

Convening Notice

2023 Combined General Meeting

Thursday June 8, 2023 at 2:30 pm

Cœur Défense

100-110, Esplanade du Général de Gaulle

92931 La Défense | France



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Message from Bernard Bourigeaud,

Chairman of the Board of Directors

**Dear Madam, Dear Sir,
Dear Shareholder,**

On behalf of Worldline's Board of Directors, it is my pleasure to invite you to our Combined Shareholders' General Meeting, which will be held on **June 8, 2022** at **2.30 pm at Tour Coeur Défense** – 100-110 Esplanade du Général de Gaulle – 92931 La Défense, France. The Combined Shareholders' General Meeting is the opportunity for you to vote on the draft resolutions submitted for your approval.

This Combined Shareholders' General Meeting will be the opportunity to review the highlights of the past year which was a decisive year confirming the strength of the Group's business model. In 2022, marking the first year of its three-year strategic plan, Worldline demonstrated that the chosen strategy was relevant and that the Group was able to remain resilient in a difficult macroeconomic context.

This Combined Shareholders' General Meeting is also a privileged moment to share with you the Group's prospects and strategy. 2023 opens a promising page for Worldline which will, more than ever, be able to rely on its fundamentals and *raison d'être*: operate leading digital payment and transactional solutions that enable sustainable economic growth and reinforce trust and security in our societies.

We look forward to seeing you in person on Thursday, June 8, 2023 and to exchange with you. However, if you are unable to attend the Combined Shareholders' General Meeting in person, you may vote before the meeting via the VOTACCESS secure platform or by post. You may also give your proxy to the Chairman of the Combined Shareholders' General Meeting or to any other person of your choice. Details of how to participate, the agenda and the Board of Directors' report on the draft resolutions are available in this convening notice.

You will be able to find the documents and watch the Combined Shareholders' General Meeting live on Worldline's [internet](#).

On behalf of the Board of Directors, I would like to thank you for your trust and loyalty and look forward seeing you on June 8 at 2.30 pm.

Bernard Bourigeaud
Chairman of the Board of Directors



Message from Gilles Grapinet,

Chief Executive Officer

Dear Madam, Dear Sir,
Dear Shareholders,

It is an understatement to say that 2022 turned out to be very different to initial forecasts. After two years of the pandemic, 2022 was anticipated everywhere as a year of very strong growth and economic recovery, fueled by the long-awaited return to “normal life”. Unfortunately, the war in Ukraine, reminded the world that geopolitical risk is anything but theoretical.

Despite this challenging and unexpected environment, our responsive teams and our robust business model enabled Worldline to make all very satisfactory progress as aimed for 2022, the first milestone year of our 3-year plan. I particularly would like to highlight the quality and commitment of our people, which was once again decisive in our success and we are committed to Worldline continuing to be an exemplary company to work for in terms of working environment, in all the countries we are present in.

In 2022, we delivered outstanding results, fully in line with our guidance, thanks to continuous progress in our transformation and synergy plans, allowing a strong acceleration of our organic growth and increases in profitability with double-digit territory, our best performance ever since our 2014 IPO.

From a strategic standpoint, we completed the strategic review of our options for the future of the payment terminals business by selling it to its new shareholder, Apollo. This operation allows the development of a company entirely dedicated to this business and fully autonomous, and for Worldline to simplify its structure and reduce its balance sheet in a period of rapidly rising interest rates. In parallel, our continued execution of our M&A strategy accelerated our roadmap as we acquired stakes in two high-tech companies, Online Payment Platforms (OPP) and SoftPos, strengthening our presence in two strategic market segments. We also followed through on completing all acquisitions previously announced in Italy, Australia and Greece while reinforcing our presence in Italy by acquiring Banco Desio's merchant acquiring activities. In April 2023, we announced the signing of a non-binding exclusive agreement regarding a strategic partnership with Crédit Agricole to create a major payment player in the French payment market.

As a recognized leader in the digital payments industry, we are also committed to playing an increasingly visible role at the pan-European level by supporting major developments such as the European Payments Initiative (EPI) and the digital euro.

This year was also marked by a boost in our marketing of new solutions and thought leadership notably with the launch of a new innovation center (the Innovation Experience Centre), creating a new and immersive payment experience which allows us to visualize and contextualize our most advanced innovations and to interact creatively about our solutions with our customers.

As our payment business is structurally rooted in the long term, we have always embedded the sustainability of our development model into everything we do. In 2022, building on this belief that places corporate social responsibility (CSR) as a fundamental pillar of holistic 21st century business management, we finalized the alignment of our management incentive mechanisms with our CSR performance and also made significant progress in our Trust 2025 plan.

Worldline's *Raison d'Être* is to enable sustainable economic growth with our digital payment and transactional solutions and to reinforce trust and security in our digitizing societies. Two years after our merger with Ingenico, we are contributing more than ever to achieve this goal, and are increasingly establishing ourselves as a world-class technology payments company focused on creating sustainable value for all our stakeholders in 2023 and beyond.

Together with my executive team, I look forward to presenting to you at our next General Meeting taking place on June 8th, 2023 at 2:30 pm all these elements and sharing insights with you on your company's future development prospects.

Gilles Grapinet
Chief Executive Officer

Presentation of Worldline

Worldline: a snapshot

Worldline is a European leader in payments services. As an agile and fast-growing global Paytech leader, Worldline is at the forefront of the digital revolution that is shaping new ways of paying, living, doing business and building relationships.

Worldline solutions ensure secure payments and trusted transactional services along the entire payments value chain, enabling sustainable economic growth. The Group provides an extensive range of merchant acquiring, payment

processing and business solutions to financial institutions, merchants, corporations and government agencies. The Group's portfolio of solutions is environmentally friendly and supports trust and social transformation. Worldline operates in +40 countries and employs over 18,000 talented and dedicated experts.

With a strong culture of innovation, Worldline helps clients anticipate the future, seize new opportunities and navigate their challenges with confidence.

Creating sustainable value for Worldline stakeholders

Worldline's vision is to enable sustainable economic growth and reinforce trust and security in societies. Worldline global business lines work together to drive transformation across the payments landscape to create sustainable value for the Group's customers, investors, employees and for all stakeholders.



Merchant Services

Energising commerce with advances payment services

Worldline covers the full retail value chain, online and in-store, with a 360 degrees approach. The Group delivers complete digital journey for retailers and their customers and facilitates consumer engagement via seamless services on any device – with payment at the heart of the shopping experience.

- Commercial Acquiring
- Acceptance
- Digital Services

c. €3billion

2022 revenue
(c. 70% of Group revenue)



Financial Services

Engineering the most advanced payment processing platforms

Worldline provides modern payment solutions that help financial institutions meet their customers' needs. Worldline offers a unique combination of payment processing on an industrial scale as well as innovative solutions for payment and card-related transactions.

- Issuing Processing
- Account Payments
- Acquiring Processing
- Digital Services

c. €1billion

2022 revenue
(c. 22% of Group revenue)



Mobility and e-Transactional Services

Bringing payment and regulation expertise to new markets

Worldline provides end-to-end digital transactional services leveraging data and payment for a stronger customer engagement. The Group supports its clients' digital transformation with the creation of innovative solutions, leveraging its extensive experience across sectors, and forming partnerships to develop joint business cases.

- Trusted Services
- Transport & Mobility
- Contact

c. €0.4billion

2022 revenue
(c. 8% of Group revenue)



2022 key figures

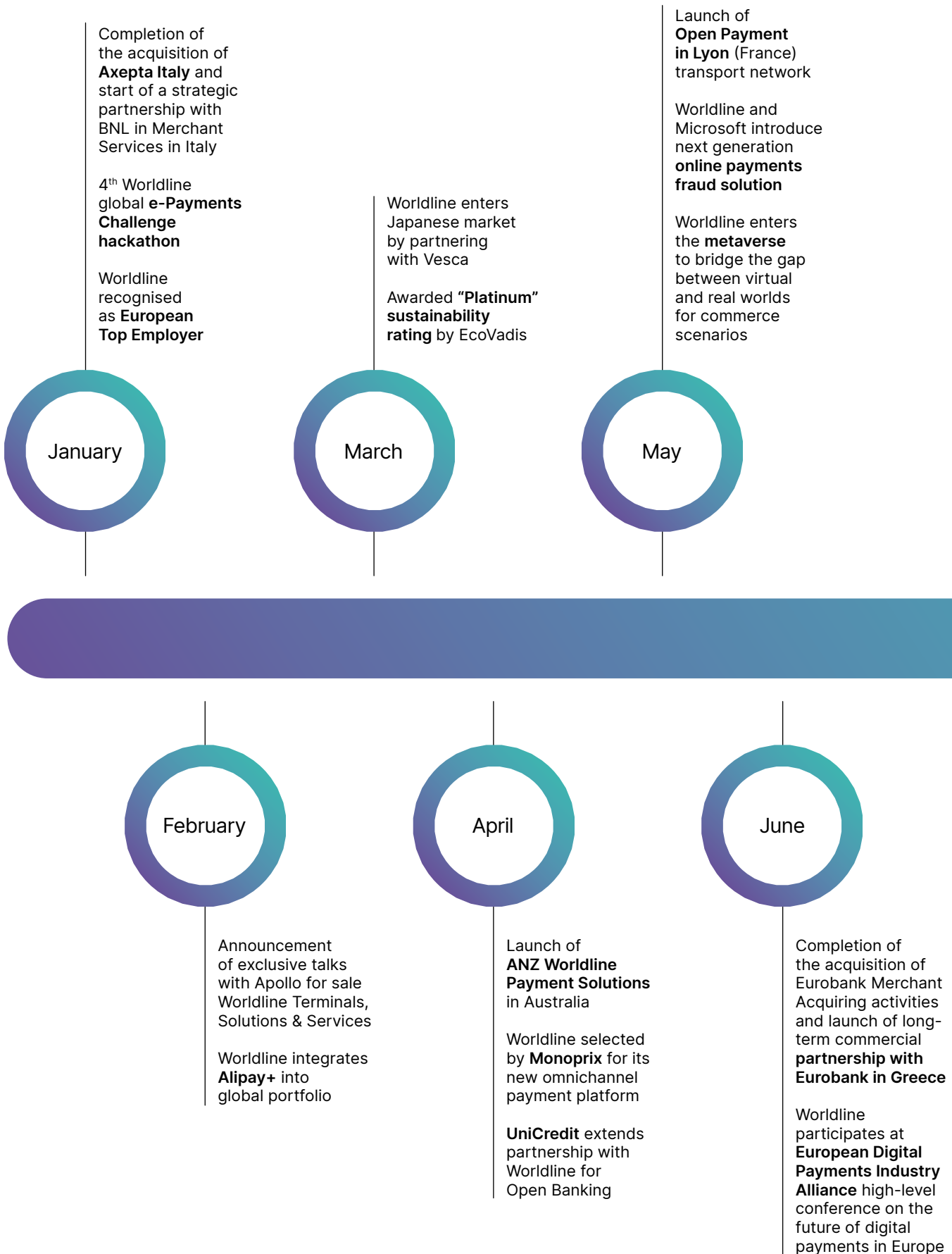
€4.4billion
total revenue
(+10.7% organically)

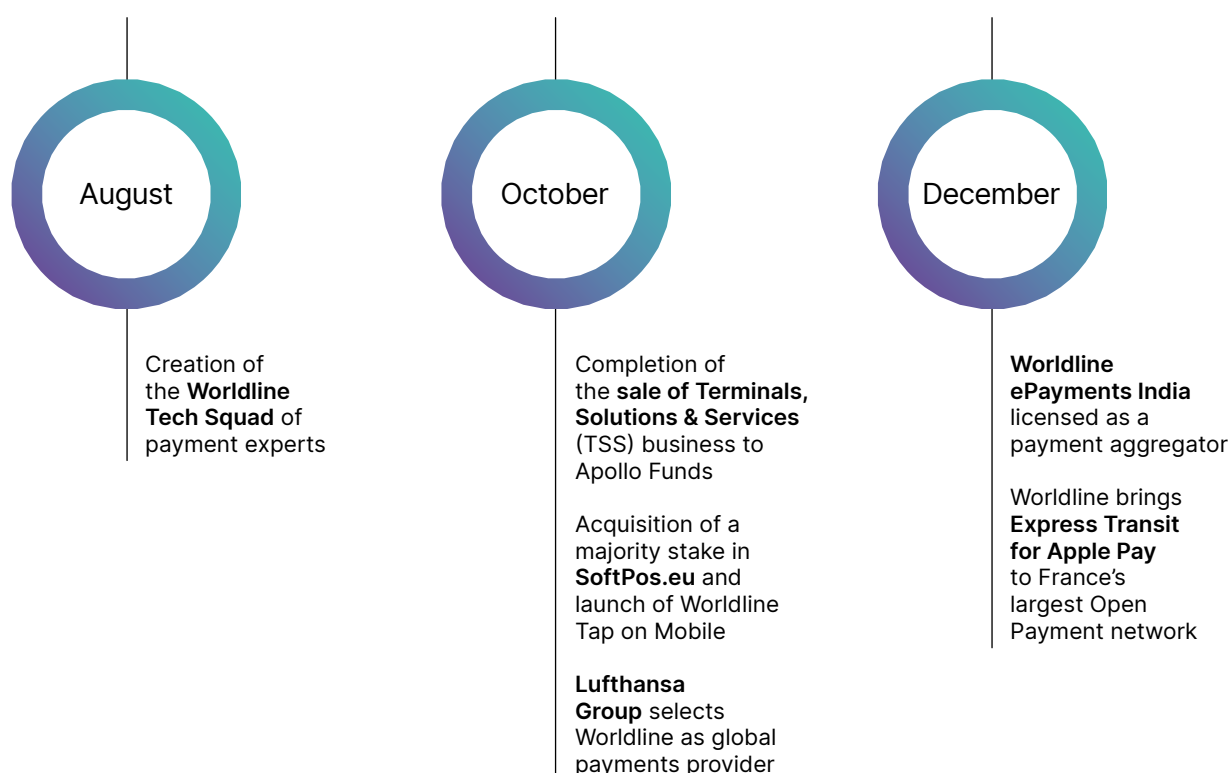
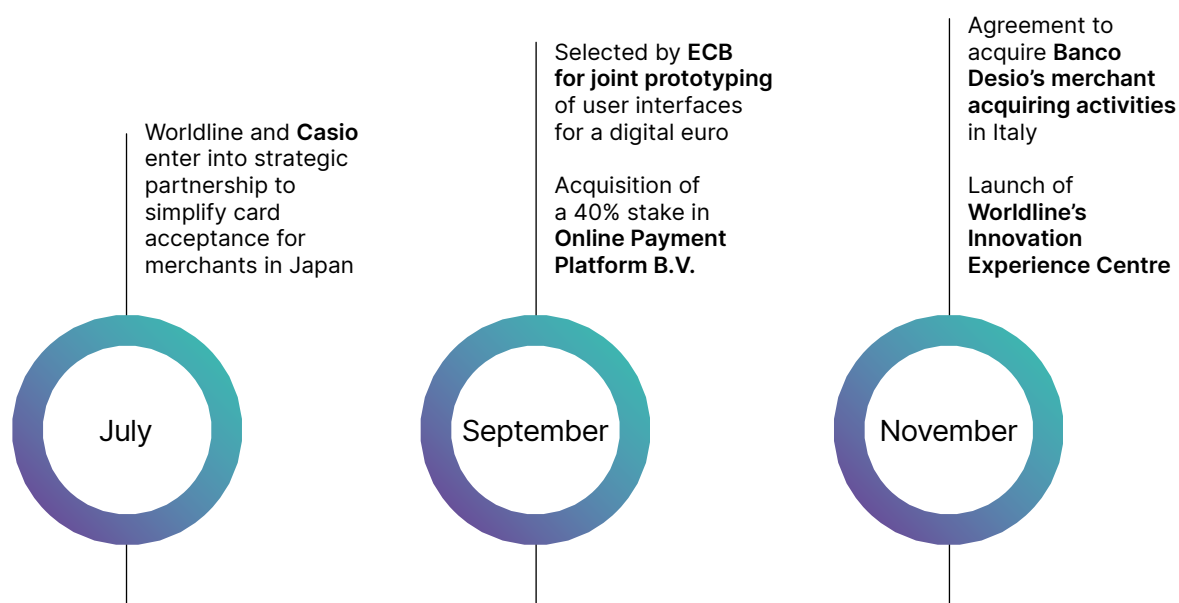
€1,133million
OMDA (26% of revenue,
+110 bps organically)

€520million
Free cash flow
(45.9% OMDA conversion)

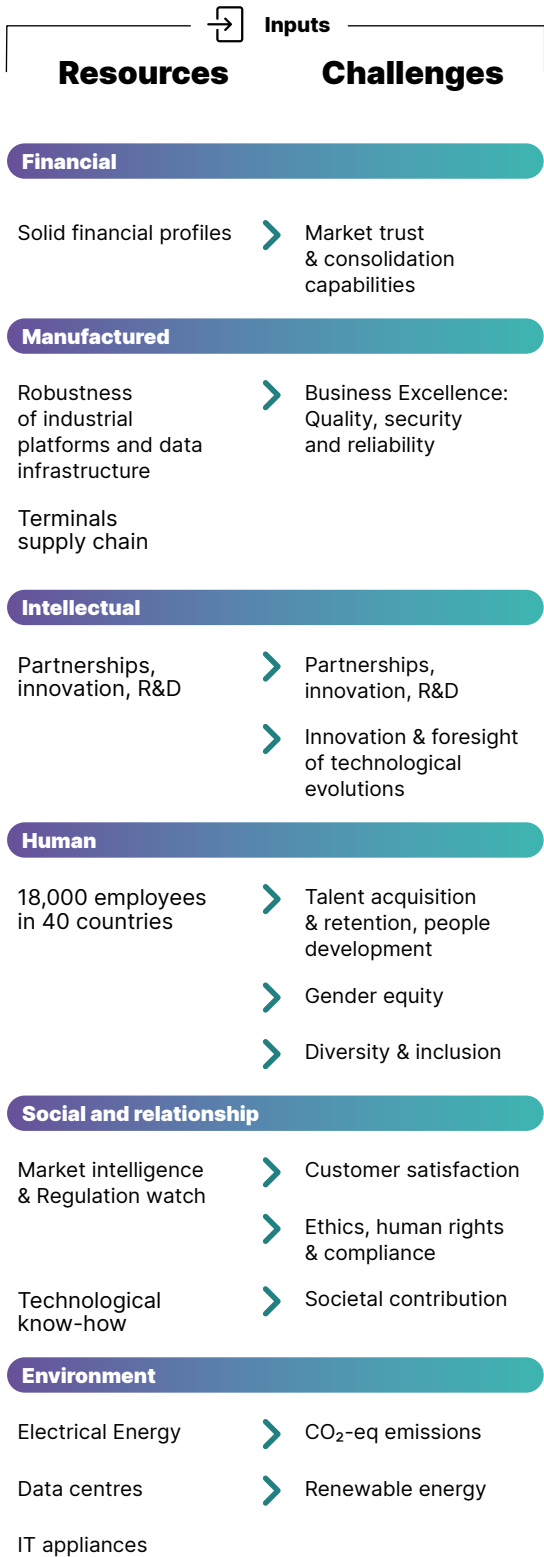
18,000 experts
+40 countries

2022 Key highlights





Worldline's business model



Worldline business lines & results

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

c. €4.4BN

2022 revenue



Merchant services

70% of 2022 revenue

Energising commerce with advanced payment services



Financial services

22% of 2022 revenue

Engineering the most advanced payment processing platforms



Mobility & e-transactional services

8% of 2022 revenue

Bringing payment and regulation expertise to new markets

2022 value



Value creation for stakeholders

SDGs

Financial

- Investors & shareholders > +10.7% revenue organic evolution
- > 26% OMDA margin
- > €520 million free cash flow



Manufactured

- Suppliers & Customers > Quality score – Contracts' services availability & response: 99,9876%
- > Quality score – Platforms' services availability & response: 99,9912%
- > 87% of total expenses assessed by EcoVadis out of strategic suppliers expenses



Intellectual

- Customers > €243 million in R&D expense in 2022
- > A portfolio of ~120 patents



Human

- Employees > 64% employee satisfaction on GPTW Trust Index
- > 20,78 hours of training per employee per year, on average
- > 25% of women within the management positions



Social and relationship

- Customers, Communities, Public Bodies > Customer Net Promoter Score: 48
- > 0 significant fines for non compliance
- > 97.6% of spending in local purchases
- > Total revenue of «sustainability offerings»: € 2,468 Millions



Environment

- Communities, Public Bodies > Eco-efficiency in data centres
- > Contribution to carbon neutrality
- > 94% renewable energy



Social and Environmental Responsibility Committee

CSR vision

Trust 2025: Worldline's CSR ambition to create a more sustainable value

Corporate Social Responsibility is at the heart of Worldline's strategy for value creation. Supported by an integrated approach, Worldline can respond effectively to the Group's CSR challenges, improve its performance and create sustained long-term value for customers, investors, employees and its stakeholders.

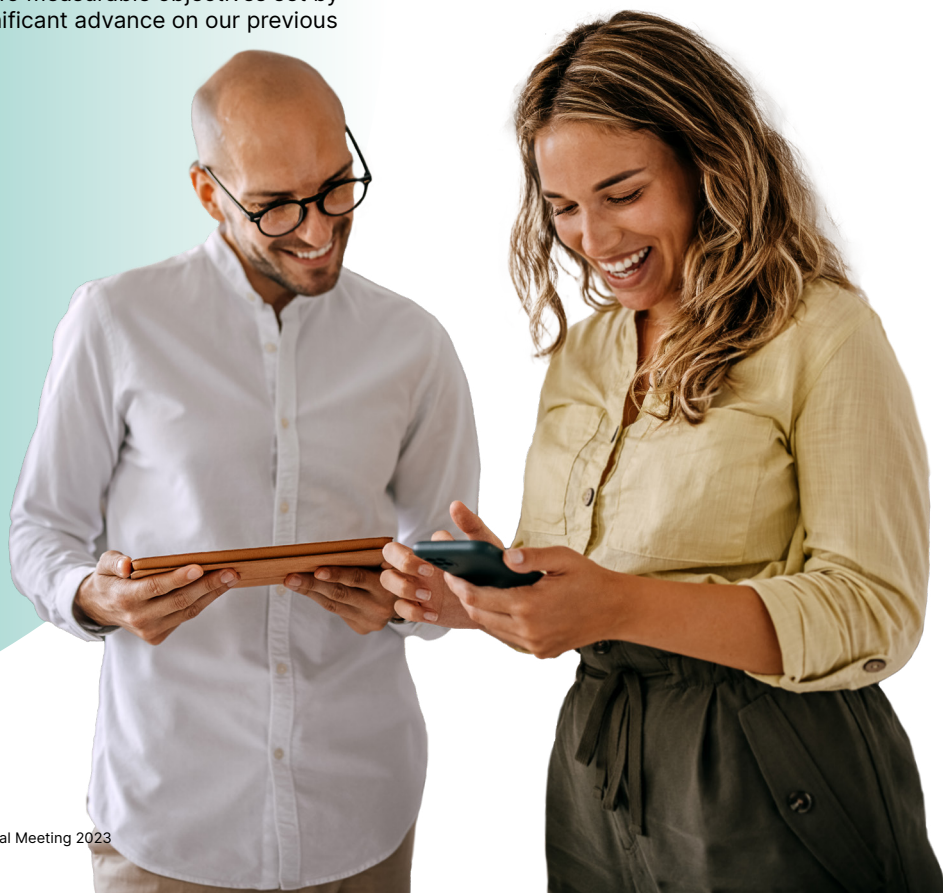
After publishing its sense of purpose, redefining its corporate values and launching its new CSR transformation programme Trust 2025 in 2021, Worldline has demonstrated its commitment to embedding trust at the heart of its activities and relations within its ecosystem. Strongly supported by the Company's management, this integrated approach now enables the Company to respond effectively to all of its CSR challenges and to boost its CSR performance and capability in a very pragmatic way.

A new CSR roadmap to accelerate performance, progress and leadership

Designed closely with the active engagement of both the Executive Committee and the Board of Director's Social and Environmental Responsibility Committee, and validated by the Board of Directors in 2021, Trust 2025 introduces new best practices to maintain Worldline's CSR leadership of the payments industry. The programme is structured around eight ambitions to address Worldline's major challenges in the following areas: business, people, ethics, value chain, the environment and includes a new focus on local communities. Across all these areas, the 16 measurable objectives set by Trust 2025 represent a significant advance on our previous CSR programme.

Worldline's commitments:

- Guarantee delivery excellence and utmost quality of services
- Enhance customer experience through positive impact solutions
- Foster people development, well-being and engagement
- Promote fairness, diversity and inclusion for more equality and performance
- Increase sustainable procurement practices within our value chain
- Endorse ethics and confidence in all our activities
- Contribute to carbon neutrality
- Help local communities through positive impact solutions and social initiatives



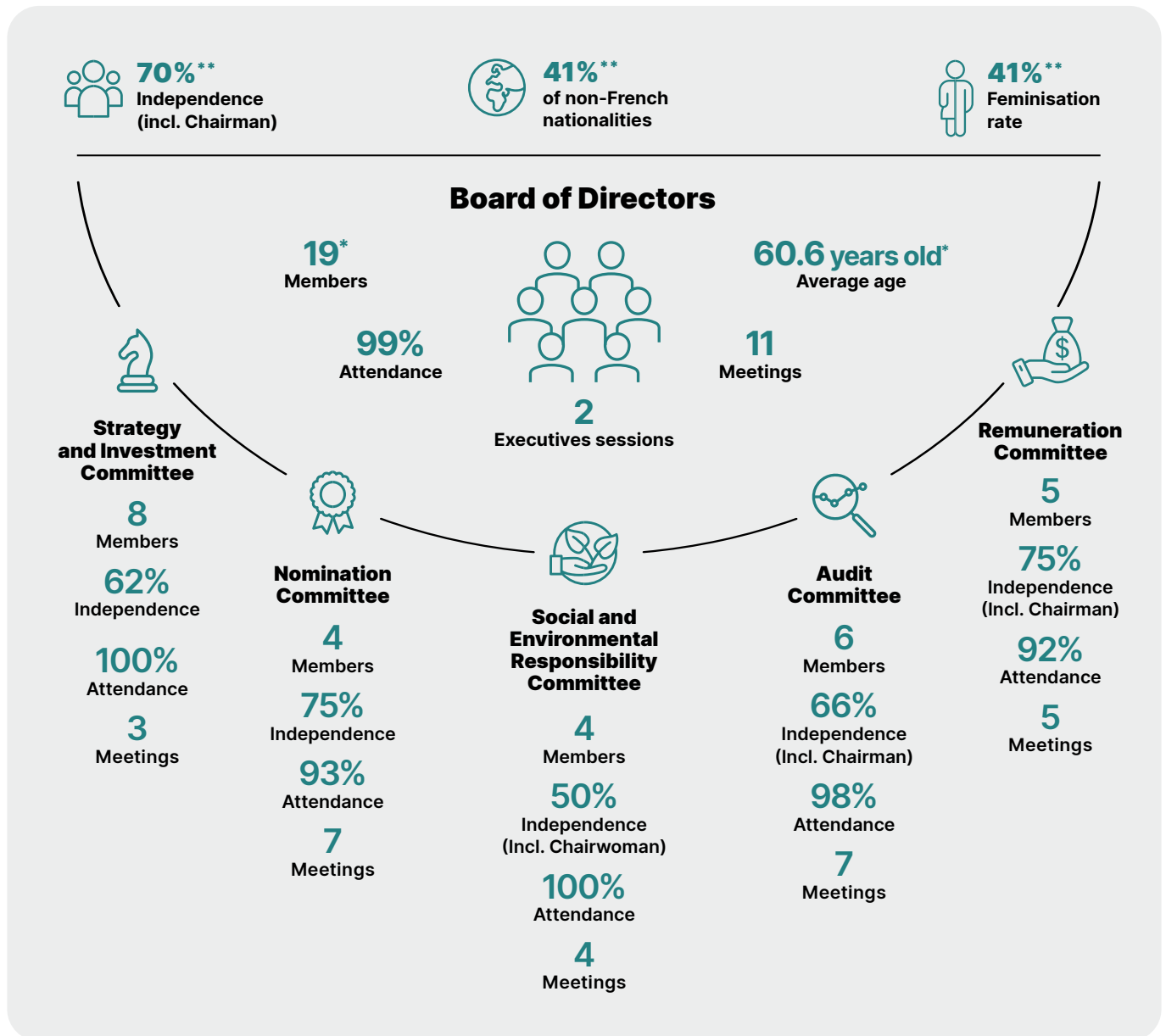
Trust 2025: 2022 targets exceeded, on track for 2023

Topic	Indicator	2021	2022	Target 2025
Platforms secured & available	Quality score – Contracts' & Platforms services availability & response	99.9890%	99.9876%	99.9900%
	Quality score – Platforms' services availability & response	99.877%	99.9912%	99.9900%
	% of data subject' request answered in time and in compliance with Worldline privacy policy	96.5%	99%	100%
	% of ISO 27001 certified sites according to the security policy	51%	67%	100%
Customer experience & innovation	Customer Net Promoter Score	46	48	52
	Sustainable offer revenue in €m	2,109	2,468	2,307
Talent attraction & retention	Average number of Training hours per employee per year	17.09	20.78	32
	Employee satisfaction as measured by the Trust Index of the Great Place to Work® survey	64%	64%	69-70%
	% of disabled workforce in the countries imposing legal requirements	6%	+16% ¹	+20%
	% of women within the management positions	23%	25%	35%
Sustainable procurement/Ethics & Compliance	% of suppliers evaluated by EcoVadis with a score below 45 having an action plan to solve critical findings identified	100%	100%	100%
	% of total expenses assessed by EcoVadis out of strategic suppliers expenses	86%	86.7%	90%
	% of alerts investigated and related actions plan defined within 2 months	87%	96%	100%
Climate change	CO2 emissions reduction (scope 1, 2)	-49%	-48%	-25%
	% of CO2 offsetted emissions for scope 1, 2, 3a	100%	100%	100%
Local communities	Volume of collected donations in €m	310.8	410	500

¹ This percentage corresponds to the absolute change in the number of employees compared to the 2020 baseline.

Corporate Governance

Composition of the Board of Directors before the 2023 Shareholders' General Meeting and works of the Board in 2022



*Including two directors representing employees and not taking the censor into account.

**The directors representing employees are not taken into account.

Key information on Directors

As of December 31, 2022

	Personal Details				Experience	Position on the Board of Directors					
	Name	Age	Gender	Nationality	Number of shares held	Number of corporate offices in other listed companies	Independence ¹	Date of first appointment	End of term of office	Seniority as director on the Board of Directors	Committee member
CEO	Gilles Grapinet	59	M	French	172,998	0 ²	No	April 30, 2014	AGM 2023 ³	8	SI/SER
Chairman	Bernard Bourigeaud	78	M	French	59,755	0	Yes	October 28, 2020	AGM 2023 ²	2	SI
Lead Director	Georges Pauget	75	M	French	750	0	Yes	April 30, 2019	AGM 2025	3	-
Directors	Gilles Arditti¹⁰	67	M	French	20,001	0	Yes ⁴	April 30, 2014	AGM 2023 ³	8	SI
	Agnès Audier	58	F	French	1,661	2	Yes	October 28, 2020	AGM 2024	2	SER
	Aldo Cardoso	66	M	French	1,500	3 ⁵	Yes	June 13, 2014	AGM 2023 ³	8	A'/SI
	Giulia Fitzpatrick	63	F	American; Italian	750	0	No	November 30, 2018	AGM 2023 ³	4	A/SER
	Lorenz von Habsburg Lothringen	67	M	Austrian; Belgian	990	0	No	April 30, 2019	AGM 2024	3	N'/R/SI
	Mette Kamsvåg	51	F	Norwegian	1,000	1	Yes	April 30, 2019	AGM 2025	3	A/SI
	Danielle Lagarde	62	F	French	2,748	0	Yes	December 12, 2016	AGM 2024	6	N/R/SER*
	Caroline Parot	50	F	French	1,587	1	Yes	October 28, 2020	AGM 2025	2	A
	Luc Rémont	53	M	French	1,500	1	Yes	June 13, 2014	AGM 2024 ⁶	8	N/R*
	Daniel Schmucki	54	M	Swiss	750	0	No	March 19, 2020	AGM 2024	2	A/SI*
	Nazan Somer Özelgin	59	F	Turkish	1,571	2	Yes	October 28, 2020	AGM 2024	2	-
	Thierry Sommelet	53	M	French	750	3	Yes	October 28, 2020	AGM 2023 ³	2	N/R/SI
	Dr. Michael Stollarz	56	M	German	1,570	0	No	October 28, 2020	AGM 2025	2	-
Susan M. Tolson	60	F	US	1,500	2	Yes	June 13, 2014	AGM 2025 ⁶	8	A	
Directors representing employees	Marie-Christine Lebert	59	F	French	1,001 ⁷	0	No	May 17, 2019	AGM 2023	3	R
	Olivier Lorieau⁸	55	M	French	0 ⁷	0	No	June 9, 2022	AGM 2023	<1	-
Censor	Johannes Dijsselhof	57	M	Dutch	N/A ⁷	N/A	N/A	March 19, 2020	AGM 2023 ⁹	N/A	-

AGM: Annual General Meeting; A: Audit Committee; N: Nomination Committee;

R: Remuneration Committee; SER: Social and Environmental Responsibility Committee; SI: Strategy and Investment Committee.

* Chairperson

¹ The analysis of the independence of each director can be found in section D.1.3.4.2 of the Universal Registration Document.

² Proposed appointment as independent director of Orange SA in 2023.

³ The shareholders will be asked to reappoint this member of the Board of Directors at the Shareholders' General Meeting to be held in 2023 to approve the 2022 financial statements.

⁴ Since his retirement from Atos in February 2022, Gilles Arditti has been qualified as independent (see section D.1.3.4.2 of the Universal Registration Document for further details).

⁵ Number of offices will become only 2 in May 2023 as his office as director of Imerys will not be renewed at the 2023 AGM of Imerys.

⁶ Contemplated resignation as director in 2023 as part of the Board resizing exercise (see section D.1.3.1.1 of the Universal Registration Document).

⁷ In line with the Board's Internal Rules, directors representing employees and the censor are exempt from the obligation to own Worldline shares.

⁸ As mentioned in section D.1.3.6.2 of the Universal Registration Document, Olivier Lorieau has been designated in replacement of Arnaud Lucien and his mandate has been effective since the end of the 2022 Shareholders' General Meeting.

⁹ Censor's term renewal will not be proposed to the shareholders at the Shareholders' General Meeting to be held in 2023 to approve the 2022 financial statements as part of the Board resizing exercise (see section D.1.3.1.1 of the Universal Registration Document).

¹⁰ Regular advisory invitee of the Audit Committee

Proposed renewal of directors



Bernard Bourigeaud

- Independent Director
- Chairman of the Board of Directors
- Member of the Strategy and Investment Committee (S&I)

Main activity:

- President of BJB Consulting (Belgium)

Attendance rates 2022

100 %

- Board of Directors: 100%
- S&I Committee: 100%

Key skills

- Management
- Investments
- Strategy
- Payment Services
- IT Technology

Business address:

Tour Voltaire,
1 Place des Degrés
CS81162
92059 Paris la Défense
Cedex, France

Number of shares: 79,755

Date of birth (and age):

March 20, 1944
(79 years old)

Nationality : French

First appointment:

October 28, 2020

Term expires on:

2023 AGM deliberating
on the 2022 financial
statements

Biography – Professional experience – Fields of expertise

Bernard Bourigeaud is behind the creation and development of the world's largest IT services and payments groups, Atos, which he chaired for 16 years.

Prior to this, he was Chairman at Deloitte in France. He had an international career at PricewaterhouseCoopers and Continental Grain, in particular in the United Kingdom.

He is currently the independent Chairman of the Board of Directors and a member of the Strategy and Investment Committee of Worldline and President of BJB Consulting.

He is an investor, consultant and Director of several companies, a member of the Advisory Board of Jefferies in New York. He is also an affiliate professor at HEC in Paris.

In addition to his previous roles within Atos and its subsidiaries, he has served as a member of the Boards of: CGI, Business Objects, SNT (a subsidiary of KPN), Hagemeyer, Neopost, Tibco Software, Amadeus in Spain, CCMX, Automic in Austria, Oberthur Technologies.

He was also Chairman of the Board of Directors of Ingenico SA from November 2018 to October 2020.

He was also a member of the Governing Board of the International Paralympic Committee (IPC) from September 2011 to September 2017.

Bernard Bourigeaud is a qualified chartered accountant and holds a degree in Economics and management (Bordeaux University).

He is a Knight of the French Legion of Honor (*Chevalier de la Légion d'honneur*) and former President of CEPS (Center for Long-Term Strategic Studies).

List of positions and offices held in French and foreign companies

Other positions and offices held at December 31, 2022

Within the Worldline Group: None

Outside the Worldline Group

- Member of the Advisory Board of Jefferies New York (United States)
- Director of Inetum (ex-GFI), member of the Strategy and Investment Committee and of the Nomination and Remuneration Committee

* Listed company.

Other positions and offices held during the last five years

Within the Worldline Group

France:

- Chairman of the Board Directors of Ingenico Group SA (until October 2020)

Outside the Worldline Group

Foreign countries:

- CGI* (Canada) until January 2019
- Automic (Austria) until January 2017
- Non-executive Chairman of Oberthur Technology SA until May 2017
- Non-executive Vice-President of Oberthur Technology Holding until May 2017
- Operating Partner of Advent International until April 2017
- Member of the International Paralympic Committee until September 2017



Gilles Grapinet

- Member of the Strategy and Investment Committee (S&I)
- Member of the Social and Environmental Responsibility Committee (SER)

Main activity:

- Chief Executive Officer of Worldline*

Attendance rates 2022

100%

- Board of Directors: 100%
- S&I Committee: 100%
- SER Committee: 100%

Key skills

- Management
- Payment Services, banking sector
- CSR
- Governance
- M&A, Strategy

Business address:

Tour Voltaire,
1 Place des Degrés
CS81162
92059 Paris la Défense
Cedex, France

Number of shares: 172,998

Date of birth (and age):

July 3, 1963
(59 years old)

Nationality : French

First appointment:

April 30, 2014

Reappointment:

June 9, 2020

Term expires on:

2023 AGM deliberating
on the 2022 financial
statements

Biography – Professional experience – Fields of expertise

A graduate of *Ecole Nationale d'Administration (ENA)*, Gilles Grapinet joined the *French Inspection Générale des Finances* in 1992, where he was assigned on numerous financial audits on behalf the French Government and international organizations (International Monetary Fund, World Bank...). In 1996, he moved to the French tax department as Head of Strategy and Controlling before being appointed Head of Information Systems and Strategy. Between 2000 and 2002, he was appointed CIO, head of the nation-wide "Copernicus program", aimed at wholly rebuilding the French tax information systems and creating a multi-channel, service-oriented e-tax administration. Between 2003 and end 2004, he joined the private office of the French Prime Minister as Senior Advisor for Economic and Financial Affairs. Between 2005 and 2007, he was Director and Chief of Staff in the private office of the French Economy, Finance and Industry Minister. In 2007, he joined the Executive Committee of the international banking Group *Credit Agricole SA*, where he was Head of Strategy. He was later appointed CEO of the Payment Systems & Services business division. He joined *Atos* in December 2008 as Senior Executive Vice-President, in charge of Global Functions, Global Sales, Consulting and *Worldline* until 2013. Since July 2013, in addition of his position at *Atos*, he has been Chief Executive Officer of *Worldline*. He led the successful partial listing of this *Atos* Group subsidiary with a market capitalization of circa €2 billion in June 2014. *Worldline* has since executed an ambitious growth plan with the successful acquisition of *Equens* in 2016, *SIX Payment Services* in 2018 and *Ingenico* in 2020. *Worldline* became fully independent from *Atos* on May 3, 2019 and is now the number one electronic payment services provider in Europe and number four globally. Since March 2020, it has been part of the CAC40 French blue chip index.

He is in parallel the first Chairman of EDPIA, the European Digital Payment Industry Alliance, the advocacy body of the largest European payment services providers.

He is a Knight of the French Legion of Honor (*Chevalier de la Légion d'Honneur*).

List of positions and offices held in French and foreign companies¹

Other positions and offices held at December 31, 2022

Within the Worldline Group

France:

- Chairman of the Board of *Ingenico Group SA*

Foreign countries:

- Member of Supervisory Board of *Worldline (China)*
- Chairman of the Shareholders' Committee of *Worldline Payone Holding GmbH*

Outside the Worldline Group

France:

- Vice-Chairman of EDPIA (European Digital Payment Industry Alliance)
- Director of EPI Company
- Chairman of the Supervisory Board of *Younited Credit*
- Member of the Board of *Energie Jeunes* (Association recognized as a public utility – pro bono role)
- Member of the Board of *Fondation AlphaOmega* (Association recognized as a public utility – pro bono role)

Other positions and offices held during the last five years

Within the Worldline Group

France:

- Chairman of the Board of Directors of *Worldline SA** (until October 2021)

Foreign countries:

- Chairman of the Supervisory Board of *Equens Worldline SE* (until December 2021)

Outside the Worldline Group

France:

- Permanent representative of *Atos SE** on the Board of Directors of *Atos Participation 2 SA*
- Director of *Saint Louis Ré SA* and *Bull SA*

* Listed company.

¹ Gilles Grapinet is proposed to be nominated as independent director to the shareholders' meeting of *Orange SA** to be held in 2023 for a term of office of 4 years ending at the end of the shareholders' meeting approving the 2026 financial statements. The Board of Directors of *Worldline*, upon recommendation of the Nomination Committee, has confirmed that it has no objection to this mandate.



Gilles Arditti

- Independent Director
- Member of the Strategy and Investment Committee (S&I)
- Permanent invitee of the Audit Committee

Main activities:

- Managing Director of GA Conseil et Coaching

Attendance rates 2022

100%

- Board of Directors: 100%
- S&I Committee: 100%
- Audit Committee: 100%

Key skills

- Finance
- Audit*
- M&A and Strategy
- Technology

Business address:

Tour Voltaire,
1 Place des Degrés
CS81162
92059 Paris la Défense
Cedex, France

Number of shares: 20,001

Date of birth (and age):

November 24, 1955
(67 years old)

Nationality : French

First appointment:

April 30, 2014

Reappointment:

June 9, 2020

Term expires on:

2023 AGM deliberating
on the 2022 financial
statements

Biography – Professional experience – Fields of expertise

Gilles Arditti holds a Masters in Finance from the Université de Paris-Dauphine and a Masters in International Finance from the *École des Hautes Études de Commerce* (HEC) in Paris and he is a Certified Public Accountant.

He is also an engineering graduate from the *École Nationale Supérieure des Mines d'Alès*.

After a number of years in audit and consulting at KPMG, he joined Atos Group in 1989. There he was, successively, Group Director of Mergers and Acquisitions, Director of Finance and Human Resources for Atos in France, and CFO for France, Germany and Central Europe.

In 2007, he became Head of Investor Relations and Financial Communication for Atos Group, and from early 2019, he was also responsible for Internal Audit at Atos.

Lastly, he retired in February 2022.

He was a member of the Board of Directors of Worldline Germany from 1993 to 2006.

He is member of the Issuers Consultative Committee at the AMF and a Board Member at CLIFF, the French Association of Investor Relations.

List of positions and offices held in French and foreign companies

Other positions and offices held at December 31, 2022

Within the Worldline Group: None

Outside the Worldline Group: None

* As regular advisory invitee

** Listed company.

Other positions and offices held during the last five years

Within the Worldline Group

France:

- Censor on the Board of Directors of Worldline** (until October 2020)

Outside the Worldline Group

France:

- Executive Director, Internal Audit & Investor Relations of Atos SE** (until February 2022)



Aldo Cardoso

- Independent Director
- Chairman of the Audit Committee
- Member of the Strategy and Investment Committee (S&I)

Main activity:

- Director of companies

Attendance rates 2022

100%

- Board of Directors: 100%
- Audit Committee: 100%
- S&I Committee: 100%

Key skills

- Finance, audit
- M&A, Strategy
- Governance

Business address:

Tour Voltaire,
1 Place des Degrés
CS81162
92059 Paris la Défense
Cedex, France

Number of shares: 1,500

Date of birth (and age):

March 7, 1956
(66 years old)

Nationality : French

First appointment:

June 13, 2014

Reappointment:

June 9, 2020

Term expires on:

2023 AGM deliberating
on the 2022 financial
statements

Biography – Professional experience – Fields of expertise

Aldo Cardoso is a graduate of the *Ecole Supérieure de Commerce* de Paris and holds a Master's degree in business Law and is a Certified Public Accountant.

From 1979 to 2003, Aldo Cardoso held several successive positions at Arthur Andersen, including: consultant, partner (1989), Chief Executive Officer audit and financial advisory France (1993-1996), member of the Board of Directors of Andersen Worldwide (1996), Chairman of the Board of Directors (non-executive) of Andersen Worldwide (2000) and Chief Executive Officer of Andersen Worldwide (2002-2003).

Since 2003, he is a Director of French and foreign companies.

List of positions and offices held in French and foreign companies

Other positions and offices held at December 31, 2022

Within the Worldline Group: None

Outside the Worldline Group

France:

- Director of Imerys^{1*} (until Imerys' 2023 AGM)
- Chairman of the Board of Bureau Veritas*

Foreign countries:

- Director of DWS* (Germany)

* Listed company.

¹ Aldo Cardoso's mandate as director of Imerys will terminate at Imerys' 2023 AGM and will not be renewed.

Other positions and offices held during the last five years

Within the Worldline Group: None

Outside the Worldline Group

- Director of Engie* (until 2019)
- Director of Ontex* (Belgium) (until December 2022)



Giulia Fitzpatrick

- Member of the Audit Committee
- Member of the Social and Environmental Responsibility Committee (SER)

Main activities:

- Financial Services Expert
- Technology & Digitalization Expert
- Cofounder, Zetamind AG (Switzerland)

Attendance rates 2022

100%

- Board of Directors: 100%
- Audit Committee: 100%
- SER Committee: 100%

Key skills

- Finance
- Audit
- M&A and Strategy
- Technology

Business address:

Räspweg 11 – CH-8126
Zumikon, Switzerland

Number of shares: 750

Date of birth (and age):

December 29, 1959
(63 years old)

Nationality : Italian
and American

First appointment:

November 30, 2018

Reappointment:

June 9, 2020

Term expires on:

2023 AGM deliberating
on the 2022 financial
statements

Biography – Professional experience – Fields of expertise

Giulia Fitzpatrick is a non-executive Director in profit and non-for-profit Boards, in which she sits as Chairwoman and/or Board member.

She has 30+ years' senior executive experience in transforming organizations for premier global financial services and agricultural firms.

She has deep knowledge of technology, risk management, finance and operations with a focus on digital & innovation.

She has a proven track record in leading organizations in complex and fast-changing international environments across the US, Europe, Asia and South America.

She worked for global financial services firms such as Bankers Trust, National Securities Clearing Corporation, Instinet, Merrill Lynch and UBS and at Bunge Ltd, one of the largest agricultural commodities processors.

She holds a MBA in Finance and a MA in International Studies from the Wharton School and University of Pennsylvania, respectively.

List of positions and offices held in French and foreign companies

Other positions and offices held at December 31, 2022

Within the Worldline Group: None

Outside the Worldline Group

Foreign countries:

- Director of PostFinance AG
- Director of Zabka Polska SP.Z.O.O
- Cofounder and Chairperson of Zetamind AG
- Director of Swiss Data Alliance AGA
- Director of Quintet Private Bank (Luxembourg) (since March 2023)

* Listed company.

Other positions and offices held during the last five years

Within the Worldline Group: None

Outside the Worldline Group

Foreign countries:

- Managing Director of Global Technology of UBS AG (2011-2018)
- Chairwoman of Quintet Private Bank (Switzerland) AG (until September 2022)



Thierry Sommelet

- Independent Director
- Member of the Nomination Committee and of Remuneration Committee
- Member of the Strategy & Investment Committee (S&I)

Main activity:

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

Attendance rates 2022

91%

- Board of Directors: 100%
- Nomination Committee: 86%
- Remuneration Committee: 80%
- S&I Committee: 100%

Key skills

- Technology
- Investment, M&A
- Governance
- Banking sector

Business address:

Bpifrance 6-8 boulevard
Haussmann 75009 Paris,
France

Number of shares: 750

Date of birth (and age):

December 10, 1969
(53 years old)

Nationality : French

First appointment:

October 28, 2020

Term expires on:

2023 AGM deliberating
on the 2022 financial
statements

Biography – Professional experience – Fields of expertise

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

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

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

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

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

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

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

List of positions and offices held in French and foreign companies

Other positions and offices held at December 31, 2022

Within the Worldline Group: None

Outside the Worldline Group

France:

As Bpifrance Investissement' permanent representative:

- Director of Idemia SAS

Foreign countries:

As Bpifrance Participations' permanent representative:

- Director of Orange SA*
- Director of Vantiva SA*
- Director of Technicolor Creative Studios SA*

* Listed company.

Other positions and offices held during the last five years

Within the Worldline Group

In his own name:

- Director of Ingenico Group SA* (until October 2020)

Outside the Worldline Group

France:

As Bpifrance Investissement' permanent representative:

- Member of the Supervisory Board of Tiger Newco SAS (until December 2020)

As Bpifrance Participations' permanent representative:

- Director of Mersen SA* (until May 2018)

In his own name:

- Chairman of the Supervisory Board of Greenbureau SA (until December 2020)
- Director of Soitec SA* (until July 2022)
- Director of Talend SA* (until July 2021)

Membership of the Board of Directors after the 2023 Shareholders' General Meeting*



61.67%
Average age
of directors**



40%
Non French
nationalities**



40%
Feminisation
rate**



c.70%
Independent
Directors**

Board Committees

			Age	Female/Male	Nationality	No. of mandates in other listed companies	Independence	Initial date of appointment	Expiry date of term of office (AGM)	Seniority at the Board as Director (in years)	Board Committees				
											S&I	Audit	Remuneration	Nomination	SER
Chairman	Bernard Bourigeaud		79	M	French	0	Yes	October 28, 2020	AGM 2023 ²	2	●				
Chief Executive Officer	Gilles Grapinet		59	M	French	1	No	April 30, 2014	AGM 2023 ²	8	●				●
Lead Director	Georges Pauget		76	M	French	2	Yes	April 30, 2019	AGM 2025	3			C	●	
Directors	Gilles Arditti		67	M	French	0	Yes	April 30, 2014	AGM 2023 ²	8	●	●			
	Agnès Audier		58	F	French	2	Yes	October 28, 2020	AGM 2024	2					●
	Aldo Cardoso		66	M	French	3***	Yes	June 13, 2014	AGM 2023 ²	8	●	C			
	Giulia Fitzpatrick		63	F	American Italian	0	No	November 30, 2018	AGM 2023 ²	4		●			●
	Lorenz von Habsburg Lothringen		67	M	Austrian Belgian	0	No	April 30, 2019	AGM 2024	3	●		●	C	

AGM: Annual General Meeting. C: Chairman

*Subject to the approval by the General meeting of the renewal of the proposed mandates and subject to Board's decision regarding the composition of the Committees after the 2023 AGM

**Excluding Directors representing employees

***Aldo Cardoso will no longer be a director at Imerys following Imerys' 2023 AGM

		Age	Female/Male	Nationality	No. of mandates in other listed companies	Independence	Initial date of appointment	Expiry date of term of office (AGM)	Seniority at the Board as Director (in years)	Board Committees				
										S&I	Audit	Remuneration	Nomination	SER
Directors	Mette Kamsvåg	52	F	Norwegian	1	Yes	April 30, 2019	AGM 2025	3	●	●			
	Danielle Lagarde	63	F	French	0	Yes	December 12, 2016	AGM 2024	6			●	●	C
	Caroline Parot	51	F	French	0	Yes	October 28, 2020	AGM 2025	2		●			
	Daniel Schmucki	55	M	Swiss	0	No	March 19, 2020	AGM 2024	2	C	●			
	Nazan Somer Özelgin	59	F	Turkish	2	Yes	October 28, 2020	AGM 2024	2					
	Thierry Sommelet	53	M	French	3	Yes	October 28, 2020	AGM 2023 ²	2	●		●	●	
	Dr. Michael Stollarz	56	M	German	0	No	October 28, 2020	AGM 2025	2					
Directors representing employees	Marie-Christine Lebert	60	F	French	0	No	May 17, 2019	AGM 2023 ²	3			●		
	Olivier Lorieau	55	M	French	0	No	June 9, 2022	AGM 2023 ²	<1					

AGM: Annual General Meeting. C: Chairman

Compensation of Company Officers

Compensation policies of the Company Officers for 2023 subject to shareholders' vote

The 2023 compensation policies for the Company Officers have been established in accordance with the provisions of Article L. 22-10-8 of the French Commercial Code. For more information regarding the 2023 compensation policies, shareholders are invited to refer to the 2022 Universal Registration Document (section D.2.1 of the Universal Registration Document).

Components of compensation paid or awarded to Company Officers for the financial year 2022, submitted to a shareholder vote

Pursuant to the provisions of Article L. 22-10-34 of the French Commercial Code, the amounts and components presented below, resulting from the implementation of the compensation policies for Company Officers approved by the Shareholders' General Meeting held on June 9, 2022, are subject to the shareholders' approval during the Shareholders' General Meeting to be held in 2023. They form an integral part of the Board of Directors' report on corporate governance. For more details, shareholders are invited to refer to the 2022 Universal Registration Document (section D.2.2).

Level of achievement of the objectives linked to the 2022 annual variable compensation

The annual variable compensation due to Gilles Grapinet for 2022 amounts to € 994,797.71 and corresponds to a payment of 113% of the annual target variable compensation and 133% of the annual fixed compensation.

The annual variable compensation due to Marc-Henri Desportes for 2022 was € 497,398.86 and corresponds to the application of a payment of 113% of the annual target variable compensation and 113% of the annual fixed compensation.

In 2022, the nature and weighting of each indicator included in the Chief Executive Officer and Deputy Chief Executive Officer's variable compensation, as well as the average achievement and payout rates of annual objectives are as follows:

2022	Weight	Achievement rate	Payout rate
Group revenue organic growth	35%	101.2%	117.3%
Group Operating Margin before Depreciation and Amortization (OMDA)	27.5%	99.8%	99.7%
Group Free Cash Flow	27.5%	111%	121.9%
Corporate Social Responsibility	10%	110.4%	110.4%
Payout as a % of the target variable compensation (on annual basis)			113%

The achievement of each of the objectives attached to this compensation component as well as the amount of the corresponding variable compensation were validated by the Board of Directors at meetings held on July 26, 2022 and February 20, 2023.

The variable compensation for the Chief Executive Officer due for the first half of 2022 amounted to € 532,071.83, *i.e.* 120.93% of the target variable compensation (on a half-yearly basis) and € 462,725.88 for the second half of 2022, *i.e.* 105.16% of his target variable compensation (on a half-yearly basis).

The Deputy Chief Executive Officer's variable compensation for the first half of 2022 was € 266,035.92, *i.e.* 120.93% of his target variable compensation (on a half-year basis), and € 231,362.94, *i.e.*, 105.16% of his target variable compensation (on a half-year basis) for the second half of 2022.

2022 Objectives	First Half			Second Half		
	Weight	Achievement	Payout*	Weight	Achievement	Payout*
Group revenue organic growth	40%	102,1%	130%	30%	100%	100,4%
Group Operating Margin before Depreciation and Amortization (OMDA)	30%	99,8%	99,8%	25%	99,7%	99,6%
Group Free Cash Flow ¹	30%	116,8%	130%	25%	104,1%	112,2%
Corporate Social Responsibility	0%	NA	0%	20%	110,4%	110,4%
Payout as a % of the target variable compensation (on a half-year basis)				120,93%		105,16%

* After applying the 130% capped elasticity curve.

¹ Before dividends and income from acquisitions/disposals.

Components of compensation due or awarded for the financial year 2022 to Gilles Grapinet, Chief Executive Officer

The compensation policy for the Chief Executive Officer was approved by the Shareholders' General Meeting held on June 9, 2022 (under the 23rd resolution). Reference is made to paragraph G.3.1.4.3 of the 2021 Universal

Registration Document in which the said compensation policy is described. The components making up the total compensation and fringe benefits of all kinds paid or allocated to Gilles Grapinet in 2022 comply with this policy.

The table below mentions all the components of compensation paid or allocated to Gilles Grapinet for financial year 2022 and which will be subject to the approval of the Shareholders' General Meeting to be held in 2023. For more details, shareholders are invited to refer to the 2022 Universal Registration Document (section D.2.2.1).

Components of compensation subject to approval	Amounts paid during the year ended (in €)	Amounts awarded during the year or accounting value (in €)	Presentation
Annual fixed compensation	750,000	750,000	Fixed compensation paid and attributed to Gilles Grapinet for his duties as Chief Executive Officer of Worldline in 2022.
Annual variable compensation	761,624*	994,798**	* Amount allocated for the year ended in 2021 and paid in 2022 and approved by the Shareholders' General Meeting on June 9, 2022 – for further information, see the 2021 Universal Registration Document. ** Amount granted for the year ended in 2022 and which will be paid in 2023 after approval by the Shareholders' General Meeting to be held in 2023 – for more details on the performance criteria and achievement of these criteria, see paragraph on "Level of achievement of objectives linked to the annual variable compensation" above.
Value of stock options granted during the year ¹	0	291,822¹	Grant of 44,485 stock options to Gilles Grapinet.
Value of performance shares granted during the year ¹	0	1,077,872¹	Grant of 44,485 performance shares to Gilles Grapinet.
Exceptional compensation	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Gilles Grapinet.
Compensation allocated to Directors	0	0	No compensation was paid/allocated to Gilles Grapinet for his duties as Director in accordance with the compensation policy applicable to Directors and to the Chief Executive Officer.
Fringe benefits	6,597	6,597	In 2022, Gilles Grapinet benefited from a company car with a driver, an annual medical check-up and an investment adviser.
Supplementary pension plan	0	0	No pension was paid/attributed to Gilles Grapinet in 2022.
Compensatory allowance for forced departure	0	0	No amount was paid or granted to Gilles Grapinet during 2022 as he still holds his position within Worldline SA.
Social protection plans (employer contributions)	4,838	4,838	Amount corresponding to the employer contributions for the plan covering the reimbursement of health costs and the incapacity, disability, death policy.
Compensation paid by a company in the scope of consolidation	0	0	No compensation was paid/allocated to Gilles Grapinet by a company in the scope of consolidation.
Severance pay and non-compete clause	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Gilles Grapinet.
Total	1,523,059	3,125,927	

¹ Fair value determined pursuant to IFRS 2 recognized in the consolidated financial statements.

Components of compensation due or awarded for the financial year 2022 to Marc-Henri Desportes, Deputy Chief Executive Officer

The compensation policy of the Deputy Chief Executive Officer was approved on June 9, 2022 by the Shareholders' General Meeting (under the 21st resolution). Reference is made to paragraph G.3.1.5 of the 2021 Universal

Registration Document in which the said compensation policy is described. The components making up the total compensation and fringe benefits of all kinds paid or allocated to Marc-Henri Desportes comply with this policy.

The table below mentions all the components of compensation paid or awarded to Marc-Henri Desportes for financial year 2022 which will be subject to the approval of the Shareholders' General Meeting to be held in 2023. For more details, shareholders are invited to refer to the 2022 Universal Registration Document (section D.2.2.2).

Components of compensation subject to approval	Amounts paid during the year ended (in €)	Amounts awarded during the year or accounting value (in €)	Presentation
Annual fixed compensation	440,000	440,000	Fixed compensation paid and attributed to Marc-Henri Desportes for his duties as Deputy Chief Executive Officer of Worldline in 2022.
Annual variable compensation	375,037,29*	497,399**	* Amount allocated for the year ended 2021, paid in 2022 and approved by the Shareholders' General Meeting on June 9, 2022 – for further information, see the 2021 Universal Registration Document. ** Amount granted for the year ended 2022 and which will be paid in 2023 after approval by the Shareholders' General Meeting to be held in 2023.
Value of stock options granted during the year ¹	0	172,528¹	Grant of 26,300 stock options to Marc-Henri Desportes.
Value of the performance shares granted during the year ¹	0	637,249¹	Grant of 26,300 performance shares to Marc-Henri Desportes.
Exceptional compensation	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Marc-Henri Desportes.
Compensation allocated to Directors	0	0	This compensation component is not applicable, as Marc-Henri Desportes does not hold office on the Worldline Board of Directors.
Fringe benefits	3,510	3,510	Marc-Henri Desportes benefited from a company car without a driver, as well from an annual medical check-up and an investment advisor.
Supplementary pension plan	0	0	Marc-Henri Desportes is not entitled to any complementary or supplementary pension plans.
Compensation paid by a company within the scope of consolidation	0	0	Marc-Henri Desportes does not receive any compensation for his duties as Chief Executive Officer of Worldline IGSA (previously known as Ingenico Group SA).
Health and social protection plans (employer contributions)	4,838	4,838	Amount corresponding to employer contributions to the incapacity, disability, death policy plan and the healthcare plan.
Severance payments and payments in connection with a non-compete clause	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Marc-Henri Desportes.
Total	823,386	1,755,524	

¹Fair value determined pursuant to IFRS 2 recognized in the consolidated financial statements.

Components of compensation due or awarded for the financial year 2022 to Bernard Bourigeaud, non-executive Chairman of the Board of Directors

The compensation policy of the non-executive Chairman of the Board of Directors was approved on June 9, 2022 by the Shareholders' General Meeting (under the 22nd resolution). Reference is made to paragraph G.3.1.2 of the 2021 Universal

Registration Document in which the said compensation policy is described. The components making up the total compensation and fringe benefits of all kinds paid or allocated to Bernard Bourigeaud in 2022 comply with this policy.

They are summarized in the below table and will be submitted to the vote of the 2023 Shareholders' General Meeting. For more details, shareholders are invited to refer to the 2022 Universal Registration Document (section D.2.2.3).

Components of compensation subject to approval	Amounts paid during the year ended (in €)	Amounts awarded during the year or accounting value (in €)	Presentation
Annual fixed compensation	300,000	300,000	Fixed compensation paid and attributed to Bernard Bourigeaud for his duties as non-executive Chairman of the Board of Directors of Worldline in 2022.
Annual variable compensation	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Bernard Bourigeaud. The absence of variable compensation reflects the Chairman's independence from the Executive Management.
Value of stock options granted during the year	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Bernard Bourigeaud. The absence of variable compensation reflects the Chairman's independence from the Executive Management.
Value of performance shares granted during the year	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Bernard Bourigeaud. The absence of variable compensation reflects the Chairman's independence from the Executive Management.
Exceptional compensation	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Bernard Bourigeaud.
Compensation allocated to Directors	0	0	No compensation was paid/awarded to Bernard Bourigeaud for his duties as a Director of Worldline since his appointment as non-executive Chairman of the Board of Directors, in accordance with the compensation policy for the non-executive Chairman of the Board of Directors.
Fringe benefits	0	0	Bernard Bourigeaud does not receive any fringe benefit. He is reimbursed for expenses incurred in the course of his duties, in particular travel expenses.
Supplementary pension plan	0	0	Bernard Bourigeaud does not receive any supplementary pension plans.
Compensation paid by a company in the scope of consolidation	0	0	No compensation was paid/allocated to Bernard Bourigeaud by a company in the scope of consolidation.
Social protection plans (employer contributions)	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Bernard Bourigeaud.
Severance pay and non-compete clause	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Bernard Bourigeaud.
Total	300,000	300,000	

¹Fair value determined pursuant to IFRS 2 recognized in the consolidated financial statements.

Summary of the financial delegations and authorizations

Current authorizations to issue shares and other securities

The following authorizations to modify the share capital and to issue shares and other securities were in force in 2022:

Financial authorizations in force in 2022 and use by the Board of Directors in 2022

Nature of the delegations of authority and authorizations granted to the Board by the General Meeting	Maximum authorization amount (in euros)
Capital increase through an issue of shares and/or other securities giving access to the Company's share capital – Ingenico offer	
Authorization to decide to issue shares without preferential subscription rights (PSR), in the context of a public offer with an exchange component initiated by the Company for Ingenico shares	72,500,000
Authorization to decide the issue of shares, without preferential subscription rights, reserved for beneficiaries of free shares granted by Ingenico Group SA and holders of Ingenico Group SA shares through a company savings plan and/or a group savings plan or through a company mutual fund	650,000
Capital increase through an issue of shares and/or other securities giving access to the Company's share capital	
Share capital increase with PSR	50% of the share capital ^(1,2)
Share capital increase without PSR through public offerings or through public exchange offerings	10% of the share capital ^(1,2)
Share capital increase without PSR through public offerings mentioned in Article L.411-2 1° of the French Monetary and Financial Code	10% of the share capital* per 12-month period ^(1,2)
Increase in the number of securities in case of share capital increase with or without PSR	15% of the initial issue ⁽³⁾
Share capital increase through incorporation of premiums, reserves, benefits or other	500 million
Authorization to issue shares or securities giving access to the capital without PSR as consideration for contributions in kind of equity securities or securities giving access to the capital	10% of the share capital ⁽¹⁾
Share buyback program	
Authorization to the Board of Directors for the purpose of purchasing, holding or transferring shares of the Company	10% of the share capital Maximum purchase price per share: €74
Capital reduction through the cancellation of treasury shares	10% of the share capital per 24-months periods
Operations reserved for employees and Company Officers	
Capital increase reserved to employees and executive officers of the Group	2.5% of the share capital ⁽⁴⁾
Capital increase with the cancelation of the PSR to the benefit of members of a company or group savings plan as employees and/or executive officers of the Company and its affiliated companies	2.5% of the share capital ⁽⁴⁾
Authorization to allot performance shares to the employees and executive officers of Ingenico	0.43% of the share capital*
Authorization to grant stock options to employees and senior officers	2% of the share capital* (with an exceptional cap of 0.6% of the share capital in case of simultaneous or successive used and a sub-cap of 0.027% of the share capital for the executive corporate officers) ⁽⁵⁾
Authorization to allot free shares to employees and company officers	0.70% of the share capital* (with a sub-cap of 0.027% of the share capital* for the executive corporate officers) ⁽⁵⁾

* Share capital as at the AGM of June 9, 2022.

¹ Global cap for share capital increases carried out without PSR under the 29th, 30th, 31st and 32nd resolutions of the AGM of June 9, 2022. Any share capital increase carried out pursuant to these resolutions shall be deducted from this aggregate cap of 10% of the share capital as at June 9, 2022 and the aggregate amount of 50% provided by the 28th resolution of the AGM of June 9, 2022.

² Global cap for share capital increases carried out with or without PSR under the 28th, 29th, 30th, 31st and 32nd resolutions of the AGM of June 9, 2022. Any share capital increase carried out pursuant to these resolutions shall be deducted from this aggregate cap of 50%. The maximum nominal amount of the debt securities or other securities giving access to the share capital of the Company carried out under the 28th, 29th and 30th resolutions shall not exceed €1.5 billion or counter value of this amount in the event of an issue in another currency.

³ The nominal amount of the capital increases pursuant to the 31st resolution shall be deducted from (i) the cap of the resolution pursuant to which the initial issuance was decided, (ii) the aggregate cap set by the 28th resolution of the AGM of June 9, 2022, and (iii) in case of share capital increase without preferential subscription right, the amount of the sub-cap mentioned in the 29th resolution of the AGM of June 9, 2022.

Grant date of the authorization	Authorization expiration date	Duration	Use in 2022 ⁽⁶⁾	Comments
June 9, 2020 (32 nd resolution)	August 9, 2022	26 months	-	-
June 9, 2022 (34 th resolution)	December 9, 2023	18 months	June 24, 2022 (€150,610.48) ⁽⁶⁾ July 28, 2022 (€8,893.04) ⁽⁶⁾ August 11, 2022 (€45,077.88) ⁽⁶⁾ August 25, 2022 (€11,642.96) ⁽⁶⁾ September 22, 2022 (€556.24) ⁽⁶⁾ September 26, 2022 (€60,046.04) ⁽⁶⁾ November 9, 2022 (€17,592.96) ⁽⁶⁾	May be used during a public offering
June 9, 2022 (28 th resolution)	August 9, 2024	26 months	-	May be used during a public offering
June 9, 2022 (29 th resolution)	August 9, 2024	26 months	-	May be used during a public offering
June 9, 2022 (30 th resolution)	August 9, 2024	26 months	-	May be used during a public offering
June 9, 2022 (31 st resolution)	August 9, 2024	26 months	-	May be used during a public offering
June 9, 2022 (33 rd resolution)	August 9, 2024	26 months	July 24, 2022 (€206,575.16) ⁽⁷⁾	-
June 9, 2022 (32 nd resolution)	August 9, 2024	26 months	-	May be used during a public offering
June 9, 2022 (26 th resolution)	December 9, 2023	18 months	-	May be used during a public offering
June 9, 2022 (27 th resolution)	August 9, 2024	26 months	-	-
June 9, 2022 (35 th resolution)	August 9, 2024	26 months	-	-
June 9, 2022 (36 th resolution)	December 9, 2023	18 months	-	-
June 9, 2020 (35 th resolution)	December 28, 2022	26 months	-	-
June 9, 2022 (37 th resolution)	August 9, 2024	26 months	June 9, 2022	-
June 9, 2022 (38 th resolution)	June 9, 2025	38 months	June 9, 2022	-

⁴ Common cap for the capital increases carried out under the 35th and 36th resolutions adopted by the AGM of June 9, 2022

⁵ The total number of allocations of stock options pursuant to the 37th resolution and the allocations of free shares carried out under the 38th resolution of the AGM of June 9, 2022 shall not together exceed 0.60% of the share capital at the date of the AGM of June 9, 2022.

⁶ Capital increases carried out under the liquidity contracts concluded to the benefit of the beneficiaries of performance shares plans (please refer to Section B.6.2.4 - Note 8 of this 2022 Universal Registration Document).

⁷ Use in the context of the performance share plans which acquisition period expired in 2022, or for the anticipated vesting of the performance shares under particular circumstances (death, invalidity), and for the capital increase reserved to the employees (Boost 2020) as part of the employer matching contribution (please refer to Section B.6.2.4 - Note 8 of this 2022 Universal Registration Document).

⁸ Nominal amount is indicated.

Worldline

Agenda of the

Combined General Meeting

to be held on June 8, 2023

Resolutions within the competence of the extraordinary general meeting

First resolution - Approval of the statutory financial statements for the financial year ended on December 31, 2022

Second resolution - Approval of the consolidated financial statements for the financial year ended on December 31, 2022

Third resolution - Allocation of the net income for the financial year ended on December 31, 2022

Fourth resolution - Approval of the special report of the Statutory Auditors regarding the agreements and undertakings referred to in articles L. 225-38 et seq. of the French *Code de commerce*

Fifth resolution - Renewal of Bernard Bourigeaud as director

Sixth resolution - Renewal of Gilles Grapinet as director

Seventh resolution - Renewal of Gilles Arditti as director

Eighth resolution - Renewal of Aldo Cardoso as director

Ninth resolution - Renewal of Giulia Fitzpatrick as director

Tenth resolution - Renewal of Renewal of Thierry Sommelet as director

Eleventh resolution - Approval of the information referred to in paragraph I. of Article L.22-10-9 of the French *Code de commerce* related to the compensation paid during the financial year ended on December 31, 2022, or awarded for the same financial year, to all Company Officers

Twelfth resolution - Approval of the components making up the total compensation and benefits of any kind paid during the financial year ended on December 31, 2022, or awarded for the same financial year, to Bernard Bourigeaud, Chairman of the Board of Directors

Thirteenth resolution - Approval of the components making up the total compensation and benefits of any kind paid during the financial year ended on December 31, 2022, or awarded for the same financial year, to Gilles Grapinet, Chief Executive Officer

Fourteenth resolution - Approval of the components making up the total compensation and benefits of any kind paid during the financial year ended on December 31, 2022, or awarded for the same financial year, to Marc-Henri Desportes, Deputy Chief Executive

Fifteenth resolution - Approval of the compensation policy applicable to the Chairman of the Board of Directors for the 2023 financial year

Sixteenth resolution - Approval of the compensation policy applicable to the Chief Executive Officer for the 2023 financial year

Seventeenth resolution - Approval of the compensation policy applicable to the Deputy Chief Executive Officer for the 2023 financial year

Eighteenth resolution - Approval of the compensation policy applicable to non-executive Directors for the 2023 financial year

Nineteenth resolution - Authorization to the Board of Directors for the purpose of purchasing, holding or transferring shares of the Company

Resolutions within the competence of the ordinary general meeting

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

Twenty-first resolution - Delegation to the Board of Directors of authority to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt instruments – while maintaining preferential subscription rights

Twenty-second resolution - Delegation to the Board of Directors of authority to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt instrument through public offerings, without preferential subscription rights, with a priority subscription right for shareholders

Twenty-third resolution - Delegation to the Board of Directors of authority to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt securities through public offerings referred to in Article L.411-2,1° of the French *Code monétaire et financier*, without preferential subscription rights

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

Twenty-fifth resolution - Delegation to the Board of Directors of authority to issue shares or securities giving access to the share capital as consideration for contributions in kind relating to equity securities or securities giving access to the share capital (other than in the case of a public exchange offer)

Twenty-sixth resolution - Delegation to the Board of Directors of authority to decide to increase the Company's share capital by incorporating premiums, reserves, profits or other items

Twenty-seventh resolution - Delegation to the Board of Directors of authority to decide the issue of shares, without preferential subscription rights, reserved for beneficiaries of free shares granted by Worldline IGSA (formerly Ingenico Group SA) and holders of Worldline IGSA shares through a company savings plan and/or a group savings plan or through a company mutual fund

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

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

Thirtieth resolution - Authorization to the Board of Directors to grant options to subscribe for or to purchase shares to the employees and/or corporate officers of the Company and/or its affiliated companies

Thirty-first resolution - Authorization to the Board of Directors to grant free performance shares to the employees and corporate officers of the Company and/or its affiliated companies

Thirty-second resolution - Amendment of Article 19 of the Company's bylaws to change the age limit for the Chairman of the Board of Directors.

Thirty-third resolution - Powers

Board of Directors' report on the resolutions and draft resolutions

Dear Shareholders,

You have been invited to this shareholders' ordinary and extraordinary general meeting of June 8, 2023 (the "**General Meeting**") in order to submit for your approval the following 33 resolutions of which a draft version was approved by the Board of Directors (the "**Board**") on March 21, 2023:

- the 1st to 19th resolution fall under the competence of the ordinary session of the General Meeting;
- the 20th to 32nd resolutions fall under the competence of the extraordinary session of the General Meeting; and
- the last resolution (33rd) concerns the powers for formalities.

We have followed the same approach as last year regarding the conditions and cap of financial delegations for capital increases through an issue of shares and/or other securities giving access to the Company's share capital.

Detailed information about the annual financial statements and the consolidated financial statements for the financial year ended on December 31, 2022, as well as the conduct of corporate affairs during this financial year, can be found in the 2022 Universal Registration Document filed with the French financial markets authority (*Autorité des marchés financiers*), on April 28, 2023. As required by legal and regulatory provisions, this document is available to shareholders at the Company's registered office and is accessible on the Company's [website](#).

Shareholders are requested to also refer to the cross-reference table provided in the 2022 Universal Registration Document (Section F.2) which identifies the sections of this document that correspond to the disclosures expected in the management report in respect of the financial year 2022.

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

Resolutions within the competence of the Ordinary General Meeting

Presentation of the first and second resolutions

Approval of the statutory and consolidated financial statements for the financial year ended on December 31, 2022

Under the terms of the 1st and 2nd resolutions, we request you to approve, after having reviewed the management report of the Board and the Statutory Auditors' reports, the statutory financial statements showing a profit of €66,173,423.98 and the consolidated financial statements for the financial year ended on December 31, 2022.

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

The results for the 2022 financial year are detailed and commented in the management report and the statutory and consolidated financial statements are included in the 2022 Universal Registration Document (Section B).

In addition, we request you to approve the amount of non-deductible expenses and charges referred to in Article 39 paragraph 4 of the *Code général des impôts*, amounting to €309,500.44 and which generated an estimate income tax expense of €79,943.96.

First resolution

Approval of the statutory financial statements for the financial year ended on December 31, 2022

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the management report of the Board of Directors and the report of the Statutory Auditors on the statutory financial statements for the 2022 financial year, approves, as presented, the statutory financial statements for the year ended on December 31, 2022 in their entirety, including the balance sheet, income statement and the notes thereto, showing a profit of €66,173,423.98 as well as the transactions reflected in these financial statements and summarized in these reports.

Pursuant to Article 223 quater of the French *Code général des impôts*, the General Meeting approves the expenses and charges that are non-deductible for tax purposes under paragraph 4 of Article 39 of said Code and that amount to €309,500.44 for the 2022 financial year, and which generated and estimated income tax expense of €79,943.96.

Second resolution

Approval of the consolidated financial statements for the financial year ended on December 31, 2022

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the management report of the Board of Directors and the report of the Statutory Auditors on the consolidated financial statements for the 2022 financial year, approves, as presented, the consolidated financial statements for the year ended on December 31, 2022 in their entirety, including the balance sheet, income statement and the notes thereto, together with the transactions reflected in these financial statements and summarized in these reports.

Presentation of the third resolution

Allocation of the net income for the financial year ended on December 31, 2022

The net income for the financial year ended on December 31, 2022 shows a profit of €66,173,423.98.

The previous retained earnings at the same date amounted to €0.

Under the terms of the 3rd resolution, it is proposed to allocate the €66,173,423.98 profit for the 2022 financial year for an amount of €1,078.89 to the legal reserve account and for an amount of €66,172,345.09 to the retained earnings account.

It is recalled that the Group's objective is to distribute dividends in the amount of approximately 25% of its consolidated net income, to the extent that this is compatible with the implementation of its external growth policy. Taking into account the strategic priority given by the Group in 2023 to pursue its development and which requires Worldline to preserve its financial leeway, the Board has decided to propose to the shareholders not to distribute a dividend this year.

In accordance with the provisions of Article 243 bis of the French *Code général des impôts*, we inform you that no dividend was distributed in respect of the three financial years preceding the 2022 financial year.

Third resolution

Approval of the statutory financial statements for the financial year ended on December 31, 2022

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the management report of the Board of Directors and the report of the Statutory Auditors on the statutory financial statements for the 2022 financial year, resolves to allocate the net income for the year 2022 amounting to €66,173,423.98 for an amount of €1,078.89 to "legal reserve" account and for an amount of €66,172,345.09 to "retained earnings" account.

In accordance with applicable legal provisions, the General Meeting acknowledges that no dividend was paid over the three financial years preceding the financial year 2022.

After allocation of the result, the balances of the following accounts would be respectively increased to:

Legal reserve	€19,160,349.12
Retained earnings	€66,172,345.09

Presentation of the fourth resolution

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

The purpose of the 4th resolution is to submit for your approval, after having reviewed the report of the Board, the special report of the Statutory Auditors regarding the regulated-party agreement authorized and entered into during the financial year ended on December 31, 2022 in accordance with Articles L.225-38 et seq. of the French *Code de commerce*, it being specified that this report does not mention any new agreement nor any new commitment of this kind.

You are also asked to duly note the information relating to agreements entered into during prior financial years and continued in 2022.

Fourth resolution

Approval of the special report of the Statutory Auditors regarding the agreements and undertakings referred to in articles L. 225-38 et seq. of the French Code de commerce

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Director's report and the special report of the Statutory Auditors regarding the agreements and undertakings referred to in Articles L. 225-38 et seq. of the French *Code de commerce*, approves this report which does not mention any new agreement concluded or new undertaking made during the past financial year.

Presentation of the fifth to tenth resolutions

Composition of the Board of Directors

The purpose of the 5th to 10th resolutions is to propose the reappointment of 6 directors, 3 of which are independent.

Detailed information on the composition of the Board is available in the Board's corporate governance report that is included within the 2022 Universal Registration Document (Section D.1.3).

We recall that the Board is currently made up of 17 directors plus 2 directors representing the employees and 2 non-voting members, as follows:

- 1 independent Chairman;
- 1 Chief Executive Officer;
- 11 independent directors (including 1 director appointed on the proposal of Bpifrance Participations);
- 4 non-independent directors (including 3 directors appointed on the proposal of SIX Group AG and 1 director appointed on the proposal of Deutscher Sparkassen Verlag GmbH ("DSV"));
- 2 directors representing the employees;
- 1 censor (appointed on the proposal of SIX Group AG, without voting right); and
- 1 representative of the Social and Economic Committee (without voting right).

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

In year 2021, the Nomination Committee and the Board started discussions and works with the aim to reduce the number of its members. The purpose of these works is to, ultimately and at the right time, return to a size more consistent with the usual size of the Boards of comparable companies.

Upon the recommendation of the Nomination Committee, the Board has finally decided in early 2022 to reduce its size with a target Board of 13 directors (plus 2 employee directors and a non-voting representative of the Social and Economic Committee) by 2024.

As to preserve the current efficient and smooth functioning of the Board benefitting from its members' strong, well-balanced and complementary profiles and expertise, this reduction will be achieved progressively. The Board will first be reduced by two directors and the Censor this current year and, then in 2024¹, with the contemplated removal of two additional directors.

In that respect, the Board has defined, upon the recommendation of the Nomination Committee, the following principles to ultimately identify the directors whom are to leave the Board in 2023, those whom could leave in 2024 and those whom should stay so as to best serve the Company and shareholders' interests:

- **Equal treatment of directors:** all directors' mandates will be at stake to allow the Nomination Committee and the Board to review and resize the composition of the Board (irrespective of their renewal dates according to the staggered renewal process in place);
- **Balanced representation of key shareholders and strategic partners:** the representation of major shareholders and strategic partners of the Company within the Board in due proportion in the target Board will have to be discussed according to the agreements and the contemplated reduction;
- **Comply with legal requirements and recommendations of the AFEP-Medef Code;**
- **Maintain a high level of independence;**
- **Maintain complementary and adequacy of profiles and competences** with strong experience and expertise

The Nomination Committee, the Chairman of the Board and the Lead Director, in consultation with the Chief Executive Officer, discussed extensively with all the directors taking into account the above principles as well as the motivations of each director and his/her future availabilities in the coming years.

Following these discussions, Susan Tolson and Luc Rémont announced their intent to resign with effect at the end of the General Meeting of June 8, 2023. Besides, the term of Johannes Dijsselhof as Censor will expire at the end of the General Meeting and is not proposed to be renewed.

It is hence reminded that according to Article 14 of the Company's Bylaws, the Board of Directors is renewed annually in order to ensure a rotation of one third of its members (number to be rounded off to the superior or inferior number, if the number of directors is not a multiple of 3).

¹ Target Board is notably based on the current scope and Company's shareholding and might be adjusted in particular in case of future change in that respect.

As a consequence, the Board is asking you, under the 5th to 10th resolutions, on the Nomination Committee's recommendation, to renew the terms of office as directors of Bernard Bourigeaud², Gilles Grapinet, Gilles Arditti², Aldo Cardoso², Giulia Fitzpatrick and Thierry Sommelet² (all of them expiring at the end of the General Meeting), for a period of 3 years, i.e. until the end of the Shareholders' General Meeting that will be convened in 2026 to approve the financial statements for the financial year ending on December 31, 2025.

Furthermore, the Board decided that if the directorships of Bernard Bourigeaud, Gilles Grapinet, Gilles Arditti, Aldo Cardoso, Giulia Fitzpatrick and Thierry Sommelet were renewed by the shareholders, each of them would continue to carry out his/her respective duties on the specialized Board Committees.

As indicated above and despite their proposed renewals, the mandate of these directors would also be discussed and at stake in the context of the next step of the Board resizing exercise to be conducted by the Nomination Committee and the Board in the course of the year as per the plan already announced in the 2021 Universal Registration Document.

When reviewing the applications for renewal, the Board specifically took the following into consideration: firstly, the legal constraints, the recommendations of the AFEP-Medef Code and the best market practices in terms of governance; secondly, its diversity policy goals with respect to gender, nationalities, and independence; and lastly, it re-examined the candidates' profiles, their backgrounds and experiences, and their relevant skills for the Board, particularly with respect to corporate social responsibility. The Board also considered their valuable contribution to the works of the Board and of its Committees, as well as their very high individual attendance rates demonstrating their commitment. The Board also verified the availability of the members whose terms of office are expiring and has notably checked that they do not hold an excessive number of positions in other companies, especially as directors in non-Group listed companies, as this allows each member of the Company's Board to devote the necessary time and attention to his/her duties.

The biographies of the members of the Board presented to shareholders for approval of their reappointment can be found in Section D.1.3.1.3 of the 2022 Universal Registration Document and in this meeting notice *brochure*.

Please note that at the end of the General Meeting, and if these resolutions are adopted, the Board would still be made up of 66% of independent members, i.e., much higher than recommended by the principles of the AFEP-Medef Code (§ 10.3).

The Board would include six women, i.e. 40% of its members, in compliance with the applicable legal provisions.

Should these propositions be adopted and taking into account the contemplated resignation of Susan Tolson and Luc Rémont effective following the General Meeting, the Nomination Committee has recommended the Board to consider appointing, after the General Meeting:

- Gilles Arditti as member of the Audit Committee regarding **(i)** his experience and skills **(ii)** his past valuable contributions to the Audit Committee as he has regularly attended the meetings upon invitation of the Chairman and used to be one of its members until end-2020 and **(iii)** his qualification as independent;
- Georges Pauget as Chairman of the Remuneration Committee and Vice-Chairman of the Nomination Committee regarding **(i)** his extensive expertise in the corporate governance of listed companies, **(ii)** his valuable contribution to Worldline's Board notably as Lead Director during the past years and **(iii)** his qualification as independent.

Consequently, the Committees of the Board will be composed as follows and will then remain compliant with AFEP-Medef recommendations:

Remuneration Committee

Georges Pauget *
Chairman of the Committee
Lorenz von Habsburg Lothringen
Vice-Chairman of the Committee
Danielle Lagarde *
Thierry Sommelet * •
Marie-Christine Lebert ⁽¹⁾

Strategy and Investment Committee

Daniel Schmucki
Chairman of the Committee
Bernard Bourigeaud * •
Lorenz von Habsburg Lothringen
Gilles Grapinet •
Aldo Cardoso * •
Thierry Sommelet * •
Mette Kamsvåg *
Gilles Arditti * •

Audit Committee

Aldo Cardoso * •
Chairman of the Committee
Giulia Fitzpatrick •
Caroline Parot *
Gilles Arditti * •
Mette Kamsvåg *
Daniel Schmucki

Nomination Committee

Lorenz von Habsburg Lothringen,
Chairman of the Committee
Georges Pauget *
Vice-Chairman of the Committee
Danielle Lagarde *
Thierry Sommelet * •

Social and Environmental Responsibility Committee

Danielle Lagarde *
Chairwoman of the Committee
Giulia Fitzpatrick •
Gilles Grapinet •
Agnès Audier *

* Independent director • Term of office expiring at the 2023 AGM ⁽¹⁾ Employee director

² Independent director.

³ It is being precised that, in view of this resizing exercise, the Board of Directors during its meeting on February 20, 2023, agreed to review the composition of its specialized committees, based on the works and recommendation of the Nomination Committee, during its meeting following the 2023 Shareholders' General Meeting.

Renewal of the term of office of Bernard Bourigeaud as director

Bernard Bourigeaud was appointed as director on October 28, 2020 in the context of the acquisition of Ingenico, for a 3-year term. As per the yearly assessment of the directors' independence performed by the Board of Directors on December 16, 2022, Bernard Bourigeaud qualifies as independent director as not fulfilling any non-independence criteria. His director's term renewal should also allow for his renewal as non-executive independent Chairman of the Board (subject to the shareholders' approval of the amendment of Article 19 of the Company Bylaws (see 32nd resolution), a role he was first entrusted on October 25, 2021.

Indeed, the Company has a strong rationale interests for all the stakeholders, in particular the shareholders, to maintain Bernard Bourigeaud as non-executive independent Chairman of the Board **(i)** all along the ongoing 3-year strategic plan, including important synergies coming from the integration of Ingenico Group and the next step in the programs to move to one combined culture with efficiency gains, **(ii)** the ongoing works in order to implement the remaining steps of the Board resizing plan while working with the Nomination Committee and the Lead Director to preserve a well-balanced composition of the Board, to maintain its efficient and smooth functioning all along its transformation journey and to ensure a smooth succession and **(iii)** to benefit from Bernard Bourigeaud deep experience and knowledge of Ingenico Group but more generally of the payment industry, the Tech sector and the governance of listed companies. Moreover, this would allow the Board to benefit from his very positive and efficient leadership of the Board and his highly valuable contribution to its works since he joined Worldline 2 years ago with a strong focus on people and business, as highlighted once again by the annual Board assessment.

Additional information regarding Bernard Bourigeaud can be found in page 16 of this meeting notice *brochure*.

Renewal of the term of office of Gilles Grapinet as director

Gilles Grapinet was appointed as Chief Executive Officer on April 30, 2014 for the duration of his term as director.

Gilles Grapinet's term as Chief Executive Officer is characterized by the successful development and transformation of the Group since the Company's initial public offering in 2014 marked notably by **(i)** the separation from the Atos Group in May 2019, **(ii)** its entry into the CAC40 Index in March 2020, **(iii)** the secured targets achievement year-on year, in particular in the context of the 3-year plan 2019-21, resulting in a four-fold increase in revenue, three-fold increase in headcount, five-fold increase in market capitalization and three-fold increase in Worldline's share price, supported by transformative acquisitions, notably the acquisition of SIX Payment Services and more recently of Ingenico.

As director and Chief Executive Officer, Gilles Grapinet would continue to bring to the Board his deep knowledge of the Group's business and challenges, his strong leadership of the Group and his vision of the Group's trajectory which are key for the Board and the Company's operation worldwide all along the ongoing 3-year strategic plan, including important synergies coming from

the integration of Ingenico Group and the next steps in the Group's transformation to accelerate its sustainable growth trajectory, reach new scale and generate further efficiencies, as well as to deliver the CSR transformation program (Trust 2025).

Additional information regarding Gilles Grapinet can be found in page 17 of this meeting notice *brochure*.

Renewal of the term of office of Gilles Arditti as director

Gilles Arditti was initially appointed as director on April 30, 2014 upon proposal of Atos SE and then on his own name on June 9, 2020. As per the yearly assessment of the directors' independence performed by the Board on December 16, 2022, Gilles Arditti qualifies as independent director. Gilles Arditti has served in high profile positions, in particular as Executive Vice President Investor Relations & Internal Audit of Atos SE. He has deep knowledge of the Group's business and challenges and its governance since the IPO, which is considered to be of great value for the Board's operation. Gilles Arditti's strong individual attendance rate at the Board and Committees' meetings since 2014 and in particular in 2022 (100%) reflects his strong dedication to the accomplishment of his mission as director as well as his valuable contribution to the works of the Board and the Committees.

Additional information regarding Gilles Arditti can be found in page 18 of this meeting notice *brochure*.

Renewal of the term of office of Aldo Cardoso as director

Aldo Cardoso was first appointed as director on June 13, 2014. As per the yearly assessment of the directors' independence performed by the Board on December 16, 2022, Aldo Cardoso qualifies as independent director as not fulfilling any non-independence criteria. Aldo Cardoso actively takes part in the Company's governance through his chairmanship of the Audit Committee and his membership in the Strategy and Investment Committee. Moreover, the Board has noted his dedication to the Board's works since 2014 and in particular in 2022 through his attendance to all Board and Committees' meetings as well as his valuable contribution to the works of the Board and of the Committees. Aldo Cardoso has an in-depth and recognized knowledge of corporate finance and accounting, as well as of audit and control procedures, which he acquired during his long experience in the management of the audit and financial, legal and tax consulting firm Arthur Andersen and in exercising his various directorships as a director of leading French and foreign companies. He also has a valuable longstanding and deep knowledge of the Company's governance and recent history.

In the context of his contemplated renewal as director in Worldline, Aldo Cardoso confirmed that his mandate as director of Ontex (listed company) was terminated and his mandate as director of Imerys (listed company) will terminate on May 10, 2023. Therefore, Aldo Cardoso will only have directorship positions in the following companies outside Worldline Group: Bureau Veritas (Chairman) and DWS. By reducing his number of mandate, Aldo Cardoso intends to avoid any potential over-boarding concern and by doing so demonstrated once again his strong commitment towards Worldline.

Additional information regarding Aldo Cardoso can be found in page 19 of this meeting notice *brochure*.

Renewal of the term of office of Giulia Fitzpatrick as director

Giulia Fitzpatrick was appointed as director on November 30, 2018 upon proposal of SIX Group AG. She actively takes part in the Company's governance through her membership in the Audit Committee and the Social and Environmental Responsibility Committee. Moreover, the Board has noted her dedication to the Board's works since 2018 and in particular in 2022 through her attendance to all Board and Committees' meetings as well as her valuable contribution to the works of the Board and of the Committees, notably on audit and CSR matters. Giulia Fitzpatrick has in excess of 30 years of professional experience in particular in finance transformations, digitalization and risk management with various firms in the financial services sector. Besides, the appointment of Giulia Fitzpatrick participates to gender diversity at Board level which will reach as of, and subject to directors' term being renewed by the shareholders at the General Meeting, 40% (i.e. 6 out of 15 members to be taken into account) given the resizing project.

Additional information regarding Giulia Fitzpatrick can be found in page 20 of this meeting notice *brochure*.

Renewal of the term of office of Thierry Sommelet as director

Thierry Sommelet was appointed as director on October 28, 2020 upon proposal of Bpifrance Participations. The representation of Bpifrance Participations within the Board reflects its public support to the acquisition of Ingenico Group and its status of long-term reference shareholder of Worldline. As per the yearly assessment of the directors' independence performed by the Board on December 16, 2022, Thierry Sommelet qualifies as independent director as not fulfilling any non-independence criteria. Thierry Sommelet has served and still serves in high profile positions, notably as Executive Director of the Mid & Large Caps department in charge of the Technology, Media and Telecom sector, and a member of the Management Committee of Bpifrance Investissement. Thierry Sommelet has nearly twenty years of experience in private and public investments in the technology, media and telecommunications sectors. He actively takes part in the Company's governance through his membership in the Strategy and Investment Committee and the Nomination and Remuneration Committees. Moreover, the Board has noted his dedication to the Board's works since 2020 as well as his valuable contribution to the works of the Board and of the Committees.

Additional information regarding Thierry Sommelet can be found in page 21 of this meeting notice *brochure*.

Fifth resolution

Renewal of Bernard Bourigeaud as director

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report, noting that the director's term of office of Bernard Bourigeaud will expire at the end of this General Meeting, resolves to renew his term of office as director for a period of three (3) years, that will expire at the end of the General Meeting to be convened in 2026 to approve the financial statements for the financial year ending in 2025.

Sixth resolution

Renewal of Gilles Grapinet as director

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report, noting that the director's term of office of Gilles Grapinet will expire at the end of this General Meeting, resolves to renew his term of office as director for a period of three (3) years, that will expire at the end of the General Meeting to be convened in 2026 to approve the financial statements for the financial year ending in 2025.

Seventh resolution

Renewal of Gilles Arditti as director

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report, noting that the director's term of office of Gilles Arditti will expire at the end of this General Meeting, resolves to renew his term of office as director for a period of three (3) years, that will expire at the end of the General Meeting to be convened in 2026 to approve the financial statements for the financial year ending in 2025.

Eighth resolution

Renewal of Aldo Cardoso as director

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report, noting that the director's term of office of Aldo Cardoso will expire at the end of this General Meeting, resolves to renew his term of office as director for a period of three (3) years, that will expire at the end of the General Meeting to be convened in 2026 to approve the financial statements for the financial year ending in 2025.

Ninth resolution

Renewal of Giulia Fitzpatrick as director

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report, noting that the director's term of office of Giulia Fitzpatrick will expire at the end of this General Meeting, resolves to renew her term of office as director for a period of three (3) years, that will expire at the end of the General Meeting to be convened in 2026 to approve the financial statements for the financial year ending in 2025.

Tenth resolution

Renewal of Thierry Sommelet as director

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report, noting that the director's term of office of Thierry Sommelet will expire at the end of this General Meeting, resolves to renew his term of office as director for a period of three (3) years, that will expire at the end of the General Meeting to be convened in 2026 to approve the financial statements for the financial year ending in 2025.

Presentation of the eleventh to eighteenth resolutions

Compensation of Company Officers

The 11th to 18th resolutions relate to the vote on the compensation of the Company Officers and are presented to you as part of the "Say on Pay" mechanism set out in Articles L.22-10-8, L.22-10-9 and L.22-10-34 of the French *Code de commerce*.

Approval of the information referred to in paragraph I. of Article L.22-10-9 of the French *Code de commerce* relating to the compensation paid during the financial year ended on December 31, 2022, or awarded for the same financial year, to all Company Officers (11th resolution)

Under the 11th resolution, you are asked, pursuant to paragraph I. of Article L.22-10-34 of the French *Code de commerce*, to approve the information indicated in paragraph I. of Article L.22-10-9 of the French *Code de commerce* regarding the components making up the total compensation and benefits of any kind paid during the financial year ended on December 31, 2022 or awarded for the same financial year to all Company Officers, as described in the corporate governance report of the Board and provided within the 2022 Universal Registration Document (Section D.2.2).

We remind you that, as required by the provisions of Article L.22-10-8 of the French *Code de commerce*, the principles and the criteria for determining, distributing and allocating fixed, variable, long-term and exceptional components making up the total compensation and benefits of any kind attributable, as the case may be, to the Company Officers for performing their terms of office and constituting their compensation policy for the 2022 financial year, were approved by the shareholders during the General Meeting held on June 9, 2022 (18th to 25th resolutions).

Approval of the components making up the total compensation and benefits of any kind paid during the financial year ended December 31, 2022, or awarded for the same financial year, to Bernard Bourigeaud, Chairman of the Board (12th resolution), to Gilles Grapinet, Chief Executive Officer (13th resolution) and to Marc-Henri Desportes, Deputy Chief Executive Officer (14th resolution)

Under the 12th to 14th resolutions, you are asked, pursuant to paragraph II. of Article L.22-10-34 of the French *Code de commerce*, to approve the components making up the total compensation and benefits of any kind paid during the financial year ended on December 31, 2022, or awarded for the same financial year, to Bernard Bourigeaud (non-executive independent Chairman of the Board), to Gilles Grapinet (Chief Executive Officer) and to Marc-Henri Desportes (Deputy Chief Executive Officer), for their respective terms of office, pursuant to the 2022 compensation policy as described in the Board's corporate governance report and provided within the 2022 Universal Registration Document (Sections D.2.2.3, D.2.2.1 and D.2.2.2), an extract of which is included in pages 20 to 22 of this meeting notice *brochure*.

In accordance with the provisions of Article L.22-10-34 of the French *Code de commerce*, the variable and exceptional components of the compensation of the Chief Executive Officer and the Deputy Chief Executive Officer for the financial year ended on December 31, 2022, which are the subject of the 13th and 14th resolutions, would only be paid after approval by the shareholders during this General Meeting for each of them in the context of the ex-post vote.

We remind you that, as required by the provisions of Article L.22-10-8 of the French *Code de commerce*, the compensation policies applicable to the Chairman of the Board, to the Chief Executive Officer and to the Deputy Chief Executive Officer for the 2022 financial year, were approved by the shareholders during the General Meeting held on June 9, 2022 (19th to 21st resolutions).

Approval of the compensation policies applicable to the Company Officers for 2023 (15th to 18th resolutions)

It is requested, under the 15th to 18th resolutions, pursuant to paragraph II of Article L.22-10-8 of the French *Code de commerce*, to approve the compensation policies applicable to the Company Officers for their respective terms of office, for the financial year ending on December 31, 2023. These principles and criteria determined by the Board, upon recommendations of the Remuneration Committee, are described within the 2022 Universal Registration Document (Sections D.2.1.1.2 to D.2.1.2).

The payment of these amounts resulting from the implementation of these principles and criteria would be subject to the approval of shareholders at the General Meeting that will be convened in 2024 to approve the Company's financial statements for the financial year ending on December 31, 2023 as far as the non-executive Chairman of the Board and the Company Executive Officers are concerned.

In line with its intentions already announced to the market in 2021 and 2022 of gradually bringing Executive Company Officers' compensation to a level more coherent with Worldline's profile (in particular in terms of business, revenue, market capitalization, profitability, headcount), Group's performance (in particular its constant growth trajectory, improved profitability and cash generation in the past years) and its positioning versus market practices and peers, the Board of Directors considered that it was in the best interest of the Group and its stakeholders, in particular the shareholders, to propose to the 2023 General Meeting to approve an increase of their compensation which would be effective as from January 1, 2024 but would consequently not be applicable in 2023 as agreed with the concerned Company Executive Officers.

Given the specific context during the past years (in particular the Covid-19 pandemic and the war in Ukraine) no increase was finally implemented since 2021 despite the initial intention of the Board to gradually increase their compensation so their remuneration gap versus the market practice has increased. Indeed, it is reminded that the analysis already conducted in 2021 and 2022, confirmed the persistent gap already identified and highlighted at that time that the Company Executive Officers' compensation was already positioned below the lowest 25th percentile of CAC 40 companies (by 9% for the Chief Executive Officer and by 12% for the Deputy CEO) and of worldwide's competitors (by 14% for the Chief Executive Officer and by 7% for the Deputy Chief Executive Officer) with regard to total target compensation.

In line with its intention as reminded above, the Board of Directors decided on February 20, 2023, on the recommendation of the Remuneration Committee, to review the compensation policy of the Executive Company Officers even if it would be effective only as from January 1, 2024.

Such compensation review appears even more appropriate as the term of office of Gilles Grapinet as director is subject to renewal during the 2023 Shareholders General Meeting and his mandate as Chief Executive Officer is expected to be confirmed by the Board of Directors following the 2023 Shareholders General Meeting. The term of office of Marc-Henri Desportes as Deputy Chief Executive Officer is also subject to confirmation by the Board of Directors following the 2023 General Meeting as the mandate of the Chief Executive Officer.

As part of its work, the Board of Directors highlighted the Chief Executive Officer's and Deputy Chief Executive Officer's experience, career history and performance, particularly within Worldline. The Board stressed the efficient leadership and proven capabilities of the Chief Executive Officer and the Deputy Chief Executive Officer characterized by the successful development of the Group since the Company's initial public offering in 2014 marked by year-on-year guidance execution, constant growth trajectory, improved profitability and cash generation resulting in a four-fold increase in revenue, three-fold increase in headcount, five-fold increase in market capitalization and two-fold increase in Worldline's share price. More precisely, the Group's financial trajectory shows +11% organic growth and +16% EBITDA since the Chief Executive Officer's and the Deputy Chief Executive Officer's compensation was effectively last increased in 2021. The Board of Directors noted the solid performance over the years combined with a unique transformative strategy accelerated since the acquisition of Ingenico Group.

Worldline conducted an analysis of market practices with the assistance of specialized firms on the positioning of the compensation of the Executive Company Officers in relation to the practices of other CAC 40 companies and Worldline's competitors. Although Worldline's positioning remains very specific **(i)** compared to other CAC 40 companies in particular with respect to its business, profile and trajectory and **(ii)** compared to its international peers in particular US ones this study has confirmed in line with the same studies conducted in 2021 and 2022 the persistent gap showing that the Chief Executive Officer's and the Deputy Chief Executive Officer's total annual target compensation is positioned below their direct competitors.

As an illustration, the Chief Executive Officer's annual target compensation is well below (-35%) his direct counterpart in Europe (namely Nexi) while both companies are comparable. Such analysis has also stressed that the total annual target compensation for the Chief Executive Officer falls by 9% below the lowest 25th percentile of CAC 40 companies and, by 14%, of worldwide competitors. Such analysis also highlighted that the total annual target compensation for the Deputy Chief Executive Officer falls by 12% below the lowest 25th percentile of CAC 40 companies and by 7% of worldwide competitors. It has also to be noted that the gap should now be even higher as the analysis was made on the basis of past available figures while numerous players have recently implemented significant increases. The detailed analysis are described in the 2022 Universal Registration Document (Sections D.2.1.1.2 and D.2.1.1.3).

Having considered the foregoing, the Board of Directors considered that the decision to increase the compensation would come at a time when the retention of Executive Company Officers, key talents and experts of the Group is key for the Group in order to secure the delivery of announced operational and financial performance in the context in particular of the 3-year strategic plan, the ongoing transformation and the CSR program (Trust 2025).

As a result, on the Remuneration Committee's recommendation, the Board, on February 20, 2023 decided, subject to your approval at this General Meeting, to increase the Chief Executive Officer's and the Deputy Chief Executive Officer's fixed annual compensation and set the amount of their respective target variable annual compensation at 100% of their respective fixed annual compensation.

On the Remuneration Committee's recommendation, the Board of Directors meeting held on February 20, 2023 decided, subject to the approval of the 2023 General Meeting, the following:

- raise the amount of their fixed annual compensation (to €950,000 for the Chief Executive Officer and to €570,000 for the Deputy Chief Executive Officer);
- set the amount of their target variable annual compensation at 100% of their respective fixed annual compensation;
- set the annual amount of their long-term equity compensation at €1,500,000 for the Chief Executive Officer and at €880,000 for the Deputy Chief Executive Officer (fair value determined in accordance with IFRS 2 recognized in the Company's consolidated financial statements). This reflects the performance and profitability culture and market practices of the Worldline business sector.

The Chief Executive Officer's total annual target compensation will therefore be increased by 13% (a total of €3,400,000), and positioned at the lowest 25th percentile of CAC 40 companies in total target compensation, while the total cash compensation still remains below the lowest quartile (-11%).

The Deputy Chief Executive Officer's total annual target compensation will therefore be increased by 19.5% (a total of € 2,020,000), and positioned at the lowest 25th percentile of CAC 40 companies in total target compensation, while the total cash compensation still remains below the lowest quartile (-14%).

It has to be noted that the variable component still represent more than 70% of the total compensation, which is very highly positioned compared to market practices and ensure a strong implementation of the pay for performance principle, contribute to the Group's short and long term strategy and finally a strong alignment of interests with the Group and the shareholders.

The proposed increase is also consistent with the overall Group employee salary increase budget since the Executive Company Officer's compensation was last increased few years ago.

Since the gap versus the market is significantly higher for the fixed part of the annual compensation and the variable part of the total target compensation is very high, it was decided to increase mainly the annual base salary while the variable part, subject to performance conditions, will remain highly predominant as it will still account for respectively more than 72% for the Chief Executive Officer and 74% for the Deputy Chief Executive Officer of the total annual target compensation in order to preserve a strong alignment of interests between the Executive Company Officers and the shareholders and other stakeholders.

Considering the current challenging and volatile macro-economic context and in agreement with the concerned Executive Company Officers, and should you approve the proposed revision, the Board decided, however, to defer the implementation of planned increase to January 1, 2024.

As a consequence, the proposed increase of the their Executive Company Officers' compensation will not apply in 2023 so the overall target compensation amount will remain unchanged in 2023 compared to last year.

In accordance with Article L.22-10-34 of the French *Code de commerce*:

- in the event the resolutions relating to the compensation policy are not approved, the Board would have to submit a revised compensation policy that takes into account the shareholders' vote to the next General Meeting for approval and to suspend the payment of the compensation allocated to Board members by virtue of Article L.22-10-14 of the French *Code de commerce* until the revised compensation policy is approved;
- the variable and exceptional components making up the compensation of the Chief Executive Officer and the Deputy Chief Executive Officer, covered by the 16th and 17th resolutions, could not be paid unless shareholders approve the components of compensation of the Company Executive Officer concerned in the context of the *ex-post* vote at a next General Meeting.

More details are described in the 2022 Universal Registration Document (Sections D.2.1.1.2 and D.2.1.1.3)

Eleventh resolution

Approval of the information referred to in paragraph I. of Article L.22-10-9 of the French *Code de commerce* related to the compensation paid during the financial year ended on December 31, 2022, or awarded for the same financial year, to all Company Officers

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the corporate governance report of the Board of Directors, approves, in accordance with the provisions of paragraph I. of Article L.22-10-34 of the French *Code de commerce*, the information referred to in paragraph I. of Article L.22-10-9 of said Code related to the compensation paid during the financial year ended on December 31, 2022, or awarded for the same financial year, to Company Officers for their respective terms of office, as presented in the corporate governance report of the Board of Directors, and provided within the 2022 Universal Registration Document (in Section D.2.2).

Twelfth resolution

Approval of the components making up the total compensation and benefits of any kind paid during the financial year ended on December 31, 2022, or awarded for the same financial year, to Bernard Bourigeaud, Chairman of the Board of Directors

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the corporate governance report of the Board of Directors, approves, in accordance of the provisions of paragraph II. of Article L.22-10-34 of the French *Code de commerce*, the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid during the financial year ended on December 31, 2022, or awarded for the same financial year, to Bernard Bourigeaud, for his term of office as Chairman of the Board of Directors, as presented in the corporate governance report of the Board of Directors, and provided within the 2022 Universal Registration Document (in Section D.2.2.3).

Thirteenth resolution**Approval of the components making up the total compensation and benefits of any kind paid during the financial year ended on December 31, 2022, or awarded for the same financial year, to Gilles Grapinet, Chief Executive Officer**

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the corporate governance report of the Board of Directors, approves, in accordance of the provisions of paragraph II. of Article L.22-10-34 of the French *Code de commerce*, the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid during the financial year ended on December 31, 2022, or awarded for the same financial year, to Gilles Grapinet, for his term of office as Chief Executive Officer, as presented in the corporate governance report of the Board of Directors, and provided within the 2022 Universal Registration Document (in Section D.2.2.1).

Fourteenth resolution**Approval of the components making up the total compensation and benefits of any kind paid during the financial year ended on December 31, 2022, or awarded for the same financial year, to Marc-Henri Desportes, Deputy Chief Executive Officer**

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the corporate governance report of the Board of Directors, approves, in accordance of the provisions of paragraph II. of Article L.22-10-34 of the French *Code de commerce*, the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid during the financial year ended on December 31, 2022, or awarded for the same financial year, to Marc-Henri Desportes, for his term of office as Deputy Chief Executive Officer, as presented in the corporate governance report of the Board of Directors, and provided within the 2022 Universal Registration Document (in Section D.2.2.2).

Fifteenth resolution**Approval of the compensation policy applicable to the Chairman of the Board of Directors for the 2023 financial year**

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the corporate governance report of the Board of Directors, approves, pursuant to paragraph II. of Article L.22-10-8 of the French *Code de commerce*, the compensation policy applicable to the Chairman of the Board of Directors for his term of office during the current 2023 financial year, as presented in the corporate governance report of the Board of Directors, and provided within the 2022 Universal Registration Document (in Section D.2.1.2).

Sixteenth resolution**Approval of the compensation policy applicable to the Chief Executive Officer for the 2023 financial year**

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the corporate governance report of the Board of Directors, approves, pursuant to paragraph II. of Article L.22-10-8 of the French *Code de commerce*, the compensation policy applicable to the Chief Executive Officer for his term of office during the current 2023 financial year, as presented in the corporate governance report of the Board of Directors, and provided within the 2022 Universal Registration Document (in Section D.2.1.4).

Seventeenth resolution**Approval of the compensation policy applicable to the Deputy Chief Executive Officer for the 2023 financial year**

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the corporate governance report of the Board of Directors, approves, pursuant to paragraph II. of Article L.22-10-8 of the French *Code de commerce*, the compensation policy applicable to the Deputy Chief Executive Officer for his term of office during the current 2023 financial year, as presented in the corporate governance report of the Board of Directors, and provided within the 2022 Universal Registration Document (in Section D.2.1.1.2).

Eighteenth resolution**Approval of the compensation policy applicable to non-executive Directors for the 2023 financial year**

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the corporate governance report of the Board of Directors, approves, pursuant to paragraph II. of Article L.22-10-8 of the French *Code de commerce*, the compensation policy applicable to non-executive directors for their respective terms of office during the 2023 financial year, as presented in the corporate governance report of the Board of Directors, and provided within the 2022 Universal Registration Document (in Section D.2.1.3).

Presentation of the nineteenth resolution

Share buyback program

During their general meeting held on June 9, 2022, the shareholders decided to renew, by adopting the 26th resolution, the authorization given to the Board to trade in its own shares, for a period of 18 months, in accordance with Article L.22-10-62 of the French *Code de commerce* and the directly applicable provisions of European Regulation No. 596/2014 of April 16, 2014, as amended, on market abuse and the related European Commission regulations.

This authorization is due to expire on December 9, 2023.

Consequently, under the terms of the 19th resolution, you are asked to grant the Board, for a new period of 18 months, with a new authorization of same nature, aiming at purchasing shares of the Company within the context of the implementation of a share buyback program.

These buyback could be carried out in particular:

- to ensure liquidity and an active market of the Company's shares,
- to attribute or assign these shares to the Company Officers or to the employees of the Company and/or companies which are affiliated to the Company in connection with **(i)** profit-sharing plans, **(ii)** the share purchase option regime, **(iii)** the free share award regime and **(iv)** shareholding plans under French or foreign law particularly in the context of a company savings plan,
- to remit the shares acquired upon the exercise of the rights attached to securities giving the right to the attribution of shares of the Company,
- to keep them and subsequently use them in payment or exchange or other in the context of external growth operations, and
- to cancel them as a whole or in part through a reduction of the share capital, authorized by the General Meeting, in particular pursuant to the 20th resolution of this year General Meeting.

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

The purchase of shares should not exceed, at any time, a maximum number of shares representing **10% of the share capital** of the Company at any time (i.e. as an indication representing a maximum number of 28,176,984 shares on the basis of the share capital as of December 31, 2022).

The maximum purchase price should not exceed €60 per share (excluding fees). Consequently, the maximum amount of the funds assigned to the share buyback program shall thus be €1,690,619,040 on the basis of the share capital as of December 31, 2022.

This authorization would be effective for a period of 18 months from the date of the General Meeting and would cancel and supersede the authorization granted to the Board pursuant to the 26th resolution adopted by the shareholders during the general meeting held on June 9, 2022.

Nineteenth resolution

Authorization to the Board of Directors for the purpose of purchasing, holding or transferring shares of the Company

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report, authorizes the Board of Directors, in accordance with the provisions of Article L.22-10-62 *et seq.* of the French *Code de commerce*, Articles 241-1 *et seq.* of the General Regulation of the French Financial Market Authority ("**AMF**"), Regulation (EU) No. 596/2014 of the European Parliament of April 16, 2014 on market abuse, Delegated Regulation (EU) No. 2016/1052 of the European Commission of March 8, 2016 and the market practices admitted by the AMF, with ability of sub-delegation in accordance with the conditions set out in the relevant laws and regulations, to purchase or arrange for the purchase of Company's shares in the context of the implementation of a share buyback program, on one or more occasions, and within the following terms and limits.

These purchases could be carried out to, particularly:

- ensure liquidity and an active market of the Company's shares through an investment services provider acting independently in the context of a liquidity contract, in accordance with the professional conduct charter accepted by the AMF,
- attribute or sell these shares to the Company Officers or to the employees of the Company and/or to the current or future affiliated companies, under the conditions and according to the terms set or accepted by applicable legal and regulatory provisions in particular in connection with **(i)** profit-sharing plans, **(ii)** the share purchase option regime laid down under Articles L.225-177 *et seq.* of the French *Code de commerce*, **(iii)** free awards of shares in particular under the framework set by Articles L.225-197-1 *et seq.* of the French *Code de commerce*, **(iv)** free shares plan implemented by the entities acquired by the Company and **(v)** French or foreign law shareholding plans, in particular in the context of a company or Group savings plan (or comparable scheme), as well as to carry out all hedging operations relating to these operations, under the terms and conditions set by the law and market authorities and at such times as the Board of Directors or the person acting upon its delegation so decides,

- remit the shares acquired upon the exercise of the rights attached to securities giving the right, whether immediate or deferred, by reimbursement, conversion, exchange, presentation of a warrant or any other way, to the attribution of shares of the Company, as well as to carry out all hedging operations relating to the issuance of such securities, under the conditions set by market authorities and at such times as the Board of Directors or the person acting upon its delegation so decides,
- keep them and subsequently use them in payment or exchange or other in the context of potential external growth operations, contribution, merger or demerger, in accordance with the market practices recognized by relevant regulations; or
- cancel them as a whole or in part through a reduction of the share capital authorized by the General Meeting, in particular pursuant to, and subject to its approval by this General Meeting of, the 20th resolution.

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

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

The purchase of shares shall not exceed, at any time, a maximum number of shares representing **10% of the share capital** of the Company (i.e. for reference as of December 31, 2022 a cap of 28,176,984 shares), at any time, this percentage being applied to a share capital figure adjusted to reflect transactions affecting the share capital subsequent to the present General Meeting, it being specified that **(i)** the number of shares acquired with a view to their retention and future delivery in connection with a **merger, demerger or contribution may not exceed 5% of the share capital** and **(ii)** where the shares are repurchased in the context of a liquidity contract in accordance with the conditions dans les conditions specified by the General Regulation of the AMF, the number of shares taken into account in calculating the 10% limit will be the number of shares purchased minus the number of shares resold during the period of the authorization.

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

The General Meeting sets the maximum purchase price at **€60 (sixty euros) per share (excluding fees)**. However, the Board of Directors shall adjust the aforementioned maximum purchase price in the event of incorporation of premiums, reserves or profits, giving rise either to an increase of the nominal value of the shares, or the creation and the free allocation of shares, and in case of division of the nominal value of the share or share consolidation or any other transaction on equity, so as to take account of the impact of such transactions on the value of the shares. The maximum amount of the funds assigned to the share buy-back program shall thus be €1,690,619,040 as calculated on the basis of the share capital as at December 31, 2022, this maximum amount may be adjusted to take in account the amount of the share capital at any time.

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

This authorization is given for a period of **eighteen (18) months** from the date of this General Meeting and cancels and supersedes, with immediate effect, the authorization granted to the Board of Directors pursuant to the 26th resolution adopted by the shareholders during the ordinary and extraordinary general meeting held on June 9, 2022.

Resolutions within the competence of the extraordinary general meeting

Presentation of the twentieth resolution

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

Under the terms of the 20th resolution, you are asked to renew the authorization granted to the Board pursuant to the 27th resolution adopted by the shareholders during the ordinary and extraordinary general meeting held on June 9, 2022, that is due to expire on August 9, 2024.

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

Twentieth resolution

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

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report, and the Statutory Auditors' special report, authorizes the Board of Directors, with the right to sub-delegate under the conditions provided by applicable legal and regulatory provisions, pursuant to Article L.22-10-62 *et seq.* and L.225-210 of the French *Code de commerce*, to cancel, on one or more occasions, in the proportions and at the times it deems appropriate, all or part of the shares that the Company owns or could own through purchases made pursuant to Article L.22-10-62 of the French *Code de commerce*, **up to a limit of 10% of the share capital** (i.e., for reference as of December 31, 2022, 28,176,984 shares) recorded at the time of the cancellation

decision (it being specified that this limit applies to an amount of the Company's share capital that will be adjusted, if necessary, to take into account transactions affecting the share capital subsequent to this General Meeting) by periods of twenty-four (24) months, and to acknowledge the completion of the cancellation(s) and share capital reduction(s) pursuant to this authorization, to charge the difference between the book value of the cancelled shares and their par value to any available premiums and reserves, and to amend the bylaws accordingly, and to carry out all formalities.

This authorization is granted for a period of **twenty-six (26) months** from the date of this General Meeting and cancels and supersedes, with immediate effect, the authorization granted to the Board of Directors pursuant to the 27th resolution adopted by the shareholders during the ordinary and extraordinary general meeting held on June 9, 2022.

Presentation of the twenty-first to twenty-sixth resolutions

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

During the ordinary and extraordinary general meeting held on June 9, 2022, the shareholders delegated to the Board the authority to increase the Company's share capital, through various procedures, within several ceilings, while maintaining or canceling shareholders' preferential subscription rights ("PSR").

During the financial year 2022, the Board partially used some of these delegations of authority, in particular with respect to operations reserved for employees and Company Officers by allocating performance shares and stock subscription or purchase options and by increasing the share capital through capitalization of reserves, premiums and profits for the purpose of delivering shares to the beneficiaries of long-term incentive plans whose respective vesting periods had ended in 2022.

A summary table of the delegations of authority and powers to increase the share capital, as well as their use made in 2022 can be found in Section A.5.4.4 of the 2022 Universal Registration Document and is included in the present meeting notice brochure on pages 68-69.

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

In order to have available the adequate resources for funding the Group's development at the appropriate time, and to provide the Board with the broadest flexibility to be able to take advantage of any potential financing opportunities, we submit 6 financial resolutions for your approval (21st to 26th resolutions).

The 21st to 26th resolutions would ensure that ceilings expressed as a percentage of the share capital take into account the capital increase transactions carried out in financial year 2022.

Thanks to these 6 delegations, the Board would be able to decide on the issue of the Company's shares or transferable securities giving immediate and/or deferred access to the share capital of the Company or any other company for which it holds directly or indirectly more than half of the share capital (a "**Subsidiary**"), namely Company's securities giving access to the Company's other existing or future equity securities and/or giving right to the allocation of debt securities.

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

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

As such, the 21st to 23rd and 25th resolutions submitted to your approval would provide the Board with the possibility to proceed with issuances that either maintain PSR or that exclude PSR:

- the 21st resolution relates to share capital increases with shareholders' PSR,
- the 22nd resolution relates to share capital increases without shareholders' PSR through public offerings or public exchange offerings,
- the 23rd resolution relates to share capital increases without shareholders' PSR through public offerings mentioned in Article L.411-2 1° of the French *Code monétaire et financier*, and
- the 25th resolution relates to share capital increases without shareholders' PSR made in consideration for contributions in kind of equity securities or securities giving access to the share capital (except in the case of a public exchange offer).

Furthermore, the 24th resolution (also known as the "Greenshoe" resolution) would allow the Board to increase the number of securities to be issued in the frame of a capital increase carried out with or without shareholders' PSR pursuant to the 21st to 23rd resolutions, in case of excess demand, in order to grant an over-allotment option in accordance with market practices.

Lastly, under the 26th resolution, we request you to renew the delegation granted to the Board to increase the share capital by capitalizing premiums, reserves, profits or any other funds that may be capitalized.

We hereby inform you that all these 6 financial delegations that would be granted under the terms of the 21st to 26th resolutions would comply with the usual practices in this area in terms of amount, ceiling and duration and, subject to their approval, would cancel and supersede the 6 delegations with the same purpose previously granted by the ordinary and extraordinary general meetings held on June 9, 2022.

In this respect, the ceilings for capital increases up to which the delegations to the Board would be granted, expressed as a percentage of the share capital, would be identical to those approved during the ordinary and extraordinary general meeting held on June 9, 2022:

- the 21st resolution would set up :
 - an aggregate overall ceiling of 50% of the share capital for capital increases carried out with or without shareholders' PSR pursuant to the 21st to 25th resolutions, and
 - a maximum aggregate nominal amount of €1.5 billion (or counter value of this amount in the event of an issue in another currency) for the issues of debt securities or similar securities giving access to the share capital carried out pursuant to the 21st to 23rd resolutions.
- in addition, the 22nd resolution would set up:
 - an aggregate sub-ceiling of 10% of the share capital for capital increases carried out without shareholders' PSR pursuant to the 22nd to 25th resolutions (also deductible from the aggregate ceiling of 50% set up by the 21st resolution), and
 - the same maximum aggregate nominal amount of €1.5 billion (or counter value of this amount in the event of an issue in another currency) for the issues of debt securities or other securities giving access to the share capital carried out pursuant to the 22nd and 23rd resolutions (also deductible from the maximum aggregate nominal amount of €1.5 billion set up by the 21st resolution).

The 26th resolution would benefit from an autonomous ceiling of €500 million that would not be deductible from the amount of the overall ceiling stipulated in the 21st resolution nor from the amount of the sub-ceiling stipulated in the 22nd resolution.

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

In accordance with the legal and regulatory provisions, if the Board uses one or more of the delegations provided for in resolutions 21st to 26th, it would report to you, at the next general meeting following their use, on the final terms of the transactions concerned and their impact on the situation of holders of equity securities or securities giving access to the share capital in the event of the cancellation of the shareholders' PSR.

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

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

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

Presentation of the twenty-first resolution

Delegation to the Board of authority to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt securities – while maintaining PSR

Under the terms of the 21st resolution, you are asked to replace the existing delegation of authority granted to the Board pursuant the 28th resolution adopted by the shareholders during the ordinary and extraordinary general meeting held on June 9, 2022, with a new delegation of the same nature, for a new period of 26 months, aiming at increasing the Company's share capital by issuing, with retention of the shareholders' PSR, shares or securities giving access to the share capital of the Company or of a Subsidiary.

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

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

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

It is specified that the overall ceiling of 50% of the share capital on the day of the General Meeting would constitute the total nominal amount of the capital increases with maintenance and cancellation of the shareholders' PSR that may be carried out by the Company under the 21st to 25th resolutions subject to their approval, and/or, as the case may be, under any other resolutions having the same purpose that may supersede them during the period of validity of the resolutions concerned.

You are also asked to set the maximum nominal amount of debt securities or similar securities giving access to the share capital at €1.5 billion, from which any issue carried out under the 21st, 22nd and 23rd resolutions below would be deducted.

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

Twenty-first resolution

Delegation to the Board of Directors of authority to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt instruments – while maintaining preferential subscription rights

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report, and the Statutory Auditors' special report, and in accordance with the provisions of Articles L.225-129 *et seq.* of the French *Code de commerce*, in particular Articles L.225-129-2, L.225-132 to L.225-134 of said Code, and the provisions of Article L.228-91 *et seq.* of said Code:

1. delegates to the Board of Directors, with the right to sub-delegate under the conditions provided by law, its authority **(i)** to increase the share capital on one or more occasions, in France and/or abroad, in such proportions and at such times as it shall see fit, whether in euros or in any other currency or monetary unit established by reference to several currencies, by issuing shares (excluding preferred shares) or securities governed by Articles L.228-92 paragraph 1, L.228-93 paragraph 1 and paragraph 3 or L.228-94 paragraph 2 of the French *Code de commerce* giving access to the share capital of the Company or any other company in which it holds, either directly or indirectly, more than one-half of the share capital (a "**Subsidiary**") or a company that directly or indirectly owns more than half of its share capital, for consideration or for free, in accordance with Articles L.228-91 *et seq.* of the French *Code de commerce*, provided that such shares and securities may be subscribed for in cash, **(ii)** under the same conditions, to issue securities carrying a right to the allocation of debt instruments in accordance with Articles L.228-92 paragraph 1, L.228-93 paragraph 1 and paragraph 3 or L.228-94 paragraph 2 of the French *Code de commerce*;
2. resolves that the maximum amounts of the capital increases authorized in the event that the Board of Directors uses this delegation of authority shall be as follows:
 - the maximum nominal amount of the capital increases that may be carried out immediately or in the future pursuant to this delegation of authority shall be **50% of the share capital on the day of this General Meeting**, it being specified that:
 - said overall ceiling shall, if necessary, be increased by the nominal amount of any additional shares that may be issued in the event of further financial transactions, in order to preserve the rights of holders of negotiable securities giving access to the share capital in compliance with the legal and regulatory provisions, and as applicable, with contractual provisions providing for other adjustment cases,
 - **this amount constitutes the total nominal amount of the capital increases with retention and cancellation of preferential subscription rights** that may be carried out by the Company under the present resolution and the 22nd, 23rd, 24th and 25th resolutions of this General Meeting, subject to their approval, and/or, as the case may be, under any other resolutions having the same purpose that may supersede them during the period of validity of the resolutions concerned,
 - the ceilings provided for in the 26th, 27th, 28th and 29th resolutions of this General Meeting are set autonomously and separately and the amount of the capital increases that may be carried out pursuant to these resolutions shall not be deducted from the 50% overall ceiling referred to above,
- the maximum nominal amount of the issues of debt securities or similar securities giving access to the share capital of the Company that may be carried out under this delegation of authority shall not exceed the cap of **€1.5 billion** or counter value of this amount in the event of an issue in another currency;
3. resolves that the issuances of share subscription warrants of the Company shares could also be made by free allotment to the owners of existing/former shares, it being specified that the Board of Directors has the ability to decide that the rights forming fractional shares will be non-transferable and the corresponding shares shall be sold;
4. resolves that the Board of Directors **may not take the decision to use the delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company** unless it obtains prior authorization from the shareholders' meeting; this restriction shall remain in effect until the end of the offer period;
5. in the event that the Board of Directors uses this delegation of authority:
 - resolves that shareholders will have a preferential right to subscribe for the issue or issues on an irreducible basis in proportion to the number of shares they then own,
 - officially notes that the Board of Directors has the power to introduce a reducible subscription right,
 - officially notes that this delegation of authority automatically entails the express waiver by shareholders, in favor of the holders of securities giving access to the share capital of the Company, which will be issued pursuant to this resolution, of their preferential subscription rights in respect of shares into which such securities are convertible, whether immediately or in the future,
 - officially notes that in accordance with Article L.225-134 of the French *Code de commerce*, if irreducible, and, if applicable, reducible subscriptions, do not absorb the entirety of the capital increase, the Board of Directors may exercise one or more of the following options under the conditions provided by law and in such order as it shall determine:
 - to limit the capital increase to the amount of the subscriptions, provided that said amount equals at least three-quarters of the amount of the increase decided upon,
 - in its discretion, to distribute all or part of the shares or, in the case of securities giving access to the share capital or carrying a right to the allocation of debt instruments, such securities, the issue of which has been decided upon but that have not been subscribed,
 - to offer all or part of the shares or, in the case of securities giving access to the share capital or carrying a right to the allocation of debt instruments, securities which have not been subscribed for, to the public in France or abroad;
6. resolves that the Board of Directors, with the power to sub-delegate as provided by law, will have all necessary powers to implement this delegation of authority, in particular in order to:
 - decide to increase the capital and determine the shares or securities to be issued,

- decide on the amount of the capital increase, the issue price and the amount of the premium which may, if necessary, be requested upon issue,
 - determine the dates and terms of the capital increase, the number, the nature and characteristics of the securities to be created; decide, in addition, in the case of bonds or other debt securities (including the securities conferring a right to the allocation of debt securities referred to in Article L.228-91 of the French *Code de commerce*), whether they will be subordinated or not (and, if so, their level of subordination, in accordance with the provisions of Article L.228-97 of the French *Code de commerce*), set their interest rate (in particular fixed or variable interest or zero or indexed coupon), and provide, if necessary, for compulsory or optional cases of suspension or non-payment of interest, provide for their term (fixed or perpetual), the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including providing them with guarantees or security interests) and redemption (including repayment by the delivery of assets of the Company); if necessary, securities may be coupled with warrants conferring a right to the allocation, acquisition or subscription of bonds or other securities representing debt, or may provide for the Company to have the option to issue debt securities (whether of a similar nature or otherwise) by way of payment of interest payment of which has been suspended by the Company, or alternatively could take the form of complex bonds as defined by the market authorities (for example, by reason of the terms of redemption or remuneration or other rights such as indexation, possibility of options); and amend the terms referred to above during the term of the securities concerned, in compliance with the applicable formalities,
 - determine the manner of payment for the shares or securities giving access to the share capital to be issued immediately or in the future,
 - if necessary, determine the terms of exercise of the rights (rights to conversion, exchange and redemption, including by the delivery of assets of the Company such as treasury shares or securities already issued by the Company, as the case may be) attached to the shares or securities giving access to the share capital to be issued and, in particular, determine, even retroactively, the effective date from which the new shares will carry entitlement to dividends, together with any other terms and conditions for completion of the capital increase,
 - set the terms and conditions under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange securities issued or to be issued, immediately or in the future, in order to cancel them or not, in accordance with the law,
 - provide for the suspension of the exercise of the rights attached to the issued securities as permitted by relevant laws and regulations,
 - at its sole initiative, charge the costs of the capital increase to the amount of the associated premiums and deduct from said amount the sums necessary to fund the statutory reserve,
 - determine and make any necessary adjustments to take into account the impact of transactions on the Company's share capital, especially in the event of a change in the par value of the shares, increase in share capital by capitalization of reserves, free allocation of shares or equity securities, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting equity or share capital (including in case of a takeover bid and/or in the event of a change of control), and define, in accordance with legislative and regulatory provisions, the terms and conditions on which the rights of holders of securities giving access to the share capital (including through cash adjustments) will be protected, if necessary,
 - formally records completion of each capital increase and amend the bylaws accordingly,
 - in general, enter into any agreement, in particular to ensure successful completion of the planned issuances, and take any measures and carry out any formalities relevant for the issuance, listing and financial servicing of the securities issued pursuant to this delegation of authority, together with the exercise of the rights attached thereto;
- 7.** sets the period of validity of the delegation of authority granted pursuant to this resolution at **twenty-six (26) months** from the date of this General Meeting;
- 8.** resolves that the adoption of this resolution cancels and supersedes, with immediate effect, the delegation of authority granted to the Board of Directors pursuant to the 28th resolution adopted by the shareholders during the ordinary and extraordinary general meeting held on June 9, 2022.

Presentation of the twenty-second resolution

Delegation to the Board of authority to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt instruments through public offerings, without preferential subscription rights, with a priority subscription right for shareholders

Under the terms of the 22nd resolution, you are asked to replace the existing delegation of authority granted to the Board pursuant to the 29th resolution adopted by the shareholders during the ordinary and extraordinary general meeting held on June 9, 2022, with a new delegation of the same nature, for a new period of 26 months, aiming at enabling the Board to issue, by way of a public offering without the shareholders' PSR, ordinary shares or securities giving access, immediately or in the future, to a portion of the share capital of the Company or of a Subsidiary, under the conditions set out below.

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

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

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

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

It is specified that this 10% ceiling would constitute the total nominal amount of the capital increases with cancellation of the shareholders' PSR that may be carried out by the Company under the 22nd, 23rd, 24th and 25th resolutions subject to their approval, or, as the case may be, under any other resolutions having the same purpose that may supersede them during the period of validity of the resolutions concerned.

In addition, the nominal amount of the transactions carried out pursuant to this resolution and the 23rd, 24th and 25th resolutions would be deducted from the overall ceiling of 50% of the share capital of the Company stipulated in paragraph 2 of the 21st resolution, subject to its approval, or, as the case may be, from the ceiling that may be stipulated by any other resolution having the same purpose that may supersede it during the period of validity of the delegations granted under the 22nd, 23rd, 24th and 25th resolutions.

The maximum nominal value of the issues of debt securities giving access to the share capital that may be carried out pursuant to this delegation would be capped at €1.5 billion and would also be deducted from the overall ceiling of €1.5 billion stipulated in the 21st resolution, subject to its approval, or, as the case may be, from the ceiling that may be stipulated in any other resolution having the same purpose that may supersede it during the period of validity of the present delegation.

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

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

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

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

Twenty-second resolution

Delegation to the Board of Directors of authority to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt instrument through public offerings, without preferential subscription rights, with a priority subscription right for shareholders

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Articles L.225-129 *et seq.* of the French *Code de commerce*, in particular Articles L.225-129-2, L.22-10-49, L.225-131, L.225-136 and L. 22-10-54 of said Code, and with Article L.228-91 *et seq.* of said Code:

- delegates to the Board of Directors, with the power to sub-delegate subject to applicable law, its authority **(i)** to decide to increase the share capital, on one or more occasions, in the proportions and at the times it sees fit, in France and/or abroad, through an offer other than the offers covered by Article L.411-2 paragraph 1 of the French *Code monétaire et financier*, in euros or in any other currency or monetary unit established by reference to several currencies, by issuing shares (other than preferred shares) or securities as governed by Articles L.228-92 paragraph 1, L.228-93 paragraph 1 and paragraph 3 or L.228-94 paragraph 2 of the French *Code de commerce* giving access to the Company's share capital or a Subsidiary, for consideration or for free, governed by Article L.228-91 *et seq.* of the French *Code de commerce*, provided that the shares and other securities may be subscribed for in cash, by the set-off of receivables or **(ii)** under the same conditions, to decide to issue securities carrying a right to the allocation of debt securities governed by Articles L.228-92 paragraph 1, L.228-93 paragraph 1 and paragraph 3 or L.228-94 paragraph 2 of the French *Code de commerce*.

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

- delegates to the Board of Directors, with the power to sub-delegate as permitted by law, its authority to decide to issue shares or securities giving access to the Company's share capital to be issued following the issue, by a Subsidiary, of securities giving access to the Company's share capital. This resolution automatically entails an unconditional waiver, in favor of the future holders of securities that may be issued by Group companies, by existing shareholders of their preferential subscription rights with respect to shares or securities giving access to the share capital of the Company to which any such future securities may give access;
- resolves to limit the amounts of the capital increases authorized in the event that this delegation of authority is used by the Board of Directors as follows:
 - the maximum nominal value of the capital increases that may be carried out, immediately or in the future, pursuant to this delegation of authority shall be **10% of the share capital on the day of this General Meeting**, it being specified that:
 - this amount shall be deducted from the overall ceiling stipulated in paragraph 2 of the 21st resolution of this General Meeting, subject to its approval, or, as the case may be, from the overall ceiling that may be

stipulated by any resolution having the same purpose that may supersede it during the period of validity of the present delegation,

- the nominal amount of the share capital increases that may be carried out pursuant to this resolution and all the capital increases with cancellation of preferential subscription rights authorized under the 23rd, 24th and 25th resolutions of this General Meeting, subject to their approval, shall be deducted from this amount,
 - if necessary, said ceiling shall be increased by the nominal amount of any additional shares to be issued in the event of further financial transactions in order to preserve the rights of holders of securities giving access to the share capital in accordance with the legal and regulatory provisions and/or, as the case may be, with contractual stipulations providing for other cases of adjustment,
- the maximum nominal amount of debt securities or other securities giving access to the share capital of the Company that may be issued pursuant to this delegation shall not exceed **€1.5 billion** or counter value of this amount in the event of an issuance in another currency, it being specified that any issuance pursuant to this delegation shall be deducted from the overall ceiling stipulated in paragraph 2 of the 21st resolution of this General Meeting, subject to its approval, or, as the case may be, from the overall ceiling that may be stipulated by any other resolution having the same purpose that may supersede it during the period of validity of the present delegation;
- resolves that the Board of Directors **may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company** unless it obtains prior authorization from the shareholders' meeting; this restriction shall remain in effect until the end of the offer period;
 - resolves to cancel the preferential subscription rights of shareholders in respect of the securities that are the subject matter of this resolution, while nevertheless allowing the Board of Directors, pursuant to Article L.22-10-51, paragraph 5 of the French *Code de commerce*, to grant shareholders, for such period and on such terms as it shall determine in accordance with the applicable legal and regulatory provisions, and in respect of all or part of an issue, a priority subscription period not giving rise to the creation of tradeable rights, and which must be exercised in proportion to the number of shares owned by each shareholder and may potentially be supplemented by a reducible subscription;
 - officially notes that if the subscriptions, including those of shareholders, if any, do not absorb the entirety of this issue, the Board of Directors may **(i)** limit the capital increase to the amount of subscriptions received, provided that said amount reaches at least three-quarters of the capital increase decided upon, or **(ii)** resolve that the unsubscribed securities shall be the subject of a public placement in France and/or abroad;
 - officially notes that this delegation of authority automatically entails an express waiver, in favor of the holders of securities giving access to the share capital which will be issued pursuant to this resolution, by the shareholders, of their preferential subscription rights in respect of the shares to which said securities will entitle their holders, either immediately or in the future;
 - officially notes the fact that, in accordance with Article L.22-10-52 1^o, paragraph 1 of the French *Code de commerce*:

- the issue price of the shares issued directly shall be at least equal to the minimum provided by the regulatory provisions applicable on the date of issue (i.e. on the day of this General Meeting and pursuant to Article R.22-10-32 of the French *Code de commerce*, the weighted average price of the three last trading sessions on the regulated market of Euronext Paris preceding the public offering minus 10%), after adjusting this average, if necessary, in the event of a difference between the dividend entitlement dates,
 - the issue price of the securities giving access to the share capital and the number of shares into which each security is convertible, redeemable, or otherwise transformable shall be such that the amount received immediately by the Company plus any amount to be received subsequently by the Company will be, for each share issued as a consequence of the issuance of such securities, at least equal to the minimum subscription price defined in the previous paragraph;
9. notes that the provisions referred to in paragraph 8 will not apply in cases referred to in Article L.22-10-54 of the French *Code de commerce*;
10. resolves that the Board of Directors shall have all powers, with the power to sub-delegate as permitted by law, to implement this delegation of authority, in particular in order to:
- decide to increase the share capital and determine the securities to be issued,
 - decide the amount of the share capital increase, the issue price and the amount of the premium that may, if necessary, be requested upon issue,
 - determine the dates and terms of the capital increase, the nature, the number and characteristics of the securities to be created; decide, in addition, in the case of bonds or other debt securities (including the securities conferring a right to the allocation of debt securities referred to in Article L.228-91 of the French *Code de commerce*), whether they will be subordinated or not (and, if so, their level of subordination, in accordance with the provisions of Article L.228-97 of the French *Code de commerce*), set their interest rate (in particular fixed or variable interest or zero or indexed coupon), and provide, if necessary, for compulsory or optional cases of suspension or non-payment of interest, provide for their term (fixed or perpetual), the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including providing them with guarantees or security interests) and redemption (including repayment by the delivery of assets of the Company); if necessary, these securities may be coupled with warrants conferring a right to the allocation, acquisition or subscription of bonds or other securities representing debt, or may provide for the Company to have the option to issue debt securities (whether of a similar nature or otherwise) by way of payment of interest payment of which has been suspended by the Company, or alternatively could take the form of complex bonds as defined by the market authorities (for example, by reason of the terms of redemption or remuneration or other rights such as indexation, possibility of options); and amend the terms referred to above during the term of the securities concerned, in compliance with the applicable formalities,
 - determine the manner of payment for the shares or securities giving access to the share capital to be issued immediately or in the future,
 - if necessary, determine the terms of exercise of the rights (rights to conversion, exchange and redemption, including by the delivery of assets of the Company such as treasury shares or securities already issued by the Company, as the case may be) attached to the shares or securities giving access to the share capital to be issued and, in particular, determine, even retroactively, the effective date from which the new shares will carry entitlement to dividends, together with any other terms and conditions for completion of the capital increase,
 - set the terms and conditions under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange securities issued or to be issued, immediately or in the future, in order to cancel them or not, in accordance with the law,
 - provide for the ability, if necessary, to suspend the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions,
 - in the event of an issuance of securities for the purpose of paying for shares contributed in the context of a public exchange offer (*offre publique d'échange "OPE"*), draw up a list of securities to be contributed on the exchange, set the conditions for the issuance, the exchange ratio as well as the amount of any additional payment in cash (*soulte*), if any, the terms for setting the price provided for in paragraph 8 of this resolution not being applicable, and determine the terms and conditions of an issuance for an OPE, an alternative purchase or exchange offer, a single offer to buy or trade securities in consideration for a payment in securities or cash, a principal public tender offer (*offre publique d'achat "OPA"*) or public exchange offer accompanied by a OPE or OPA, or any other form of public offer with an exchange component complying with the law and regulations applicable to such a public offer,
 - on its sole initiative, charge the costs of the capital increases to the amount of the associated premiums and deduct from said amount the sums necessary to fund the statutory reserve,
 - determine and make any necessary adjustments to take into account the impact of transactions on the Company's share capital, especially in the event of a change in the par value of the shares, increase in share capital by capitalization of reserves, free allocation of shares or equity securities, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting equity or share capital (including in case of a takeover bid and/or in the event of a change of control), and define, in accordance with the legislative and regulatory provisions, the terms and conditions on which the rights of holders of securities convertible into Company shares (including through cash adjustments) will be protected, if necessary,
 - formally record completion of each capital increase and amend the bylaws accordingly,
 - in general, enter into any agreement, in particular to complete the contemplated issues successfully, and take any measures and complete any formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority, together with the exercise of the rights attached thereto;
11. sets the period of validity of the delegation of authority granted pursuant to this resolution at **twenty-six (26) months** from the date of this General Meeting;
12. resolves that the adoption of this resolution cancels and supersedes, with immediate effect, the delegation of authority granted to the Board of Directors pursuant to the 29th resolution adopted by the shareholders during the ordinary and extraordinary general meeting held on June 9, 2022.

Presentation of the twenty-third resolution

Delegation to the Board of authority to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt securities through public offerings referred to in Article L.411-2, 1° of the French Code monétaire et financier, without preferential subscription rights

Under the terms of this 23rd resolution, you are asked to replace the existing delegation of authority granted to the Board pursuant to the 30th resolution adopted by the shareholders during the ordinary and extraordinary general meeting held on June 9, 2022, with a new delegation of the same nature, for a new period of 26 months, aiming at allowing the issuance of shares through public offerings mentioned in Article L.411-2, 1° of the French *Code monétaire et financier* with a capital increase or offers in combined securities without shareholders' PSR only for **(i)** persons who provide investment services of portfolio management of third party accounts or **(ii)** qualified investors or a limited circle of investors, with the limit that these investors act for their own account.

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

The nominal amount of increases in capital without PSR that could be carried out, immediately or in the future, pursuant to this delegation of authority would be set to 10% of the Company's share capital on the date of the General Meeting per 12-months period. The nominal amount of the issuances that would be carried out pursuant to this delegation would be deducted from the overall ceiling stipulated in paragraph 2 of the 21st resolution and from the sub-ceiling stipulated in paragraph 3 of the 22nd resolution, or, as the case may be, from any ceiling that may be stipulated by any resolution having the same purpose that may supersede said resolutions during the period of validity of this delegation of authority.

The maximum nominal value of the issues of debt securities giving access to the share capital that may be carried out pursuant to this delegation would be capped at €1.5 billion and would be deducted from the overall ceiling of €1.5 billion provided for in the 21st resolution, subject to its approval, or, as the case may be, from the amount of the ceiling that may be provided for in any other resolution having the same purpose that may supersede it during the period of validity of this delegation.

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

As in the previous two resolutions, this authorization would allow issuance of new shares or securities giving access to share capital or securities that grant entitlement to allocations of debt securities (cf. description of the securities contained in the explanation for the 21st resolution). The issue price of the shares and securities issued directly would be set in the same way as in the 22nd resolution.

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

Twenty-third resolution

Delegation to the Board of Directors of authority to decide the issue of shares and/or securities giving access to share capital and/or securities carrying a right to the allocation of debt securities through public offerings referred to in Article L.411-2,1° of the French Code monétaire et financier, without preferential subscription rights

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Articles L.225-129 *et seq.* of the French *Code de commerce*, in particular Articles L.225-129-2, L.22-10-51 and L.22-10-52 of said Code, Article L.228-91 *et seq.* of said Code and Article L.411-2, paragraph 1 of the French *Code monétaire et financier*:

1. delegates to the Board of Directors, with the power to sub-delegate subject to applicable law, its authority **(i)** to decide to increase the share capital, on one or more occasions, in the proportions and at the times it sees fit, in France and/or abroad, through a public offering as referred to in Article L.411-2, 1° of the French *Code monétaire et financier*, in euros or in any other currency or monetary unit established by reference to several currencies, by issuing shares (other than preferred shares) or securities as governed by Articles L.228-92 paragraph 1, L.228-93 paragraph 1 and paragraph 3 or L.228-94 paragraph 2 of the French *Code de commerce* giving access to the Company's share capital or to a Subsidiary, issued for consideration or for free, governed by Article L.228-91 *et seq.* of the French *Code de commerce*, provided that the shares and other securities may be subscribed for in cash, by the set-off of receivables or **(ii)** under the same conditions, to decide to issue securities carrying a right to the allocation of debt securities governed by Articles L.228-92 paragraph 1, L.228-93 paragraph 1 and paragraph 3 or L.228-94 paragraph 2 of the French *Code de commerce*;

2. delegates to the Board of Directors, with the power to sub-delegate as permitted by law, its authority to decide to issue shares or securities giving access to the Company's share capital to be issued following the issue, by a Subsidiary, of securities giving access to the Company's share capital. This resolution automatically entails an unconditional waiver, in favor of the future holders of securities that may be issued by Group companies, by existing shareholders, of their preferential subscription rights with respect to shares or securities giving access to the share capital of the Company to which any such future securities may give access;
3. resolves to limit the amounts of the capital increases authorized in the event that this delegation of authority is used by the Board of Directors as follows:
 - the maximum nominal value of the capital increases that may be carried out, immediately or in the future, pursuant to this delegation of authority shall be **10% of the share capital on the day of this General Meeting for a 12-months period**, it being specified that:
 - this amount shall be deducted from the overall ceiling stipulated in paragraph 2 of the 21st resolution of this General Meeting, subject to its approval, or, as the case may be, from the overall ceiling that may be stipulated by any other resolution having the same purpose that may supersede it during the period of validity of the present delegation,
 - this amount shall be deducted from the sub-ceiling amount provided for in paragraph 3 of the 22nd resolution of this General Meeting applicable to all capital increases with cancellation of preferential subscription rights, subject to its approval, or, as the case may be, from the sub-ceiling amount that may be stipulated by any other resolution having the same purpose that may supersede it during the period of validity of the present delegation,
 - if necessary, said ceiling shall be increased by the nominal amount of any shares issued in the event of further financial transactions in order to preserve the rights of holders of securities giving access to the share capital, in accordance with the legal and regulatory provisions and/or, as the case may be, with contractual stipulations providing for other cases of adjustment,
 - in any event, equity securities issued under this delegation shall not exceed the limits provided for in the regulations applicable on the date of the issue,
 - the maximum nominal amount of the debt securities or other securities giving access to the share capital of the Company that may be issued pursuant to this delegation shall not exceed **€1.5 billion** or counter value of this amount in the event of an issuance in another currency, it being specified that any issuance pursuant to this delegation shall be deducted from the overall ceiling stipulated in paragraph 2 of the 21st resolution of this General Meeting, subject to its approval, or, as the case may be, from the overall ceiling that may be stipulated by any other resolution having the same purpose that may supersede it during the period of validity of the present delegation;
4. resolves that the Board of Directors **may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company** unless it obtains prior authorization from the Shareholders' Meeting; this restriction shall remain in effect until the end of the offer period;
5. resolves to cancel the preferential subscription rights of shareholders in respect of the securities that are the subject matter of this resolution;
6. officially notes that if the subscriptions do not absorb the entire capital increase, the Board of Directors may limit the capital increase to the amount of subscriptions received, provided that said amount reaches at least three-quarters of the capital increase decided upon;
7. officially notes that this delegation of authority automatically entails an express waiver, in favor of the holders of securities giving access to the share capital which will be issued pursuant to this resolution, by the shareholders of their preferential subscription rights in respect of the shares to which said securities will entitle their holders, either immediately or in the future;
8. officially notes the fact that, in accordance with Article L.22-10-52, paragraph 1 of the French *Code de commerce*:
 - the issue price of the shares issued directly shall be at least equal to the minimum provided by the regulatory provisions applicable on the date of issue (i.e. on the day of this General Meeting and pursuant to Article R.22-10-32 of the French *Code de commerce*, the weighted average price of the three last trading sessions on the regulated market of Euronext Paris preceding the public offering, minus 10%), after adjusting this average, if necessary, in the event of a difference between the dividend entitlement dates,
 - the issue price of the securities giving access to the share capital and the number of shares into which each security is convertible, redeemable, or otherwise transformable shall be such that the amount received immediately by the Company plus any amount to be received subsequently by the Company will be, for each share issued as a consequence of the issuance of such securities, at least equal to the minimum subscription price defined in the previous paragraph;
9. resolves that the Board of Directors shall have all powers, with the power to sub-delegate as permitted by law, to implement this delegation of authority, in particular in order to:
 - decide to increase the share capital and determine the securities to be issued,
 - decide the amount of the capital increase, the issue price and the amount of the premium that may, if necessary, be requested upon issue,
 - determine the dates and terms of the capital increase, and the nature and characteristics of the securities to be created; decide, in addition, in the case of bonds or other debt securities (including the securities conferring a right to the allocation of debt securities referred to in Article L.228-91 of the French *Code de commerce*), whether they will be subordinated or not (and, if so, their level of subordination, in accordance with the provisions of Article L.228-97 of the French *Code de commerce*), set their interest rate (in particular fixed or variable interest or zero or indexed coupon), and provide, if necessary, for compulsory or optional cases of suspension or non-payment of interest, provide for their term (fixed or perpetual), the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including providing them with guarantees or security interests) and redemption (including repayment by the delivery of assets of the Company); if necessary, these securities may be coupled with warrants conferring a right to

- the allocation, acquisition or subscription of bonds or other securities representing debt, or may provide for the Company to have the option to issue debt securities (whether of a similar nature or otherwise) by way of payment of interest payment of which has been suspended by the Company, or alternatively could take the form of complex bonds as defined by the market authorities (for example, by reason of the terms of redemption or remuneration or other rights such as indexation, possibility of options); and amend the terms referred to above during the term of the securities concerned, in compliance with the applicable formalities,
- determine the manner of payment for the shares or securities giving access to the share capital to be issued immediately or in the future,
 - if necessary, determine the terms of exercise of the rights (rights to conversion, exchange and redemption, including by the delivery of assets of the Company such as treasury shares or securities already issued by the Company, as the case may be) attached to the shares or securities giving access to the share capital to be issued and, in particular, determine, even retroactively, the effective date from which the new shares will carry entitlement to dividends, together with any other terms and conditions for completion of the capital increase,
 - set the terms and conditions under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange securities issued or to be issued, immediately or in the future, in order to cancel them or not, in accordance with the law,
 - provide for the ability, if necessary, to suspend the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions,
 - on its sole initiative, charge the costs of the capital increases to the amount of the associated premiums and deduct from said amount the sums necessary to fund the legal reserve,
 - determine and make any necessary adjustments to take into account the impact of transactions on the Company's share capital, especially in the event of a change in the par value of the shares, increase in share capital by capitalization of reserves, free allocation of shares or equity securities, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting equity or share capital (including in case of a takeover bid and/or in the event of a change of control), and define, in accordance with the legislative and regulatory provisions, the terms and conditions on which the rights of holders of securities convertible into Company shares (including through cash adjustments) will be protected, if necessary,
 - formally record completion of each capital increase and amend the bylaws accordingly,
 - in general, enter into any agreement, in particular to complete the contemplated issues successfully, and take any measures and complete any formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority, together with the exercise of the rights attached thereto;
10. sets the period of validity of the delegation of authority granted pursuant to this resolution at **twenty-six (26) months** from the date of this General Meeting;
 11. resolves that the adoption of this resolution cancels and supersedes, with immediate effect, the delegation of authority granted to the Board of Directors pursuant to the 30th resolution adopted by the shareholders during the ordinary and extraordinary general meeting held on June 9, 2022.

Presentation of the twenty-fourth resolution

Increase in the number of securities to be issued under over-allotment option in the event that demand exceeds the number of securities offered in connection with a share capital increase with or without preferential subscription rights

Under the terms of the 24th resolution (also known as the “Greenshoe” resolution), you are asked to replace the existing delegation of authority granted to the Board pursuant to the 31st resolution adopted by the shareholders during the ordinary and extraordinary general meeting held on June 9, 2022, with a new delegation of same nature, for a new period of 26-months, aiming at increasing the number of securities to be issued at the same price as that of the initial issue, in case of excess demand, in order to grant an over-allotment option in accordance with market practices, within the periods and subject to the limits provided by the regulations applicable (currently, for information, within thirty days of the closing of the subscription period).

This over-allotment option should be exercised subject to a maximum of 15% of the initial issue. The nominal amount of the increase in share capital that could be made under the present resolution would be deducted **(i)** from the ceiling provided in the resolution by which the initial issuance was decided, **(ii)** from the overall ceiling stipulated in paragraph 2 of the 21st resolution of the General Meeting, and **(iii)** in case of a share capital increase without shareholders' PSR, from the sub-ceiling stipulated in paragraph 3 of the 22nd resolution; or, as the case may be, from the ceilings stipulated by any other resolutions having the same purpose that may supersede said resolutions during the period of validity of this delegation.

Twenty-fourth resolution

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

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Articles L.225-129-2 and L.22-10-51 of the French *Code de commerce*:

1. delegates to the Board of Directors, with the power to sub-delegate under the provisions prescribed by law, its authority to increase the number of securities to be issued in the event of an increase in the Company's share capital with or without preferential subscription rights pursuant to the 21st, 22nd and 23rd resolutions, subject to their approval, or, as the case may be, pursuant to any other resolutions having the same purpose that may supersede them during the period of validity of the present delegation, at the same price as that of the initial issue, within the periods and subject to the limits provided for by the regulations applicable on the date of the issue (at the date of this General Meeting, within thirty days of the closing of the subscription and **subject to a maximum of 15% of the initial issue**), in particular with a view to granting an over-allotment option in accordance with market practices;
2. resolves that the nominal amount of the capital increases that may be carried out pursuant to this resolution shall be deducted from the ceiling provided for in the resolution under which the initial issue is decided and from the overall ceiling stipulated by paragraph 2 of the 21st resolution of this General Meeting, subject to its approval, and, in the event of a share capital increase without preferential subscription rights, from the sub-ceiling stipulated by paragraph 3 of the 22nd resolution of this General Meeting, subject to its approval; or, as the case may be, from the ceilings stipulated by any other resolutions having the same purpose that may supersede said resolutions during the period of validity of the present delegation;
3. resolves that the Board of Directors **may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company** unless it obtains prior authorization from the shareholders' meeting; this restriction shall remain in effect until the end of the offer period;
4. sets the period of validity of the delegation of authority granted pursuant to this resolution at **twenty-six (26) months** from the date of this General Meeting;
5. resolves that the adoption of this resolution cancels and supersedes, with immediate effect, the delegation of authority granted to the Board of Directors pursuant to the 31st resolution adopted by the shareholders during the ordinary and extraordinary general meeting held on June 9, 2022.

Presentation of the twenty-fifth resolution

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

Under the terms of the 25th resolution, you are asked to replace the existing delegation granted to the Board pursuant to the 32nd resolution adopted by shareholders during the ordinary and extraordinary general meeting held on June 9, 2022, with a new delegation of same nature, for a new period of 26 months, aiming at carrying out, in the context of private exchange offer(s), external growth transactions financed by shares or securities giving access to the capital issued by the Company, as remuneration for contributions in kind to the Company relating to equity securities or securities giving access to the share capital.

The maximum nominal amount of the capital increases without shareholders' PSR that could be carried out immediately or in the future pursuant to this delegation would be set at 10% of the share capital of the Company on the day of the General Meeting, it being specified that the nominal amount of the issues that would be carried out pursuant to this delegation would be deducted from the overall ceiling stipulated in paragraph 2 of the 21st resolution and from the sub-ceiling stipulated in paragraph 3 of the 22nd resolution or, as the case may be, from the ceilings that may be stipulated in any other resolutions having the same purpose that may supersede said resolutions during the period of validity of this delegation.

It is further specified that this delegation of authority could be used by the Board for the purpose of remunerating the beneficiaries of long-term compensation plans implemented by Ingenico Group SA with whom the Company has entered into liquidity agreements in the context of Ingenico Group SA Offer, in the form of promises to sell and purchase Ingenico shares to or by the Company, in exchange for Worldline shares on the basis of the exchange ratio retained in the context of the acquisition transaction.

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

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

Twenty-fifth resolution

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

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

1. delegates its authority to the Board of Directors, with power to sub-delegate under the conditions prescribed by law, to increase the share capital on one or more occasions, by issuing, on one or more occasions, ordinary shares (excluding preferred shares) or securities giving access to the share capital of the Company, issued for consideration or for free, governed by Articles L.228-91 *et seq.* of the French *Code de commerce*, to pay for contributions in kind made to the Company and consisting of equity securities or securities giving access to the share capital, when the provisions of Article L.22-10-54 of the French *Code de commerce* are not applicable;
2. decides that the maximum nominal amount of the capital increases that may be carried out immediately or in the future pursuant to this delegation is **10% of the share capital on the day of this General Meeting**, it being specified that:
 - this amount shall be deducted from the overall ceiling stipulated in paragraph 2 of the 21st resolution of this General Meeting, subject to its approval, or, as the case may be, from the ceiling that may be stipulated by any other resolution having the same purpose that may supersede it during the period of validity of the present delegation,
 - this amount shall be deducted from the sub-ceiling provided for in paragraph 3 of the 22nd resolution of this General Meeting applicable to all capital increases with cancellation of preferential subscription rights, subject to its approval, or, as the case may be, from the sub-ceiling that may be stipulated by any other resolution having the same purpose that may supersede it during the period of validity of the present delegation,
 - the above mentioned ceilings do not take into account the Company's shares to be possibly issued by way of adjustments made to preserve the rights of holders of securities giving access to the share capital;
3. decides that the Board of Directors **may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company** unless it obtains prior authorization from the shareholders' meeting; this restriction shall remain in effect until the end of the offer period;
4. resolves that the Board of Directors, with the power to sub-delegate as permitted by law, will have all necessary powers to implement this delegation of authority, in particular in order to:

- decide upon the capital increase(s) to pay for the contributions in kind and determine the securities to be issued,
 - determine the list of the contributed securities, approve the valuation of the contributions, determine the conditions of the issue of the securities to pay for the contributions, and if necessary the amount of any additional cash payments (*soulte*) to be paid, approve the grant of special benefits, and, if the contributors consent, reduce the valuation of the contributions or the remuneration of the special benefits,
 - determine the terms and characteristics of the securities issued to pay for the contributions and determine the terms upon which, if necessary, the rights of holders of securities giving access to the share capital will be preserved,
 - on its sole initiative, charge the costs of the capital increases to the amount of the associated premiums and deduct from such amount the sums necessary to fund the statutory reserve,
 - determine the terms and conditions under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange securities issued or to be issued, immediately or in the future, in order to cancel them or not, in accordance with the laws,
 - formally note completion of each capital increase and amend the bylaws accordingly,
 - in general, take any measures and complete any formalities necessary for the issue, listing, if applicable and financial servicing of the securities issued pursuant to this authorization, together with the exercise of the rights attached thereto;
5. officially notes, as necessary, the absence of preferential subscription right to the shares or securities issued and that this delegation entails the waiver by the shareholders of their preferential subscription rights to the shares to which the securities which would be issued on the basis of this delegation may give entitlement;
 6. sets the period of validity of the delegation of authority granted pursuant to this resolution at **twenty-six (26) months** from the date of this General Meeting;
 7. resolves that the adoption of this resolution cancels and supersedes, with immediate effect, the delegation of authority granted to the Board of Directors pursuant to the 32nd resolution adopted by shareholders during the ordinary and extraordinary general meeting held on June 9, 2022.

Presentation of the twenty-sixth resolution

Issue by capitalization of premiums, reserves, profits or other items that may be capitalized

Under the terms of the 26th resolution, you are asked to renew the delegation granted to the Board pursuant to the 33rd resolution adopted by the shareholders during the ordinary and extraordinary meeting held on June 9, 2022, that is due to expire on August 9, 2024.

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

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

It is reminded that the previous delegation has been partially used for delivering shares to the beneficiaries of free allocation plans whose respective vesting periods had ended in 2022.

Twenty-sixth resolution

Delegation to the Board of Directors of authority to decide to increase the Company's share capital by incorporating premiums, reserves, profits or other items

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report and in accordance with the provisions of Articles L.225-129 *et seq.* of the French *Code de commerce*, and in particular those of Article L.225-129-2, and the provisions of Articles L.225-130 and L.22-10-50 of the same Code:

1. delegates its authority to the Board of Directors, with power to sub-delegate under the conditions prescribed by law, to increase the share capital on one or more occasions, in the proportions and at the times it shall see fit, through the capitalization of premiums, reserves, profits or otherwise as permitted by applicable law and the bylaws, in the form of an issue of new equity securities or an increase in the par value of existing equity securities, or by a combination of these two processes. The maximum nominal amount of the capital increases that may be carried out in this respect may not exceed a ceiling of **€500 million**, to which may be added, if necessary, the nominal amount of any additional shares to be issued in

the event of new financial transactions, to preserve the rights of holders of securities giving access to the share capital, and it being specified that this amount is set autonomously and separately from the ceilings of other delegations of authority to increase the share capital and shall not be deducted (i) from the amount of the overall ceiling provided for in paragraph 2 of the 21st resolution of this General Meeting nor (ii) from any sub-ceiling stipulated in another resolution of this General Meeting and in particular the amount of the sub-ceiling provided for in paragraph 3 of the 22nd resolution of this General Meeting;

2. decides that the Board of Directors **may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company** unless it obtains prior authorization from the shareholders' meeting; this restriction shall remain in effect until the end of the offer period;

3. in the event that the Board of Directors makes uses of this delegation of authority, resolves that the Board of Directors, with the power to sub-delegate as permitted by law, will have all necessary powers to implement this delegation, in particular in order to:

- determine the amount and nature of the sums to be capitalized, set the number of new equity securities to be issued and/or the amount by which the par value of the existing equity securities making up the share capital is to be increased, set the date, even retroactively, as from which the new equity securities will carry entitlement to dividends or the date on which the increase in the par value of the existing equity securities will take effect,
- decide, in the event of allotment of equity securities for free, that rights to fractional securities will not be tradeable and that the corresponding shares will be sold under the conditions provided for by law and regulations; the sum resulting from the sale will be allocated to the holders of rights under the conditions provided for by law and regulations,

- make any adjustments to take account of the impact of transactions affecting the Company's share capital, in particular in the event of a change in the par value of the share, a capital increase by capitalization of reserves, allocation of shares or equity securities for free, a stock split or reverse stock split, the distribution of dividends, reserves or premiums, or of any other assets, redemption of capital or any other transaction affecting shareholders' equity or share capital (including in the event of a public offering and/or change of control), and to set the terms and conditions according to which the rights of holders of securities giving access to the share capital will be preserved (including through cash adjustments),

- formally note completion of each capital increase and amend the Bylaws accordingly,
- in general, enter into any agreement, take any measures and carry out any formalities required for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority and for the exercise of the rights attached thereto;

4. sets the period of validity of the delegation of authority granted pursuant to this resolution at **twenty-six (26) months** from the date of this General Meeting;

5. resolves that the adoption of this resolution cancels and supersedes, with immediate effect, the unused portion of the delegation of authority granted to the Board of Directors pursuant to the 33rd resolution adopted by the shareholders during the ordinary and extraordinary general meeting held on June 9, 2022.

Presentation of the twenty-seventh resolution

Incentive schemes for employees and company officers of the Company and its affiliates

Delegation to the Board of authority to decide the issue of shares, without preferential subscription rights, reserved for beneficiaries of free shares granted by Worldline IGSA (formerly Ingenico Group SA) and holders of Ingenico shares through a company savings plan and/or a group savings plan or through a company mutual fund

Under the terms of the 27th resolution, you are asked to renew the delegation granted to the Board pursuant to the 34th resolution adopted by the shareholders during the ordinary and extraordinary general meeting held on June 9, 2022, that is due to expire on December 9, 2023.

In this frame, it is proposed to grant the Board, for a new period of 18 months, with a new delegation of same nature, aiming at issuing, in France and/or abroad, shares or securities giving access to the Company's share capital without shareholders' PSR, in order to reserve it for the beneficiaries of free shares granted by Worldline IGSA (formerly Ingenico Group SA) on the basis of the provisions of Article L.225-197-1 *et seq.* of the French Code de commerce and to holders of Worldline IGSA shares through a company savings plan and/or a group savings plan or through a company mutual fund.

No priority subscription rights would be granted to shareholders in connection with such an issue.

This delegation of authority could be used, in particular, to deliver Worldline shares in exchange for Worldline IGSA shares to the beneficiaries of free shares granted by Worldline IGSA to its employees and officers in the context of the liquidity agreements implemented by the Company in connection with the Worldline IGSA (previously known as Ingenico Group SA) acquisition. Depending on the applicable regulations and constraints, the exchange of these Worldline IGSA shares for Worldline shares could be carried out pursuant to this resolution and/or the 25th resolution submitted to your vote.

The maximum nominal amount of the capital increases that could be carried out pursuant to this delegation would be set at €270,000, it being specified that this ceiling would be independent and autonomous from the overall ceiling stipulated in paragraph 2 of the 21st resolution and from the sub-ceiling stipulated in paragraph 3 of the 22nd resolution of the General Meeting, to which would be added, as the case may be, the nominal amount of shares that may be issued, in the event of new financial transactions, in order to preserve, in accordance with legal and regulatory provisions and/or, as the case may be, contractual stipulations providing for other cases of adjustment, the rights of holders of securities giving access to the share capital.

The subscription price per share for each issue would be equal to the average of the opening share price of Worldline on the regulated market of Euronext Paris over the twenty (20) trading sessions preceding the date of exercise of the option either by **(i)** the concerned beneficiary of the liquidity contract or, as the case may be **(ii)** the date at which the Company has exercised its option.

Twenty-seventh resolution

Delegation to the Board of Directors of authority to decide the issue of shares, without preferential subscription rights, reserved for beneficiaries of free shares granted by Worldline IGSA (formerly Ingenico Group SA) and holders of Worldline IGSA shares through a company savings plan and/or a group savings plan or through a company mutual fund

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Articles L.225-129 *et seq.* of the French *Code de commerce*, and in particular those of Articles L.225-129-2, L.225-138 and L.228-91 *et seq.* of the same Code:

1. delegates to the Board of Directors, with the power to sub-delegate under the conditions prescribed by law, its authority to increase the share capital on one or more occasions, in such proportions and at such times as it shall see fit, in France and/or abroad, whether in euros or in any other currency or monetary unit established by reference to several currencies, by way of the issue of ordinary shares (excluding preferred shares) or securities giving access to the Company's share capital, issued for consideration or for free, provided that the shares and other securities may be subscribed for in cash, by the set-off of receivables;
2. resolves to cancel the preferential subscription rights of shareholders in respect of the securities that are the subject matter of this resolution, to the benefit of **(i)** beneficiaries of free shares granted by Worldline IGSA on the basis of the provisions of Article L.225-197-1 *et seq.* of the French *Code de commerce*, and **(ii)** holders of Worldline IGSA shares through a company savings plan and/or a group savings plan or through a company mutual fund;
3. resolves to limit the amounts of the capital increases authorized in the event that this delegation of authority is used by the Board of Directors as follows:
 - the maximum nominal amount of the capital increases that may be carried out pursuant to this delegation, immediately or in the future, shall be **€270,000** it being specified that:
 - this amount is set autonomously and separately from the ceilings of other delegations of authority to increase the share capital and shall not be deducted, in particular, from the overall ceiling stipulated in paragraph 2 of the 21st resolution of this General Meeting, nor from the sub-ceiling stipulated in paragraph 3 of the 22nd resolution of this General Meeting,
 - if necessary, said ceiling shall be increased by the nominal amount of any shares issued in the event of further financial transactions in order to preserve the rights of holders of securities giving access to the share capital;
4. resolves that the subscription price per share for each issue shall be equal to the average of the quoted share price on the regulated market of Euronext Paris over the twenty (20) trading sessions preceding the date of exercise of the option either by **(i)** the concerned beneficiary of the liquidity contract or, as the case may be **(ii)** the date at which the Company has exercised its option;
5. decides that the Board of Directors may take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company until the end of the offer period;
6. resolves that the Board of Directors, with the power to sub-delegate as permitted by law, will have all necessary powers to implement this delegation of authority, in particular in order to:
 - decide on the capital increase(s) and determine the securities to be issued,
 - draw up a list of the beneficiaries of the aforementioned category, the number of securities and the characteristics of the securities to be allocated to each of them and decide, where appropriate, whether or not to make the delivery of securities subject to a possible payment in cash (*soulte*),
 - decide on the amount of the capital increase, the issue price as well as the amount of the premium that may, if applicable, be requested at the time of the issue,

- determine the manner of payment for the shares or securities giving access to the share capital to be issued, including by way of offsetting debts,
 - determine, if necessary, the terms of exercise of the rights attached to the shares and, in particular, determine, even retroactively, the effective date from which the new shares will carry entitlement to dividends, together with any other terms and conditions for completion of the capital increase,
 - set the terms and conditions under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange securities issued or to be issued, immediately or in the future in order to cancel them or not, in accordance with the law,
 - provide for the suspension of the exercise of the rights attached to the issued securities as permitted by relevant laws and regulations,
 - at its sole initiative, charge the costs of the capital increase against the amount of the related premiums and deduct from this amount the sums necessary to fund the legal reserve,
 - determine, in accordance with legal and regulatory provisions, the terms and conditions under which the rights of holders of securities giving access to the share capital will be preserved (including by means of a cash adjustment), where applicable,
 - record the completion of each capital increase and make the corresponding amendments to the bylaws,
 - enter into any agreement with all or part of the persons meeting the characteristics referred to in paragraph 2 of this resolution, including any liquidity contract (including put and/or call options) in the context of a public offer initiated by the Company for the securities of Worldline IGSA, providing for the delivery of shares to be issued in the context of this resolution, as well as any related adjustment mechanism intended to take into account the impact of transactions on the share capital of Worldline IGSA or the Company,
 - in general, enter into any agreement, in particular in order to successfully complete the planned issues, take all measures and carry out all formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority and for the exercise of the rights attached thereto;
7. sets the period of validity of the delegation of authority granted pursuant to this resolution at eighteen (18) months from the date of this General Meeting;
8. resolves that the adoption of this resolution cancels and supersedes, with immediate effect, the unused portion of the delegation of authority granted to the Board of Directors pursuant to the 34th resolution adopted by the shareholders during the ordinary and extraordinary general meeting held on June 9, 2022.

Presentation of the twenty-eighth and twenty-ninth resolutions

Delegations to the Board of authority to increase the Company's share capital, without preferential subscription rights, in the context of employee shareholding operations

Under the terms of the 28th, you are asked to replace, for a new period of 26 months, the delegation of authority granted to the Board pursuant to the 35th resolution adopted by the shareholders during the ordinary and extraordinary general meeting held on June 9, 2022, pursuant to which "Boost 2021" employee shareholding operation was set up.

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

Moreover, under the terms of the 29th resolution, you are asked to renew the delegation of authority granted to the Board pursuant to the 36th resolution adopted by the shareholders during the ordinary and extraordinary general meeting held on June 9, 2022, that is due to expire on December 9, 2023. In this frame, it is proposed to grant the Board, for a new period of 18 months, with a new delegation of same nature.

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

The ceiling on the nominal amount of immediate or future capital increases resulting from all issues carried out under the 28th and the 29th resolutions could not exceed 2.5% of the share capital of the Company on the day of the General Meeting.

This common ceiling applicable to the 28th and 29th resolutions would be independent and autonomous **(i)** from the overall ceiling stipulated in paragraph 2 of the 21st resolution and **(ii)** from the sub-ceiling stipulated in paragraph 3 of the 22nd resolution of this year General Meeting.

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

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

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

Twenty-eighth resolution

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

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Articles L.225-129, L.225-129-2, L.225-129-6, L.225-138, L.225-138-1 and L.228-91 *et seq.* of the French Code de commerce and Articles L.3332-1 and L.3332-18 *et seq.* of the French *Code du travail*:

1. delegates to the Board of Directors, with the power to sub-delegate under the conditions prescribed by applicable law and regulations, the power to decide, in the proportions and at the time it shall see fit, the issuing, in France and/or abroad, of shares (excluding preferred shares) or other equity securities of the Company, or securities governed by paragraph 1 of Article L.228-92 of the French *Code de commerce*, paragraphs 1 and 3 of Article L.228-93 or paragraph 2 of Article L.228-94 of the same Code giving access through any means, immediately or in the future, give access, to shares or other equity securities of the Company, existing or to be issued, reserved to employees and corporate officers of the Company or affiliated companies within the meaning of Article L.225-180 of the French *Code de commerce* and Article L.3344-1 of the French *Code du travail*, as long as these employees or corporate officers are members in this capacity to a company savings plan or any other qualifying plan pursuant to the applicable legal and regulatory provisions;
2. decides that the maximum nominal amount of the immediate or future capital increases of the Company that are likely to be carried out under the present delegation shall not exceed **2.5% of the share capital on the day of this General Meeting**, it being specified that:
 - this amount is set autonomously and separately from the overall ceiling stipulated in paragraph 2 of the 21st resolution and from the sub-ceiling stipulated in paragraph 3 of the 22nd resolution of this General Meeting applicable to capital increases with maintenance or cancellation of preferential subscription rights,
 - this amount is common to capital increases reserved for the benefit of employees carried out pursuant to this resolution and to the 29th resolution of this General Meeting;
 - if necessary, said ceiling shall be increased by the nominal amount of the shares to be issued in order to preserve the rights of the holders of securities giving access to the share capital in accordance with the legal and regulatory provisions in force and, as the case may be, with the applicable contractual stipulations;
3. decides that this delegation entails the removal of the shareholders' preferential subscription rights to the shares and other equity securities and securities giving access to the share capital which may be issued pursuant to this resolution, as well as to the shares and other equity securities which the securities issued on the basis of this delegation may give entitlement;
4. decides that the subscription price of the securities issued by virtue of this delegation shall be set by the Board of Directors and determined under the conditions set forth in Article L.3332-19 of the French *Code du travail*, on the basis of an average of opening price of the Worldline shares on Euronext Paris market over the twenty trading sessions preceding the date of the decision of the Board of Directors or of the Chief Executive Officer setting the opening date of the subscription period, with **a maximum discount of 30% (or 40% when the applicable compulsory holding period as provided for in the plan pursuant to Articles L.3332-25 and L.3332-26 of the French Code du travail is equal to or greater than ten years)**;
5. decides that pursuant to Article L.3332-21 of the French *Code du travail*, the Board of Directors may provide for the free allocation of shares or other securities giving access to the share capital of the Company, as employer's contribution, or, as the case may be, the discount, subject to the consideration that their pecuniary counter value, evaluated at the subscription price, does not have the effect of exceeding the applicable legal and regulatory limits;
6. authorizes the Board of Directors, under the terms of this delegation, to sell shares to members of a company or group savings plan (or comparable scheme) as provided for by Article L.3332-24 of the French *Code du travail*, it being specified that transfers of shares carried out with a discount in favor of members of one or more company savings plans referred to in this resolution shall be deducted up to the nominal amount of the shares thus transferred from the ceiling referred to in paragraph 2 above;

7. decides that the characteristics of the other securities that give access to the Company's share capital shall be set by the Board of Directors, under the conditions set forth by the applicable legal and regulatory provisions;
8. grants all powers to the Board of Directors, with the power to sub-delegate to any person authorized by the applicable legal and regulatory provisions, for the purpose of implementing this delegation, and in particular:
- to decide that the issuances may be carried out directly to the advantage of the beneficiaries or through collective securities investment funds,
 - to set, where necessary, a perimeter of the companies concerned by the offer which is narrower than the companies eligible for the plans in question,
 - to set the procedures for participation in these issuances, in particular the seniority conditions that the beneficiaries of the capital increases shall met,
 - in case of issuance of debt securities, to determine the characteristics and terms of the securities (including their term, fixed or perpetual, whether they will be subordinated or not, and their remuneration) and amend the terms and characteristics referred to above during the term of the securities concerned, in compliance with the applicable formalities,
 - to set the conditions and procedures for these issuances, and notably the starting and closing dates for subscriptions, the dates of entitlement to dividends (including retroactive ones), the procedures for payment in full and the subscription price of the equity securities or securities giving access to the share capital of the Company,
 - to determine and make any necessary adjustments to take into account the impact of transactions on the Company's share capital, especially in the event of a change in the par value of the shares, increase in share capital by capitalization of reserves, free allocation of shares or equity securities, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting equity or share capital (including in case of a takeover bid and/or in the event of a change of control), and define, in accordance with legislative and regulatory provisions, the terms and conditions on which the rights of holders of securities giving access to the share capital (including through cash adjustments) will be protected, if necessary,
 - to determine, if necessary, the amounts of the sums to be incorporated into the share capital within the limit set above, the entry/entries among the shareholders' equity from which they shall be drawn, as well as the conditions for the attribution of the shares or other securities in question,
 - to set the terms and conditions under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange securities issued or to be issued, immediately or in the future, in order to cancel them or not, in accordance with the law,
 - to provide for the suspension of the exercise of the rights attached to the issued securities as permitted by relevant laws and regulations,
 - at its sole initiative, to attribute the expenses of any issue to the amount of the premiums relating to the same and to withhold from this amount the sums necessary to raise the statutory reserve to one tenth of the new share capital after each increase, and
 - in general, to take all useful measures, conclude all agreements (notably with a view to ensuring the successful completion of the issuance), request all authorizations, carry out all formalities and do what is necessary to ensure the successful conclusion of the planned issuances or to postpone the same, and notably to record the capital increase(s) resulting from every issuance carried out by using this delegation, correspondingly, to amend the bylaws, to request the listing on the market of Euronext Paris of all securities issued by virtue of this delegation and to ensure the financial service for the shares in question and the exercise of the associated rights;
9. sets the period of validity of the delegation of authority granted pursuant to this resolution at **twenty-six (26) months** from the date of this General Meeting;
10. resolves that the adoption of this resolution cancels and supersedes, with immediate effect, the unused portion of the delegation of authority granted to the Board of Directors pursuant to the 35th resolution adopted by the shareholders during the ordinary and extraordinary general meeting held on June 9, 2022.

Twenty-ninth resolution**Delegation to the Board of Directors of authority to increase the Company's share capital, without preferential subscription rights, reserved for people with certain characteristics in the context of an employee shareholding operation**

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report, and the Statutory Auditors' special report, and pursuant to the provisions of Articles L.225-129 *et seq.* of the French *Code de commerce*, and in particular those of Articles L.225-129-2, L.225-138 and L.228-91 *et seq.* of the same Code:

1. delegates to the Board of Directors, with the ability to sub-delegate as permitted by law and the Company's bylaws, the power to decide to increase the Company's share capital, one or more occasions, at such time and in such proportions as it shall see fit, through the issuance of **(i)** ordinary shares of the Company (excluding preferred shares), and/or **(ii)** securities giving immediate or future access to the Company's share capital to be subscribed for in cash, reserved for the category of beneficiaries defined below;
2. resolves that the nominal amount of the increase in the Company's share capital carried out by virtue of this delegation may not exceed **2.5% of the Company's share capital on the day of this General Meeting**, it being specified that:
 - this amount is set autonomously and separately from the overall ceiling stipulated in paragraph 2 of the 21st resolution and from the sub-ceiling stipulated in paragraph 3 of the 22nd resolution of this General Meeting applicable to capital increases with maintenance or cancellation of preferential subscription rights,
 - this amount is common to capital increases reserved for the benefit of employees that may be carried out pursuant to this resolution and to the 28th resolution of this General Meeting;
 - if necessary, said ceiling shall be increased by the nominal amount of the shares to be issued to preserve the rights of the holders of securities giving access to the share capital in accordance with the legal and regulatory provisions in force and, as the case may be, with the applicable contractual stipulations;
3. resolves to cancel the preferential subscription rights of shareholders to new shares to be issued pursuant to this delegation and to reserve the right to subscribe for such shares to the class of beneficiaries meeting the following characteristics:
 - (i)** employees and corporate officers of companies affiliated to the Company within the meaning of Article L.225-180 of the French *Code de commerce* and Article L. 3344-1 of the French *Code du travail* and having their registered offices outside of France,
 - (ii)** UCITs or other entities organized under French or foreign law for the purpose of employee shareholding, whether or not legal entities, of which the shareholders or members are persons referred to in (i) above or enabling persons referred to in (i) above to benefit, directly or indirectly, from an employee shareholding plan or Company savings plan, it being specified that this resolution may be used to implement leverages schemes;
4. resolves that the issuance price for the new shares to be issued pursuant to this delegation of power shall be determined **(i)** on the basis of the average opening prices of the Worldline share on Euronext Paris over the twenty trading sessions preceding the date of the decision by the Board of Directors or by the Chief Executive Officer setting the opening date for the subscription period, with a maximum discount of 30% (or 40% when the lock-up period provided for by the plan pursuant to Articles L.3332-25 and L.3332-26 of the French *Code de commerce* is greater than or equal to ten years and/or **(ii)** at a price equal to the price set on the basis of the 25th resolution of this General Meeting in the event of a simultaneous transaction, and/or **(iii)** in accordance with the procedures for setting the subscription price of the Company's shares under the specific legal regime governing an offering of Company's shares in connection with an employee shareholding plan governed by foreign law;
5. resolves that the Board of Directors will have full authority, with the right to sub-delegate in accordance with applicable law and the Company's bylaws, to implement this delegation of power, in particular, in order to:
 - determine the list of beneficiaries within one or more of the categories of beneficiaries defined above, or the categories of employees to benefit from each issuance, as well as the number of shares to be subscribed for by each of them,
 - determine the subscription forms and procedures to be presented to employees in each relevant country, in light of any constraints under applicable local law, and to select the countries in question from among those in which the Group has subsidiaries, as well as the subsidiaries whose employees may participate in the transaction,
 - decide on the maximum number of shares to be issued, within the limits set by this resolution, to take note of the final amount of each capital increase, and to amend the bylaws accordingly,
 - set the dates and all other terms and conditions of the capital increases, as provided for by law,
 - charge the costs of such capital increases to the related premiums and to deduct from such amount the necessary amounts to maintain the legal reserve at one-tenth of the share capital following such capital increases,
 - in general, carry out all actions and formalities, make all decisions, and enter into any agreements useful or necessary for the successful completion of the issuances carried out pursuant to this delegation and to take note of the final completion of the capital increase or increases carried out pursuant to this resolution, and to amend the bylaws accordingly;
6. sets the period of validity of the delegation of authority granted pursuant to this resolution at **eighteenth (18) months** from the date of this General Meeting;
7. resolves that the adoption of this resolution cancels and supersedes, with immediate effect, the delegation of authority granted to the Board of Directors pursuant to the 36th resolution adopted by the shareholders during the ordinary and extraordinary general meeting held on June 9, 2022.

Presentation of the thirtieth resolution

Authorization to the Board to grant options to subscribe for or to purchase shares to the employees and corporate officers of the Company and/or its affiliated companies

Under the terms of the 30th resolution, you are asked to replace the existing authorization granted to the Board pursuant to the 37th resolution adopted by the shareholders during the ordinary and extraordinary general meeting held on June 9, 2022, with a new authorization of same nature, for a new period of 26 months, aiming at granting options to subscribe for or to purchase shares (the "**Options**") to employees or corporate officers of the Company and/or its affiliates under the conditions set out below.

This resolution would be part of the long-term incentive plans that the Company wishes to put in place in 2023 for the current Chief Executive Officer and Deputy Chief Executive Officer, the Chief Operating Officer, the members of the Group Executive Committee and the Group's managers and key employees.

As last year, it is proposed to implement in 2023 a combination of performance shares and Options to retain and obtain the full commitment of the intended beneficiaries and in particular of the members of the Group Executive Committee.

Specific conditions of the authorization

1. Nature of the authorization

It is proposed to authorize your Board, to grant, on one or more occasions, Options in favor of employees or corporate officers of the Company and/or of companies affiliated to it.

The resolution submitted to your vote would also specify that the unused portion of the authorization granted to the Board pursuant to the 37th resolution adopted by the shareholders during the ordinary and extraordinary general meeting held on June 9, 2022 would be canceled and superseded as from the General Meeting.

2. Maximum amount of the authorization

The maximum amount of Options that may be granted pursuant to the proposed delegation would not exceed 2% of the share capital of the Company on the day of the General Meeting.

In addition, an exceptional cap of 0.6% of the share capital of the Company on the day of the General Meeting (the "**Extraordinary Cap**") would apply in case of simultaneous or successive use by the Board of the authorizations granted to it by virtue of this resolution and the 31th resolution.

3. Sub-cap for the grant to executive corporate officers

Within the maximum amount mentioned in paragraph 2 hereabove, the total number of Options granted to the executive corporate officers of the Company pursuant to the proposed authorization would not represent more than 0.033% of the share capital of the Company on the day of the General Meeting. Moreover, in such a situation, the Board would set a rule as to the holding of a portion of the shares acquired through the exercise of Options until expiration of their respective term of office in compliance with the compensation policy applicable to the executive corporate officers. The existence of the Extraordinary Cap would not affect this sub-cap.

4. Acquisition of the right to exercise the Options

The beneficiaries of the Options would exercise them after a 3-year vesting period, subject to the "closed periods" set by the Company in the Guide for the Prevention of Insider Trading and to applicable law. The exercise period would end 7 years after the vesting date.

5. Performance conditions

The exercise of the Options would be subject to the achievement of internal financial performance conditions (accounting for 80% of the total vesting) and a non-financial performance condition related to corporate social responsibility ("**CSR**") (accounting for 20% of the total vesting).

With respect to internal performance, the exercise of the Options would be subject to the achievement of 3 internal performance indicators directly connected to key success factors for the achievement of the Group's strategy and ambitions as regularly disclosed to the shareholders: **(i)** average of Group revenue organic growth conditioning 30% of the total vesting, and **(ii)** average rate of Group operating margin before depreciation and amortization ("**OMDA**") conditioning 25% of the total vesting, and **(iii)** Group free cash flow ("**FCF**") before dividends and income from acquisition/disposals over 3-year period conditioning 25% of the total vesting.

The target achievement levels linked to internal financial performance would be in line with the Worldline market guidance for end-2024.

With respect to non-financial performance, the exercise of the Options would also be subject to the achievement of a condition related to CSR and defined as a combination of several criteria linked to the Group's internal CSR policy and in line with its Trust 2025 strategic plan. The achievement of this non-financial performance condition would account for 20% of the total vesting, as follows: **(i)** CO2 emissions reduction in scopes 1 and 2⁴ as part of the "Science Based Target initiative" ("**SBTi**")⁵ initiative conditioning 10% of the total vesting, and **(ii)** employee satisfaction and diversity aiming at measuring the improvement of employees' engagement and of women's percentage in management, and conditioning 10% of the total vesting. Each of the CSR criteria hereinbefore would be measured at the end of the three-year vesting period.

⁴ The scope 1 corresponds to the emissions linked to direct combustion of fossil fuels and scope 2 corresponds to the emissions linked to purchase of electricity, district heating and air conditioning.

⁵ This criterion replaces the Carbone Disclosure Program (CDP) score criterion that was used in the stock-options plans granted in 2020 and 2021. Worldline has effectively achieved the highest CDP score and this is redundant with the CO2 reduction targets.

The final number of exercisable Options would in no circumstance be above the number granted, it being specified that:

- in the event that the achievement level of one of the financial indicators would be nil, or
- in the event that the achievement level of the non-financial performance condition relating to CSR would be nil,

the maximum number of exercisable Options would be capped at 90%.

The performance conditions and the elasticity curves allowing to accelerate, upwards or downwards, the percentage of the grant relative to each indicator depending on its level of achievement over the vesting period of the 2023 plan are detailed in Section D.2.1.1.2 of the 2022 Universal Registration Document.

The terms and conditions for the granting of Options to corporate officers would be determined in the context of the compensation policy applicable to them in accordance with the provisions of Article L.22-10-8 of the French *Code de commerce*.

6. Acquisition price

The exercise price of the Option would not be less than the average opening prices of the Company share on Euronext Paris over the 20 trading days preceding the day on which the options giving entitlement to subscribe for new shares are granted, plus 5%. In the case of the granting of options giving entitlement to purchase existing shares, this price would not be less than the value indicated above, nor less than 80% of the average purchase price of the shares held by the Company under Articles L.22-10-61 and L.22-10-62 of the French *Code de commerce*.

7. Continued employment condition

Subject to certain exceptions provided for in the plan (such as death or disability), the exercise of the Options would be subject to the preservation of the status of Group's employee or corporate officer, by the beneficiary, during the vesting period.

A rule of proratisation of the acquisition of the stock options not yet definitively vested at the date of retirement of an Executive Corporate Officer would be introduced for the plans granted as from 2023.

Thirtieth resolution

Authorization to the Board of Directors to grant options to subscribe for or to purchase shares to the employees and/or corporate officers of the Company and/or its affiliated companies

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report, and the Statutory Auditors' special report, and in accordance with the provisions of Article L.225-177 *et seq.* of the French *Code de commerce*:

1. authorizes the Board of Directors to grant, on one or more occasions, to the beneficiaries that it shall determine from among employees and/or corporate officers of the Company and/or companies or economic interest groups related to the Company and meeting the conditions set out in Articles L.225-177 and L.225-180 of the French *Code de commerce*, options giving entitlement to subscribe for new shares of the Company or options giving entitlement to purchase existing shares of the Company;
2. resolves that the total number of options thus granted shall not give entitlement to a total number of shares exceeding **2% of the Company's share capital on the day of this General Meeting**, it being specified that this total number of shares does not take into account any adjustments that may be made pursuant to the provisions of the French *Code de commerce* and any contractual stipulations in the event of a transaction affecting the Company's share capital. The options to subscribe for or to purchase shares granted to the executive corporate officers of the Company pursuant to the present resolution shall not exceed a **sub-cap of 0.033% of the Company's share capital on the day of this General Meeting**;
3. resolves, by way of exception to the provisions of paragraph 2 above, to apply an extraordinary overall ceiling in the event of simultaneous or successive use by the Board of Directors of the authorizations given to it pursuant to this resolution and the 31st resolution of this General Meeting concerning the grant of free shares to employees and corporate officers of the Company and/or its affiliated companies. As such, the total number of options granted by virtue of this resolution and the free shares granted pursuant to the 31st resolution of this General Meeting shall not exceed **0.65% of the share capital on the day of this General Meeting**. The provisions of this paragraph 3 do not affect the abovementioned sub-ceiling applicable to the allocation of options to subscribe for or to purchase shares to the executive corporate officers;
4. sets the maximum period during which the options may be exercised as **ten (10) years** as from the date of their grant by the Board of Directors, and gives all powers to the Board of Directors to set a shorter period;
5. resolves that the price payable on the exercise of the options to subscribe for or to purchase shares will be set on the day on which the options are granted and that **(i)** in the case of a grant of options to subscribe for shares, such price may not be lower than the average of the opening prices of the Company share on the Euronext Paris market during the twenty trading sessions preceding the day on which the options to subscribe for shares are granted, and **(ii)** in the case of a grant of options to purchase shares, such price may not be lower than either the value indicated in **(i)** above or 80% of the average purchase price of shares held by the Company under Articles L.22-10-61 and L.22-10-62 of the French *Code de commerce*. If the Company carries out any of the transactions mentioned in Articles L.225-181 or R.22-10-37 of the French *Code de commerce*, the Company will, on the terms stipulated by the regulations then in force, take the necessary measures to protect the interests of the beneficiaries, including, as the case may be, by adjusting the number of shares that may be obtained by the beneficiaries on exercise of their options so as to take account of the impact of the this transaction;

6. notes that this authorization entails the express waiver by the shareholders, in favor of the beneficiaries of options to subscribe for shares, of their preferential subscription rights relating to the shares that may be issued as and when the options to subscribe for shares are exercised. The increase in the share capital resulting from the exercise of options to subscribe for shares will be definitively completed by mere declaration that the option is exercised accompanied by the subscription forms and full payment which may be made in cash or by offsetting claims on the Company;
7. decides that each grant options to the Company's executive and non-executive corporate officers must be made within the framework of the compensation policy approved by the shareholders pursuant to II of Article L.22-10-8 of the French *Code de commerce*, and must provide that the exercise of the options will be entirely subject to the achievement of one or more performance conditions set by the Board of Directors to be met for a period of at least three financial years;
8. consequently, the General Meeting delegates all powers to the Board of Directors to implement this authorization, in order notably to:
- determine whether the options granted are options to subscribe for and/or options to purchase shares and, if applicable, to change its choice before the beginning of the exercise period of the options,
 - set the conditions under which the options shall be granted as well as the list of beneficiaries, the number of options granted and, if applicable, the granting criteria,
 - determine the subscription or purchase price of the shares,
 - set the terms and conditions of the options, and in particular the exercise date(s) or period(s) of the options, it being understood that the Board of Directors may (a) bring forward the exercise date(s) or period(s) of the options, (b) maintain the benefit of the options, or (c) amend the dates or periods during which the shares obtained by exercise of options may not be transferred or converted into bearer shares,
 - set, if necessary, performance and other conditions governing the right to exercise the options,
 - set the date from which the new shares resulting from the exercise of options to subscribe for shares are entitled to dividends, even retroactively.
- The General Meeting decides that the present authorization is valid for a duration of **twenty-six (26) months** starting from the date of this General Meeting, and officially notes that the adoption of this authorization cancels and supersedes, with immediate effect, the unused portion of the authorization granted to the Board of Directors pursuant to the 37th resolution adopted by the shareholders during the ordinary and extraordinary general meeting held on June 9, 2022.

Presentation of the thirty-first resolution

Authorization to the Board to grant options to subscribe for or to purchase shares to the employees and corporate officers of the Company and/or its affiliated companies

Under the terms of the 31st resolution, you are asked to replace the existing authorization granted to the Board pursuant to the 38th resolution adopted by the shareholders during the ordinary and extraordinary general meeting held on June 9, 2022, with a new authorization of same nature, for a new period of 38 months, aiming at granting, on one or more occasions, free performance shares to employees or corporate officers of the Company and/or its affiliates, in accordance with the conditions set out below.

As indicated above, Worldline is committed to an approach that aims to involve corporate officers and employees in the Group's performance and results, notably through long-term incentive plans. As for the previous years, these plans would benefit the top management, key employees and experts of Worldline, including the executive corporate officers of the Company.

Specific conditions of the authorization

1. Nature of the authorization

The resolution submitted to your vote would also specify that the unused portion of the authorization granted to the Board pursuant to the 38th resolution adopted by the shareholders during the ordinary and extraordinary general meeting held on June 9, 2022 would be canceled and superseded as from the General Meeting.

2. Maximum amount of the authorization

The maximum number of shares that may be granted pursuant to the proposed authorization would not exceed 0.70% of the share capital of the Company on the day of the General Meeting.

In addition, the Extraordinary Cap would apply in the event of concomitant or successive use by the Board of the authorizations granted to it under the present resolution and the 30th resolution.

3. Sub-cap for the grant to executive corporate officers

Within the envelope referred to in point 2 above, the total number of shares granted to executive corporate officers of the Company by virtue of the proposed authorization would not represent more than 0.033% of the share capital of the Company on the day of the General Meeting.

Moreover, in such a situation, the Board would set a rule as to the holding of a portion of the shares acquired until expiration of their respective term of office in compliance with the compensation policy applicable to the executive corporate officers. The existence of the Extraordinary Cap would not affect this sub-cap.

4. Vesting period

The grant of the shares to their beneficiaries would become final after a 3-year vesting period. No holding period would be applicable.

5. Performance conditions

As for the exercise of the Options granted pursuant to the 30th resolution, the vesting of all or part of the performance shares would be subject to the achievement of internal financial performance conditions (accounting for 80% of the total vesting) and a non-financial performance condition linked to CSR (accounting for 20% of the total vesting) identical, in particular in terms of the nature of the criteria and the elasticity curve, to those governing the rights to exercise the Options. You may refer to point 5 under the 30th resolution for additional information.

The terms and conditions for the granting of performance shares to executive and non-executive corporate officers would be determined within the framework of the compensation policy applicable to them in accordance with the provisions of Article L.22-10-8 of the French *Code de commerce*.

The total number of shares definitively acquired would not under any circumstances exceed the number of shares allocated, it being specified that:

- in the event that the achievement level of one of the financial indicators would be nil, or
- in the event that the achievement level of the non-financial performance condition relating to CSR would be nil,

the maximum number of performance shares definitively acquired would be capped at 90%.

6. Acquisition price

Subject to certain exceptions provided for in the plan (e.g., death or disability), the vesting of the shares would be subject to the preservation of the status of Group's employee or corporate officer, by the beneficiary, during the vesting period.

A rule of proratisation of the acquisition of the performance shares not yet definitively vested at the date of retirement of an executive corporate officer would be introduced for the plans granted as from 2023.

Thirty-first resolution

Authorization to the Board of Directors to grant free performance shares to the employees and corporate officers of the Company and/or its affiliated companies

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report, and the Statutory Auditors' special report, authorizes the Board of Directors, with the power to subdelegate as provided for in the applicable legal and regulatory provisions, pursuant to Articles L.225-197-1 *et seq.* of the French *Code de commerce*, to grant, on one or more occasions and according to its own decisions, existing free shares or newly-issued free shares, up to **0.70% of the share capital on the day of this General Meeting**, it being specified that this maximum amount does not take into account the number of shares to be issued, if any, in respect of adjustments made to preserve the rights of the beneficiaries of free shares. Within the aforementioned maximum amount, the total number of shares granted to the executive corporate officers of the Company in accordance with this authorization shall not exceed **0.033% of the share capital on the day of this General Meeting**.

By way of exception to the above provisions, the General Meeting decides to apply an extraordinary global ceiling in the event of simultaneous or successive use by the Board of Directors of the authorizations given to it pursuant to this resolution and the 30th resolution of this General Meeting concerning the grant of options to subscribe for or to purchase shares to employees and corporate officers of the Company and/or its affiliated companies. As such, the total number of free shares granted by virtue of this resolution

and the total number of options granted pursuant to the 30th resolution of this General Meeting shall not exceed **0.65% of the share capital** on the day of this General Meeting. This derogation does not affect the abovementioned sub-ceiling applicable to the allocation of free shares to the executive corporate officers of the Company.

The beneficiaries of the grants authorized under this resolution must be employees or corporate officers of the Company and/or of companies or economic interest groups linked with it within the meaning of Article L.225-197-2 of the French *Code de commerce*, located in France or outside of France, as determined by the Board of Directors in accordance with Articles L.225-197-1 *et seq.* of the French *Code de commerce*.

It is specified that any grant to the executive and non-executive corporate officers shall be made under the compensation policy approved by the shareholders pursuant to paragraph II. of Article L.22-10-8 of the French *Code de commerce*.

The vesting of shares at the end of the vesting period shall be subject to performance conditions set by the Board of Directors.

As far as executive and non-executive corporate officers are concerned, the Board of Directors shall be able, under the terms and conditions set by law, either to impose inalienability clauses on vested free shares prior to the beneficiary leaving its mandate, or determine a minimum number of vested free shares to keep under the registered form until the term of its mandate.

The General Meeting determines the minimum vesting period pursuant to which the shares granted to their beneficiaries shall vest as three (3) years as from the date of their grant by the Board of Directors and gives all powers to the Board of Directors to set, if applicable, a vesting period longer than three (3) years, and/or set a holding period.

In case of disability of the beneficiary falling within the second or third categories of Article L.341-4 of the French *Code de la sécurité sociale*, the vesting of the shares shall occur immediately, the shares becoming immediately freely transferable.

In case of death of the beneficiary, his heirs may request the vesting of the shares within six (6) months from the death, the shares becoming immediately freely transferable.

The General Meeting notes that in the event of a free allotment of new shares, this authorization shall entail, as and when the said shares are definitively allotted, an increase in capital by incorporation of reserves, profits or issue premiums in favor of the beneficiaries of the allotment of shares, and the express waiver by the shareholders of their pre-emptive rights to subscribe for the shares that would be issued pursuant to this resolution.

The General Meeting delegates all powers to the Board of Directors with the possibility to subdelegate within the conditions prescribed by applicable legal and regulatory provisions, to implement this authorization, within the limits and conditions hereabove specified, in order notably to:

- determine whether the shares granted are shares to be issued and/or existing shares,
- determine the category(s) of beneficiaries of the grant(s) and determine the identity of the beneficiaries of the grant(s) of shares to employees or corporate officers of the Company and/or of companies or economic interest groups aforementioned and the number of shares to be allocated to each of them,
- determine the vesting period and, if applicable, the holding period, and, as the case may be, modify these periods for any circumstance for which this resolution or the applicable regulation would allow such modification; determine the conditions and performance criteria for each grant,

- decide on the amount of the grant(s), the dates and modalities of each, the date, even retroactive, when the issued shares shall give enjoyments rights; adjust, as the case may be, during the vesting period, the number of shares in relation to potential operations on the share capital or equity of the Company in order to protect the rights of the beneficiaries; set off, as applicable, in case of issuance of new shares, on reserves, benefits or premiums, the amounts required for the full payment of these shares; acknowledge the completion of each increase in share capital up to the amount of the shares which shall effectively be subscribed, perform all resulting formalities and consequently amend the bylaws,
- on its own decision, after each increase, attribute the costs of the capital increase to the relating premiums and deduct the necessary amounts to increase the statutory reserve to one tenth of the new share capital,
- more generally, take all measures to perform the capital increase within the conditions set forth by legal and regulatory provisions, conclude all agreements (notably with a view to ensuring the successful completion of the issue), request all authorizations, carry out all formalities and do what is necessary to ensure the successful conclusion of the planned issuances or to postpone the same, and notably to acknowledge the capital increase(s) resulting from every issuance carried out by using this authorization, correspondingly, to amend the bylaws of the Company, to request the listing on the regulated market of Euronext Paris of all securities issued by virtue of this authorization and to ensure the financial service for the shares in question and the exercise of the associated rights.

The General Meeting decides that this authorization is valid for a duration of **thirty-eight (38) months** starting from the date of this General Meeting; and officially notes that, this authorization cancels and supersedes the unused portion of the authorization granted to the Board of Directors pursuant to the 38th resolution adopted by the shareholders during the ordinary and extraordinary general meeting held on June 9, 2022.

Presentation of the thirty-second resolution

Amendment of Article 19 of the Company's Bylaws to amend the age limit applicable to the Chairman of the Board

Under the terms of the 32nd resolution, you are asked to amend Article 19 of the Company's bylaws to set the age limit for the office of Chairman of the Board of Directors to 81 years of age instead of 79. We remind you that, in the context of the acquisition of Ingenico in 2020 and to allow Bernard Bourigeaud's appointment as Chairman of the Board of Directors, the Company's bylaws were amended by the shareholders at the 2020 Extraordinary General Meeting in order to set the age limit for the office of Chairman of the Board of Directors to 79 years of age. On the Nomination Committee's recommendation and as explained above in the section Board of Directors' composition, it is proposed to extend this age limit by two years.

Indeed, the Board of Directors believes that it is necessary to pursue under the same chairmanship considering in particular, Bernard Bourigeaud's strong profile and competencies, among others, on governance issues. In addition, his deep knowledge on the activities of the Company, his recognized positive leadership on the Board of Directors' smooth and effective functioning as independent Chairman are a strong rationale for the Company to maintain the Chairman unchanged for the ongoing 3-year plan following the acquisition of Ingenico and until completion of resizing exercise of the Board of Directors as well as to ensure the transition with the following plan and prepare his succession.

It is proposed that you approve such resolution to set the age limit for the office of Chairman of the Board of Directors to 81 years of age. When this age limit is reached during the term of office, the Chairman of the Board of Directors would be deemed to have resigned automatically at the end of the Annual General Meeting following reaching the age of 81.

It is specified that in the table below, proposed deletions appear in crossed out font, and proposed additions are underlined.

Amended Article	Proposed wording (apparent changes)
Article 19 – Executive Committee of the Board of Directors Paragraph 2	<i>“The age limit for the exercising of the function of chairman of the board of directors is set at 79 <u>81</u> under the conditions specified hereinafter. When, in the course of his functions, this age limit is reached, the chairman of the board of directors will be considered to have automatically resigned at the end of the ordinary <u>annual general meeting approving the financial accounts</u> for the previous year following the reaching of the age of 79 <u>81</u> years old.”</i>

Thirty-second resolution

Amendment of Article 19 of the Company' bylaws to change the age limit for the Chairman of the Board of Directors.

The General Meeting, ruling under the quorum and The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the report of the Board of Directors, decides to amend Article 19 (Executive Committee of the Board of Directors) of the Company's bylaws.

The second paragraph of Article 19 shall now be worded as follows:

“The age limit for the exercising of the function of chairman of the board of directors is set at 81 under the conditions specified hereinafter. When, in the course of his functions, this age limit is reached, the chairman of the board of directors will be considered to have automatically resigned at the end of the annual general meeting approving the financial accounts for the previous year following the reaching of the age of 81 years old.”

The other provisions of Article 19 of the bylaws remain unchanged.

Presentation of the thirty-third resolution

Powers for legal formalities

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

Thirty-third resolution

Powers

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



How to take part in the Shareholders' General Meeting

Preliminary formalities to be carried out in order to participate in the general meeting

All shareholders, regardless of the number of shares they own, may attend this General Meeting or be represented by any person or entity of their choice in accordance with the procedures established by law and regulations.

Pursuant to the provisions of Article R.22-10-28 of the French Commercial Code, the right to participate in the General Meeting is subject to the registration of the shares in the name of the shareholder or in the name of the intermediary registered on their behalf, on the second business day preceding the General Meeting, i.e. by **Tuesday June 6, 2023 at 00.00 a.m. (Paris time)**:

– **For registered shareholders:** in a “direct registered” or “administered registered” account in the Company’s register kept by its authorized representative (Société Générale Securities Services);

– **For bearer shareholders:** in the bearer share accounts held by the authorized intermediary. The registration of shares in the bearer share accounts held by said authorized intermediary is established by a certificate of participation issues by the intermediary, thus proving the shareholder’s status.

Participating and voting at the general meeting

Please note that in accordance with the provisions of paragraph III of Article R.22-10-38 of the French Commercial Code, when a shareholder has already cast a postal vote, sent a proxy or requested an admission card or a certificate of participation, he or she may no longer choose another method of participation in the General Meeting.

A. If you wish to attend the General Meeting in person

Shareholders wishing to attend the General Meeting in person may request an admission card by post or online under the following conditions:

1. Request of an admission card by post

– **For registered shareholders (direct and administered):** date, sign and return the postal voting form or proxy form attached to the notice of meeting that will be sent to them, specifying that the shareholder wishes to attend the meeting in person and to obtain an admission card using the prepaid envelope (which is attached to the notice of meeting received) or by mail to the following address: Société Générale Securities Services – Service des Assemblées – CS 30812, 44308 Nantes Cedex 3;

– **For bearer shareholders:** request from your banker or broker that an admission card be addressed to you.

2. Request of an admission card online

– **For registered shareholders (direct and administered):** submit a request online on the VOTACCESS secure platform <http://www.sharinbox.societegenerale.com/>.

For direct registered shareholders: log in to the Sharinbox website using their usual access code (displayed on the single voting form attached to the convening notice, or in the email if they have chosen this method of convening) or their login email (if they have already activated their Sharinbox by SG Market account), then the password which is already in their possession.

For administered registered shareholders: shareholders will have to connect to the Sharinbox website using the login and password that will be sent to them a few days before the opening of the vote. Once connected, the shareholder should follow the instructions on the screen to access the VOTACCESS secure platform and request an admission card online.

– **For bearer shareholders:** holders of bearer shares must find out whether or not the financial intermediary that holds their account has subscribed to the VOTACCESS secure platform and, if so, the conditions of use of the VOTACCESS website.

- If the financial intermediary has subscribed to the VOTACCESS secure platform, the bearer shareholder has to read its terms of use and then log in to their bank's or broker's portal using their usual access codes and follow the instructions given on the screen to access the VOTACCESS secure platform and request an admission card online.
- If the financial intermediary has not subscribed to the VOTACCESS secure platform, the bearer shareholder will not be able to request an admission card electronically and will therefore have to make a request by post to the financial institution that holds their account by following the procedures described in paragraph A.1 (*request for an admission card by post*).

B. If you wish to vote by proxy or by mail / revocation of a proxy

Shareholders may participate at a distance by appointing a proxy or casting a vote remotely either through the postal voting form or through the Internet via the VOTACCESS secure platform under the conditions described below.

Shareholders may be represented by giving a proxy to the Chairman of the General Meeting, to another shareholder, to their spouse or to the partner with whom they have entered into a civil solidarity pact ("*Pacte civil de solidarité*"), or to any other individual or legal entity of their choice under the conditions set out in the provisions of Article L.255-106 of the French Commercial Code.

Pursuant to the provisions of Article R.225-79 of the French Commercial Code, the proxy given by a shareholder to be represented must be signed by the shareholder who must duly state their surname, first name and address, and may designate by name a proxy, whose surname, first name and address must be specified or, in the case of a legal entity, the corporate name or business name and registered offices. The proxy can't be substituted by another person.

It is specified that, for all proxies without indication of a representative, the Chairman of the General Meeting will vote in favor of the adoption of the draft resolutions presented or approved by the Board of Directors, and against the adoption of all other draft resolutions.

In order to be taken into account, the single remote voting form or proxy form must be received by the "Département Titres et Bourse – Service des Assemblées de la Société Générale" at least three (3) days before the date of the General Meeting, i.e. **Monday, June 5, 2023 at 11:59 p.m., Paris time.**

In view of possible disruptions in the mail delivery, shareholders wishing to be represented are recommended to send in their postal voting form as soon as possible and to choose voting by proxy or online via VOTACCESS under the conditions described below.

2. Voting by proxy or online via VOTACCESS

Shareholders may transmit their voting instructions and appoint or revoke a proxy online before the General Meeting, on the VOTACCESS secure platform, under the conditions described below:

- **For registered shareholders (direct or administered):** submit the request online on the VOTACCESS secure platform accessible by logging on to <http://www.sharinbox.societegenerale.com/>.

3. In the absence of an admission card

If a shareholder wishing to attend the General Meeting in person has not requested or received an admission card:

- **For registered shareholders (direct and administered):** they must present themselves on the day of the General Meeting directly at the counter specifically set for this purpose with an identification document.
- **For bearer shareholders:** they must present themselves on the day of the General Meeting directly at the counter specifically set for this purpose with an identification document and the certificate of participation issued by the financial institution holding the share account

1. Voting by proxy or by mail by post

Shareholders wishing to vote by mail or to be represented by proxy by appointing the Chairman of the General Meeting (or, if applicable, to any person of their choice), may:

- **For registered shareholders (direct and administered):** date, sign and return the single postal voting form or proxy voting form attached to the convening notice sent to them, specifying that the shareholder wishes to be represented at the meeting or to vote by mail, using the prepaid envelope (which is attached to the notice of meeting received) or by ordinary mail to the following address: Société Générale Securities Services – Service des Assemblées – CS 30812, 44308 Nantes Cedex 3;
- **For bearer shareholders:** request the single remote voting form or proxy form from the financial institution holding their account, as from the date of the General Meeting. Once completed and signed, return the single postal voting form or proxy form to the financial institution holding their account ; the latter will forward it to Société Générale Securities Services – Service des Assemblées – CS 30812, 44308 Nantes Cedex 3. The duly completed and signed form can only be taken into account if it is accompanied by proof of ownership of the shares.

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

- **For bearer shareholders:** The bearer shareholder must find out whether or not the financial institution holding their account has subscribed to the VOTACCESS secure platform and, if so, the conditions of use of the VOTACCESS website.
- If the financial intermediary is subscribed to the VOTACCESS secure platform, the shareholder must log in to the portal of said financial institution using their usual access codes. They must then follow the instructions given on the screen to access the VOTACCESS secure platform and vote or appoint or revoke a proxy.
 - If the financial intermediary is not subscribed to the VOTACCESS secure platform, the shareholder will not be able to vote electronically and will therefore have to send their voting form to the financial intermediary in accordance with the procedures described in paragraph B.1 (voting by proxy or by mail).

However, notification of the appointment and revocation of a proxy may be sent electronically pursuant to the provisions of Article R.225-79 of the French Commercial Code, by sending an e-mail to the following address: assemblees.generales@sgss.socgen.com.

This e-mail must contain the following information: name of the company concerned, date of the General Meeting, surname, first name, address, bank references of the principal as well as the surname, first name and if possible the address of the proxy.

Bearer shareholders must ask the financial intermediary that manages their securities account to send written confirmation by post to Société Générale Securities Services - Service des Assemblées - CS 30812, 44308 Nantes Cedex 3, France, or by e-mail to the following address: assemblees.generales@sgss.socgen.com. Confirmations must be received no later than **Wednesday, June 7, 2023 at 3:00 p.m., Paris time.**

Only notifications of the appointment or revocation of proxies may be sent to the above-mentioned e-mail address: any other request or notification relating to any other purpose will not be taken into account and/or processed.

The VOTACCESS secure platform for the General Meeting will be open from **Friday, May 19, 2023 at 9:00 a.m., Paris time.**

The possibility of voting, giving a proxy or revoking a proxy before the General Meeting will end on **Wednesday, June 7, 2023 at 3 p.m., Paris time.**

In order to avoid any possible congestion of the VOTACCESS secure platform, shareholders are advised not to wait until the day before the General Meeting to enter their instructions.

Shareholders are recommended to vote online, prior to the General Meeting, on the secure VOTACCESS platform, under the conditions described above.

Voting form

How to fill in the voting form?

The voting form will be available on the Company's website www.worldline.com within the legal deadlines and will be automatically sent to each registered shareholder with his or her notice of meeting.

In order to be taken into account, the voting form must be received by Société Générale Securities Services on Monday, June 5 at 11:59 pm (Paris time) at the latest. No voting form will be taken into account after this date.

To attend the Shareholders' General Meeting:
tick here

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

To appoint any person or legal entity of your choice as your proxy:
tick here and fill in the details of the person who, or the legal entity that, will attend the General Meeting and vote on your behalf

A Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side of the form that shall be the option chosen, shade box(es) like this ■, date and sign at the bottom of the form

JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE et demande une carte d'admission : dater et signer au bas du formulaire // I WISH TO ATTEND THE SHAREHOLDER'S MEETING and request an admission card: date and sign at the bottom of the form

WORLDLINE

Société anonyme au capital de 191 603 491,20 €
Siège social : Tour Voltaire – 1, place des Degrés
92800 Puteaux - France
378 901 946 R.C.S. Nanterre

ASSEMBLÉE GÉNÉRALE MIXTE
Convoquée le **jeudi 8 juin 2023 à 14h30**
A Tour Cœur Défense, 100-110 Esplanade du Général de Gaulle
92931 La Défense, France

COMBINED GENERAL MEETING
Convened on **Thursday June 8, 2023 at 2:30 p.m.**
At Tour Cœur Défense, 100-110 Esplanade du Général de Gaulle
92931 La Défense, France

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account		
Nombre d'actions Number of shares	Nominatif Registered	Vote simple Single vote
	Porteur Bearer	Vote double Double vote
Nombre de voix - Number of voting rights		

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

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

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

Sur les projets de résolutions non agréés, je vote en noircissant la case correspondant à mon choix. On the draft resolutions not approved, I cast my vote by shading the box of my choice.

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

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

E **JE DONNE POUVOIR À :** Cf. au verso (4) pour me représenter à l'Assemblée to represent me at the above mentioned Meeting
M. / Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name

Adresse / Address

ATTENTION : Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.
CAUTION: As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf au verso (1)
Surname, first name, address of the shareholder (Changes regarding this information have to be notified to relevant institution, no changes can be made using this proxy form). See reverse (1)

C Si les amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote NON sauf si je signale un autre choix en noircissant la case correspondante : In case amendments or new resolutions are proposed during the meeting, I vote NO unless I indicate another choice by shading the corresponding box.

- Je donne pouvoir au Président de l'Assemblée générale. // I appoint the Chairman of the general meeting.

- Je m'absorbe. // I abstain from voting.

- Je donne procuration (cf. au verso revér (4)) à M. / Mme ou Mlle, Raison Sociale pour voter en mon nom.

- J'appoint (see reverse (4)) Mr, Mrs or Miss, Corporate Name to vote on my behalf.

Pour être pris en considération, tout formulaire doit parvenir au plus tard : To be considered, this completed form must be returned no later than:

à la banque / to the bank 5 juin 2023 / June 5, 2023
à la société / to the company 5 juin 2023 / June 5, 2023

Date & Signature **G**

« Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), cela vaut automatiquement pouvoir au Président de l'assemblée générale »
"If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative), this automatically applies as a proxy to the Chairman of the General Meeting"

To vote by post:
tick here and follow the instructions.
Don't forget to cast your vote for the amendments or new resolutions that may be proposed at the General Meeting

Resolutions not approved by the Board of Directors:
if applicable

Regardless of your choice, please **date and sign here**

Request for documents and information

I, the undersigned,

Title, Company:

Last name or company name:

First name:

Postal code: City/Town: Country:

Email address: @

Hereby acknowledge that I have received the documents relating to the Shareholders' Combined General Meeting of June 8, 2023, as referred to in Article R. 225-81 of the French *Code de Commerce*, i.e., the agenda, the draft resolutions and the summary presentation of the Company's financial position during the 2022 past financial year;

Request that Worldline¹ send me, prior to the Shareholders' Combined General Meeting of June 8, 2023 the documents and information referred to in Article R.225-83 of the French *Code de Commerce*² as well as the documents and information referred to in the resolutions to be submitted for shareholder approval at the General Meeting on 8 June 2023:

Send hard copies of the documents

Send digital copies of the documents

Signed in: on: 2023

Signature

This request should be returned to:
Societe Generale Securities Services
Service Assemblées

CS 30812 – 44308 Nantes Cedex 3, France
or the financial intermediary responsible for managing your shares.

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

² Information about Worldline can be found in the 2022 Universal Registration Document, which you can consult on the Company's website www.worldline.com.

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

Dear Sir or Madam, Dear shareholder,

As part of a digitalization process and to better preserve the environment, Worldline offers the possibility of receiving your notice of general meetings electronically ("e-notice"), as of the next General Meeting.

By choosing the e-notice, a simple, fast and secure delivery way, you will receive an e-mail allowing you to access all the documents for the general meetings via the Internet, without delay as soon as they are released. In addition, you will be able to carry out all the formalities to attend and vote at the General Meeting online. To opt in, you must authorize this change in accordance with applicable laws.

You can opt in to receiving e-notices:

Electronically

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

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

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

By post

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

Please also notify Société Générale Securities Services if:

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

Reply form to be returned duly completed and signed

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

I have read and understood that notices of meeting as well as all documentation relating to Worldline's Shareholders' General Meeting will be sent to me electronically.

Please find my information for fulfilling this request below (all fields are required and must be filled in using uppercase letters):

Title (Mrs/Mr/ etc.):

Last name (or company name):

First name:

Date of birth (dd/mm/yyyy)/ /

Registered share account number with Société Générale Securities Services (CCN):

Email address:@

Signed in: on: 2023

Signature

This request should be returned to:

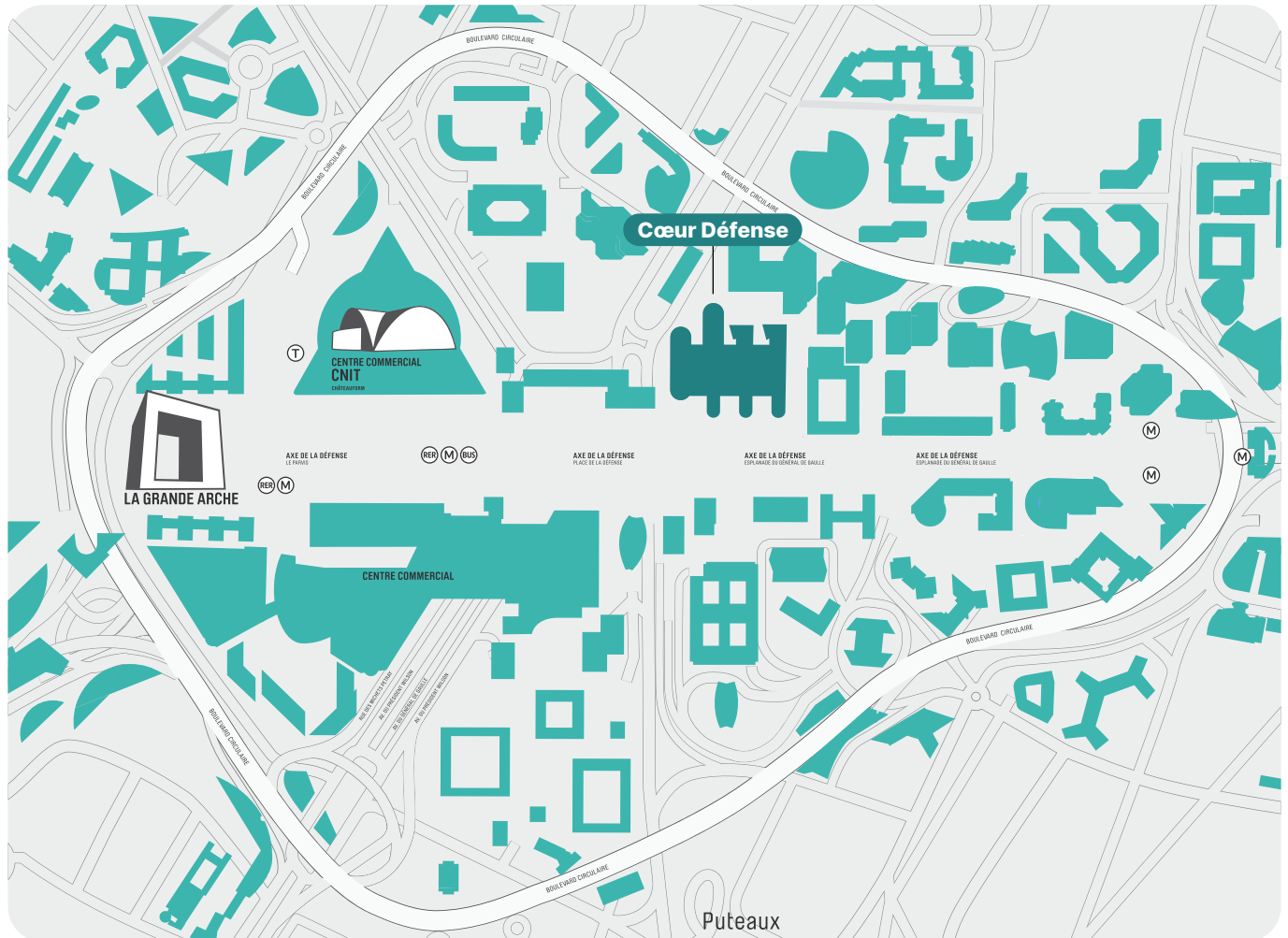
Société Générale Securities Services

Service Assemblées

CS 30812 – 44308 Nantes Cedex 3, France

If at any time you would like to switch back to receiving your notices of meeting by mail, please simply notify us of your decision by registered letter with confirmation of receipt.

How to get to our Shareholders' General Meeting



Public transport access

- **Metro** : Line 1 (Château de Vincennes – La Défense Grande Arche), La Défense (Grande Arche) Station
- **RER** : Line A (Boissy-St-Léger/Marne-La-Vallée – Poissy/Cergy), La Défense (Grande Arche) Station
- **Tramway** : Line T2 (Issy/Val de Seine), La Défense stop
- **SNCF** : Paris Saint-Lazare/Saint-Nom-la-Bretèche or Versailles-Rive droite/Saint-Quentin-en-Yvelines/ La Verrière lines, La Défense Station
- **BUS** (www.ratp.fr): numerous bus lines from Paris and the surrounding suburbs pass through La Défense. These include lines 73, 141, 114, 159, 161, 174, 178, 258, 262, 272, 275, 278, 360, 378
Exit F Calder Miro then follow La Défense 4 through to the Cœur Défense office complex.



Car access

Exit the Boulevard Circulaire at Défense 4, turn into Avenue André Gleizes, then left into Cœur Défense. The car park (2,880 spaces of which 440 reserved for visitors) is accessed via 12 Avenue André Prothin, La Défense 4.



Taxi and bicycle access

10 Avenue André Prothin, La Défense 4.



Investors Relations

Laurent Marie

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laurent.marie@worldline.com

Benoit d'Amécourt

+33 6 75 51 41 47
benoit.damecourt@worldline.com



Public limited company
(Société anonyme)
Share capital: €190,604,035.20
Tour Voltaire,
1 Place des Degrés
CS 81162
892059 Paris la Défense Cedex,
France