

# E.1 Corporate Governance

This report on Corporate Governance has been drawn up by the Board of Directors in conjunction with the Nomination Committee and the Remuneration Committee, in accordance with Article L.225-37 of the French Commercial Code (last paragraph). This report has been approved by the Board of Directors meeting of March 27, 2025. It contains in particular information related to:

- the functioning of the Company's administrative and management bodies; and
- the compensation of Company Officers.

## E.1.1 Compliance with the AFEP-MEDEF Code – Corporate Governance Framework

The Company complies with the December 2022 version of the AFEP and MEDEF Code of Corporate Governance for listed companies (the "AFEP-MEDEF Code") which can be found on the AFEP and MEDEF websites. In accordance with the "comply or explain" rule<sup>1</sup> and the Board of Director's

annual assessment dated March 27, 2025 on the Company's implementation of governance principles, the Company considers complying with the recommendations of the AFEP-MEDEF Code. No deviation is to be reported.

AFEP-MEDEF Code recommendation	Explain
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|  | <ul style="list-style-type: none"><li>• N/A</li></ul> |
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As a reminder and as explained in previous years, following the 2019 announcement by Atos SE of its distribution in kind of circa 23.5% of Worldline's share capital to its shareholders and as from February 1<sup>st</sup>, 2019, Gilles Grapinet no longer held any duties or responsibilities within Atos. Gilles Grapinet has dedicated his entire time to carrying out his duties as Chief Executive Officer of Worldline until September 30, 2024. Following his change in status, Gilles Grapinet lost his supplementary pension entitlements previously accrued in line with the performance criteria in the Atos supplementary pension plan.

In this respect, the Board of Directors of Worldline held on March 15, 2019 then decided, upon recommendations of the Nomination and Remuneration Committees, that the entitlements previously accrued by Gilles Grapinet, Chief Executive Officer within Atos (when Worldline was controlled and consolidated by Atos SE) should not have been affected as a result of his change of status and decided to put in place the following compensation mechanism. Worldline undertook to compensate Gilles Grapinet, Chief Executive Officer, subject to performance criteria, in the event of a force departure (except for gross fault), provided no professional activity is carried on upon retirement. This is to compensate Gilles Grapinet for the loss of entitlements built up in his ten years at Atos group under the Atos supplementary pension plan. Such allowance might, assuming it is paid in one lump sum, exceed or be lower than two years' remuneration (fixed and variable).

The aggregate of the following:

- this allowance;
- entitlements built up under the now frozen 2019 supplementary pension regime ("Loi Pacte"); and
- entitlements built up under a future supplementary pension regime;

may under no circumstances exceed the equivalent of the annuity provided for under the Atos supplementary pension

plan, i.e., €291,000 per annum when Gilles Grapinet claims his pension rights (base plan).

Since 2019, in accordance with the 'comply or explain' rule, the conditions relating to the supplementary pension and the compensatory allowance put in place for the benefit of Gilles Grapinet have been explained by the Board of Directors to the shareholders insofar as they could have led to a deviation from the recommendation of the AFEP-MEDEF Code according to which the severance pay should not exceed two years of annual fixed and variable remuneration (article 26.5.1). As a reminder, these commitments have been approved each year by the Shareholders' Meeting since 2019 as part of the ex-ante and ex-post vote on remuneration (refer to section G.2.1 of the 2019 Universal Registration Document).

The Board of Directors on 12 September 2024 noted that the performance conditions and the condition relating to the forced departure of Gilles Grapinet had been met. On the recommendation of the Remuneration Committee, the Board of Directors decided that the compensatory allowance would take the form of a payment under an "Article 82" contract. Worldline SA then paid a premium net of insurer fees under the compensatory allowance in the amount of €2,651,201 on a life insurance policy (article 82) with the insurer Crédit Agricole Assurances 'Predica' in January 2025.

However, these commitments do not constitute a deviation from the recommendations of the AFEP-MEDEF Code insofar as no severance pay has been paid to an Executive Officer and the amount of the insurance premium paid to the insurance company under the compensatory allowance on a life insurance contract (article 82) is less than two years of annual fixed and variable remuneration. For more information on the compensatory allowance, see the paragraph 'compensatory allowance' below.

Details of the Company's implementation of the AFEP-MEDEF Code can be found on Worldline's [website](#).

<sup>1</sup> Emanating from Article L. 22-10-10 4° of the French Commercial Code and article 28.1 of the AFEP-MEDEF Code.