**-**	**784.1**
Other information on income statement										
Depreciation of assets	(17.0)	(12.2)	(1.4)	(3.0)	(0.4)	(3.2)	(37.2)	-	-	(37.2)
Other informations										
Year end headcount	2,313	1,045	556	848	679	883	6,324	399		6,723
Capital expenditure	16.4	11.6	3.2	6.1	0.6	5.6	43.5	-		43.5
Net cash	(231.6)	245.4	(131.8)	28.6	(0.9)	(13.3)	(103.6)	-		(103.6)

The assets detailed above by segment are reconciled to total assets as follows:

(in EUR million)	**12 months ended 31 December 2013**	**12 months ended 31 December 2012**	**12 months ended 31 December 2011**
Total segment assets	**823.4**	**811.3**	**784.2**
Tax Assets	51.4	41.3	42.9
Cash & Cash Equivalents	542.0	468.7	377.6
Total Assets	**1,416.8**	**1,321.3**	**1,204.7**

The Group revenues from external customers are split into the following global business lines:

(in EUR million)	Merchant Services & Terminals	Mobility & e-transactional services	Financial processing & Software Licensing	**Total Group**
12 months ended 31 December 2013				
External revenue by service lines	**364.6**	**378.8**	**391.7**	**1,135.1**
% of Group revenue	32.1%	33.4%	34.5%	100.0%
12 months ended 31 December 2012				
External revenue by service lines	**353.6**	**366.7**	**386.9**	**1,107.2**
% of Group revenue	31.9%	33.1%	34.9%	100.0%

This additional information is not provided for 2011 because it is not available and its provision would be a limited contribution to the reader of the accounts due to the inclusion in the scope during the year of entities from Siemens IT Solution and Services.

Note 2 Operating margin by service lines

Worldline Group wants each of its service lines have indicators to measure their performance and to communicate to the market on some of these key indicators. Additional information on operating margin and Operating Margin before Depreciation and Amortisation (OMDA) by service lines for the years 2012 and 2013 is provided. We draw your attention to the fact that this is not a segment reporting information under IFRS 8.

(in EUR million)	Merchant Services & Terminals	Mobility & e-transactional services	Financial processing & Software Licensing	Global structures	**Total Group**
12 months ended 31 December 2013					
Operating margin by service lines	**67.2**	**37.7**	**78.9**	**(19.8)**	**164.0**
% revenue	18.4%	10.0%	20.1%	-1.7%	14.4%
12 months ended 31 December 2012					
Operating margin by service lines	**68.0**	**44.5**	**63.4**	**(23.8)**	**152.1**
% revenue	19.2%	12.1%	16.4%	-2.1%	13.7%

(in EUR million)	Merchant Services & Terminals	Mobility & e-transactional services	Financial processing & Software Licensing	Global structures	**Total Group**
12 months ended 31 December 2013					
Operating Margin before Depreciation and Amortization (OMDA)	**78.9**	**53.6**	**88.9**	**(18.2)**	**203.2**
% revenue	21.6%	14.1%	22.7%	-1.6%	17.9%
12 months ended 31 December 2012					
Operating Margin before Depreciation and Amortization (OMDA)	**77.9**	**55.3**	**72.0**	**(22.3)**	**182.9**
% revenue	22.0%	15.1%	18.6%	-2.0%	16.5%

Note 3 Personnel expenses

(In EUR million)	**12 months ended 31 December 2013**	**% Revenue**	**12 months ended 31 December 2012**	**% Revenue**	**12 months ended 31 December 2011**	**% Revenue**
Wages and salaries	(322.9)	28.4%	(313.4)	28.3%	(279.5)	27.5%
Social security charges	(129.6)	11.4%	(125.0)	11.3%	(122.2)	12.0%
Tax, training, profit-sharing	(9.4)	0.8%	(14.4)	1.3%	(13.7)	1.3%
Equity-based compensation	(1.5)	0.1%	(1.5)	0.1%	(1.5)	0.1%
Net (charge)/release to provisions for staff expenses	-	-	(0.2)	0.0%	0.4	0.0%
Difference between pension contributions and net pension expense	(2.7)	0.2%	(0.5)	0.0%	6.7	-0.7%
Total	**(466.1)**	**41.1%**	**(455.0)**	**41.1%**	**(409.7)**	**40.3%**

Note 4 Operating expenses

(In EUR million)	12 months ended 31 December 2013	% Revenue	12 months ended 31 December 2012	% Revenue	12 months ended 31 December 2011	% Revenue
Subcontracting costs direct	(188.1)	16.6%	(164.2)	14.8%	(124.0)	12.2%
Hardware and software purchase	(46.4)	4.1%	(45.6)	4.1%	(48.4)	4.8%
Maintenance costs	(26.1)	2.3%	(32.7)	3.0%	(29.2)	2.9%
Rent & Lease expenses	(51.2)	4.5%	(47.7)	4.3%	(42.9)	4.2%
Telecom costs	(53.6)	4.7%	(53.6)	4.8%	(51.4)	5.1%
Travelling expenses	(10.2)	0.9%	(10.4)	0.9%	(9.9)	1.0%
Company cars	(9.3)	0.8%	(8.8)	0.8%	(7.9)	0.8%
Professional fees	(23.9)	2.1%	(27.5)	2.5%	(27.3)	2.7%
Taxes & Similar expenses	(11.7)	1.0%	(11.8)	1.1%	(10.0)	1.0%
Others expenses	(76.4)	6.7%	(81.3)	7.3%	(65.6)	6.5%
Subtotal expenses	**(496.9)**	**43.8%**	**(483.6)**	**43.7%**	**(416.6)**	**41.0%**
Depreciation of assets	(37.2)	3.3%	(36.1)	3.3%	(37.2)	3.7%
Net (charge)/release to provisions	2.9	-0.3%	8.3	-0.7%	1.4	-0.1%
Gains/(Losses) on disposal of assets	(0.7)	0.1%	(0.9)	0.1%	(0.5)	0.0%
Trade Receivables write-off	(3.5)	0.3%	(3.4)	0.3%	(2.3)	0.2%
Capitalized Production	30.4	-2.7%	15.6	-1.4%	11.4	-1.1%
Subtotal other expenses	**(8.1)**	**0.7%**	**(16.5)**	**1.5%**	**(27.2)**	**2.7%**
Total	**(505.0)**	**44.5%**	**(500.1)**	**45.2%**	**(443.8)**	**43.7%**

The research and development costs that are not capitalized amount respectively to € 30.7 million, € 29.1 million and € 35.6 million for the years 2013, 2012 and 2011.

Note 5 Other operating income and expenses

Other operating income and expenses relate to income and expenses that are unusual, abnormal and infrequent.

(In EUR million)	12 months ended 31 December 2013	12 months ended 31 December 2012	13 months ended 31 December 2011
Staff reorganization	(3.7)	(1.8)	(1.9)
Rationalization and associated costs	(0.8)	(1.3)	(0.2)
Integration and acquisition costs	(1.6)	(0.1)	(0.3)
Customer relationships amortization (PPA) *	(3.5)	(3.4)	(2.7)
Other items	15.5	4.2	(0.7)
Total	**5.9**	**(2.4)**	**(5.8)**

** Purchase Price Allocation.*

The € 3.7 million, staff reorganization expenses in 2013 represented the costs induced by the implementation of the new organization.

The integration and acquisition costs are mainly linked to the IT infrastructures integration and harmonization in 2013 and to the integration of Quality Equipment in The Netherlands.

The 2013 Customer Relationships amortization of € 3.5 million corresponded to the portion of the acquisition price allocated to the value of the customer relationship and backlog brought by Banksys and Siemens IT Solutions & Services.

The other items amounted to :

- € 15.5 million in 2013, mainly made of a gain on assets disposals in Belgium for € 19.0 million and of expenses for the new legal scope implementation (legal advisors, legal fees, external consultants…);
- € 4.2 million in 2012, of which a gain of € 4.3 million related to the disposal of the 49% stake in the Sinsys Belgian joint-venture.

Note 6 Net Financial Result

Net cost of financial debt

(In EUR million)	12 months ended 31 December 2013	12 months ended 31 December 2012	12 months ended 31 December 2011
Net cost of financial debt	**(3.7)**	**(4.2)**	**(5.1)**

Net cost of financial debt of € 3.7 million in 2013 corresponded to the cost of the average gross debt during the period of € 462 million (bearing an average interest rate of 0.92% compared to 0.97 % in 2012).

Other financial income and expenses

(In EUR million)	12 months ended 31 December 2013	12 months ended 31 December 2012	12 months ended 31 December 2011
Foreign exchange income/(expenses)	(1.4)	(1.5)	(1.3)
Other income/(expenses)	(8.3)	(4.6)	(8.6)
Other financial income and expenses	**(9.7)**	**(6.1)**	**(9.9)**
Of which:			
- other financial expenses	(15.9)	(9.8)	(14.2)
- other financial income	6.2	3.7	4.3

Other financial income and expenses consist primarily of the income transferred under the tax unit agreement prior to the reorganization of the German subsidiary to its parent company Atos. The amount of this transfer amounts to € 5.4 million, € 3.3 million and € 6.0 million respectively for the years 2013, 2012 and 2011.

Note 7 Income tax expenses

Current and deferred taxes

(In EUR million)	12 months ended 31 December 2013	12 months ended 31 December 2012	12 months ended 31 December 2011
Current taxes	(46.9)	(43.6)	(42.7)
Deferred taxes	10.7	(0.2)	(4.2)
Total	**(36.2)**	**(43.8)**	**(46.9)**

Effective tax rate

The difference between the French standard tax rate and the Group Effective tax rate is explained as follows:

(In EUR million)	12 months ended 31 December 2013	12 months ended 31 December 2012	12 months ended 31 December 2011
Profit before tax	156.5	139.4	141.4
French standard tax rate	38.0%	36.1%	36.1%
Theoretical tax charge at French standard rate	**(59.5)**	**(50.3)**	**(51.0)**
Impact of permanent differences	2.3	2.1	0.7
Differences in foreign tax rates	8.5	6.2	5.7
Movement on recognition of deferred tax assets	16.1	1.5	(0.6)
Change in deferred tax rates	(3.3)	(1.5)	(1.6)
Withholding taxes	(0.2)	(0.2)	-
CVAE net of tax	(2.8)	(2.7)	(2.7)
French Tax credit	1.2	1.0	1.2
Other	1.5	0.1	1.4
Group tax expense	**(36.2)**	**(43.8)**	**(46.9)**
Effective tax rate	**23.1%**	**31.4%**	**33.2%**

The 2013 Worldline effective tax rate was 23.1%, which included the French CVAE for a gross amount of € 4.2 million or € 2.8 million after tax.

Changes in the effective tax in 2013 compared to 2012 levels (-8.3 points) and 2012 compared to 2011 (-1.8 points), are mainly explained by the effect of reversal of impairment losses on Germany (€ 10.2 million) and Spain (€ 3.2 million). Indeed, following the reorganization related to Worldline subsidiary, the German and Spanish entities that had pre-integration deficits have benefited from additional operational activities (Spain) or a new tax unit officially recorded in 2013 (Germany) whose prospects projected five-year plans allow activation of a part of these deficits.

The horizon used for the activation of these deficits is 5 years. German deficits remain usable without time limit. The legal validity of Spanish deficit is 18 years and maturity is beyond 5 years.

Note 8 Deferred taxes

(In EUR million)	12 months ended 31 December 2013	12 months ended 31 December 2012	12 months ended 31 December 2011
Deferred tax assets	50.2	40.7	39.6
Deferred tax liabilities	6.9	4.0	5.8
Net deferred tax	**43.3**	**36.7**	**33.8**

Breakdown of deferred tax assets and liabilities by nature

(In EUR million)	Tax losses carry forward	Customer relation-ships	Fixed assets	Pensions	Other	Total
At January 1st, 2011	**2.2**	**(5.5)**	**25.3**	**5.8**	**5.3**	**33.1**
Charge to profit or loss for the year	0.3	1.0	(0.1)	(0.9)	(4.5)	(4.2)
Charge to goodwill	0.7	(1.2)	-	-	5.0	4.5
Charge to equity	(0.5)	-	-	1.4	-	0.9
Exchange differences	(0.2)	-	0.2	-	(0.5)	(0.5)
At December 31st, 2011	**2.5**	**(5.7)**	**25.4**	**6.3**	**5.3**	**33.8**
Charge to profit or loss for the year	-	1.1	(0.6)	0.9	(1.7)	(0.3)
Charge to goodwill	-	(0.7)	-	-	(1.1)	(1.8)
Charge to equity	0.2	-	-	5.1	-	5.3
Reclassification	-	-	(0.6)	0.5	-	(0.1)
Exchange differences	(0.1)	0.1	0.3	(0.1)	(0.4)	(0.2)
At December 31st, 2012	**2.6**	**(5.2)**	**24.5**	**12.7**	**2.1**	**36.7**
Charge to profit or loss for the year	12.7	1.1	(5.1)	3.6	(1.5)	10.8
Change of scope	-	-	-	0.2	0.6	0.8
Charge to equity	(0.3)	-	-	(1.5)	-	(1.8)
Reclassification	(0.3)	-	-	-	-	(0.3)
Exchange differences	(0.2)	0.1	(0.7)	(0.2)	(1.9)	(2.9)
At December 31st, 2013	**14.5**	**(4.0)**	**18.7**	**14.8**	**(0.7)**	**43.3**

Tax losses carry forward schedule (basis)

(In EUR million)	12 months ended 31 December 2013			12 months ended 31 December 2012			12 months ended 31 December 2011		
	Recog-nized	Unrecog-nized	Total	Recog-nized	Unrecog-nized	Total	Recog-nized	Unrecog-nized	Total
Tax losses available for carry forward for 5 years and more	10.5	11.6	22.1	3.0	24.4	27.4	2.1	24.0	26.1
Ordinary tax losses carry forward	**10.5**	**11.6**	**22.1**	**3.0**	**24.4**	**27.4**	**2.1**	**24.0**	**26.1**
Evergreen tax losses carry forward	**36.9**	**11.2**	**48.1**	**5.5**	**45.2**	**50.7**	**6.8**	**43.9**	**50.7**
Total tax losses carry forward	**47.4**	**22.8**	**70.2**	**8.5**	**69.6**	**78.1**	**8.9**	**67.9**	**76.8**

Countries with the largest tax losses available for carry forward were Germany (stable around € 42.0 million over the three years) and Spain (stable around € 19.0 million over the three years).

These old deficits have been recorded for the first time in 2013 for € 33.0 million in Germany and € 9.5 million in Spain.

Deferred tax assets not recognized by the Group

(In EUR million)	12 months 31 December 2013	12 months 31 December 2012	12 months 31 December 2011
Tax losses carry forward	6.8	21.5	21.2
Temporary differences	1.2	3.6	6.1
Total	**8.0**	**25.1**	**27.3**

Note 9 Goodwill

(In EUR million)	31 December 2012	Disposals Deprecia-tions	Impact of business combi-nation	Exchange rate fluctuations	31 December 2013
Gross value	378.4	-	-	(8.9)	**369.5**
Impairment loss	(0.7)	-	-	0.1	**(0.6)**
Carrying amount	**377.7**	**-**	**-**	**(8.8)**	**368.9**

(In EUR million)	31 December 2011	Disposals Deprecia-tions	Impact of business combi-nation	Exchange rate fluctuations	31 December 2012
Gross value	379.6	(2.9)	4.9	(3.2)	**378.4**
Impairment loss	(0.7)	-	-	-	**(0.7)**
Carrying amount	**378.9**	**(2.9)**	**4.9**	**(3.2)**	**377.7**

(In EUR million)	31 December 2010	Disposals Deprecia-tions	Impact of business combi-nation	Exchange rate fluctuations	31 December 2011
Gross value	386.8	-	3.4	(10.6)	**379.6**
Impairment loss	(0.7)	-	-	-	**(0.7)**
Carrying amount	**386.1**	**-**	**3.4**	**(10.6)**	**378.9**

The decrease by € 2.9 million corresponds to the disposal of 49% stake held in Sinsys. The increase by € 4.9 million and € 3.4 million correspond respectively to the Quality Equipment B.V. acquisition and to the Siemens Solutions and IT Services activities.

Goodwill is allocated to Cash Generating Units (CGUs) that are then part of one of the operating segments disclosed in the note 1 Segment information.

A summary of the carrying values of goodwill by CGUs or grouping of CGUs is presented in the table hereafter:

(In EUR million)	31 December 2013	31 December 2012	31 December 2011
France	5.8	5.8	5.8
Belgium and The Netherlands	248.2	248.2	246.1
United Kingdom	40.4	40.4	40.4
Germany & CEE	11.2	11.2	11.2
Iberia & Latin America	9.4	9.4	9.4
Asia & India	53.9	62.7	66.0
Total	**368.9**	**377.7**	**378.9**

The recoverable amount of a CGU is determined based on value-in-use calculations. These calculations use cash flow projections based on financial three-year business plans approved by management. They are also based on the following assumptions:

- Terminal value is calculated after the three-year period, using an estimated perpetuity growth rate of 2.5 percent. Although exceeding the long term average growth rate for the countries in which the Group operated, this rate reflects specific perspectives of the payment sector, and;
- Discount rates are applied by CGU based on the Group's weighted average cost of capital and adjusted to take into account specific tax rates and country risks relating to each geographical area. The Group considers that the weighted average cost of capital shoud be determined based on an historical equity risk premium of 6.0 percent, in order to reflect the long-term assumptions factored in the impairment tests.

The discount rates used by CGU are presented hereafter :

	2013 Discount rate
France	9.8%
Belgium and The Netherlands	9.8%
United Kingdom	9.8%
Germany & CEE	9.8%
Iberia & Latin America	9.8% to 11.8%
Asia & India	9.8% to 10.9%

On the basis of impairment tests carried at year end, no loss of value has been identified on the last three financial years.

An analysis was conducted to measure the sensitivity of the calculation to changes in key parameters (operating margin, discount rates and perpetual growth rate). Assumptions considered consisted of varying plus or minus 50 basis points each parameter.
This analysis did not reveal the existence of any risk on the Group's CGUs.

Note 10 Intangible assets

(In EUR million)	Software & Licenses	Customer Relation-ships (PPA) *	Other assets	Total
Gross value				
At January 1st, 2013	**83.8**	**32.1**	**15.3**	**131.2**
Additions	2.6	-	-	2.6
R&D capitalized	30.4	-	-	30.4
Disposals	(2.7)	-	(0.1)	(2.8)
Exchange differences	(0.5)	(0.6)		(1.1)
Other	0.4	-	9.1	9.5
At December 31st, 2013	**114.0**	**31.5**	**24.3**	**169.8**
Accumulated depreciation				
At January 1st, 2013	**(50.0)**	**(15.4)**	**(12.6)**	**(78.0)**
Depreciation charge for the year	(3.7)	(3.5)	(6.2)	(13.4)
Disposals/reversals	2.7	-	-	2.7
Exchange differences	0.4	0.2	0.1	0.7
Other	(0.3)	-	(4.9)	(5.2)
At December 31st, 2013	**(50.9)**	**(18.7)**	**(23.6)**	**(93.2)**
Net value				
At January 1st, 2013	**33.8**	**16.7**	**2.7**	**53.2**
At December 31st, 2013	**63.1**	**12.8**	**0.7**	**76.6**

** Purchase Price Allocation.*

(In EUR million)	Software & Licenses	Customer Relation-ships (PPA) *	Other assets	Total
Gross value				
At January 1st, 2012	**65.2**	**29.7**	**20.0**	**114.9**
Additions	4.0	-	-	4.0
R&D capitalized	15.6	-	-	15.6
Impact of business combination	(1.6)	2.7	(6.2)	(5.1)
Disposals	(0.2)	-	-	(0.2)
Exchange differences	(0.2)	(0.3)	(0.2)	(0.7)
Other	1.0	-	1.7	2.7
At December 31st, 2012	**83.8**	**32.1**	**15.3**	**131.2**
Accumulated depreciation				
At January 1st, 2012	**(47.3)**	**(12.1)**	**(12.1)**	**(71.5)**
Depreciation charge for the year	(3.6)	(3.4)	(4.0)	(11.0)
Impact of business combination	1.3	-	2.8	4.1
Disposals/reversals	0.2	-	-	0.2
Exchange differences	0.1	0.1	0.1	0.3
Other	(0.7)	-	0.6	(0.1)
At December 31st,2012	**(50.0)**	**(15.4)**	**(12.6)**	**(78.0)**
Net value				
At January 1st, 2012	**17.9**	**17.6**	**7.9**	**43.4**
At December 31st,2012	**33.8**	**16.7**	**2.7**	**53.2**

** Purchase Price Allocation.*

(In EUR million)	Software & Licenses	Customer Relation-ships (PPA) *	Other assets	Total
Gross value				
At January 1st, 2011	**47.9**	**25.6**	**19.9**	**93.4**
Additions	4.2	-	1.1	5.3
R&D capitalized	11.4	-	-	11.4
Impact of business combination	-	4.0	-	4.0
Disposals	(1.1)	-	(0.3)	(1.4)
Exchange differences	(0.2)	0.1	(0.5)	(0.6)
Other	3.0	-	(0.2)	2.8
At December 31st, 2011	**65.2**	**29.7**	**20.0**	**114.9**
Accumulated depreciation				
At January 1st, 2011	**(43.7)**	**(9.4)**	**(9.9)**	**(63.0)**
Depreciation charge for the year	(3.8)	(2.7)	(2.3)	(8.8)
Disposals/reversals	1.1	-	0.2	1.3
Exchange differences	0.1	-	0.3	0.4
Other	(1.0)	-	(0.4)	(1.4)
At December 31st,2011	**(47.3)**	**(12.1)**	**(12.1)**	**(71.5)**
Net value				
At January 1st, 2011	**4.2**	**16.2**	**10.0**	**30.4**
At December 31st,2011	**17.9**	**17.6**	**7.9**	**43.4**

** Purchase Price Allocation.*

Note 11 Tangible assets

(In EUR million)	Land and buildings	IT equipments	Other assets	Total
Gross value				
At January 1st, 2013	**63.7**	**184.6**	**47.0**	**295.3**
Additions	3.3	14.2	8.6	26.1
Disposals	(2.4)	(11.0)	(3.5)	(16.9)
Exchange differences	(0.1)	(1.9)	(3.2)	(5.2)
Other	(3.2)	(1.5)	(13.5)	(18.2)
At December 31st, 2013	**61.3**	**184.4**	**35.4**	**281.1**
Accumulated depreciation				
At January 1st, 2013	**(30.8)**	**(152.2)**	**(25.2)**	**(208.2)**
Depreciation charge for the year	(5.7)	(18.8)	(4.5)	(29.0)
Disposals/Reversals	0.7	10.6	3.6	14.9
Exchange differences	-	1.4	1.4	2.8
Impairment	1.1	-	0.5	1.6
Other	4.5	4.2	5.4	14.1
At December 31st, 2013	**(30.2)**	**(154.8)**	**(18.8)**	**(203.8)**
Net value				
At January 1st, 2013	**32.9**	**32.4**	**21.8**	**87.1**
At December 31st, 2013	**31.1**	**29.6**	**16.6**	**77.3**

(In EUR million)	Land and buildings	IT equipments	Other assets	Total
Gross value				
At January 1st, 2012	**70.6**	**174.4**	**40.9**	**285.9**
Additions	2.9	15.3	9.9	28.1
Impact of business combination	0.1	1.5	0.1	1.7
Disposals	(10.1)	(6.0)	(1.6)	(17.7)
Exchange differences	-	(0.7)	(0.6)	(1.3)
Other	0.2	0.1	(1.7)	(1.4)
At December 31st, 2012	**63.7**	**184.6**	**47.0**	**295.3**
Accumulated depreciation				
At January 1st, 2012	**(34.2)**	**(140.9)**	**(22.4)**	**(197.5)**
Depreciation charge for the year	(6.3)	(19.0)	(4.6)	(29.9)
Disposals/Reversals	9.8	4.9	1.4	16.1
Exchange differences	-	0.7	0.4	1.1
Impairment	1.7	-	-	1.7
Other	(1.8)	2.1	-	0.3
At December 31st,2012	**(30.8)**	**(152.2)**	**(25.2)**	**(208.2)**
Net value				
At January 1st, 2012	**36.4**	**33.5**	**18.5**	**88.4**
At December 31st,2012	**32.9**	**32.4**	**21.8**	**87.1**

(In EUR million)	Land and buildings	IT equipments	Other assets	Total
Gross value				
At January 1st, 2011	**69.1**	**163.6**	**42.4**	**275.1**
Additions	3.4	14.4	8.2	26.0
Impact of business combination	-	2.1	-	2.1
Disposals	(3.1)	(8.3)	(3.6)	(15.0)
Exchange differences	-	(1.2)	(1.5)	(2.7)
Other	1.2	3.8	(4.6)	0.4
At December 31st, 2011	**70.6**	**174.4**	**40.9**	**285.9**
Accumulated depreciation				
At January 1st, 2011	**(30.1)**	**(124.6)**	**(25.3)**	**(180.0)**
Depreciation charge for the year	(6.9)	(22.1)	(2.1)	(31.1)
Disposals/Reversals	2.8	7.4	3.6	13.8
Exchange differences	-	0.7	1.3	2.0
Impairment	0.2	-	0.1	0.3
Other	(0.2)	(2.3)	-	(2.5)
At December 31st,2011	**(34.2)**	**(140.9)**	**(22.4)**	**(197.5)**
Net value				
At January 1st, 2011	**39.0**	**39.0**	**17.1**	**95.1**
At December 31st,2011	**36.4**	**33.5**	**18.5**	**88.4**

Tangible capital assets of the Worldline Group mainly include computer equipment used in the production centers, particularly in the processing datacenters. Moreover, Worldline's policy is to rent its premises. Consequently, land and buildings are mostly composed of technical infrastructures of datacenters.

Note 12 Trade accounts and not receivable

(In EUR million)	31 December 2013	31 December 2012	31 December 2011
Gross value	241.7	229.4	215.6
Transition costs	0.4	0.0	2.0
Provision for doubtful debt	(4.9)	(4.8)	(6.1)
Net asset value	**237.2**	**224.6**	**211.5**
Prepayments	(9.8)	(6.5)	(6.7)
Deferred income and upfront payments received	(37.0)	(45.2)	(28.1)
Net accounts receivable	**190.4**	**172.9**	**176.7**
Number of days' sales outstanding (DSO)	**47**	**43**	**49**

For balances outstanding for more than 60 days, the Group considers the need for depreciation on a case-by-case basis through a quarterly review of its balances.

Worldline used in 2013 the new Atos securitization program which is divided into two compartments called "ON" and "OFF":

- Compartment "ON" is similar to the previous program (i.e. the receivables are maintained in the Group balance sheet) which remains by default the compartment in which the receivables are sold. This compartment was used at its lower level;
- Compartment "OFF" is designed so the credit risk (insolvency and overdue) of the debtors eligible to this compartment of the program is fully transferred to the purchasing entity of a third party financial institution.

As of December 31st, 2013, Atos has sold for Worldline:

- In the compartment "ON" € 28.9 million receivables. The sale is with recourse, thus re-consolidated in the balance sheet;
- In the compartment "OFF" € 8.4 million receivables which qualify for de-recognition as substantially all risks and rewards associated with the receivables were transferred.

Ageing of past due net receivables

(In EUR million)	31 December 2013	31 December 2012	31 December 2011
0-30 days overdues	8.9	6.6	5.7
30-60 days overdues	4.8	3.9	2.9
Beyond 60 days overdues	6.3	4.9	2.5
Total	**20.0**	**15.4**	**11.1**

Note 13 Other current assets

(In EUR million)	31 December 2013	31 December 2012	31 December 2011
Inventories	11.0	11.9	10.6
State - VAT receivables	15.2	15.3	16.7
Prepaid expenses	12.0	12.0	9.4
Other receivables & current assets	16.4	19.4	16.9
Advance payment	1.9	2.6	1.6
Total	**56.5**	**61.2**	**55.2**

Note 14 Cash and cash equivalents

(In EUR million)	31 December 2013	31 December 2012	31 December 2011
Cash in hand and short-term bank deposit	125.6	93.0	54.4
Current accounts with Atos entities - Assets	416.4	375.7	323.2
Total	**542.0**	**468.7**	**377.6**

Depending on market conditions and short-term cash flow expectations, the Group from time to time invests in money market funds or in bank deposits with a maturity period not exceeding three months.

Note 15 Pensions

The total amount recognized in the Group balance sheet in respect of pension plans and associated benefits was € 61.4 million at December, 31st 2013. It was € 63.6 million at December, 31 st 2012 and € 39.6 million at December, 31 st 2011.

The Group's obligations are predominantly located in the United Kingdom (35%), Belgium (28%), Germany (23%) and France (14%).

Characteristics of significant plans and associated risks

In the United Kingdom, these obligations are generated by legacy defined benefit plans, which have been closed to new entrants. The plans are final pay plans and are subject to the United Kingdom regulatory framework where funding requirements are determined by an independent actuary based on a discount rate reflecting the plan's expected return on investments. The plans are governed by an independent board of trustees which included employer and beneficiaries representatives. Recovery periods are agreed between the plans' trustees and the sponsoring companies and may run up to 20 years if appropriate securities are provided by sponsors. Since the plan only has active members, the current asset allocation across United Kingdom plans is predominantly return seeking with 65% invested in equity and the rest in government and non-government bonds, property and infrastructure.

In Belgium, the majority of the obligations flows from a defined benefit pension plan which has been closed to new entrants. The plan is subject to the Belgian regulatory framework where funding requirements are based on a 6% discount rate and an official mortality table. In case of underfunding, a deficit payment must be supplemented immediately. The plan is insured with a professional insurance company. The investment strategy is set by the insurance company.

In Germany, the majority of the obligations flows from a defined benefit pension plan which has been closed to new entrants. The plan is subject to the German regulatory framework, which has no funding requirements, but does include compulsory insolvency insurance (PSV). The plan is partially funded via an insurance company. The investment strategy is set by the insurance company.

Wordline's obligations are also generated, but to a lesser extent, by legal or collectively bargained end of service benefit plans and other long term benefits such as jubilee plans.

Those plans do not expose Worldline to any specific risks that are unusual for these types of benefit plans. Typical risks include, increase in inflation, longevity and a decrease in discount rates and adverse investment returns.

Events in 2011

In 2011, the United Kingdom plans' basis for indexing pensions in payment changed from RPI to CPI. This led to a past service credit of € 5.4 million.

Furthermore, in Belgium, the post-retirement medical plan has been closed, leading to a settlement gain of € 2.3 million.

Finally, as at July 1st, 2011, what would become the Austrian entity of Worldline was acquired from Siemens, leading to an inflow of obligation of € 1.8 million.

Events in 2012 and 2013

There were no significant events in 2012 and 2013.

Amounts recognized in the financial statements

The amounts recognized in the balance sheet as of December 31st, 2013 rely on the following components, determined at each benefit plan's level:

(In EUR million)	31 December 2013	31 December 2012	31 December 2011
Amounts recognized in financial statements consist of :			
Accrued liability – post employment plans	(60.3)	(62.4)	(38.6)
Accrued liability – other long term benefits	(1.1)	(1.1)	(1.0)
Net amounts recognized – Total	**(61.4)**	**(63.5)**	**(39.6)**
Components of net periodic cost			
Service cost (net of employees contributions)	6.4	4.6	5.4
Prior service cost	-	0.1	(5.4)
Settlement (gain)/loss	-	-	(2.3)
Operating expense	**6.4**	**4.7**	**(2.3)**
Interest cost	5.0	4.9	5.0
Interest income	(2.9)	(2.9)	(3.0)
Financial expense	**2.1**	**2.0**	**2.0**
Net periodic pension cost – Total expense/(profit)	**8.5**	**6.7**	**(0.3)**
Of which, net periodic pension cost – post employment plans	*8.4*	*6.6*	*(0.4)*
Of which, net periodic pension cost – other long term benefits	*0.1*	*0.1*	*0.1*
Change in defined benefit obligation			
Defined benefit obligation –post employment plans at January 1st	140.1	108.4	100.3
Defined benefit obligation – other long term benefits at January 1st	1.1	1.0	0.7
Total Defined Benefit Obligation at January 1st	**141.2**	**109.4**	**101.0**
Exchange rate impact	(0.9)	0.7	0.9
Service cost (net of employees contributions)	6.4	4.6	5.4
Interest cost	5.0	4.9	5.0
Employees contributions	0.5	0.8	0.7
Plan amendments	-	-	(5.4)
Settlement	-	-	(2.3)
Business combinations/(disposals)	0.4	-	1.9
Benefits paid	(1.4)	(2.5)	(1.6)
Actuarial (gain)/loss - change in financial assumptions	(5.6)	23.1	3.8
Actuarial (gain)/loss - change in demographic assumptions	0.5	0.2	-
Actuarial (gain)/loss - experience results	1.8	-	-
Defined benefit obligation at December 31st	**147.9**	**141.2**	**109.4**

The weighted average duration of the liability is 19.4 years.

(In EUR million)	31 December 2013	31 December 2012	31 December 2011
Change in plan assets			
Fair value of plan assets at January 1st	**77.8**	**69.8**	**64.6**
Exchange rate impact	(0.8)	0.6	0.9
Actual return on plan assets	6.8	4.9	0.7
Employer contributions	3.0	3.2	3.1
Employees contributions	0.5	0.8	0.7
Benefits paid by the fund	(0.8)	(1.5)	(0.2)
Fair value of plan assets at December 31st	**86.5**	**77.8**	**69.8**
Reconciliation of prepaid/(accrued) Benefit cost (all plans)			
Funded status-post employment plans	(60.3)	(62.4)	(38.6)
Funded status-other long term benefit plans	(1.1)	(1.1)	(1.0)
Prepaid/(accrued) pension cost	**(61.4)**	**(63.5)**	**(39.6)**
Reconciliation of net amount recognized (all plans)			
Net amount recognized at beginning of year	**(63.5)**	**(39.6)**	**(36.4)**
Net periodic pension cost	(8.5)	(6.6)	0.3
Benefits paid by by the employer	0.7	0.9	1.4
Employer contributions	3.0	3.2	3.1
Business combinations/(disposals)	(0.5)	-	(1.9)
Amounts recognized in Other Comprehensive Income	7.2	(21.4)	(5.9)
Other (exchange rate)	0.2	-	(0.2)
Net amount recognized at end of year	**(61.4)**	**(63.5)**	**(39.6)**

The development in the plans in the United Kingdom, Belgium and Germany in 2013 was as follows:

(In EUR million)	United Kingdom	Belgium	Germany
Reconciliation of net amount recognized in main plans			
Net amount recognized at beginning of year	**(5.8)**	**(9.9)**	**(27.1)**
Net periodic pension cost	(1.9)	(2.5)	(2.1)
Benefits paid by employer	-	0.1	0.3
Employer contributions	0.9	1.8	0.4
Amounts recognized in Other Comprehensive Income	2.4	3.6	0.6
Other (exchange rate)	0.2	-	-
Net amount recognized at end of year	**(4.2)**	**(6.9)**	**(27.9)**
Defined benefit obligation at December 31st	(51.1)	(40.8)	(33.5)
Fair value of plan assets at December 31st	46.9	33.9	5.6
Net amount recognized at end of year	**(4.2)**	**(6.9)**	**(27.9)**

The obligations in respect of benefit plans which are partially or totally funded were € 119.3 million as of December 31st, 2013, € 113.9 million as of December 31st, 2012 and € 87.8 million as of December 31st, 2011, representing more than 80% of Worldline total obligations.

Actuarial assumptions

Worldline obligations are valued by independent actuaries, based on assumptions that are periodically updated. These assumptions are set out in the table below:

	United Kingdom			Eurozone		
	2013	2012	2011	2013	2012	2011
Discount rate as at December 31st	4.60%	4.50%	4.70%	3.30%	3.00%	4.50%
Inflation assumption as at December 31st	3.20%	2.90%	2.90%	2.00%	2.00%	2.00%

The inflation assumption is used for estimating the impact of indexation of pensions in payment or salary inflation based on the various rules of each plan.

Sensitivity of the defined benefit obligations of the significant plans to the discount rate and inflation rate assumptions is as follows:

	Discount rate +25bp	Inflation rate +25bp
United Kingdom main pension plan	-6.1%	+6.2%
German main pension plan	-5.7%	-
Belgian main pension plan	-3.0%	-

These sensitivities are based on calculations made by independent actuaries and do not include cross effects of the various assumptions, they do however include effects that the inflation assumptions would have on salary increase assumptions for the United Kingdom. The defined benefit obligations of the plans in Belgium and Germany are not sensitive to the inflation assumption.

Plan assets

Plan assets were invested as follows:

	31 December 2013	31 December 2012	31 December 2011
Equity	35%	35%	34%
Bonds	16%	16%	15%
Other	49%	49%	51%

Of these assets the equity and bonds are valued at market value. Of the other assets a small proportion relates to illiquid investments where valuations are based on the information provided by the investment managers and the majority relates to insurance contracts.

Summary net impacts on profit and loss and cash

The net impact of defined benefits plans on Worldline financial statements can be summarized as follows:

Profit and loss

(In EUR million)	31 December 2013			31 December 2012			31 December 2011		
	Post-employment	Other LT benefit	**Total**	Post-employment	Other LT benefit	**Total**	Post-employment	Other LT benefit	**Total**
Operating margin	(6.3)	(0.1)	**(6.4)**	(4.6)	(0.1)	**(4.7)**	2.4	(0.1)	**2.3**
Financial result	(2.1)	-	**(2.1)**	(2.0)	-	**(2.0)**	(2.0)	-	**(2.0)**
Total (expense)/profit	(8.4)	(0.1)	**(8.5)**	(6.6)	(0.1)	**(6.7)**	0.4	(0.1)	**0.3**

Cash impacts of pensions in 2013 and 2014

The cash impact of pensions in 2013 is mainly composed of cash contributions to the pension funds for € 3.0 million, the remaining part being benefit payments directly made by Worldline to the beneficiaries.

Note 16 Provisions

(In EUR million)	31 December 2012	Charge	Release used	Release unused	Business Combi-nation	Other (*)	31 December 2013	Current	Non-current
Reorganization	0.9	1.2	(0.7)	(0.1)	-	(0.4)	0.9	0.9	-
Rationalization	0.6	-	-	(0.1)	-	(0.1)	0.4	0.4	-
Project commitments	11.0	2.2	(6.2)	(0.6)	-	(1.1)	5.3	-	5.3
Litigations and contingencies	9.3	2.5	(1.6)	(2.8)	-	0.6	8.0	-	8.0
Total provisions	**21.8**	**5.9**	**(8.5)**	**(3.6)**	**-**	**(1.0)**	**14.6**	**1.3**	**13.3**

(In EUR million)	31 December 2011	Charge	Release used	Release unused	Business Combi-nation	Other (*)	31 December 2012	Current	Non-current
Reorganization	1.0	0.9	(0.6)	-	-	(0.4)	0.9	0.9	-
Rationalization	0.6	-	(0.2)	(0.1)	-	0.3	0.6	0.6	-
Project commitments	18.7	2.0	(5.8)	(0.6)	(2.3)	(1.0)	11.0	-	11.0
Litigations and contingencies	11.2	3.2	(3.1)	(1.9)	0.3	(0.4)	9.3	-	9.3
Total provisions	**31.5**	**6.1**	**(9.7)**	**(2.6)**	**(2.0)**	**(1.5)**	**21.8**	**1.5**	**20.3**

(In EUR million)	31 December 2010	Charge	Release used	Release unused	Business Combi-nation	Other (*)	31 December 2011	Current	Non-current
Reorganization	0.7	0.8	(4.2)	(0.5)	4.5	(0.3)	1.0	1.0	-
Rationalization	7.1	-	(5.3)	(1.2)	-	-	0.6	0.6	-
Project commitments	5.6	3.1	(5.9)	(0.3)	17.8	(1.6)	18.7	-	18.7
Litigations and contingencies	10.4	4.1	(1.6)	(2.2)	0.7	(0.2)	11.2	-	11.2
Total provisions	**23.8**	**8.0**	**(17.0)**	**(4.2)**	**23.0**	**(2.1)**	**31.5**	**1.6**	**29.9**

(*) Other movements mainly consist of the currency translation adjustments.

Note 17 Borrowings

(In EUR million)	31 December 2013			31 December 2012			31 December 2011		
	Current	Non-current	Total	Current	Non-current	Total	Current	Non-current	Total
Finance leases	0.3	1.7	2.0	0.2	0.2	0.4	0.3	0.4	0.7
Securitization	28.9	-	28.9	57.5	-	57.5	62.5	-	62.5
Overdrafts	134.7	-	134.7	158.6	-	158.6	149.2	-	149.2
Current accounts with Atos entities	404.8	-	404.8	169.2	-	169.2	148.5	-	148.5
Loans with Atos entities	26.5	44.0	70.5	26.3	70.5	96.8	22.5	96.9	119.4
Other borrowings	0.4	0.3	0.7	0.3	0.5	0.8	0.3	0.5	0.8
Total borrowings	**595.6**	**46.0**	**641.6**	**412.1**	**71.2**	**483.3**	**383.3**	**97.8**	**481.1**

Borrowings in currencies

(In EUR million)	EUR	Other currencies	Total
31 December 2013	562.0	79.6	**641.6**
31 December 2012	342.8	140.5	**483.3**
31 December 2011	327.6	153.5	**481.1**

Non-current borrowings maturity

(In EUR million)	2015	2016	2017	2018	>2018	Total
Finance leases	0.3	0.2	0.1	0.1	1.0	1.7
Loans with Atos entities	22.0	22.0	-	-	-	44.0
Other borrowings	0.3	-	-	-	-	0.3
As at December 31st, 2013 long-term debt	**22.6**	**22.2**	**0.1**	**0.1**	**1.0**	**46.0**

(In EUR million)	2014	2015	2016	2017	>2017	Total
Finance leases	0.2	-	-	-	-	0.2
Loans with Atos entities	26.5	22.0	22.0	-	-	70.5
Other borrowings	0.1	0.2	0.2	-	-	0.5
As at December 31st, 2012 long-term debt	**26.8**	**22.2**	**22.2**	**-**	**-**	**71.2**

(In EUR million)	2013	2014	2015	2016	>2016	Total
Finance leases	0.2	0.2	-	-	-	0.4
Loans with Atos entities	26.4	26.5	22.0	22.0	-	96.9
Other borrowings	-	0.1	0.2	0.2	-	0.5
As at December 31st, 2011 long-term debt	**26.6**	**26.8**	**22.2**	**22.2**	**-**	**97.8**

Change in net debt over the period

(In EUR million)	31 December 2013	31 December 2012	31 December 2011
Opening net cash/(debt)	**(14.6)**	**(103.6)**	**(159.3)**
New borrowings	(0.3)	(0.4)	(6.1)
Repayment of long and medium-term borrowings	25.7	23.4	22.1
Variance in net cash and cash equivalents	(138.7)	65.6	39.4
New finance leases	(1.7)	-	-
Long and medium-term debt of companies acquired during the period	-	(0.4)	-
Impact of exchange rate fluctuations on net long and medium-term debt	0.9	(4.2)	(1.4)
Other flows related to financing activities	29.1	5.0	1.7
Closing net cash/(debt)	**(99.6)**	**(14.6)**	**(103.6)**

The other flows related to financing activities mainly correspond to a net repayment of securitization transactions on a reconsolidated program in the Worldline's IFRS financial statements.

Net debt

(In EUR million)	31 December 2013	31 December 2012	31 December 2011
Cash and cash equivalents	542.0	468.7	377.6
Borrowings	(46.0)	(71.2)	(97.8)
Current portion of borrowings	(595.6)	(412.1)	(383.4)
Total	**(99.6)**	**(14.6)**	**(103.6)**

Note 18 Trade accounts and notes payable

(In EUR million)	31 December 2013	31 December 2012	31 December 2011
Trade payables and notes payable	**156.0**	**125.2**	**124.2**
Net advance payments	(1.9)	(2.6)	(1.6)
Prepaid expenses	(12.0)	(12.0)	(9.4)
Net accounts payable	**142.1**	**110.6**	**113.2**
Number of days' payable outstanding (DPO)	**71**	**51**	**61**

Trade accounts and notes payable are expected to be paid within one year.

The change in 2013 primarily reflects the increase of days payable outstanding (DPO) by 20 days (€ 30.8 million), partly due to increased payables towards the Atos group (+€ 10.0 million), as a consequence of the Worldline reorganization that generated new flows of internal costs allocation, in addition to a higher volume of hardware purchases (+€ 10.0 million).

Note 19 Other current liabilities

(In EUR million)	31 December 2013	31 December 2012	31 December 2011
Advances and down payments received on client orders	9.8	6.5	6.7
Employee-related liabilities	56.7	55.1	52.5
Social security and other employee welfare liabilities	33.7	32.5	28.3
VAT payable	33.4	33.1	32.7
Deferred income	30.3	35.2	22.5
Other operating liabilities	12.8	23.3	20.2
Total	**176.7**	**185.7**	**162.9**

Other current liabilities are expected to be settled within one year, except for deferred income that is released over the particular arrangement of the corresponding contract.

Note 20 Notes on the combined cash flow statements

Change in working capital requirement

(in EUR million)	12 months ended 31 December 2013	12 months ended 31 December 2012	12 months ended 31 December 2011
Trade accounts and notes receivables	(18.8)	(2.3)	(4.0)
Trade accounts and notes payables	34.0	2.8	8.8
Employee-related liabilities	2.5	8.2	1.0
Other	(1.6)	(4.4)	(2.9)
Change in working capital requirement	**16.1**	**4.3**	**2.9**

Proceeds and payment from acquisitions and long-term investments

(in EUR million)	12 months ended 31 December 2013	12 months ended 31 December 2012	12 months ended 31 December 2011
Amounts paid for acquisitions and long-term investments :			
Atos Worldline India Private Limited shares (India)	-	-	(0.9)
Quality equipment (The Netherlands)	-	(9.5)	-
Buyster shares (France)	-	-	(2.6)
Other	(0.4)	(1.2)	(3.8)
Total amounts paid for acquisitions and long-term investments	**(0.4)**	**(10.7)**	**(7.3)**
Proceeds from disposals of financial investments:			
Sinsys shares (Belgium)	-	11.8	-
Other	0.1	0.3	1.2
Total proceeds from disposals of financial investments	**0.1**	**12.1**	**1.2**

Liabilities towards shareholders

(in EUR million)	12 months ended 31 December 2013	12 months ended 31 December 2012	12 months ended 31 December 2011
Atos Worldline GmbH shares (Germany)	(90.0)	-	-
Atos Worldline India Private Limited shares (India)	(51.4)	-	-
Atos IT Solutions and Services S.A. shares (Argentina) *	(39.2)	-	-
Atos Worldline Spain, S.A. shares (Spain)	(14.5)	-	-
Atos Worldline Austria GmbH shares (Austria) *	(9.8)	-	-
Atos IT Solutions and Services S.A. shares (Chile) *	(3.3)	-	-
Liabilities towards shareholders	**(208.2)**	**-**	**-**

** From Siemens*

Other flows from financing activities

The other flows related to financing activities correspond to a reduced use of securitization.

Net cash and cash equivalents

(In EUR million)	31 December 2013	31 December 2012	31 December 2011
Cash and cash equivalents	125.6	93.0	54.4
Current accounts with Atos entities - Assets	416.4	375.7	323.2
Total cash and cash equivalents	**542.0**	**468.7**	**377.6**
Overdrafts & cash pooling	(134.7)	(158.6)	(149.2)
Current accounts with Atos entities - Liabilities	(404.8)	(169.2)	(148.5)
Total overdrafts and equivalents	**(539.5)**	**(327.8)**	**(297.7)**
Total net cash and cash equivalents	**2.5**	**140.9**	**79.9**

Note 21 Off balance sheet commitments

Contractual commitments

(In EUR million)	31 December 2013		Maturing		31 December 2012	31 December 2011
		Up to 1 year	1 to 5 years	Over 5 years		
Finance leases	2.1	0.3	0.3	1.5	0.4	0.7
Recorded on the balance sheet	**2.1**	**0.3**	**0.3**	**1.5**	**0.4**	**0.7**
Operating leases: land, buildings, fittings	81.8	14.1	37.2	30.5	50.5	63.2
Operating leases: IT equipment	2.0	1.2	0.8	-	0.5	1.8
Operating leases: other fixed assets	8.2	3.5	4.7	-	8.8	7.5
Non-cancellable purchase obligations (> 5 years)	16.6	15.8	0.8	-	22.1	10.3
Commitments	**108.6**	**34.6**	**43.5**	**30.5**	**81.9**	**82.8**
Total	**110.7**	**34.9**	**43.8**	**32.0**	**82.3**	**83.5**

Commercial commitments

(In EUR million)	31 December 2013	31 December 2012	31 December 2011
Bank guarantees	**18.8**	**20.6**	**20.9**
- Operational - Performance	14.6	16.3	16.6
- Operational - Bid	0.1	0.1	2.1
- Operational - Advance Payment	4.1	4.2	2.2
Pledges	**-**	**0.1**	**0.5**
Total	**18.8**	**20.7**	**21.4**

Note 22 Related parties

The related parties include:

- The Worldline's parent company (Atos SE) and its subsidiaries which are not part of the Worldline's consolidation scope;
- The entities that are controlled or jointly controlled by the Group, the entities that are a post-employment defined benefit plan for the benefit of the employees of the Group or the entities that are controlled or jointly controlled by a member of the key management personnel of the Group; and
- The key management personnel of the Group, defined as persons who have the authority and responsibility for planning, directing and controlling the activity of the Group, namely members of the Board of Directors as well as the Chief Executive Officer and the Senior Executive Vice President.

Transactions between Worldline and its subsidiaries, which are related parties, have been eliminated in consolidation and are not disclosed in this note.

Transactions between the related parties

The main transactions between the related entities are composed of:

- The reinvoicing of the premises and personnel expenses;
- The invoicing of administrative services and subcontractors related to customer's contracts;
- The Atos trademark fees; and
- The interests expenses related to the financial items.

These transactions are entered into at market conditions.

The related parties transactions are detailed as follows:

(In EUR million)	12 months ended 31 December 2013	12 months ended 31 December 2012	12 months ended 31 December 2011
Revenue	19.6	17.4	12.2
Operating income	12.6	14.0	9.5
Operating expenses	(107.7)	(79.8)	(73.8)
Other operating expenses	(4.0)	(0.3)	(0.4)
Net cost of financial debt	(3.0)	(3.7)	(4.6)

The receivables and liabilities included in the statement of financial position linked to the related parties are detailed as follows:

(In EUR million)	12 months ended 31 December 2013	12 months ended 31 December 2012	12 months ended 31 December 2011
Trade accounts and notes receivables	20.7	10.3	8.9
Other current assets	1.2	4.3	3.1
Current accounts & cash agreement - Assets	416.4	375.7	323.2
Financial liabilities	70.5	96.9	119.3
Trade accounts and notes payables	27.6	11.3	20.1
Other current liabilities	0.4	0.6	4.3
Current accounts & cash agreement - Liabilities	401.4	165.5	144.9

The off balance sheet commitments regarding the related parties are detailed as follows :

(In EUR million)	31 December 2013	Maturing			31 December 2012	31 December 2011
		Up to 1 year	1 to 5 years	Over 5 years		
Operating leases: land, buildings, fittings	51.2	7.8	26.5	16.9	56.1	64.4
Operating leases: other fixed assets	-	-	-	-	0.4	-
Non-cancellable purchase obligations (> 5 years)	0.2	0.1	0.1	-	-	-
Total	**51.4**	**7.9**	**26.6**	**16.9**	**56.5**	**64.4**

Cost of Key management personnel of the Group

The expenses related to the key management personnel of the Group Worldline, include the ones related to the Chairman of the Board of Directors as well as the Chief Executive Officer and the Senior Executive Vice President; the expenses related to the members of the Board of directors have not been considered for the preparation of the combined financial statements. The expenses of the Chairman of the Board of directors and the Chief Executive Officer have been calculated on the basis of a percentage of the revenue of the Group, compared to the Atos' revenue. The expenses related to the Senior Executive Vice President have been taken at 100%.

The distribution of the expense recorded in the combined financial statements for key management of the Group is as follows:

(In EUR million)	12 months ended 31 December 2013	12 months ended 31 December 2012	12 months ended 31 December 2011
Short-term benefits	0.8	0.9	0.9
Employer contributions	0.8	0.4	0.3
Post-employment benefits	0.3	0.2	0.2
Free share plans & stock options (*)	0.4	0.3	0.2
Total	**2.3**	**1.8**	**1.6**

(*) Free share plans and stock options granted to key management personnel of Worldline come from Atos plans and refer to Atos share.

Short-term benefits include salaries, bonuses and fringe benefits. The increase in employer contributions and other taxes is due to the French exceptional taxation of high salaries and the employer contribution to social charges on the performance shares granted in 2013.
Bonuses correspond to the total charge reflected in the income statement including the bonuses

effectively paid during the year, the accruals related to current year and the release of accruals relating to previous year. No post-employment compensation has been paid to the key management personnel during the year.

Note 23 Market risk

Exchange risk

The bulk of the Group's revenues, expenses and obligations are denominated in euro. In 2013, 78.4% of the Group's revenues were generated in euro-zone countries whereas 21.6% were generated in non-euro zone countries, including 13% in pounds sterling. Since the Group's financial statements are denominated in euros, its revenues are affected by the relative value of the euro versus the currency of the non-euro zone countries in which it generates revenues (currency translation exposure). In terms of currency transaction exposure (i.e., a mismatch between the currencies in which revenues are generated and costs are incurred), the Group considers its exposure to be limited as its costs in the euro zone are generally incurred in euros and its revenues are generated in euros and in non-eurozone countries it generally makes its sales and incurs the majority of its operating expenses in the local currency.
The Group maintains a policy for managing its foreign exchange position if and to the extent it enters into commercial or financial transactions denominated in currencies that differ from the relevant local currencies. Pursuant to this policy, any material foreign exchange rate exposure must be hedged as soon as it occurs using various financial instruments, including, principally, forward contracts and foreign currency swaps. As of December 31st, 2013, the Group did not have any material foreign exchange rate exposure and did not have any such hedging instruments in place.

Interest rate risk

All of the Group's borrowings, the vast majority of which are with Atos group as lender, and deposits bear interest at floating interest rates mainly based on Euribor or EONIA plus or minus a margin as indicated in the table below. The Group considers that its exposure to interest rate fluctuations in not material in light of the relatively low level of its indebtedness (net of cash and cash equivalents) as of December 31st, 2013 (€ 99.6 million).

The following table sets forth in greater detail the composition of the Group's net indebtedness as of December 31st , 2013:

	Category	December 31, 2013 (in € millions)	Standard Financial Conditions	Countries
Cash/Debt with Financial Institutions	Cash & deposits at local bank [(1)]	30.9		
	Overdraft	0.0	Baibor 1M + margin*	Argentina
	Financial leases	(2.0)		Belgium
	Net external cash	**28.9**		
Cash/Debt with Atos group	Atos group cash pooling financing – net [(2)]	(40.0)	Eonia -/+ margin*	Germany, Asia, UK
	Net current accounts with Atos group entities [(3)]	11.6	Eonia -/+ margin*	France, Belgium, LATAM
	Other financial debts	(100.1)		
	Intercompany loans [(4)]	*70.5*	*€3M + margin* (France)*	*France, India*
	Securitization and others [(5)]	*29.6*	*€1M + margin**	*France*
	Net intercompany debt	**(128.5)**		
	Net debt	**(99.6)**		

(1) Amount included in the line item entitled "cash in hand and short-term bank deposits". See Note 20
(2) Corresponds to the line item entitled "cash in hand and short-term bank deposits" (€ 125.6 million) after deduction of cash and deposits at local bank (see above) (€ 30.9 million) and the amount in the line item entitled "overdrafts and cash pooling" (€ 134.7 million) in liabilities. See Notes 17 and 20
(3) Corresponds to total net assets (+€ 416.4 million) and net liabilities (-€ 404.8 million) of current accounts with Atos group. See Note 20.
(4) Corresponds to the line item entitled "borrowings with Atos group entities". See Note 17.
(5) Corresponds to the line items entitled "securitization" and "other borrowings". See Note 17.

Liquidity risk

Nearly all of the Group's borrowings and cash consist of financing and cash deposits with maturities of less than two years provided by Atos through intercompany loans, current accounts, cash pooling and other financial instruments. As such, the Group currently benefits from the financial support of Atos for its liquidity requirements. For more information about the Group's financial liabilities, see Note 17.

Following the listing of the Company's shares on Euronext Paris, the Group will benefit from a € 300 million revolving credit facility to be granted by Atos group, with a two-year term, in order to cover the Group's liquidity requirements, including temporary fluctuations in its working capital needs.

Following the listing of the Company's shares on Euronext Paris, the Group intends, in due course, to enter into a revolving credit facility with third party financial institutions to replace the Atos revolving credit facility.

Credit and/or Counterparty Risk

Credit and/or counterparty risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group believes that it has limited exposure to concentrations of credit risk due to its large and diverse customer base. The Group's greatest credit risk position is borne with respect to its financial institution customers. The Group manages this credit risk by consistently selecting leading financial institutions as clients and by using several banking partners.

The Group is also exposed to some credit risk in connection with its commercial acquiring and checks services businesses:

- *Commercial acquiring*. For each transaction, the Group provides a performance guarantee to the merchant in respect the cardholder's payment. Therefore, the Group is exposed to a credit risk in the event of non-payment by the cardholder. Additionally, the Group offers a guarantee of "service rendered" to the cardholder. Accordingly, in the event a merchant goes bankrupt (or ceases to operate) before delivering the product or rendering the service purchased by a cardholder, the cardholder can require the Group to reimburse it for the amount of the transaction. This credit risk exposure is especially significant where services are purchased through e-Commerce well in advance of the time that they are actually rendered (e.g., ticket purchases through travel agencies). The Group monitors these risks by selecting financially sound clients, requesting guarantees (collateral build up, delegation of insurance, etc.) and checking daily transaction flows to avoid excessive exposure to these risks.

- *Check services*. Under its Check Service business, the Group pays its merchant clients indemnities for unpaid checks that have been approved by the Group based on a credit scoring system. To the extent that fees received from merchants for this service are less than the average levels of bad checks, the activity can become loss-making. The Group manages this risk by analyzing bad debt levels for each type of merchant business and adjusts fees charged to merchants accordingly.

Note 24 Main operating entities part of scope of consolidation as of December 31st, 2013

	% of Interest	Conso-lidation method	% of Control	Address
FRANCE				
Atos Worldline SAS	100	FC	100	80, quai Voltaire - 95870 Bezons
Mantis SAS	100	FC	100	24, rue des Jeûneurs - 75002 Paris
Atos Participation 1	100	FC	100	80, quai Voltaire - 95870 Bezons
Santeos	100	FC	100	80, quai Voltaire - 95870 Bezons
Atos Worldline Bourgigne	100	FC	100	80, quai Voltaire - 95870 Bezons
Arabor	100	FC	100	80, quai Voltaire - 95870 Bezons
Buyster	25	EM	25	13-15 rue de Nancy – 75010 Paris
Similo SAS	100	FC	100	80, quai Voltaire - 95870 Bezons
GERMANY				
Atos Worldline GmbH	100	FC	100	Hahnstraße 25 - 60528 Frankfurt - Germany
Atos Worldline Holding GmbH	100	FC	100	Franz-Geuer-Straße 10 - 50823 Koln - Germany
THE NETHERLANDS				
Atos Worldline B.V.	100	FC	100	Wolweverstraat 18 - 2980 CD Ridderkerk - The Nederlands
OTHER EUROPE - MIDDLE EAST - AFRICA				
Austria				
Atos Worldline Austria GmbH	100	FC	100	Siemensstraße 92 - 1210 Vienna - Austria
Belgium				
Atos Worldline NV	100	FC	100	Chaussée de Haecht 1442 - B-1130 Brussel - Belgium
Atos Worldline Propco	100	FC	100	Chaussée de Haecht 1442 - B-1130 Brussel - Belgium
Luxembourg				
Atos Worldline	100	FC	100	2, rue Nicolas Bové - L1253 Luxembourg
Spain				
Tempos 21, Innovación en Aplicaciones Móviles, SA	100	FC	100	Avda. Diagonal, 210-218 - Barcelona 08018 - Spain
Ute ctda Leon (Centro de Tramite de Senuncias Automatizado)	34	PC	34	Calle Valgrande numero 6 - 28108 Alcobendas - Madrid - Spain
THE UNITED KINGDOM				
Atos Worldline UK Limited	100	FC	100	4 Triton Square - Regent's Place - London, NW1 3HG- United Kingdom

	% of Interest	Conso-lidation method	% of Control	Address
ASIA PACIFIC				
China				
Atos Worldline Co LTD	100	FC	100	Room 01.111, Floor 1, Building 17, No.7, Zhonghuan Nanlu, Wangjing, District Chaoyang , Beijing - China
Hong Kong				
Atos Worldline Limited	100	FC	100	8/F Octa Tower, 8 Lam Chak Street, Kowloon Bay, Kowloon, Hong Kong
India				
Atos Worldline India Private Ltd	100	FC	100	701, Interface 11 - Malad (West) - Mumbai 400064 - India
One to One Marketing Solutions (India) Pte Limited	100	FC	100	701, Interface 11 - Malad (West) - Mumbai 400064 - India
Indonesia				
PT Atos Information Technology Indonesia	100	FC	100	Wisma Keiai #1707 - Jalan Jenderal Sudirman Kav 3 - Jakarta 10220 Indonesia
Malaysia				
Atos Worldline (Malaysia) Sdn. Bhd	100	FC	100	16-A (1st Floor) Jalan Tun Sambanthan - 3 Brickfields - 50470 Kuala Lumpur - Malaysia
Singapore				
Atos Worldline PTE LD	100	FC	100	620A Lorong 1 Toa Payoh - TP4 Level 5 - 319762 Singapore
Taiwan				
Atos Worldline Ltd	100	FC	100	5F, No.100, Sec.3, Min Sheng E. Road - Taipei 105 - Taiwan - R.O.C.
AMERICAS				
Argentina				
Atos IT Solutions and Services SA	100	FC	100	Arias 3751 piso 18, C.A.B.A. - Republica Argentina
Chile				
Atos IT Solutions and Services S.A.	100	FC	100	Avenida Providencia 1760 Piso 17, Comuna de Providencia - 8320000 Santiago de Chile - Chile

ANNEX III

PRO FORMA FINANCIAL INFORMATION

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Pro forma Financial Statements

A.1 Pro forma Financial Statements

A.1.1 Statutory Auditor's report on the pro forma financial statements for the years ended December 31st 2012 and 2013

Atos Worldline
(new company name from April 30, 2014: **Worldline**)

Société par Actions Simplifiée

80, quai Voltaire
95870 BEZONS

Statutory Auditor's report on the pro forma financial information for the years ended December 31, 2012 and 2013

This is a free translation into English of the auditor's report issued in the French language and is provided solely for the convenience of English speaking readers.
This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

To the Chairman,

In our capacity as statutory auditor, and in accordance with Regulation (EC) no. 809/2004, we hereby report on the pro forma financial information of Atos Worldline S.A.S. (new company name from April 30, 2014: Worldline S.A.) for the years ended December 31, 2012 and 2013, to be included in the information document (*document de base*) prepared for the planned listing of the shares of Worldline S.A. on the Euronext Paris market.

This pro forma financial information was prepared exclusively to illustrate the effect that the separation from the Atos Group could have had on the income statement, statement of comprehensive income, revenue and operating margin by service line and the combined cash flow statement of the Worldline Group if the transaction had taken effect at the opening date of the first period presented, that is January 1, 2011 and if the separated group had operated as a distinct group from the Atos Group, autonomous and listed on the stock market from this date. By its very nature, the pro forma financial information describes a hypothetical situation and is not necessarily representative of the financial position or performances which could have been recorded if the transaction or event had occurred at a date earlier than effectively performed.

This pro forma financial information was prepared under your responsibility in accordance with the provisions of Regulation (EC) no. 809/2004 and ESMA (formerly CESR) recommendations on pro forma financial information.

Our role is to express a conclusion, based on our work, under the terms required by Annex II, item 7 of Regulation (EC) no. 809/2004, on whether the pro forma financial information has been properly prepared.

We performed the procedures we considered necessary with regard to the professional standards of the French Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*) for this type of engagement. These procedures, which did not include a review of underlying financial information used to prepare pro forma financial information, consisted mainly in verifying that the basis on which this pro forma financial information was prepared is consistent with the source documents, reviewing the documentary evidence explaining the pro forma restatements, and holding discussions with Atos Worldine S.A.S. management to gather the information and explanations that we deemed necessary.

In our opinion:

- the pro forma financial information has been properly prepared on the basis stated;
- this basis is consistent with the accounting policies of the issuer.

This report is issued solely for the filing of the information document with the French financial markets authority (*Autorité des Marchés Financiers, AMF*) and, for the offer of securities to the public in France and other EU member states, where a prospectus including by reference the information document approved by the AMF is notified. It cannot be used for any other purpose.

Neuilly-sur-Seine, April 29, 2014

The Statutory Auditor

Deloitte & Associés

Christophe Patrier

A.2 Pro forma financial statements

A.2.1 Basis of preparation of the pro forma financial statements

In connection with the initial public offering of Worldline, to present an economic view of the Worldline business as a whole, which did not form a separate sub-group within the Atos group, historical combined financial statements have been prepared for the years 2011, 2012 and 2013 in accordance with the basis of preparation described above as if its subsidiaries and activities had formed group before the actual carve out.

This set of financial statements has been prepared based on the financial statements of the entities historically included in the audited consolidated financial statements of the Atos group.

These historical combined financial statements have been used as the basis for preparing pro forma financial information for 2012 and 2013, for which the main pro forma adjustments are presented below.

The purpose of the pro forma financial statements is to present Worldline income statement, statement of comprehensive income and statement of cash flows as if the demerger from Atos had been carried out on January 1st, 2011 and therefore as if Worldline had operated as a separate, self-managing listed group as from that date.

The pro forma financial information for 2012 and 2013 has been prepared in accordance with:

- Annex II of EE Regulation No. 809/2004 (the Prospectus Regulation);
- Articles 212-7 and 222-2 of the General Regulation of the AMF relating respectively to the contents of the prospectus and pro forma financial information to be provided in financial reports;
- the AMF Instruction n ° 2005-11 (specified by the AMF n°2007-5 instruction and the AMF n°2013-08 recommendation).

The pro forma financial information for 2012 and 2013 has been prepared on the basis of Worldline historical combined financial statements for the same years. They should therefore be read in conjunction with those historical combined financial statements, which are presented in this prospectus.

This pro forma financial information is provided for illustrative purposes only. It is not necessarily representative of the financial position or performance that would have been reported if the demerger had taken place before the actual date, neither is it indicative of Worldline financial position or performance at any future date or in any future period.

A.2.2 Presentation of the main pro forma adjustements

The 2012 and 2013 pro forma income statements include an estimate made on the basis of the combined accounts, of the operating expenses that Worldline would have incurred if it had operated as a separate and independent group and had been listed since January 1st, 2011.

The impact of this assessment was estimated on a full-year basis and taken into account for :

- \- € 1.2 million before taxes (+ € 0.7 million after taxes) for 2012;
- \+ € 5.3 million before taxes (- € 8.3 million after taxes) for 2013.

. Revenue

	2013	2012
Combined Financial Statements Revenue	**1,135.1**	**1,107.2**
Post carve-out adjustment of integration work managed by the Atos group related to a contract in the United Kingdom	(9.8)	(1.6)
Scope adjustements (Sinsys and Quality Equipment)	-	(8.3)
Pro forma Financial Statements Revenue (historical exchange rate)	**1,125.3**	**1,097.3**

The pro forma accounts were restated in order to take into account a post carve out transfer of integration work for the Transport for Greater Manchester (United Kingdom) contract, fully managed by the Atos group, and whose revenue was therefore excluded from the Mobility & e-Transactional Services service line for an amount of € 1.6 million in 2012 and € 9.8 million in 2013.

Moreover, the 2012 pro forma accounts have been restated in order to reflect the scope adjustments in the year generating a difference of - € 8.3 million compared to the combined financial statements.
The revenue coming from Sinsys in 2012, whose stake was sold during the year, was cancelled in pro forma for - € 11.0 million. Inversely, the revenue of Quality Equipment, acquired during the year, was increased in the pro forma accounts for € 2.7 million in order to reflect a full year of activity. The sum of the two movements above represents therefore a net adjustment of - € 8.3 million.

. Operating Margin

The pro forma adjustements recorded at the operating margin level are detailed as follows:

	2013	2012
Combined Financial Statements Operating Margin	**164.0**	**152.1**
Additional costs related to the reorganization : Salaries and headquarter expenses	(1.3)	(1.3)
Changes in the cost base of companies within the scope Worldline following the reorganization and in recharges from the Atos group	+1.9	+2.8
Post carve out adjustment of integration work managed by the Atos group related to a contract in the United Kingdom	+0.5	(0.1)
Scope adjustements (Sinsys and Quality Equipment)	-	(0.1)
Pro forma Financial Statements Operating Margin (historical exchange rate)	**165.1**	**153.4**

- Additional costs related to the implementation of the new structure, notably salaries and expenses related to the establishment of the headquarter

  These adjustements have been determined on the basis of the wages and miscellaneous expenses of new employees to be recruited for the headquarter and of an internal assessment of the operating expenses of the new headquarter for other costs. The additional operating expenses include additional costs related to the listing of the Group (costs of independent directors, cost of financial communication, increase in fees notably audit fees…).

  Evolution of the cost base of companies within the scope Worldline consecutively to the reorganization and the evolution of recharges from Atos group

  The operating cost base of subsidiaries has been subject to a review in order to take into consideration the new organization.

  The transfer of the activities in dedicated entities and the implementation of recharge agreements with Atos at market conditions required the recognition of pro forma adjustments in order to reflect the new organization. This reorganization results into slight savings in the cost base of subsidiaires in most cases (Argentina, Asia, Spain). In contrast, the United Kingdom sees its cost base increasing

after transfer to Worldline of teams who used to be shared previously.

The slight decrease in base of operating costs is related to a decrease in Atos billings due to the cancellation in the pro forma accounts of the Atos trademark fees and expenses related to the organization by market of Atos, that will no longer be recharged in the future and that have been restated for the historical period because following the carve out of Worldline, the Group organization is now focused on service lines and no longer on markets.

- Scope adjustements

  In addition, two scope adjustments were recorded for the year 2012 to give it a similar profile to the final scope of Worldline:

  - The Quality Equipment activity of the first half of 2012 has been integrated to the pro forma income statement. This restatement results in an increase of the 2012 margin of € 0.6 million.

  - Conversely, the activities in the Sinsys joint-venture (sold in June) of the first semester was excluded from the pro forma income statement. This restatement results in a € 0.7 million decrease of the 2012 margin.

- Post carve out adjustment of integration work managed by the Atos group related to a contract in the United Kingdom.

A profit of € 0.1 million in 2012 and a loss of € 0.5 million in 2013 have been excluded from the pro forma accounts on the Mobility & e-Transactional Services Global Business Line due to the support provided by Atos on the integration phase Transport for Greater Manchester contract (United Kingdom).

The pro forma adjustments on the operating margin have been allocated to the service lines when they were specific to one of them, or allocated using the most relevant key (generally revenue) when they were common to several service lines. To the extent that the service lines are not distributed homogeneously in geographies, disparities in the distribution of the pro forma adjustments by service line may exist.

. Other operating income and expenses

Other operating income and expenses have been restated for the 2012 fiscal year; this restatement is related to the cancellation of the gain on the disposal of the investment in the Sinsys joint-venture (49%) amounting to € 4.3 million, since Sinsys had not been considered in the pro forma accounts.

. Net financial income

Net financial income includes additional expenses related to the cost of debt allocated to Worldline by Atos in order to proceed with the demerger (€ 208.2 million related to the purchase price of shares of Worldline entities for which transfers were required in the context of the reorganization), considered as available by the Group since the opening.
The cost of debt recognized in expense has been calculated using normative rates that represent the specific Worldline cost of debt for the financial years 2012 and 2013. The rate that has been used is Eonia +0,50%. The additional expenses related to the allocation of the cost of debt have been estimated at € 1.5 million in 2012 and € 1.2 million in 2013.

Furthermore, in "Other financial expenses", the expenses related to the income transferred by the Group's German subsidiary to its Atos parent company under the tax consolidation agreement prior to the reorganization, have been eliminated in the pro forma accounts 2012 and 2013, respectively for € 3.3 million and € 5.4 million. Indeed, the profit of this subsidiary is fully owned by the Worldline Group in the new organization.

. Tax charge

The change of the corporate tax related to the pro forma adjustments recognized and described above for each of the period to which they relate, were assessed at the tax rate in force in the country concerned.
In addition, the deferred taxes related to previous tax losses recognized in 2013 for Germany (€ 33.0 million in basis) and Spain (€ 9.5 million in basis) were cancelled in order to be recognized directly in the opening equity. Those two adjustments result in a tax saving of € 1.9 million in 2012 and a tax increase of € 13.6 million in 2013.
No additional tax expense related to the exit from tax consolidation agreement and no saving related to the creation of new tax units was recorded in the pro forma financial accounts of Worldline.

These pro forma adjustments have been determined based on estimates and assumptions determined by Group management and therefore cannot and do not reflect the results of subsequent negotiations or decisions. Therefore, additional charges detailed above may not correspond to the costs that would have been incurred effectively if the Group had operated as a separate, self-managed and listed group from January 1st, 2011.

A.2.3 Pro forma Income Statement

(in EUR million)	12 months ended 31 December 2013 Combined	Pro forma adjust-ments	12 months ended 31 December 2013 Pro forma
Revenue	**1,135.1**	**(9.8)**	**1,125.3**
Personnel expenses	(466.1)	(3.4)	(469.5)
Operating expenses	(505.0)	14.3	(490.7)
Operating margin	**164.0**	**1.1**	**165.1**
% of revenue	**14.4%**	-	**14.7%**
Other operating income and expenses	5.9	-	5.9
Operating income	**169.9**	**1.1**	**171.0**
% of revenue	**15.0%**		**15.2%**
Net cost of financial debt	(3.7)	(1.2)	(4.9)
Other financial expenses	(15.9)	5.4	(10.5)
Other financial income	6.2	-	6.2
Net financial income	(13.4)	4.2	(9.2)
Net income before tax	**156.5**	**5.3**	**161.8**
Tax charge	(36.2)	(13.6)	(49.8)
Share of net profit/(loss) of associates	(1.8)	-	(1.8)
Net income	**118.5**	**(8.3)**	**110.2**
Of which:			
- attributable to owners of the parent	**118.5**	**(8.3)**	**110.2**

(in EUR and number of shares)			
Net income - Attributable to owners of the parent			
Weighted average number of shares	11,621,805	-	11,621,805
Basic earnings per share	**10.20**	**-**	**9.48**
Diluted weighted average number of shares	11,621,805	-	11,621,805
Diluted earnings per share	**10.20**	**-**	**9.48**

(in EUR million)	12 months ended 31 December 2012 Combined	Pro forma adjust-ments	12 months ended 31 December 2012 Pro forma
Revenue	**1,107.2**	**(9.9)**	**1,097.3**
Personnel expenses	(455.0)	6.2	(448.8)
Operating expenses	(500.1)	5.0	(495.1)
Operating margin	**152.1**	**1.3**	**153.4**
% of revenue	**13.7%**		**14.0%**
Other operating income and expenses	(2.4)	(4.3)	(6.7)
Operating income	**149.7**	**(3.0)**	**146.7**
% of revenue	**13.5%**		**13.4%**
Net cost of financial debt	(4.2)	(1.5)	(5.7)
Other financial expenses	(9.8)	3.3	(6.5)
Other financial income	3.7		3.7
Net financial income	(10.3)	1.8	(8.5)
Net income before tax	**139.4**	**(1.2)**	**138.2**
Tax charge	(43.8)	1.9	(41.9)
Share of net profit/(loss) of associates	(1.7)	-	(1.7)
Net income	**93.9**	**0.7**	**94.6**
Of which:			
- attributable to owners of the parent	**93.9**	**0.7**	**94.6**

(in EUR and number of shares)			
Net income - Attributable to owners of the parent			
Weighted average number of shares	11,621,805	-	11,621,805
Basic earnings per share	**8.08**	**-**	**8.14**
Diluted weighted average number of shares	11,621,805	-	11,621,805
Diluted earnings per share	**8.08**	**-**	**8.14**

A.2.4 Pro forma statement of comprehensive income

(in EUR million)	12 months ended 31 December 2013 Combined	Pro forma adjust-ments	12 months ended 31 December 2013 Pro forma
Net income	**118.5**	**(8.3)**	**110.2**
Other comprehensive income			
- to be reclassified subsequently to profit or loss (recyclable):	**(12.4)**	**2.3**	**(10.1)**
Exchange differences on translation of foreign	(12.4)	2.3	(10.1)
- not reclassified to profit or loss (non-recyclable):	**5.7**	**-**	**5.7**
Actuarial gains and losses generated in the period on defined benefit plan	7.2	-	7.2
Deferred tax on items non-recyclable recognized directly on equity	(1.5)	-	(1.5)
Total other comprehensive income	**(6.7)**	**2.3**	**(4.4)**
Total comprehensive income for the period	**111.8**	**(6.0)**	**105.8**
Of which:			
- attributable to owners of the parent	**111.8**	**(6.0)**	**105.8**

(in EUR million)	12 months ended 31 December 2012 Combined	Pro forma adjust-ments	12 months ended 31 December 2012 Pro forma
Net income	**93.9**	**0.7**	**94.6**
Other comprehensive income			
- to be reclassified subsequently to profit or loss (recyclable):	**(8.4)**	**(1.3)**	**(9.7)**
Exchange differences on translation of foreign	(8.4)	(1.3)	(9.7)
- not reclassified to profit or loss (non-recyclable):	**(14.7)**	**-**	**(14.7)**
Actuarial gains and losses generated in the period on defined benefit plan	(21.4)	-	(21.4)
Deferred tax on items non-recyclable recognized directly on equity	6.7	-	6.7
Total other comprehensive income	**(23.1)**	**(1.3)**	**(24.4)**
Total comprehensive income for the period	**70.8**	**(0.6)**	**70.2**
Of which:			
- attributable to owners of the parent	**70.8**	**(0.6)**	**70.2**

A.2.5 Revenue and operating margin split by service lines

Revenue by service lines (with historical exchange rate)

(in EUR million)	Merchant Services & Terminals	Mobility & e-transactional services	Financial processing & Software Licensing	**Total Group**
12 months ended 31 December 2013 Combined				
External revenue by service lines	**364.6**	**378.8**	**391.7**	**1,135.1**
% of Group revenue	32.1%	33.4%	34.5%	100.0%
Pro forma adjustments	**-**	**-9.8**	**-**	**-9.8**
12 months ended 31 December 2013 Pro forma				
External revenue by service lines	**364.6**	**369.0**	**391.7**	**1,125.3**
% of Group revenue	32.4%	32.8%	34.8%	100.0%
12 months ended 31 December 2012 Combined				
External revenue by service lines	**353.6**	**366.7**	**386.9**	**1,107.2**
% of Group revenue	31.9%	33.1%	34.9%	100.0%
Pro forma adjustments	**2.7**	**-1.6**	**-11.0**	**-9.9**
12 months ended 31 December 2012 Pro forma				
External revenue by service lines	**356.3**	**365.1**	**375.9**	**1,097.3**
% of Group revenue	32.5%	33.3%	34.3%	100.0%

Operating margin by service lines

(in EUR million)	Merchant Services & Terminals	Mobility & e-transactional services	Financial processing & Software Licensing	Global structures	**Total Group**
12 months ended 31 December 2013 Combined					
Operating margin by service lines	**67.2**	**37.7**	**78.9**	**(19.8)**	**164.0**
% Group revenue	18.4%	10.0%	20.1%	-1.7%	14.4%
Pro forma adjustments	**-1.3**	**-0.7**	**2.5**	**0.6**	**1.1**
12 months ended 31 December 2013 Pro forma					
Operating margin by service lines	**65.9**	**37.0**	**81.4**	**(19.2)**	**165.1**
% Group revenue	18.1%	10.0%	20.8%	-1.7%	14.7%

12 months ended 31 December 2012 Combined					
Operating margin by service lines	**68.0**	**44.5**	**63.4**	**(23.8)**	**152.1**
% Group revenue	19.2%	12.1%	16.4%	-2.1%	13.7%
Pro forma adjustments	**-0.6**	**-2.2**	**1.4**	**2.7**	**1.3**
12 months ended 31 December 2012 Pro forma					
Operating margin by service lines	**67.4**	**42.3**	**64.8**	**(21.1)**	**153.4**
% Group revenue	18.9%	11.6%	17.2%	-1.9%	14.0%

Operating margin before depreciation & amortization split by service lines

(in EUR million)	Merchant Services & Terminals	Mobility & e-transactional services	Financial processing & Software Licensing	Global structures	**Total Group**
12 months ended 31 December 2013 Combined					
Operating Margin before Depreciation and Amortization (OMDA)	**78.9**	**53.6**	**88.9**	**(18.2)**	**203.2**
% Group revenue	21.6%	14.1%	22.7%	-1.6%	17.9%
Pro forma adjustments	**-1.2**	**-0.8**	**2.5**	**0.6**	**1.1**
12 months ended 31 December 2013 Pro forma					
Operating Margin before Depreciation and Amortization (OMDA)	**77.7**	**52.8**	**91.4**	**(17.6)**	**204.3**
% Group revenue	21.3%	14.3%	23.3%	-1.6%	18.2%

(in EUR million)	Merchant Services & Terminals	Mobility & e-transactional services	Financial processing & Software Licensing	Global structures	**Total Group**
12 months ended 31 December 2012 Combined					
Operating Margin before Depreciation and Amortization (OMDA)	**77.9**	**55.3**	**72.0**	**(22.3)**	**182.9**
% Group revenue	22.0%	15.1%	18.6%	-2.0%	16.5%
Pro forma adjustments	**-0.3**	**-2.2**	**0.8**	**2.6**	**0.9**
12 months ended 31 December 2012 Pro forma					
Operating Margin before Depreciation and Amortization (OMDA)	**77.6**	**53.1**	**72.8**	**(19.7)**	**183.8**
% Group revenue	21.8%	14.5%	19.4%	-1.8%	16.8%

A.2.6 Pro forma cash flow statement

(in EUR million)	12 months ended 31 December 2013 Combined	Pro forma adjust-ments	12 months ended 31 December 2013 Pro forma
Profit before tax	**156.5**	**5.3**	**161.8**
Depreciation of assets	37.2	-	37.2
Net charge / (release) to operating provisions	(0.2)	-	(0.2)
Net charge / (release) to financial provisions	2.0	-	2.0
Net charge / (release) to other operating provisions	(2.6)	-	(2.6)
Customer relationships amortization (PPA)	3.5	-	3.5
Losses / (gains) on disposals of fixed assets	(18.5)	-	(18.5)
Net charge for equity-based compensation	1.5	-	1.5
Net cost of financial debt	3.7	1.2	4.9
Cash from operating activities before change in working capital requirement, financial interest and taxes	**183.1**	**6.5**	**189.6**
Taxes paid	(33.7)	(6.0)	(39.7)
Change in working capital requirement	16.1	-	16.1
Net cash from / (used in) operating activities	**165.5**	**0.5**	**166.0**
Payment for tangible and intangible assets	(61.7)	-	(61.7)
Proceeds from disposals of tangible and intangible assets	20.7	-	20.7
Net operating investments	**(41.0)**	**-**	**(41.0)**
Amounts paid for acquisitions and long-term investments	(0.4)	-	(0.4)
Proceeds from disposals of financial investments	0.1	-	0.1
Net long-term investments	(0.3)	-	(0.3)
Net cash from / (used in) investing activities	**(41.3)**	**-**	**(41.3)**
Capital Increase	2.9	-	2.9
Liabilities towards shareholders	(208.2)	208.2	-
Payment for acquisition of non controlling interests	(1.6)	-	(1.6)
New borrowings	0.3	-	0.3
New finance lease	1.7	-	1.7
Repayment of long and medium-term borrowings	(25.7)	-	(25.7)
Net cost of financial debt paid	(3.7)	(1.2)	(4.9)
Other flows related to financing activities	(28.6)	-	(28.6)
Net cash from / (used in) financing activities	**(262.9)**	**207.0**	**(55.9)**
Increase / (decrease) in net cash and cash equivalents	**(138.7)**	**207.5**	**68.8**

(in EUR million)	12 months ended 31 December 2012 Combined	Pro forma adjust-ments	12 months ended 31 December 2012 Pro forma
Profit before tax	**139.4**	**(1.2)**	**138.2**
Depreciation of assets	36.1	(0.4)	35.7
Net charge / (release) to operating provisions	(7.6)	-	(7.6)
Net charge / (release) to financial provisions	2.0	-	2.0
Net charge / (release) to other operating provisions	(0.2)	-	(0.2)
Customer relationships amortization (PPA)	3.4	-	3.4
Losses / (gains) on disposals of fixed assets	(2.6)	-	(2.6)
Net charge for equity-based compensation	1.5	-	1.5
Net cost of financial debt	4.2	1.5	5.7
Cash from operating activities before change in working capital requirement, financial interest and taxes	**176.2**	**(0.1)**	**176.1**
Taxes paid	(28.4)	(7.9)	(36.3)
Change in working capital requirement	4.3	(0.7)	3.6
Net cash from / (used in) operating activities	**152.1**	**(8.7)**	**143.4**
Payment for tangible and intangible assets	(46.3)	0.2	(46.1)
Net operating investments	**(46.3)**	**0.2**	**(46.1)**
Amounts paid for acquisitions and long-term investments	(10.7)	9.5	(1.2)
Cash and cash equivalents of companies purchased during the period	(0.7)	0.7	-
Proceeds from disposals of financial investments	12.1	(11.8)	0.3
Cash and cash equivalents of companies sold during the period	(0.4)	0.4	-
Net long-term investments	0.3	(1.2)	(0.9)
Net cash from / (used in) investing activities	**(46.0)**	**(1.0)**	**(47.0)**
Capital Increase	16.5	-	16.5
Dividends paid to owners of the parent	(23.2)	-	(23.2)
Payment for acquisition of non controlling interests	(1.6)	-	(1.6)
New borrowings	0.4	-	0.4
Repayment of long and medium-term borrowings	(23.4)	-	(23.4)
Net cost of financial debt paid	(4.2)	(1.5)	(5.7)
Other flows related to financing activities	(5.0)	-	(5.0)
Net cash from / (used in) financing activities	**(40.5)**	**(1.5)**	**(42.0)**
Increase / (decrease) in net cash and cash equivalents	**65.6**	**(11.2)**	**54.4**

A.2.7 Pro forma free cash flow statement

(in EUR million)	12 months ended 31 December 2013 Combined	Pro forma adjust-ments	12 months ended 31 December 2013 Pro forma
Operating Margin before Depreciation and Amortization (OMDA)	**203.2**	**1.1**	**204.3**
Capital expenditures	(61.7)	-	(61.7)
Change in working capital requirement	16.1	-	16.1
Cash from operation (CFO)	**157.6**	**1.1**	**158.7**
Taxes paid	(33.7)	(6.0)	(39.7)
Net cost of financial debt paid	(3.7)	(1.2)	(4.9)
Reorganization in other operating income	(3.3)	-	(3.3)
Rationalization & associated costs in other operating income	(0.9)	-	(0.9)
Integration and acquisition costs	(1.6)	-	(1.6)
Net financial investments (*)	(0.2)	-	(0.2)
Other changes (**)	6.8	5.4	12.2
Free Cash Flow	**121.0**	**(0.7)**	**120.3**

(*) Net Long term financial investments excluding acquisitions and disposals.

(**) "Other changes" include other operating income with cash impact (excluding reorganization, rationalization and associated costs, integration costs and acquisition costs), dividends paid to non-controlling interests, sales of treasury shares & common stock issues following employees exercise of stock options and other financial items with cash impact.

(in EUR million)	12 months ended 31 December 2012 Combined	Pro forma adjust-ments	12 months ended 31 December 2012 Pro forma
Operating Margin before Depreciation and Amortization (OMDA)	**182.9**	**0.9**	**183.8**
Capital expenditures	(46.3)	0.2	(46.1)
Change in working capital requirement	4.3	(0.7)	3.6
Cash from operation (CFO)	**140.9**	**0.4**	**141.3**
Taxes paid	(28.4)	(7.9)	(36.3)
Net cost of financial debt paid	(4.2)	(1.5)	(5.7)
Reorganization in other operating income	(1.3)	-	(1.3)
Rationalization & associated costs in other operating income	(1.6)	-	(1.6)
Integration and acquisition costs	(0.1)	-	(0.1)
Net financial investments (*)	(1.0)	-	(1.0)
Other changes (**)	(4.0)	3.3	(0.7)
Free Cash Flow	**100.3**	**(5.7)**	**94.6**

(*) Net Long term financial investments excluding acquisitions and disposals.

(**) "Other changes" include other operating income with cash impact (excluding reorganization, rationalization and associated costs, integration costs and acquisition costs), dividends paid to non-controlling interests, sales of treasury shares & common stock issues following employees exercise of stock options and other financial items with cash impact.

(in EUR million)	12 months ended 31 December 2013 Combined	Pro forma adjust-ments	12 months ended 31 December 2013 Pro forma
Operating margin	**164.0**	**1.1**	**165.1**
+ Depreciation of fixed assets	37.2	-	37.2
+ Net book value of assets sold/written off	0.7	-	0.7
+ Charge for equity-based compensation	1.5	-	1.5
+/- Net charge/(release) of pension provisions	2.7	-	2.7
+/- Net charge/(release) of provisions	(2.9)	-	(2.9)
OMDA	**203.2**	**1.1**	**204.3**

(in EUR million)	12 months ended 31 December 2012 Combined	Pro forma adjust-ments	12 months ended 31 December 2012 Pro forma
Operating margin	**152.1**	**1.3**	**153.4**
+ Depreciation of fixed assets	36.1	(0.4)	35.7
+ Net book value of assets sold/written off	0.9	-	0.9
+ Charge for equity-based compensation	1.5	-	1.5
+/- Net charge/(release) of pension provisions	0.5	-	0.5
+/- Net charge/(release) of provisions	(8.2)	-	(8.2)
OMDA	**182.9**	**0.9**	**183.8**