

**Information about a related-party agreement
as provided for in Article L.225-38 *et seq* of the French Commercial Code**

| RELATED-PARTY AGREEMENT | DATE OF PRIOR AUTHORIZATION OF THE BOARD OF DIRECTORS (AND EXECUTION DATE BY WORLDLINE, IF DIFFERENT) | DATE OF APPROVAL BY THE GENERAL MEETING OF SHAREHOLDERS | ENTITIE(S) / INDIVIDUAL(S) DIRECTLY OR INDIRECTLY INTERESTED AND NATURE OF THE RELATIONSHIP WITH THE COMPANY | FINANCIAL TERMS AND CONDITIONS OF THE AGREEMENT | MISCELLANEOUS |
|------------------------------------|---|---|---|---|---|
| Second Settlement Agreement | June 9, 2020 | To come | <ul style="list-style-type: none"> - SIX Group AG (reference shareholder of Worldline); - Giulia Fitzpatrick (member of the Board of Directors of Worldline, appointed upon proposition of SIX Group AG); - Lorenz von Habsburg Lothringen (member of the Board of Directors of Worldline and of SIX Group AG); - Daniel Schmucki (member of the Board of Directors of Worldline and Chief Financial Officer of SIX Group AG); - Jos Dijsselhof (censor of the Board of Directors of Worldline and Chief Executive Officer of SIX Group AG). | <p>Payment of an amount of CHF 58,975,000 by SIX Group AG to the benefit of Worldline resulting from the adjustment of the purchase price as a consequence of the finalization of the closing accounts</p> <p>Indemnification undertaking up to an amount of CHF 2,800,000 by SIX Group AG to the benefit of Worldline resulting from the potential adverse consequences of an ongoing litigation</p> | <p>Worldline and SIX Group AG entered into a master agreement on May 14, 2018 relating to the acquisition by Worldline of the payment services division of SIX Group AG. This acquisition was completed on November 30, 2018. As indicated in the 2019 Universal Registration Document (section E.8.2.1), Worldline and SIX Group still had to finalize certain post-closing actions, including with respect to price adjustment.</p> <p>The purpose of this Second Settlement Agreement is, in particular, to:</p> <ul style="list-style-type: none"> • Finalize the closing accounts; • Confirm the finalization of the closing accounts and renounce to take advantage again of the matters which were taken into account in the final closing accounts; • Formalize the commitment of SIX Group AG to pay to Worldline the amount of the price adjustment (CHF 58,975,000); • Agree on a commitment from SIX Group AG to indemnify Worldline up to a maximum amount of CHF 2,800,000 for the possible consequences of an ongoing litigation. <p>At its meeting dated June 9, 2020, the Board of Directors authorized the conclusion of this agreement. It was noted that it is in the interest of the Company to conclude such agreement with SIX Group, its main shareholder, in order to definitively close the closing accounts and resolve some of the current topics resulting from the acquisition of SIX Payment Services.</p> |