

D.2 Compensation of Company Officers

D.2.1 Compensation policies of the Company Officers for 2024

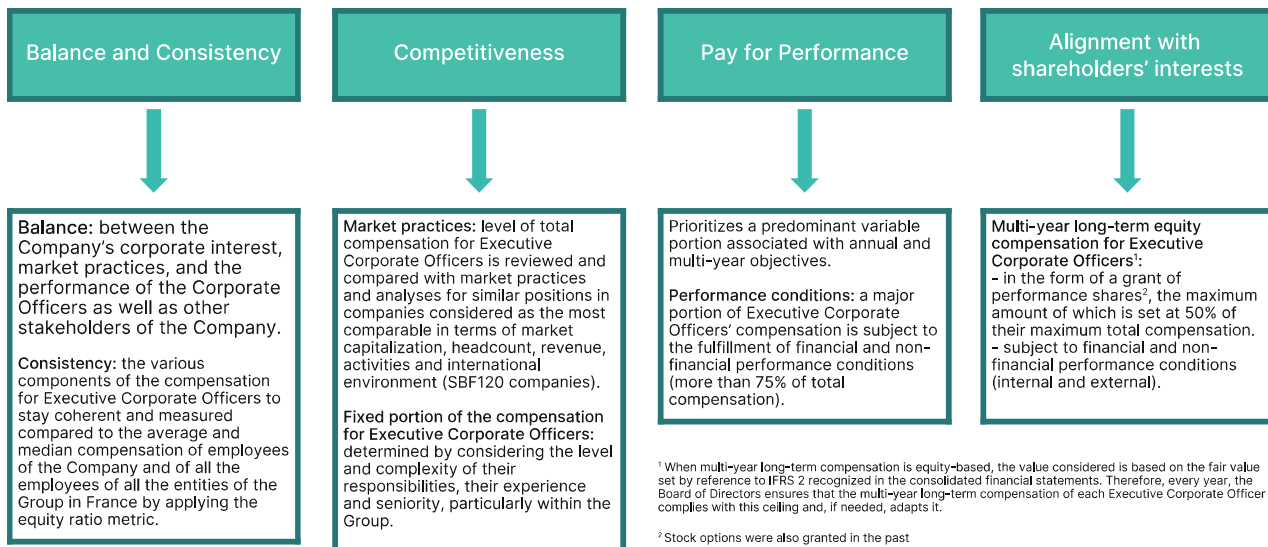
The compensation policies of the Company Officers are established in accordance with the provisions of article L. 22-10-8 of the French Commercial Code. The compensation policies are proposed by the Remuneration Committee and approved by the Board of Directors. It is then submitted to the vote of the Shareholders' General Meeting.

It was approved by the Board of Directors on March 20, 2024 upon a recommendation of the Remuneration Committee.

D.2.1.1 Compensation policies of the, Executive Company Officers

Worldline believes in rewarding all employees, as well as Executive Company Officers, for delivering excellent performance to support the Group in achieving its short-term and long-term strategy. Executive Company Officers refer to the Chief Executive Officer and to the Deputy Chief Executive Officer.

The total compensation policy applicable to each Executive Company Officer is set following the below four key principles:



D.2.1.1.1 General principles

Setting and reviewing of the compensation policies

The compensation policies for the Executive Company Officers are set according to a strict decision-making process of the Board of Directors taken on the recommendations of the Remuneration Committee, which aim, amongst other things, to:

- ensure consistency and balance between the compensation policy applied to the Executive Company Officers and the one applied to the other managers of the Group, in accordance with the Company's corporate interest;
- contribute to the Group's long-term business strategy;
- support the Group's commitment to corporate social responsibility (CSR), in particular in terms of climate;
- ensure that Executive Company Officers' interests are aligned with shareholders' interests.

The compensation policy is revised at least every three years by the Board of Directors, upon the recommendation of the Remuneration Committee and, in all cases, upon renewal of the term of office of each Executive Company Officer. During this review, the Remuneration Committee must take into account the changes in employees' employment and compensation conditions prior to formulating its recommendations and proposals to the Board of Directors.

In case of potential annual evolutions of the fixed and variable compensation, the Board of Directors will make sure that this evolution remains moderated and fulfill the principles exposed in this section D.2.1.1.1. and will explain the underlying reasons.

Implementing the compensation policies

The Board of Directors supervises implementation of the compensation policies in accordance with the resolutions approved by the Shareholders' General Meeting. On the Remuneration Committee's recommendation, the Board of Directors sets the objectives for each performance indicator that forms the basis for Executive Company Officers' variable compensation (annual variable cash compensation and multi-year variable equity compensation). It also defines the elasticity curves that enable a faster increase or decrease in the amount of variable compensation due, according to the progress of the Group's medium term ambition, aligned with the market guidance.

No performance criteria set for the variable compensation requires a qualitative appraisal from the Board of Directors. Indeed, whether they are financial or non-financial, all of those criteria are measurable and their achievement is audited. They are measured according to evaluation method defined in section B.5.7 of this Universal Registration Document.

Adjustments to the application of the compensation policies

The Board of Directors, upon recommendation of the Remuneration Committee, may alter the total compensation policies in exceptional circumstances pursuant to Article L.22-10-8 of the French Commercial Code, for a temporary period and insofar as such a difference is in accordance with the corporate interest of the Company and is necessary to guarantee the sustainability and viability of the Company.

In particular, the Board of Directors, on the recommendation of the Remuneration Committee, may decide to adapt the performance criteria for the annual variable compensation and/or the multi-year equity compensation of the Executive Company Officers and/or for the supplementary pension plan in the event of circumstances that significantly impact achievement of one or more performance criteria.

If such exceptions were to be applied, it will be strictly implemented and limited to exceptional circumstances. Their justification will be communicated, in particular with regard to their alignment with the interests of shareholders.

The caps on annual variable compensation, multi-year equity compensation and the supplementary pension plan may not be increased under any circumstances.

Taking into account the most recent shareholders' votes

The Shareholders' General Meeting of June 8, 2023 approved the eleventh resolution relating to the information specified in Article L.22-10-9 of the French Commercial Code regarding the components of remuneration paid or awarded to corporate officers in respect of the year ended on December 31, 2022 (93.22%).

The same meeting also approved:

- the components making up the total compensation and benefits of any kind paid during the financial year ended on December 31, 2022 or awarded for the same financial year to all Company Officers (93.22% - eleventh resolution), the Chairman of the Board of Directors (99.83% - twelfth resolution), the Chief Executive Officer (89.79% - thirteenth resolution) and the Deputy Chief Executive Officer (90.12% - fourteenth resolution);
- the 2023 compensation policy applicable to the Chairman of the Board of Directors: 99.83% (fifteenth resolution);
- the 2023 compensation policy applicable to the Chief Executive Officer: 91.80% (sixteenth resolution);
- the 2023 compensation policy applicable to the Deputy Chief Executive Officer: 91.75% (seventeenth resolution);
- the 2023 compensation policy applicable to the non-executive Directors: 99.79% (eighteenth resolution).

Management of conflicts of interests

The Company complies with the conditions set out in the AFEP-MEDEF Code relating to the management of conflicts of interests. The Directors' Charter details handling of conflicts of interests (see section D.1 of this Universal Registration Document). With regards to the compensation, the Executive Company Officers which are also Director must not participate in the work of the Remuneration Committee and they must not take part in the Board of Directors' deliberations or vote on decisions related to it.

Application of the compensation policies to newly appointed corporate officers

In the event that the Company appoints any other Executive Company Officer, his/her compensation policy will be set out on the basis of the other Executive Company Officers' compensation policy and according to the above key principles, being specified that his/her compensation may not exceed that of the Chief Executive Officer.

If a new Chairman of the Board of Directors or a new director were to be appointed, then the compensation policy would be in line with that applicable to the Chairman of the Board of Directors and to directors respectively.

If the offices of Chairman and Chief Executive Officer were to be recombined, then the principles, criteria and components of compensation specified in the remuneration policy for the Chief Executive Officer would be adapted by the Board of Directors (acting upon a recommendation from the Remuneration Committee) to take account of the change.

D.2.1.1.2 Compensation policy for the Chief Executive Officer

Components of the 2024 compensation policy applicable to the Chief Executive Officer

Reminder of the principles set in 2023

It is reminded that on the Remuneration Committee's recommendation, the Board of Directors, on February 20,

2023, decided, subject to the approval of the 2023 General Meeting, to increase the Chief Executive Officer's annual compensation as shown in the table below.

Considering the 2023 challenging, inflationary and volatile macro-economic context and upon the proposal of the concerned Executive Company Officers, the Board decided to defer the implementation of the planned increase to January 1, 2024¹.

(in euros)	As of July 1, 2021	As of January 1, 2024
Annual fixed compensation	750,000	950,000
Annual variable target compensation	880,000	950,000
Total annual target cash compensation	1,630,000	1,900,000
Long-term equity compensation (based on IFRS2 valuation)	1,370,000	1,500,000
Total annual target compensation (including long-term equity compensation)	3,000,000	3,400,000

Principles set in 2024

Given the macroeconomics deterioration in some of Group's core geographies and the financial results of the third quarter 2023 as announced on October 25, 2023, with a review of the 2023 objectives, it was decided by the Board of Directors, upon the recommendation of the Remuneration Committee, at the initiative of the Chief Executive Officer, not

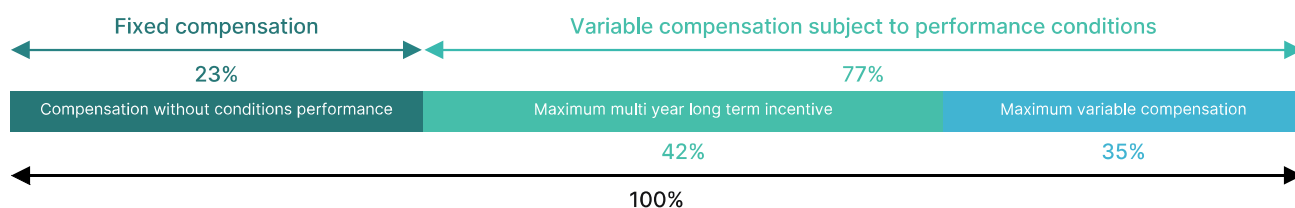
to apply the increase in his fixed and variable remuneration with effect from 1 January 2024, as decided in 2023 by the Board of Directors and the General Meeting.

As a consequence, the compensation structure of the Chief Executive Officer remains identical to the one applicable as of July 1, 2021 and is as follows:

(in euros)	As of July 1, 2021 Remains applicable in 2024
Annual fixed compensation	750,000
Annual variable target compensation	880,000
Total annual target cash compensation	1,630,000
Long-term equity compensation (based on IFRS2 valuation)	1,370,000
Total annual target compensation (including long-term equity compensation)	3,000,000

Structure of the compensation

As stated above, the structure of the Chief Executive Officer's compensation for 2024 remains unchanged since July 1, 2021 and is as follows:



Fixed compensation in 2024

The annual fixed compensation of the Chief Executive Officer rewards the responsibilities linked to these duties. It is determined by taking into account the scope and the complexity of these roles and responsibilities (in particular the Group's size and presence on the SBF 120), the office holder's experience, career path, length of service within the Group and expertise, as well as market practices for identical or similar positions (external competitiveness) and changes in employees' compensation.

As stated above, the Chief Executive Officer's fixed annual compensation remains set at € 750,000 gross (unchanged since July 1, 2021).

Annual variable compensation in 2024

The aim of the annual variable compensation is to incentivize the Chief Executive Officer to meet the annual performance objectives set for him by the Board of Directors on the Remuneration Committee's proposal, in close alignment with the Group's ambitions as presented to shareholders.

¹ More information on the context and methodology can be found under Section D.2.1.1.2 of the 2022 Universal Registration Document.

The target level of variable annual compensation is expressed as a percentage of fixed annual compensation¹.

As stated above, the Chief Executive Officer's annual variable compensation, subject to performance conditions, remains set at € 880,000 gross (unchanged since July 1st, 2021), representing 117% of his fixed annual compensation. The maximum amount of variable compensation of 130% is kept.

The variable compensation may be paid in cash and/or in shares.

The variable compensation is a conditional compensation based on clear and demanding operating performance criteria related to quantitative and financial objectives which are set annually by the Board of Directors.

In order to align with market practices of SBF 120 companies as well as to ensure more readable targets aligned with the full year objectives communicated to the market, the setting of the objectives, definition of the elasticity curve that enables a faster increase or decrease in the amount of variable compensation due according to the level of achievement of these objectives, and the resulting review, contrary to the previous years, will occur on an annual basis as of January 1, 2024 (and no longer on a semestrial basis).

The annual financial objectives are set based on the budget approved by the Board of Directors at the start of the year, in line with the market guidance. The objectives relating to the external combined performance criterion linked to corporate social responsibility are also set at the latest by the Board of Directors at the start of the year.

The selection and weighting of the performance criteria may be reviewed every year. The financial and extra-financial performance indicators, their objectives and their weighting are strictly identical for the Chief Executive Officer and the Deputy Chief Executive Officer.

For each performance indicator, the Board of Directors sets:

- A target objective in-line with the budget, which requires 100% attainment to receive the target variable compensation linked to this indicator;
- A floor which defines the threshold below which no variable compensation for that indicator is due;
- A ceiling which reflects an outperformance of the objectives set, which has been set at 130% of its target amount; and
- An elasticity curve that enables a faster increase or decrease in the amount of variable compensation due according to the progress made on the strategic plan.

Any annual variable compensation paid by the Company can be reclaimed or reduced by the latter when (i) it has been granted on incorrect information concerning the realization of certain objectives and achievements having led to a restatement of the financial results; (ii) the beneficiary did not adhere to the standards regarding the adoption of proper behavior; (iii) the beneficiary was found guilty by a final Court decision and responsible for conduct/behavior that resulted

in a decrease in the financial position of the Company. No variable compensation will be paid if the Executive Company Officer in question is dismissed for gross negligence or misconduct.

Considering the current macro-economic context, the launch of Power24 as well as the decision to move to an annual scheme as of 2024, the Board of Directors decided on February 27, 2024, on the recommendation of the Remuneration Committee, to review the part of the financial indicators relating to the annual variable compensation but also to re-balance the weightings of such KPIs by focusing on the cash delivery and increasing the weight of the Free Cash Flow while keeping the Margin (EBITDA) and Revenue at the same levels. This adjustment enables the alignment with market practice while ensuring the reliability of the evaluation and the ongoing assessment of the financial performance of the Executive Company Officers.

Internal Performance Conditions

- **Group Worldline Free Cash Flow** – as a condition for **35%** of the total payout;
- **Group Worldline Earnings before interest, taxes, depreciation and amortization (EBITDA)²** – as a condition for **27.5%** of the total payout;
- **Group Worldline Revenue Growth** – as a condition for **27.5%** of the total payout.

These criteria reflect the Group's overall performance in terms of growth, profitability and cash position, in line with the budget, which in turn is in line with the Group's objectives announced to the market.

Combined performance condition relating to Corporate Social Responsibility ("CSR")

To support the ambitions and objectives developed in view of Trust 2025 and to better align with market practices, the short-term variable compensation of the Chief Executive Officer also includes a combined external performance criterion including some of the indicators that are an integral part of the Group's CSR program, Trust 2025 (since the second semester of 2022) – as a condition for 10% of the total payout.

The Board of Directors, on the recommendation of the Remuneration Committee, decided on February 27, 2024 to reconduct in 2024 the 2023 combined external performance criterion while reviewing it slightly as follows:

- Seen the exceptional circumstances (macroeconomic context and difficulties encountered by the Group) for the year 2024, the weighting of the external performance criterion has been decreased from 20% to 10% on an annual basis;
- An elasticity curve has been defined per indicator in order to ensure a better alignment with market practices and a better assessment of the CSR performance, each of the indicator having an equal weight in the overall combined CSR criterion.

¹ If the Executive Company Officer leaves the Group during the financial year, the amount of the variable portion of their compensation will be determined pro rata to their presence during the year concerned.

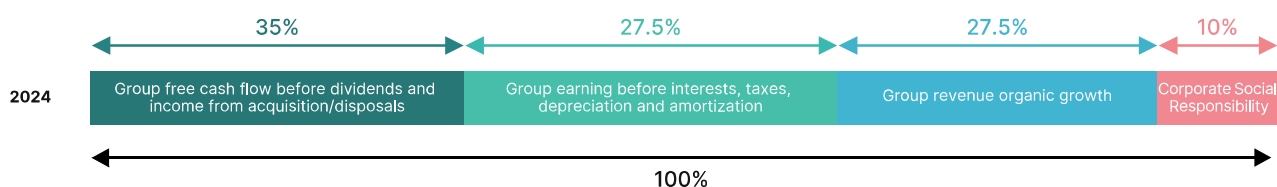
² To replace Group Worldline Adjusted EBITDA.

The external combined performance criteria for 2024 breaks down as follows:

Fields	Indicators
Platforms secured & available	Quality score
	1. Contracts' services availability & response
	2. Platforms' services availability & response
	3. Percentage of data subject' request answered in time and in compliance with Worldline privacy policy
Customer experience & innovation	4. Percentage of ISO 27001 certified sites according to the security policy
	5. Net promoter score
Talent Attraction & Retention/People Diversity	6. Sustainable offer revenue (in millions of euros)
	7. Average number of training hours per employees per year
Sustainable procurement/ Ethics & Compliance	8. Percentage of disabled workforce in the countries imposing legal requirements
	9. Percentage of suppliers evaluated by EcoVadis with a score below 45 having an action plan to solve critical findings identified
	10. Percentage of total expenses assessed by EcoVadis out of strategic suppliers expenses
Climate change	11. Percentage of alerts investigated and related actions plan defined within two months
	12. Percentage of CO ₂ emissions offset for scopes 1, 2, 3a

Three indicators that are part of the Trust 2025 program (*i.e.* overall employee satisfaction as measured by the Trust Index of the Great Place to Work[®] survey, the percentage of women in management positions and the reduction of eqCO₂ emissions) have not been integrated into the combined external CSR performance criteria for short-term variable compensation, as they are in fact already integrated into the combined external CSR performance criterion for the multi-year equity variable compensation for the financial year 2024 (as indicated below).

During its meeting of February 27, 2024, the Board of Directors, upon recommendation of the Remuneration Committee and the Social and Environmental Responsibility Committee, decided that the weighting of the financial and CSR indicators will apply as follows for 2024:



Performance level

During its meeting of February 27, 2024, the Board of Directors, on the Remuneration Committee's recommendation, defined the annual elasticity curves for each indicator as follows:

Indicator measurement		Achievement levels	% payout
Internal Financial Performance Conditions	<i>Group Free Cash Flow (FCF) before dividends and income from acquisitions/disposals</i>	Floor: 96% of Target	50%
		Target	100%
		Cap: 104% of Target	130%
	<i>Group Earnings Before Interests, Taxes, Depreciation and Amortization (EBITDA)</i>	Floor: 97% of Target	50%
		Target	100%
		Cap: 103% of Target	130%
	<i>Group Revenue Organic Growth</i>	Floor: Target -1%	50%
		Target	100%
		Cap: Target +1%	130%
Non-financial CSR performance condition	<i>Corporate Social Responsibility</i>	Floor: at least the 2023 actuals	70%
		Target	100%
		Cap: at least 2025 target as per Trust 2025	130%

The expected threshold and level of achievement of the financial criteria as well and the combined criterion relating to CSR selected to set out the variable annual compensation are economically sensitive, strategic information that cannot be publicly disclosed. However, at the end of the performance assessment period, Worldline will report on the level of performance achieved for each of the criteria.

The objectives indicated have been set at constant consolidation scope and exchange rates. Consequently, the Board of Directors may make adjustments to neutralize the consequences of any events such as changes in scope, accounting method or currency effects.

Procedure for payment of variable compensation:

In accordance with the provisions of Articles L. 22-10-8 and L. 22-10-9 of the French Commercial Code, the 2024 variable compensation will be paid after approval by the Shareholders' General Meeting to be held in 2025 to approve the 2024 financial statements.

Multi-year variable compensation in 2024

The Chief Executive Officer's total compensation is fully aligned with the shareholders' interests as described above. As such, the Group is strongly committed to associating its employees with the long-term performance and financial results of the Group, notably through long-term incentive (LTI) plans. Beneficiaries of these LTI plans are mainly the Group's top managers, key resources, experts and some juniors, as well as the Executive Company Officers.

With respect to Executive Company Officers, multi-year equity compensation is particularly appropriate given the level of responsibility of these functions and their ability to contribute directly to the Group's long-term performance in a way that is aligned with shareholders' interests.

As of 2024, this multi-year compensation takes the form of a performance shares grant only. The mechanisms used do not guarantee a grant or a minimum gain for beneficiaries.

Amount of equity compensation

A proposal will be made to the Shareholders' General Meeting to be held in 2024 to cap the total envelope allocated to Executive Company Officers at 0.066% of the Company's share capital as of the date of the 2024 Shareholders' General Meeting for granting performance shares (of which 0.055% for the multi-year variable compensation in 2024 and of which 0.011% for the conversion of the 2023 annual variable compensation into performance shares subject to a vesting period of two years and a performance condition relating to the evolution of the Worldline's share price as described in Section D.2.2.1 of this Universal Registration Document).

The Chief Executive Officer's equity compensation remains set at a maximum amount of € 1,370,000 (unchanged since 2021), assuming the underlying performance conditions are fully met, granted through performance shares only. This represents 42% of the total value of the Chief Executive Officer's compensation (fair value in accordance with IFRS 2 recognized in the Company's consolidated financial statements).

With regard to Executive Company Officers, in order to avoid any windfall effects that might result from the volatility of the share price, the Board of Directors will limit the number of performance shares to be granted considering the fair value (in accordance with IFRS 2) based on the highest of:

- (i) the average closing Worldline share prices over the three months preceding the grant ; and
- (ii) the closing price of the Worldline share on the grant date; and
- (iii) a low limit set at € 22.5.

in compliance in any case with the above-mentioned ceilings in euros and percentage of share capital.

Conditions for vesting of performance shares

Continued employment

Subject to certain exceptions provided for in the plan (such as death or disability), the vesting of performance shares by the Chief Executive Officer are subject to him maintaining his status as a Company Officer for the entire vesting period.

A rule of proration of the acquisition of the performance shares not yet definitively vested at the date of retirement of an Executive Company Officer is introduced for the plans granted as from 2022. This rule foresees a reduction of the number of performance shares not yet definitively vested based on the prorate of the number of complete months of effective presence of the Executive Company Officer in the Group during the vesting period of the concerned plans.

Performance conditions

The vesting of performance shares is subject to the achievement of internal financial and internal and external non-financial performance conditions measured over a period of three financial years. These conditions take into account proxies' and investors' comments on previous plans and their future expectations regarding the Executive Company Officers' compensation policy. These objectives have been defined by the Board of Directors on the Remuneration Committee's recommendation to support the Group in achieving its short-term and long-term strategy. The performance indicators are defined in line with the key success factors for the Group's strategy and include corporate social responsibility (CSR) indicators as well as a KPI relating to the Worldline share price evolution as from 2024, to better align the design of the performance shares plan with the shareholders' interests.

Considering the current macroeconomic context and the highest focus on cash delivery and profitability, the launch of Power24 as well as the introduction of an indicator linked to the Worldline share price as of 2024, the Board of Directors decided on February 27, 2024, on the recommendation of the Remuneration Committee, to re-balance the weighing of the Performance Conditions as per below.

Internal Performance Conditions

The vesting of all or part of the performance shares shall be subject to the achievement over a three-year period of the following three internal performance indicators directly connected to key success factors for the achievement of the Group's strategy and ambitions as regularly disclosed to the shareholders:

- Average Group Free Cash Flow (FCF) before dividends and income from acquisitions/disposals over three years – as a condition for **25%** of the total vesting;
- Average rate of Group Earnings before interests, taxes, depreciation and amortization (EBITDA) over three years – as a condition for **22.5%** of the total vesting;
- Average of the Group Revenue Organic Growth rates over three years – as a condition for **22.5%** of the total vesting.

The target achievement levels will be in line with the Worldline market guidance and medium term ambition for end-2026.

Share Price Performance condition

As of 2024, in order to take into account proxies' and investors' expectations as well as market practices in SBF 120 companies, a performance condition relating to the Worldline share price evolution has been introduced by the Board of Directors on March 20, 2024, upon the Remuneration Committee's recommendation:

- Evolution of the Worldline share price over three years – as a condition for **15%** of the total vesting

Seen the current context of Worldline and sudden share price drop following the Q3 2023 financial results announcement and the gap of recovery expected from our investors, and considering it is the first introduction of a share price KPI in such performance shares plan, the Board of Directors, on recommendation of the Remuneration Committee, decided it would not be appropriate to consider a relative share price evolution versus SBF 120 or a panel that would be difficult to select.

The selected share price criterion is therefore linked to the Worldline share price evolution to accurately reflect the intrinsic value of Worldline in the market, comparing the three months average opening share prices preceding 31 December 2026 to the three months average opening share prices preceding the grant date in 2024.

The target achievement level is set to reflect a challenging evolution and recovery of the Worldline share price by the end of 2026.

Combined performance condition relating to Corporate Social Responsibility ("CSR")

In addition to the financial and share price performance indicators described above, the vesting of some or all of the performance shares will also be subject to the achievement of a CSR performance condition, defined as a combination of several criteria.

On the Remuneration Committee's recommendation, the Board of Directors decided on February 27, 2024 to combine CSR criteria related to the environmental commitment, which is part of the Group's strategy, with criteria focused on "people" engagement and gender diversity as part of the Trust 2025 CSR plan (see section A for additional information on the Group's CSR policy) – as a condition for **15%** of the total vesting:

- (i) CO₂ emissions reduction in scopes 1 and 2¹ as part of the "Science Based Target initiative" (SBTi) initiative, conditioning **7.5%** of the total vesting;
- (ii) external and internal non-financial criteria relating to employee satisfaction and diversity, conditioning for **7.5%** of the total vesting, aiming at measuring the improvement of the employee's engagement and the improvement of the women's percentage in the management.

Each of the CSR indicators will be measured at the end of the three-year period.

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

Performance indicator measurement

On February 27, 2024, upon the Remuneration Committee's recommendation, the Board of Directors defined an elasticity curve for each indicator as follows:

Indicator measurement		Achievement levels	% vested
Internal Financial Performance Conditions 70%	<i>Group Free Cash Flow (FCF) before dividends and income from acquisitions/disposals</i>	Floor: Target -2.5%	50%
		Target	100%
	Average Group FCF over three years (2024-2026) ("A")	Cap: Target +2.5%	130%
	<i>Group Earnings before Interests, Taxes, Depreciation and Amortization (EBITDA)</i>	Floor: Target -2%	50%
		Target	100%
Average of the Group EBITDA rate over three years (2024-2026) ("B")	Cap: Target +2%	130%	
<i>Group Revenue Organic Growth rates</i>	Floor: Target -2.5%	50%	
	Target	100%	
	Cap: Target +2.5%	130%	
Share Price Performance Condition 15%	<i>Evolution of the Worldline Share Price</i>	Floor: Target - 50%	50%
		Target	100%
	Average evolution of Worldline share price over three years (2024 - 2026) ("D")	Cap: Target + 50%	200%
Non-financial CSR performance condition 15%	CO ₂ emissions reduction, expressed in tons of CO ₂ (scopes 1 & 2 SBTi) Score obtained at the end of the period concerned (in 2026) ("E1")	Floor: 115% of Target	50%
		Target	100%
		Cap: 85% of Target	130%
	<i>Employee satisfaction and Diversity score</i>	Floor: Target -3.6pts	50%
		Target	100%
Score obtained at the end of the period concerned (in 2026) ("E2")	Cap: Target +3.6pts	130%	

$$A * 25\% + B * 22.5\% + C * 22.5\% + D * 15\% + [E1 * 7.5\% + E2 * 7.5\%] = \text{average vesting rate}$$

(it being specified that the average vesting rate may not exceed 100%)

On February 27, 2024, upon the Remuneration Committee's recommendation, the Board of Directors reconducted the principle, applied since 2021, of the tightening of the vesting conditions by further penalizing any failure to meet an objective. Depending on the achievement of internal and external conditions, as described above, the average vesting rate is capped at 100% even in the case of outperformance, with the understanding that:

- (i) if the acquisition rate for one of the internal financial performance conditions is nil; or
- (ii) if the acquisition rate for the share price performance condition is nil; or
- (iii) if the acquisition rate of the non-financial performance condition relating to Corporate Social Responsibility is nil;

the maximum vesting amount would be capped at 90%.

The targets for the financial, share price performance and CSR conditions will be defined by the Board of Directors, upon recommendation of the Remuneration Committee, at the latest on the date of grant of the 2024 long term equity-based incentive plan foreseen shortly after the Shareholders' General Meeting to be held in 2024. Such targets will be challenging and in line with the market guidance and the strategic plan communicated to the market, including the Trust 2025 program.

The target values will be set by the Board of Directors on recommendation of the Remuneration Committee at constant consolidation scope and exchange rate. The Board of Directors may make adjustments to neutralize the consequences of any events such as changes in scope, accounting method or currency effects.

At the end of the performance assessment period, the Company will report on the level of satisfaction for each criterion.

Grant date and vesting date of performance shares

The grant date will have to occur after the Shareholders' General Meeting to be held in 2024.

The performance shares granted will vest at the end of a three year period that begins when they are granted, subject to fulfillment of the vesting conditions (performance conditions and continued employment) in accordance with the plan rules.

- Limitations on the ability to sell performance shares

The vested performance shares will not be subject to a holding period and will be immediately available for sale by their beneficiaries, subject to the "black-out periods" set by the Company in the Guide for the Prevention of Insider Trading, to the possible possession of inside information, and to applicable laws.

- Rules regarding the holding of shares that have vested or shares issued from exercise of stock options granted in the past

Executive Company Officers must keep, in registered form, at least 5% of the shares issued from exercise of the stock options and 15% of vested shares until the end of their term as Executive Company Officer, as decided by the Board of Directors of February 20, 2023 upon recommendation of the Remuneration Committee, in line with past decision.

Exceptional compensation

The Chief Executive Officer does not receive any exceptional compensation.

Compensation allocated as Director

The Chief Executive Officer does not receive any compensation as Director.

Defined benefit supplementary pension plan

On the Remuneration Committee's recommendation and as part of Worldline's alignment of its supplementary pension plan with the *Loi Pacte* (Pacte Law) adopted by the French National Assembly on May 22, 2019 (article L. 137-11-2 of the French Social Security Code) and executed by the Order of July 3, 2019 on corporate supplementary pension plans, the Board of Directors decided on February 18, 2020 to implement a new supplementary pension plan from January 1, 2020. This new supplementary pension plan is reserved for Worldline Executive Committee (Excom) members with a minimum of five years' seniority within the Excom, for Worldline employees or Company Officers, and whose annual fixed compensation exceeds 15 times the French annual social security ceiling for 2020. On February 23, 2021, the Board of Directors, on the Remuneration Committee's recommendation, amended the eligibility conditions for the supplementary pension plan by lowering the seniority condition from five years to three years to align with the new legal environment. This new plan replaces the 2019 Supplementary Pension Plan which is closed to new members and for which rights were frozen at December 31, 2019.

Gilles Grapinet meets the eligibility conditions for this pension plan, in force within Worldline Group since January 1, 2020 as a replacement for the 2019 Supplementary Pension Plan.

This plan in force since 2020, together with his accumulated rights built up under the 2019 Supplementary Pension Plan frozen on December 31, 2019, should allow Gilles Grapinet to earn pension rights at retirement age corresponding to an annuity that should not exceed € 291,000, within the limits of the achievement of the performance conditions set annually. Due to the fact that the annual performance conditions set for 2021 and 2023 were not achieved at 100% (see section G.3.2.3 of the 2021 URD for 2021 and section D.2.2.1 below for 2023), the maximum annuity at retirement age should not exceed € 281,851.

The vesting of Gilles Grapinet's pension rights is based on an annual contribution rate of 0.81% from 2024.

For 2024, the Board of Directors decided to use the performance conditions mentioned here below to approve the annual grant of the pension entitlement under the plan established on January 1, 2020. These performance conditions are in line with the key success factors for the achievement of the Group's ambitions and its environmental commitment fully embedded in its strategy. Considering the current macroeconomic context, the launch of Power24 as well as the 2024 revised structure of the annual variable cash compensation, the Board of Directors decided on February 27, 2024, on the recommendation of the Remuneration Committee, to rebalance the weightings of the financial KPIs by focusing on the delivery of the cash and therefore increasing the weight of the Free Cash Flow, while putting the Margin (EBITDA) and Revenue at the same levels and slightly decreasing the weight of the CSR criterion.

- **Group Free Cash Flow** in line with 2024 market guidance – counting for 35% in the validation of the pension annuity;
- **Group Earnings Before Interests, Taxes, Depreciation and Amortization (EBITDA)** in line with 2024 market guidance – counting for 27.5% in the validation of the pension annuity;
- **Group Revenue Organic Growth** in line with 2024 market guidance – counting for 27.5% in the validation of the pension annuity;
- **The combined external performance criterion regarding CSR** as defined for the 2024 annual variable compensation of the Executive Company Officers – counting for 10% in the validation of the pension annuity.

The validation of the rights for one year is limited to a total of 100%.

The curves applicable to each financial performance indicator and to the combined external performance criterion are those used in the annual cash variable compensation of the Executive Company Officers for 2024 (see above).

The target values have been set at constant consolidation scope and exchange rates. Consequently, the Board of Directors may make adjustments to neutralize the consequences of any events such as changes in scope of consolidation, accounting method or currency effects.

Compensatory allowance for forced departure

On February 18, 2019, the Board of Directors decided that in case of Gilles Grapinet's forced departure, there would be no impact on the amount of his supplementary pension plan.

However, it would result in the loss of pension rights that he had previously validated, through performance conditions, in the Atos supplementary pension plan during his ten years within the Atos group. For the 40 quarters validated within the Atos group on December 31, 2018, only 12.44 were recognized by Worldline SA to the same date, corresponding to 12.67 quarters on February 1, 2019.

Therefore, the Board of Directors decided to implement, to the benefit of Gilles Grapinet, a compensatory allowance in the event of forced departure, provided he does not engage in any other professional activity.

The amount of this compensatory allowance is equal to the difference between the net amounts (after payment of the social security contributions) of:

- The pension due to Gilles Grapinet on December 31, 2018 pursuant to the supplementary pension plan acquired at Atos SE and Atos International (*i.e.* € 291,000 gross); and
- The pension received by Gilles Grapinet pursuant to the supplementary pension plan in force within Worldline SA.

At the Board of Directors' discretion, this allowance will take the form of a lump sum allowance or a life annuity that will not be subject to the provisions of article L. 137-11 of the Social Security Code.

The benefit of this allowance is conditional upon the achievement of performance conditions, as set by the Board of Directors in the strategic plans, for at least two-thirds of the period during which Gilles Grapinet is Chief Executive Officer of Worldline (since 2014¹).

No compensatory allowance will be paid to Gilles Grapinet in the event of resignation. Gilles Grapinet will also not benefit from this allowance if he voluntarily leaves Worldline to claim his pension rights. In case of a departure before retirement age, Gilles Grapinet will benefit from this allowance only in case he would not resume any professional activities until he can benefit from his retirement rights. The allowance is still due in case of departure due to 2nd or 3rd category invalidity or in the event of death.

This compensatory allowance was approved by the Shareholders' General Meeting held on April 30, 2019. The renewal of the compensatory allowance was approved every year since then.

This compensatory allowance may only be paid after the Board of Directors has validated the fulfillment of the applicable performance conditions.

Total rights as per (i) the Supplementary Pension Plan frozen on December 31, 2019 (French Social Security Code, article L. 137-11), including any increase in his reference compensation, (ii) the new defined benefit supplementary pension plan (French Social Security Code, article L. 137-11-2) set up on January 1, 2020, and (iii) the compensatory allowance in case of forced departure before retirement cannot exceed a gross annuity of € 291,000.

Fringe benefits

The Chief Executive Officer will continue to benefit from a company vehicle with driver, which can be used for private purposes.

The Chief Executive Officer will also benefit from an annual medical check-up and an investment advisor.

Other compensation components

In accordance with the approval granted by the Shareholders' General Meeting of April 30, 2019, the Chief Executive Officer is entitled to the healthcare (in-patient and out-patient benefits as well as dental and vision coverage), incapacity, disability and death plans as well as to the foreign business travel assistance (covering medical expenses outside the country of residence) in force within Worldline.

The insurance policies relating to those plans are subject to the rules and laws applicable.

The Board of Directors has the authority to revoke the plans applicable to the Chief Executive Officer.

¹ The performance conditions applicable to the 2014-2018 period are set in appendix of the Atos pension plan rules during the period concerned (detailed in the Atos Reference Document for the concerned period). Regarding 2019, the Board of Directors decided on February 18, 2019, on the Remuneration Committee's recommendation, to apply the performance conditions as defined in the stock option plan rules of July 24, 2019 (see section G.3.2.3 of the 2019 Universal Registration Document). For 2020, refer to section G.3.2.2 of the 2020 Universal Registration Document. For 2021, refer to the section G.3.2.3 of the 2021 Universal Registration Document. For 2022, refer to the section D.2.2.1 of the 2022 Universal Registration Document. For 2023, refer to the section D.2.2.1 of the 2023 Universal Registration Document. For 2024, refer to paragraphs above.

D.2.1.1.3 Compensation policy for the Deputy Chief Executive Officer

D.2.1.1.3.1. Components of the 2024 compensation policy applicable to the Deputy Chief Executive Officer

Suspension of his employment contract

In accordance with article 24 of the Company's bylaws, based on a proposal from the Chief Executive Officer and upon recommendation of the Nomination Committee, the Board of Directors decided on July 21, 2018 to appoint Marc-Henri Desportes as Deputy Chief Executive Officer effective August 1, 2018.

As a result of his appointment, the permanent employment contract entered into between Marc-Henri Desportes and Worldline on June 1, 2014 was suspended as of August 1, 2018 for the duration of his duties as Deputy Chief Executive Officer. This suspension was formalized in an employment contract suspension agreement authorized by the Board of Directors on July 21, 2018 and approved by the Shareholders' General Meeting on April 30, 2019 under the provisions of article L. 225-38 of the French Commercial Code. The main provisions of this agreement are as follows:

- the suspension will last for his term of his office as an Executive Company Officer;
- his employment contract does not end when his duties as Executive Company Officer end. At the end of his term of office as an Executive Company Officer, the Deputy Chief Executive Officer will return to his duties or equivalent duties within the Worldline Group. These duties will correspond to his skills and experience acquired since he was hired on August 1, 2009, including those acquired during the employment contract suspension period;
- he will continue to acquire seniority during his term of office as an Executive Company Officer;
- the time-saving account is suspended during the employment contract suspension period (however, this benefit is maintained during the employment contract suspension period).

The employment contract will take effect again at the end of Marc-Henri Desportes' term of office. When the contract comes back into force, Marc-Henri Desportes will receive compensation appropriate to his new position, taking into account the seniority he will have earned as described above. His annual fixed compensation will be equal to at least € 350,000 and his annual variable compensation will be equal to at least € 350,000, with the payment capped at 130% in case of outperformance and with no minimum payment.

The other individual and collective benefits to which Marc-Henri Desportes was entitled as an employee at the time his employment contract was suspended will resume again under the terms and conditions applicable at the time the employment contract restarts.

The suspended employment contract does not provide for any exceptional bonus payment at the time of departure.

The contract may be terminated in accordance with the provisions of labor law (resignation, breach of contract or dismissal) while respecting the periods of notice and indemnities governed by the provisions of the French Labor Code and the applicable collective agreements.

Reminder of principles set in 2023

It is reminded that on the Remuneration Committee's recommendation, the Board, on February 20, 2023 decided, subject to the approval of the 2023 General Meeting, to increase the Deputy Chief Executive Officer's annual compensation as shown in the table below.

Considering the 2023 challenging, inflationary and volatile macro-economic context and upon the proposal of the concerned Executive Company Officers, the Board decided to defer the implementation of the planned increase to January 1, 2024¹.

<i>(in euros)</i>	As of July 1, 2021	As of January 1, 2024
Annual fixed compensation	440,000	570,000
Annual variable target compensation	440,000	570,000
Total annual target cash compensation	880,000	1,140,000
Long-term equity compensation (based on IFRS2 valuation)	810,000	880,000
Total annual target compensation (including long-term equity compensation)	1,690,000	2,020,000

¹ More information on the context and methodology can be found under Section D.2.1.1.3 of the 2022 Universal Registration Document.

Principles set in 2024

Given the macroeconomics deterioration in some of Group's core geographies and the financial results of the third quarter 2023 as announced on October 25, 2023, with a review of the 2023 objectives, it was decided by the Board of Directors, upon the recommendation of the Remuneration Committee, at the initiative of the Deputy Chief Executive

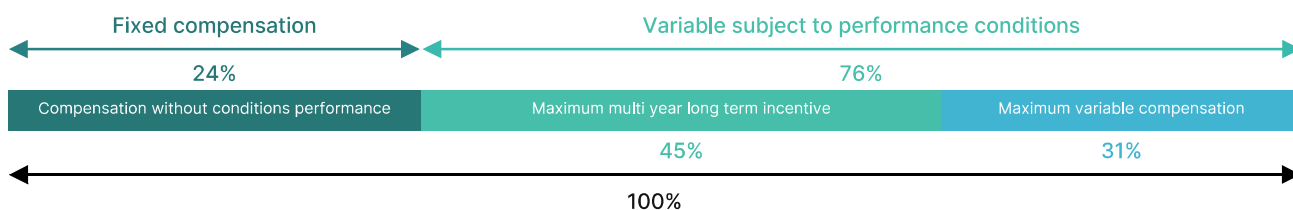
Officer, not to apply the increase in his fixed and variable remuneration with effect from 1 January 2024, as decided in 2023 by the Board of Directors and the General Meeting.

As a consequence, the compensation structure of the Deputy Chief Executive Officer remains identical to the one applicable as of July 1st, 2021 and is as follows:

(in euros)	As of July 1, 2021 Remains applicable in 2024
Annual fixed compensation	440,000
Annual variable target compensation	440,000
Total annual target cash compensation	880,000
Long-term equity compensation (based on IFRS2 valuation)	810,000
Total annual target compensation (including long-term equity compensation)	1,690,000

Structure of the compensation

As stated above, the structure of the Chief Executive Officer's compensation for 2024 remains unchanged since July 1st, 2021 and is as follows:



Fixed compensation 2024

The annual fixed compensation of the Deputy Chief Executive Officer rewards the responsibilities linked to these duties. It is determined by taking into account the scope and the complexity of these roles and responsibilities (in particular the Group's size and presence on the SBF 120), the office holder's experience, career path, length of service within the Group and expertise, as well as market practices for identical or similar positions (external competitiveness) and changes in employees' compensation.

As stated above, the Deputy Chief Executive Officer's fixed annual compensation remains set at € 440,000 gross (unchanged since July 1st, 2021).

Annual variable compensation 2024

The aim of the annual variable compensation is to incentivize the Deputy Chief Executive Officer to meet the annual performance objectives set for him by the Board of Directors on the Remuneration Committee's proposal, in close alignment with the Group's ambitions as presented to shareholders.

The target level of variable annual compensation is expressed as a percentage of fixed annual compensation¹. As stated above, the Deputy Chief Executive Officer's annual variable compensation, subject to performance conditions, remains set at € 440,000 gross (unchanged since July 1, 2021), representing 100% of his fixed annual compensation. The maximum amount of variable compensation of 130% is kept.

The variable compensation may be paid in cash and/or in shares.

In addition, it follows the same conditions and principles as those applicable to the Chief Executive Officer, as described above in paragraph D.2.1.1.2.

Multi-year variable equity compensation 2024

As stated above, the multi-year variable equity compensation of the Deputy Chief Executive Officer remains set at a maximum amount of € 810,000 (unchanged since 2021) (assuming the underlying performance conditions are fully met), granted through performance shares only as from 2024. This represents 45% of the total value of the Deputy Chief Executive Officer's compensation (fair value in accordance with IFRS 2 recognized in the Company's consolidated financial statements).

The multi-year long-term compensation of the Deputy Chief Executive Officer follows the same principles and conditions as those applicable to the Chief Executive Officer, as described above in paragraph D.2.1.1.2.

Exceptional compensation

The Deputy Chief Executive Officer does not receive any exceptional compensation.

¹ If the Executive Company Officer leaves the Group during the financial year, the amount of the variable portion of their compensation will be determined pro rata to their presence during the year concerned

Compensation allocated as Director

The Chief Executive Officer has not been appointed as a Director of the Company and therefore does not receive any compensation allocated to Directors. The Deputy Chief Executive Officer also does not receive any compensation for his duties as Chief Executive Officer of Worldline IGSA (previously known as Ingenico Group SA).

Severance Pay

In the event of termination of his duties, the Deputy Chief Executive Officer will not receive any severance pay or compensation under a non-compete clause.

Fringe benefits

The Deputy Chief Executive Officer benefits from a company car without driver.

The Deputy Chief Executive Officer also benefits from an annual medical check-up and an investment advisor.

Supplementary pension plans

The Deputy Chief Executive Officer does not benefit from any supplementary pension plan in force within the Company.

Other compensation components

The Deputy Chief Executive Officer is entitled to the healthcare (in-patient and out-patient benefits as well as dental and vision coverage) incapacity disability and death plans as well as to the foreign business travel assistance (covering medical expenses outside the country of residence) into force within Worldline.

The insurance policies relating to these plans are subject to the rules and laws applicable.

The Board of Directors has the authority to revoke the Deputy Chief Executive Officer's eligibility for these plans.

D.2.1.2 Compensation policy for the Chairman of the Board of Directors

D.2.1.2.1 General principles

To ensure that the non-executive Board Chairman stays independent in his assessment of the Company's general management actions, his compensation does not include any variable component linked to the Group's short or long-term performance.

The Board of Directors determined the structure and amount of compensation for the non-executive Chairman, on the recommendation of the Remuneration Committee, after reviewing comparable position in SBF 120 companies and taking into account:

- the absence of a preexisting position as non-executive company officer;
- the special missions entrusted to the Chairman of the Board in addition to his statutory missions.

D.2.1.2.2 Compensation policy for 2024

Fixed compensation

On December 15, 2021, the Board of Directors, on the Remuneration Committee's recommendation, decided to maintain the amount of annual fixed compensation for the non-executive Chairman of the Board of Directors at € 300,000 in 2021 and 2022. Such level of compensation was renewed on December 16, 2022 for 2023 and on December 14, 2023 for 2024 by the Board of Directors, on the Remuneration Committee's recommendation. This amount is aligned with market practices of SBF 120 companies for similar positions.

No other compensation component

On December 15, 2021, the Board of Directors decided, for the financial year 2022, to continue to declare the Chairman ineligible to receive compensation for attending Board and Committees' meetings, as was the case for the previous financial year.

More generally, the Chairman of the Board of Directors will not benefit from any compensation other than his fixed annual compensation, and in particular neither annual or multi-year variable compensation, nor exceptional compensation, nor termination indemnity, nor benefits in kind, nor supplementary or additional pension.

Such decision was renewed on December 16, 2022 for 2023 and on December 14, 2023 for 2024 by the Board of Directors, on the Remuneration Committee's recommendation.

Expenses reimbursement

The Chairman of the Board of Directors is entitled to a reimbursement of the expenses incurred in connection with his mission, such as travel expenses, upon presentation of receipts.

D.2.1.3 Compensation policy for Directors

D.2.1.3.1 General principles

On the Remuneration Committee's recommendation, the Board of Directors sets the rules for allocating among the directors the total annual amount of Directors' compensation set by the Shareholders' General Meeting. These rules provide for the payment of:

- a **fixed** amount calculated on a *pro rata temporis* basis for terms of office ending or starting during the financial year; and
- a **variable** amount (which is predominant) allocated by the Board of Directors on the basis of actual attendance at Board and Committees' meetings.

Additional compensation is allocated to the Lead Independent Director.

The compensation policy is reassessed each year by the Board of Directors and can be subject to reevaluations. During this reassessment it regularly uses studies from comparable companies and legal opinions prepared by third parties.

D.2.1.3.2 Compensation policy for 2024

On June 9, 2020, the maximum total amount of the compensation allocated to Directors was recalculated by the Shareholders' General Meeting to take into account any changes in the composition of the Board following the completion of the acquisition of Worldline IGSA (previously known as Ingenico Group SA), as well as the Group's initial listing on the CAC 40. It was thus increased to € 1,200,000.

During its meeting of February 23, 2021, the Board of Directors, upon proposal of the Remuneration Committee, decided to slightly increase the variable portion of the compensation allocated to directors for attendance at Board meetings (from € 2,000 to € 2,500 per meeting attended), as

well as that allocated to Committee members (from € 1,000 to € 1,500 per meeting attended).

Due to the uncertain and difficult economic context during the first semester of 2021 following the health crisis linked to the pandemic of Covid-19, this revision was only implemented as from July 1, 2021.

On February 27, 2024, the Board of Directors, upon the recommendation of the Remuneration Committee, which met on February 22, 2024, decided to retain, for the financial year 2024, given the exceptional context, the same rules for allocating the total amount of the directors' compensation as the ones applicable to the previous financial years 2021, 2022 and 2023.

The allocating rules are stated below:

BOARD OF DIRECTORS

All members	Fixed
	€ 20,000
	Variable
	€ 2,500 per meeting attended
	Additional fixed
Lead Independent Director	€ 15,000 per year

COMMITTEES

All members¹	€ 1,500 per meeting attended
Chairman of the Audit Committee	€ 3,500 per meeting attended
Chairman of other Committees²	€ 2,500 per meeting attended

¹ By exception for all Ad Hoc Committee members: €1,000 per month prorated according to the number of monthly meetings attended by each member.

² The Chairman of the Ad Hoc Committee does not receive any additional compensation payment.

Successive meetings held on the same day are counted as follows:

- If the Board meets several times on the same day, a single compensation payment shall be paid for all sessions;
- If a Director attends a meeting of several separate Committees on the same day, a compensation shall be paid for each session; exceptionally, if a Director attends a meeting of the Remuneration Committee and a meeting of the Appointments Committee on the same day, a single compensation payment shall be paid for all sessions;
- If a Director attends several meetings of the same Committee on the same day, only one remuneration is paid for all the meetings.

It being precised that:

- the directors representing the employees don't receive any compensation for the exercise of their term of office. They receive a salary under their employment agreement, which is not related to the performance of their term of office as Directors of the Company;
- the directors will be reimbursed for expenses incurred while performing their term of office, notably travel and accommodation expenses, upon presentation of receipts;
- the directors do not receive compensation for any mandate held in Group companies;
- As mentioned above in section D.2.1.2, the Chairman of the Board of Directors does not receive any compensation for his position as Director, but receives a fixed annual compensation for his position as Chairman;
- The Chief Executive Officer does not receive any compensation for his term of office as Director.

D.2.2 Components of compensation paid or awarded to Company Officers for the financial year 2023, submitted to a shareholder vote

Pursuant to the provisions of articles L.22-10-8 and L.22-10-34 of the French Commercial Code, the amounts and components presented below, resulting from the implementation of the compensation policies for Company Officers approved by the Shareholders' General Meeting held

on June 8, 2023, are subject to the shareholders' approval during the Shareholders' General Meeting to be held in 2024. They form an integral part of the Board of Directors' report on corporate governance.

D.2.2.1 Components of compensation due or awarded for the financial year 2023 to Gilles Grapinet, Chief Executive Officer

The compensation policy for the Chief Executive Officer was approved by the Shareholders' General Meeting held on June 8, 2023 under the 16th resolution (refer to paragraph D.2.2.1 of the 2022 Universal Registration Document in which the said compensation policy is described).

The table below mentions all the components of compensation paid or allocated to Gilles Grapinet for financial year 2023 and which will be subject to the approval of the Shareholders' General Meeting to be held in 2024:

The components making up the total compensation and fringe benefits of all kinds paid or allocated to Gilles Grapinet in 2023 comply with this policy.

Components of compensation subject to approval	Amounts paid during the year ended (in €)	Amounts awarded during the year or accounting value (in €)	Presentation
Annual fixed compensation	750,000	750,000	Fixed compensation paid and attributed to Gilles Grapinet for his duties as Chief Executive Officer of Worldline in 2023.
Annual variable compensation	994,798*	435,884**	* Amount allocated for the year ended in 2022 and paid in 2023 and approved by the Shareholders' General Meeting on June 8, 2023 – for further information, see the 2022 Universal Registration Document. ** Amount allocated in respect of the financial year ended in 2023 and to be allocated in 2024 into performance shares subject to a two-year vesting period and a performance condition relating to the performance of the Worldline's share price after approval by the 2024 General Meeting – for more details, see paragraph on "Level of achievement of objectives linked to the annual variable compensation" below.
Value of stock options granted during the year¹	0	279,972 ¹	Grant of 44,440 stock options to Gilles Grapinet – for more details see the paragraph on "Multi-year equity compensation" below (vesting conditions for these rights are detailed in section D.2.3.5).
Value of performance shares granted during the year¹	0	1,011,010 ¹	Grant of 44,440 performance shares to Gilles Grapinet – for more details see the paragraph on "Multi-year equity compensation" below (vesting conditions for these shares are detailed in section D.2.3.8).
Exceptional compensation	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Gilles Grapinet.
Compensation allocated to Directors	0	0	No compensation was paid/allocated to Gilles Grapinet for his duties as Director in accordance with the compensation policy applicable to Directors and to the Chief Executive Officer.
Fringe benefits	6,597	6,597	In 2023, Gilles Grapinet benefited from a company car with a driver, an annual medical check-up and an investment adviser.
Supplementary pension plan	0	0	No pension was paid/attributed to Gilles Grapinet in 2023 – for more information about the pension plans, see the "Supplementary pension plans" paragraph hereunder.

Components of compensation subject to approval	Amounts paid during the year ended (in €)	Amounts awarded during the year or accounting value (in €)	Presentation
Compensatory allowance for forced departure	0	0	No amount was paid or granted to Gilles Grapinet during 2023 as he still holds his position within Worldline SA – for more information about the compensatory allowance, see paragraph “Compensatory allowance” below.
Social protection plans (employer contributions)	5,644	5,644	Amount corresponding to the employer contributions for the plan covering the reimbursement of health costs and the incapacity, disability, death policy – for more information about those plans, see the “Social protection plans” paragraph below.
Compensation paid by a company in the scope of consolidation	0	0	No compensation was paid/allocated to Gilles Grapinet by a company in the scope of consolidation.
Severance pay and non-compete clause	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Gilles Grapinet.
TOTAL	1,757,039	2,489,108	

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

Level of achievement of the objectives linked to the 2023 annual variable compensation

The achievement of each of the objectives attached to this compensation component as well as the amount of the corresponding variable compensation were validated by the Board of Directors at meetings held on July 25, 2023 for the first half of 2023 and February 27, 2024 for the second half of 2023.

The variable compensation due for the first half of 2023 amounted to € 435,884.35, i.e. 99.06% of the target variable compensation (on a half-yearly basis).

Seen the macroeconomics deterioration in some of Group's core geographies and the revision of the Company's 2023 targets announced on 25 October 2023 when the third-quarter financial results were announced, the Board of Directors has decided, on the recommendation of the Remuneration Committee and at the initiative of Gilles Grapinet, not to make any payment of his annual variable compensation due in respect of the second half of 2023.

The 2023 total annual variable compensation of Gilles Grapinet is therefore € 435,884.35 (i.e. 49.5% of his annual target variable compensation and 58% of his annual fixed compensation).

On 19 April 2024, the Board of Directors decided, on the recommendation of the Remuneration Committee and at the initiative of Gilles Grapinet, that the 2023 variable annual compensation thus determined (i.e. € 435,884.35 representing 49.5% of his target variable annual compensation) would not be paid in cash, but in the form of performance shares subject to a two-year vesting period and a performance condition relating to the performance of the Worldline share price in order to better align the interests of the Chief Executive Officer with those of the shareholders.

The performance shares will be granted to the Chief Executive Officer at the Board of Directors' meeting following the Shareholders General Meeting of June 13, 2024, subject to the approval of the latter total envelop allotted to Executive Company Officers at 0.011% of the Company's share capital as of the date of the 2024 Shareholders' General Meeting to cover this mechanism. The number of performance shares will be calculated by dividing the 2023 total annual variable compensation (i.e. € 435,884.35) by the highest between (i) the closing price of the Worldline share on the grant date or (ii) a low limit set at € 22,5.

The vesting of the performance shares is subject to compliance with a two-year vesting period and a performance condition relating to the intrinsic Worldline share price evolution at the end of the vesting period (target of average € 22,5 to be achieved on the three months opening share prices preceding June 13, 2026) to accurately reflect the intrinsic value of Worldline in the market. The vesting of the performance shares will not be subject to a continued employment condition or to the maintain of his status as Company Officer for the entire vesting period.

In addition, the limitations on the ability to sell performance shares as defined in Section D.2.1.1. of this Document remains fully applicable:

- The vested shares will not be subject to a holding period and will be immediately available for sale by the Chief Executive Officer, subject to the black-out periods set by the Company in the Guide for Prevention of Insider Trading, to the possible possession of inside information, and to applicable laws.
- The Executive Company Officers must keep, in registered form, 15% of vested shares until the end of their term as Executive Company Officer.

In 2023, the nature and average weighting of each indicator included in the Chief Executive Officer's variable compensation, the average achievement and payout rates of annual objectives as well as the average achievement and payout rates of semestrial objectives are as follows, in view of the above elements:

2023	Weight	Achievement rate	Payout rate
Group Revenue Organic Growth	31.25%	98.5%	55.9%
Group Adjusted EBITDA	31.25%	93.8%	69.1% reduced to 52.9%
Group Free Cash Flow	27.5%	81.9%	56.4%
Corporate Social Responsibility	10%	97.4%	97.4%
Payout as a % of the target variable compensation (on annual basis)	100%		64.3% reduced to 49.5%

2023 Objectives per semester	First Half			Second Half		
Indicator	Weight	Achievement	Payout	Weight	Achievement	Payout
Group Revenue Organic Growth	35%	100.0%	99.9%	27.5%	96.7%	0% 36.7%
Group Adjusted EBITDA	35%	98.9%	94.5%	27.5%	87.3%	reduced to 0%
Group Free Cash Flow ¹	30%	100.3%	103.4%	25%	59.8%	0%
Corporate Social Responsibility	0%	NA	0%	20%	97.4%	97.4%
Payout as a % of the target variable compensation (on a half-year basis)			99.06%			29.58% reduced to 0%

¹ Before dividends and income from acquisitions/disposals.

The detailed achievement and payout of the Corporate Social Responsibility indicator for H2 2023 is the following:

Topic	Indicators	Weight of KPI	Achievement	Payout
Platforms secured & available	Quality score – Contracts' services availability & response	8.3%	100.0%	8.3%
	Quality score – Platforms' services availability & response	8.3%	100.0%	8.3%
	% of data subject' request answered in time and in compliance with Worldline privacy policy	8.3%	100.6%	8.4%
	% of ISO 27001 certified sites according to the security policy	8.3%	96.3%	8.0%
Customer experience & innovation	Customer Net Promoter Score	8.3%	84.0%	7.0%
	Total revenue of "sustainability offering" (M€)	8.3%	99.7%	8.3%
Talent attraction & retention/People diversity	Average number of Training hours per employee per year	8.3%	88.8%	7.4%
	% of additional disabled workforce in the countries with legal requirements/targets	8.3%	94.4%	7.9%
Sustainable procurement/Ethics & Compliance	% of suppliers evaluated by EcoVadis with a score below 45 having an action plan to solve critical findings identified	8.3%	100.0%	8.3%
	% of total expenses assessed by EcoVadis out of strategic suppliers expenses*	8.3%	102.3%	8.5%
	% of alerts investigated and related actions plan defined within three months	8.3%	103.2%	8.6%
Climate change	% of CO ₂ neutralised emissions for scope 1, 2, 3a	8.3%	100.0%	8.3%
	Payout for 20% of the H2 2023 target variable compensation			97.4%

As a reminder, that despite these achievement rates, the Board of Directors has decided to reduce the annual variable remuneration to zero for the second half of 2023, resulting in a payment reduced to 49.5% of the target annual variable compensation to be allocated in 2024 into performance shares subject to a two-year vesting period and a performance condition as described above.

Budget targets are in line with the financial targets shared by the Company early 2023. In this respect, it is specified that:

- the above-mentioned objectives associated with the variable compensation of the Chief Executive Officer for the first half of the year have been resized in order to take into account changes in the Group's scope of consolidation and, in particular, the completion of various mergers/acquisitions activities carried out during the first half of 2023, including:
 1. the acquisition of a 40% stake in Online Payment Platform B.V (as from January 12, 2023);
 2. the acquisition of a Banco Desio Merchant Acquiring activities (as from March 28, 2023)
- the above-mentioned objectives associated with the variable compensation of the Chief Executive Officer for the second half of the year have not been resized following the publication of the updated 2023 objectives on October 25, 2023.

Worldline did not apply the claw-back provision for variable compensation for the concerned period.

Multi-year equity compensation

In the context of the authorization granted by the Shareholders' General Meeting of June 8, 2023 (30th and 31th resolutions), the Board of Directors decided, at its June 8, 2023 meeting, on recommendation of the Remuneration Committee, to proceed with the allocation of 44,440 stock options (valued at € 279,972, i.e. € 6.30 per option¹) and 44,440 performance shares (valued at € 1,011,010, i.e. € 22.75 per share²) to Gilles Grapinet. These amounts take into account the recommendations of the AFEP-MEDEF Code applicable to the Chief Executive Officer.

These allocations were decided in accordance with the compensation policy for Gilles Grapinet as approved by the Shareholders' General Meeting of June 8, 2023 (16th resolution).

In its analysis, the Board of Directors also reviewed the following items:

- the beneficiary is required to hold 15% of any vested performance shares for the duration of his duties as Company Officer and to keep, in registered form, 5% of the shares from the exercise of stock options;
- the prohibition to enter into any financial hedging transaction relating to the granted performance shares and stock options during the full term of office of the Chief Executive Officer.

In line with the commitments made on the occasion of previous share award plans, the Chief Executive Officer took note of the prohibition on engaging in any financial hedging transactions with the performance shares and the stock options granted throughout the duration of his corporate term of office.

Supplementary pension plans

Gilles Grapinet benefits from a 2019 Supplementary Pension Plan which was approved by the Shareholders' General Meeting of April 30, 2019.

The Board of Directors' meeting of December 19, 2019 approved that the 2019 supplementary pension plan in force in Worldline had to be brought in line with the *Loi Pacte* law adopted by the French National Assembly on May 22, 2019 (article L. 137-11-2 of the French Social Security Code) and executed by Order 2019-697 of July 3, 2019 relating to corporate supplementary pension plans. The Board of Directors therefore decided:

- to close the 2019 supplementary pension plan to any new members, as from July 4, 2019;
- to freeze, on December 31, 2019, rights built up under the 2019 supplementary pension plan for the Chief Executive Officer affiliated before July 4, 2019 without freezing the reference compensation for the calculation of the future annuity at retirement. The beneficiary remains entitled to this pension supplement on December 31, 2019, provided the underlying performance conditions are met and provided he meets the presence condition as defined under article 3 of the Pension Plan rules. No new rights may be created under the current plan after January 1, 2020.

On February 18, 2020, upon recommendation of the Remuneration Committee and as part of Worldline's alignment of its supplementary pension plan with the *Loi Pacte* (Pacte Law) adopted by the French National Assembly on May 22, 2019 (article L. 137-11-2 of the French Social Security Code) and executed by the Order of July 3, 2019 on corporate supplementary pension plans, the Board of Directors decided to implement a new supplementary pension plan from January 1, 2020. This new supplementary pension plan is reserved for Worldline Strategic Executive Board members with a minimum of five years' seniority³ within such Board, for Worldline SA employees or Company Officers, and whose annual fixed compensation exceeds 15 times the French annual social security ceiling for 2020. This plan set up at the start of 2020 resulted in the payment to the insurer of a lump-sum (premium amount calculated by an independent actuary) of € 256,000 in 2021, € 182,384 in 2022 and € 204,088 in 2023 constituting an annuity payable at retirement (amount calculated by an independent actuary).

Gilles Grapinet acquired pension rights on the basis of an annual contribution rate of 0.97% in 2020 and of 0.64% for the period 2021 to 2023.

On February 20, 2023, the Board of Directors decided to apply the performance conditions defined below for the validation of the rights acquired in 2023 under the new supplementary pension plan.

1 Stock options valuation based on the fair value as determined according to IFRS 2 recognized in the consolidated financial statements.

2 Shares valuation based on the fair value as determined according to IFRS 2 recognized in the consolidated financial statements.

3 The Board of Directors, during its meeting of February 23, 2021, on recommendation of the Remuneration Committee, amended the eligibility conditions for the supplementary pension plan by lowering the seniority condition from five years to three years to align with the new legal environment.

The nature and weight of each performance condition have been defined as follows by the Board of Directors:

- Revenue Organic Growth of the Group in line with its market guidance for 2023 (30%);
- Adjusted EBITDA of the Group in line with its market guidance for 2023 (25%);
- Free Cash Flow of the Group is in line with its market guidance for 2023 (25%);
- Combined external CSR performance criteria (based on H2 2023 cash variable compensation of Executive Corporate Officers) (20%).

On February 27, 2024, the Board of Directors verified the achievement of the performance conditions for 2023 as well as the validation of the pension rights associated, which are as follows:

2023 Objectives

Indicators	Weight	Achievement rate	Validation of rights
Group Revenue Organic Growth	30%	77.2%	64.6%
Group Operating Margin before Depreciation and Amortization (OMDA)	25%	-213 bps	0%
Group Free Cash Flow ¹	25%	69.9%	0%
Combined External Performance criterion regarding CSR	20%	97.4%	97.4%
Validation of pension rights			38.87%

¹ Before dividends and income from acquisitions/disposals.

The performance conditions linked to the supplementary pension plan are therefore fulfilled at 38.87% for 2023.

Compensatory allowance for forced departure

Refer to section D.2.1.1.2 of the 2023 Universal Registration Document for the details of the compensatory allowance for forced departure.

No amount was granted to Gilles Grapinet in 2023 as he continues to hold his position within the Company.

Social protection plans

Refer to section D.2.1.1.2 of the 2022 Universal Registration Document for the details of the social protection plans.

The healthcare contribution paid to the insurer is defined as a percentage of the annual salary capped at five times the annual Social Security ceiling and is partially cofinanced by the Company. For 2023, Worldline's contribution for Gilles Grapinet amounts to € 2,991.

The incapacity, disability and death contribution paid to the insurer is defined as a percentage of the annual salary with a maximum of five times the annual Social Security ceiling and is partially cofinanced by the Company. For 2023, the Company's contribution for Gilles Grapinet amounts to € 2,653.

Vote of last Shareholders' General Meeting

The Shareholders' General Meeting held on June 8, 2023 approved the fixed, variable and exceptional components making up the total compensation and all fringe benefits paid or allocated in respect of the year ended December 31, 2022 to Gilles Grapinet (under the 13th resolution).

Compliance with the compensation policy

The fixed, variable and long-term components making up the total compensation and all fringe benefits attributable to Gilles Grapinet comply with the provisions set by the Board of Directors on the recommendation of the Remuneration Committee. This compensation is in line with the corporate interest and adapted to the Company's long-term business strategy with a view to ensuring its sustainability.

On 27 February and 20 March 2024, the Board of Directors decided, upon the recommendation of the Remuneration Committee, to make adjustments to the 2022 and 2023 stock option plans (for further information, please refer to Section D.2.3.5 of this Universal Registration Document).

Executive Corporate Officers and members of the Strategic Executive Committee do not benefit from these adjustments.

Furthermore, upon the recommendation of the Remuneration Committee and at the initiative of Gilles Grapinet, the Board of Directors meeting on 19 April 2024 decided that the 2023 annual variable compensation should be paid in the form of performance shares, subject to a two-year vesting period and a performance condition relating to the performance of the Worldline share price, in order to better align the interests of the Chief Executive Officer with those of the shareholders.

D.2.2.2 Components of compensation due or awarded for the financial year 2023 to Marc-Henri Desportes, Deputy Chief Executive Officer

The compensation policy of the Deputy Chief Executive Officer was approved on June 8, 2023 by the Shareholders' General Meeting under the 17th resolution (refer to paragraph D.2.2.2 of the 2022 Universal Registration Document in which the said compensation policy is described).

The elements making up the total compensation and fringe benefits of all kinds paid or allocated to Marc-Henri Desportes comply with this policy.

The table below mentions all the components of compensation paid or awarded to Marc-Henri Desportes for financial year 2023 which will be subject to the approval of the Shareholders' General Meeting to be held in 2024:

Components of compensation subject to approval	Amounts paid during the year ended (in €)	Amounts awarded during the year or accounting value (in €)	Presentation
Annual fixed compensation	440,000	440,000	Fixed compensation paid and attributed to Marc-Henri Desportes for his duties as Deputy Chief Executive Officer of Worldline in 2023.
Annual variable compensation	497,399*	217,942**	* Amount allocated for the year ended 2022, paid in 2023 and approved by the Shareholders' General Meeting on June 8, 2023 – for further information, see the 2022 Universal Registration Document. ** Amount allocated in respect of the financial year ended in 2023 and to be allocated in 2024 into performance shares subject to a two-year vesting period and a performance condition relating to the evolution of the Worldline's share price after approval by the 2024 General Meeting.
Value of stock options granted during the year¹	0	165,546 ¹	Grant of 26,280 stock options to Marc-Henri Desportes – for more details see the paragraph on "Multi-year equity compensation" below (vesting conditions for these options are detailed in section D.2.3.5).
Value of the performance shares granted during the year¹	0	597,870 ¹	Grant of 26,280 performance shares to Marc-Henri Desportes – for more details see the paragraph on "Multi-year equity compensation" below (vesting conditions for these shares are detailed in section D.2.3.8).
Exceptional compensation	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Marc-Henri Desportes.
Compensation allocated to Directors	0	0	This compensation component is not applicable, as Marc-Henri Desportes does not hold office on the Worldline Board of Directors.
Fringe benefits	7,995	7,995	Marc-Henri Desportes benefited from a company car without a driver, as well from an annual medical check-up and an investment advisor.
Supplementary pension plan	0	0	Marc-Henri Desportes is not entitled to any complementary or supplementary pension plans.
Compensation paid by a company within the scope of consolidation	0	0	Marc-Henri Desportes does not receive any compensation for his duties as Chief Executive Officer of Worldline IGSA (previously known as Ingenico Group SA).
Health and social protection plans (employer contributions)	5,644	5,644	Amount corresponding to employer contributions to the incapacity, disability, death policy plan and the healthcare plan; for more information on these plans, see the "Social protection plans" paragraph below.
Severance payments and payments in connection with a non-compete clause	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Marc-Henri Desportes.
TOTAL	951,038	1,435,015	

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

Level of achievement of the objectives linked to the 2023 annual variable compensation

The achievement of each of the objectives attached to this compensation component as well as the amount of the corresponding variable compensation were validated by the Board of Directors at meetings held on July 25, 2023 for the first half of 2023 and February 27, 2024 for the second half of 2023.

The variable compensation due for the first half of 2023 amounted to € 217,942.18, i.e. 99.06% of his target variable compensation (on a half-year basis).

Seen the macroeconomics deterioration in some of Group's core geographies and the revision of the Company's 2023 targets announced on 25 October 2023 when the third-quarter financial results were announced, the Board of Directors has decided, on the recommendation of the Remuneration Committee and at the initiative of Marc-Henri Desportes, not to make any payment of his annual variable compensation due in respect of the second half of 2023.

The 2023 total annual variable compensation of Marc-Henri Desportes is therefore € 217,942.18 (i.e. 49.5% of his annual target variable compensation and 49.5% of his annual fixed compensation).

On 19 April 2024, the Board of Directors decided, on the recommendation of the Remuneration Committee and at the initiative of Marc-Henri Desportes, that the 2023 variable annual compensation thus determined (i.e. € 217,942.18 representing 49.5% of his target variable annual compensation) would not be paid in cash, but in the form of performance shares subject to a two-year vesting period and a performance condition relating to the performance of the Worldline share price in order to better align the interests of the Deputy Chief Executive Officer with those of the shareholders.

The performance shares will be granted to the Deputy Chief Executive Officer at the Board of Directors' meeting following the Shareholders General Meeting of June 13, 2024, subject to the approval of the latter total envelop allotted to Executive Company Officers at 0.011% of the Company's share capital as of the date of the 2024 Shareholders' General Meeting to cover this mechanism. The number of performance shares will be calculated by dividing the 2023 total annual variable compensation (i.e. € 217,942.18) by the highest between (i) the closing price of the Worldline share on the grant date or (ii) a low limit set at € 22,5 EUR.

The vesting of the performance shares follows the same conditions and principles as those applicable to the Chief Executive Officer, as well as the limitations on the ability to sell performance shares, as defined above in paragraph D.2.2.1

In 2023, the nature and average weighting of each indicator included in the Deputy Chief Executive Officer's variable

compensation follow the same conditions and principles as those applicable to the Chief Executive Officer, as described above in paragraph D.2.2.1.

Worldline did not apply the claw-back provision for variable compensation for the concerned period.

Multi-year equity compensation

As part of the authorization granted by the Shareholders' General Meeting of June 8, 2023, (30th and 31th resolutions), during its meeting on June 8, 2023, the Board of Directors decided, on the recommendation of the Remuneration Committee, to award 26,280 stock options (valued at € 165,564, i.e. € 6.30 each¹) and 26,280 performance shares (valued at € 597,870, i.e. € 22.75 each²) to the Deputy Chief Executive Officer, these amounts taking into account the recommendations of the AFEP-MEDEF Code that apply to the Deputy Chief Executive Officer.

These grants were decided in accordance with the approval given by the Shareholders' General Meeting on June 8, 2023 (17th resolution).

In its analysis, the Board of Directors also reviewed the following items:

- the beneficiary is required to hold 15% of any vested performance shares for the duration of his duties as Company Officer and to keep, in registered form, 5% of the shares from the exercise of stock options;
- the prohibition to enter into any financial hedging transaction relating to the granted performance shares and stock options during the full term of office of the Deputy Chief Executive Officer.

In line with the commitments made on the occasion of previous share award plans, the Deputy Chief Executive Officer took note of the prohibition on engaging in any financial hedging transactions with the performance shares and the stock options granted throughout the duration of his corporate term of office.

Social protection plans

Refer to section D.2.1.1.3 of the 2022 Universal Registration Document for the details of the social protection plans.

The healthcare contribution paid to the insurer is defined as a percentage of the annual salary capped at five times the annual Social Security ceiling and is cofinanced by the Company. For 2023, Worldline's contribution for Marc-Henri Desportes amounts to € 2,991.

The incapacity, disability or death contribution paid to the insurer is defined as a percentage of the annual salary with a maximum of five times the annual Social Security ceiling and is partially cofinanced by the Company. For 2023, the Company's contribution for Marc-Henri Desportes amounts to € 2,653.

¹ Stock option valuation based on the fair value as determined according to IFRS 2 recognized in the consolidated financial statements
² Share valuation based on the fair value as determined according to IFRS 2 recognized in the consolidated financial statements

Vote of last Shareholders' General Meeting

The Shareholders' General Meeting held on June 8, 2023 approved the fixed, variable and exceptional components making up the total compensation and all fringe benefits paid or allocated in respect of the year ended December 31, 2022 to Marc-Henri Desportes (under the 14th resolution).

Compliance with the compensation policy

The fixed, variable, and long-term components making up the total compensation and fringe benefits that may be awarded to Marc-Henri Desportes comply with the provisions set by the Board of Directors on the recommendation of the Remuneration Committee. This compensation is in line with the corporate interest and adapted to the Company's long-term business strategy with a view to ensuring its sustainability.

On 27 February and 20 March 2024, the Board of Directors decided, upon the recommendation of the Remuneration Committee, to make adjustments to the 2022 and 2023 stock option plans (for further information, please refer to Section D.2.3.5 of this Universal Registration Document).

Executive Corporate Officers and members of the Strategic Executive Committee do not benefit from these adjustments.

Furthermore, upon the recommendation of the Remuneration Committee and at the initiative of Marc-Henri Desportes, the Board of Directors meeting on 19 April 2024 decided that the 2023 annual variable compensation should be paid in the form of performance shares, subject to a two-year vesting period and a performance condition relating to the performance of the Worldline share price, in order to better align the interests of the Deputy Chief Executive Officer with those of the shareholders.

D.2.2.3 Components of compensation due or awarded for the financial year 2023 to Bernard Bourigeaud, non-executive Chairman of the Board of Directors from January 1 to December 14, 2023 and to Georges Pauget, non-executive Chairman of the Board of Directors ad interim from December 15 to December 31, 2023

On April 7, 2021, the Board of Directors, on the recommendation of the Remuneration Committee, decided to set the annual fixed compensation of the non-executive Chairman of the Board at € 300,000.

It was foreseen that this compensation would be due as from the appointment of Bernard Bourigeaud as Chairman of the Board of Directors, subject to the approval of the compensation policy by the shareholders.

It is specified that the fixed part of the compensation allocated for the mandate of Chairman of the Board of Directors being determined on an annual basis, the amount due is calculated on a pro rata basis in the event of the assumption or termination, for whatever reason, of the mandate during the financial year.

It was also stipulated that once appointed Chairman of the Board of Directors he would not receive any compensation other than this fixed annual compensation, and in particular no compensation for his position as Director, no variable annual or multi-year compensation, no exceptional compensation, no termination indemnity, no benefits in kind, and no supplementary or additional pension.

The compensation policy of the non-executive Chairman of the Board of Directors was approved on June 8, 2023 by the Shareholders' General Meeting (under the 15th resolution).

Bernard Bourigeaud was appointed as non-executive Chairman of the Board of Directors on October 25, 2021 and has exercised his mandate until December 14, 2023.

As from December 15, 2023 and in accordance with the succession planning, the Nomination Committee recommended that the interim presidency of the Worldline's Board be assumed by Georges Pauget, the lead independent Director, until the nomination of a new President following a search process initiated according to the governance of the Company with a view to the annual Shareholders' General Meeting. This proposal received the unanimous support from all Board members.

The Board of Directors of February 27, 2024, on the recommendation of the Remuneration Committee, confirmed that Georges Pauget would keep the same compensation as Bernard Bourigeaud for his duties as non-Executive Chairman of the Board of Directors ad interim, with an effective date on December 15, 2023. As from this date, Georges Pauget doesn't receive any other compensation for his duties as lead independent Director.

The components making up the total compensation and fringe benefits of all kinds paid or allocated to Bernard Bourigeaud in 2023 comply with this policy. They are summarized in the below table and will be submitted to the vote of the 2024 Shareholders' General Meeting:

Components of compensation subject to approval	Amounts paid during the year ended (in €)	Amounts awarded during the year or accounting value (in €)	Presentation
Annual fixed compensation	286,905	286,905	Fixed compensation paid and attributed to Bernard Bourigeaud for his duties as non-executive Chairman of the Board of Directors of Worldline in 2023.
Annual variable compensation	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Bernard Bourigeaud. The absence of variable compensation reflects the Chairman's independence from the Executive management.
Value of stock options granted during the year	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Bernard Bourigeaud. The absence of variable compensation reflects the Chairman's independence from the Executive management.
Value of performance shares granted during the year	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Bernard Bourigeaud. The absence of variable compensation reflects the Chairman's independence from the Executive management.
Exceptional compensation	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Bernard Bourigeaud.
Compensation allocated to Directors	0	0	No compensation was paid/awarded to Bernard Bourigeaud for his duties as a Director of Worldline since his appointment as non-executive Chairman of the Board of Directors, in accordance with the compensation policy for the non-executive Chairman of the Board of Directors.
Fringe benefits	0	0	Bernard Bourigeaud does not receive any fringe benefit. He is reimbursed for expenses incurred in the course of his duties, in particular travel expenses.
Supplementary pension plan	0	0	Bernard Bourigeaud does not receive any supplementary pension plans.
Compensation paid by a company in the scope of consolidation	0	0	No compensation was paid/allocated to Bernard Bourigeaud by a company in the scope of consolidation.
Social protection plans (employer contributions)	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Bernard Bourigeaud.
Severance pay and non-compete clause	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Bernard Bourigeaud.
TOTAL	286,905	286,905	

The components making up the total compensation and fringe benefits of all kinds paid or allocated to Georges Pauget in 2023 comply with this policy. They are summarized in the below table and will be submitted to the vote of the 2024 Shareholders' General Meeting:

Components of compensation subject to approval	Amounts paid during the year ended (in €)	Amounts awarded during the year or accounting value (in €)	Presentation
Annual fixed compensation	13,095	13,095	Fixed compensation paid and attributed to Georges Pauget for his duties as non-executive Chairman of the Board of Directors ad interim of Worldline in 2023, as from December 15.
Annual variable compensation	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Georges Pauget. The absence of variable compensation reflects the Chairman's independence from the Executive management.
Value of stock options granted during the year	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Georges Pauget. The absence of variable compensation reflects the Chairman's independence from the Executive management.
Value of performance shares granted during the year	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Georges Pauget. The absence of variable compensation reflects the Chairman's independence from the Executive management.
Exceptional compensation	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Georges Pauget.
Compensation allocated to Directors	0	0	No compensation was paid/awarded to Georges Pauget for his duties as a Director of Worldline since his appointment as non-executive Chairman of the Board of Directors, in accordance with the compensation policy for the non-executive Chairman of the Board of Directors.
Fringe benefits	0	0	Georges Pauget does not receive any fringe benefit. He is reimbursed for expenses incurred in the course of his duties, in particular travel expenses.
Supplementary pension plan	0	0	Georges Pauget does not receive any supplementary pension plans.
Compensation paid by a company in the scope of consolidation	0	0	No compensation was paid/allocated to Georges Pauget by a company in the scope of consolidation.
Social protection plans (employer contributions)	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Georges Pauget.
Severance pay and non-compete clause	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Georges Pauget.
TOTAL	13,095	13,095	

D.2.2.4 Components of compensation due or awarded to members of the Board of Directors for the financial year 2023

It is reminded that on June 9, 2020, the maximum total amount of compensation allocated to Directors was increased by the Shareholders' General Meeting to take into account the changes in the composition of the Board following the acquisition of Worldline IGSA (previously known as Ingenico Group SA) and the Company's entry into the CAC 40. It was therefore increased to the amount of € 1,200,000.

At its meeting on February 23, 2021, the Board of Directors, on the recommendation of the Remuneration Committee, decided to slightly increase the variable part of the compensation allocated to the directors for their participation in the meetings of the Board of Directors from € 2,000 to € 2,500 (per meeting attended) as well as the compensation allocated to the members of the Committees from € 1,000 to € 1,500 (per meeting attended).

The compensation due or awarded to the directors has been set according to the compensation policy applicable to the directors and described in section G.2.1.3 of the Universal Registration Document.

Amount of gross compensation paid and due in 2023, per Director, for attendance at meetings of the Board of Directors and Committees (AMF Table 3)

(In €, gross*)	2023		2022	
	Paid ¹	Due ²	Paid ³	Due ⁴
Gilles Grapinet	-	-	-	-
Gilles Arditti	60,000	68,500	63,500	60,000
Agnès Audier	51,000	53,000	51,500	51,000
Bernard Bourigeaud	-	-	40,000	-
Aldo Cardoso	74,000	84,667	82,000	74,000
Giulia Fitzpatrick	61,500	64,000	58,500	61,500
Lorenz von Habsburg Lothringen	69,500	74,000	64,000	69,500
Mette Kamsvåg	60,000	66,000	63,500	60,000
Danielle Lagarde	67,000	68,000	63,000	67,000
Marie-Christine Lebert ⁵	-	-	-	-
Olivier Lorieau ⁵	-	-	-	-
Caroline Parot	54,000	59,000	56,500	54,000
Georges Pauget	60,000	71,667	62,000	60,000
Luc Rémont ⁶	62,500	23,750	57,500	62,500
Susan M. Tolson ⁶	55,500	33,000	52,000	55,500
Daniel Schmucki	60,500	69,250	65,500	60,500
Nazan Somer Özelgin	45,000	45,000	47,000	45,000
Thierry Sommelet ⁷	-	-	-	-
Michael Stollarz	45,000	45,000	39,500	45,000
Johannes Dijsselhof (Censor) ⁶	40,000	27,500	45,000	40,000
Stephan van Hellemont ⁵	-	-	-	-
TOTAL	865,500	852,334	911,000	865,500

* The compensation awarded to Directors and censors residing outside France corresponds to the amounts, before withholding tax, paid or due by Worldline.

1 Directors' compensation paid in 2023, for 2022.

2 Directors' compensation due for 2023.

3 Directors' compensation paid in 2022, for 2021.

4 Directors' compensation due for 2022.

5 Marie-Christine Lebert, Olivier Lorieau and Stephan van Hellemont, directors representing the employees, do not receive any compensation for their attendance at Board of Directors' and Committee meetings. They are paid under their employment contract. The term of office of Olivier Lorieau ended on June 8, 2023. He is replaced by Stephan van Hellemont since this date.

6 Luc Rémont and Susan M. Tolson resigned as directors at the end of the General Meeting held on June 8, 2023. In addition, the Board of Directors decided not to renew the censor mandate of Johannes Dijsselhof at the General Meeting of June 8, 2023.

7 Thierry Sommelet, in his capacity as an employee of Bpifrance Investissement, does not receive any compensation for his term of office.

Directors' and censor's compensation for the year ended December 31, 2023 will be paid in 2024.

For 2023, the amount of Directors' and Censor's compensation due is € 852,334 composed of an amount of € 315,000 for the fixed portion, and € 537,334 for the variable portion. Therefore, the variable portion exceeds the fixed portion of the total Directors' and censor's compensation, which is in line with the AFEP-MEDEF recommendations.

Structure of compensation

Neither the directors neither the censor receive any variable linked to the Group's performance nor any exceptional compensation.

Compensation paid by a company in the scope of consolidation

With the exception of (i) Gilles Grapinet and (ii) the two Directors representing the employees (Marie-Christine Lebert and Stephan van Hellemont currently), the members of the Board of Directors did not receive any other compensation from the Company or from any of its subsidiaries for their duties as Director or censor of the Company.

The directors representing the employees receive a salary from the Group Company concerned under their employment contract, which is not related to the performance of their mandate as Director(s) of the Company.

Gilles Grapinet received in 2023 a compensation for his duties of Chief Executive Officer. The compensation components paid and allocated to Gilles Grapinet and relating to 2023 are described above.

Fringe benefits

The directors¹ and the censor did not receive any fringe benefits.

Supplementary pensions plans

The directors¹ and the censor do not benefit from any supplementary pension plans.

Other compensation components

The directors¹ and the censor did not receive any other compensation components.

Compliance with the compensation policy

The Director's and censor's compensation complies with the decisions of the Board of Directors on the recommendation of the Remuneration Committee. This compensation is in line with the corporate interest and adapted to the Group's long-term business strategy with a view to ensuring its sustainability.

- 1 Except Gilles Grapinet who earned such type of compensation, under his duties as Chief Executive Officer (and not Director) (cf. supra, section D.2.2.1).
- 2 As from 2022, the ratio below does not include anymore the employees working for the French entities part of the SEU Ingenico that have been carved-out of the Worldline Group on October 3, 2022 following the completion of the sale of the Terminals, Solutions & Services business line to Apollo Funds.
- 3 including, for the Chief Executive Officer, the bonus paid by Atos International and not invoiced by the latter to the Company prior to February 1, 2019. The evolution of the compensation ratio for 2022 reflects mainly on one hand the consequences of the disengagement of the TSS activity, impacting negatively the average and median compensation of the employees and on the other hand the exceptional adjustments of the compensation of the Chief Executive Officer and of the Deputy Chief Executive Officer following the consequences of the Covid-19 pandemic.
- 4 The variable compensation paid reflects amounts paid for the second half of the previous year and the first half of the current year for all the employees.
- 5 and, for the Chief Executive Officer, including the one-third of his basic compensation not invoiced by Atos International to the Company prior to February 1, 2019

Suspension of the compensation allocated to Directors

As the Board of Directors is composed in accordance with the provisions of article L. 22-10-3 of the French Commercial Code, the payment of the compensation provided for in the first paragraph of article L. 22-10-14 of the aforementioned Code has not been suspended.

D.2.2.5 Compensation ratio and other indicators

This information is presented pursuant to the provisions of article L. 22-10-9 I 6° and 7° of the French Commercial Code.

The ratio below shows the yearly evolution in compensation of the Company Officers and in the average and median compensation of the Company employees over the last five years as well as the equity ratio between the compensation of the Company Officers (i.e., Chairman of the Board of Directors, Chief Executive Officer and Deputy Chief Executive Officer) and the compensation (average and median) of Worldline SA employees, as well as with the compensation (average and median) of the employees of the Worldline Group's entities in France, in accordance with the recommendations of the AFEP-MEDEF Code².

The following compensation components were taken into account to calculate the compensation of the non-executive Chairman of the Board of Directors, the Chief Executive Officer, the Deputy Chief Executive Officer and the employees:

1. The total annual fixed compensation paid during the year concerned (including the 13th month³);
2. The variable compensation paid during the year concerned⁴ (including profit sharing and any other applicable incentive schemes⁵);
3. The vacation bonus paid during the year concerned;
4. Any fringe benefits granted during the year concerned (e.g. company car); and
5. The IFRS fair value of any stock options and/or performance shares granted during the concerned year (based on an acquisition assumption of 100% of the plans).

Any exceptional compensation, severance pay and/or amounts paid under a supplementary pension plan have not been taken into account.

For the Chief Executive Officer and the Deputy Chief Executive Officer, pursuant to the provisions of the French Sapin 2 law, payment of the variable compensation due for the previous year could only be paid after approval by the Shareholders' General Meeting called to approve the financial statements for the year ended.

Additional comments regarding the Chairman of the Board of Directors' compensation:

Between October 25, 2021 and December 14, 2023, this position of Chairman of the Board of Directors was held by Bernard Bourigeaud. As of December 15 and until the nomination of a new Chairman in view of the annual Shareholders' General Meeting, the interim presidency of Worldline's Board of Directors is assumed by Georges Pauget. The Board of Directors decided on February 27, 2024 to maintain the same structure and amount of compensation for the Chairman ad interim.

For the period from October 25, 2021 to December 14, 2023, Bernard Bourigeaud received a fixed compensation in his capacity as Chairman of the Board of Directors. For the period from December 15, 2023 to December 31, 2023, Georges Pauget received a fixed compensation in his capacity as Chairman of the Board of Directors ad interim. The fixed compensation of the Chairman of the Board of Directors for the period from October 25, 2021 to December 31, 2021 has been annualized for the purposes of the below ratio.

Additional comments regarding the Chief Executive Officer's compensation:

Until February 1, 2019, the Chief Executive Officer was paid by Atos International SAS under his employment contract with this company. Two-thirds of his annual base compensation and of his variable compensation relating to his duties as Chief Executive Officer of Worldline was invoiced by Atos International SAS to Worldline.

-As from February 1, 2019, Gilles Grapinet holds no position and performs no activities within Atos, his employment contract with Atos International SAS having ended on the same date. Since February 1, 2019, Gilles Grapinet works solely for Worldline in his position as Chief Executive Officer. The Board of Directors of Worldline decided on February 18, 2019 to maintain for 2019 the identical structure and amount of the compensation package granted to Gilles Grapinet in 2018. For presentation of the current ratio calculation, the total annual base compensation and total annual variable compensation of the Chief Executive Officer (including the one-third not invoiced by Atos International to Worldline prior to February 1, 2019) was taken into account for the period until December 31, 2020. The stock options and/or performance shares granted by Worldline and Atos SE have been taken into account.

Additional comments regarding the compensation of the employees of Worldline SA and all Worldline Group's French entities: the full-time equivalent compensation has been taken into account only if:

1. it was paid to employees who were employed continuously during the year in question within the Company (Worldline SA) or one of the Worldline Group's French entities (i.e. employed on January 1 and December 31 of the year in question);
2. paid according to an employment contract of definite or indefinite period and excluding compensation paid to trainees and apprenticeship and inbound and outbound assignees;
3. it was paid to employees who worked throughout the entire year in question;
4. for all the French entities and for the year 2022 only: the energy allowance and the purchase power allowance have been reintegrated in the full time equivalent remuneration of the relevant employees;
5. for all French entities of Worldline IGSA Group's and for the year 2022 only: the inflation allowance has been reintegrated in the full-time equivalent of the relevant employees;
6. for all French entities and for the year 2023 only: the energy premium and the value sharing premium have been integrated in the full-time equivalent of the relevant employees.

EVOLUTION AND RATIO COMPARED TO AVERAGE EMPLOYEE COMPENSATION

Average employee compensation (In €)	2023	2022	2021	2020	2019
Worldline SA	93,148	99,014	95,734	56,703	57,427
% evolution in average compensation – Worldline SA	-5.9%	3.4%	68.8% ¹	-1.3%	3.9%
Worldline in France ²	66,420	65,920	66,824	63,687	56,092
% of evolution of average compensation – Worldline in France	0,8%	-1.4%	4.9%	NA	4.0%

¹ The increase in the average compensation of Worldline SA employees is due to the transfer of approximately 2,500 employees from Worldline SA to Worldline France SAS, as of July 1, 2021. Only employees continuously present for twelve months within Worldline SA during 2021 were considered for the calculation of the average compensation for the year 2021.

² i.e. SEU Worldline France in 2019 and SEU Worldline France and the Ingenico's French entities for the years 2020 and 2021.

Compensation of Executive Company Officers (In €)	2023	2022	2021	2020	2019
Chairman of the Board of Directors	300,000	300,000	300,000	0	0
Chief Executive Officer	3,042,377	2,887,914	2,469,505	2,618,979	2,587,001
Deputy Chief Executive Officer	1,708,828	1,628,325	1,406,860	1,372,381	1,394,115

Worldline SA	2023	2022	2021*	2020	2019
Ratio for the Chairman of the Board of Directors	3.2	3.0	3.1	0	0
% evolution in ratio vs. average compensation compared to previous year	6.3%	-3.3%	NA	NA	NA
Ratio for the Chief Executive Officer	32.7	29.2	25.8	46.2	45.0
% evolution in ratio vs. average compensation compared to previous year	11.9%	13.1%	-44.2%	2.5%	22.6%
Ratio for the Deputy Chief Executive Officer	18.3	16.4	14.7	24.2	24.3
% evolution in ratio vs. average compensation compared to previous year	11.6%	11.9%	-39.3%	-0.3%	13.5%

* The decrease in the ratios for Company Officers for 2021 compared to 2020 is due to the transfer of approximately 2,500 employees from Worldline SA to Worldline France SAS, as of July 1, 2021. Only employees continuously present for twelve months within Worldline SA during 2021 were considered for the calculation of the average compensation for the year 2021.

Worldline in France ¹	2023	2022	2021	2020	2019
Ratio for the Chairman of the Board of Directors	4.5	4.6	4.5	0	0
% evolution in ratio vs. average compensation compared to previous year	-0.8%	1.4%	NA	NA	NA
Ratio for the Chief Executive Officer	45.8	43.8	37.0	41.1	46.1 ¹
% evolution in ratio vs. average compensation compared to previous year	4.6%	18.5%	-10.1%	NA	22.5%
Ratio for the Deputy Chief Executive Officer	25.7	24.7	21.1	21.5	24.9 ¹
% evolution in ratio vs. average compensation compared to previous year	4.2%	17.3%	-2.3%	NA	13.4%

¹ i.e., SEU Worldline France in 2019 and SEU Worldline France and the Ingenico's French entities for the years 2020 and 2021.

EVOLUTION AND RATIO COMPARED TO MEDIAN EMPLOYEE COMPENSATION

Median employee compensation (In €)	2023	2022	2021 ¹	2020	2019
Worldline SA	69,436	68,383	64,957	46,823	46,842
% change compared to previous year	1.5%	5.3%	38.7%	0.0%	3.6%
Worldline in France ²	54,471	52,542	51,712	50,078	46,853
% of evolution compared to previous year	3.7%	1.6%	3.3%	N/A	3.4%

¹ The increase in the median compensation of Worldline SA employees is due to the transfer of approximately 2,500 employees from Worldline SA to Worldline France SAS, as of July 1, 2021. Only employees continuously present for twelve months in Worldline SA during 2021 were considered for the calculation of the median compensation for the year 2021.

² i.e., SEU Worldline France in 2019 and SEU Worldline France and the Ingenico's French entities for the years 2020 and 2021.

Compensation of Executive Company Officers (In €)	2023	2022	2021	2020	2019
Chairman of the Board of Directors	300,000	300,000	300,000	0	0
Chief Executive Officer	3,042,377	2,887,914	2,469,505	2,618,979	2,587,001
Deputy Chief Executive Officer	1,708,828	1,628,325	1,406,860	1,372,381	1,394,115

Worldline SA	2023	2022	2021	2020	2019
Ratio for the Chairman of the Board of Directors	4.3	4.4	4.6	0	0
% evolution vs. median compensation compared to previous year	-1.5%	-5.0%	NA	NA	NA
Ratio for the Chief Executive Officer	43.8	42.2	38.0	55.9	55.2 ¹
% evolution vs. median compensation compared to previous year	13.8%	11.1%	-32.0%	1.3%	23.0%
Ratio for the Deputy Chief Executive Officer	24.6	23.8	21.7	29.3	29.81
% evolution vs. median compensation compared to previous year	3.4%	9.9%	-26.1%	-1.5%	13.9%

¹ The decrease in the ratios for Company Officers for 2021 compared to 2020 is due to the transfer of approximately 2,500 employees from Worldline SA to Worldline France SAS, as of July 1, 2021. Only employees continuously present for twelve months in Worldline SA during 2021 were considered for the calculation of the average compensation for the year 2021.

Worldline in France ¹	2023	2022	2021	2020	2019
Ratio for the Chairman of the Board of Directors	5.5	5.7	5.8	0	0
% evolution in ratio vs. median compensation compared to previous year	-3.5%	-1.6%	NA	NA	NA
Ratio for the Chief Executive Officer	55.9	55.0	47.8	52.3	55.2 ¹
% evolution in ratio vs. median compensation compared to previous year	1.6%	15.1%	-8.7%	NA	23.2%
Ratio for the Deputy Chief Executive Officer	31.4	31.0	27.2	27.4	29.8 ¹
% evolution in ratio vs. median compensation compared to previous year	1.2%	13.9%	-0.7%	NA	14%

¹ i.e. SEU Worldline France for the years 2018 to 2019 and SEU Worldline France and the Ingenico's French entities for the years 2020, 2021 & 2022

EVOLUTION IN GROUP OPERATING MARGIN BEFORE DEPRECIATION AND AMORTIZATION (OMDA) OVER THE FIVE LAST YEARS

Worldline Group	2023	2022	2021	2020	2019
Adjusted EBITDA published before IFRS 16 (in € million)	NA	NA	NA	NA	561.5
Adjusted EBITDA report after IFRS 16* (in € million)	1,110.4	1,132.5	933.7	699.9	602.1
% evolution compared to previous year	-1.9%	21.3%	33.4%	16.2%	43.6%
Adjusted EBITDA as% of Revenue published before IFRS 16	NA	NA	NA	NA	23.6%
Adjusted EBITDA as% of revenue reported after IFRS 16*	24.1%	26.0%	25.3%	25.5%	25.3%
% evolution compared to previous year	-1.9%	0.7%	-0.2%	0.2%	0.9%

* IFRS 16 has been applicable since financial year 2019.

The main changes in the Company's scope of consolidation have been reflected in the above presentation:

- in 2019: the Adjusted EBITDA takes into account the contribution of Six Payment Services (SPS) for the full year following the acquisition on December 1, 2018;
- in 2020: the Adjusted EBITDA takes into account the acquisition of GoPay by the Company on September 1, 2020 and the acquisition of Ingenico on October 28, 2020;
- in 2021: the Adjusted EBITDA takes into account only the Company's continued operations, i.e. excluding (i) the TSS (Terminals Solutions & Services) business accounted as asset for sales under IFRS 5 norm, as well as (ii) the acquisition of Cardlink SA¹ on September 30, 2021 and Handelsbanken's card Acquiring activities by the Company on October 18, 2021 and (iii) the divestment operations in some Worldline entities in Austria, Belgium and Luxembourg following the request of the European Commission in the context of the Ingenico acquisition as of November 1, 2021. The year 2021 is also the first year where the contribution of GoPay and Ingenico is taken into account for the full year;
- in 2022: the Adjusted EBITDA is only considering the Worldline continued operations (i.e. excluding TSS which has been sold to Apollo fund on 3 October 2022) and is also considering the acquisition of Worldline Merchant Services Italia² as of January 3, 2022, the acquisition of a controlling stake in a commercial acquiring business of ANZ and the creation of a joint-venture controlled by Worldline with ANZ Bank as of April 1, 2022 and the acquisition of Eurobank's Merchant Acquiring activities as of June 30, 2022 as well as the disposal of disposal of Worldline's Mobility and e-Transactional Services in Argentina and Chile as of December 2, 2022. The year 2022 is also the first year where the acquisition of Cardlink SA¹ and Handelsbanken' card Acquiring activities and the divestments mentioned above following the clearance from the European Commission for the acquisition of Ingenico are considered for the full year;
- in 2023: the Adjusted EBITDA is considering the acquisition of a 40% stake in Online Payment Platform BV as of January 12, 2023 and the acquisition of Banco Desio's Merchant Acquiring activities as of March 28, 2023. The year 2023 is also the first year where the contribution of Worldline Merchant Services Italia³, of the joint-venture controlled by Worldline with ANZ Bank and the acquisition of Eurobank's Merchant Acquiring activities and the disposal of Worldline's Mobility and e-Transactional Services in Argentina and Chile are considered for the full year.

D.2.2.6 Compliance of Company Officers' compensation with AFEP-MEDEF Code recommendations

Since its shares were listed on Euronext Paris, the Company has committed to implementing the AFEP-MEDEF Code recommendations, especially relating to Executive Company Officer compensation conditions, and to monitor them. Before making any decision regarding the compensation of Executive Company Officers, the Board of Directors analyzes the compliance of the decision with the recommendations of the AFEP-MEDEF Code. In addition, the Company's Board of Directors met on April 18, 2024, to perform the annual review of the implementation by the Company of these governance principles.

The Board of Directors assessed the Company's implementation of these provisions and considered that the Company's governance practices, in particular regarding the Company Officers' compensation, are compliant with the AFEP-MEDEF Code recommendations.

The complete and detailed document which supported this annual Board assessment is fully made available on Worldline's website.

¹ Also known as Electronic Transaction Network Management & Operating Co. Societe Anonyme Cardlink.

² Previously known as Axepta Italia.

³ Previously known as Axepta Italia.

D.2.2.7 Summary of the compensation due or paid to the Company Officers – AMF Table 1 and 2

AMF TABLE 1: SUMMARY OF THE COMPENSATION, STOCK OPTIONS AND PERFORMANCE SHARES AWARDED TO THE COMPANY OFFICERS

Bernard Bourigeaud – Chairman of the Board of Directors (between October 25, 2021 and December 14, 2023)

(In €)	2023	2022
Compensation due for the year	286,905	300,000
Value of stock options awarded during the year	N/A	N/A
Value of performance shares granted during the year	N/A	N/A
TOTAL	286,905	300,000

Georges Pauget – Chairman of the Board of Directors ad interim (between December 15, 2023 and December 31, 2023)

(In €)	2023	2022
Compensation due for the year	13,095	N/A
Value of stock options awarded during the year	N/A	N/A
Value of performance shares granted during the year	N/A	N/A
TOTAL	13,095	N/A

Gilles Grapinet – Chief Executive Officer

(In €)	2023	2022
Compensation due for the year	1,192,482	1,751,395
Value of stock options awarded during the year	279,972	291,822
Value of performance shares granted during the year	1,011,010	1,077,872
TOTAL	2,483,464	3,121,089

Marc-Henri Desportes – Deputy Chief Executive Officer

(In €)	2023	2022
Compensation due for the year	665,937	940,909
Value of stock options awarded during the year	165,564	172,528
Value of performance shares granted during the year	597,870	637,249
TOTAL	1,429,371	1,750,686

On each date of award, the fair value of the performance shares and stock options is determined pursuant to IFRS 2 recognized in the consolidated financial statements. The performance shares and stock options awarded are valued based on this fair value. Thus, this value is an historical value on the date of grant calculated for accounting purposes. This value represents neither a current market value nor the actual amounts that may be paid to the beneficiary upon the vesting of the performance shares if they vest or if the stock options become exercisable.

AMF TABLE 2: COMPENSATION OF EACH COMPANY OFFICER

Bernard Bourigeaud – non-executive Chairman of the Board of Directors (between October 25, 2021 and December 14, 2023)

(In €)	2023		2022	
	Due	Paid	Due	Paid
Fixed compensation	286,905	286,905	300,000	300,000
Variable compensation	0	0	0	0
Exceptional compensation	0	0	0	0
Directors' fees	0	0	0	0
Fringe benefits	0	0	0	0
Other component of compensation	0	0	0	0
TOTAL	286,905	286,905	300,000	300,000

Georges Pauget – non-executive Chairman of the Board of Directors ad interim (between December 15, 2023 and December 31, 2023)

(In €)	2023		2022	
	Due	Paid	Due	Paid
Fixed compensation	13,095	13,095	N/A	N/A
Variable compensation	0	0	N/A	N/A
Exceptional compensation	0	0	N/A	N/A
Directors' fees	0	0	N/A	N/A
Fringe benefits	0	0	N/A	N/A
Other component of compensation	0	0	N/A	N/A
TOTAL	13,095	13,095	N/A	N/A

Gilles Grapinet – Chief Executive Officer

(In €)	2023		2022	
	Due	Paid	Due	Paid
Fixed compensation	750,000	750,000	750,000	750,000
Variable compensation	435,884	994,798	994,798	761,624
Exceptional compensation	0	0	0	0
Directors' fees	0	0	0	0
Fringe benefits ¹	6,597	6,597	6,597	6,597
Other component of compensation	0	0	0	0
TOTAL	1,192,482	1,751,395	1,751,395	1,518,221

¹ Company car.

The variable compensation due reflects amounts due for the first half and second half of the year concerned. Variable compensation paid reflects amounts paid for the first half and second half of the previous year. The payment of the variable compensation due for the first and second halves of 2023 is subject to the approval of the Shareholders' General Meeting to be held in 2024.

Marc-Henri Desportes – Deputy Chief Executive Officer

(In €)	2023		2022	
	Due	Paid	Due	Paid
Fixed compensation	440,000	440,000	440,000	440,000
Variable compensation	217,942	497,399	497,399	375,037
Exceptional compensation	0	0	0	0
Directors' fees	0	0	0	0
Fringe benefits ¹	7,995	7,995	3,510	3,510
Other component of compensation	0	0	0	0
TOTAL	665,937	945,394	940,909	818,548

¹ Company car.

The variable compensation due reflects amounts due for the first half and second half of the year concerned. Variable compensation paid reflects amounts paid for the first half and second half of the previous year. The payment of the variable compensation due for the first and second halves of 2023 is subject to the approval of the Shareholders' General Meeting to be held in 2024.

MULTI-YEAR EQUITY COMPENSATION OF WORLDLINE EXECUTIVE COMPANY OFFICERS (GILLES GRAPINET AND MARC-HENRI DESPORTES)

Additional details are available under Section D.2.1.1 outlining the principles that apply to the multi-year variable equity compensation for the Chief Executive Officer and Deputy Chief Executive Officer.

D.2.2.8 Executive Company Officers benefits – AMF Table 11

Bernard Bourigeaud has exercised his duties as Chairman of the Board of Directors from October 25, 2021 to December 14, 2023. In accordance with the succession planning, the Nomination Committee recommended that the interim presidency of Worldline's Board be assumed by Georges Pauget, the lead independent Director, until the nomination of a new Chairman of the Board of Directors following a search process initiated according to the governance of the Company with a view to the annual Shareholders' General Meeting. This proposal received the unanimous support from all the board members.

It is reminded that the employment contract between Worldline and Marc-Henri Desportes, Deputy Chief Executive Officer, was suspended as from his appointment as Deputy Chief Executive Officer for the duration of this term of office, in accordance with applicable legislation.

	Worldline employment contract		Worldline supplementary pension plan		Allowances or benefits due or likely to be due in the event of termination or change of position		Non-compete clause allowance	
	YES	NO	YES	NO	YES	NO	YES	NO
Executive Company Officers								
Bernard Bourigeaud								
Non-executive Chairman of the Board of Directors								
Start of term: October 25, 2021								
		✓		✓		✓		✓
End of term: December 14, 2023								
Georges Pauget								
Non-executive Chairman of the Board of Directors ad interim								
Start of term: December 15, 2023								
		✓		✓		✓		✓
End of term: 2024 Shareholders' General Meeting								
Gilles Grapinet								
Chief Executive Officer								
Start of term: April 30, 2014								
		✓	✓ ¹		✓ ¹			✓
End of term: 2026 Shareholders' General Meeting								
Marc-Henri Desportes								
Deputy Chief Executive Officer								
Start of term: August 1, 2018								
		✓ ²		✓		✓		✓
End of term: 2026 Shareholders' General Meeting								

¹ For detailed information regarding the supplementary pension plan and the compensatory allowance, please refer to section D.2.2.3 "Components of compensation due or awarded for the financial year 2023 to Gilles Grapinet, Chief Executive Officer"

² On the Nomination and Remuneration Committee's recommendation and pursuant to the provisions of article L. 225-38 of the French Commercial Code, the Board of Directors decided on July 21, 2018 to authorize the signing of an agreement between Worldline and Marc-Henri Desportes providing for the suspension of his employment contract with Worldline during the term of his office as Deputy Chief Executive Officer. This agreement was approved by the Shareholders' General Meeting on April 30, 2019, in accordance with the provisions of article L. 225-38 of the French Commercial Code (see section D.2.1.1.3 "Compensation policy for the Deputy Chief Executive Officer – Marc-Henri Desportes").

D.2.3 Performance share plans and stock option plans

D.2.3.1 Stock options awarded to or exercised by each Executive Company Officer during the year – AMF Tables 4 and 5

AMF TABLE 4: STOCK OPTIONS GRANTED DURING THE YEAR TO EACH EXECUTIVE COMPANY OFFICER

In accordance with the authorization given by the Shareholders' General Meeting of Worldline shareholders held on June 8, 2023 (under the 30th resolution), the Board of Directors proceeded on June 8, 2023, on the recommendation of the Remuneration Committee, to grant stock options.

The Chief Executive Officer and Deputy Chief Executive Officer are among the beneficiaries of this allocation. The Chairman of the Board of Directors is not eligible.

The terms and conditions of the Worldline stock options plans, in particular the presence condition and the performance conditions, are described in section D.2.3.5 of this Universal Registration Document.

The below table shows the stock options that were granted to the Executive Company Officers during the year ended December 31, 2023.

Name	Plan Date ¹	Nature of the Options	Options valuation (in €) ²	Number of options awarded in 2023	Exercise price (in €)	Exercise period
Gilles Grapinet						
Chief Executive Officer	June 8, 2023	Subscription	279,972	44,440	40.74	June 8, 2026 to June 7, 2033
Marc-Henri Desportes						
Deputy Chief Executive Officer	June 8, 2023	Subscription	165,564	26,280	40.74	June 8, 2026 to June 7, 2033

¹ Corresponds to the date of the Board of Directors' meeting that approved the grant.

² Valuation of the Options at their grant date, pursuant to application of IFRS 2, after taking account of any discount related to performance criteria and the probability of presence in the Worldline Group at the end of the vesting period, but before the expense is spread over the vesting period pursuant to IFRS 2. Worldline has taken into account a probability of achieving the performance conditions.

AMF TABLE 5: STOCK OPTIONS EXERCISED DURING THE YEAR BY EACH COMPANY OFFICER

The below table shows the stock options that were exercised by the Executive Company Officers during the year ended December 31, 2023.

Name	Plan Date ¹	Number of stock options during the financial year	Exercise price	Exercise date
Gilles Grapinet				
Chief Executive Officer	September 3, 2014	10,000	17.22	May 4, 2023
Marc-Henri Desportes				
Deputy Chief Executive Officer	September 3, 2014	24,600	17.22	August 9, 2023

¹ Corresponds to the date of the Board of Directors' Meeting that approved the grant.

D.2.3.2 Performance shares granted to Executive Company Officers during the year – AMF Table 6

Pursuant to the authorization granted by the Shareholders' General Meeting held on June 8, 2023 (under the 31st resolution) and on the Remuneration Committee's recommendation, the Company's Board of Directors at its meeting on June 8, 2023 decided to grant performance shares.

The Chief Executive Officer and Deputy Chief Executive Officer are among the beneficiaries of this grant. The Chairman of the Board of Directors is not eligible.

The terms and conditions of the Worldline performance share plan, in particular the presence and performance conditions, are described in section D.2.3.8 of this Universal Registration Document.

The below table shows the performance shares granted to the Company Officers during the year ended December 31, 2023.

	Plan Date ¹	Number of shares awarded in 2023	Share valuation (in €) ²	Vesting date	Availability Date	Performance conditions
Gilles Grapinet		44,440				
Chief Executive Officer	June 8, 2023	0.016% of the share capital at 12/31/2023	1,011,010	June 8, 2026	June 8, 2026	See section D.2.3.8.3 below
Marc-Henri Desportes		26,280				
Deputy Chief Executive Officer	June 8, 2023	0.009% of the share capital at 12/31/2023	597,870	June 8, 2026	June 8, 2026	

¹ Corresponds to the date of the Board of Directors' Meeting that approved the grant.

² Valuation of the shares at their grant date, pursuant to application of IFRS 2, after taking account of any discount related to performance criteria and the probability of presence in the Worldline Group at the end of the vesting period, but before the expense is spread over the vesting period pursuant to IFRS 2. Worldline has taken into account a probability of achieving the performance conditions.

D.2.3.3 Performance shares that have become available during the year for the Executive Company Officers – AMF Table 7

The Worldline performance shares granted on June 9, 2020 in accordance with the plan rules have vested on June 9, 2023. In addition, they are not subject to any holding period and are therefore available since that date.

The Chief Executive Officer and Deputy Chief Executive Officer were beneficiaries of this Plan.

The terms and conditions of the Worldline performance share plan, in particular the presence and performance conditions are described in the update of the 2020 Registration Document.

	Plan Date ¹	Number of shares available during the financial year	Vesting Date	Availability Date
Gilles Grapinet				
Chief Executive Officer	June 9, 2020	25,850 ²	June 9, 2023	June 9, 2023
Marc-Henri Desportes				
Deputy Chief Executive Officer	June 9, 2020	13,400 ²	June 9, 2023	June 9, 2023

¹ Corresponds to the date of the Board of Directors' Meeting that approved the grant.

² The Board of Directors of February 20, 2023 has acted the achievement of the performance conditions for the period 2020-2022 (see section D.2.3.9.3 of the 2022 Universal Registration Document and the definitive vesting of 100% of the performance shares granted on June 9, 2020).

D.2.3.4 Past awards of stock options as at December 31, 2023 – AMF Table 8

The tables below show the past grants by Worldline since 2014 to reward and retain the employees identified as key talents and top management.

VESTED PLANS

Date of Shareholders' General Meeting	2014	2015	2016	2016
Date of Board Meeting	09/03/2014	07/27/2015	02/22/2016	07/25/2016
Date of grant	09/03/2014	09/01/2015	05/25/2016	08/16/2016
Exercise period start date	05/15/2016	05/15/2017	05/25/2018	05/25/2018
Exercise period end date	09/03/2024	08/31/2025	05/24/2026	08/15/2026
Exercise price (in €)	17.22	22.87	26.82	28.58
Options granted originally	1,527,220	1,558,500	196,000	45,000
Of which Company Officers ¹	189,330	180,000	0	0
Of which Gilles Grapinet	180,000	180,000	0	0
Of which Marc-Henri Desportes	0	0	0	0
Of which Gilles Arditti	9,330	0	0	0
Number of beneficiaries	92	138	52	2
Options exercised	1,217,440	837,123	111,613	30,000
Options canceled or expired	90,300	154,500	17,000	0
Status as of 12/31/2023	219,480	566,877	67,387	15,000
Value of unexercised options (in € million)	3.8	13.0	1.8	0.4

¹ Company Officers (executive and non-executive) at grant date of the stock options.

Date of Shareholders' General Meeting	2018	2018	2019	2020	Total
Date of Board Meeting	07/21/2018	10/18/2018	07/24/2019	06/09/2020	
Date of grant	07/21/2018	01/02/2019	07/24/2019	06/09/2020	
Exercise period start date	07/21/2021	03/31/2022	07/24/2022	06/09/2023	
Exercise period end date	07/20/2028	01/01/2029	07/23/2029	06/08/2030	
Exercise price (in €)	52.91	46.69	66.77	69.73	
Options granted originally	262,000	130,550	98,600	101,120	3,918,990
Of which Company Officers ¹	143,000	0	39,850	39,250	591,430
Of which Gilles Grapinet	81,000	0	26,250	25,850	493,100
Of which Marc-Henri Desportes	62,000	0	13,600	13,400	89,000
Of which Gilles Arditti	0	0	0	0	9,330
Number of beneficiaries	18	5	19	21	
Options exercised	0	0	0	0	2,196,176
Options canceled or expired	0	0	9,963	6,865	278,628
Status as of 12/31/2023	262,000	130,550	88,637	94,255	1,444,186
Value of unexercised options (in € million)	13.9	6.1	5.9	6.6	51.5

¹ Company Officers (executive and non-executive) at grant date of the stock options.

UNVESTED PLANS

Date of Shareholders' General Meeting	2021	2022	2023	Total
Date of Board Meeting	05/27/2021	06/09/2022	06/08/2023	
Date of grant	05/27/2021	06/09/2022	06/08/2023	
Exercise period start date	05/27/2024	06/09/2025	06/08/2026	
Exercise period end date	05/26/2031	06/08/2032	06/07/2033	
Exercise price (in €)	81.39	39.70	40.74	
Options granted originally	117,150	193,530	191,670	502,350
Of which Company Officers ¹	37,550	70,785	70,720	179,055
Of which Gilles Grapinet	23,600	44,485	44,440	112,525
Of which Marc-Henri Desportes	13,950	26,300	26,280	66,530
Number of beneficiaries	23	19	19	
Options exercised	0	0	0	0
Options canceled or expired	23,800	17,005	0	40,805
Status as of 12/31/2023	93,350	176,525	191,670	461,545
Value of unexercised options (in € million)	7.6	7.0	7.8	22.4

¹ Company Officers (executive and non-executive) at grant date of the stock options.

For the plans granted between 2014 and 2016, the vesting conditions of the rights under the aforementioned plans, in particular, the performance conditions that must be fulfilled, are outlined in section 17.3.3 of the 2016 Registration Document; for the plans granted on 2018 and 2019, they are outlined in section G.3.3.4 of the 2019 Universal Registration Document; the performance conditions for the granted in 2020 are outlined in section G.3.3.4 of the 2020 Universal Registration Document, the performance conditions for the plan granted in 2021 are outlined in section G.3.3.5.2 of the 2021 Universal Registration Document the performance conditions for the plan granted in 2022 are outlined in section D.2.3.5 of this Universal Registration Document and the performance conditions for the plan granted in 2023 are outlined in section D.3.2.5.1 of this Universal Registration Document.

Validation of achievement of the performance conditions for the stock options plans granted in 2016, 2018, 2019 and 2020 are covered in previous Registration Documents. Validation of achievement of the performance conditions for the stock options plans granted in 2021 is detailed in section D.2.3.9 of this Universal Registration Document.

D.2.3.5 Terms and conditions of ongoing stock option plans

It is reminded that the long-term incentive plans mainly benefit the Group's top management, key resources, experts and certain juniors, as well as Executive Company Officers.

These plans are an important part of the compensation, motivation and retention package of the beneficiaries.

By providing for the final vesting of stock options based on the Group's performance over a three-year period, the Company ensures that it maintains the development of a community of interests with its shareholders, while involving its employees in the Group's long-term performance and financial results.

The Stock Options Plan rules, as well as the compensation policy applicable to Executive Directors, provide that the Board of Directors reserves the right to adjust the performance conditions in the event of a change in the Group's scope of consolidation, a change in accounting method or any other circumstance justifying such an adjustment. The objective is to neutralize the favorable or unfavorable consequences of the appearance of new circumstances on the objectives set at the time of grant.

D.2.3.5.1 Stock Option plans granted on May 27, 2021 (hereinafter the "2021 Stock Option Plan"), on June 9, 2022 (hereinafter the "2022 Stock Option Plan") and on June 8, 2023 (hereinafter the "2023 Stock Option Plan")

Performance conditions of the 2021 Stock Option Plan

Indicator measurement	Weight	Achievement levels	% vested	
Internal Financial Performance Conditions 80%	Group Revenue Organic Growth rates	Floor: Target -2.5%	50%	
		Target	100%	
	Average Revenue Organic Growth rate over three years (2021-2023) ("A")	30%	Cap: Target +2.5%	130%
			Group Adjusted EBITDA rate	Floor: Target -2%
	Average of the Group Adjusted EBITDA rate over three years (2021-2023) ("B")	25%	Target	100%
			Cap: Target +2%	130%
	Group Free Cash Flow (FCF) before dividends and income from acquisitions/disposals	25%	Floor: Target -2.5%	50%
			Target	100%
	Average Group FCF over three years (2021-2023) ("C")		Cap: Target +2.5%	130%
			Carbon Disclosure Program score	
Target	100%			
Non-financial CSR performance condition 20%	Score obtained at the end of the period concerned (in 2023) ("D1")	10%	Cap: one level above	130%
			Eco Vadis score	Floor: 74% of Target
	Score obtained at the end of the period concerned (in 2023) ("D2")	20%	Target: above 2020 results	100%
			Cap: Target +1.2%	130%
	Employee satisfaction and Diversity score		Floor: Target -3.6pts	50%
			Target	100%
Score obtained at the end of the period concerned (in 2023) ("D3")	10%	Cap: Target +3.6pts	130%	

A * 30% + B * 25% + C * 25% + [D1 * 5% + D2 * 5% + D3 * 10%] = average vesting rate
(being specified that the average vesting rate may not exceed 100%)

Performance conditions of the 2022 Stock Option Plan

Indicator measurement	Weight	Achievement levels	% vested	
Internal Financial Performance Conditions 80%	Group Revenue Organic Growth rates	Floor: Target -2.5%	50%	
		Target	100%	
	Average Revenue Organic Growth rate over three years (2022-2024) ("A")	30%	Cap: Target +2.5%	130%
			Group Adjusted EBITDA rate	Floor: Target -2%
	Average of the Group Adjusted EBITDA rate over three years (2022-2024) ("B")	25%	Target	100%
			Cap: Target +2%	130%
	Group Free Cash Flow (FCF) before dividends and income from acquisitions/disposals	25%	Floor: Target -2.5%	50%
			Target	100%
	Average Group FCF over three years (2022-2024) ("C")		Cap: Target +2.5%	130%
			CO ₂ emissions reduction, expressed in tons of CO ₂ (scopes 1 & 2 SBTi)	10%
Target	100%			
Non-financial CSR performance condition 20%	Percentage of reduction at the end of the period concerned (in 2024) ("D1")	10%	Cap: 94% of Target	130%
			Eco Vadis score	20%
	Target	100%		
	Score obtained at the end of the period concerned (in 2024) ("D2")		Cap: Target +3%	130%
			People and Diversity score	10%
Target	100%			
Percentage of increase at the end of the period concerned (in 2024) ("D3")		Cap: Target +3.6pts	130%	

A * 30% + B * 25% + C * 25% + [D1 * 5% + D2 * 5% + D3 * 10%] = average vesting rate
(being specified that the average vesting rate may not exceed 100%)

Performance conditions of the 2023 Stock Option Plan

Indicator measurement	Weight	Achievement levels	% vested	
Internal Financial Performance Conditions 80%	Group Revenue Organic Growth Rates	Floor: Target -2.5%	50%	
		Target	100%	
	Average revenue organic growth rate over three years (2023-2025) ("A")	30%	Cap: Target +2.5%	130%
			Group Adjusted EBITDA rate	25%
	Target	100%		
	Average of the Group Adjusted EBITDA rate over three years (2023-2025) ("B")		Cap: Target +2%	130%
			Group Free Cash Flow (FCF) before dividends and income from acquisitions/disposals	25%
	Target	100%		
	Average Group FCF over three years (2023-2025) ("C")		Cap: Target +2.5%	130%
			CO ₂ emissions reduction, expressed in tons of CO ₂ (scopes 1 & 2 SBTi)	10%
Target	100%			
Non-financial CSR performance condition 20%	Percentage of reduction at the end of the period concerned (in 2025) ("D1")	20%	Cap: 83% of Target	130%
			People and Diversity score	10%
	Target	100%		
Percentage of increase at the end of the period concerned (in 2025) ("D2")		Cap: Target +3.6pts	130%	

A * 30% + B * 25% + C * 25% + [D1 * 10% + D2 * 10%] = average vesting rate
(being specified that the average vesting rate may not exceed 100%)

Adjustment of the performance conditions of the 2021 Stock Option Plan

On December 15, 2021, on the recommendation of the Remuneration Committee, the Board of Directors decided to adjust the targets of the internal performance conditions applicable to the 2021 Stock Option Plan in order to align them with:

- the new scope of consolidation of the Group, leading to an upward adjustment, following the completion of (i) the acquisitions of Cardlink SA¹ on September 30, 2021 and the card Acquiring activities of Handelsbanken on October 18, 2021 and (ii) the divestment of certain entities of Worldline in Austria, Belgium and Luxembourg as of November 1, 2021 (in accordance with the undertakings given to the European Commission in the context of the acquisition of Ingenico);
- the 2021 guidance communicated to the market on October 26, 2021 for continued activities (in line with the previously announced annual objectives) following the validation by the Board of Directors of the strategic orientation of divestment of the TSS activity and the Group's willingness to favor a short-term divestment scenario with ongoing discussions that led to the recognition of this activity as an asset held for sale (under IFRS 5). The divestment has since been completed with the sale of the TSS business line to Apollo Funds in October 2022; and
- the Group's new three-year financial ambition (financial years 2022 to 2024) also communicated to the market on October 26, 2021 for continued activities following the validation by the Board of Directors of the strategic orientation of divestment of the TSS activity.

Finally, it should be recalled that with the exception of the adjustment described above related to changes in the scope of consolidation of the Group, no other adjustment (in particular no adjustment related to the persistence of the Covid-19 pandemic since 2020) has been made to the performance conditions of the 2021 Stock Option Plan since the rights were granted to the beneficiaries.

Adjustment of the performance conditions of the 2021 and 2022 Stock Option Plans

On July 26, 2022, on the recommendation of the Remuneration Committee, the Board of Directors decided to adjust the targets of the internal performance conditions applicable to the 2021 and 2022 Stock Option Plans in order to align them with the new scope of consolidation of the Group, leading to an upward adjustment, following the completion of the acquisition of Worldline Merchant Services Italia² (as from 1 January 2022), ANZ (as from 1 April 2022), Eurobank (as from end June 2022) and the update on PF 2021 to reflect these scope changes.

Adjustment of the performance conditions of the 2022 and 2023 Stock Option Plans

On February 27, 2024, on the recommendation of the Remuneration Committee, the Board of Directors decided to adjust the targets of the internal performance conditions applicable to the 2022 and 2023 Stock Option Plans, to keep the beneficiaries of those plans motivated and retain them. Those adjustments took place in order to align them with :

- The 2024 guidance communicated to the market of October 25, 2023 for the Group following the announcement of the financial results for the third quarter 2023 and the announcement of the launch of Power 2024 plan after the deterioration of macroeconomics in certain of the core geographies of the Group and the termination of some of our specific merchants' relationships;
- The new mid term financial ambition for the Group (horizon 2026).

It is precised that:

- The adjustments done only concern the performance year 2024 for the 2022 Stock Option Plan and the performance years 2024 and 2025 for the 2023 Stock Option Plan. The objectives for the year 2023 have not been revised following the announcement of the revised guidance reflecting market conditions for the year 2023 on October 25, 2023;
- The Executive Company Officers, the members of the Strategic Executive Board and the beneficiaries who left the Group do not benefit from these adjustments;
- Considering the adjustments done for years 2024 (2022 & 2023 Stock Options Plans) and 2025 (2023 Stock Options Plan), the maximum acquisition rate for the 2022 and 2023 Stock Options Plans will in any case be limited to 70% of the Options granted to consider the results of the third quarter 2023 and the initial guidance communicated to the market for 2023.

On March 20, 2024, on the recommendation of the Remuneration Committee, the Board of Directors decided as well to adjust the targets of the CSR Performance condition linked to People and Engagement (representing 10% of the overall vesting) in the 2022 Stock Option Plan to align them with the new 2024 Group ambitions taking into account the launch of Power24 which will enable the Group to accelerate its post-integration transformation to reinforce its competitiveness by reducing costs in response to changes in macroeconomic environment and payment industry trends.

The elasticity curves of all performance conditions remain unchanged.

¹ Also known as Electronic Transaction Network Management & Operating Co. Societe Anonyme Cardlink

² Previously known as Axepta Italia

D.2.3.6 Stock Options granted to the top ten non-executive employees and options exercised by them – AMF Table 9

	Total number of options granted	Weighted average price (exercise price for the year of grant) (in €)	Date ¹
Stock options granted during the year to the ten employees with the highest number of options granted (aggregate information)	90,450	40.74	June 8, 2023
Stock options held by the issuer exercised during the year by the ten employees with the highest number of options purchased or subscribed (aggregate information)	6,500	17.22	September 3, 2014

¹ Corresponds to the date of the Board of Directors' Meeting approving the grant.

D.2.3.7 History of performance share grants – AMF Table 10

The table below shows the history of Worldline awards since 2021 to reward and retain employees identified as key talent and senior executives.

VESTED PLANS

The terms and conditions as well as the validation of the fulfillment of the performance conditions of the vested performance share plans listed above were detailed in the previous Universal Registration Documents.

UNVESTED PLANS

Date of the General Assembly	05/20/2021 ¹	06/09/2022 ¹	06/08/2023 ¹	Total
Date of the Board of Directors	05/27/2021	06/09/2022	06/08/2023	
Date of grant	05/27/2021	06/09/2022	06/08/2023	
Detail of the Plan				
Number of beneficiaries	827	784	917	
Number of shares granted	685,935	1,159,545	1,296,560	3,142,040
Of which to Company Officers	37,550	70,785	70,720	179,055
Of which to Gilles Grapinet	23,600	44,485	44,440	112,525
Of which to Marc-Henri Desportes	13,950	26,300	26,280	66,530
Change of plan due to international mobility	0	0	0	0
Number of shares cancelled or lapsed	100,580	81,190	11,120	192,890
Number of shares acquired as of 12/31/2023	0		0	0
of which to Company Officers ²	0		0	0
Of which to Gilles Grapinet	0		0	0
Of which to Marc-Henri Desportes	0		0	0
Status as of 12/31/2023	585,355	1,078,355	1,285,440	2,949,150
Date of final acquisition	05/27/2024	06/09/2025	06/08/2026	
Date of availability	05/27/2024	06/09/2025	06/08/2026	

¹ The number of shares to be granted takes into account a maximum multiplier of 100% (according to the terms defined in the performance conditions).

² Company Officers (executive and non-executive) at the date of grant of the performance shares.

The unvested performance shares represent 1.05% of Worldline's share capital at December 31, 2023.

The terms and conditions of the performance share plans granted on May 27, 2021, June 9, 2022 and June 8, 2023, from which the Chief Executive Officer and the Deputy Chief Executive Officer benefit are described below.

The performance shares above do not take into account the liquidity contracts that were put in place in the context of the acquisition of Ingenico following the mandatory delisting of Ingenico shares on November 19, 2020. These liquidity agreements have been entered into to allow the performance shares definitively acquired by the beneficiaries of the 2019 Ingenico performance share plans on the basis of the exchange ratio of the secondary offer (i.e. 56 Worldline shares for 29 Ingenico shares).

D.2.3.8 Terms and conditions of ongoing performance share plans

The performance shares plans are governed by the same general principles as the above-mentioned stock options plans, namely:

- these plans mainly benefit the Worldline's top managers, key resources, experts and some juniors, as well as Executive Company Officers;
- these plans are an important part of the compensation package, motivation and retention for beneficiaries;
- by foreseeing the vesting of shares based on the Group's performance over a three-year period, the Company ensures that it maintains the development of a community of interest with its shareholders, while involving its employees in the Group's long-term performance and financial results;
- the performance share plan rules, as well as the compensation policy applicable to Executive Company Officers, provide that the Board of Directors reserves the right to adjust the performance conditions in the event of a change in the Group's scope of consolidation, a change in accounting method or any other circumstance justifying such an adjustment. The objective is to neutralize the consequences of the appearance of new circumstances on the objectives set at the time of grant;
- the targets set are systematically reviewed by the Board of Directors, on the recommendation of the Remuneration Committee, when the Group's scope of consolidation changes.

D.2.3.8.1 Performance share plan granted on May 27, 2021 (hereinafter the "2021 Performance Share Plan")

The performance conditions of the 2021 Performance Share Plan are strictly identical to those of the 2021 Option Plan described in section D.2.3.5.1 of this Universal Registration Document.

Therefore, the adjustments to the targets decided by the Board of Directors with respect to the 2021 Option Plan apply *mutatis mutandis* to the 2021 Performance Share Plan.

D.2.3.9 Validation of the performance conditions of the ongoing performance share and stock option plans or acquired during the year

D.2.3.9.1 Stock Option Plan and Performance Share Plans of May 27, 2021

The performance conditions have been assessed at the end of the relevant three-year period, *i.e.* on December 31, 2023 by the Board of Directors on February 27, 2024.

Reference is made to sections G.3.3.5.2 and G.3.3.8.2 of the 2021 Universal Registration Document as well as to section D.2.3.5.2 above setting out the adjustments made by the Board of Directors, on the recommendation of the Remuneration Committee, to the internal performance conditions relating to the 2021-2023 period of the stock option and performance share plans granted in 2021.

D.2.3.8.2 Performance share plan granted on June 9, 2022 (hereinafter the "2022 Performance Share Plan")

The performance conditions of the 2022 Performance Share Plan are strictly identical to those of the 2022 Option Plan described in section D.2.3.5.1 of this Universal Registration Document.

Therefore, the adjustments to the targets decided by the Board of Directors with respect to the 2022 Option Plan apply *mutatis mutandis* to the 2022 Performance Share Plan.

D.2.3.8.3 Performance share plan granted on June 8, 2023 (hereinafter the "2023 Performance Share Plan")

The performance conditions of the 2023 Performance Share Plan are strictly identical to those of the 2023 Option Plan described in section D.2.3.5.1 of this Universal Registration Document.

Therefore, the adjustments to the targets decided by the Board of Directors with respect to the 2023 Option Plan apply *mutatis mutandis* to the 2023 Performance Share Plan.

D.2.3.8.4 Performance share plan granted on July 25, 2023 (hereinafter the "2023 Share Plan")

The Company granted a Worldline Share Plan without performance condition to a limited number of beneficiaries outside of France. This plan has an acquisition rate of about 3 years and will be definitively vested on June 8, 2026. The shares are also subject to a lock-up period of 5 years as of vesting date, *i.e.* until June 8, 2031. The 2023 Share Plan has no dilutive impact on Worldline's share capital.

No additional adjustment was made following the announcement of the revised guidance reflecting the market conditions for the year 2023 on October 25, 2023.

The final vesting of the right to exercise stock options and performance shares granted under these plans is subject to the fulfillment of performance conditions at the end of the 2021-2023 period and to the verification of the condition of presence at the vesting date.

Indicator measurement	Vesting level	
Internal Financial Performance Conditions 80%	30% – <i>Group Revenue Organic Growth Rates</i> Average Revenue Organic Growth rate over three years (2021-2023) (“A”)	93.4%
	25% – <i>Group Adjusted EBITDA rate</i> Average of the Group Adjusted EBITDA rate over three years (2021-2023) (“B”)	76.6%
	25% – <i>Group Free Cash Flow (FCF) before dividends and income from acquisitions/disposals</i> Average Group FCF over three years (2021-2023) (“C”)	0%
	5% – <i>Carbon Disclosure Program score</i> Score obtained at the end of the period concerned (in 2023) (“D1”)	50%
Non-financial CSR performance condition 20%	5% – <i>Eco Vadis score</i> Score obtained at the end of the period concerned (in 2023) (“D2”)	125%
	10% – <i>Employee satisfaction and Diversity score</i> Score obtained at the end of the period concerned (in 2023) (“D3”)	0%
	Average vesting rate	55.91%

D.2.3.9.2 Stock Option and Performance Share Plans of June 9, 2022

The performance conditions will be assessed at the end of the relevant three-year period, i.e. on December 31, 2024.

Reference is made to section D.2.3.5.1 above setting out the adjustments made by the Board of Directors, on the recommendation of the Remuneration Committee, to the internal performance conditions relating to the 2022-2024 period of the stock options and performance shares plans granted in 2022.

The final vesting of the right to exercise stock options and performance shares granted under these plans is subject to the fulfillment of performance conditions at the end of the 2022-2024 period and to the verification of the condition of presence at the vesting date.

D.2.3.9.3 Stock Option and Performance Share Plans of June 8, 2023

The performance conditions will be assessed at the end of the relevant three-year period, i.e. on December 31, 2025.

Reference is made to section D.2.3.5.1 above setting out the adjustments made by the Board of Directors, on the recommendation of the Remuneration Committee, to the internal performance conditions relating to the 2023-2025 period of the stock options and performance shares plans granted in 2023.

The final vesting of the right to exercise stock options and performance shares granted under these plans is subject to the fulfillment of performance conditions at the end of the 2023-2025 period and to the verification of the condition of presence at the vesting date.