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Compensation of the Chief Executive Officer of Worldline

(Information disclosed in accordance with the recommendations of the Afep-Medef corporate governance code)

The change in Worldline's governance was the subject of a press release on February 25, 2025, announcing the appointment of Mr. Pierre-Antoine VACHERON as Chief Executive Officer as of March 1, 2025.

In this context, the Board of Directors of Worldline decided, at its meeting on 25 February 2025, on the recommendation of the Remuneration Committee, the compensation components of Mr. Pierre-Antoine VACHERON, with effect from March 1, 2025.

It is recalled that the elements of the compensation policy applicable to the Chief Executive Officer, as described below, remain subject to the favorable vote of the shareholders' general meeting called to approve the financial statements for the financial year ending December 31, 2024.

It is also stated as a preliminary matter that, in accordance with the recommendations of the Afep-Medef Code, Mr. Pierre-Antoine VACHERON will not benefit from an employment contract, and that it is not planned to date to appoint or propose the appointment of the Chief Executive Officer as a member of the Board of Directors.

Fixed annual compensation

In view of Mr. Pierre-Antoine VACHERON's experience and skills, and in line with previous fixed compensation packages paid by the Company in the past (Gilles GRAPINET's previous compensation package amounted to €750,000), Mr. Pierre-Antoine VACHERON's gross annual fixed compensation is set at €700,000.

Mr. Pierre-Antoine VACHERON's fixed annual compensation for 2025 will be paid *pro rata temporis* from March 1, 2025.

Variable annual compensation

The variable annual portion of Mr. Pierre-Antoine VACHERON's compensation is set at 100% of the fixed portion of his compensation, subject to 100% achievement of targets, with this portion rising to a maximum of 150% if targets are exceeded. No variable annual compensation will be payable in the event of less than 60% achievement (on a cumulative basis) of targets for financial years starting from 2026.

As regards 2025, and in view of the transition period with Mr. Pierre-Antoine VACHERON's arrival during the financial year, it has been decided that his variable compensation will be a minimum of 90% of the target (determined *pro rata temporis*), i.e. 525,000 euros, paid subject to the favorable vote of shareholders' general meeting called to approve the financial statements for the financial year ending December 31, 2025, in accordance with Article L. 22-10-34 of the French Commercial Code.

Variable compensation will be subject to the following performance conditions assessed on an annual basis in relation to budgetary targets:

- 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), determined according to the methodology decided by the Board of Directors - as a condition for 30% of the total payout;
- Combined performance condition relating to Corporate Social Responsibility (“CSR”) - as a condition for 10% of the total payout.

The Board of Directors, on the recommendation of the Remuneration Committee, may apply a multiplier ranging from 80% to 120% to the amounts due for the achievement of all or part of the performance conditions, provided that the total amount of the variable annual compensation never exceeds 150% of the fixed compensation.

The amount of variable compensation for the 2025 financial year will be determined *pro rata temporis* as from March 1, 2025 by the Board of Directors in the first quarter of the 2026 financial year. It will be paid subject to the favorable vote of shareholders’ general meeting called to approve the financial statements for the financial year ending December 31, 2025, in accordance with Article L. 22-10-34 of the French Commercial Code.

Multi-year variable compensation (performance shares)

From the 2026 financial year, Mr. Pierre-Antoine VACHERON will be granted performance shares, subject to the approval of the compensation policy adopted for the 2026 financial year, representing a value corresponding to the amount of his variable compensation for the previous financial year and which may therefore represent up to a maximum of 150% of his fixed compensation, assuming that the underlying performance criteria have been exceeded.

The Board of Directors will determine the number of performance shares to be granted on the basis of the average closing Worldline share prices over the three months preceding the grant.

The plans will also include a granting floor of 35,000 shares and a granting and vesting cap of 85,000 shares.

It is envisaged that the long-term compensation will be subject to the performance conditions, as set out in the plan, assessed throughout the three-year vesting period, as follows:

- Internal performance conditions, based on:
 - (i) the sum in absolute value of the Group’s *Free Cash Flow*, before dividends and results of acquisitions/disposals over three years (2026-2028) – as a condition for 27.5% of the total vesting;
 - (ii) the sum in absolute value of the Group’s EBITDA (earnings before interest, taxes, depreciation and amortization) over three years (2026-2028) – as a condition for 25% of the total vesting;

- (iii) the sum of the Group Revenue Organic Growth rates over three years (2026-2028) – as a condition for 22.5% of the total vesting;
- an external performance condition, based on the evolution of the Worldline share price over three years – as a condition for 15% of the total vesting;
- a combined performance condition relating to Corporate Social Responsibility (“CSR”) – accounting for 10% of the total vesting. Each of the CSR indicators will be measured at the end of the three-year period.

The Board of Directors will be able, if it deems it appropriate, to adjust these elements in the light of the strategic plan that will be defined.

The Board of Directors, on the recommendation of the Remuneration Committee, may, at its discretion, apply a multiplier coefficient ranging from 80% to 120% to all or part of the criteria, within the limit of the number of shares initially granted and the cap of 85,000 shares, it being recalled that Mr. Pierre-Antoine VACHERON may not in any case be delivered more than 85,000 shares following the vesting of these shares.

The Chief Executive Officer must keep, in registered form, at least 15% of the vested shares until the end of his term of office.

In accordance with the AFEP-MEDEF Code, the Chief Executive Officer may not use hedging products on the Company’s shares or on any related financial instruments. Mr. Pierre-Antoine VACHERON’s has committed not to engage in such hedging transactions, including on the performance shares granted to him.

No performance shares will be granted to Mr. Pierre-Antoine VACHERON for the financial year 2025.

Exceptional components – Exceptional allowance linked to the appointment as Chief Executive Officer in the form of free shares or cash

On the advice of the Remuneration Committee, the Board of Directors may decide to award extraordinary compensation in very special circumstances, or when recruiting a new executive corporate officer.

These circumstances must be precisely communicated and substantiated.

This extraordinary compensation may not exceed 100% of the executive company officer maximum monetary compensation (fixed compensation and maximum annual variable compensation).

This compensation may take the form of a cash payment or an allotment of shares.

In the event of the appointment of a new executive corporate officer, the Board of Directors may also, on the recommendation of the Remuneration Committee, decide to grant exceptional compensation mainly in the form of long-term cash and/or share-based compensation, up to a maximum of 100% of the fixed and variable target.

This compensation would be (i) duly justified, (ii) subject to approval by the Shareholders' Meeting.

To this respect, in order to compensate the Chief Executive Officer for the loss of the protection and benefits inherent to the employee status he enjoyed in his previous roles and to strengthen the incentives for the performance of the Worldline share over a period of four years, in line with the 2026-2028 strategic plan as to be approved by the Board of Directors, it being recalled that no multi-year equity compensation will be granted to Mr. Pierre-Antoine VACHERON for the 2025 financial year, the Board of Directors, after deliberation and having taken note of the recommendations of the Remuneration Committee, validates the principle of granting exceptional compensation, corresponding to the grant of 100,000 free shares not subject to performance conditions, with one quarter vesting over a period of four years on each anniversary date of their grant (March 1), provided that Mr. Pierre-Antoine VACHERON exercises his duties as executive company officer on each applicable anniversary date. The allocation of these free shares represents a benefit as of 775,000 euros, i.e. less than 100% of the maximum annual fixed and variable compensation. In the event of the adoption of the aforementioned resolutions, the Board of Directors will implement this granting under the conditions mentioned above.

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 (a) subject to the approval of the resolution relating to the compensation policy applicable to Mr. Pierre-Antoine VACHERON at the shareholder's general meeting called to resolve on the accounts for the 2024 financial year and (b) subject to the favorable vote on the resolution relating to this element of compensation

Retirement

In the course of the 2025 financial year and subject to a favorable vote at the shareholder's general meeting, the Company will set up an "Article 82" type scheme for the benefit of Mr. Pierre-Antoine VACHERON, the terms and conditions of which will be determined at its discretion by the Board of Directors in compliance with applicable shareholders' resolution. Mr. Pierre-Antoine VACHERON will benefit from this scheme provided that he fulfills the eligibility conditions and it being recalled that payment of premiums will be subject to performance and presence conditions determined by the Board of Directors in accordance with the applicable regulations.

Severance allowance

On the recommendation of the Remuneration Committee, the Board of Directors decides, subject to the favorable vote, to grant Mr. Pierre-Antoine VACHERON, a severance allowance (the "**Severance Allowance**") capped at 100% of the gross annual compensation (fixed and variable annual compensation actually paid) received by him during the twelve months preceding the date of termination of his duties as Chief Executive Officer in the event of a forced departure, regardless of the form of termination of his duties (a "**Forced Departure**").

It is specified that a dismissal of the Chief Executive Officer motivated by serious misconduct or gross negligence will not constitute a Forced Departure.

The benefit of the Severance Allowance and its amount will depend on the satisfaction of the performance conditions set by the Board of Directors for the calculation of the annual variable compensation of the Chief Executive Officer for the last two financial years preceding the date of termination of office, calculated on a linear basis depending on the arithmetic average of the achievement rates of the performance conditions related to the variable compensation paid to the Chief Executive Officer, it being understood that (i) the amount of the Severance Allowance may not exceed 100% of the annual compensation (fixed and variable) actually paid during the twelve months preceding the date of termination of office and (ii) no severance allowance will be due if the arithmetic average of the achievement rates of the performance conditions related to the variable compensation paid to the Chief Executive Officer does not reach the minimum threshold set by the Board of Directors for the variable compensation of the Chief Executive Officer.

In accordance with the Afep-Medef Code, no Severance Allowance will be due in the event of voluntary departure, a change of position within Worldline, or if Mr. Pierre-Antoine VACHERON is eligible to retire. Furthermore, no Severance Allowance will be due in the event of the end of a term of office due to reaching the age limit stipulated in the Company's articles of association.

In the event of departure before two completed financial years, the Severance Allowance will be calculated on the basis of the criteria for the completed financial year or, in the absence of a completed financial year, on the basis of the performance conditions observed at the end of the financial year during which the departure occurred.

The amount of the Severance Allowance will be paid within 30 days of the date on which the Board of Directors confirms that the performance conditions have been met.

Other compensation components

Mr. Pierre-Antoine VACHERON will be entitled to the following benefits:

- a company vehicle with driver, which can be used for private purposes;
- an annual medical check-up and a tax advisor (exclusively in connection with the compensation paid by the Company in respect of the duties of Chief Executive Officer);
- healthcare (in-patient and out-patient benefits as well as dental and vision coverage), incapacity, disability and death plans as well as foreign business travel assistance (covering medical expenses outside the country of residence) in force within Worldline.

In addition, Mr. Pierre-Antoine VACHERON will benefit from unemployment insurance.
