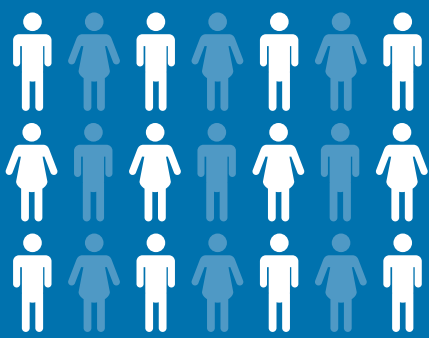




**annual
report
2014**

worldline
e-payment services



Worldline: 40 years of connections and interactions

Worldline is the European leader in the payments and transactional services industry, delivering new-generation services that enable its customers to offer smooth and innovative solutions to end consumers.

A key actor for B2B2C industries, with over 40 years of experience, Worldline supports and contributes to the success of businesses and administrative services in a perpetually evolving market. The company offers a unique and flexible business model, built around a global and growing portfolio, thus enabling end-to-end support.

Worldline's activities are organized around three axes: Merchant Services & Terminals, Mobility & e-Transactional Services, Financial Processing & Software Licensing. The company employs over 7,300 people worldwide and generated 1.15 billion euros of revenues in 2014.



Contents

- ▶ 2 Message from Thierry Breton
- ▶ 3 Editorial by Gilles Grapinet
- ▶ 6 Governance
- ▶ 12 Connected people
- ▶ 14 Interview with Marc-Henri Desportes
- ▶ 16 Production: beyond mere excellence
- ▶ 17 TEAM: a key strategic program
- ▶ 18 Worldline landscape

▶ 22

innovation according to **Worldline**

▶ 29



Merchant Services & Terminals

▶ 41



Mobility & e-Transactional Services

▶ 53



Financial Processing & Software Licensing

▶ 66 Shareholders' information

▶ 68 To learn more



Message

from **Thierry Breton**,
Atos Chairman and Chief Executive Officer,
Worldline Chairman

Thanks to the tireless effort of our teams, 2014 has been a fruitful year for Worldline both in its day-to-day operations and in completing the IPO successfully.

This decade is the decade of payment. Carving-out Atos payment and transactional activities and listing Worldline was important for ensuring that we benefit optimally from the huge opportunities currently available. It has allowed Worldline's people to work together more effectively, with clear internal and external visibility of the company's progress and strengthened operational performance. It has also given Worldline the strategic and financial flexibility to expand and confirm its leading position in the sector.

Great care and thought has gone into ensuring that Worldline will be successful. With more than forty years of pioneering technical innovation and business understanding behind it, Worldline will, I know, fulfill all our hopes. It is already a key asset in the Atos Group.

Thierry Breton
Worldline Chairman of the Board

Editorial

Gilles Grapinet, Worldline CEO

What were the reasons for carving-out and listing Worldline?

Gilles Grapinet: Worldline's market of electronic payment services is very specific and, as such, differs from that of Atos. It was important that Worldline should be recognized as a payment services company and have greater visibility. Giving it its own status, brand and identity as a listed company gave a powerful signal to the payment industry that there's a special company in the Atos Group, with different offerings and, already, a leading position in the European payment world. This industry recognition is also helping attract talents specifically interested in electronic payment and electronic transaction services rather than the traditional IT sector. Another reason for the carve-out and the IPO was to provide Worldline with the necessary strategic and financial flexibility to get more room for maneuver and be able to act as an industrial consolidator in a still fragmented European payment processing landscape.

Has Worldline's listing already proved beneficial?

GG: Most certainly. In 2014 we delivered on all our business objectives. Beyond reinforced external visibility, the listing has also proved a very powerful internal lever for motivating our teams. It creates a new benchmark to measure our performance and allows us to set-up new long-term incentive mechanisms for employees and managers. The IPO brought us all we had hoped for, including the strong balance sheet that gives us the financial capability to play a more dynamic role in the consolidation of the

payment industry. As soon as the IPO was behind us, the management team and I could reallocate our priorities. We clearly intend to use our new levers to look for acquisitions that might bring sales, cost or innovation synergies.

What are the basic challenges in e-payment?

GG: Combining convenience and security has been a challenge in devising means of payment for centuries. It's got to be easily portable, handy to use and hard to counterfeit - to ensure security of value. And payment must be fast, to free-up merchants to get on with selling. None of this is changed by the transition to virtual, electronic payment. On the contrary, working with virtual money

is a gateway for creating even more secure and ergonomic payment.

Looking deeper, ergonomics isn't just about a user-friendly interface. It's also about looking at where payment should take place in the journey through a business experience, whether online or physical, so the consumer's life is made easier and the merchant's business enhanced. We're investing in biometric and other forms of authentication and developing mobile payment solutions that can follow you wherever you are and be embedded in the apps you use, in the context of a given merchant relationship. Making things user-friendly, ergonomic and trustworthy is a critical facet of Worldline's culture and the centre of our innovation roadmap. >>





What is Worldline's role in new world of the "connected consumer"?

GG: Worldline connects businesses to their customers, notably in the area of electronic payment, which is a connectivity that has long been available. This legacy gives Worldline the ability to create highly secured and robust processing platforms that can capture massive amounts of data from distributed devices, in real time, analyze it and potentially distribute it to those who can use it. Mobile devices such as smartphones will eventually dominate the payment world. This will bring a level of connectivity that will allow a business to reach any of its customers, at any moment, in real time, wherever they are, and make them value propositions. Worldline supports this by applying technology components, real-time interactivity, security and data-distribution capacities developed for the payment industry to other services, in a wider world of expanded connectivity. This includes connected vehicles, connected homes and other markets.

What are Worldline's 2015 priorities?

GG: We have a clear 2015 roadmap, which includes taking innovation to a new level, via our technology program WIPE - Worldline Integrated Payment Engine - and investing heavily in R&D. We'll also expand the company's ability to grow internationally, through our TEAM transformation program, increase our profitability and try to deliver on our ambition to accelerate growth by four to five percent.

We will also continue adapting to regulatory changes in the European payment industry. For years, European institutions have been pushing for more competition, more security and more innovation in the payment industry and the attaining of a new level of industrialization and standardization. In 2015, Multilateral Interchange Fees regulations due to be formally adopted

by the EU will cap the price banks can charge for authorizing a payment transaction made with their branded cards and force many participants in the payment value chain to rethink their strategy and business model. This will give a big boost to payment services providers. Amongst other regulatory changes, that giving the possibility of direct access to bank accounts is leading to the creation of new companies that deliver new services. There are also many safety, security and innovation regulations being introduced. As was the case with the first wave of SEPA rules, from 2004 to 2014, we expect the new wave of regulatory changes to drive significant long-lasting demand from financial institutions and merchants.

What would you say to young talents to attract them to Worldline?

GG: Welcome to Worldline! It's a great place if you want to discover an exciting market at a time of massive disruption. You'll be working with amazing colleagues, who have demonstrated what they can do over decades. You'll join an authentic European leader in its industry. Worldline is broader in scope than its direct competitors and in all fields we operate in we're in the premier league. For a young talent, there are real challenges, demanding customers, state-of-the-art technology and a real global journey, working across 17 countries. How exciting, to be part of Worldline's ambition to build a global leader from a European-born company, with a clear global ambition and a truly global culture, associating all the cultures it touches!

What are Worldline's particular values?

GG: Worldline has developed very strong values over the years, which are reinforced by the listing. Our first value concerns respecting commitments made to our customers, for whom we support critical business processes. In Worldline's business model we are paid according to our customers' commercial success. This creates a particular need for customer intimacy and deep understanding of the customer's business.

» How important is innovation for Worldline?

GG: Innovation is what we are made of. While unique in its ability to combine technology and strong business understanding, Worldline definitely remains a technology company. We differentiate ourselves through innovation. Customers come to Worldline seeking innovative developments that will help differentiate them in their activity and our products are closely associated with their business success. Innovation is our DNA and by bringing robust, proven, efficient, non-costly innovations to customers we help them achieve greater volumes. In 2014 and 2015, we will have invested between six and seven percent of our turnover in our platforms and solutions. That will settle in 2016 and 2017, but will still be between four and five percent. Worldline is a company of engineers with an entrepreneurial mindset, so the focus on innovation in this annual report reflects exactly what we're all about.

The second is about providing a unique combination of security and innovation, since this is what payment is all about. Innovating always involves risk but as a payment services company we have to ensure that our innovation is concrete, robust and completely secure. Security is absolutely critical, since we manage sensitive data. Protection of data and of our systems is central in our strategy and values.

The third value, vitally important, is people care. It is, after all, our people who ultimately bring the value to customers. It's thanks to them that a customer's business challenges and the technological possibilities available can be brought together. Worldline is all about the 7,300 talented individuals who make the company what it is. We place the highest value on their growth, on trying to enhance their sense of

well-being@worldline and on helping them develop within the company.

These values are central for us and, with the help of the management team, we make sure we live and breathe them daily ●

Gilles Grapinet
Worldline CEO

“Customers come to Worldline seeking innovative developments that will help differentiate them in their activity.”





Tahar Gareche

*Head of Legal Compliance
& Contract Management*

Since 2014

with Atos/Worldline

Patrick Degryse

Head of Human Resources

Since 1999

with Atos/Worldline

Marc-Henri Desportes

Worldline General Manager

Since 2009

with Atos/Worldline

Wolf Kunisch

*Managing Director
for Financial Processing
& Software Licensing
and for Germany & CEE*

Since 2000

with Atos/Worldline

Gilles Grapinet

*Atos Senior Executive
Vice President,
Global Functions
and Worldline Chief
Executive Officer*

Since 2009

with Atos/Worldline

Olivier Stuckens

*Managing Director
for Mobility
& e-Transactional Services*

Since 1992

with Atos/Worldline

Nathalie Pousin

Chief Operating Officer

Since 2001

with Atos/Worldline

Bruno Vaffier

Chief Financial Officer

Since 2000

with Atos/Worldline

Christophe Duquenne

*Chief Technical Officer
and Managing Director for
Merchant Services & Terminals*

Since 1987

with Atos/Worldline

Terry Lobel

*was not available on
the day of this photo shoot*

*Head of Sales
and Co-Managing Director
for Latam & Iberia*

Since 2006

with Atos/Worldline



Governance

The Executive Committee

The role of the Executive Committee is to develop and implement the Worldline Group's strategy, while delivering service quality and added value to the Group's projects for the benefit of its clients, shareholders and employees. The Committee is also charged with improving interaction and cooperation among the Group's three Global Business Lines and among the different geographic markets where the Group does business.

The composition of the Group's Executive Committee is as follows:

- > **Gilles Grapinet**, Atos Senior Executive Vice President, Global Functions and Worldline Chief Executive Officer
- > **Marc-Henri Desportes**, Worldline General Manager
- > **Christophe Duquenne**, Chief Technical Officer and Managing Director for Merchant Services & Terminals
- > **Nathalie Pousin**, Chief Operating Officer
- > **Bruno Vaffier**, Chief Financial Officer
- > **Wolf Kunisch**, Managing Director for Financial Processing & Software Licensing and for Germany & CEE
- > **Olivier Stuckens**, Managing Director for Mobility & e-Transactional Services
- > **Tahar Garèche**, Head of Legal Compliance & Contract Management
- > **Patrick Degryse**, Head of Human Resources
- > **Terry Lobel**, Head of Sales and Co-Managing Director for Latam & Iberia

Leading by example in terms of governance

The Company committed in 2014 to implement the recommendations of the AFEP-MEDEF Code of Corporate Governance for listed companies and has since then regularly reported thereon.

Moreover, on the Chairman of the Board's initiative, Corporate Governance issues are regularly addressed during Board meetings. The Board has indeed consistently expressed its will to take into account and sometimes anticipate recommendations on the improvement of Corporate Governance for listed companies whenever such recommendations are in line with the interests of the Company and of its shareholders. This includes, in particular, the reinforcement of conditions for stock option or performance-share plans for which the senior managers of the Company are beneficiaries.

The Board of Directors

Composition: diversity fully implemented at the Board of Directors level. The Board of Directors of the Company consists of 9 directors, including 2 women, i.e. 22% of its members. Therefore, the Company is complying with the rate of 20% of women directors set forth by law n°2011-103 dated January 27, 2011.

As of December 31, 2014, the 9 members of the Board of Directors were as follows:

- > **Thierry Breton**, Atos Chairman and Chief Executive Officer, Worldline Chairman
- > **Gilles Grapinet**, Atos Senior Executive Vice President, Global Functions and Worldline Chief Executive Officer
- > **Charles Dehelly**, Senior Executive Vice President, Global Operations and TOP Program
- > **Michel-Alain Proch**, Senior Executive Vice President, United States, IT, Security
- > **Gilles Arditti**, Head of Mergers & Acquisitions, Investor Relations & Financial Communications
- > **Ursula Morgenstern**, Head of Cloud & Enterprise Software (integrating Canopy, Yunano, blueKiwi) and Head of UK & Ireland
- > **Susan M. Tolson**, Director and Member of the Audit Committee and Nomination and Compensation Committee
- > **Aldo Cardoso**, Chairman of the Audit Committee
- > **Luc Rémont**, Chairman of the Nomination and Compensation Committee

Assistance from two specialized committees

The Board of Directors has an Audit Committee and a Nomination and Remuneration Committee, which are in charge of providing the Board with advice and recommendations related to their respective areas of competence.



Three pillars of competence for payment and digital services

Worldline delivers new-generation services that enable its customers to offer the end consumer smooth and innovative solutions. With over 40 years experience, the company is ideally positioned to contribute to the success of all businesses and administrative services, across the globe.

In a perpetually evolving market, Worldline's end-to-end customized solutions help customers anticipate market developments and optimize the performance of their payment and digital transactions. Worldline's ambition is to support its customers' top line growth as well as to permanently grow innovation as a key lever to enhance their competitiveness. To optimize its strength and performance, Worldline is strategically organized into three Global Business Lines.



Merchant Services & Terminals (MS&T) *Weaving seamless experiences*

Merchant Services & Terminals helps merchants grow sales by facilitating consumer engagement around cutting-edge, seamless services on any device - before, during and after the point of sale - with payment as the "single point of truth". This includes designing and implementing services and solutions and day-to-day management of the resulting services. Thanks to Worldline, merchants can benefit from technological consumer innovations to enhance the shopping experience, generate upselling opportunities and optimize their commercial process.



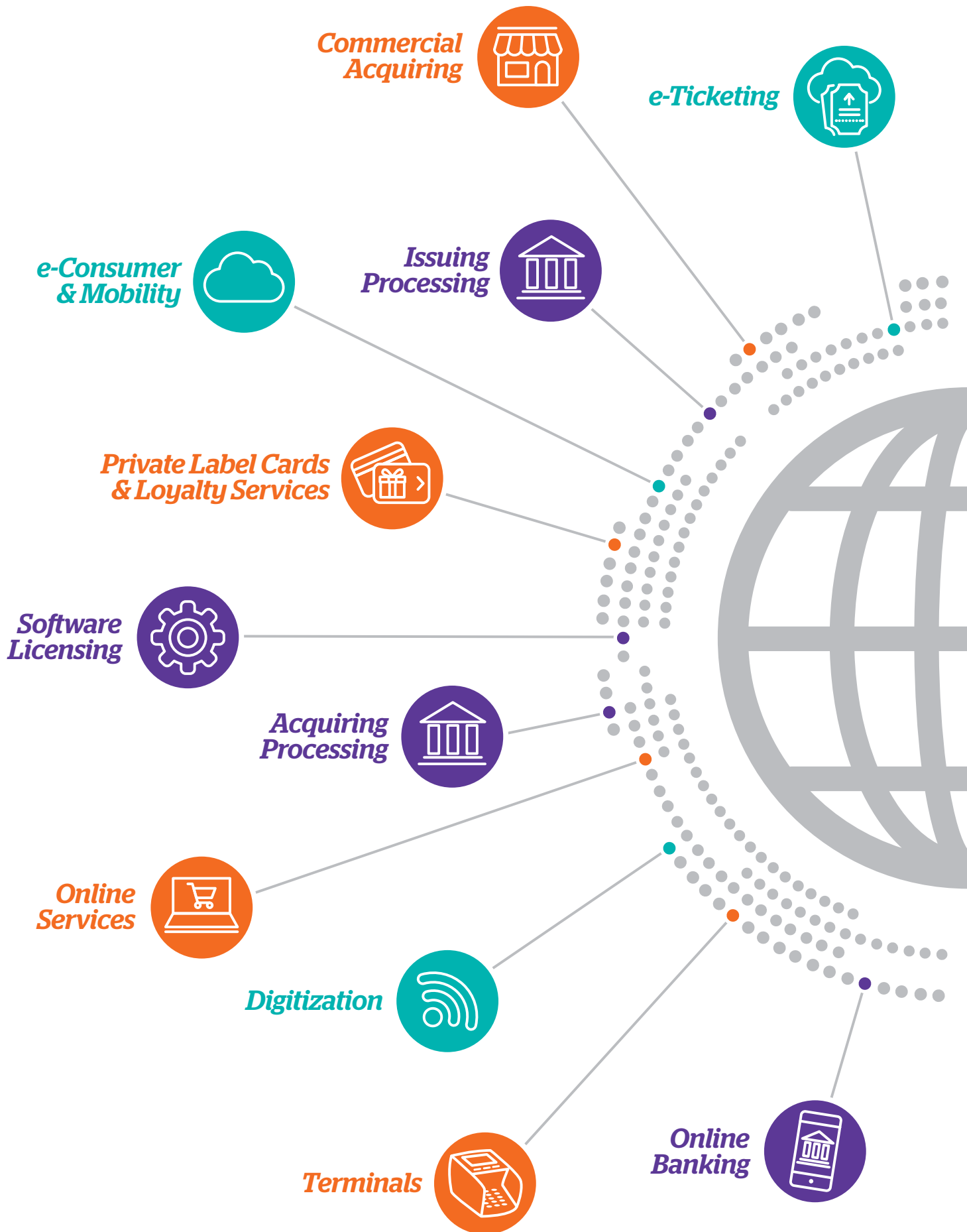
Mobility & e-Transactional Services (MTS) *Creating new contextual digital products*

Mobility & e-Transactional Services helps businesses and governments develop new digital services by harnessing technologies and solutions and enabling strategic digital transformation. The digital revolution is reinventing current B2C processes, offering unprecedented opportunities to do more and better with less. The associated innovation challenges are huge and our customers need an end-to-end partner to support them in their digital transformation. Worldline creates innovative, contextual digital products for business innovation and operational efficiency, leveraging similar experiences across sectors and committing on joint business cases, while smoothly overseeing any associated change management.



Financial Processing & Software Licensing (FPL) *Transforming cashless payments*

Financial Processing & Software Licensing provides processing services to banks and financial institutions for managing card-based and online cashless payments. Worldline helps customers anticipate regulatory changes, benefit from transformative technologies, optimize processes and mine data. As well as end-to-end payment processing on an industrial-scale, FPL provides software licensing to match the highest expectations and comply with the most stringent international requirements. Worldline shapes its customers' future and strengthens their competitive advantage with innovative solutions for managing new forms of payment and optimizing data value.



The story began in 1973



At this time, fiat money and cheque payments dominated the world, and **bank cards were slowly emerging**.



1973

Sligos, a subsidiary of Crédit Lyonnais, won **the first contract ever** in the field of card transaction processing.

Simultaneously, **bank subsidiaries started developing in the field of bank card payments**, notably with BNP Paribas subsidiary **Sodinforg**, and Crédit du Nord subsidiary **Segin**.



At this time, **Sligos** was involved in **the development of bank card payment** (ATMs and payment terminals).

80's

36 15

Segin innovated in the field of online services, with the advent of the Minitel.



90's

Segin successfully started riding the wave of IVR systems.

At the same time, **Sligos extended its field of activity to payment in Germany** by securing majority ownership of **Banco de Santander** bank.

1995



The merger of Sodinforg and Segin gave birth to Axime, a company grouping the online services and payment activities.

Axime started riding the Internet wave and created **the first BtoBtoC online services** accessible on the Internet.

Axime launched Internet payment activities by creating the Sips solution.



Birth of the Internet and Sips!

1996



Axime bought out Sligos and reinforced its position, thus giving birth to **Atos**.



Atos structured itself as two entities: **Atos Services** for **payment activities** and **Atos Multimédia** for **online services**.

2000

Atos bought out **Origin** (the IT division of **Philips**)

Atos Origin, the international leader in IT services, merged with **Euronext**.

Payment software publishing and integration activities began to develop progressively within the **Atos Origin Euronext Payment Solutions** subsidiary.

2004

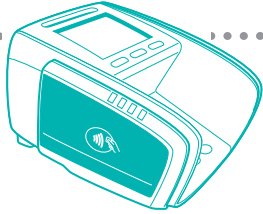
All the entities with activities related to payment or online services - **Atos Origin Services, Multimédia** and **Euronext** - were grouped together.

Atos Worldline, a subsidiary of the Atos Origin Group, was born.

Atos Worldline then positioned itself as a reference actor that covered the value chain of Build & Run through its three fields of expertise:

- Payment and card processing services
- CRM (Customer Relationship Management) services
- Multi-channel contact including Internet and IVR services

2004 Creation of Atos Worldline



2006

Atos Worldline integrated Belgian companies **Banksys** and **Bank Card Company (BCC)** into its field of activity.

Banksys is specialised in **terminals and issuing** and **BCC** in **commercial acquiring**.

2009

The strategy of the **Atos Origin group** in the field of payment services has consisted in **deploying its HTTS (high-tech transactional services) services on the international scale**, first in Europe and then in Asia.

2010

Atos Worldline reinforced its payment activities by buying out **Venture Infotek**, *the leader in the field of payment in India.*

This merger reinforced the core of **Atos Worldline's** payment services activity, and enabled it to **penetrate one of the fastest-growing market in the payment world.**

Breakthrough in Asia

The **Atos group** bought out **Siemens IT Solutions and Services (SIS)**, a large **IT services company** owned by the **Siemens AG group**.

This acquisition enabled **Atos Worldline** to integrate mainly **the mobility and electronic transaction services.**

2011



2012

Atos Worldline bought out **Quality Equipment B.V.**, a key actor on the Dutch market of electronic payment.

2013

On 1st July 2013, **Atos** announced **carve-out of all its payment and transactional services activities** into a unique entity called **Worldline**.

Worldline is organized in three Global Business Lines



Merchant Services & Terminals



Mobility & e-Transactional Services



Financial Processing & Software Licensing

2013
Atos Worldline becomes Worldline

2014

On 27th June 2014, **Worldline went public** on the Euronext Paris regulated market (compartment A).



2014
Initial Public Offering

Passion and innovations have built and established Worldline over time.

Today, Worldline is one of the market leaders of electronic payments in Europe.

Tomorrow, Worldline will be present to implement and support the future prospects of development of this sector.



Connected people

Mobility & e-Transactional Services



As an avid user of public transport, I have my virtual travel pass on my mobile phone. It's easy. With my mobile application, I can reload my travel card online in minutes.

Merchant Services & Terminals



I book my airline tickets online and benefit from personalized car-hire deals.

J-S. Baklouti
R&D Engineer

Worldline offers an innovative public transport solution: topping up your travel card with an NFC-enabled mobile device. Thanks to this dedicated mobile application, travelers can top up their cards on a smartphone, intuitively and securely. No need to go to a counter or a payment terminal.

- ▶ Sips cross-channel payment gateway
- ▶ Less time waiting in busy booking-offices

P. Marchal
Management assistant

Worldline Data Value Factory is a marketplace for sharing and generating value from customer profiles, operated by Worldline as a trusted third party. The platform manages data, content and offers, so the consumer is targeted at the right moment.

- ▶ Relevant, attractive affinity-based, multi-channel offers
- ▶ A seamless customer experience
- ▶ Protection of personal data

Financial Processing & Software Licensing



Buying my cinema tickets online is secure, thanks to my supplier's wallet solution.

C. Jozwiak
Head of Web & Digital Banking Department

Worldline offers a complete, secure and proven end-to-end payment solution allowing users to make payments online, on a smartphone or with a tablet.

- ▶ Secure data, protected against online fraud
- ▶ A simple and fast user experience
- ▶ Greater customer knowledge
- ▶ Enhanced loyalty

Merchant Services & Terminals



At my local store, I pay for purchases by smartphone, using our HCE technology solution and on our NFC terminals.

A. Khan
Information Analyst

Worldline supplies payment terminals to meet the needs of a wide range of customers: fixed or itinerant small stores, vending machines, financial institutions, integrators, etc. The YOMANI™ terminal is equipped with a contactless reader for payment by contactless card or smartphone.

- ▶ Fast and simple payment
- ▶ Secure

Mobility & e-Transactional Services



I'm accompanied at recruitment fairs by Hyve, our robot. I present Worldline and, with Hyve, I can show what we do concretely. Discussions can then take on a new dimension.

A. Waucquier
Recruiting, Campus Relations and Mobility

Hyve was the product of teamwork between Worldline's R&D and Human Resources departments. At recruitment fairs, Hyve is used to present Worldline entertainingly and propose job offers that match candidate's CVs.

- ▶ Interactive candidature
- ▶ Paperless CVs

Mobility & e-Transactional Services



My car's a connected car, which simplifies my daily life. It talks to me and saves me time by proposing me services according to my schedule.

J. Mase
Graphic designer for disability employment program

Worldline was the first company to deliver solutions for connected vehicles, with Renault's R-Link, a connected, onboard, multimedia system already installed on several vehicles in the Renault range. Worldline's Connected Living offer provides innovative solutions and business models for:

- ▶ Connected vehicles (cars and heavy trucks)
- ▶ Connected homes
- ▶ Connected cities and infrastructures
- ▶ Connected buildings

Thanks to my mobile banking application, I can reimburse Paul for Virginia's present by bank transfer.

Financial Processing & Software Licensing



M. Gustin
Quality & Certification Manager

Worldline helps banks to define and design applications with which they can offer end-customers a complete tool for consulting and managing their bank account. These solutions offer various features, including inter-account transfer, budget management, safe, card-ceiling monitoring, etc.

- ▶ Simple and secure account consultation and management
- ▶ Innovative brand image



Interview with Marc-Henri Desportes

Worldline General Manager

How would you define Worldline's role and mission?

Marc-Henri Desportes: Worldline's mission is to help merchants, banks and other organizations dealing with consumers to make the consumer's life easier and richer. At the centre of this mission, there are payment solutions, but payment must be embedded in a flow or sequence which is as efficient, rich, easy and ergonomic as possible.

We help customers find their way in the digital transformation of the economy and the major regulatory changes on the payments landscape. We're a payment processor, a commercial acquirer, a technology service provider and a business and technology integrator, combining deep knowledge of retail and financial activities, payment services and IT technology.

How does Worldline's approach innovation?

M-H D: Worldline is totally end-user focused and the end-user experience is the main driver for our thinking, innovation roadmap and product design. Innovation is deeply embedded within Worldline. At this time, security, mobility and data analytics in support of mobility are strong drivers of our innovation roadmap. We've also put in place very successful internal innovation awards that allow literally anyone in the company to propose his or her ideas, get supported, compete and get rewarded - because everyone should be innovative.

Why is Worldline organized in 3 Global Business Lines?

M-H D: The digital transformation of our world is global and regulatory changes are consolidating the European market. We needed a very international focus, to gain critical mass for the various geographies and to have products and platforms that could scale-up to meet customers' needs. The new organization took us from a country-centric organization to a global-platform-centric one, focused on three categories of customer. Product and platform development and investment decisions and strategic decisions are now global, so we can drive them across geographies. In this way, we could be as strong as our global coverage, not as small as each and every local subset of business in a given geography.

What were some major events of 2014?

M-H D: The big one was the IPO, which gave us the flexibility and financial firepower to perform significant acquisitions. We also renewed major contracts with banking customers and launched new products, for example



“Employee satisfaction at work is a major point of attention for all Worldline managers.”

in the Digital Wallet area. There was a huge increase in the use of our Digital Wallet solution modules by banks, with over 20 banks now connected.

Worldline had a strong presence at the CARTES trade fair in Paris, which is the main European event in payments. Here we announced a new partnership with Visa, around Host Card Emulation (HCE) payments. We also won a SESAMES Customer Certification award and received a PayForum award for an HCE solution. The French bank Société Générale received the Best Mobile Application accolade from an independent research firm for a Worldline provided solution.

What is the importance of the WIPE and TEAM programs?

M-H D: These are the core of the executing of our strategic plan. TEAM is about having a more transversal, more integrated and more efficient operating model, which leverages the new global organization to optimize our margins and the quality of services. WIPE is a technical program, about building the new, integrated payment platform for all our businesses. If we can process additional volumes on a single platform, we can reach better price points and innovate faster, sharing the cost of innovation across a wider base.

What is Worldline's strategic direction?

M-H D: There's an unifying theme of gaining scale and surface in a consolidating market, increasing efficiency and boosting sales execution. So, our investments and platforms and the gaining of major processing contracts or acquiring new entities in the processing field all have a major strategic dimension. On this foundation of greater scale, new value-added

services can be developed to bring additional momentum and margin.

We have a direct presence in 17 countries. While some 90% of our turnover is in Europe, we have a significant presence in Asia/Pacific and Latin America. These fast-moving economies offer great opportunities for rapid growth.

What benefits does the link to Atos bring?

M-H D: Very strong experience and discipline in managing operations. We leverage many Atos operational processes, in terms of risk analysis, bid engagement, purchasing and so on. Worldline benefits from Atos' support in smaller geographies, in which we need to share support functions such as payroll management and back-office administration. Real-estate sharing is another advantage. Worldline is stand-alone in sales but we do have cross-selling initiatives and mechanisms to support and sell each other's solutions and offers. In terms of operations and worldwide coverage, we're directly present in 17 countries and Atos in over 50. So if we need to reach a customer in a remote geographic or need the support of a data centre or an integration team, we can leverage Atos' capacities.

Is Worldline a great place to work?

M-H D: Employee satisfaction at work is a major point of attention for all Worldline managers. We're proud of the success of our employee shareholding program, called Boost, which had a very strong take rate. This demonstrated great internal confidence in Worldline's future. We also have a strong focus on the work pyramid and try to get young people onboard in our various geographies. We therefore have partnerships with universities or schools

in many places, to get trainees and then hire them or support their training. This is part of our innovation roadmap and R&D focus.

What are your personal wishes for Worldline?

M-H D: I would say, I want us to be the consolidator of the European landscape, gaining momentum and speed in business leadership and in developing innovations for our customers, as well as career opportunities for our staff ●



22%
of participation rate to our employees shares plan

Boost
2014



Production: beyond mere excellence

For a company operating in the domain of electronic payment, consistent excellence in quality of production is a minimum requirement. Worldline takes excellence to new levels, anticipating future needs with major investment in the updating and rationalizing of its platforms.



Christophe Duquenne
Chief Technical Officer
and Managing Director
for Merchant Services & Terminals

MULTI-COUNTRY SIMPLICITY

“Historically, requests for proposals have mainly concerned one specific country and simply required responding with a local system. Now, increasingly, we’re receiving requests from large retailers and financial institutions for services across several countries. WIPE will cut straight through what would hitherto have involved unwieldy solutions for connecting different local systems and payment protocols.”

Worldline manages quality of production in a classical way, seeking to match or exceed the standards defined in its Service Level Agreements with customers. The company applies the widely recognized ITIL service-management processes, procedures, tasks and checklists to support the design, implementation, monitoring and improvement of its IT services.

Investment in production enhancements is an ongoing, continuous cycle of gradual renewal of platforms, to anticipate the need for greater capacity, and “refreshing” hardware or software before it becomes outdated.

WIPE: A STEP FURTHER

WIPE (Worldline Integrated Payment Engine) is a key strategic program for developing the most efficient end-to-end electronic transaction processing platform on the European market. A program of transversal rationalization and convergence, WIPE is already

simplifying payment solutions across the various entities. When completed, in 2017, the new platform will be able to address electronic payment - in all its forms - in the same way across all geographies. This will bring huge cost savings and permit rapid delivery of more efficient solutions to the market.

Some € 120 million had been invested in developing the platform, over a period of 7 years, before the official “baptism” of the WIPE program in 2014. At that point, € 50 million of planned investment remained to complete the development ●

CONTAINERS - A NEW TECHNICAL APPROACH

Worldline’s innovative eye is currently trained on a Next-Generation IT concept: container-based virtualization. A “container” is, in this case, a virtual environment. Software developed within a defined technical environment can be “containerized” and supported by many different production infrastructures designed to accommodate that container’s features. Building software solutions that match production requirements from the start can make possible very agile and flexible production set-ups.



TEAM: a key strategic program

Positioned in a dynamic payment market, Worldline aims to benefit fully from the market's growth. In this context, in 2014, the company set in motion a 3-year global transformation program, called TEAM, to deliver greater efficiency by leveraging best-in-class solutions and focusing on systematic integration and industrialization.

T EAM aims to develop a strong, global operating model, unifying processes, solutions and sourcing models and leveraging Worldline's footprint and scale to deliver better solutions, enhance production capabilities and better define the role of talents in Worldline, so they can develop and grow with the company. Designed specifically for Worldline, TEAM required an in-depth analysis, involving many interviews with Worldline people, to determine how the company works and highlight improvement areas. Workshops then validated the analysis and determined action plans aligned with Worldline's strategic axis of development.

THREE PILLARS

The program is structured around 13 areas of operational enhancement, called "initiatives", which fall into 3 groups. The first group is about addressing sales more proactively and effectively, proposing global, end-to-end, off-the-shelf packaged solutions, leveraging our scale to offer products more rapidly and enhancing Demand Management. The second group is about industrialization of our operations, to improve and standardize internal practices and focus on high-quality delivery. The third group is about efficient sourcing (through suitable and agile allocation of resources, in line with our global organization) and enhanced procurement processes.

Each initiative is run globally by an operational manager responsible for content, target setting and roll-out. Initiative leaders work in liaison with TEAM country leaders, who oversee roll-out in their country.

RAPID PROGRESS

Many bricks were put in place in 2014 through the TEAM program. Worldline is already very successfully leveraging continuous improvement initiatives such as lean management, its processes and its "Build Box" - a reference facility which gathers our existing templates and tools and facilitates their reuse in new build projects. Quick wins on initiatives came early, in areas such as contract profitability, workforce management, alignment of our organization and juniorization. While implementing new "efficiency through transformation" initiatives, Worldline has increased the quality of project delivery and enhanced the globalization of its business. Further milestones include the setting up of the first five cross-border Shared Centers bringing global visibility and scale for associated services and solutions ●

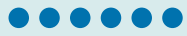


Nathalie Pousin

Chief Operating Officer

SHARED CENTERS FOR GLOBAL COHERENCE

“ To support our growth and the sharing of our skills across Worldline, we have created what we call Shared Centers. This new, product-oriented organization will allow us to implement global solutions, providing packaged offerings that enable us to expand internationally. It has already shown its value, for example through the selling of a banking solution created by the SEPA-OBEP Shared Center teams in France and Germany to both a Belgian customer and a Dutch customer in Germany, through the success of the Wallet solution from our Identity & Authentication Center and through an expansion of offerings from the Connected Living Center. TEAM is a complete transformation plan for building a shared operating model and making Worldline an efficient, unified company. ”



Worldline landscape

Commercial Acquiring



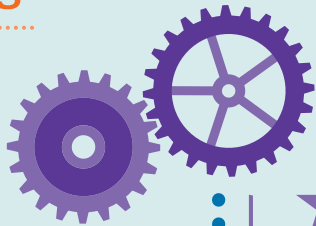
+6%

Commercial Acquiring transactions

Software Licensing



Mobility



Our customers
3 of 5
largest Chinese banks

Digitization



Terminals

Partnership with YAPITAL
Pay with your smartphone on all Worldline terminals



★ ★ **NF** ★ ★
Logiciel certification
for
"Digital Safe Component"





Acquiring

Issuing

200+
customers

+11%
Issuing transactions



+15%

Payments acceptance transactions

Online Services



e-Ticketing

More than
a dozen
rail operators
in the UK

Private Label Cards & Loyalty Services

Online Banking



World's best
all in one
mobile banking app
for Société Générale

+9%
Private label cards transactions



Merchant Services & Terminals

Financial Processing & Software Licensing

Mobility & e-Transactional Services

Sustainability: an approach embedded within all our business processes

Worldline's approach to Corporate Social Responsibility (CSR) is closely interwoven with its business activities. In defining its CSR priorities in terms of stakeholder expectations and key business drivers, Worldline ensures its CSR and business actions are fully aligned and mutually reinforcing.



Sébastien Mandron
Corporate Social
Responsibility Officer

AN INDEPENDENT APPROACH

With its public listing in 2014, Worldline embarked on a process to identify and formalize its Corporate Social Responsibility (CSR) priorities. In beginning this journey, Worldline was able to build upon the good practices and high level of awareness developed through many years of supporting and fulfilling the CSR commitments of its parent company, the Atos Group. At the same time, Worldline's management team determined the need to focus on specific challenges to its business.

GOVERNANCE

Worldline's Management Committee is closely involved with CSR strategy and the action plan to implement the CSR Program. The CSR Officer presents the status of the CSR initiatives on a quarterly basis, at "CSR sessions" of the Management Committee. Worldline Management Committee members are strongly involved in the execution of CSR initiatives and ensure permanent local support for their alignment and delivery.

MATERIALITY REVIEW

As a first major step, Worldline identified the critical priorities to its stakeholders and business activities through a materiality review. Issues identified as most important by key stakeholders were analyzed in the context of the company's business strategy, challenges, industry best practices and international standards. In addition to be aligned with the Atos Group's identified priorities, Worldline's CSR approach extends further, to address issues specific to its business.

PRIORITIES IDENTIFIED THROUGH MATERIALITY REVIEW

1. Building customers' trust with available and secured platforms and reinforcing value for customers through sustainable and innovative offers;
2. Being a responsible employer by revealing our employees' potential;
3. Endorsing our business ethic within our value chain;
4. Leveraging the eco-efficiency of our data centers and offices.

Worldline's key CSR priorities identified through this process are thus fully integrated with its core business model and the expectations of its stakeholders and are a key driver for improving the company's performance.

1. BUILDING CUSTOMERS' TRUST WITH FULLY AVAILABLE AND SECURED PLATFORMS AND REINFORCING VALUE FOR CUSTOMERS THROUGH SUSTAINABLE & INNOVATIVE SOLUTIONS

In past years, Worldline has developed a strong and recognized market intimacy that puts it in a situation to anticipate new trends. The global payment and digital services industry in which Worldline competes is subject to rapid and significant technological changes, new product and service introductions, evolving industry standards, changing customer needs

and preferences and the entrance of non-traditional competitors.

Worldline delivers its customer services through robust business IT infrastructure platforms in which security is at the heart of its systems. In order to optimize infrastructure efficiency, Worldline has implemented a global Technical Operation organization to take advantage of shared international infrastructures (data-center, Internet, storage, virtualization, etc.) whenever possible. This helps in delivering scalable and cost efficient solutions, by implementing standardized and industrialized core-infrastructure services.

Worldline provides services with its own IT infrastructure solutions. This strategy gives the company the levers necessary to minimize delivery impact on costs and on the environment, with a special focus on the Green Data Center.

Worldline creates inspired, sustainable and innovative solutions and is committed to ensuring a high level of customer satisfaction. This must be achieved in a context of high safety, controlled security and permanent platform availability.

2. BEING A RESPONSIBLE EMPLOYER BY REVEALING OUR EMPLOYEES' POTENTIAL

In Worldline's industry, having a talented workforce and cultural diversity is critical to success and growth. Worldline's business functions evolve in a context of rapidly changing technological, social, economic and regulatory developments that requires a wide-ranging set of expertises and intellectual capital.

For Worldline to successfully compete and grow, it must attract, retain, recruit and develop talents who can provide the required expertise across the entire spectrum of Worldline's intellectual capital needs. Worldline must ensure that its workforce defines and follows individual succession plans, securing and developing the essential human capabilities necessary to staying the leader in its industry.

This target is supported by strong, well-coordinated and optimized use of recruitment, performance management, learning and development, mobility and succession, orchestrated by Human Resources.

3. ENDORSING OUR BUSINESS ETHIC WITHIN OUR VALUE CHAIN

Worldline recognizes its responsibility to promote and develop sustainable behavior by positively influencing its stakeholders, including suppliers, to adopt responsible practices. Worldline's suppliers are required to adhere to the Atos Group's Sustainability Supplier Charter and the principles of the United Nations Global Compact. A key program to help manage risks and drive eco-innovations in Worldline's supply chain is EcoVadis, whose rating assessments and monitoring tools provide a high-level view of supplier CSR performance.

Worldline's value chain encompasses all actions involved in producing and delivering to customers: from managing its innovation and products to workforce and procurement and from contracting and sales to end-to-end delivery and risk management. Effective performance and continuous improvement in these core capability areas is Worldline's most important value-chain priority. Efficient core capabilities enable Worldline to deliver the best products and services, create value and maximize satisfaction for its customers. The company's adherence to standards such as GRI, ISO 14001 and PCI-DSS and its implementation of programs such as its Code of Ethics and the EcoVadis supplier evaluation attest to its progress in professionalizing its processes.

4. LEVERAGING THE ECOEFFICIENCY OF OUR DATA-CENTERS AND OFFICES

By improving efficiency and optimizing transactions, Worldline helps customers reduce their environmental footprint by lowering consumption of natural resources and energy and minimizing the production of physical materials that must be managed as waste.

Operational excellence and environmental efficiency are both intrinsic to sustainable performance.

Lowering energy consumption, for example, reduces CO₂ emissions and preserves natural resources, while enabling Worldline to offer sustainable solutions to its customers. With Worldline's emergence as a unified company, the priority is now on structuring and formalizing these efforts, to maximize efficiency, performance and consistency across the company.

WORLDLINE'S CSR REPORTING

As part of its integral response to stakeholder expectations, Worldline reports annually on its CSR progress through two documents:

- The Registration Document is prepared in accordance with the requirements of EC regulation no. 809-2004 dated April 29, 2004, relating to documents issued by issuers listed on markets of European Union member states ("Prospectus Directive") and complies with the requirement of France's Grenelle II law.
- The Corporate Social Responsibility report is prepared for all stakeholder audiences and includes information on primary CSR initiatives, major challenges, case studies, Key Performance Indicators (KPIs), consistency with AA1000 principles and concordance between the GRI - G4 Guidelines and Grenelle II requirements.

WORLDLINE'S CSR JOURNEY

Worldline has prepared its first Corporate Responsibility Report in accordance with the Comprehensive option under the GRI - G4 Guidelines, as a first step in establishing Worldline's CSR strategy. In 2015, Worldline will focus particularly on key CSR global trends, including:

- Diversity;
- Data protection and privacy / Security;
- The contributions of Worldline's solutions to sustainability;
- Compliance and risk management;
- Environmental commitments (including environmental auditing and establishing CO₂ targets).





.....

innovation according to **Worldline**

In the world of electronic payments and transactions, when it comes to innovation, Worldline has set the bar high. Combining strong business orientation and more than 40 years of engineering know-how, the company has never ceased to innovate. It boasts exceptional innovative capacities and a history of industry awards for a stream of pioneering new ideas that have become reality and a part of our everyday life.

Today, more than ever, the payments sector requires unceasing exploration of new directions and approaches and a constant rethinking of solutions. This is exactly where Worldline scores. Our first-ever annual report therefore features a special dossier on innovation, highlighting the central differentiating strength of which we are, perhaps, most proud.



Innovation @ the heart of our strategy



Nicolas Kozakiewicz

Head of Research & Development and Innovation

IN OR OUT OF THE BOX

“ I've no hesitation in affirming that innovation is in Worldline's DNA. For us, it's about fostering design and reuse and putting our strategies in motion. It can be said that there are two types of innovation. 'Disruptive' innovation comes from changing angle and applying a new filter to get to the expected result. It's always the result of thinking out-of-the-box. 'Incremental' innovation takes what already exists to a new stage of advancement by refining or adjusting it. At Worldline we achieve a good mix of the creative rebelliousness needed for 'disruptive' thinking and the rules and guidelines of our scientific side. At our Seclin site, we have a creativity room, with colorful pillows and cushions and walls you can write on. We lock ourselves in there to brainstorm! Later we refine the ideas in the cold light of day. Basically, innovation is about looking for different angles. You can see innovation as having lots of blocks that we can mix & match in different ways. We don't invent a new all the time and innovation is not only an out-of-the-box affair - it can also be about reusing the boxes in a different way to create new and improved solutions. ”

In our era of digital transformation, innovation is a mandatory central preoccupation for Worldline, positioned as the company is at the technological front line of this extraordinary global phenomenon. Worldline innovates to feed the digital transformation of its customers, creating new products, processes and services that fulfill market needs. It also innovates to generate future business, anticipate what lies ahead and be first to go to market with new technological developments.

Although a recently created brand, Worldline can trace its origins back more than 40 years. In the field of digital payment transactions, to be able to boast such a long history and still be a technological leader is only possible for a company with a powerful and unremitting focus on innovation. Indeed, at Worldline, R&D and innovation are an integral aspect of the company's strategy and the company has a seasoned grasp of the very specific requirements of these disciplines in terms of managing

both the people and the projects and allocating resources. It is noteworthy that we at Worldline R&D enjoy a particularly close ongoing dialogue with top management. This is plainly essential to provide the best innovation for implementing the company's strategy.

Recognized for innovative excellence by numerous and regular external awards, Worldline's most important reward comes from the eventual strong interest of customers and the ultimate transformation of an idea into a business reality.



World's best all-in-1 banking app
Mobile banking app for Société Générale



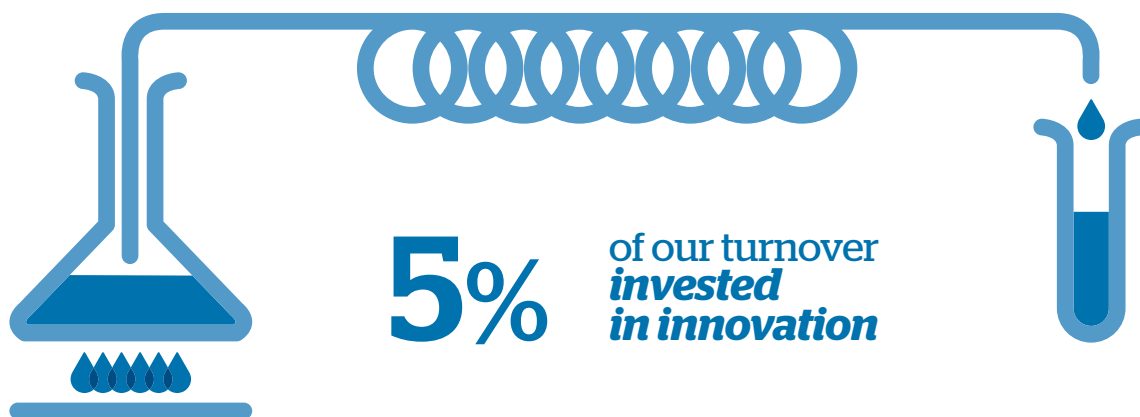
Connected objects trophy
Connected Home Solution with SOMFY



SESAME award 2014
Certified Customer Review



2014 PayForum award
NFC mobile payment solution



A DYNAMIC TRIANGLE

Innovation is about knowledge and applying that knowledge to services. For us at Worldline, innovation must respond to a customer request, solve an issue or meet a need – it must be “concrete”. It must also generate future sales, to secure its customer base and revenues in the long term. Successful and meaningful R&D requires a triangle of drivers: technology, customer need and market readiness. We strive to find the point of equilibrium that will permit concrete advances to emerge.

LISTENING, LEARNING AND DIALOGUING

Our R&D team interact intensely with the outside world, to gather information about technological advances, market maturity and customer needs. On the technology side, as well as working with academics, business analysts, start-ups and experts and participating in forums, we also work closely with each other, around the world, under the guidance of R&D Governance, and the company provides structures for regular international conferring. These structures support the federating of all Worldline R&D entities and all topics, to the extent that the company has a global view on all topics and an advantage in efficiency due to the mutualization of R&D efforts. In sum, our Worldline’s R&D team around the world and across business lines constitute a veritable mutually-supportive community.

At Worldline, we also maintain constant dialogue with Sales, Marketing and Communication, which provides the department with intimate access to customer and market information

and fosters direct interaction with customers. A concrete example of the closeness to and interactivity with the market is the practice of holding regular “innovation workshops” with our customers or prospects. These workshops – which provide a perfect forum for presenting new ideas, receiving feedback from customers and dialoguing – are only the tip of the iceberg of Worldline R&D’s thorough and searching daily interface with customers and the market.

TOP-DOWN INNOVATION...

Innovation at Worldline can be “top-down” or “bottom-up”. In the former case, the impulse is a strategic decision made at the highest level that we must innovate in a particular field in order to stay ahead. The process is based on the criterion of whether failure to master the topic in question could represent a danger to the company’s business and position in 12 months. If the answer is affirmative, the topic becomes what is known internally as a “Search Track”. A small workforce is created then a larger one then the investigation becomes a fully fledged project, with the goal of mastering the topic in the space of a year and delivering a concrete result and demonstrating a clear business impact. In this way, Worldline reacts in a highly organized fashion to the risks and opportunities it perceives in its business environment and gives itself the means to find solutions.

...VERSUS BOTTOM-UP

Innovation can originate from literally anywhere in the company – not just from top management’s strategy or R&D. Worldline provides an environment that encourages any

one of its personnel to come up with creative ideas and share them. The more ideas there are, the greater the chance of finding good ones that can be put to profitable use. While listening to our people’s ideas is very important, it is equally important to recognize and reward our people’s creativity. Worldline operates a scheme, launched 7 years ago, called the WIN Awards, that recognizes remarkable innovative ideas submitted from its people around the world.

THE DIGITAL WAVE

The digital transformation is like a wave – reaching every part of the world but not hitting all countries at the same time or with the same strength. As a global organization, Worldline understands that all markets and countries are different and at different stages of digital evolution. The company can leverage this information to help smooth the transition of the upcoming markets and countries, accompany their changes and provide ways to help them. For Worldline it is very important to be able to see innovation from a global standpoint and a market standpoint. What the company learns in a sub-segment of a market, in terms of innovation, helps it because experience can be gained there for all the other regions and sub-markets.

We want to be recognized as the world’s most advanced and efficient payment service provider and the technology leader in Next Generation Transactional & Payment services and digital transformation. Leadership in innovation will be a key factor in achieving these complementary goals ●



FIVE RECENT WINNING PROJECTS:

McDonald's

A premiere for the leading global food service retailer with its omni-channel online ordering platform.

Rime

A set of processes and tools to ease complex software assets management in the context of multiple releases and clients.

Connected Kitchen

A smart connected device that enables consumers to prepare in a jiffy their next click & collect grocery list.

3DS-Screening

A smart idea and a quick win in improving fraud detection, with immediate business results.

YOUKNOWWHO

Inspired from day-to-day life, a concept of payment delegation, for example from parents to their kids.



WIN AWARDS: 1,001 WAYS TO INNOVATE

The WIN Awards is an annual competition, put in place 7 years ago, that gives anyone within Worldline, everywhere, the chance to submit and defend an innovative project.

Submissions range from small, ingenious ideas to significant projects that end up being finalized with a Worldline customer.

The competition particularly encourages projects involving transversal and international teams that would bring together personnel from different sites and countries.

First, Worldline's people all have the chance to vote for the projects they like. The winners are then assessed by a jury. In 2014, the 24 winners received their awards (a trophy and a trip

abroad). The Awards are followed by a year-long company-wide communications campaign around the winning entries and the people who originated them, which emphasizes that there are "1,001 ways to innovate".

The competition receives over 150 innovative ideas annually from over 300 participants and counts over 3,000 votes.



Stationary sales that succeed - in 2020



Sven Gabor Janszky

Sven Gabor Janszky is a prominent futurologist and trend researcher, based in Germany. He is Executive Director of 2b AHEAD ThinkTank GmbH and the author of books and articles on future trends, life environments and business models.

In the next few years, stationary trade will change drastically. Previously, it was those who possessed the infrastructure - production, logistics and shops - who dominated stationary trade.

Now, as a new, cost-free infrastructure, the Internet is re-defining social and commercial processes. Those wanting a successful future in stationary trade will have to develop strategies in keeping with this evolution and change their entire orientation.

THE CUSTOMER-CENTRIC IMPERATIVE

Hitherto, the industry has been product-centered, focused on attracting attention to products. In the new market, successful companies will be customer-centered and the most valuable good will be customer recognition. Using a base of detailed information on the customer - such as preferences and purchase history -

“In the new market, successful companies will be customer-centered and the most valuable good will be customer recognition.”

stationary merchants will offer solutions precisely adapted to a customer's individual situation. Added value can be found in ideas such as a complimentary cup of the customer's favorite coffee at the store or a catalogue specifically designed for the customer.

In this world of personalized service, the customer's smartphone will be the most important strategic crossroad for potential sales efforts. As smartphones increasingly take on the role of intelligent shopping assistants, this interface will decide who reaches the customer. Having a mobile app will be a company's number-one priority! Location-based services and interfaces to social communities will be standard features. The app should be used to attract customers into shops they are close to, offer them coupons and prizes and connect them to product reviews they will trust.

HAVE DATA WILL SELL

For this to succeed, stationary-trade companies will need to make the most of cutting-edge technologies such as sensors and recognition software (Near Field Communication) and data collection and analysis (touchpoint management). Big Data is especially important here since in 2020 who has the data will have the power. Companies in this market will need centralized databanks that intelligently manage customer data, in order to create the added value of individualized solutions. Partnerships with companies

who can make these systems a reality may be needed.

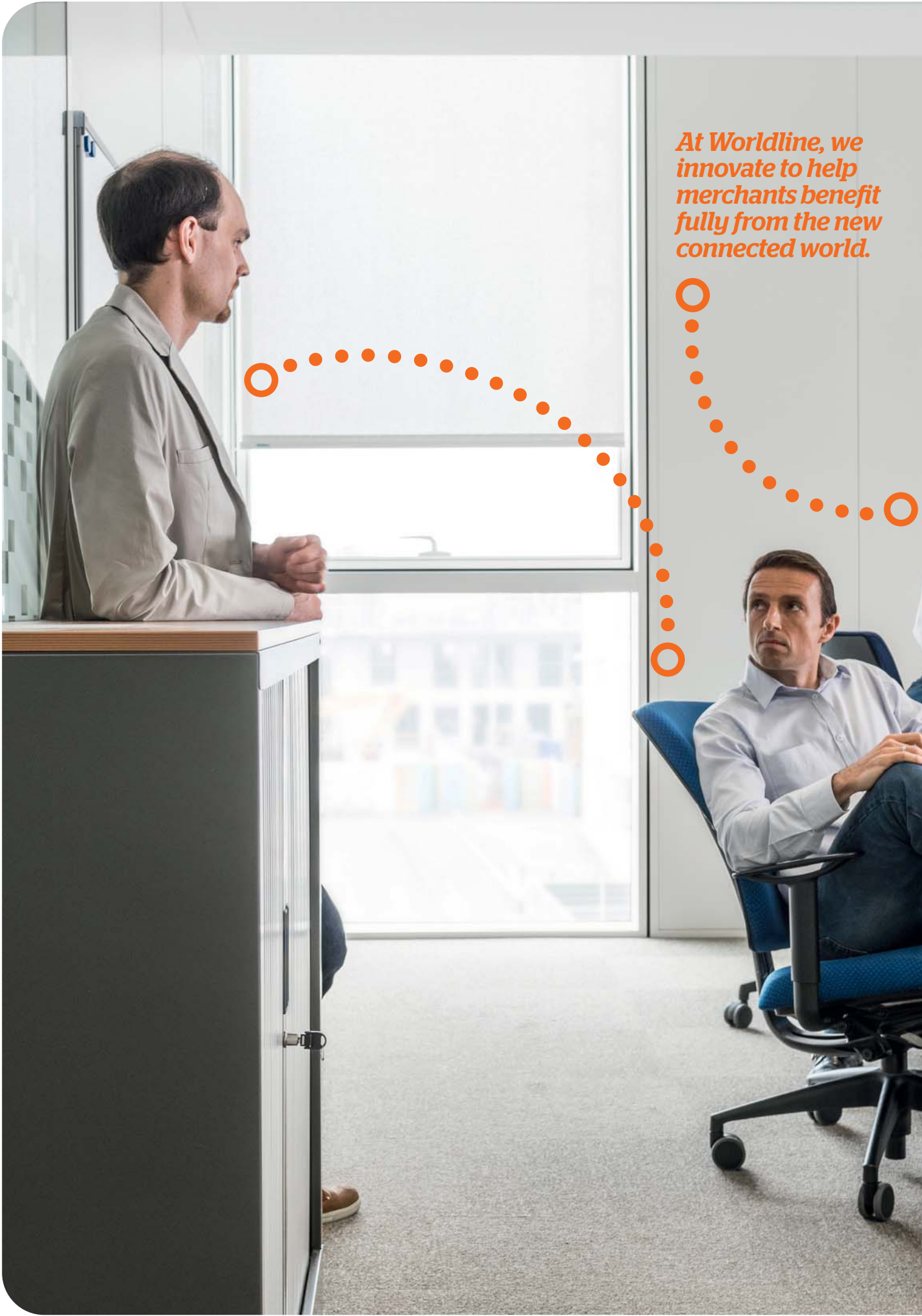
The long-term technological goal for stationary sales, however, will be the development of intelligent virtual-assistance software that will act as a key helper in many areas of everyday life. These assistants will use dynamic data to offer customers valuable advice - and products - appropriate to their real-time situation. Such electronic assistants will become trusted companions in all commercial interactions and will offer valuable general help, which will strengthen customer loyalty.

NOW IS THE TIME

The greatest unused sales potential lies in the occupation of new points of sale in public spaces. Currently, competition for trains, doctor's waiting rooms and concert halls is low but the strategic potential very high. Places of waiting and travelling give customers time and leisure to consider advertised solutions they see there. Possibilities could include intelligent digital signage that gives a personalized view of a store based on your preferences and interfaces seamlessly with your own device to provide 'personal' information.

In 2020, sales success will only be found through adapting business to the new market at these key points. By making these changes today, stationary trade companies can be sure to figure amongst tomorrow's winners ●

*At Worldline, we
innovate to help
merchants benefit
fully from the new
connected world.*





Merchant Services & Terminals

In this era of digital transformation, we at Worldline do our utmost to help merchants benefit fully from the amazing possibilities for new payment methods and value-added services that are becoming available.





Merchant Services & Terminals



Transforming the user experience



As a global leader in end-to-end e-payment transactional services, Worldline must be resolutely user-centered in its approach to R&D and innovation. In this field, a company's technological achievements, however remarkable, only have value if they simplify and enhance the life of the end user. Pioneering in the development of innovative services, Worldline strives constantly to anticipate and be ahead of the curve.

OMNI-CHANNEL INNOVATION

“ In the U.S., on average, people check their smartphone 150 times a day! Today, people have a closer relationship with this device than with any other, literally looking at the world through their smartphone. The mobile device is taking its place at the heart of the interaction users have with online services, to the extent that it's becoming a case of 'no connection, no business'. We at Worldline think 'mobile first'. But we don't think 'mobile only'. Services must be transversal across devices and available on whatever device is to hand, be it a phone, a tablet, a PC, a robot or a payment terminal. We live in a multi-device, multi-connected world. ”

Guillaume Lefebvre
Head of R&D User Experience

Accompanying its customers' digital transformation in a new world of electronic payments and transactions, Worldline's R&D teams focus on the possibilities afforded by the revolution of smartphones, tablets, connected televisions, interactive terminals and connected objects. We work with digital screens, digital signage, new Web technologies and social-network communication, using technologies such as indoor location, voice recognition, image analysis, biometrics and robotics and disciplines such as ergonomics and design of services.

A PROACTIVE PRESENCE

Far from being isolated "backroom boys", Worldline's User Experience R&D teams maintain ongoing dialogue with other R&D teams, with marketing, communication, operational, project management, technical, business-

development and pre-sales teams - and with our customers. Our innovative solutions, always targeted to a customer's business, are always demonstrated, proved industrially feasible and brought to pilot stage rapidly. These solutions may originate in a customer request or be proactively proposed by our R&D, as the fruit of intense technological and market surveillance and information gathering, transversal internal dialogue and creative thinking.

COMBINING TO INNOVATE

Exchanging across different sectors, markets and internal teams, R&D seeks to mix & match solutions and technologies to find new and innovative applications. For example, a 2014 innovation that the team originally conceived for a museum project, to bring augmented reality (AR) information to a user's smartphone as he or she scans an exhibit, was later taken up by a French DIY chain, to bring updated, real-time information

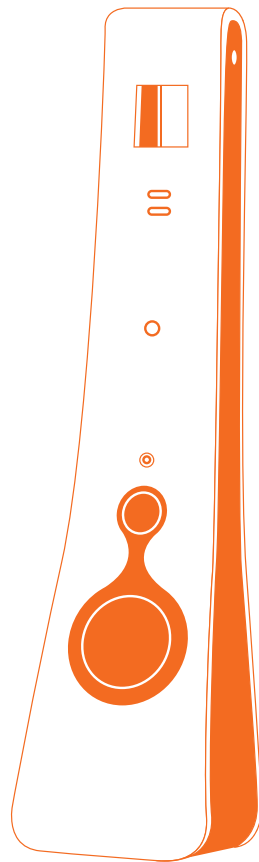
to shoppers scanning its printed catalogue. In this case, Worldline's R&D and pre-sales teams worked together to achieve a particularly short time to market. The following three other successful solutions are particularly worthy of note.

INDOOR-POSITIONING - A NEW SLANT

The iBeacon mobile application, which allows a smartphone to determine its location relative to an iBeacon in a store, for example, is often used for location-aware marketing (known as "geofencing"). In 2014, applying transversal thinking to our experience in providing stock-picking services for drive-throughs, we conceived a novel iBeacon-based solution for a self-sorting mobile shopping list. Instead of the classic approach of the smartphone mapping a route through the store according to items on the list, Worldline's user can wander at will while nearby items rise to the top of the list according to his position. At this point, location-specific sales suggestions can profitably be delivered to the smartphone - geofencing via this value-added service being relatively non-intrusive and acceptable to the customer.

THE CONNECTED KITCHEN

In 2013, brainstorming with Technical, Operations, Business Development and Sales about how the Internet of Things could transform doing business resulted in another innovative shopping-list idea, in the form of a small, magnetic, connected object that can be stuck on the fridge. Use it to scan the barcode of a product you are running low on and that product goes straight onto the list. If it's a cabbage, for example, with no barcode, you simply say "cabbage" into the device.



Worldline Connected Kitchen

Shopping-list functionalities already exist for the smartphone, but the application has to be opened and then operated. Permanently connected to the domestic Wi-Fi, Worldline's Connected Kitchen device has just one function and is instant and fun - and anyone in the household can use it. You can check remotely to see what family members have added, validating what you really need before actually shopping.

A retail chain offering the device to its customers could vastly boost repeat business and ensure its brand was permanently "present" in people's homes. It could also use it to amass customer data and make online product suggestions. R&D prototyped the concept in 2014 and quickly developed a pre-industrialization solution for pilot schemes with two major clients (METRO and Carrefour Belgique, see p.34-35) - anticipating eventual bulk-production, as part of an end-to-end solution ●

AUGMENTED REALITY (AR)

The technology for overlaying contextual digital information or animation on a real-time view of one's immediate surroundings, on a device such as a smartphone. Image recognition and/or geolocation can be used to determine what the user is scanning or looking at.

A ZERO-EFFORT FUTURE

Indoor positioning technology will soon make it possible to make a payment at a terminal in, say, a store or a car park simply by having your smartphone in your pocket (given your prior authorization of payment in that establishment). No need for the shopper to put purchases down and fumble to get anything out, the motorcyclist to take off his gloves or the driver to wind down his window... The validation of the electronic transaction is completely transparent for the user (whose smartphone stays in his or her pocket) and invisible - hence easy, rapid, and seamless. The "new user experience" is all about simplicity and convenience.

A new world for merchants and customers

Worldline's Merchant Services & Terminals (MS&T) Global Business Line supports merchants by accepting and acquiring electronic payments made by their customers and then paying the merchants. Around this core service, it helps merchants manage their relationship with customers and deliver a whole new purchasing experience made possible by today's technologies.



Christophe Duquenne
Chief Technical Officer
and Managing Director
for Merchant Services & Terminals

A CHALLENGE FOR E-MERCHANTS

“E-merchants are increasingly developing their businesses internationally. Online-payment habits vary from country to country and a merchant's payment methods must be adapted to the habits of new target consumers if he is to succeed in the global marketplace. Worldline serves e-merchants by collecting payments anywhere, cutting through conflicting systems and fees and providing simplicity for the end user.”

Providing secure, efficient, end-to-end payment services is the traditional heart of Worldline's activity. Merchant Services & Terminals provides a full financial service, acting as a Commercial Acquirer, and also handles the technical and even the hardware dimensions of electronic payment. The company's role is evolving, however, as mobile technology opens the doors to a panoply of innovative payment and associated services centered on interaction with a digital platform.

CLOUD POWER IN RETAIL

Today, digital capabilities long familiar to e-shoppers are entering the world of physical shopping. It is now possible for a physical store to electronically recognize a customer from the presence of his or her smartphone in or near the store. Personal customer profile data from previous dealings, can then be accessed from a server in the cloud, allowing the merchant to propose targeted offers, suggestions and services to the customer (via smartphone or otherwise). In this context, we at Worldline provide mobile-technology resources and integrates the hardware required to manage customer and transaction databases and provide value-added services.

A NEW WAY OF SHOPPING

We are at a point where a customer with an account at a major retailer can pre-shop at home on a tablet, select products, then go to the store and be greeted by a seller equipped with a tablet who can access the customer's profile and see what he or she has been looking at. The seller can then help the customer with product choice and check stock availability and the customer can buy and pay on the spot, seamlessly - all this via the seller's tablet.

— In 2014 —
Merchant Services & Terminals
revenue was
€ 373.8 million,
up **2.0%** against 2013

Alternatively, the customer may visit a favorite store and identify himself or herself with a personal card via a barcode reader on a digital wall, which will display images of products targeted to the card-holder's profile. The customer can select a product from the digital wall, check it out on the shelf, put it into a virtual card and pay electronically by handing the cashier the personal card.

MANIFOLD POSSIBILITIES

In the same spirit, we have devised a solution for hotels, called the Xperience Wall, with which hotel guests can find out about services, experiences, tourist information and events available in the hotel and the

local town. Interacting with a large touchscreen, the guest can navigate through various proposals, obtain more information on them and, via a QR code and a dedicated app, capture the information on a mobile device. Once in the phone, the data can be used for information or even to buy a ticket or book a service directly from the device.

The XperienceWall service is part of our Worldline's global Connected Hotel solution, which allows guests to benefit from the services and expertise of their hotel before, during and after their stay, in the most efficient way. The solution is currently being piloted by the Hotusa hotel chain.

FOOD FOR THOUGHT

In France, the McDonald's fast-food chain provides a well-established, proven example of the possibilities available. Here, we have provided a solution that allows an "enrolled" customer to place an order via computer or mobile, pay online with a one-click e-payments system then pick-up the order at a fast lane in the restaurant. "Knowing" the customer digitally, McDonald's can propose targeted offers.

For small restaurants, we have developed a handy Point of Sale (POS) mobile application whereby waiters can take an order, send it to the kitchen, issue the bill and take electronic card payment (thanks to an attached "mPOS" device) all on a small tablet, which they carry on their person. Simple to download, the app allows the restaurant owner to configure in his menu and have every operational function performed at the table.

PUTTING THE "SUPER" IN SUPERMARKET

In Belgium, Worldline and Delhaize supermarkets have created a novel approach to checkout. The customers scan the barcodes of goods as they pick them off the shelf, using a compact barcode reader attached to their caddie. At checkout, the cashier takes the reader (no need to handle the goods!) and sends its data to the payment terminal, in a single gesture. A customer opting to pay by smartphone simply scans the QR code generated on the terminal and presses "pay" to effect instant payment (see testimonials, p. 39).

The new mobile technologies can offer a win-win situation for both merchants and their customers, bringing new services, new sales and a brand new convenience in daily life ●



Anne Sharma
Business Development Manager

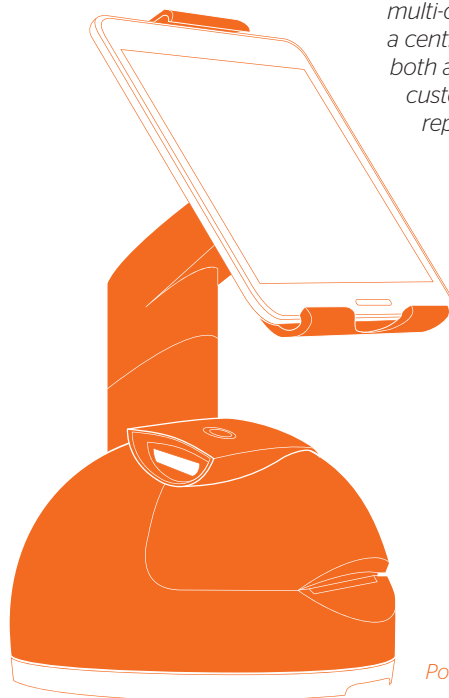
CHANGES IN THE AIR

“ The EU's SEPA (Single European Payments Area) regulations are generating an important trend in electronic payment by unify payment procedure rules in all EU countries. This will generate new global competition from local payment services players, as they become able to compete internationally, and will push players to differentiate themselves by innovation.

Another trend is for major retailers to demand common reporting for Internet and in-store payments. A Worldline Central Acceptance platform centralizes payments from all the retailer's terminals, concentrating multi-channel payment flows into a central gateway and offering both an omni-channel view of all customer payments and central reporting. ”

PARTNERS IN PAYMENT

Worldline has partnered with the UK's Powa Technologies (see testimonials, p. 36), which produces a compact, attractive, point-of-sale (POS) system incorporating tablet cash register, printer, barcode reader and payment terminal. It is perfect for small retail spaces and looks trendy. Worldline provides the cloud connectivity and coordinates the software components.



PowaPOS



A domestic and professional shopping-list innovation



Carrefour Belgique: a great solution for shoppers

Carrefour Belgique is the Belgian branch of the Carrefour Group, one of the world leading retailer. The company is currently testing Worldline's Connected Kitchen a connected device to scan or vocally register any product to prepare a digital shopping list innovation (see p. 31). Arnaud Lesne, Director eCommerce Food at Carrefour Belgique has great hopes for the concept:



Arnaud Lesne
Director eCommerce Food,
Carrefour Belgique

How does Connected Kitchen tie in with your digital strategy?

Arnaud Lesne: We're latecomers to online retailing, having launched our online business seriously less than two years ago, with our URL drive.be and the introduction of drive-through collection points. Things move fast in the digital world and in Belgium, 68 percent of people have a smartphone. It will soon be almost 100 percent. In 2016, it's estimated, 20 percent of Internet transactions will be done by smartphone. We're very interested in digital solutions and Connected Kitchen is ideal, because it's a way of gently drawing customers from offline to online shopping. It makes it so easy to order something when you run out of it. That's why we're expecting so much of this tool. At the same time, we're also working on augmented reality, which is another great tool for boosting online sales.

How might you introduce Connected Kitchen?

AL: My intention is to make a big marketing splash around it. If all goes well with the test, as we expect, I want to develop the visual aspect, redesigning the object itself and perhaps offering a whole range of colors. I want it to have an exclusive quality and be something really special.

What benefits does Connected Kitchen bring?

AL: It makes the retailer strikingly present in the customer's home - much more so than just a bottle of orange juice in the fridge with our label on it. The very act of using it already implies buying at Carrefour supermarkets, Carrefour Market, Express or Drive and gives us immediately a greater share of the household food budget. For the customer, it's perfect for not forgetting things you need! It simplifies the shopping process and although online shopping is already convenient, this is much quicker. It's a real time-saver.

How would describe Worldline as an innovative partner?

AL: Worldline really opened my eyes at an innovation workshop I attended at its offices in Bezons, where I saw all that it was developing and particularly Connected Kitchen. When I left, my head was full of ideas. I stayed in close touch and it wasn't long before we decided to test the Connected Kitchen. There's a close bond between our two companies. We've worked together for many years in various areas, but digital business is a new opportunity for Carrefour Belgique ●





METRO: a B2B “Connected Kitchen”

METRO

METRO Cash & Carry France is testing Worldline’s “Connected Kitchen” device - a small connected object for creating a digital shopping list, originally designed for domestic use (see p. 31). Pascal Peltier, Director, Marketing & Communication, METRO Cash and Carry, explains:



Pascal Peltier

Director, Marketing & Communication,
METRO Cash and Carry

Please describe METRO France and its sector

PP: METRO is a wholesale company, present in 29 countries and specialized in food. METRO France has a turnover of € 4.1 billion and 93 warehouses, serving independent traders such as restaurants, bakers, pastry chefs, pork butchers, delicatessens and grocers. METRO’s strategic aims include being our customers’ preferred supplier, developing multi-channel distribution and exploiting digital technology to the full.

How will Connected Kitchen help your customers?

PP: We sell to small companies that don’t have the financial and management resources of a big group behind them. Our customers rely on us to supply not only the best products but to offer a complete solution. We want to give them the best possible customer journey and Connected Kitchen is a value-added-service that places us literally in the customer’s daily place of work, both digitally and physically, helping him with his purchasing. We’re testing Connected Kitchen at our Lyon site with 30 customers from various activity categories. It will establish whether the innovation, originally a B2C innovation, really is as useful a tool in a B2B context as we believe.

Will Connected Kitchen tie in with other digital tools?

PP: METRO is now multi-channel and our digital transformation is bringing us even closer to our customers, with communication that is specifically pertinent and personally adapted to the particular customer we’re addressing. We can now communicate and interact with each of them individually, one-to-one, armed with detailed data on their specific activity, needs and unique purchasing history. Connected Kitchen is the start of a customer journey which continues in the warehouse. The customer’ digital shopping list is linked to our database, so when he’s in the warehouse, we can deliver targeted offers or promotions - or suggestions regarding items he usually buys elsewhere. Via an iBeacon indoor-positioning solution we can inform him of offers around items on his list to be found on nearby shelves.



How would you describe your collaboration with Worldline?

PP: I think we’re naturally drawn to working together, because we share similar values. Innovation, for example, is in the DNA of both companies. Worldline’s teams are very available and very concerned to understand our business. It’s a pleasure to work with them ●



A great partnership and a satisfied customer

Powa: a point-of-sale partnership



Powa Technologies is a leading international commerce specialist, focusing on technologies that transform and redefine the retail market. The Powa suite includes PowaWeb, a powerful cloud-based eCommerce platform, PowaTag, an innovative payment enablement application signed up with over 1,100 brands, and PowaPOS, a sophisticated, fully integrated POS solution for merchants. Jeff Dumbrell, CEO, PowaPOS, Powa Technologies Ltd., talks about Powa's partnership with Worldline:



Jeff Dumbrell
CEO, PowaPOS,
Powa Technologies Ltd

Why did you collaborate with Worldline to promote and sell your products

Jeff Dumbrell: The first POS purpose built to meet the growing demand for tablet-based payments, offering universal support for all operating systems, PowaPOS relies fully on its reseller partners to customize and deliver its unique products to end-user merchants. Worldline is a recognized European leader in the payments industry and, as such, we value our partnership with the company as a preferred reseller of PowaPOS solutions.

What value does this partnership bring you?

JD: We value our partnership with Worldline as a preferred reseller of PowaPOS solutions. Through the strength of each of our portfolios, PowaPOS is extending its geographical presence, particularly in France, Belgium, Germany, Middle East and Africa, while Worldline is able to strengthen its solution offerings. Together, our collaboration will accelerate the adoption of tablet-based POS across Europe.

How would you describe Worldline's innovative abilities?

JD: Worldline is a leader in industrial design and has successfully married market leading security with sophisticated product presentation ●





Les Cousines de Léon: a counter-top enhancement

Les Cousines de Léon, in Lille, France, is a concept store selling largely designer products, including home decor items, jewelry, women's accessories, toys and creative leisure items for children. The store describes its implementation, in 2014, of the new-generation Worldline Cash Register solution:

For what requirement did you approach Worldline?

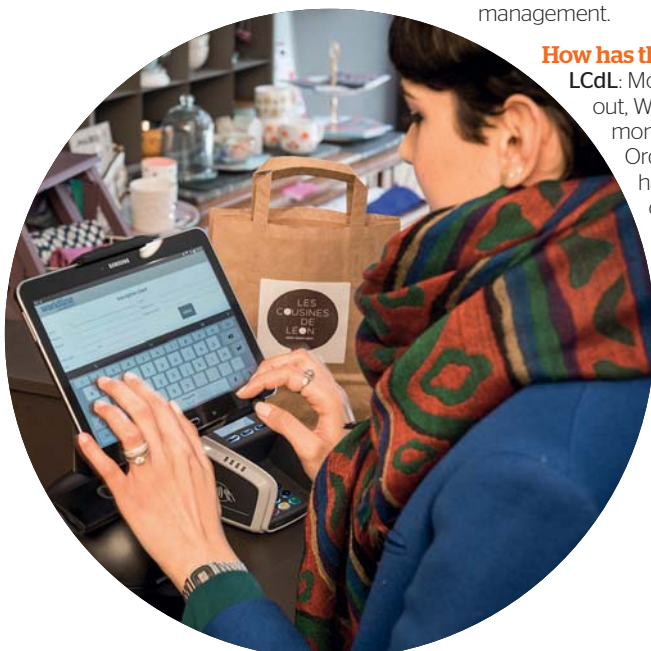
Les Cousines de Léon: We wanted to improve stock management and rationalize stock at our three stores, including the online store, to get a real-time view of our stock and an accurate picture of product turnover. Another issue was the management of the 1,000 or so different products, which we registered ourselves, one by one, on our system. For every sale, we manually entered the reference and there was a risk of entry errors.

What solution did Worldline provide?

LCdL: With the Worldline Cash Register solution, each product is registered using a bar code, which obviates entry errors. The solution allows us to create a product catalogue which we can easily access on the tablet and show to customers. The Powa T-series POS system itself has a modern, ergonomic design that suits our store and looks good on the counter. The base integrates all ports and optimizes cable management.

How has the solution helped?

LCdL: More than an efficient cash register for rapid check-out, Worldline Cash Register supports sales and helps us monitor our activity and rationalize stock management. Order management has also been improved and we have been able to extend our online store's product catalogue ●





Yapital: a cross-channel solution sets a new standard

Yapital is the first European, cashless cross-channel payment solution designed with modern commerce in mind.

To support its aim of becoming the standard for mobile payments available everywhere, Yapital turned to Worldline for professional implementation across a wide range of merchants of all sizes. Europe's leading cross-channel cashless-payment solution, Yapital operates across all transaction channels, including in-store, mobile, online and via invoice. Worldline's solution ensured that Yapital is able to deliver fast, secure, simplified operations, with users able to register online then immediately make payments and send and receive money, across all channels.

At the beginning of 2015, Worldline expanded its portfolio by offering Yapital as a standard on its own terminals. The technical processing of Yapital payments is managed through Worldline's existing card-payment infrastructure. Worldline's solution also enables payment by smartphone.

“ Worldline's talent for innovation helped us set new standards in enabling merchants to easily modernize their point-of-sale operations. The extensive cooperation between our companies has brought mobile payment where consumers need it - in their daily lives and at point-of-sale. Worldline's Mobile Payment Gateway has already been adopted by some of our largest merchants. ”

Niels Lohmüller
Director Commercial,
Yapital



Delhaize: a new supermarket shopping experience



As a leader in e-payments, Worldline has been a trusted partner of the Delhaize Belgium supermarket network for many years. Building on this solid partnership, Delhaize and Worldline joined hands for a unique Proof of Concept, bringing mobile payments to the supermarket (see p. 33). Fabrice Delbuscheche, Retail Improvement Manager, Delhaize Belgium, comments:



Fabrice Delbuscheche
Retail Improvement Manager,
Delhaize Belgium

In what context did you collaborate on this project?

Fabrice Delbuscheche: Smartphones and tablets continue to permeate the lives of the modern consumer and the shopping experience has changed completely in recent years. For the consumer, being able to choose whether to pay by card or by smartphone at the supermarket counter is the logical next step in that evolution.

What are the benefits for customers?

FD: This is a truly unique project. Worldline's m-payment solution allows us to offer our customers fully secured, mobile in-store payments. Studies have showed us that cardholders are willing to use their mobile devices for all types of payment. They see this service as innovative and efficient. By offering this means of payment, we both provide customers with the widest possible choice of payment methods and strengthen the innovative image of our outlets.

Why is the solution so attractive?

FD: It was the system's simplicity that convinced us - simple, fast and intuitive, for the best possible user experience. From the retailer's point of view, we understood the importance of the two core principles Worldline applied from the start while developing this m-payment solution. These were, on the one hand, to provide the best possible end-user experience while guaranteeing smooth and secure payment and, on the other, to limit the impact on the retailer by facilitating the ECR integration and reconciliation process.

Finally, can you tell us about Delhaize?

FD: In June 2014, the Delhaize Belgium network consisted of 862 stores (supermarkets Delhaize, AD Delhaize, Proxy Delhaize, Shop & Go, Tom & Co and Red Market). Offering a unique shopping experience and quality service, Delhaize sells a wide range of over 20,000 quality products, at affordable prices. Customers can shop online via delhaize.be and delhaizewineworld.com. Delhaize Belgium, which achieved sales of € 5 billion in 2013 and had a 25.5% market share*, has a staff of over 15,000. Delhaize Belgium is part of the Delhaize Group, which operates in eight countries, on three continents, and employs about 160,000 people. At the end of 2013, the Delhaize Group network had 3,534 stores worldwide ●

*Source: AC Nielsen



Cineworld: convenience for movie-goers



In the UK, Worldline has helped the Cineworld cinema chain upsell its Unlimited Pass loyalty scheme to customers waiting in line or in the foyer.

A seller with a tablet can enrol people by taking their picture, creating an account, issuing a temporary card and accepting on-the-spot bankcard payment. The light, multifunction mobile device performs all-in-one issuing and payment and connection to the central system, which then manages the membership ●

“ *The Unlimited card provides avid cinema goers with the unlimited viewing of films and the provision of other related cinema offers. Its success has been a key factor in the continued growth of Cineworld and as such we continue to positively evolve the programme. Worldline has provided the technical capability for us to sign up customers anywhere within the cinema foyer through the use of a tablet. This allows employees to informally approach customers about the Unlimited programme and early indications from stores where the tablet has been trialled show a healthy increase in customer acquisition numbers. We look forward to the successful role out of this proven capability nationally.* ”

Rod MacLeod

Commercial Manager,
Business Affairs, Cineworld





Robotics today and tomorrow

“Worldline was the first company of its kind to express an interest in cloud robotics, by getting in touch with my robotics start-up in 2011.”



Bruno Bonnell

Bruno Bonnell is founder of France's first Internet provider, Infonie, and of the companies ROBOPOLIS and AWABOT, specialized in robotic vacuum cleaners and telepresence robots respectively. He leads the French government's robotic plan to coordinate actions in robotics and is President of Syrobo, an association representing the service-robotics industry.

Robotics is on the brink of taking off as a consumer market. There is already a big market for robot vacuum cleaners but the real take-off will come with devices that are connected online to a powerful server. There will be many types of robot, ranging from a screen on a mobile platform to more humanoid forms. Having a robot butler serving you tea, however, remains science fiction for now - because of the cost involved. 'Telepresence' robotics is the next big wave.

THE ROBOT AS AVATAR

Communication technology is such that today people on opposite sides of the world can converse and see each other on a screen. The next step is to add movement, via a connected, mobile, telepresence robot that you can remotely pilot around the house of the person you're talking to. A telepresence robot is basically a screen on a moving base, connected to a server. This dimension of mobility increases the feeling of 'presence' for both parties. In its infancy, this key 'disruptive' market represents a breakthrough in communication. In 5 years from now many people will have these devices at home.

ENDLESS APPLICATIONS

Besides the social side, we're also working on services. For example, you may need an architect's advice, or expert help with a malfunctioning washing machine. The 'house call' could be carried out by piloting a telepresence robot. Education will be a

big application. There are experiments now in universities, where handicapped people, unable to travel, are taking courses and having a social life via telepresence robots. Trials are also being carried out in museums using robots that can be remotely piloted from exhibit to exhibit, making it possible to visit the museum from your armchair. In a retail context, a connected, piloted robot could take orders, handle payments, give advice and sell. All these functions are being tested in real situations today. The possibilities are endless.

CLOUD-BASED EXPERTISE

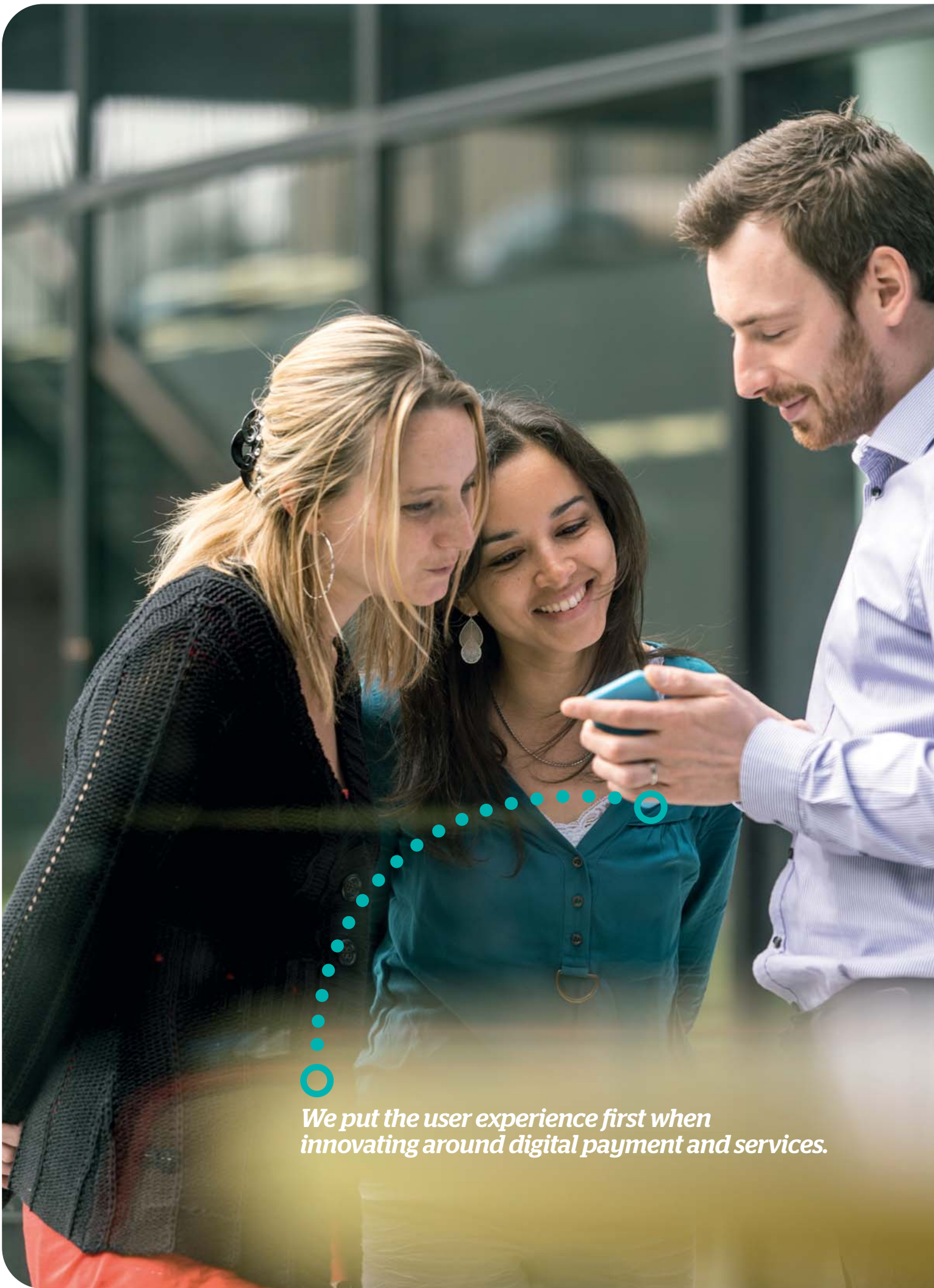
Handling electronic payments or, for example, healthcare services involving medical data will rely on the solid security and reliability of connection that only specialist companies such as Worldline can provide. Worldline was the first company of its kind to express an interest in cloud robotics by getting in touch with my robotics start-up in 2011. We've stayed in close touch ever since ●



ROSSUM'S UNIVERSAL ROBOTS

In 1920, Czech writer Karel Čapek wrote a science-fiction play called R.U.R. and, in doing so, gave birth to the English term "robot". The Czech word "robota" means work and the play centered on artificial, android-like beings that start off as workers but ultimately take over the human race!





We put the user experience first when innovating around digital payment and services.



Mobility & e-Transactional Services

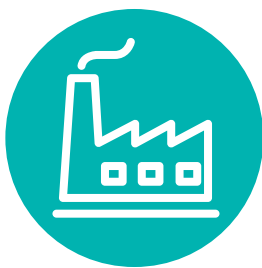
As mobile and cloud technologies take the world by storm, Worldline's people explore every innovative avenue, venturing beyond payment alone to embrace all aspects of connected living, even including robotics.



Mobility & e-Transactional Services



Robotics: staying ahead of the curve



A TECHNICAL EXPLOIT

“ To develop robots that interact seamlessly and fluidly with humans requires much technology, many different skills and sciences and mastery of ‘big data’. A huge amount of calculation is needed for a machine to achieve what seems simple for a human. To interact intelligently and make suggestions in a form acceptable to a human, a robot must capture and exchange highly complex information, analyzing the whole context, including that of the person being addressed. For five years, Worldline has worked to make its vision reality. Now, on the technical side, the main topics are being covered by research. We have the knowledge base to build from. ”

Frédéric Oblé

Head of R&D High Processing
and Volume

Worldline must ensure that the services it offers are always “state-of-the-art”. For R&D, this often involves innovating to improve and fine-tuning existing approaches and technologies. It can also mean taking a leap in a bold new direction that may - or may not - become a technological and business reality. In 2010, when Worldline began investigating it, the use of robotics in digital payment and associated services was just such a new direction. Now it will soon be reality.

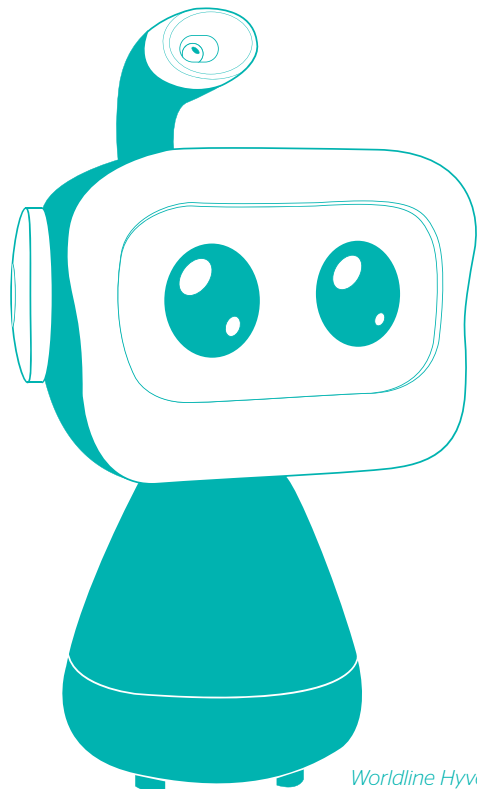
To survive in the digital payment market and stay a force to be reckoned with in years to come a company must look ahead and anticipate technological and market changes. Worldline’s R&D is therefore constantly alert to the stirrings of new technological initiatives and discoveries. At the earliest moment, it must invest in exploring any new, radical approach that may define the future in its sector and be ready should the time come to bring the revolutionary development to market.

FROM SCIENCE FICTION TO REALITY

Five years ago, although the market was not ready, the technological capacity to make secure payment transactions via a robot could already be envisaged.

Communication with connected devices held no secrets for Worldline, which used artificial intelligence in its payment fraud solutions. Connected to a data-center in the cloud, robots could surely perform functions already being performed by connected devices - and in a new and valuable way.

The Internet of Things (connected objects communicating on the Internet) already existed. Giving these objects extra intelligence and relational possibilities would take this to a new dimension. Robots would imitate human or just animal characteristics, proactively going towards the user, performing tasks, offering help, advice and suggestions - based on captured data concerning the user in question. Rather than man going to the machine, the machine would go to man, to initiate an exchange or transaction.



Worldline Hyve

WORLDLINE'S HACKATHON

At a "hackathon", developers get together to collaborate intensively on software projects. From 24th to 28th November 2014, the Pôle PIXEL centre in Lyon, France, hosted a Worldline organized hackathon, the goal of which was to give Hyve emotions. The participants got him to respond "emotionally" to spoken information and different tones of voice.

AN INITIAL COLLABORATION

In 2010, Worldline R&D approached French robotics gurus Bruno Maisonnier of Aldebaran Robotics and Bruno Bonnell of Awabot. The company wanted robots which, connected to a powerful data centre in the cloud, would be able to interpret biometric information and establish strong authentication, naturally and transparently. Understanding robotics and determining where Worldline should position itself would prove complex.

In 2012, Worldline and Awabot presented a modest first prototype on the Awabot stand at the innorobo trade fair, in Lyon, France. The robot scanned the badges of visitors to the stand and Worldline's interactive vocal server and a banner on a screen welcomed the person with his or her name.

WORLDLINE DESIGNS HYVE

While we initially saw its contribution to robotic payment as being cloud-based server expertise, it soon became clear that we would have to independently design and produce our own robot. The specimen, called Hyve, was created in our internal fablab.

The company's HR team initiated Hyve's first public demonstration - at a student-recruitment forum. Students scan their resume with the robot, which instantly found them appropriate, personalized job offers. This won an internal Worldline award for innovation and the company began showing Hyve to customers and prospects.

A by-product of its development work in designing Hyve was that R&D discovered other directions it to pursue and could develop other connected objects using its robotics experience.

THE ROBOT BUTLER

At an early stage, SOMFY, the French leader in motorized blinds and awnings and specialist in home automation, suggested connecting Hyve to its domestic objects, to enhance their interoperation.

In 2014, the SOMFY/Worldline Connected Home solution demonstrator won a Connected Objects award and attracted great interest at the IFA consumer-electronics and home-appliance trade show, in Berlin. It provided a new user experience through more interactive

ergonomics, thanks to sensors in the robot that responded to sound, voice, gesture and light. Connected to a cloud platform, Hyve could assist household members in their daily lives, opening and closing blinds, operating lighting and performing other functions in the "intelligent" house.

Certain that the rapidly developing home-automation and connected-objects markets will converge, Worldline has developed an innovative Connected Living offer, to propose new services for more comfort and security in the household. Potential can also be seen in the emerging markets of telehealth and household management for those suffering from loss of autonomy.

THE ROBOT CASHIER

Robotic payment applications can easily follow these developments. A robot's onboard sensors would be able to identify a user with complete certainty and achieve strong authentication - and do it with a smile! Technically, Worldline already has everything in place to make this happen and is discussing it with customers. It will become reality when the market and customers are ready ●



Digital technology transforms our daily life

Worldline's Mobility & e-Transactional Services (MTS) Global Business Line supports strategic transformation powered by new digital services targeting payment transactions, in a "connected" world that makes possible new digital businesses. Transforming B2C interactions with mobile technology solutions, MTS is also a major player in the digitization of transactions and procedures in government, healthcare, transport and other contexts.



Olivier Stuckens
Managing Director for Mobility
& e-Transactional Services

OUR TRANSFORMING WORLD

“Context-aware computing gathers information, crunches it and gives value back to users in the form of advanced services. The user experience and the user interface are becoming transformed, as connected objects become more powerful and offer a broad range of new functions. As the demand for connected objects grows, the manufacturing sector is entering the services market, developing a permanent connection to its users. Robotics will soon take connected living one step further. In connected cities, infrastructure will be smartly managed and amazing new services provided for citizens. All this is already happening.”

No other payment company proposes an activity like that of Worldline's MTS. As well as payment services, MTS offers "engagement services", leveraging consumer engagement with cutting-edge, seamless services, on any device, with payment as the "single point of truth". These digital products bring the connected user contextual information that facilitates making a choice or taking an action, in numerous situations. In every case, the user experience is key.

CONTEXTUAL DATA ON THE MOVE

A contextual solution could be sending digital product advice or product information to a driver detected in his connected car searching for services such as parking facilities, a motorway restaurant or even car-insurance. The "context" is the data - including the driver's location and requirements and the nearby availability of services - that makes this possible.

Drivers access our Worldline's connected vehicle services via an advanced dashboard console that can be programmed by touch or voice recognition to provide contextual information. This may concern navigation, hazard warnings, traffic conditions or weather, for example, or the status of the vehicle itself - perhaps indicating a nearby supplier should a maintenance need be detected on the move. New services can be bought and downloaded in a trice via an in-car app store. The R-Link service in some of Renault's recent cars, rated "Best European multimedia system" by an independent consultancy, is designed, built, delivered and operated by Worldline.

We also delivers B2B connected vehicle solutions for fleet management - an area in which today's technology supports new business models.

CONNECTED DEVICES AT HOME

More and more connected domestic appliances are coming onto the market. Worldline's Connected Living solutions combine cloud-based management of appliance connectivity and back-office services. Users can interface via smartphone or tablet while absent, to check what is in the fridge or turn on the oven on the way home from work, etc. The connected objet, for its part, can communicate its status to the owner.

Connected robots will one day be commonplace as domestic "butlers", performing elaborate functions and, notably, helping the elderly or those with limited mobility. As a business illustration, we have developed our own robot, complete with light sensors and voice recognition, and is working with several partners on this future business case.

DIGITIZING TRANSPORT

Major cities are growing fast and aging transport infrastructures are often severely tested. Worldline helps meet today's transport challenges by providing systems and technologies that deliver a better travel experience, combining modularity and payment, increasing loyalty and associated revenues and bringing operational efficiency. Our range of services

includes passenger information systems, ticketing systems, fare administration and collection, rail infrastructure management, itinerary management and passenger data analysis.

In transport, we have a global reach and plays a leading role in the delivery of transport infrastructure in several geographies. We handle most of the UK's rail operations and e-ticketing, for example, while In South America, we manage the ticketing for bus networks in major cities. As a transport-industry pioneer, we invest significantly in next-generation technologies.

DIGITAL TRANSFORMATION

Worldline provides digital services to government entities, to streamline administration and transform interactions with citizens. Digitizing what has historically involved paper-intensive labor and space-consuming archiving enhances efficiency and security for all concerned and helps governments provide new and better services.

Worldline's solutions range from paperless secured systems, including payment, to e-services for traffic management. Areas of expertise include enforcement solutions, e-government online services, digital archiving services and automated tolling solutions.

data-sharing networks and therapeutic-education websites.

In the business world, Worldline provides enterprise-level digitization of paper, processes, contracts and communication - including identity authentication, secured transactions, payments, preservation and data integrity, for secure, simple and seamless digitization services.

— In 2014 —
Mobility & e-Transactional Services revenue
was **€ 379.4 million**
up **5.1%** against 2013

POWER IN THE CLOUD

Through our customers, such as telecom operators, MTS's e-Consumer & Mobility division provides cloud services for consumers that enable subscribers to communicate and store personal digital content, simply and securely, using any connected device. Our other brief is to offer cloud-based multimedia, multi-channel contact tools to enhance the way companies manage their customer service, sales and help-line interactions with users, via call centre, SMS, e-mail, chat, social network or smartphone ●

We also provide digital services to healthcare entities, notably by securing transactional platforms, such as the treating of electronic care sheet in France's Carte Vitale system. Other cloud services include confidential medical-records hosting, medical imaging sharing and storage, medical





Connected objects and vehicles: a new age dawns

here

HERE: enhancing the Connected Vehicle offer

A leader in navigation, mapping and location, HERE is a recent partner of Worldline, in the context of end-to-end Connected Vehicle solutions. HERE's Eric Fumat, Vice President, Enterprise Sales, describes the cooperation:



Eric Fumat
Vice President, Enterprise Sales

Could you explain HERE's business activity?

Eric Fumat: We build high-definition maps and combine them with cloud technology to enable real-time, location-based experiences for a broad range of enterprises, connected vehicles and devices. Our goal is to offer the world's best maps and location services, across multiple screens, and transform how companies do businesses through location intelligence.

Which of your teams are involved in the collaboration?

EF: Worldline works with our Connected Driving and Enterprise teams. Our cooperation is focused around three areas. The first is connected trucks and other commercial vehicles. Worldline and HERE are developing fleet-based products that provide real-time information and business analytics for companies. Working with Worldline, companies will be able to boost their vehicle fuel efficiency, lower emissions and better track their operations, all while increasing safety for commercial drivers.

The second area is connected cars. Worldline is leveraging the HERE Platform and the HERE Mobile SDK to offer a complete suite of offerings for the connected vehicle. This enables automakers to efficiently deploy connected services such as real time traffic and parking globally. Third party services can also be integrated into this location-aware ecosystem, to make driving more enjoyable.

The third area focuses on connected equipment. By partnering with Worldline and HERE, companies can keep a closer eye on their fixed and mobile equipment, for example, by alerting users when certain equipment leaves a defined area.

Why did you decide to work with Worldline on Connected Vehicle?

EF: Worldline and HERE joined forces in 2013 to develop innovative products and new business models for connected vehicles. Ultimately, we want to help automakers rapidly embrace the promise of connected vehicles. We both feel that our respective areas of expertise are very complimentary. Worldline, in particular, is bringing new and innovative value to the connected vehicle market, and rolling that out on a global scale. They also bring strong experience in transactional services like e-payment. HERE brings 30 years of experience in providing mapping and location services for a wide range of customers, including leading automotive players.

How did the 2014 collaboration between HERE and Worldline develop?

EF: In 2014, Worldline embedded HERE location services in some innovative pilots and proof of concepts developed for automotive and fleet customers that have been jointly demonstrated at several events. We will benefit in 2015 from the roll-out of these products to new key customers.

How would you describe Worldline's innovative capacities?

EF: What Worldline brings to the table is the ability to integrate hardware, software and content into one single end-to-end solution. We also appreciate Worldline's long-term point of view and its willingness to invest in bringing smart solutions to the next level ●



MICHELIN® solutions: the connected truck



From its beginnings, MICHELIN has been a global player in mobility, making great tires and offering a wide range of services. MICHELIN® solutions was created in 2012 out of a desire to innovate in the area of vehicle-fleet efficiency and profitability, with solutions that go beyond just tires.

As a trusted partner for fleet managers, MICHELIN® solutions resolves problems linked to mobility by a unique, global telematic platform for connected fleet vehicles that collects and processes vehicle data for its customers. MICHELIN® solutions chose Worldline as its partner for developing its connected solutions in Europe, recognizing the company's technological expertise and close attention to the needs of its customers and partners.

The MICHELIN® solutions innovative offer, called EFFIFUEL™, primarily aimed at monitoring fuel consumption, uses sophisticated telematics, eco-driving training and EFFITIRES™ for optimal tire management.

With Worldline's Connected Living for Vehicles solution, MICHELIN® solutions can provide fleet managers with various value-added services. Data is collected by a unit installed in the vehicle which transmits information such as total mileage, fuel consumption, driving behavior (data concerning braking, gear use, speed and acceleration), tire temperature, tire pressure and even geolocation. This daily data is invaluable to fleet managers seeking to optimize fuel consumption ●



EEBUS: defining connected living standards



In 2014, Worldline joined the EEBus Initiative e.V, the broadest platform worldwide in terms of defining new content for the Internet of Things (IoT) and Cloud services.

The non-profit EEBus Initiative e.V. networks the leading companies, associations and stakeholders in the German and international energy, telecommunications and electrical industry. Together, its members are developing EEBus as an open, standardized and consensus-oriented networking concept. Starting with linking Smart Grid and Smart Consumers, EEBus is developing an approach above and beyond Smart Home and Building, to make a holistic concept for almost all Smart Devices. Through its combined strengths and competence it opens up a new interdisciplinary market for smart connectivity. The aim: an increase in energy efficiency, comfort and security for the benefit of consumers, society, the environment and economy. Through active participation in the standardization bodies, EEBus contributes to a modern, sustainable communication infrastructure and the promotion of networking and interoperability.

By working with EEBus, Worldline can deliver the next generation of connected home solutions that can communicate with different branded devices, security and smart energy solutions. This means the user can easily control and monitor all devices in the home using a single command - for example to switch devices on or off. With the connection to the smart energy solution, the user can also ask the washing machine to start when the electricity rate is cheapest or when the solar panel is producing energy.

The key differentiator of EEBus is that it links smart energy, security and household devices. Through EEBus it is possible, for example, to a program-in an alert if the home security system is activated (normally meaning no one is at home) at the same time as the oven. The user can then remotely switch off the oven if necessary.

Worldline brings its cloud, big data and security knowledge through its Connected Living offer and its Connected Living Enabler platform for the Internet of Things. Security & Privacy are key in the home environment and Worldline's expertise in this field ensures that a customer's home and information about it will remain secure.

Worldline intends to be the enabler for Multi-Service-Operators (MSO) to offer and monetize services and apps for the home from different service vendors. The EEBus initiative provides ways to interconnect to most well-established protocols such as ZigBee, KNX and EnOcean. EEBus will become an important Connected Home standard and Worldline is delighted to be an international member ●





BSH: operating home appliances remotely

B/S/H/

In 2014, Bosch und Siemens Hausgeräte GmbH (BSH) chose Worldline to implement a solution that allows customers to monitor and control their connected domestic appliances when out of the house. The new service was officially unveiled at the IFA 2014 trade show in Berlin in September, and rolled out in Germany and Austria by the end of that year.



With sales in 2013 of about € 10.5 billion and a workforce of around 50,000, BSH is currently the world's third largest company in the home-appliance sector. BSH manufactures its products in 41 factories, and with over 80 companies, has a presence in 47 countries.

With the Home Connect solution, BSH customers can operate their appliances remotely, thanks to powerful Cloud servers, using a standard home Wi-Fi connection. The solution offers connectivity via smartphones and tablets and is based on an open standard, which means that a range of home appliance manufacturers will be able to use it. Worldline developed the solution using its expertise in transaction processing and runs the Cloud platform to which the Household devices are connected.

Worldline's ambition is to stay one step ahead of clients' expectations in terms of mobility and simplicity. Whatever the product, Worldline can connect it, optimize it and accompany its customers in their digital transformation ●

Worldline and SOMFY: a major award

somfy®

In June 2014, Worldline and its partner SOMFY won an award for their Connected Home solution, at France's first Connected Objects awards, which was judged to have the best control panel and handling system.

Connected Home is an R&D demonstration dedicated to service robotics, via a robot that accompanies household members in their daily lives. The robot provides a new user experience through more interactive ergonomics - sound, voice, gestures, light sensors - and is more intuitive for interacting with its connected household. The service is connected to the SOMFY Tahoma home-automation platform, where the robot takes over, controlling the opening of blinds, operating the lighting and the various functions that make the house intelligent. With the development of sensors and cloud robotics, its potential for use can be seen in emerging markets for telehealth and household management for people with a loss of autonomy.

SOMFY is world leader in the automatic control of openings and closures in homes and buildings. Connected Home is an innovation from Worldline's Connected Living offer ●



DGEFP: I-milo - managing youth programs

France's Délégation générale à l'emploi et à la formation professionnelle (DGEFP) designs and implements labor and professional training policies, working with other ministerial departments and social partners. Conducting and coordinating the implementation of systems and evaluating the results, it also manages programs supported by the European Social Fund in France. Worldline has provided DGEFP with IT tools to help manage youth programs, in a project called "i-milo". Laurent Durain of DGEFP comments:



Laurent Durain
Responsible of Information systems
and Engineering

For what requirement did you turn to Worldline?

Laurent Durain: The DGEFP needed to put in place a Delegation of Public Services in France. The DGEFP is attached to the Ministry of Labor and this was the first ever DPS in the framework of an IT project for a ministry. The DPS concerned the implementation of a public Information System for Young People, intended for "missions locales" - associations which follow young people (16 to 26 years old) in their life project. Following several months of competitive dialogue, Worldline was commissioned to set up a software package to help the 12,000 counselors of 500 centers across the country manage the support of these young people.

What solutions did Worldline provide?

LD: Worldline developed a completely new application, preserving the data from the former system. Worldline (then SIMILO, the dedicated company created for the i-milo project) handled the design, realization and operation of the information system and also made services available to the "missions locales" that give them access to applications such as assistance, training and the running of user communities. The new application covers the entire value chain around support for young people, from their reception at the center to the implementation of assistance and employment measures.

What results were obtained?

LD: The application is at start-up stage in five "missions locales" since January and we are very satisfied with its performance, design and ergonomic merits. We will deploy it more widely shortly, so all users will be able to access it in 2015.

How would you assess the professionalism of the Worldline team?

LD: After a difficult start, due to the project's complexity, Worldline put in place a special organization that allowed it to deliver product of great quality.

How would you describe Worldline's innovative capacities?

LD: Worldline's technical team is of a very high level, able to transcend technological barriers and focus on functional added value. Our program is designed for the future, decompartmentalizing professional areas and offering the counselor a transversal view of his cases. ●





The changing face of payment



Kieran Hines

Kieran Hines is Practice Leader for Ovum's Financial Services Technology team, responsible for Ovum's research program across Payments, Retail Banking, Insurance and Financial Markets.

The payments industry is in a period of transformation that affects the entire value chain. Drivers include advances in consumer technology, rising customer expectations and increased regulatory focus. Most important, though, are changes in commerce generally and the influence of new entrants. Customer use of mobile devices has created the opportunity for new business models and is driving change in the wider commerce experience. Traditional in-person is being replaced by directly digital commerce or digitally influenced commerce, where digital media enhances the in-store experience.

These opportunities have led to the emergence of new entrants bringing new value propositions to customers and new perspectives on delivering a compelling customer experience.

“Striking a balance between speed and security will be critical in maintaining wallet share.”

Incumbent players are being challenged to innovate and deliver against rising consumer expectations or lose wallet share. Developments in mobile/digital wallets will play a big role in deciding what the value chain looks like in 5 years time.

The share of commerce transacted entirely digitally or with the customer using digital channels for part of the purchasing journey will grow. The blurring of the physical and digital worlds will require payment tools that facilitate this experience and mobile or other portable smart devices will start to account for the majority of retail payment initiations.

THE NEW CHALLENGES

Managing risk, particularly around authentication, will be a key challenge. Consumers will use payment tools that offer the greatest convenience or benefits, which puts pressure on the user experience, particularly at the level of direct authentication. Striking a balance between speed and security will be critical in maintaining wallet share, as will offering broad acceptance in both physical and digital contexts.

Developments in tokenization will be important, particularly with reference to HCE and NFC methods of presentment. Indeed, this could reshape the entire

payment experience. For merchants, the pace of change will create the need for a broader range of payment tools to suit the growing spectrum of payment contexts.

POINT OF SALE PREDOMINATES

The major themes in the payment space today revolve around the point of sale. The launch of Apple Pay has catalyzed developments in mobile NFC, in particular, and will lead to huge change across many developed payment markets. This will drive innovation in mobile/digital wallets, with loyalty offerings emerging as a key value differentiator.

The interest in push payment services, particularly those based on immediate credit transfers, is another key trend. Enabling consumers to pay merchants in real time, with cleared funds, can drive significant change in the POS experience and offer retail banks a way to stay at the forefront of the customer mind.

The growth of digital commerce and rapid fulfillment of purchases will put pressure on payment authentication to become increasingly invisible. Biometrics and location will become incorporated into the wider payment decision-making processes, to streamline the payment process ●

Today, our innovation for the financial world is mainly focused on mobile payment.





Financial Processing & Software Licensing

With the convenience and simplicity of mobile payment come new security risks. Worldline's experts put all their technological genius into helping banks and financial institutions confront the challenge.



Financial Processing & Software Licensing

Mobile payment: highest security at lowest cost

The use of mobile devices to pay for goods and services is a rapidly evolving facet of today's digital transformation. Worldline is a front runner in the race to exploit the technologies that make this possible, enhance the security of transactions, develop innovative applications and reduce costs.



CLOSER TO THE CUSTOMER

“Worldline's R&D works by being smart, flexible and very open to outside teams. We work in tight collaboration with Operations, who are the first point of contact with customers and the market, accompanying them to customer meetings. Since the R&D and Operations work closely together we're always exchanging, both formally and informally, about customers' needs and our solutions. This helps us come up with solutions and resolve problems fast.”

Jean-Claude Barbezange
Head of R&D Trusted Services

With the advantages of mobile payment come inevitable risks, requiring continual innovation in user authentication, to beat fraudsters and hackers and make payments secure. In 2010, following participation in a collaborative project to study digital identity authentication, Worldline began to develop its own “strong authentication” payment security solution, working with bank card and financial institutions. The aim was to develop strong-authentication software for a high-level of security on payments made with a mobile software app communicating with a cloud server rather than a SIM. The use of a SIM, a hardware “secure element” owned by telecom operators, involves a complex business model.

Mobile banking authentication classically involves a mPIN (mobile Personal Identification Number) - which can be stolen by a hacker. A cloud-based system requires no PIN code or stored in the mobile device. In Worldline's solution, when the user types his mPIN code, a cryptographic mechanism transforms it and sends it to a server, which authenticates the user.

Our goal was to make our solution as economically viable as possible. Worldline's solution is easy to deploy, easy to improve and relatively low-cost (there are, for example, no SMS costs). The fact that Worldline developed and patented this innovation by 2012

and signed with customers in 2013 for deployment in 2014 shows our R&D's ability to seize the initiative and work fast and flexibly.

QUICK-OFF-THE-MARK WITH HCE

Near Field Communication (NFC) technology allows “contactless” transactions to be performed by holding a smartphone close to a payment terminal. Until recently, this required a “secure element” (a SIM card) in the device. In October 2013, Google put on the market a version of its smartphone operating system that made contactless applications possible without using a SIM, using an Android API. This technology, called Host Card

Emulation (HCE), allows application issuers to manage their credentials independently, bypassing costly third-party involvement.

By early 2014 Worldline had developed a solution and tested an HCE demonstrator in real conditions. In April, the solution received awards at France's PayFORUM trade fair, when VISA and MasterCard published their HCE specification. We are ready to offer our solution in Europe and Asia - ahead of many competitors and only a little over 9 months after Google's announcement.

SECURITY THROUGH "CONTEXT"

Much R&D in mobile payment wallet security is focused on assessing risk at the moment of transaction, using contextual data received from the mobile device, whose "device fingerprint" can be anonymously recognized remotely. Such data gives a picture of the user's habitual behavior and geolocation information about the last purchase, whether the user is in a "trusted location" and the possible present friends nearby. Detected abnormalities may raise the risk rating of a transaction. If the device is physically close to that of its owner's friend, it is probably not stolen and the risk level is low. If there is a transaction in London in the morning and another in Montreal next day, the risk is higher than if the new transaction was made in a London suburb. Here, several stronger authentications may be requested.

We constantly strive to take contextual security further, while respecting the individual's right to privacy. In Europe, new laws exist to protect personal privacy and in Worldline's solutions, personal device-derived data sent to a server is rendered anonymous and cannot be used for marketing or tracking.

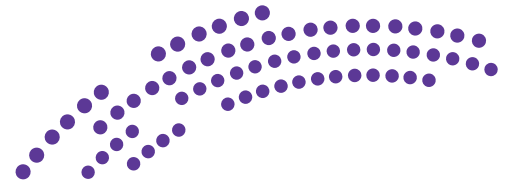
THE USER EXPERIENCE

Worldline R&D is focused on facilitating ever simpler, quicker, more flexible and more secure payment, as part of a user experience in which every aspect

CRYPTO CURRENCIES

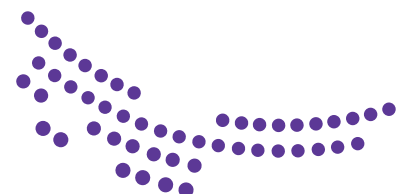
Crypto-currency is digital form of money - a currency currently not issued by a country or central bank but a medium of exchange using cryptography to secure transactions and control the creation of new units. The Bitcoin is the most popular type of crypto-currency. Crypto-currencies are controversial but the technology seems promising and Worldline is already prepared to integrate Blockchain technology in its own services.

of shopping is linked - from Internet "pre-shopping" to after-sales service and marketing, via in-store product choice and payment. Tomorrow, queuing at the till and fumbling for a bank card or smartphone to pay will be history. Biometric authentication combined with wearable device will leave your hands free and payment will be instant. You may even be paying with the help of a friendly robot ●



CERTIFIED CUSTOMER REVIEW: AN ADDED SERVICE FOR MOBILE PAYMENT

In 2014, Worldline R&D devised an application whereby the payer in a restaurant or hotel can review the establishment on his smartphone when paying. Customer reviews in Internet publications can be inventions, published by "impostors" to damage competitors or artificially boost a business. Worldline's innovation, which won an award at France's Cartes 2014 trade fair, guarantees a review's authenticity.



Technologies for a changing financial world

Focused on core payment processing, Worldline's Financial Processing & Software Licensing (FPL) Global Business Line helps financial institutions manage all aspects of their payment business. Armed with a profound historical knowledge of this complex field and impressive technological strength, Worldline occupies a leading position in the payments ecosystem in Continental Europe.



Wolf Kunisch
Managing Director for Financial Processing & Software Licensing and for Germany & CEE

TRENDS AND OPPORTUNITIES

“The trends towards e-payment, Internet payment and mobility are currently strong drivers of change. Mobile payment, which only really got under way in 2014, will be a huge trend in 2015. The other big influence is changing regulations. The business-model evolutions resulting from these changes are an opportunity for us to develop new services based on what we've already seen in mobility, Internet payments and, for example, fraud prevention. Fraud is more prevalent in e-payment and m-payment contexts. Both are fast-growing payment methods and sensitivity to the cost of fraud is now much higher, due to increased competition and reduced interchange fees. All in all, financial institutions need our services more than ever to survive and compete.”

An important part of FPL's business is providing the complex technology and seasoned expertise that helps banks issue credit and debit cards. In 2014, several important multi-year Issuing Processing contracts in Germany and Belgium were successfully renewed.

FPL provides similarly state-of-the-art services for “acquirers”. These are specialist banks and companies that support merchants by accepting and processing card payments from card-issuing banks within credit-card associations such as Visa, Mastercard and Diner's Club. In the case of both Issuing and Acquiring Processing, We can provide a full-service offering, where it performs every function for the bank, or a modular approach, providing value-added services, additional services and innovations.

Worldline is leader in Acquiring Processing in India and is a very strong player in both Acquiring and Issuing Processing in France, Benelux and Germany.

ONLINE BANKING E-PAYMENTS (OBEP)

OBEP is an efficient payment method devised for Internet transactions which allows a consumer to make a secure payment to an Internet merchant online, not with a card but by being directed to his or her online bank account to effect a credit transfer. FPL is very present in online payment in France, Benelux and Germany - our customers being the banks, not the merchants. In fact, we process all

— In 2014 —
Financial Processing & Software Licensing revenue was **€ 396.1 million**, up **1.4%** against 2013

transactions for the leading Internet OBEP payment solution in the Netherlands, called iDEAL. Our FPL division handling online banking also provides solutions to help banks in the process of digital transformation.

THE YEAR OF MOBILE PAYMENTS

For FPL, the most exciting innovation in 2014 was the successful launch of a complete Mobile Payment offering. Worldline's trump card has been to exploit our broad European reach by creating a single, generic platform to operate our Payment Wallet, Trusted Authentication and HCE (Host Card Emulation) offerings on a European scale, customizing them to the specificities of different countries without losing the benefits of economies of scale.

During the year, we launched or initiated Payment Wallet projects in all three of our core European geographies, with Paylib in France, Bancontact/Mistercash in Belgium and MasterPass in Germany. The generic platform now also handles Worldline's

Trusted Authentication offering, already active in France and Belgium, and our HCE offering, piloted in France and Germany in early 2015.

RULES & REGULATIONS

European regulatory changes are requiring Worldline to carry out significant modifications to the systems it operates for banks. SEPA (Single Euro Payments Area) is an EU payment integration initiative to simplify Euro bank transfers. Last year saw national standards for credit transfers and direct debits transformed into SEPA standards. Changing regulations coming up in 2015 include the fixing of interchange fees for card-based payment transactions by the European Commission and the Payment Service Directive (PSD2), which regulates access to bank-account information by third parties.

Some of these changes will force banks to rethink their business model and find new ways to differentiate themselves and maximize revenues. To do so, they

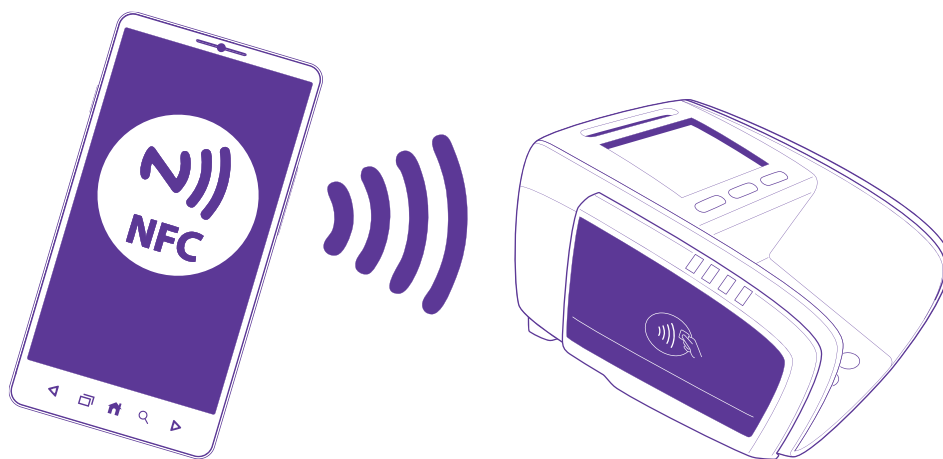
need an innovative, highly responsive partner who can support their business with powerful technology. Worldline benefits from a scale and geographical scope that allows us to bring innovations to multiple geographies at a competitive price, with a shortened time-to-market.

SOFTWARE LICENSING

For companies that want to operate their own payment solution, based on Worldline software, rather than enter into a processing relationship with Worldline, FPL builds and packages solutions that it licenses as a software product - for example those under the title Worldline Pay. This FPL division also sells services/projects to implement those solutions and delivers maintenance services around the solutions. In Software Licensing, we have a strong standing in Germany, Central and Eastern Europe and Asia Pacific. Around 140 businesses and organizations around the world currently use Worldline's licensed solutions •

ROOM TO GROW

FPL sees strong potential for increasing our geographical scope in Europe, including Spain, the Netherlands and Luxemburg, the UK and Ireland, the Nordic countries and Central and Eastern Europe. Worldline is already established in these countries but there is much room for development, especially since existing operators are undergoing changes.



HCE Payment with Worldline YOMANI™

MAJOR R&D PROJECTS

The Industrial Data Analytics (IDA) project is a co-funded R&D program with Siemens centered on the use of “big data” (detecting patterns in very large volumes of data). One desirable result will be the ability to identify new fraud patterns and thus improve fraud prevention. Another area of R&D attention is the Customer Relationship Management (CRM360) project, focused on using payment data from card-linked offers for marketing, enabling banks to use data from payments made by customers to propose targeted offers.

Tenpay: Facilitating microcredit financing



Gavin Du
Deputy Director
of Financing Product, Tenpay

In China, Worldline has designed a customized Internet-based solution for Tencent subsidiary Shenzhen Tenpay Network Finance MicroCredit Co. Limited.

The company provides microcredit, customized personal cash loans, consumption loans and financing products for enterprise supply chains, via the Internet. A credit account management system was needed for its online microcredit business that was simple and allowed flexibility for its wide variety of credit products.

Gavin Du, Deputy Director of Financing Product, Tenpay (a Tencent Company), expressed the company's satisfaction with the Worldline team's solution.

“ They actively analyzed our requirements, discussed potential solutions with us and worked overtime to perform the work on schedule. Worldline is a company willing to explore new domains, including in the area of Internet finance. They provided effective support and constructive suggestions in applying new ideas to traditional financial sector business models. ”





FGDR: a unique tailor-made solution



Fonds de Garantie et des Dépôts et Résolution is a French public-interest body, founded under the aegis of the EU in 1999, that protects customers of failed banks by compensating customers or providing support to the bank. Worldline supplies an IT solution to manage FGDR's customer-compensation requirements. Pierre Dumas, Operations Director at FGDR, explains:



Pierre Dumas
Operations Director, FGDR

What was FGDR's need?

Pierre Dumas: Due to financial crises over the last 10 years, regulations governing depositor compensation have become more stringent, in terms of amounts and time frames. Compelled to adapt its processes and tools, FGDR launched a tender for a solution, addressing it to major players in the banking and insurance IT world. Worldline won the tender for this vast project in 2013, with a proposal to construct from scratch a tailor-made, financially attractive, end-to-end 'Build to Run' solution, to be delivered by a single, dedicated team. Worldline's system had the necessary flexibility to meet FGDR's unusual functional needs and rather exposed the limitations of existing software packages proposed by other companies. The clarity of the proposition led us to anticipate fluidity in terms of exchanges and the management of the project - which proved to be the case.

Was the solution entirely new?

PD: Some proven and tested existing Worldline assets have been used, notably 'SmartData', to provide flexibility and high-volume capacity in the treatment of depositor files, 'Worldline Push' to manage multichannel depositor notifications, the EFS platform to manage bank transfers and relations with our bank and, finally, Worldline's reporting offer. The global solution, nonetheless, is unique and designed especially for FGDR.

What is your impression of the Worldline team?

PD: I've been impressed all along by the team's technical and design competence, close attention to our needs, tireless commitment and professionalism. The Worldline team was highly proactive during specification phases, proposing strong and innovative solutions in terms of processes, functions and ergonomics, and was supple in adjusting its design and development phases to respond to evolutions in the specification. This underlined the stability and flexibility of the solution being put in place.

Did Worldline manage the project to your satisfaction?

PD: Deadlines were met and the high quality of production, at the various stages, impressed us all. In line with the initial planning, by January 2014, we could put the portal in production, allowing banks to deposit customer files for checking by FGDR. By the middle of 2014, a first version had been installed, allowing us to compensate small structures and by February 2015, our industrial system was in production and is now able to compensate high volumes. New European regulations will be forthcoming in 2016 and 2016 and it's with pleasure and confidence that we look forward to further pursuing this project with Worldline ●



Bank of India: a longstanding relationship

Worldline has been a longstanding partner with Bank of India, collaborating on processing of Acquiring, Credit cards, Prepaid cards and management of Debit cards.

“ Bank of India is one of the largest public-sector banks in India, with over 4,500 branches and more than 50 branches overseas. We are now working with Worldline on implementing the real-time online watcher solution, which will monitor over 250 million transactions per year across all acceptance and issuance channels at Bank of India. We treasure this relationship and hope to work together on more innovative offerings in the future, keeping the Bank of India customer needs at the center. ”

V. Vishwanathan

General Manager, Alternate Delivery Channels,
Bank of India





Société Générale: mobile banking at its best



Founded in 1864, Société Générale is a leading French bank with 32 million customers worldwide and almost 150,000 personnel. Pioneering in the areas of Internet and mobile distribution, the bank constantly develops all aspects of its multichannel banking solutions. Société Générale values its ongoing partnership with Worldline in the development of mobile solutions:



Olivier Chedeville

Director of Digital, Customer Experience and Social Networks

Is there a 2014 highlight in your collaboration with Worldline?

Olivier Chedeville: Having launched the first version of the Société Générale mobile-banking application, developed by Worldline, in 2010 and added functionalities regularly since, we introduced our Pass Sécurité service in 2014. Integrated directly into the application, this simple and rapid service for performing transactions via smartphone allows a customer to validate current-account transactions such as the addition of a beneficiary account for a transfer, 3D Secure payment, the use of our Paylib Wallet or "SMS Transfer" service. Security is a pillar of our activity and we appreciated the expertise of a reliable partner who could support us quickly and efficiently.

Why do you choose Worldline for your mobile solutions?

OC: Worldline is highly rigorous and reliable in managing complex projects and can gear up rapidly to respond to the challenges we face - which means we keep to project deadlines. Worldline's trump card is its mastery of high-level security, which is fundamental in the banking sector. This is due to its expert personnel and to in-house technical solutions that it can deploy rapidly for customers. Pass Sécurité is based on one of these solutions.

What is it like to work with Worldline?

OC: In our daily relationship with Worldline, we have the good fortune to collaborate with technical contacts who perfectly understand the issues we deal with. We have had one dedicated Worldline Project Director since the start, in 2010, which inevitably enriches the quality of our exchanges. Over the years, we have found increasingly efficient and flexible ways to work together. Today, if an unforeseen requirement emerges in the course of a project, Worldline integrates it into the process, within the deadline. Having the agility and dynamism of a start-up, in this sense, is a great Worldline asset, not often encountered in large structures. In our rapidly shifting sector, where banks compete to deliver the best innovations, partnership with Worldline is a precious asset for Société Générale. Worldline's teams are constantly tuned in to the digital world and keep us abreast of trends, so we can study the opportunities they may present. Our Worldline contacts proactively encourage creativity and an innovative approach at all levels. This closeness and the fluidity of communication between our teams are vital in our business" ●



**Société Générale's App
named best mobile banking
application worldwide in 2014
awarded the top spot in the
"all-in-one" application category
by research company
MyPrivateBanking Research**



Paylib: streamlining electronic and mobile payment

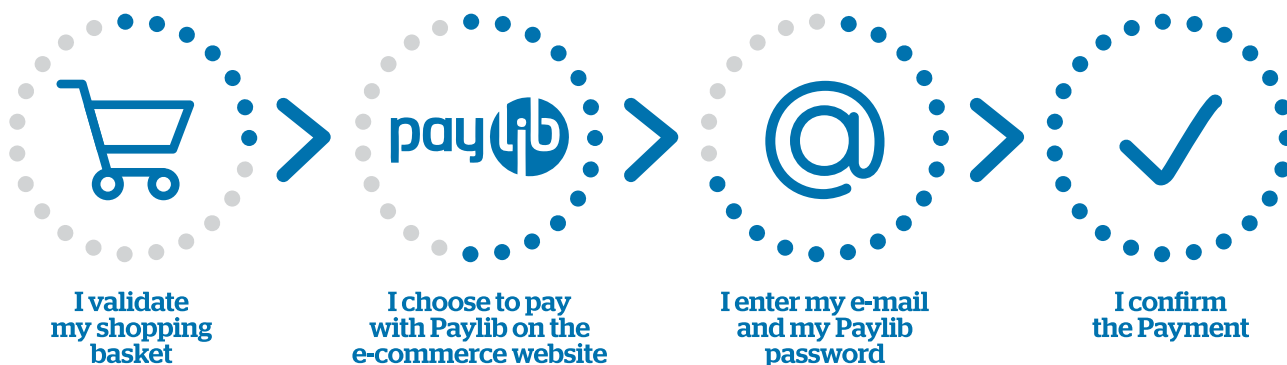


Paylib is a multi-channel e-/m-commerce payment service proposed by French banks BNP Paribas, La Banque Postale and Société Générale.

The service uses Worldline's electronic wallet solution to allow a user to make a bank-card purchase via a computer, tablet or smartphone without the necessity to re-enter information related to the card (card number, expiry date and CVV). A simple personal code and an e-mail address suffice to effect a payment. Easy-to-use, seamless, secure and guaranteeing confidentiality of personal data, Paylib offers, for both user and merchant, a similar level of security to that of face-to-face bank-card payment.

Operated by Worldline, Paylib was designed in collaboration with the operational teams of the three banks in record time. Complex though the project was, in terms of technology, functions and security, it was brought to fruition in only eleven months. The solution benefits from Worldline's solid operational capacities, its expertise in electronic wallet and mobile strong authentication and its capacity to manage large projects. Paylib strikes an optimal compromise between user-experience and security.

Four other banks, Crédit Mutuel Arkéa, LCL, Crédit Agricole and Boursorama, will soon propose Paylib to their clients ●





VISA Europe France: A contactless payment first

In 2014, Worldline contracted to provide a secure and easy-to-use contactless mobile payment solution to Visa Europe.

This solution is based on “Visa Cloud Based Payments” specifications, and uses HCE (Host Card Emulation) technology available for Android 4.4 and later versions, and soon in Windows Phone 10. This innovative offer is being tested as from March 2015 by 4 major French banks.

HCE on-device technology permits a NFC smartphone to perform card emulation on an NFC-enabled (contactless) device without relying on access to a secure element. It allows banks to offer in-store mobile payment applications, the sensitive data being stored not in the phone's SIM card but in a combination of the cloud and mobile software storage. A trusted tokenization system allows contactless payments to be effected without requiring use of the card data during the transaction.

Worldline has developed, supplies and hosts the service (server and mobile application), making both user authentication and validation of a NFC transaction possible. Thanks to its Wallet platform, Worldline also ensures card-data lifecycle management, key management and transaction security, authentication and local storage being secured by its Trusted Authentication solution. The solution is complemented by a token provider developed by Visa Europe thus to achieve a high level of security.

EASE OF USE, CONVENIENCE AND SECURITY

Smartphone payments to merchants can be made at about 400,000 contactless terminals in France and 1.8 million in Europe. To use the solution, the user simply downloads the application, activates the service with a one-time code supplied by the bank and defines a personal code. To make a payment, he or she just holds the smartphone close to the merchant's contactless terminal. Above a certain transaction amount, the personal code must be entered to validate the payment. The user can also set security parameters to secure payment even more. In the case of theft of the device, the mobile-payment application can be immediately blocked without preventing use of the mobile phone and the Visa card linked to the service.

The solution securely stores transaction history on the device and permits several cards to be registered on a single smartphone.

The card to be used for a given payment is either determined by default or specifically selected by the user at the time of effecting a payment.

Through their partnership and joint investment using this technology, Worldline and Visa Europe have achieved a high speed time to market launching of the first applications in France while minimizing the impact on the banks' IT systems. The banks participating in the initiative can either integrate the service into their own mobile banking application or offer a dedicated application.

The service will support and facilitate other secure use cases, such as remote payment, ticketing payment or loyalty programs ●





Shareholders' information

• Information on stock

Number of shares	131,926,588
Sector classification	Information Technology
Main index	CAC AllShares
Other indices	CAC Industrials, CAC Sup. Services
Market	Euronext Paris Segment A
Trading place	Euronext Paris (France)
Tickers	WLN (Euronext)
Code ISIN	FR0011981968
Payability PEA/SRD	Yes/Yes

• Main tickers are:

Source	Tickers	Source	Tickers
Euronext	WLN	Reuters	WLN.PA
AFP	WLN	Thomson	WLN FR
Bloomberg	WLN FP		

Financial calendar

- | May 28, 2015: **Annual General Meeting**
- | July 28, 2015: **First half 2015 Results**

Contacts

Institutional investors, financial analysts and individual shareholders may obtain information from:

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• Free float

The free-float of the Group shares excludes stakes held by the reference shareholder, namely Atos SE holding 70.34% of the share capital. No other reference shareholder has announced its will to maintain a strategic shareholding in the Group's share capital. Stakes owned by the employees and the management are excluded from the free float.

As at December 31, 2014	Number of shares	% of share capital	% of voting rights
Atos SE	92,802,579	70.34%	70.34%
Board of Directors	9	0.00%	0.00%
Employees	159,758	0.12%	0.12%
Public	38,964,242	29.53%	29.53%
Worldline SA: total shares issued	131,926,588	100.00%	100.00%

• Dividend Policy

Subject to approval by the Annual General Meeting of Shareholders, the Group intends to distribute annual dividends representing approximately 25% of its consolidated net income, to the extent compatible with the implementation of the Group's external growth strategy. There is no guarantee of dividends, however. Future dividends will depend on general business conditions and any other factor deemed relevant by the Company's Board of Directors.

During its meeting held on February 17, 2015 and considering the strategic priority given in 2015 to the development of the Company, the Board of Directors decided to propose at the next Annual General Meeting of Shareholders not to distribute any dividend on the 2014 results.

• Worldline's share performance in comparison with indices

Worldline's share price finished the year at €16.00, or -2.4% compared with the IPO price of €16.40, slightly outperforming the French reference index over the June 27 - December 31, 2014 period (CAC 40; -3.7%). Worldline's market capitalization reached €2,111 million at the end of 2014.



To learn more

Worldline 2014 Reports

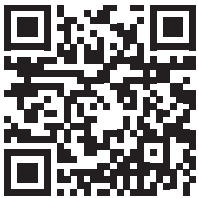


Contact

infoWL@worldline.com

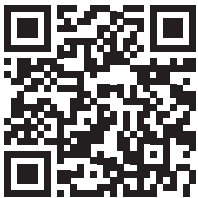
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About Worldline

Worldline [Euronext: WLN] is the European leader in the payments and transactional services industry. Worldline delivers new-generation services, enabling its customers to offer smooth and innovative solutions to the end consumer. Key actor for B2B2C industries, with over 40 years of experience, Worldline supports and contributes to the success of all businesses and administrative services in a perpetually evolving market. Worldline offers a unique and flexible business model built around a global and growing portfolio, thus enabling end-to-end support. Worldline activities are organized around three axes: Merchant Services & Terminals, Mobility & e-Transactional, Financial Processing & Software Licensing. Worldline employs more than 7,300 people worldwide and generated 115 billion euros revenues in 2014.

Worldline is an Atos company.

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