

E.2 Compensation of Company Officers

E.2.1 Compensation policies of the Company Officers for 2025

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. They 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.

They were approved by the Board of Directors on February 25, and March 27, 2025 upon recommendation of the Remuneration Committee.

E.2.1.1 Compensation policies of the 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. The Executive Company Officers refer to the Chief Executive Officer.

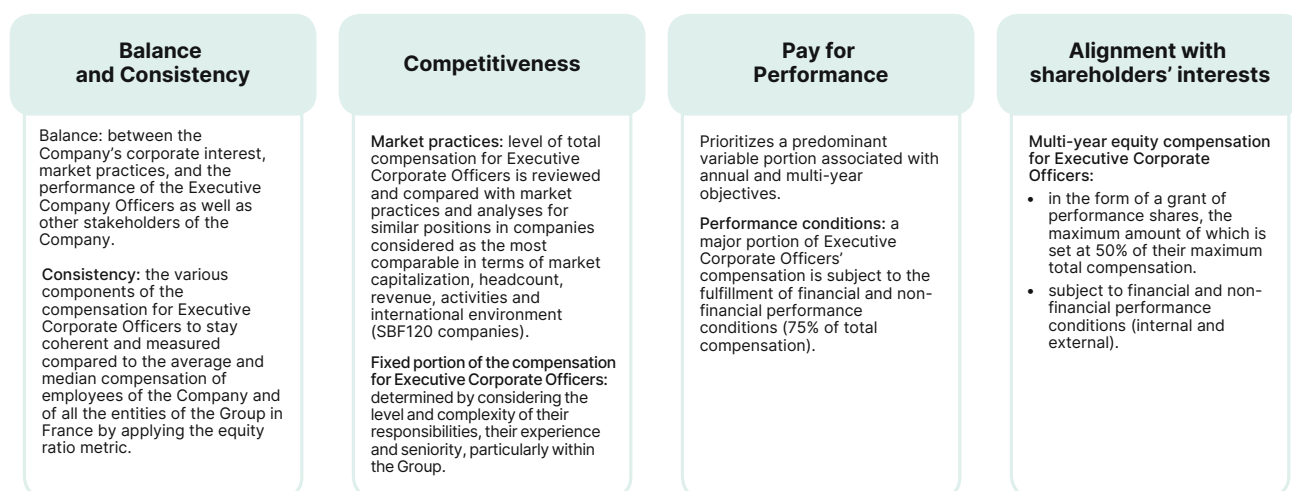
E.2.1.1.1 General principles

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 managers and employees 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 environmental and social responsibility (CSR), in particular in terms of climate; and
- ensure that Executive Company Officers' interests are aligned with shareholders' interests.

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



The compensation policy is revised regularly by the Board of Directors, upon the recommendation of the Remuneration Committee and, in all cases, upon nomination or 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 E.2.1.1.1. and will explain the underlying reasons.

Exceptional compensation

The Board of Directors may, upon the recommendation of the Remuneration Committee, decide to grant exceptional compensation in very specific circumstances or upon the recruitment of a new Executive Company Officer. These circumstances must be clearly communicated and duly justified.

This exceptional compensation may not exceed the maximum monetary compensation of the Executive Company Officer (including both fixed and maximum annual variable remuneration). It may take the form of a cash payment and/or a grant of shares.

This compensation will be (i) duly justified and (ii) subject to approval by the General Meeting.

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 compensation in cash and/or shares 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.

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 consequently those of the supplementary pension plan where applicable) and/or the multi-year equity compensation of the Executive Company Officers 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 13, 2024 approved the thirteenth 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, 2023 (94.31%).

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, 2023 or awarded for the same financial year to Bernard Bourigeaud, Chairman of the Board of Directors until December 14, 2023 (99.58% - 14^e resolution), Georges Pauget, Chairman of the Board of Directors ad interim since December 15, 2023 (99.61% - 15^e resolution), the Chief Executive Officer (92.40% - 16^e resolution) and the Deputy Chief Executive Officer (92.61% - 17^e resolution);
- the 2024 compensation policy applicable to the Chairman of the Board of Directors: 99.49% (18^e resolution);
- the 2024 compensation policy applicable to the Chief Executive Officer: 90.45% (19^e resolution);
- the 2024 compensation policy applicable to the Deputy Chief Executive Officer: 90.97% (20^e resolution);
- the 2024 compensation policy applicable to the Directors: 97.27% (21^e resolution).

Management of conflicts of interests

The Company complies with the recommendations set out in the AFEP-MEDEF Code relating to the management of conflicts of interests. The Director' Charter details handling of conflicts of interests (see section E.1 of this Universal Registration Document). With regards to the compensation, the Executive Company Officers which would also be 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.

E.2.1.1.2 Compensation policy for the Chief Executive Officer ad interim

The Board of Directors, during its meeting on September 12, 2024, upon the recommendation of the Nomination Committee, decided to appoint Marc-Henri Desportes, Deputy Chief Executive Officer, as Chief Executive Officer on an interim basis starting from October 1, 2024, following the departure of Gilles Grapinet as Chief Executive Officer of Worldline, effective September 30, 2024.

The Board of Directors, during its meeting on September 12, 2024, upon the recommendation of the Remuneration Committee, decided to set the compensation policy for the interim Chief Executive Officer (at a level below the one of the previous Chief Executive Officer) as follows:

<i>(in euros)</i>	As of October 1, 2024
Annual fixed compensation	570,000
Annual variable target compensation	570,000
Total annual target cash compensation	1,140,000
Long-term equity compensation (based on IFRS2 valuation)	810,000
Total annual target compensation (including long-term equity compensation)	1,950,000

During the same meeting and upon recommendation of the Remuneration Committee, it was also decided to amend the agreement related to the suspension of Marc-Henri Desportes' employment contract which was concluded in July 23, 2018 when he was appointed Deputy Chief Executive Officer ("suspension agreement") in particular to continue it for the duration of his term as Chief Executive Officer ad interim.

The Board of Directors, during its meeting on February 25, 2025, upon the recommendation of the Nomination Committee and following the completion of the selection process for the new Chief Executive Officer, finally decided to select Pierre-Antoine Vacheron as Chief Executive Officer of Worldline, effective March 1, 2025. Consequently, the Board of Directors also acknowledged the resignation of Marc-Henri Desportes from his position as interim Chief Executive Officer, effective February 28, 2025 and the Board of Directors decided to appoint Pierre-Antoine Vacheron as new Chief Executive Officer effective March 1, 2025.

In accordance with the suspension agreement of his employment contract signed on July 21, 2018, and its amendment dated September 13, 2024, which was approved in advance by the Board of Directors on September 12, 2024 pursuant to Articles L. 225-38 et seq. of the French Commercial Code, Marc-Henri Desportes automatically resumed his salaried position within the Company upon the commencement of the new Chief Executive Officer's term, i.e., as of March 1, 2025.

Fixed Compensation

The annual fixed compensation of Marc-Henri Desportes for the 2025 financial year, in his capacity as interim Chief Executive Officer, amounts to €570,000 gross and will be paid on a pro-rata basis for the period from January 1 to February 28, 2025. This corresponds to a total of €95,000 gross.

Annual Variable Compensation

The Board of Directors, during its meeting on February 25, 2025, upon the recommendation of the Remuneration Committee, decided to determine the annual variable compensation for Marc-Henri Desportes for 2025 on a pro-rata basis, reflecting his tenure as interim Chief Executive Officer (from January 1 to February 28, 2025). This will be based on the amount granted for the 2024 financial year, which totals €6,452.

As part of the end of Marc-Henri Desportes' term as Chief Executive Officer, this element of compensation will be submitted to the Shareholders' Meeting, in accordance with Article L. 22-10-34 II of the French Commercial Code.

E.2.1.1.3 Compensation policy for the Chief Executive Officer

Components of the 2025 compensation policy applicable to the Chief Executive Officer

The Board of Directors, during its meeting on February 25, 2025, upon the recommendation of the Nomination Committee, confirmed the separation of the roles of Chairman and Chief Executive Officer and decided to appoint Pierre-Antoine Vacheron as Chief Executive Officer of Worldline, effective March 1, 2025. His term as Chief Executive Officer will end at the conclusion of the General Meeting that will be called in 2029 to approve the financial statements for the fiscal year ending in 2028. Pierre-Antoine Vacheron was appointed based on his rich past experience in the payments and banking sectors, as well as his managerial and strategic expertise. He brings extensive knowledge and a deep understanding of the pan-European payments sector, having established the Merchant & Acquiring Services business at Ingenico and later transformed the Payments division of Groupe BPCE. He will also contribute international experience, notably acquired over several years in the Netherlands, along with a strong strategic vision combined with a successful operational experience. He demonstrated an effective leadership and has solid experience in reorganization combined with proven operational expertise and a proven track record in performance management. In line with the Group's transformation ambitions, Pierre-Antoine Vacheron has also streamlined several acquired fintechs by merging them into a single platform and has previously led multiple reorganizations in his capacity as Chief Financial Officer.

The Board of Directors, during its meeting on February 25, 2025, upon the recommendation of the Remuneration Committee and subject to approval at the 2025 General Meeting, has defined the 2025 remuneration policy for the new Chief Executive Officer, who arrived during the year, as follows in the context of a year of managerial transition in order to take into account the loss of rights and benefits he enjoyed in his previous position (in particular performance shares and pension plans as well as his employee status) while ensuring a strong alignment with the interests of the shareholders.

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(in euros)

As of March 1, 2025

Annual fixed compensation	700,000
Annual variable target compensation	700,000
Total annual target cash compensation	1,400,000
Long-term equity compensation*	700,000
Total annual target compensation (including long-term equity compensation)	2,100,000

* The Board of Directors, during its meeting on February 25, 2025, upon the recommendation of the Remuneration Committee, considering the appointment of the Chief Executive Officer on March 1, 2025, decided to compensate for the loss of rights and benefits inherent to his previous employee status (in particular performance shares and pension plans), while strengthening his long-term alignment with the performance of Worldline's stock over a four-year period. This decision aligns with the 2026-2028 strategic plan that Pierre-Antoine Vacheron will be required to present. As a result, the Board of Directors decided not to grant a multi-year equity-based remuneration for 2025 to the Chief Executive Officer but instead to award him exceptional compensation in the form of free shares not subject to performance conditions but only subject to presence condition. These shares will vest in four equal installments over a four-year period, subject to the continued tenure of the executive corporate officer on each anniversary date. The first tranche will be subject to one year holding period after acquisition. As of February 25, 2025, the allocation of these free shares represented a benefit valued at €775,000 (i.e. estimated market price per share of € 7.75), which remains below 100% of the maximum annual fixed and variable compensation.

The total cash compensation of the Chief Executive Officer is aligned with the lower quartile of the SBF 120, while his total annual target compensation will be positioned slightly above this lower quartile of the SBF 120 (+18%) and while maintaining a compensation ratio aligned with the past.

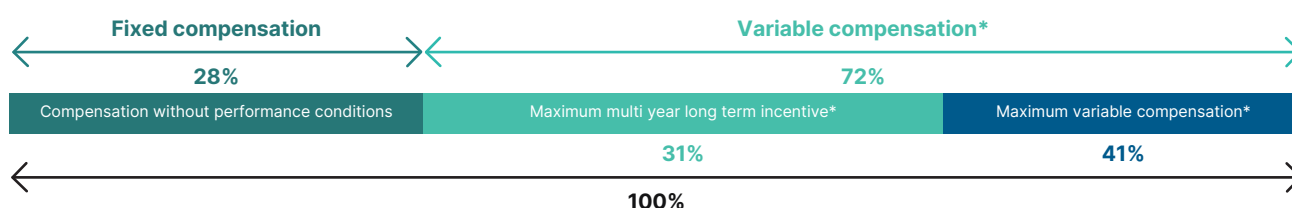
The compensation policy has been designed by the Board of Directors, upon recommendation of the Remuneration Committee, to be balanced, competitive, rewarding for performance and aligned with the shareholders and Group's interests in a context with a new Chief Executive Officer. It takes into account the specific context of the Group in a pivotal strategic phase while facing challenges requiring transformation, market uncertainties and share price volatility.

It is recalled that the Board of Directors, upon the recommendation of the Remuneration Committee, reserves the right to review the Chief Executive Officer's compensation at relatively long intervals. This review will be conducted in accordance with the general principles of the remuneration policy described above and the corporate governance rules applicable to the Company. The Board will take into account factors such as the scope and complexity of the role and responsibilities (particularly the size of the Group and its presence in the SBF 120), the experience, career background, tenure within the Group, and expertise of the position holder, as well as market practices for similar or comparable roles (external competitiveness) and the evolution of employee remuneration.

Structure of the compensation

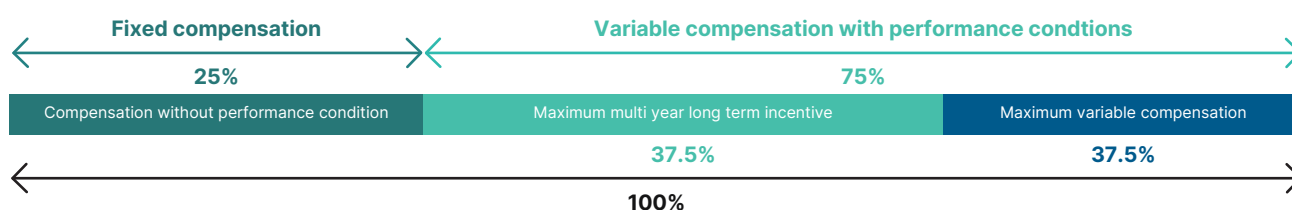
As stated above, the structure of the Chief Executive Officer's compensation for 2025 is as follows in the context of managerial transition:

For 2025: transition period



* For the year 2025, considering the transition period with its arrival during the year and the loss of rights and benefits of the new CEO (in particular loss of LTI share plans, pension plan and employment contract): (i) his annual variable compensation for the 2025 financial year could not be lower than 90% of the target amount (calculated on a pro-rata basis) and (ii) free shares will be granted to him not subject to performance conditions but with a presence condition, with vesting in four equal annual tranches. The first tranche will be subject to one year holding period after acquisition.

The structure of the Chief Executive Officer's compensation for 2026 will be as follows:



Fixed compensation

The Chief Executive Officer's fixed annual compensation is set at € 700,000 gross. This remuneration will be paid *prorata temporis* as of March 1, 2025.

Annual variable compensation

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.

The target level of variable annual compensation is expressed as a percentage of fixed annual compensation¹. This remuneration will be *paid prorata temporis* as of March 1, 2025.

The Chief Executive Officer's annual variable compensation, subject to performance conditions, is set at € 700,000 gross, representing 100% of his fixed annual compensation.

The Board of Directors, upon recommendation of the Remuneration Committee, has decided on the following elements:

- The maximum amount of variable compensation can reach up to 150% in the event of exceeding the set objectives;
- No annual variable compensation will be granted if the cumulative achievement of objectives is below 60%.

Variable compensation may be paid in cash and/or shares.

Variable compensation is a conditional remuneration based on clear and demanding operational performance criteria linked to quantitative and financial objectives, which are set and measured annually by the Board of Directors.

Annual financial objectives are determined based on the budget approved by the Board of Directors at the beginning of the year, in line with the targets communicated to the market. Objectives related to the external combined performance criterion linked to Corporate Social Responsibility are also set by the Board of Directors no later than the beginning of the year.

The selection and weighting of performance criteria may be reviewed annually.

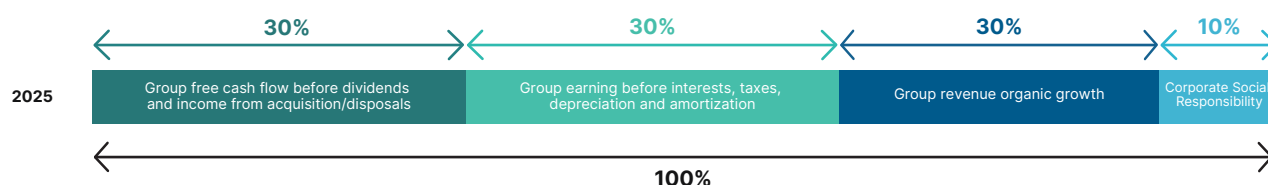
For each performance indicator, the Board of Directors establishes:

- A target objective aligned with the budget, where achieving 100% of the target results in the payment of the target variable compensation associated with this indicator;
- A floor which defines the threshold below which no variable compensation for that indicator is due;
- A ceiling which reflects an outperformance against set objectives, capped at 150% of the target amount; and
- An elasticity curve allowing for an acceleration or deceleration of the variable compensation amount based on progress made on the strategic plan.

Any annual variable compensation paid by the Company may be reclaimed or reduced within three years of payment if it is discovered that the Chief Executive Officer (i) is responsible for or has contributed to significant losses detrimental to the Group, or (ii) has engaged in particularly severe risk-taking behavior. In such cases, the Board of Directors reserves the right to demand the repayment of all or part of the amounts already paid.

Given the appointment of Pierre-Antoine Vacheron as of March 1, 2025, and the need to refocus and drive Worldline's recovery, the Board of Directors, upon recommendation of the Remuneration Committee, decided on February 25, 2025, to review the weighting of financial objectives linked to annual variable compensation by assigning equal importance for each internal performance criteria - namely cash generation through Free Cash Flow, Revenue and Margin (EBITDA).

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 2025:



Internal Performance Conditions

- **Group Worldline Free Cash Flow** – as a condition for **30%** of the total payout;
- **Group Worldline Revenue Growth** - as a condition for **30%** of the total payout;
- **Group Worldline Earnings before interest, taxes, depreciation and amortization (EBITDA)²** - as a condition for **30%** of the total payout.

These criteria reflect the Group's overall performance in terms of growth, profitability and cash position. The budgetary objectives for the year 2025 were approved by

the Board of Directors on February 25, 2025 in accordance with the economic outlook communicated to the market.

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

To support the ambitions and objectives outlined in the Group's CSR program, *Trust 2025*, the Chief Executive Officer's annual variable compensation also includes a combined external performance criterion, which determines 10% of the total payout.

The Board of Directors, upon the recommendation of the Remuneration Committee, decided on February 25, 2025, to simplify the combined external performance criterion as

¹ If the Executive Company Officer joins or 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.

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follows, taking into account investor requests:

- Maintaining an elasticity curve defined per indicator to ensure a more accurate assessment of the CSR criterion.

- Only five criteria have been retained for the year 2025, each carrying the same weight, given the Group's need to refocus and rebound:

Fields	Indicators
Platforms secured & available	Quality score 1. Contracts' services availability & response 2. Platforms' services availability & response
Customer experience & innovation	3. Net promoter score
Talent Attraction & Retention/People Diversity	4. Employee satisfaction as measured by the Trust Index of the Great Place to Work® survey
Climate change	5. Percentage of CO ₂ emissions offset for scopes 1, 2, 3a

Performance level

During its meeting of February 25, 2025, 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: 92% of Target	0%
		Target	100%
		Cap: 104% of Target	150%
	<i>Group Earnings Before Interests, Taxes, Depreciation and Amortization (EBITDA)</i>	Floor: 94% of Target	0%
		Target	100%
		Cap: 103% of Target	150%
	<i>Group Revenue Organic Growth</i>	Floor: Target -2%	0%
		Target	100%
		Cap: Target +1%	150%
Non-financial CSR performance condition	<i>Corporate Social Responsibility</i>	Floor: at least the 2024 actuals	70%
		Target	100%
		Cap: strictly above Trust 2025 target	150%

The threshold for triggering and the expected achievement levels of the financial criteria and the combined CSR criterion used to determine the annual variable compensation are strategic and economically sensitive information that cannot be disclosed. However, at the end of the performance evaluation period, Worldline will communicate the performance achievement level for each criterion.

The stated objectives have been set at constant scope and exchange rates. Consequently, the Board of Directors, upon the recommendation of the Remuneration Committee, may decide to adjust the performance criteria in the event of circumstances significantly impacting the achievement of one or more performance criteria. If such adjustments were to be applied, they would be strictly enforced and limited to exceptional circumstances or cases of changes in scope, accounting methods, or exchange rate effects. Justifications for these adjustments will be communicated, particularly regarding their alignment with shareholder interests. The maximum annual variable compensation limits cannot be increased under any circumstances.

The Board of Directors, upon the recommendation of the Remuneration Committee, may also apply a multiplier coefficient ranging between 80% and 120% on the amounts due based on the achievement of all or part of the performance conditions, provided that the total annual variable compensation does not exceed 150% of the fixed compensation. Such mechanism was considered appropriate for the Board of Directors to have room to take into account more qualitative aspects (such as the leadership, the employees engagement, the managerial performance and the cooperation with the Board of Directors), which are important in this challenging context and pivotal phase for the Group.

For the year 2025, considering the transition period associated with Pierre-Antoine Vacheron's arrival during the financial year, the Board of Directors decided on February 25, 2025, upon the recommendation of the Remuneration Committee, that the annual variable compensation for the 2025 financial year could not be lower than 90% of the target amount (calculated on a pro-rata basis), i.e. €525,000.

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 2025 variable compensation will be paid after approval by the Shareholders' General Meeting to be held in 2026 to approve the 2025 financial statements.

Multi-year variable compensation

The Chief Executive Officer's total target 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 talents, 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.

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.

The Chief Executive Officer will be granted performance shares starting in 2026, subject to the approval of his remuneration policy for the year 2026. Regarding the year 2025, he will receive an exceptional compensation in free shares.

Amount of equity compensation as from 2026

The Chief Executive Officer's multi-year variable compensation in shares is set at a number of performance shares representing a valuation corresponding to the amount of his cash variable compensation for the previous financial year and could therefore represent up to a maximum of 150% of his fixed compensation, assuming the underlying performance conditions of the cash variable compensation were exceeded.

The Board of Directors will determine the number of performance shares to be granted based on the average closing price of Worldline shares over the three months preceding the grant date, taking into account the following elements:

- A minimum grant of 35,000 performance shares;
- A maximum grant and acquisition cap of 85,000 performance shares.

The Board of Directors, upon the recommendation of the Remuneration Committee, may, at its discretion, apply a multiplier coefficient ranging from 80% to 120% on all or part of the criteria, within the limit of the initially granted shares. Such mechanism was considered appropriate for the Board of Directors to have room to take into account more qualitative aspects (such as the leadership, the employees engagement, the managerial performance and the cooperation with the Board of Directors), which are important in this challenging context and pivotal phase for the Group. It is also specified that, in any case, the Chief Executive Officer may not receive more than 85,000 shares at the end of the vesting period.

Grant date and vesting date of performance shares

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.

If it is discovered within three years after the delivery of the shares that the Chief Executive Officer (i) is responsible for or has contributed to significant losses to the detriment of the Group or (ii) has engaged in particularly serious risk-taking behavior, the Board of Directors reserves the right to require the return of all or part of the shares or the corresponding amounts.

- 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

Executive Company Officers must keep, in registered form, at least 15% of vested shares until the end of their term as Executive Company Officer, as decided by the Board of Directors of February 25, 2025 upon recommendation of the Remuneration Committee, in coherence with its past decision.

Exceptional compensation

The Board of Directors, on February 25, 2025, upon the recommendation of the Remuneration Committee, decided to grant exceptional compensation to Pierre-Antoine Vacheron to take into account the loss of protections and benefits that he previously enjoyed in his former roles (in particular performance shares and retirement plans as well as employee status), while strengthening his incentive to drive Worldline's stock performance over a four-year period, in line with the Group's 2026-2029 strategic plan. It is noted that no multi-year variable compensation in shares will be granted to Pierre-Antoine Vacheron for 2025.

The Board of Directors, following the Remuneration Committee's recommendation, approved the principle of exceptional compensation in the form of 100,000 free shares not subject to performance conditions, with vesting in four equal annual tranches on each anniversary of the grant date, provided that Pierre-Antoine Vacheron continues to serve as an Executive Company Officer at each applicable anniversary date. The first tranche will be subject to one year holding period after acquisition.

As of February 25, 2025, the allocation of these free shares represented a benefit valued at €775,000 (i.e. estimated market price per share of € 7.75), which remains below 100% of the maximum annual fixed and variable compensation.

In accordance with Articles L.22-10-8 and L.22-10-34 of the French Commercial Code, the granting of this exceptional compensation will be subject to the approval of the resolution regarding the remuneration policy applicable to Pierre-Antoine Vacheron at the General Meeting convened to approve the 2024 financial statements.

Compensation allocated as Director

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

Defined benefit supplementary pension plan

Upon the recommendation of the Remuneration Committee, the Board of Directors, on February 25, 2025, decided to implement a defined contribution retirement plan based on Article 82 of the French General Tax Code for the benefit of the Chief Executive Officer¹. This plan provides for contributions to be paid to a third-party insurance provider, amounting to 25% of the Chief Executive Officer's annual fixed compensation, subject to the fulfillment of the below performance and presence conditions and subject to approval by the General Meeting of the ex-post remuneration policy for the relevant year, in the context of the Say on Pay vote:

Performance Condition

The amount of the annual retirement contribution will be indexed to the Chief Executive Officer's annual cash variable compensation for the relevant performance year, according to the following criteria:

- 100% of the contribution rate if the annual cash variable compensation reaches 100% of the target.
- No contribution if the achievement of the annual cash variable compensation is below 60%.
- A linear progression will be applied in between.

Presence Condition

Contributions for a performance year will be paid in December of the following year, provided that the Chief Executive Officer is in office as an Executive Company Officer on December 1st of the year following the relevant performance year.

Mechanism linked to the termination of the mandate of the Chief Executive Officer in case of forced departure

On February 25, 2025, the Board of Directors, upon the recommendation of the Remuneration Committee, decided to grant Pierre-Antoine Vacheron a departure indemnity in the event of forced departure.

The entitlement to and amount of the departure indemnity will depend on the achievement of the performance conditions set by the Board of Directors for calculating the Chief Executive Officer's annual variable compensation over the two most recent entire financial years preceding the termination date. The amount will be determined linearly based on the arithmetic average of the achievement rates of the performance conditions linked to his variable compensation, with the following provisions: (i) the departure indemnity may not exceed 100% of the gross annual compensation (fixed and variable) paid over the twelve months preceding the termination date and (ii) no departure indemnity will be due if the arithmetic average of the achievement rates of the performance conditions linked to the variable compensation paid to the Chief Executive Officer does not reach the minimum threshold set by the Board of Directors.

It is specified that a dismissal of the Chief Executive Officer for gross misconduct or willful misconduct will not constitute a forced departure. Furthermore, in accordance with the AFEP-MEDEF Code, no departure indemnity will be due in

the event of voluntary resignation, a change of position within Worldline, or if Pierre-Antoine Vacheron is eligible to claim retirement benefits. Additionally, no departure indemnity will be due if the termination of his mandate results from reaching the age limit stipulated in the Company's bylaws. If the departure occurs before two full financial years have been completed, the departure indemnity will be calculated based on the performance conditions of the most recent completed financial year or, if no financial year has been completed, based on the performance conditions observed at the closing of the financial year in which the departure occurred.

Fringe benefits

The Chief Executive Officer will benefit from a company vehicle with driver, which can be used for private purposes. He will also benefit from an annual medical check-up and a tax advisor (only linked with the compensation paid by the Company for the duties of Chief Executive Officer).

Other compensation components

Subject to the approval granted by the Shareholders' General Meeting of June 5, 2025, 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.

On February 25, 2025, the Board of Directors, upon the recommendation of the Remuneration Committee, also authorized the establishment of unemployment insurance ("Garantie Sociale des Chefs et Dirigeants d'Entreprise") for the benefit of Pierre-Antoine Vacheron, given his ineligibility for the general unemployment insurance scheme. The terms and conditions of this insurance are defined by the Board of Directors.

This measure is part of an effort to secure the executive's status while ensuring management flexibility for the company. It is implemented within a framework of responsible governance, aligning with market best practices and shareholder expectations regarding transparency and oversight of the company's commitments to the Chief Executive Officer.

The insurance will take the form of an individual policy contracted with a specialized insurer and financed by Worldline. It aims to provide financial protection in the event of the involuntary termination of the Chief Executive Officer's duties, with the following key provisions:

- The insurance covers the risk of job loss in case of dismissal or non-renewal of the mandate, except in cases of gross misconduct or willful misconduct;
- The compensation level is set at €150,000 for a maximum period of 12 months;
- The insurance premium will be paid by the company.

¹ It should be noted that the supplementary vested rights pension plan (Article L.137-11-2 of the French Social Security Code), which was available under certain conditions to members of Worldline's Strategic Executive Committee, whether employees or corporate officers of Worldline, was closed with effect from March 1, 2025.

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

E.2.1.2.1 General principles

To ensure that the Chairman of the Board of Directors 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 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.

E.2.1.2.2 Compensation policy for 2025

Fixed compensation

Since 2021, following the acquisition of Worldline IGSA (former Ingenico Group SA), the amount of annual fixed compensation for the Chairman of the Board of Directors at € 300,000.

The Board of Directors on December 13, 2024, upon recommendation of the Remuneration Committee, decided to increase the annual fixed compensation of the Chairman of the Board of Directors at € 375,000, subject to approval by the 2025 Shareholders' Meeting. This increase brings the Chairman's compensation more in line with market practices and is justified by his key role to lead the Board in the pivotal moment for the Group in transformation and with a revised governance.

This amount remains below the market practices of the SBF 120 for similar positions.

No other compensation component

Since 2021, the Board of Directors has decided that the Chairman is ineligible to receive compensation for attending Board and Committees' meetings.

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.

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.

This compensation policy complies with the recommendations of the AFEP-MEDEF Code.

E.2.1.3 Compensation policy for Directors

E.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 *prorata temporis* basis for terms of office ending or starting during the financial year; and
- a **variable** amount (which is predominant in accordance with the recommendations of the AFEP-MEDEF Code) allocated by the Board of Directors on the basis of actual attendance at Board and Committees' meetings.

The fixed compensation allocated to Committee's chairmen and members is harmonised, as is the amount of variable compensation allocated for their participation in each committee meeting.

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.

E.2.1.3.2 Compensation policy for 2025

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). 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, had 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.

Corporate Governance and Capital

Compensation of Company Officers

Given the involvement of the Directors required in a pivotal moment for the Group and in order to better align their remuneration with the average of SBF 120 companies, the Board of Directors held on December 13, 2024, upon recommendation of the Remuneration Committee held on December 10, 2024, decided to modify the rules for allocating the total amount of the directors' for the financial year 2025 as follows:

BOARD OF DIRECTORS¹

All members	Fixed compensation
	€ 25,000
	Variable compensation
	€ 3,000 per meeting attended

COMMITTEES

Audit and Risks Committee

Chairman	Fixed compensation
	€ 8,000
	Variable compensation
	€ 4,000 per meeting attended

Members	Fixed compensation
	€ 4,000
	Variable compensation
	€ 2,000 per meeting attended

Other Committees

Chairman²	Fixed compensation
	€ 5,000
	Variable compensation
	€ 3,000 per meeting attended

Members³	Fixed compensation
	€ 2,500
	Variable compensation
	€ 2,000 per meeting attended

1 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.

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

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

It being precised that:

- the employee directors 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 E.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 if applicable.

E.2.2 Components of compensation paid or awarded to Company Officers for the financial year 2024, 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, are a strict application of the compensation policies for Company Officers approved by the Shareholders' General Meeting held on June 13, 2024, are subject to the shareholders' approval during the Shareholders' General Meeting in 2025. They form an integral part of the Board of Directors' report on corporate governance.

E.2.2.1 Components of compensation due or awarded for the financial year 2024 to Gilles Grapinet, Chief Executive Officer for the period from January 1 until September 30, 2024

The compensation policy for the Chief Executive Officer was approved by the Shareholders' General Meeting held on June 13, 2024 under the 19th resolution (refer to paragraph D.2.2.1 of the 2023 Universal Registration Document in which the said compensation policy is described).

The components making up the total compensation and fringe benefits of all kinds paid or allocated to Gilles Grapinet for the period from January 1 until September 30, 2024 are the strict application of this policy.

The table below mentions all the components of compensation paid or allocated to Gilles Grapinet for the period from January 1 until September 30, 2024 and which will be subject to the approval of the Shareholders' General Meeting in 2025:

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	563,141	563,141	Fixed compensation paid and attributed prorata temporis to Gilles Grapinet for his duties as Chief Executive Officer of Worldline until September 30, 2024.
Annual variable compensation	435,884*	54,074**	<p>* Amount allocated for the year ended in 2023 and allocated into 19,370 performance shares in 2024, subject to a two-year vesting period and a performance condition relating to the performance of the Worldline's share price. This amount and the conversion in shares has been approved by the Shareholders' General Meeting on June 13, 2024 – for further information, see the 2023 Universal Registration Document. Those shares will be definitively acquired on June 13, 2026 if the share price reaches €22.50.</p> <p>** Amount allocated in respect of the financial year ended in 2024 for the period from January 1 until September 30, 2024 and to be paid in 2025 after approval by the 2025 General Meeting – for more details, see paragraph on "Level of achievement of objectives linked to the annual variable compensation" below.</p>
Value of performance shares granted during the year¹	0	0	Following his departure on September 30, 2024, all performance shares granted to Gilles Grapinet during the period from January 1 until September 30, 2024 have been cancelled – for more details see the paragraph on "Multi-year equity compensation" below (vesting conditions for these shares are detailed in section E.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	4,948	4,948	In 2024, Gilles Grapinet benefited from a company car with a driver, an annual medical check-up and an investment advisor until September 30, 2024.
Supplementary pension plan	0	0	No pension was paid/attributed to Gilles Grapinet in 2024 – for more information about the pension plans, see the "Supplementary pension plans" paragraph hereunder.

Corporate Governance and Capital

Compensation of Company Officers

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 2024 – for more information about the compensatory allowance, see paragraph "Compensatory allowance" below. However, following the termination of his mandate on September 30, 2024, Worldline SA has paid a net insurer premium under the compensatory allowance, amounting to €2,651,201, into a life insurance contract (Article 82) with the insurer Crédit Agricole Assurances "Predica" in January 2025.
Social protection plans (employer contributions)	4,462	4,462	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	1,008,435	626,605	

Level of achievement of the objectives linked to the 2024 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 meeting held on February 25, 2025.

The variable compensation due for the period from January 1 until September 30, 2024 amounted to € 54,054, i.e. 8.19% of the target variable compensation and 9.60% of his annual

fixed compensation for the period from January 1 until September 30, 2024.

In 2024, 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 are as follows, in view of the above elements:

2024	Weight	Achievement rate	Payout rate
Group Free Cash Flow	35%	87.4%	0%
Group Adjusted EBITDA	27.5%	88.7%	0%
Group Revenue Organic Growth	27.5%	-3.3%	0%
Corporate Social Responsibility	10%	81.93%	81.93%
Payout as a % of the target variable compensation (on annual basis)	100%		8.19%

The detailed achievement and payout of the Corporate Social Responsibility indicator for 2024 is the following:

Topic	Indicators	Weight of KPI	Achievement	Payout
Platforms secured & available	Quality score – Contracts' services availability & response	8.3%	100.0%	8.33%
	Quality score – Platforms' services availability & response	8.3%	100.0%	8.53%
	% of data subject' request answered in time and in compliance with Worldline privacy policy	8.3%	99.76%	7.73%
	% of ISO 27001 certified sites according to the security policy	8.3%	102.71%	8.72%
Customer experience & innovation	Customer Net Promoter Score	8.3%	60%	0%
	Total revenue of "sustainability offering" (M€)	8.3%	98.1%	5.98%
Talent attraction & retention/People diversity	Average number of Training hours per employee per year	8.3%	101.6%	8.48%
	% of additional disabled workforce in the countries with legal requirements/targets	8.3%	96.67%	6.67%
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%	8.33%
	% of total expenses assessed by EcoVadis out of strategic suppliers expenses*	8.3%	103.59%	10.83%
	% of alerts investigated and related actions plan defined within three months	8.3%	97.98%	0%
Climate change	% of CO ₂ neutralised emissions for scope 1, 2, 3a	8.3%	100.0%	8.33%
Payout for 10% of the 2024 target variable compensation				81.93%

Budget targets are in line with the financial targets shared by the Company early 2024. In this respect, it is specified that the above-mentioned objectives associated with the variable compensation of the Chief Executive Officer have not been resized following the publication of the updated 2024 objectives on August 1 and September 13, 2024.

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 13, 2024 (33th resolution), the Board of Directors decided, at its June 13, 2024 meeting, on recommendation of the Remuneration Committee, to proceed with the allocation of 97,850 performance shares (valued at € 621,347.50, i.e. € 6.35 per share¹) to Gilles Grapinet. This grant represents 0.035% of the Worldline's share capital at grant date. 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 13, 2024 (19th 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.

Following his departure on September 30, 2024, the Board of Directors, during its meeting on September 12, 2024, acknowledged that Gilles Grapinet no longer met the condition of maintaining his status as a Company Officer for the entire vesting period of the shares granted in 2024. As a result, Gilles Grapinet lost his rights under the performance shares plan of June 13, 2024, as well as the performance shares plans of June 9, 2022, and June 8, 2023, and his rights under the stock subscription or purchase option plans of June 9, 2022, and June 8, 2023.

Gilles Grapinet still benefits from the allocation of 19,370 performance shares, resulting from the conversion of his annual variable compensation for 2023 in the form of performance shares, as the vesting of these shares is not subject to the condition of continued employment or maintaining his status as a corporate officer throughout the vesting period. This allocation is subject to a two-year vesting period and a performance condition related to the evolution of the Worldline stock price at the end of the vesting period (with an average target of €22.5 to be achieved based on the average opening prices of the three months preceding June 13, 2026).

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

Supplementary pension plans

Gilles Grapinet benefits from a 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 this 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 three years' seniority¹ 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 (€ 617,040).

Gilles Grapinet acquired pension rights on the basis of an annual acquisition rate applied on his reference compensation of 0.97% in 2020, 0.64% for the period 2021 to 2023. This acquisition rate is weighted by the performance ratios of 100% in 2020, 83.63% in 2021, 100% in 2022 and 38.87% in 2023.

In 2024, this plan resulted in the annual payment of a premium of € 113,073.50 (rights acquired in 2023) to the insurer for the financing of the acquired rights by Gilles Grapinet since its implementation. This premium was calculated by the insurer on the basis of the information provided by Worldline, including the reference compensation, the acquisition rate, the performance ratio and the actuarial parameters in force at the time of the calculation.

The Board of Directors, during its meeting on September 12, 2024, decided to terminate the functions of Mr. Gilles Grapinet as Chief Executive Officer effective from September 30, 2024, and determined the triggering elements for the calculation, as of that date, of the amount of the closed 2019 supplementary pension scheme mentioned above.

The Board of Directors notably acknowledged that:

- The performance conditions applicable to the frozen 2019 pension scheme have been met;
- The seniority and presence conditions have been satisfied;
- Gilles Grapinet's annual fixed compensation exceeds 10 times the 2018 annual social security ceiling;
- The amount of the annual pension is capped and cannot exceed the difference between (i) 33% of the reference salary and (ii) the annual amount of basic, supplementary, and additional pensions.

The Board reminded that the retirement pension from the supplementary pension scheme will be paid when Gilles Grapinet reaches the age at which he would be able to receive his full pension under the general social security system, specifying that he must have first claimed his basic and supplementary pension rights to be eligible for this supplementary pension. It was also noted that Gilles Grapinet will only be entitled to the pension from this scheme if he does not resume any professional activity that would lead to affiliation with the general social security system, until his retirement rights under the same system are fully liquidated.

Following his departure from the company on September 30, 2024, the Board of Directors confirmed on September 12, 2024, that Gilles Grapinet will be entitled to an annual pension of €137,036 gross (€ 104,010 net) under the 2019 supplementary pension scheme.

Regarding the new supplementary pension scheme with vested rights (Article L.137-11-2 of the French Social Security Code), the Board of Directors decided on September 12, 2024, upon the recommendation of the Remuneration Committee and considering the application of the compensatory allowance that maintains Gilles Grapinet's rights, not to take the year 2024 into account in determining the amount due under the new supplementary pension scheme.

The Board of Directors on September 12, 2024, confirmed that Gilles Grapinet will be entitled, following his departure from the Company, to an annual pension of € 34,992 gross (€ 26,559 net) under the new supplementary pension scheme for the years 2020 to 2023.

By combining the 2019 supplementary pension scheme and the new vested rights supplementary pension scheme (Article L.137-11-2 of the French Social Security Code), Gilles Grapinet will be entitled, following his departure, to an annual pension of €172,028 gross (€130,569 net).

¹ 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.

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.

It is reminded that, since Gilles Grapinet left the Company before the retirement age, he can only benefit from this indemnity if he does not resume any professional activity leading to affiliation with the general social security system until he can claim his retirement rights under the same system.

The payment of this allowance is subject to the satisfaction of performance conditions as outlined in the strategic plans approved by the Board of Directors for at least two-thirds of the period during which Gilles Grapinet was Chief Executive Officer of Worldline (since April 30, 2014).

The Board of Directors, during its meeting on September 12, 2024, noted that:

- The performance conditions as outlined in the strategic plan were met for more than two-thirds of the period during which Gilles Grapinet served as CEO of Worldline;
- The condition related to forced departure is satisfied.

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

- The pension due to Gilles Grapinet on December 31, 2018, under the supplementary pension scheme he had previously acquired from Atos SE and Atos International (i.e., € 291,000 gross); and
- The amount of net pensions actually received by Gilles Grapinet under all supplementary pension schemes within Worldline, i.e., € 104,010 net under the 2019 scheme under Article L137-11, and € 26,559 net under the vested rights scheme under Article L.137-11-2 of the Social Security Code.

The Board of Directors thus confirmed that Gilles Grapinet will benefit, under the compensatory allowance from an annual net pension (after charges and contributions) of €90,300 from the time his retirement rights are liquidated.

Upon the recommendation of the Remuneration Committee, the Board decided to pay the compensatory allowance as a single insurance premium payment into an individual retirement savings plan (PER Individuel) or a life insurance contract (Article 82). The Company therefore made the payment on January 27, 2025, of an insurance premium, net of insurance provider fees, amounting to €2,651,201 into a life insurance contract (Article 82) underwritten with Crédit Agricole Assurances "Predica".

Gilles Grapinet acknowledged that the payment of the constitutive capital into the insurance contract is conditional

upon his written and prior commitment, attached to the insurance contract, to request the redemption of the contract and immediately return the amounts to the Company if he resumes professional activity leading to affiliation with the general social security system.

The amount of the compensatory allowance did not exceed the two-year cap on fixed and variable annual compensation recommended by the Afep-Medef Code, to which the Company adheres. It is however reminded that, in accordance with the "apply or explain" rule, this point has been explained by the Board to shareholders each year since 2019 in the context of the review of the compliance with the Afep-Medef code (section E.1.1 of this Universal Registration Document). Furthermore, these commitments have been approved each year by the Shareholders' Meeting since 2019 as part of the ex-ante and ex-post say on pay.

Social protection plans

Refer to section D.2.1.1.2 of the 2023 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 the period from January 1 until September 30, 2024, Worldline's contribution for Gilles Grapinet amounts to € 2,365.

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 the period from January 1 until September 30, 2024, the Company's contribution for Gilles Grapinet amounts to € 2,097.

Vote of last Shareholders' General Meeting

The Shareholders' General Meeting held on June 13, 2024 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, 2023 to Gilles Grapinet (under the 16th 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. These elements are the strict application of the compensation policy approved by the Shareholders' Meeting of 13 June 2024.

E.2.2.2 Components of compensation due or awarded for the period from January 1 until September 30, 2024 to Marc-Henri Desportes, Deputy Chief Executive Officer

The compensation policy of the Deputy Chief Executive Officer was approved on June 13, 2024 by the Shareholders' General Meeting under the 20th resolution (refer to paragraph D.2.2.2 of the 2023 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 are the strict application of this policy.

The table below mentions all the components of compensation paid or awarded to Marc-Henri Desportes for the period from January 1 until September 30, 2024 which will be subject to the approval of the Shareholders' General Meeting to be held in 2025:

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	321,539	321,539	Fixed compensation paid and attributed to Marc-Henri Desportes for his duties as Deputy Chief Executive Officer of Worldline from the period from January 1 until September 30, 2024.
Annual variable compensation	217,942*	27,037**	<p>* Amount allocated for the year ended in 2023 and allocated into 9,685 performance shares in 2024, subject to a two-year vesting period and a performance condition relating to the performance of the Worldline's share price. This amount and the conversion in shares has been approved by the Shareholders' General Meeting on June 13, 2024 – for further information, see the 2023 Universal Registration Document. Those shares will be definitively acquired on June 13, 2026 if the share price reaches €22.50.</p> <p>** Amount allocated in respect of the financial year ended in 2024 for the period from January 1 until September 30, 2024 and to be paid in 2025 after approval by the 2025 General Meeting – for more details, see paragraph on "Level of achievement of objectives linked to the annual variable compensation" below.</p>
Value of the performance shares granted during the year¹	0	81,629 ¹	Value relating to the grant of 57,850 performance shares to Marc-Henri Desportes, reduced prorata temporis of the presence between grant date and cessation of his duties as Interim CEO within Worldline SA (February 28, 2025) – for more details see the paragraph on "Multi-year equity compensation" below (vesting conditions for these shares are detailed in section E.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	5,083	5,083	Marc-Henri Desportes benefited from a company car without a driver, as well from an annual medical check-up and an investment advisor.
Supplementary pension plan	0	0	Marc-Henri Desportes is not entitled to any complementary or supplementary pension plans.
Compensation paid by a company within the scope of consolidation	0	0	Marc-Henri Desportes does not receive any compensation for his duties as Chief Executive Officer of Worldline IGSA (previously known as Ingenico Group SA).
Health and social protection plans (employer contributions)	4,462	4,462	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	549,025	439,750	

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

Level of achievement of the objectives linked to the 2024 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 February 25, 2025.

The total annual variable compensation of Marc-Henri Desportes due for the period from January 1 until September 30, 2024 amounted to € 27,037 (i.e. 8.19% of his annual target variable compensation and 8.41% of his annual fixed compensation).

For the period from January 1 until September 30, 2024, 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 E.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 13, 2024, (33th resolution), during its meeting on June 8, 2023, the Board of Directors decided, on the recommendation of the Remuneration Committee, to award 57,850 performance shares (valued at € 367,347.5, i.e. € 6.35 each¹) to the Deputy Chief Executive Officer. This grant represents 0.020% of the Worldline's share capital at grant date. These amounts taking into account the recommendations of the AFEF-MEDEF Code that apply to the Deputy Chief Executive Officer. Considering the cessation of his duties as Interim CEO on February 28, 2025, the grant was reduced to 12,855 performance shares (valued at € 81,629).

This grants was decided in accordance with the approval given by the Shareholders' General Meeting on June 13, 2024 (20th 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 2023 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 the period from January 1 until September 30, 2024, Worldline's contribution for Marc-Henri Desportes amounts to € 2,365.

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 the period from January 1 until September 30, 2024, the Company's contribution for Marc-Henri Desportes amounts to € 2,097.

Vote of last Shareholders' General Meeting

The Shareholders' General Meeting held on June 13, 2024 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, 2023 to Marc-Henri Desportes (under the 17th 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. These elements are the strict application of the compensation policy approved by the Shareholders' Meeting of 13 June 2024.

On 25 February 2025, the Board of Directors decided, upon the recommendation of the Remuneration Committee, to make adjustments to the 2023 stock option and performance share plans (for further information, please refer to Section E.2.3.5 of this Universal Registration Document).

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

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

E.2.2.3 Components of compensation due or awarded for the period from October 1 until December 31, 2024 to Marc-Henri Desportes, interim Chief Executive Officer

The 2024 Compensation Policy (refer to Section D.2.1.1.1 of the 2023 Universal Registration Document) provides that, in the event a new executive corporate officer is appointed, their compensation policy shall be defined based on the compensation policy of other executive corporate officers and according to its key principles, with the understanding that their compensation cannot exceed that of the Chief Executive Officer.

During its meeting on September 12, 2024, the Board of Directors, following the recommendation of the Nomination Committee, acknowledged the departure of Gilles Grapinet as Chief Executive Officer of Worldline effective September 30, 2024, and appointed Marc-Henri Desportes, Deputy Chief Executive Officer, to assume the interim role as of October 1, 2024, in accordance with the succession plan.

As part of his appointment for the interim period, the Board of Directors also decided maintain the suspended employment contract and the regulated agreement

concluded between the Company and Marc-Henri Desportes on July 21, 2018, concerning the suspension of his employment contract in his capacity as Deputy Chief Executive Officer (see Section D.2.1.1.1.3 of the 2023 Universal Registration Document). An amendment to the suspension agreement was then signed with Marc-Henri Desportes on September 12, 2024, with prior authorization from the Board of Directors in accordance with Articles L. 225-38 and following of the French Commercial Code. The purpose of this amendment was to confirm the continued application of the Suspension Agreement during Marc-Henri Desportes' tenure as interim Chief Executive Officer and to take into account the duration of this mandate in the calculation of seniority as provided for in the said Agreement.

Following the recommendation of the Remuneration Committee, the Board of Directors decided to set the compensation policy for the interim Chief Executive Officer as follows:

(in euros)

As of October 1, 2024

Annual fixed compensation	570,000
Annual variable target compensation	570,000
Total annual target cash compensation	1,140,000
Long-term equity compensation	810,000
Total annual target compensation (including long-term equity compensation)	1,950,000

The conditions and principles of the Chief Executive Officer's remuneration policy regarding annual variable remuneration and multi-year equity-based variable remuneration, as described in Section D.2.1.1.2 of the 2023 Universal Registration Document, apply to the interim Chief Executive Officer.

The interim Chief Executive Officer also benefits from a company car with a driver, an annual medical check-up, a wealth management advisor, as well as access to the health

and welfare benefits plan and business travel assistance in effect within Worldline.

The interim Chief Executive Officer does not benefit from any supplementary pension scheme, severance payment, or compensation related to a non-compete clause in the event of the termination of his mandate.

The components of the total remuneration and all types of benefits granted 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 the period from October 1 until December 31, 2024 which will be subject to the approval of the Shareholders' General Meeting in 2025:

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	158,462	158,462	Fixed compensation paid and attributed to Marc-Henri Desportes for his duties as Deputy Chief Executive Officer of Worldline from the period from October 1 until December 31, 2024.
Annual variable compensation	0	11,675*	* Amount allocated in respect of the financial year ended in 2024 for the period from October 1 until December 31, 2024 and to be paid in 2025 after approval by the 2025 General Meeting – for more details, see paragraph on “Level of achievement of objectives linked to the annual variable compensation” below.
Value of the performance shares granted during the year	0	0	No performance shares were granted to Marc-Henri Desportes during the period from October 1 until December 31, 2024.
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	1,694	1,694	Marc-Henri Desportes benefited from a company car with 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)	1,486	1,486	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	161,642	173,317	

Level of achievement of the objectives linked to the 2024 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 February 25, 2025.

The total annual variable compensation of Marc-Henri Desportes due for the period from October 1 until December 31, 2024 amounted to € 11,675 (i.e. 8.19% of his annual target variable compensation and 7,37% of his annual fixed compensation).

For the period from October 1 until December 31, 2024, 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 E.2.2.1.

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

Social protection plans

Refer to section D.2.1.1.3 of the 2023 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 the period from October 1 until December 31, 2024, Worldline's contribution for Marc-Henri Desportes amounts to € 787.

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 the period from October 1 until December 31, 2024, the Company's contribution for Marc-Henri Desportes amounts to € 699.

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. These elements are the strict application of the remuneration policy approved by the Shareholders' Meeting of 13 June 2024 applicable in the event of changes in governance during the financial year.

E.2.2.4 Components of compensation due or awarded for the financial year 2024 to Georges Pauget, Chairman of the Board of Directors ad interim from January 1 to June 13, 2024

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 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.

The Chairman of the Board of Directors doesn't 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 2024 compensation policy of the Chairman of the Board of Directors was approved on June 13, 2024 by the General Meeting (18th resolution).

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 at this time, until the nomination of a new President following a search process initiated according to the governance of the Company with a view to the 2024 General Meeting.

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 the former Chairman prorata temporis for his duties as Chairman of the Board of Directors ad interim and would not receive any other compensation for his duties as lead independent Director.

Following the Annual General Meeting of 13 June 2024, the Board of Directors decided to appoint Wilfried Verstraete as Chairman of the Board of Directors with immediate effect and to apply the 2024 remuneration policy in force for this position.

The components making up the total compensation and fringe benefits of all kinds paid or allocated to Georges Pauget for the 2024 financial year, as Chairman of the Board of Directors ad interim from January 1st to June 13th, 2024, comply with the policy approved by the General Meeting held on June 13, 2024. They are summarized in the below table and will be submitted to the vote of the 2025 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 compensation	135,000	135,000	Remuneration awarded and paid prorata temporis to Georges Pauget for his duties for the period from 1 January to 13 June 2024.
Annual variable compensation	0	0	This compensation component is not applicable, as it is not included in the compensation policy applicable to the Chairman of the Board of Directors. 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 applicable to the Chairman of the Board of Directors. 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 applicable to the Chairman of the Board of Directors. 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 applicable to the Chairman of the Board of Directors.
Compensation allocated to Directors	0	0	No compensation was paid/awarded to Georges Pauget for his duties as a Worldline's director since his appointment as interim Chairman of the Board of Directors, in accordance with the remuneration policy for the Chairman of the Board of Directors.
Fringe benefits	0	0	The Chairman of the Board of Directors 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	The Chairman of the Board of Directors does not receive any supplementary pension plans.
Compensation paid by a company in the scope of consolidation	0	0	No compensation was paid/awarded to the Chairman of the Board of Directors 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 the Chairman of the Board of Directors.
Severance pay and non-compete clause	0	0	This compensation component is not applicable, as it is not included in the compensation policy for the Chairman of the Board of Directors.
TOTAL	135,000	135,000	

Corporate Governance and Capital

Compensation of Company Officers

The components making up the total compensation and fringe benefits of all kinds paid or allocated to Wilfried Verstraete for the 2024 financial year, as Chairman of the Board of Directors since June 13, 2024, comply with this policy. They are summarized in the below table and will be submitted to the vote of the 2025 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	165,000	165,000	Fixed compensation awarded and paid prorata temporis to Wilfried Verstraete for his duties as Chairman of the Board of Directors since June 13, 2024.
Annual variable compensation	0	0	This compensation component is not applicable, as it is not included in the compensation policy applicable to the Chairman of the Board of Directors. 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 applicable to the Chairman of the Board of Directors. 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 applicable to the Chairman of the Board of Directors. 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 the Chairman of the Board of Directors.
Compensation allocated to Directors	0	0	No compensation was paid/awarded to Wilfried Verstraete for his duties as a Worldline's director since his appointment as Chairman of the Board of Directors, in accordance with the remuneration policy for the Chairman of the Board of Directors.
Fringe benefits	0	0	The Chairman of the Board of Directors 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	The Chairman of the Board of Directors 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 the Chairman of the Board of Directors 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 the Chairman of the Board of Directors.
Severance pay and non-compete clause	0	0	This compensation component is not applicable, as it is not included in the compensation policy for the Chairman of the Board of Directors.
TOTAL	165,000	165,000	

E.2.2.5 Components of compensation due or paid to members of the Board of Directors for the 2024 financial year

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). 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 D.2.1.3 of the 2023 Universal Registration Document.

Amount of gross compensation paid and due in 2024, per Director, for attendance at meetings of the Board of Directors and Committees (AMF Table 3)

(In €, gross*)	2024		2023	
	Paid ¹	Due ²	Paid ³	Due ⁴
Gilles Grapinet ⁵	-	-	-	-
Gilles Arditti ⁶	68,500	43,102	60,000	68,500
Agnès Audier ⁶	53,000	40,102	51,000	53,000
Aldo Cardoso	84,667	123,500	74,000	84,667
Giulia Fitzpatrick	64,000	91,500	61,500	64,000
Olivier Gavalda ^{7 8}	-	-	-	-
Lorenz von Habsburg Lothringen ⁶	74,000	51,102	69,500	74,000
Mette Kamsvåg	66,000	87,000	60,000	66,000
Danielle Lagarde ⁶	68,000	49,102	67,000	68,000
Marie-Christine Lebert ¹⁰	-	-	-	-
Olivier Lorieau ¹⁰	-	-	-	-
Agnès Park ⁷	-	46,734	-	-
Caroline Parot ⁶	59,000	39,352	54,000	59,000
Georges Pauget ⁶	71,667	- ⁹	60,000	71,667
Luc Rémont ¹¹	23,750	-	62,500	23,750
Susan M. Tolson ¹¹	33,000	-	55,500	33,000
Daniel Schmucki	69,250	96,000	60,500	69,250
Nazan Somer Özelgin	45,000	75,500	45,000	45,000
Thierry Sommelet ⁸	-	-	-	-
Sylvia Steinmann ⁷	-	44,734	-	-
Michael Stollarz	45,000	65,000	45,000	45,000
Johannes Dijsselhof (Censor) ¹¹	27,500	-	40,000	27,500
Stephan Van Hellemont ¹⁰	-	-	-	-
Wilfried Verstraete ¹²	-	25,145	-	-
TOTAL	852,334	877,874	865,500	852,334

* 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 2024, for 2023.

2 Directors' compensation due for 2024.

3 Directors' compensation paid in 2023, for 2022.

4 Directors' compensation due for 2023.

5 Gilles Grapinet stepped down as CEO and director on 30 September 2024.

6 Directors whose term of office ended at the end of the General Meeting of 13 June 2024.

7 Directors appointed by the General Meeting of 13 June 2024.

8 Olivier Gavalda, Deputy CEO of Crédit Agricole, and Thierry Sommelet, employee of Bpifrance Investissement, do not receive any remuneration for their directorship.

9 A compensation of 135,000 euros has been allocated prorata temporis to Georges Pauget for his duties for the period from 1 January to 13 June 2024.

10 The employee directors do not receive any compensation for their participation in the meetings of the Board of Directors and the committees. They are remunerated under their employment contract. Olivier Lorieau's term of office ends on 8 June 2023.

11 Directors and non-voting director whose term of office ended at the end of the General Meeting of 8 June 2023.

12 Compensation allocated to Wilfried Verstraete for his term of office as director for the period from 20 March to 13 June 2024

Directors' compensation for the year ended December 31, 2024 will be paid in 2025.

For 2024, the amount of Directors' compensation due is € 877,874 composed of an amount of € 190,874 for the fixed portion, and € 687,000 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

Directors do not 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 employee directors 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 2024 a compensation for his duties of Chief Executive Officer until September 30, 2024. The compensation components paid and allocated to Gilles Grapinet and relating to 2024 are described above.

Fringe benefits

Directors¹ did not receive any fringe benefits.

Supplementary pensions plans

Directors¹ do not benefit from any supplementary pension plans.

Other compensation components

Directors¹ did not receive any other compensation components.

Compliance with the compensation policy

Director'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.

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.

E.2.2.6 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, interim 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 interim Chief Executive Officer and 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 schemes);
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, the interim 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.

¹ Except Gilles Grapinet who earned such type of compensation, under his duties as Chief Executive Officer until September 30, 2024 (cf. *supra*, section E.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 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.

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

Between October 25, 2021 and December 14, 2023, the position of Chairman of the Board of Directors was held by Bernard Bourigeaud. From December 15, 2023 to June 13, 2024, the interim presidency of Worldline's Board of Directors was 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. Wilfried Verstraete was appointed Chairman of the Board of Directors on June 13, 2024, following the Shareholders' General Meeting. On June 13, 2024, the Board of Directors decided to maintain the structure and total amount of compensation for the Chairman of the Board of Directors unchanged for the year 2024.

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 compensation for his duties. 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 as well as for the period from June 13, 2024 to December 31, 2024.

Additional comments regarding the Chief Executive Officer's compensation (until September 30, 2024):

For presentation of the current ratio calculation, the total annual base compensation and total annual variable compensation of the Chief Executive Officer, Gilles Grapinet, 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.

The mandate of the Chief Executive Officer, Mr. Gilles Grapinet, ended on September 30, 2024. His compensation was annualized in 2024 for the purposes of the ratio below.

Additional comments regarding the Deputy Chief Executive Officer (until September 30, 2024) and the interim Chief Executive Officer's compensation (as from October 1, 2024), Marc-Henri Desportes:

The mandate of the Deputy Chief Executive Officer, Mr. Marc-Henri Desportes, ended on September 30, 2024, following his appointment as interim Chief Executive Officer starting from October 1, 2024. Mr. Marc-Henri Desportes' compensation as Deputy Chief Executive Officer and as interim Chief Executive Officer was annualized for the purposes of the ratio below.

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 and employees in mobility leave;
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.

Corporate Governance and Capital

Compensation of Company Officers

EVOLUTION AND RATIO COMPARED TO AVERAGE EMPLOYEE COMPENSATION

Average employee compensation (In €)	2024 ³	2023	2022	2021	2020
Worldline SA	87,612	93,148	99,014	95,734	56,703
Evolution in % of average compensation – Worldline SA	-5.9%	-5.9%	3.4%	68.8% ¹	-1.3%
Worldline in France ²	65,082	66,420	65,920	66,824	63,687
Evolution in % of average compensation – Worldline in France	-2.0%	0.8%	-1.4%	4.9%	NA

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 and the Ingenico's French entities for the years 2020 and 2021.

³ The decrease in the average remuneration of Worldline SA employees is due to bonus amounts below 100% for the second half of 2023 (paid in April 2024) and the first half of 2024 (paid in October 2024), following the macroeconomic situation in several of the Group's core countries and the review of objectives on October 25, 2023, and August 1, 2024.

Compensation of Executive Company Officers (In €)	2024	2023	2022	2021	2020
Chairman(s) of the Board of Directors	300,000	300,000	300,000	300,000	0
Chief Executive Officer	1,409,324	3,042,377	2,887,914	2,469,505	2,618,979
Interim Deputy Chief Executive Officer	964,450	NA	NA	NA	NA
Deputy Chief Executive Officer	829,814	1,708,828	1,628,325	1,406,860	1,372,381

Worldline SA	2024 ²	2023	2022	2021 ¹	2020
Ratio for the Chairman(s) of the Board of Directors	3.4	3.2	3.0	3.1	0
Evolution in % of ratio vs. average compensation compared to previous year	6.3%	6.3%	-3.3%	NA	NA
Ratio for the Chief Executive Officer (Gilles Grapinet)	16.1	32.7	29.2	25.8	46.2
Evolution in % of ratio vs. average compensation compared to previous year	-50.8%	11.9%	13.1%	-44.2%	2.5%
Ratio for the interim Chief Executive Officer (Marc-Henri Desportes)	11.0	NA	NA	NA	NA
Evolution in % of ratio vs. average compensation compared to previous year	NA	NA	NA	NA	NA
Ratio for the Deputy Chief Executive Officer (Marc-Henri Desportes)	9.5	18.3	16.4	14.7	24.2
Evolution in % of ratio vs. average compensation compared to previous year	-48.4%	11.6%	11.9%	-39.3%	-0.3%

^{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 within Worldline SA during 2021 were considered for the calculation of the average compensation for the year 2021.

^{2°} The decrease in the ratios of Company Officers for 2024 compared to 2023 is due to the payment of the annual variable remuneration for 2023 in performance shares, which are subject to a two-year acquisition period and a performance condition related to the evolution of the Worldline share price at the end of the acquisition period. Additionally, this decrease is attributable to a lower IFRS2 valuation of the performance share allocation for 2024.

Worldline in France ¹	2024 ²	2023	2022	2021	2020
Ratio for the Chairman(s) of the Board of Directors	4.6	4.5	4.6	4.5	0
Evolution in % of ratio vs. <i>average compensation</i> compared to previous year	2.1%	-0.8%	1.4%	NA	NA
Ratio for the Chief Executive Officer (Gilles Grapinet)	21.7	45.8	43.8	37.0	41.1
Evolution in % of ratio vs. <i>average compensation</i> compared to previous year	-52.7%	4.6%	18.5%	-10.1%	NA
Ratio for the interim Chief Executive Officer (Marc-Henri Desportes)	14.8	NA	NA	NA	NA
Evolution in % of ratio vs. <i>average compensation</i> compared to previous year	NA	NA	NA	NA	NA
Ratio for the Deputy Chief Executive Officer (Marc-Henri Desportes)	12.8	25.7	24.7	21.1	21.5
Evolution in % of ratio vs. <i>average compensation</i> compared to previous year	-50.4%	4.2%	17.3%	-2.3%	NA

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

² The decrease in the ratios of Company Officers for 2024 compared to 2023 is due to the payment of the annual variable remuneration for 2023 in performance shares, which are subject to a two-year acquisition period and a performance condition related to the evolution of the Worldline share price at the end of the acquisition period. Additionally, this decrease is attributable to a lower IFRS2 valuation of the performance share allocation for 2024.

EVOLUTION AND RATIO COMPARED TO MEDIAN EMPLOYEE COMPENSATION

Median employee compensation (In €)	2024	2023	2022	2021 ¹	2020
Worldline SA	71,317	69,436	68,383	64,957	46,823
Evolution in % compared to previous year - Worldline SA	2.7%	1.5%	5.3%	38.7%	0.0%
Worldline in France ²	55,853	54,471	52,542	51,712	50,078
Evolution in % compared to previous year - Worldline in France	2.5%	3.7%	1.6%	3.3%	N/A

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 and the Ingenico's French entities for the years 2020 and 2021.

Compensation of Executive Company Officers (In €)	2024	2023	2022	2021	2020
Chairman(s) of the Board of Directors	300,000	300,000	300,000	300,000	0
Chief Executive Officer	1,409,324	3,042,377	2,887,914	2,469,505	2,618,979
Interim Chief Executive Officer	964,450	NA	NA	NA	NA
Deputy Chief Executive Officer	829,814	1,708,828	1,628,325	1,406,860	1,372,381

Corporate Governance and Capital

Compensation of Company Officers

Worldline SA	2024 ²	2023	2022	2021 ¹	2020
Ratio for the Chairman(s) of the Board of Directors	4.2	4.3	4.4	4.6	0
Evolution in % vs. median compensation compared to previous year	-2.6%	-1.5%	-5.0%	NA	NA
Ratio for the Chief Executive Officer (Gilles Grapinet)	19.8	43.8	42.2	38.0	55.9
Evolution in % vs. median compensation compared to previous year	-54.9%	3.8%	11.1%	-32.0%	1.3%
Ratio for the interim Chief Executive Officer (Marc-Henri Desportes)	13.5	NA	NA	NA	NA
Evolution in % vs. median compensation compared to previous year	NA	NA	NA	NA	NA
Ratio for the Deputy Chief Executive Officer (Marc-Henri Desportes)	11.6	24.6	23.8	21.7	29.3
Evolution in % vs. median compensation compared to previous year	-52.7%	3.4%	9.9%	-26.1%	-1.5%

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.

² The decrease in the ratios of Company Officers for 2024 compared to 2023 is due to the payment of the annual variable remuneration for 2023 in performance shares, which are subject to a two-year acquisition period and a performance condition related to the evolution of the Worldline share price at the end of the acquisition period. Additionally, this decrease is attributable to a lower IFRS2 valuation of the performance share allocation for 2024.

Worldline in France ¹	2024 ²	2023	2022	2021	2020
Ratio for the Chairman(s) of the Board of Directors	5.4	5.5	5.7	5.8	0
Evolution in % vs. median compensation compared to previous year	-2.5%	-3.5%	-1.6%	NA	NA
Ratio for the Chief Executive Officer (Gilles Grapinet)	25.2	55.9	55.0	47.8	52.3
Evolution in % vs. median compensation compared to previous year	-54.8%	1.6%	15.1%	-8.7%	NA
Ratio for the interim Chief Executive Officer (Marc-Henri Desportes)	17.3	NA	NA	NA	NA
Evolution in % vs. median compensation compared to previous year	NA	NA	NA	NA	NA
Ratio for the Deputy Chief Executive Officer (Marc-Henri Desportes)	14.9	31.4	31.0	27.2	27.4
Evolution in % vs. median compensation compared to previous year	-52.6%	1.2%	13.9%	-0.7%	NA

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

² The decrease in the ratios of Company Officers for 2024 compared to 2023 is due to the payment of the annual variable remuneration for 2023 in performance shares, which are subject to a two-year acquisition period and a performance condition related to the evolution of the Worldline share price at the end of the acquisition period. Additionally, this decrease is attributable to a lower IFRS2 valuation of the performance share allocation for 2024.

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

Worldline Group	2024	2023	2022	2021	2020
Adjusted EBITDA (in € million)	1,070.4	1,110.4	1,132.5	933.7	699.9
% evolution compared to previous year	-3.6%	-1.9%	21.3%	33.4%	16.2%
Adjusted EBITDA as% of revenue	23.1%	24.1%	26.0%	25.3%	25.5%
Variation in bps compared to previous year	-1.0%	-1.9%	0.7%	-0.2%	0.2%

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

- 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 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 Italia², 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;

- in 2024: the Adjusted EBITDA takes into account the creation of the CAWL joint venture with Crédit Agricole, controlled by Worldline, starting from March 19, 2024. The year 2024 is also the first year where the contribution from the stake in Online Payment Platform B.V. and the acquisition of the merchant acquiring activities of Banco Desio are considered for the full year

E.2.2.7 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 reviews every year 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.

E.2.2.8 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

Georges Pauget – Chairman of the Board of Directors ad interim (from January 1 to June 13, 2024)

(In €)	2024	2023
Compensation due for the year	135,000	13,095
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	135,000	13,095

Wilfried Verstraete – Chairman of the Board of Directors (since June 13, 2024)

(In €)	2024	2023
Compensation due for the year	165,000	NA
Value of stock options awarded during the year	NA	NA
Value of performance shares granted during the year	NA	NA
TOTAL	165,000	NA

Gilles Grapinet – Chief Executive Officer (from January 1 to September 30, 2024)

(In €)	2024	2023
Compensation due for the year	622,163 ¹	1,192,482
Value of stock options awarded during the year	0	279,972
Value of performance shares granted during the year ²	31,379	1,011,010
TOTAL	653,542	2,483,464

¹ This amount does not include the compensatory allowance owed to Gilles Grapinet following the termination of his mandate on September 30, 2024. In this regard, Worldline SA paid a net premium, excluding insurer fees, for the compensatory allowance in the amount of €2,651,201 under a life insurance contract (Article 82) with the insurance provider Crédit Agricole Assurances "Predica" in January 2025.

² Valuation of the performance share plan of June 13, 2024, resulting from the conversion of the annual variable compensation for the year 2023.

Marc-Henri Desportes – Deputy Chief Executive Officer (from January 1 to September 30, 2024)

(In €)	2024	2023
Compensation due for the year	353,658 ¹	665,937
Value of stock options awarded during the year	0	165,564
Value of performance shares granted during the year ¹	97,319	597,870
TOTAL	450,977	1,429,371

¹ Valuation of the two performance share plan of June 13, 2024 (classic performance share plan and plan resulting from the conversion of the annual variable compensation for the year 2023) and considering the reduction prorata temporis of the grant under the classic performance share plan following the cessation of his duties as Interim CEO within Worldline SA on February 28, 2025.

Marc-Henri Desportes – Interim Chief Executive Officer (from October 1 to December 31, 2024)

(In €)	2024	2023
Compensation due for the year	171,831	NA
Value of stock options awarded during the year	0	NA
Value of performance shares granted during the year ¹	0	NA
TOTAL	171,831	

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. Following the termination of his mandate as Chief Executive Officer on

September 30, 2024, the performance shares granted to Gilles Grapinet during 2024 became void, with the exception of the 19,370 performance shares resulting from the conversion of his annual variable compensation for the year 2023 (since the acquisition of these shares is not subject to a condition of continuous employment or the maintenance of executive status throughout the acquisition period).

AMF TABLE 2: COMPENSATION OF EACH COMPANY OFFICER

Georges Pauget – Chairman of the Board of Directors ad interim (from January 1 to June 13, 2024)

(In €)	2024		2023	
	Dues	Versées	Dues	Versées
Fixed compensation	135,000	135,000	13,095	13,095
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	135,000	135,000	13,095	13,095

Wilfried Verstraete – Chairman of the Board of Directors (since June 13, 2024)

(In €)	2024		2023	
	Dues	Versées	Dues	Versées
Fixed compensation	165,000	165,000	0	0
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	165,000	165,000	0	0

Gilles Grapinet – Chief Executive Officer (from January 1 to September 30, 2024)

(In €)	2024		2023	
	Due	Paid	Due	Paid
Fixed compensation	563,141	563,141	750,000	750,000
Variable compensation	54,074	0	435,884	994,798
Exceptional compensation	0 ²	0	0	0
Directors' fees	0	0	0	0
Fringe benefits ¹	4,948	4,948	6,597	6,597
Other component of compensation	0	0	0	0
TOTAL	622,163	568,089	1,192,482	1,751,395

¹ Company car.

² This amount does not include the compensatory allowance owed to Gilles Grapinet following the termination of his mandate on September 30, 2024. In this regard, Worldline SA paid a net premium, excluding insurer fees, for the compensatory allowance in the amount of €2,651,201 under a life insurance contract (Article 82) with the insurance provider Crédit Agricole Assurances "Predica" in January 2025.

The variable compensation due reflects amount due for 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 year 2024 is subject to the approval of the Shareholders' General Meeting in 2025.

Corporate Governance and Capital

Compensation of Company Officers

Marc-Henri Desportes – Deputy Chief Executive Officer (from January 1 to September 30, 2024)

(In €)	2024		2023	
	Due	Paid	Due	Paid
Fixed compensation	321,539	321,539	440,000	440,000
Variable compensation	27,037	0	217,942	497,399
Exceptional compensation	0	0	0	0
Directors' fees	0	0	0	0
Fringe benefits ¹	5,083	5,083	7,995	7,995
Other component of compensation	0	0	0	0
TOTAL	353,658	326,621	665,937	945,394

¹ Company car.

The variable compensation due reflects amount due for 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 year 2024 is subject to the approval of the Shareholders' General Meeting in 2025.

Marc-Henri Desportes – Interim Chief Executive Officer (from October 1 to December 31, 2024)

(In €)	2024		2023	
	Due	Paid	Due	Paid
Fixed compensation	158,462	158,462	0	0
Variable compensation	11,675	0	0	0
Exceptional compensation	0	0	0	0
Directors' fees	0	0	0	0
Fringe benefits ¹	1,694	1,694	0	0
Other component of compensation	0	0	0	0
TOTAL	171,831	160,156	0	0

¹ Company car.

The variable compensation due reflects amount due for 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 year 2024 is subject to the approval of the Shareholders' General Meeting in 2025.

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 of the 2023 Universal Registration Document outlining the principles that apply to the multi-year variable equity compensation for the Chief Executive Officer and Deputy Chief Executive Officer.

E.2.2.9 Executive Company Officers benefits – AMF Table 11

In accordance with the succession plan, the Nomination Committee recommended that the interim chairmanship of the Worldline Board of Directors be assumed by Georges Pauget, Lead Independent Director, until the appointment of a new Chairman as part of a selection process initiated in accordance with the Company's governance with a view to the 2024 Annual General Meeting. Wilfried Verstraete was appointed Chairman of the Board of Directors by the Annual

General Meeting on 13 June 2024 and the subsequent Board of Directors.

It is recalled that the employment contract between Worldline and Marc-Henri Desportes, Deputy CEO (until 30 September 2024) and acting CEO (between 1 October 2024 and 28 February 2025), had been suspended as of his appointment as Deputy CEO, in accordance with applicable legislation.

Executive Company Officers	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
Georges Pauget								
Chairman of the Board of Directors ad interim								
Start of term: December 15, 2023		✓		✓		✓		✓
End of term: June 13, 2024								
Wilfried Verstraete								
Chairman of the Board of Directors								
Start of term: June 13, 2024		✓		✓		✓		✓
End of term: 2027 Shareholders' General Meeting								
Gilles Grapinet								
Chief Executive Officer								
Start of term: April 30, 2014		✓	✓ ¹		✓ ¹			✓
End of term: September 30, 2024								
Marc-Henri Desportes								
Deputy Chief Executive Officer, then Chief Executive Officer ad interim								
Start of term: August 1, 2018		✓ ^{2 3}		✓		✓		✓
End of term: February 28, 2025								

¹ For detailed information regarding the supplementary pension plan and the compensatory allowance, please refer to section E.2.2.3 "Components of compensation due or awarded for the financial year 2024 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 E.2.1.1.3 "Compensation policy for the Deputy Chief Executive Officer – Marc-Henri Desportes").

³ On the recommendation of the Nomination Committee and the Remuneration Committee and in accordance with the provisions of Article L.225-38 of the French Commercial Code, the Board of Directors decided on 12 September 2024 to authorise the signing of an amendment extending the agreement providing for the suspension of his employment contract with Worldline for the duration of his term of office as Acting Chief Executive Officer ad interim. This agreement will be submitted for approval to the General Meeting of 5 June 2025, in accordance with the provisions of Article L.225-38 of the French Commercial Code.

E.2.3 Performance share plans and stock option plans

E.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

No stock options have been granted to Executive Company Officers during the exercise closed on December 31, 2024.

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

No stock options have been exercised by Executive Company Officers during the exercise closed on December 31, 2024.

E.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 13, 2024 (under the 30th resolution) and on the Remuneration Committee's recommendation, the Company's Board of Directors at its meeting on June 13, 2024 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 E.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, 2024.

	Plan Date ¹	Number of shares awarded in 2024	Share valuation (in €) ²	Vesting date	Availability Date ³	Performance conditions
Gilles Grapinet		19,370				
Chief Executive Officer	June 13, 2024 - Plan n° 1 ⁴	0.007% of the share capital at 12/31/2024	31,379.40	June 13, 2026	June 13, 2026	
		97,850				
	June 13, 2024 - Plan n° 2 ⁵	0.0035% of the share capital at 12/31/2024	621,347.50	NA	NA	See section E.2.3.8.3 below
Marc-Henri Desportes		9,685				
Deputy Chief Executive Officer	June 13, 2024 - Plan n° 1 ⁴	0.003% of the share capital at 12/31/2024	15,689.70	June 13, 2026	June 13, 2026	
		57,850 reduced to 12,855 ⁶				
	June 13, 2024 - Plan n° 2	0.0020% of the share capital at 12/31/2024	81,629.25	June 13, 2027	June 13, 2027	

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.

³ At the end of the acquisition period, the shares are immediately available for sale, subject to the holding obligation applicable to Executive Company Officers.

⁴ Plan of conversion of the 2023 annual variable remuneration into shares, subject to a two-year acquisition period and the achievement of a performance condition related to the evolution of the Worldline share price – see section D.2.2.1 of the 2023 Universal Registration Document.

⁵ Following the cessation of his duties as CEO on September 30, 2024, the performance shares granted to Gilles Grapinet under Plan No. 2 of June 13, 2024, have become void.

⁶ Following the cessation of his duties as Interim CEO on February 28, 2025, the performance shares granted to Marc-Henri Desportes under Plan No. 2 of June 13, 2024 have been reduced prorata temporis.

E.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 May 27, 2021 in accordance with the plan rules have vested on May 27, 2024. In addition, they are not subject to any holding period and are therefore available since that date.

The terms and conditions of the Worldline performance share plan, in particular the presence and performance conditions are described in the update of the 2021 Registration Document.

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

	Plan Date ¹	Number of shares available during the financial year	Vesting Date	Availability Date
Gilles Grapinet				
Chief Executive Officer	May 27, 2021	13,194 ²	May 27, 2024	May 27, 2024
Marc-Henri Desportes				
Deputy Chief Executive Officer	May 27, 2021	7,799 ²	May 27, 2024	May 27, 2024

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

² The Board of Directors of February 21, 2024 has acted the achievement of the performance conditions for the period 2021-2024 (see section D.2.3.9.1 of the 2023 Universal Registration Document and the definitive vesting of 55,91% of the performance shares granted on May 27, 2021).

E.2.3.4 Past awards of stock options as at December 31, 2024 – 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	09/02/2024	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	309,780	154,500	17,000	0
Status as of 12/31/2024	0	566,877	67,387	15,000
Value of unexercised options (in € million)	0	13.0	1.8	0.4

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

Corporate Governance and Capital

Compensation of Company Officers

Date of Shareholders' General Meeting	2018	2018	2019	2020	2021	Total
Date of Board Meeting	07/21/2018	10/18/2018	07/24/2019	06/09/2020	05/27/2021	
Date of grant	07/21/2018	01/02/2019	07/24/2019	06/09/2020	05/27/2021	
Exercise period start date	07/21/2021	03/31/2022	07/24/2022	06/09/2023	05/27/2024	
Exercise period end date	07/20/2028	01/01/2029	07/23/2029	06/08/2030	05/26/2031	
Exercise price (in €)	52.91	46.69	66.77	69.73	81.39	
Options granted originally	262,000	130,550	98,600	101,120	117,150	4,036,140
Of which Company Officers ¹	143,000	0	39,850	39,250	37,550	628,980
Of which Gilles Grapinet	81,000	0	26,250	25,850	23,600	516,700
Of which Marc-Henri Desportes	62,000	0	13,600	13,400	13,950	102,950
Of which Gilles Arditti	0	0	0	0	0	9,330
Number of beneficiaries	18	5	19	21	23	
Options exercised	0	0	0	0	0	2,196,176
Options canceled or expired	0	0	9,963	6,865	68,127	566,235
Status as of 12/31/2023	262,000	130,550	88,637	94,255	49,023	1,273,729
Value of unexercised options (in € million)	13.9	6.1	5.9	6.6	4.0	51.7

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

UNVESTED PLANS

Date of Shareholders' General Meeting	2022	2023	Total
Date of Board Meeting	06/09/2022	06/08/2023	
Date of grant	06/09/2022	06/08/2023	
Exercise period start date	06/09/2025	06/08/2026	
Exercise period end date	06/08/2032	06/07/2033	
Exercise price (in €)	39.70	40.74	
Options granted originally	193,530	191,670	385,200
Of which Company Officers ¹	70,785	70,720	141,505
Of which Gilles Grapinet	44,485	44,440	88,925
Of which Marc-Henri Desportes	26,300	26,280	52,580
Number of beneficiaries	19	19	
Options exercised	0	0	0
Options canceled or expired	71,440	50,340	121,780
Status as of 12/31/2024	122,090	141,330	263,420
Value of unexercised options (in € million)	4.8	5.8	10.6

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 E.2.3.5 of this Universal Registration Document and the performance conditions for the plan granted in 2023 are outlined in section E.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, 2020 and 2021 are covered in previous Registration Documents. Validation of achievement of the performance conditions for the stock options plans granted in 2022 is detailed in section E.2.3.9 of this Universal Registration Document.

E.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.

E.2.3.5.1 Stock Option plans granted 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 2022 Stock Option Plan

Indicator measurement		Weight	Achievement levels	% vested
Internal Financial Performance Conditions 80%	Group Revenue Organic Growth rates	30%	Floor: Target -2.5%	50%
			Target	100%
	Average Revenue Organic Growth rate over three years (2022-2024) ("A")		Cap: Target +2.5%	130%
	Group Adjusted EBITDA rate	25%	Floor: Target -2%	50%
	Average of the Group Adjusted EBITDA rate over three years (2022-2024) ("B")		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%
Non-financial CSR performance condition 20%	CO ₂ emissions reduction, expressed in tons of CO ₂ (scopes 1& 2 SBTi)	10%	Floor: 106% of Target	50%
			Target	100%
	Percentage of reduction at the end of the period concerned (in 2024) ("D1")		Cap: 94% of Target	130%
	Eco Vadis score	10%	Floor: 96% of Target	50%
			Target	100%
	Score obtained at the end of the period concerned (in 2024) ("D2")		Cap: Target +3%	130%
	People and Diversity score	10%	Floor: Target -3.6pts	50%
			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 <i>(being specified that the average vesting rate may not exceed 100%)</i>				

Performance conditions of the 2023 Stock Option Plan

Indicator measurement		Weight	Achievement levels	% vested
Internal Financial Performance Conditions 80%	Group Revenue Organic Growth Rates	30%	Floor: Target -2.5%	50%
			Target	100%
	Average revenue organic growth rate over three years (2023-2025) ("A")		Cap: Target +2.5%	130%
	Group Adjusted EBITDA rate	25%	Floor: Target -2%	50%
			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%	Floor: Target -2.5%	50%
			Target	100%
	Average Group FCF over three years (2023-2025) ("C")		Cap: Target +2.5%	130%
Non-financial CSR performance condition 20%	CO ₂ emissions reduction, expressed in tons of CO ₂ (scopes 1& 2 SBTi)	10%	Floor: 116% of Target	50%
			Target	100%
	Percentage of reduction at the end of the period concerned (in 2025) ("D1")		Cap: 83% of Target	130%
	People and Diversity score	10%	Floor: Target -3.6pts	50%
	Percentage of increase at the end of the period concerned (in 2025) ("D2")		Target	100%
			Cap: Target +3.6pts	130%
A * 30% + B * 25% + C * 25% + [D1 * 10% + D2 * 10%] = average vesting rate <i>(being specified that the average vesting rate may not exceed 100%)</i>				

Adjustment of the performance conditions of the 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 2022 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 the acquisition of Worldline Merchant Services Italia¹ (as from 1 January 2022), ANZ (as from 1 April 2022), Eurobank (as from end June 2022) to reflect these scope changes.

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 Stock Option Plan, 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. 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;
- Considering the adjustments done for year 2024, the maximum acquisition rate for this Plan 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.

It is emphasised that the Executive Company Officers, the members of the Strategic Executive Board and the beneficiaries who left the Group do not benefit from these adjustments.

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.

Adjustment of the performance conditions of the 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 2023 Stock Option Plan, 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 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;
- Considering the adjustments done for years 2024 and 2025, the maximum acquisition rate for this Stock Options Plan 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.

It is emphasised that the Executive Company Officers, the members of the Strategic Executive Board and the beneficiaries who left the Group do not benefit from these adjustments.

On February 25, 2025, on the recommendation of the Remuneration Committee, the Board of Directors decided to adjust the internal performance targets applicable to the 2023 Options Plan in order to maintain the motivation of the beneficiaries and retain them. These adjustments were made to align the targets with the 2025 Budget Board.

It is specified that:

- The adjustments made only concern the 2025 performance year. The objectives for 2024 were no longer revised following the announcement on August 1 and September 13, 2024, of the revised objectives reflecting market conditions for 2024.
- Given the new adjustments made for 2025, the maximum acquisition rate for the said Plan will now be limited to 60% of the granted Options, taking into account the third-quarter 2023 results, the initial 2023 objectives communicated to the market, and the 2024 results based on the initial 2024 objectives communicated to the market.

It is emphasised that the Executive Company Officers, the members of the Strategic Executive Board and the beneficiaries who left the Group do not benefit from these adjustments.

The elasticity curves of all performance conditions remain unchanged.

¹ Previously known as Axepta Italia

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

No stock options were granted or exercised during 2024.

	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)	NA	NA	NA
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)	NA	NA	NA

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

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

The table below shows the history of Worldline awards since 2022 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.

Corporate Governance and Capital

Compensation of Company Officers

UNVESTED PLANS

Date of the General Assembly	06/09/2022	06/08/2023	06/08/2023	06/08/2023 ¹	06/13/2024	06/13/2024	Total
Date of the Board of Directors	06/09/2022	06/08/2023	07/25/2023	03/20/2024	06/13/2024	06/13/2024	
Date of grant	06/09/2022	06/08/2023	07/25/2023	03/20/2024	06/13/2024	06/13/2024	
Detail of the Plan							
Number of beneficiaries	784	917	5	520	2	806	
Number of shares granted	1,159,545 ³	1,296,560 ³	14,950 ³	994,875 ^{4,5}	29,055 ³	2,355,830 ^{3,6}	5,850,815
Of which to Company Officers	70,785	70,720	0	0	29,055	155,700	326,260
Of which to Gilles Grapinet	44,485	44,440	0	0	19,370	97,850	206,145
Of which to Marc-Henri Desportes	26,300	26,280	0	0	9,685	57,850	120,115
Change of plan due to international mobility	0	0	0	0	0	0	0
Number of shares cancelled or lapsed	281,710	201,680	2,345	38,390	0	142,120	662,245
Number of shares acquired as of 12/31/2024	0	200	0	0	0	0	200
of which to Company Officers ²	0	0	0	0	0	0	0
Of which to Gilles Grapinet	0	0	0	0	0	0	0
Of which to Marc-Henri Desportes	0	0	0	0	0	0	0
Status as of 12/31/2024	877,835	1,094,680	12,605	956,485	29,055	2,213,710	5,184,370
Date of final acquisition	06/09/2025	06/08/2026	06/08/2026	03/31/2025	06/13/2026	06/13/2027	
Date of availability	06/09/2025	06/08/2026	06/08/2031	03/31/2025	06/13/2026	06/13/2027	

¹ Share plan for a limited number of beneficiaries, excluding Executive Company Officers, granted with the objective of retaining key individuals in the disruptive context of the Power24 plan aimed at accelerating the Group's transformation. This plan consists of a portion of performance shares and a portion of presence shares. The performance shares will be delivered based on the achievement of a single performance condition, measured at the end of 2024, based on the realization of cash run rate savings starting in 2025, in line with the objective communicated to the market. This plan does not result in any dilution of the share capital.

² Plan for the conversion of the 2023 annual variable compensation into shares, subject to a two-year vesting period and the achievement of a performance condition related to the evolution of the Worldline share price – see § D.2.2.1 of the 2023 Universal Registration Document.

³ The number of shares to be granted takes into account a maximum multiplier of 100% (according to the terms defined in the performance conditions).

⁴ The number of shares to be granted takes into account a multiplier of 100% (but the maximum multiplier of the performance shares is 130%).

⁵ of which 309,937 performance shares vesting on March 31, 2025 and 309,703 performance shares and 375,235 presence shares vesting on March 31, 2026.

The unvested performance shares to be delivered in newly created shares represent 1.5% of Worldline's share capital at December 31, 2024.

The terms and conditions of the performance share plans granted on June 9, 2022, June 8, 2023 and June 13, 2024, from which the Chief Executive Officer and the Deputy Chief Executive Officer benefit are described below.

E.2.3.8 Terms and conditions of ongoing or to come 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.

E.2.3.8.1 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 E.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.

E.2.3.8.2 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 E.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.

E.2.3.8.3 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.

E.2.3.8.4 Share plan granted on March 20, 2024 (hereinafter the "Power 2024 Share Plan")

The Company granted a Worldline Share Plan to a limited number of beneficiaries in France and internationally, excluding Executive Company Officers, with the objective of retaining key individuals in the disruptive context of the Power24 plan aimed at accelerating the Group's transformation. This plan consists of a portion of shares subject to performance conditions and a portion of presence shares.

The shares subject to performance conditions will be delivered based on the achievement of a single performance condition, measured at the end of 2024, based on the realization of cash run rate savings starting in 2025, in line with the objective communicated to the market. A portion of the shares has been granted solely subject to a presence condition at the end of the vesting period of approximately two years, i.e., on March 31, 2026.

The first tranche of shares subject to performance conditions was definitively vested on March 31, 2025, and the second tranche will be definitively vested on March 31, 2026. This plan has no dilutive impact on Worldline's share capital.

E.2.3.8.5 Performance share plan granted on June 13, 2024 (hereinafter the “2024 Performance Share Plan”)

Performance conditions of the 2024 Performance Share Plan

Indicator measurement		Weight	Achievement levels	% vested	
Internal Financial Performance Conditions 70%	<i>Group Free Cash Flow (FCF) before dividends and income from acquisitions/disposals</i> Average Group FCF over three years (2024-2026) ("A")	25%	Floor: Target -2.5%	50%	
			Target	100%	
			Cap: Target +2.5%	130%	
	<i>Group Earnings before Interests, Taxes, Depreciation and Amortization (EBITDA)</i> Average of the Group EBITDA rate over three years (2024-2026) ("B")	22.5%	Floor: Target -2%	50%	
			Target	100%	
			Cap: Target +2%	130%	
	<i>Group Revenue Organic Growth rates</i> Average revenue organic growth rate over three years (2024-2026) ("C")	22.5%	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> Average evolution of Worldline share price over three years (2024 - 2026) ("D")	15%	Floor: Target - 50%	50%
				Target	100%
				Cap: Target + 50%	130%
Non-financial CSR performance condition 15%	<i>CO₂ emissions reduction, expressed in tons of CO₂ (scopes 1 & 2 SBTi) Score obtained at the end of the period concerned (in 2026) ("E1")</i>	7.5%	Floor: 115% of Target	50%	
			Target	100%	
			Cap: 85% of Target	130%	
	<i>Employee satisfaction score</i> Score obtained at the end of the period concerned (in 2026) ("E2")	3.75%	Floor: Target -3.6pts	50%	
			Target	100%	
			Cap: Target +3.6pts	130%	
	<i>Diversity score</i> Score obtained at the end of the period concerned (in 2026) ("E3")	3.75%	Floor: Target -3.6pts	50%	
			Target	100%	
			Cap: Target +3.6pts	130%	
	A * 25% + B * 22.5% + C * 22.5% + D * 15% + [E1 * 7.5% + E2 * 3.75% + E3 * 3.75%] = average vesting rate (it being specified that the average vesting rate may not exceed 100%)				

A portion of the shares has been granted solely subject to a presence condition, with the exception of Executive Company Officers and members of the Strategic Executive Committee.

E.2.3.8.6 Share plan granted on June 13, 2024 (hereinafter the “2024 Officers' Variable Compensation Plan”)

The Company granted performance shares on June 13, 2024, to its two Executive Company Officers as a conversion of their 2023 annual variable compensation. This plan has a two-year vesting period and will be fully vested on June 13, 2026. The performance condition is linked to the evolution of Worldline's share price – see § D.2.2.1 of the 2023 Universal Registration Document.

E.2.3.8.7 Performance share plan to be granted in 2025 (subject to the approval of the General Assembly) (hereinafter the “2025 Performance Share Plan”)

The Company plans to implement a performance share plan on June 5, 2025 as part of its approach to involving employees in the Group's long-term performance and financial results, notably through long-term incentive plans in the form of performance share allocations. This plan is expected to primarily benefit members of the Executive Committee, the Group's senior management, key resources, experts, and certain Talents. This share-based compensation will align employees with the interests of the Group and, indirectly, those of the shareholders. This plan will not apply to the Chief Executive Officer.

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 beneficiaries are subject to them maintaining their status as a Group's employee for the entire vesting period.

Performance conditions

The vesting of performance shares will be subject to the achievement of internal financial and internal and external non-financial performance conditions measured over a period of three years. These objectives are 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.

Internal Performance Conditions as a condition for 70% of the total vesting

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 in accordance with the ambitions as regularly disclosed to the shareholders:

- Sum in absolute value of the Group Free Cash Flow (FCF) before dividends and income from acquisitions/disposals over three years (2025 - 2027) – as a condition for **25%** of the total vesting;
- Sum in absolute value of Group Earnings before interests, taxes, depreciation and amortization (EBITDA) over three years (2025 - 2027) – as a condition for **22.5%** of the total vesting;
- Sum in absolute value of the Group Revenue Organic Growth rates over three years – as a condition for **22.5%** of the total vesting.

Share Price Performance condition as a condition for 15% of the total vesting

The selected share price criterion is linked to the Worldline share price evolution to accurately reflect the intrinsic value of Worldline in the market. The target of the three months average opening share prices preceding 31 December 2027 is set to € 22.5, reflecting an ambitious Worldline share price.

Combined performance condition relating to Corporate Social Responsibility (“CSR”) as a condition for 15% of the total vesting

On the Remuneration Committee's recommendation, the Board of Directors decided 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.

Each CSR criterion will be measured at the end of the three years period.

The targets for the financial 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 2025 Long Term equity-based incentive plan foreseen shortly after the Shareholders' General Meeting to be held in 2025. For the Internal Performance Conditions, the target objective will set annually and will correspond to the annual Budget Board for the three years concerned, in line with the Worldline medium term ambition for end-2027.

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 decide to adjust the performance criteria of the multi-year share-based compensation in the event of circumstances significantly impacting the achievement of one or more performance criteria. If such exceptions were to be applied, they would be strictly implemented and limited to exceptional circumstances or in cases of changes in scope, accounting methods, or exchange rate effects. Their justification will be communicated, particularly regarding their alignment with shareholders' interests. The cap on multi-year share-based compensation cannot be increased under any circumstances.

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

The performance shares granted will be definitively vested at the end of a three-year period from their grant date, subject to the achievement of the indicators governing their vesting (performance and/or presence conditions) in accordance with the plan's provisions.

A portion of the shares will be granted only subject to a presence condition, at the exclusion of the members of the Executive Committee.

Corporate Governance and Capital

Compensation of Company Officers

Indicator measurement		Weight	Achievement levels	% vested
Internal Financial Performance Conditions 70%	<i>Group Free Cash Flow (FCF) before dividends and income from acquisitions/disposals</i>	25%	Floor: Target -2.5%	50%
			Target	100%
	Sum in absolute value of Group FCF over three years (2025-2027) ("A")		Cap: Target +2.5%	130%
	<i>Group Earnings before Interests, Taxes, Depreciation and Amortization (EBITDA)</i>	22.5%	Floor: Target -2%	50%
			Target	100%
	Sum in absolute value of the Group EBITDA over three years (2025-2027) ("B")		Cap: Target +2%	130%
	<i>Group Revenue Organic Growth rates</i>	22.5%	Floor: Target -2.5%	50%
			Target	100%
	Sum in absolute value of revenue organic growth rates over three years (2025-2027) ("C")		Cap: Target +2.5%	130%
Share Price Performance Condition 15%	<i>Evolution of the Worldline Share Price</i>	15%	Floor: Target - 50%	50%
			Target	100%
	Average evolution of Worldline share price over three years (2025 - 2027) ("D")		Cap: Target + 50%	150%
Non-financial CSR performance condition 15%	Volume of CO ₂ emissions, expressed in tons of CO ₂ (scopes 1 & 2 SBTi)	5%	Floor: 115% of Target	50%
			Target	100%
	Volume of CO ₂ emissions at the end of the period concerned (in 2027) ("E1")		Cap: 85% of Target	130%
	<i>Employee satisfaction score</i>	5%	Floor: Target -3pts	50%
			Target	100%
	Score obtained at the end of the period concerned (in 2027) ("E2")		Cap: Target +3pts	130%
	Percentage of women in management	5%	Floor: Target -1pts	50%
			Target	100%
	Score obtained at the end of the period concerned (in 2027) ("E3")		Cap: Target +5pts	130%

$$A * 25\% + B * 22.5\% + C * 22.5\% + D * 15\% + [E1 * 5\% + E2 * 5\% + E3 * 5\%] = \text{average vesting rate} \\ (\text{it being specified that the average vesting rate may not exceed 130\%})$$

On February 25, 2025, upon the Remuneration Committee's recommendation, the Board of Directors decided that the plan could overperform overall with a maximum acquisition rate limited to 130%. The Board also 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 therefore capped at 130% while the maximum vesting would be reduced to 90% in the following circumstances:

- (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.

E.2.3.8.8 Free Share plan to be granted in 2025 (hereinafter the "2025 Share Plan")

The Company plans to implement a free share plan benefiting the Chief Executive Officer, not subject to performance conditions, with vesting in four equal annual tranches on each anniversary of the grant date, provided that Pierre-Antoine Vacheron continues to serve as an Executive Company Officer at each applicable anniversary date. The first tranche will be subject to one year holding period after acquisition.

For more information, refer to Section E.2.1.1.3 of this Universal Registration Document.

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

E.2.3.9.1 Stock Option Plan and Performance Share Plans of June 9, 2022

The performance conditions have been assessed at the end of the relevant three-year period, *i.e.* on December 31, 2024 by the Board of Directors on February 25, 2025.

Reference is made to sections E.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 option and performance share plans granted in 2024.

No additional adjustment was made following the announcement of the revised guidance reflecting the market conditions for the year 2024 on August 1st and September 13, 2024.

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.

It is recalled that the Board of Directors, during its meetings of February 27 and March 20, 2024, proceeded to the adjustments of the performance conditions of the stock option and performance share plans granted on June 9, 2022 and that the Executive Company Officers, the members of the Executive Committee and the beneficiaries who left the Group are not benefitting from the adjustments.

The table below presents the assessment of performance conditions for beneficiaries eligible for the adjustments made during the year 2024:

Indicator measurement		Vesting level
Internal Financial Performance Conditions 80%	30% – Group Revenue Organic Growth Rates Average Revenue Organic Growth rate over three years (2022-2024) ("A")	74.9%
	25% – Group Adjusted EBITDA rate Average of the Group Adjusted EBITDA rate over three years (2022-2024) ("B")	67.0%
	25% – Group Free Cash Flow (FCF) before dividends and income from acquisitions/disposals Average Group FCF over three years (2022-2024) ("C")	0%
	5% - CO ₂ emissions reduction, expressed in tons of CO ₂ (scopes 1 & 2 SBTi) Percentage of reduction at the end of the period concerned (in 2024) ("D1")	130%
	5% – Eco Vadis score Score obtained at the end of the period concerned (in 2024) ("D2")	100%
Non-financial CSR performance condition 20%	5% – Employee satisfaction score Score obtained at the end of the period concerned (in 2024) ("D3")	100%
	5% – Diversity score Score obtained at the end of the period concerned (in 2024) ("D4")	0%
Average vesting rate		55.73%

Corporate Governance and Capital

Compensation of Company Officers

The table below presents the assessment of performance conditions for beneficiaries not eligible for the adjustments made during the year 2024 (Executive Company Officers, members of Strategic Executive Committee and beneficiaries who left the Group at the time of adjustments):

Indicator measurement		Vesting level
Internal Financial Performance Conditions 80%	30% – Group Revenue Organic Growth Rates	0%
	Average Revenue Organic Growth rate over three years (2022-2024) ("A")	
	25% – Group Adjusted EBITDA rate	0%
	Average of the Group Adjusted EBITDA rate over three years (2022-2024) ("B")	
	25% – Group Free Cash Flow (FCF) before dividends and income from acquisitions/disposals	0%
	Average Group FCF over three years (2022-2024) ("C")	
Non-financial CSR performance condition 20%	5% – CO ₂ emissions reduction, expressed in tons of CO ₂ (scopes 1 & 2 SBTi)	130%
	Percentage of reduction at the end of the period concerned (in 2024) ("D1")	
	5% – Eco Vadis score	100%
	Score obtained at the end of the period concerned (in 2024) ("D2")	
	10% – Diversity score	0%
	Score obtained at the end of the period concerned (in 2024) ("D3")	
Average vesting rate		11.50%

E.2.3.9.2 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 E.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 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.

E.2.3.9.3 Share Plan of March 20, 2024

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

The final vesting of the right to exercise stock options and performance shares granted under this plan is subject to the fulfillment of a single performance condition, measured at the end of 2024, based on the realization of cash run rate savings starting in 2025 and to the verification of the condition of presence at the vesting date. The Board of Directors, on February 25, 2025, acted the achievement at 130% of the above performance condition.

E.2.3.9.4 Performance Share Plans of June 13, 2024 (Classic Plan)

The performance conditions will be assessed at the end of the relevant three-year period, i.e. on December 31, 2026.

The final vesting of the right to exercise stock options and performance shares granted under this plan is subject to the fulfillment of performance conditions at the end of the 2024-2026 period and to the verification of the condition of presence at the vesting date.

E.2.3.9.5 Share Plan of June 13, 2024 (2024 Officers' Variable Compensation Plan)

The final vesting of the performance shares granted under this plan is subject to the fulfillment of a single performance condition, measured at the end of period, based on the average opening Worldline share prices of the three months preceding June 13, 2026.