

IMPLEMENTATION OF THE AFEP-MEDEF CORPORATE GOVERNANCE CODE BY WORLDLINE

Objective: Analysis of the implementation by Worldline of the provisions of the Afep-MEDEF code as revised in December 2022 (the “**Code**”). The term "Universal Registration Document" refers to the 2024 Universal Registration Document of the Company. The term “Chairman” refers to Wilfried Verstraete (current Chairman of the Board of Directors), and the term “Chief Executive Officer” refers to Pierre-Antoine Vacheron (current CEO).

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1	The tasks of the Board of Directors		
	1.1	<p>Considering social and environmental stakes</p> <p>The Board endeavours to promote long-term value creation by the company by considering the social and environmental aspects of its activities.</p>	<p>Yes. Social and environmental stakes are an important component of the Company’s ambitions. Worldline’s strategy is determined by the Board of Directors and includes a demanding corporate social responsibility program aiming at supporting customers with their digital transformation on the long-term, while helping them reinvent their respective growth models in a responsible manner. To mirror its Sense of Purpose (<i>raison d’être</i>), Worldline adopts a long term and holistic vision, develops a sustainable business model and acts responsibly towards all its stakeholders and the wider society.</p> <p>In this regard, Worldline has launched in 2021 Trust 2025, a five-year roadmap for CSR. Designed after extensive consultations with the Company’s stakeholders, this programme includes far-reaching commitments in all areas of business, from people, ethics, supply chain, environment and local communities.</p> <p>CSR indicators in line with the Company’s CSR ambitions are also taken into account for the measurement of the performance of employees and Directors, including as performance conditions of the LTI.</p>

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			A full description of the Company's measures and initiatives on corporate social responsibility are included in Sections A and B of the 2024 Universal Registration Document.
	1.2	<p>Strategic orientation</p> <p>The principal task of the Board is to define the strategic orientation. It examines and decides on important operations, possibly after review by an ad hoc committee.</p>	<p>Yes. As per the Bylaws, the Board of Directors sets the orientations of the Company's business and monitors their implementation. It is constituted of 5 internal committees (Audit and Risks Committee, Nomination Committee, Remuneration Committee, Investment Committee and Social and Environmental Responsibility Committee) and decides on the basis of such Committees' recommendations.</p> <p>The Board of Directors met 19 times in 2024, including once during a two-day strategic seminar dedicated to the Board of Directors and certain members of the Company's Management.</p> <p>A description of the Board's works, in particular regarding the Company's strategy is included in Section E.1.4.2. of the Universal Registration Document.</p>
	1.3	<p>Principal task</p> <p>The Board appoints and dismisses the company officers, set their compensation, selects the form of organization and governance, monitors the management as well as the quality of the information provided to shareholders and to the markets.</p>	<p>Yes. In accordance with the Bylaws and the Internal rules of the Board of Directors, the Board carries out all of those missions.</p> <p>Description of the works completed by the Board and its Committees in 2024 is included in Section E of the Universal Registration Document.</p>

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	1.4	<p>Information of the Board</p> <p>The Board is informed about market developments, the competitive environment and the most important aspects facing the company, including in the area of social and environmental responsibility.</p>	<p>Yes. Directors are regularly informed of the market developments and the evolution of the competitive environment and important aspects facing the Company, including in the area of social and environmental responsibility, during the Board of Directors and the Committees' regular meetings.</p> <p>Directors are also largely informed in the context of trainings and workshops which allow them to better understand and constantly be updated on Worldline's activities and environment. In 2024, the Directors' training program included sessions on the following key areas: risk management, business and strategy, corporate social responsibility, compliance, security, IT Technology (in particular Gen AI).</p> <p>In addition, a Strategic Seminar, organized under the supervision of the Chairman and the Investment Committee, involving most of the key managers of the Group takes place every year. In 2024 this seminar focused notably on market environment, payment sector main trends, and the Company's strategy (including the Group's operational transformation).</p> <p>Finally, the Board of Directors regularly receives the latest media coverage and analysts' reports on respectively the payment sector and the Company on a bi-weekly basis.</p>

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	1.5	<p>Risk review</p> <p>The Board reviews, in relation to the strategy it has defined, the opportunities and risks, such as financial, legal, operational, social and environmental risks, as well as the measures taken accordingly. To this end, the Board receives all of the information needed to carry out its task, notably from the executive officers.</p>	<p>Yes. Reports are regularly delivered to the Board of Directors and to the Audit and Risks Committee in particular on high-risk contracts, major pending litigations activities related to Quality, Security, Risk, Regulatory and Compliance and internal audit activities as well as the measures taken accordingly. Thus, the Board of Directors and the Audit and Risks Committee examines the risk mapping and main risks, and notably social and environmental in alignment with the Social and Environmental Responsibility Committee. The Audit and Risks Committee also report to the Board of Directors its works in these matters. Moreover, each year, the Chairman of the Committee presents to the Board a review of the Company's performances in corporate social and environmental responsibility. Besides, the Social and Environmental Responsibility Committee takes charge of the evaluation of the risks and opportunities with regard to social and environmental performance.</p> <p>A full description of the risk factors is included in Section D.3 of the Universal Registration Document which also comprises the risk management activities (Section D.2.3.3) and the mitigation measures.</p> <p>Description of the works completed by the Board and its Committees in 2024 is included in Section E of the Universal Registration Document.</p>
	1.6	<p>Anti-corruption and influence peddling measures</p> <p>If applicable, the Board ensures the implementation of a mechanism to prevent and detect corruption and influence peddling.</p>	<p>Yes. Worldline has a zero tolerance for bribery and corruption, in all its forms. As part of this commitment to high ethical standards, the company insists on the importance of tone from the top.</p>

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			<p>The Board participates in supporting and overseeing the good application of the principles stated in our Code of Ethics, with the support of Worldline's Senior Management and the Executive Committee.</p> <p>Moreover, to ensure full involvement, the Board and the relevant Committees receive regular reporting on anti-bribery and anti-corruption topics as well as compliance alerts and policies update.</p> <p>Also, Board members receive trainings related to anti-corruption topics to continuously raise awareness about our compliance culture and commitments.</p> <p>Finally, Board members are aware of the content of Worldline Code of Ethics where our ethical standards and commitments toward integrity are stated. Embedding our values and commitment to anti bribery and corruption is fundamental in maintaining the trust of Worldline customers, business partners, and stakeholders, and in ensuring the sustainability of the company's business activities. A detailed description of the Code of Ethics is included in Section B of the Universal Registration Document.</p>

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	1.7	<p>Non-discrimination and diversity policies</p> <p>The Board ensures that the executive officers implement a policy of non-discrimination and diversity, notably with regard to the balanced representation of men and women on the governing bodies.</p>	<p>Yes. Worldline has deployed a worldwide Diversity Program to take into consideration and apply the best international practices regarding gender equality, disability, seniority, and other diversity indicators. Although the fields of IT and engineering mostly appeal to men, Worldline employs up to 36% of female employees worldwide as of December 2024 and constantly strives to improve this proportion. Out of this proportion of female employees, 26% females belong to the Senior Management and 30% to the Executive Committee. Worldline has identified new actions that will strengthen women representation at all levels.</p> <p>Lastly, some progresses on Worldline inclusive mindset were made in all areas in 2024, in particular:</p> <ul style="list-style-type: none"> • 26% of female managers • +17% of employees with disabilities (equal as last year) • 30% of women have an ExCom position (equal as last year) and there is 33% of women who completed our Leadership program in 2024 and 36% of women in Talent program. • 45% of the new hires were women (vs. 38% in 2023). <p>“Empow’HER’ment” program has been launched in 2023, aiming to support women to move to the next level. This program has been pushed to the next level with 7 cohorts in 2024 (70 women).</p> <p>As a comparison, it was noted that women represent 19% of tech sector in the European Union and 35% of science, tech, engineering and mathematics in the US labour force (source: WomenTech Network).</p> <p>Worldline has deployed actions to strengthen women representation at all levels.</p>

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			<p>Diversity is also an important component of the CSR TRUST 2025 programme.</p> <p>In this regard, a Diversity and Inclusion program has been set up. It relates to the message the Company conveys, nurturing an inclusive mind-set toward all employees. Numerous initiatives have been launched at Global and local level to this end, such as the creation of a Network devoted to diversity and inclusion, Worldline's new employee network that looks at equity, diversity and inclusion (EDI) in Worldline. The objective is empowering all talented, ambitious and motivated Worldliners to have an equal chance at becoming leaders – if this is their professional ambition – whilst creating an inclusive workplace for us all and a culture of equality.</p> <p>This matter is regularly followed at each level of the Worldline organization, notably the Board of Directors and its Committees (in particular the Social and Environmental Responsibility Committee and the Nomination Committee), the Operational and Strategic Executive Committees and the local management committees.</p> <p>As of June 30, 2025, the Board is composed of women for 42% (i.e. 5 out of 12 Directors to be taken into account¹) and the Board's objective is to maintain this ratio not under the 40% threshold set forth by law. Moreover, all of the Boards' Committees comprise one or several women Director(s) including chairmanships positions.</p>

¹ As per Article L. 225-27-1 of the French Commercial Code, Employee Directors are not taken into account when determining the gender diversity ratio.

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2	The Board of Directors: A collegial body		
	2.2	<p>Composition, organization and operation of the Board</p> <p>The organization of the Board's work, and likewise its membership, must be suited to the shareholder make-up, to the size and nature of each firm's business, and to the particular circumstances facing it. The foremost responsibility of the Board is to adopt the mode of organization and operation that enables it to carry out its tasks in the best possible manner. Its organization and operation are described in the internal rules that it has drawn up, which are published in part or in full on the company's website or in the report on corporate governance.</p>	<p>Yes. As of June 30, 2025, The Board of Directors comprises 8 foreign Directors (out of 12 Directors to be taken into account), representing, 67% of its composition.</p> <p>This level of diversity is in line with the geographical footprint of Worldline and reflects the European leadership of Worldline. The Board therefore considered that the current ratio is satisfactory and aims at upholding it in line with the Group's identity and its strategy.</p> <p>The composition of the Board of Directors reflects its shareholding structure and the agreements entered into with the shareholders. The portion of independent Directors progressively increases to reflect the free float increase.</p> <p>Upon recommendation of the Nomination Committee, the Board of Directors decided in 2021 to progressively reduce its size in order to return to a size more consistent with the usual size of the Boards of comparable companies and ensure an efficient functioning of the Board and to best serve the Company and shareholder's interests. This resizing exercise was finalised at the end of the 2024 Shareholders' Meeting with 14 directors (including two employee directors). Within this process, the Board and the Nomination Committee were committed to achieve a balanced composition of the Board, aiming at an adequate representation of the main shareholders and strategic partners while preserving a proper rate of independent directors. This balance also takes account the level of independence, gender, diversity and skills necessary for the Board to ensure strong and complementary profiles.</p>

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			<p>Yes. The Board has adopted Internal Rules that present the organization and the operation of the Board. They have been reviewed and amended by the Board to reflect the latest changes in the responsibilities and the functioning of the Committees as well as the Directors' share ownership requirement.</p> <p>The Internal Rules are summarized in the Universal Registration Document and regularly published in its entirety on the Company's website.</p> <p>Description of the works completed by the Board and its Committees in 2024 is included in Section E of the Universal Registration Document.</p>
	2.3	<p>Limitation on the representation of special interests within the Board</p> <p>Since the Board acts in the corporate interest, having large numbers of special interests represented within it should be avoided, except in cases provided for by law.</p>	<p>Yes. The Director's charter, that is appended to the Internal Rules and summarized in the Universal Registration Document, reminds that each Director represents all shareholders and must act in all circumstances in the best interest of the Company.</p>
	2.4	<p>Specific responsibility of the majority shareholder</p> <p>When a corporation is controlled by a majority shareholder, the latter assumes a specific responsibility with regard to the other shareholders, which is direct and separate from that of the Board of Directors. They take particular care to prevent conflicts of interest and to take account of all interests.</p>	<p>N/A. Worldline's teams maintain a regular dialogue with investors, particularly in the context of preparing the Annual General Meetings, monitoring the voting of resolutions and holding discussions with the main shareholders in order to discuss the performance and trajectory to receive their opinion on the resolutions presented to the Annual General Meetings.</p> <p>Worldline is not controlled.</p>

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			Particular attention is being taken into account to prevent any kind of conflict of interest with in particular regular reviews of business relationships between the Group and the companies in which the Directors hold mandates.
3	The diversity of forms of organization of governance		
	<p>3.1</p> <p>3.2</p>	<p>Option between separation of offices and single office</p> <p>Corporations with Boards of directors can choose between separation of the offices of Chairman and Chief Executive Officer and the combination of such offices. The law does not favor either formula and allows the Board of Directors to choose between the two forms of exercise of executive management. It is up to the Board to decide and to explain its decision. The Board may appoint a Lead Director from among the independent directors, particularly when it has been decided to combine such offices. In the event of the separation of the offices of Chairman and Chief Executive Officer, any tasks entrusted to the Chairman of the Board in addition to those conferred upon him or her by law must be described.</p> <p>The chosen formula and the reasons for this decision must be communicated to the shareholders and third parties.</p>	<p>Yes.</p> <p>Since October 25, 2021, the Board of Directors, upon recommendation of the Nomination Committee, has decided the separation of the functions of Chairman of the Board of Directors and Chief Executive Officer as agreed in the context of the acquisition of Ingenico Group. Following the appointment in March 2025 of Pierre-Antoine Vacheron as Chief Executive Officer, it was decided to maintain both functions dissociated with Wilfried Verstraete still acting as Chairman of the Board of Directors as decided by the Board of Directors in June 2024 (for further information, see Section E.1.2.1. of the Universal Registration Document).</p> <p>The Board has judged that the balance of corporate governance is guaranteed by the separation of the functions of Chairman of the Board and Chief Executive Officer, the particularly high proportion of independent directors on the Board, and the limitations imposed on the Chief Executive Officer. This governance structure, governed by the Board's Internal Rules, thus provides the necessary guarantees of compliance with best governance practices.</p>

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	3.3	<p>The Lead Director</p> <p>If the Board decides to confer upon a director, and in particular a Lead Director, special tasks that relate to governance or shareholder relations, these tasks and the resources and prerogatives available to him or her must be described in the internal rules.</p>	<p>N/A. The Board of Directors had designated on March 19, 2020 a Lead independent Director.</p> <p>Following the death of Bernard Bourigeaud on December 14, 2023, the Board of Directors decided, during its meeting of December 15, 2023, upon recommendation of the Nomination Committee and in accordance with the succession plan, to entrust Georges Pauget, Lead Director at that time, with the interim chairmanship of the Board of Directors until the appointment of a new Chairman of the Board of Directors.</p> <p>Following the appointment of Wilfried Verstraete as Chairman of the Board of Directors and the departure of Georges Pauget at the end of the 2024 Shareholders' Meeting, the Company has not appointed a new Lead Director at this stage.</p> <p>The rules governing the appointment and the missions of the Lead Director are defined in the Board Internal Rules.</p> <p>The Lead Director functions shall in particular include:</p> <ul style="list-style-type: none"> • Review of the meetings' agendas, upon consultation by the Chairman of the Board and/or the Board's Secretary; the Lead Director may propose the inclusion of additional items; • Ask the Chairman of the Board to convene a meeting to discuss a particular agenda if need be; • Ensure that the Directors are provided with the information necessary to carry out their duties; • Conduct, together with the Board's Secretary, the yearly assessment of the Board and Committees' work;

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			<ul style="list-style-type: none"> • Organize, at least twice a year, meetings held without the Company Executive Officers being present (“executive sessions”); it being reminded that Chairman is also expected to organize such meetings without the presence of Company Executive Officers. • In this context, the Lead Director maintains a regular and open dialogue with the Directors, in particular with the independent Directors – for which he/she can be the spokesperson vis-à-vis the management and the other Directors – as well as with the Board's Secretary; • The Lead Director supervises the assessment of the works of the Board; • The Lead Director shall report on this task to the Board of Directors at least once a year.
4	The Board and communication with shareholders and the markets		
	4.1	Communication with the market	<p>Yes. Press releases are published on the Company’s website and provided to broadcasters (through a professional broadcaster), making them available to all investors at the same time.</p> <p>Presentations used for meetings or conference calls with investors are also available on the Company’s website and conference calls are available in replay on the website.</p>
	4.2	Each corporation should have a very rigorous policy for communication with the market and analysts. All communications activities must allow everyone to access the same information at the same time.	
	4.3	Shareholders and investors’ information	<p>Yes. Since the initial public offering of the Company in 2014, Worldline has communicated its strategy through three-year plans.</p>

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		The Board should ensure that the shareholders and investors receive a relevant balanced and instructive information about the strategy, development model, the consideration of non-financial issues that are of significance to the corporation and its long-term outlook.	<p>The Company and the Chairman maintain ongoing discussions with proxy advisors and main investors through the year, including <i>via</i> governance roadshows.</p> <p>Following the recent challenging context, the Company and the Chairman have been actively engaged in discussions with investors. Since December 2023, the Company has been fully available regarding incoming demands from shareholders on governance and engaging in constructive dialogues.</p> <p>The Universal Registration Document of the Company also provides instructive information in that respect.</p>
	4.4	<p>Shareholder relations with the Board of Directors</p> <p>Shareholders' relations with the Board of Directors, particularly with regard to corporate governance aspects, may be entrusted to the Chairman of the Board of Directors or, if applicable, to the Lead Director. He or she shall report on this task to the Board of Directors.</p>	<p>Yes. The Chairman, within his functions, manages shareholder relations. He regularly meets with institutional investors, main shareholders as well as strategic partners to ensure transparent communication regarding the Group's governance, performance and strategy. By fostering these relationships, the Chairman plays a crucial role in understanding shareholders' concerns and expectations, which helps to align the Company's goals with shareholder interests. Additionally, he orchestrates the Annual General Meeting where shareholders can voice their opinions, ask questions, and receive updates on Company initiatives.</p>
	4.5 4.6	<p>Identifying, monitoring and assessing the commitments and risks</p> <p>All listed companies must be equipped with reliable procedures for the identification, monitoring and assessment of its commitments and risks, and provide shareholders and investors with relevant information in this area.</p>	<p>Yes. Information on off-balance sheet commitments are included in the Universal Registration Document under Note 14 to the consolidated accounts.</p> <p>The risks and the risk management systems are described in Section D of the Universal Registration Document.</p>

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		<p>The annual report specifies the internal procedures set up to identify and monitor off-balance-sheet commitments, as well as to evaluate the corporation's material risks.</p> <p>The ratings given to the firm by financial rating agencies are published along with any changes that have occurred during the financial year.</p>	<p>The Board of Directors reviews off balance sheet commitments, risks and procedures which are preliminarily reviewed by the Audit and Risks Committee (see Section E.1 of the Universal Registration Document).</p> <p>On September 4, 2019, Standard & Poor's Global has assigned an "investment grade" BBB issuer credit rating to Worldline, with a stable outlook. This rating was affirmed on February 3, 2020 and on November 17, 2022, Standard & Poor's Global has affirmed a short-term A-2 credit rating as well to Worldline. On November 8, 2023, Standard & Poor's Global Ratings (S&P) lowered the issuer credit rating of Worldline from BBB to BBB- and affirmed a short-term A-3 credit rating, with a stable outlook. On September 24, 2024, S&P lowered a BBB- credit rating, with a negative outlook.</p>
5	The Board of Directors and the Social and Environmental Responsibility		
	5.1	<p>Multi-year strategic orientations for social and environmental responsibility</p> <p>On the proposal of the Executive Management, the Board of Directors determines the multi-year strategic guidelines for social and environmental responsibility.</p>	<p>Worldline demonstrates long-term commitment to corporate social responsibility with the implementation of Trust 2025. The ambitious five-year roadmap aims at delivering far-reaching transformation and acts as a catalyst for sustainable change. Building on the success of Worldline's previous Trust 2020 programme, Trust 2025 envisages actions to implement Worldline's company purpose in practical terms. The programme is fully aligned with Worldline's overall strategy and addresses six major CSR challenges: business, employees, ethics, value chain, environment and local communities.</p>

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			The Internal rules of the Board of Directors also clearly includes the definition of multi-annual strategic guidelines for sustainable development, notably in the area of climate, within the role of the Board.
	5.2	<p>Achievement of an action plan by the General management and information to the Board</p> <p>The Executive Management presents to the Board of Directors the methods for implementing this strategy with an action plan and the time frames in which these actions will be carried out. The Executive Management informs the Board annually of the results achieved.</p>	<p>Yes. The Executive Management annually submits the main items relating to Trust 2025 results during the previous year to the Social and Environmental Responsibility Committee and compare some of the figures of the previous year with the targets of the current year.</p> <p>The Chair of the Social and Environmental Responsibility Committee then submits it at Board level with the related documentation.</p>
	5.3	<p>Annual Exam by the Board</p> <p>In the case of climate change, this strategy is accompanied by precise objectives defined for different time horizons. The Board shall review annually the results achieved and the appropriateness, if any, of adapting the action plan or modifying the targets in the light of, inter alia, changes in the company's strategy, technologies, shareholders' expectations and the economic capacity to implement them.</p>	<p>Yes. As part of the Trust 2025 program, Worldline has deployed an ambitious environmental strategy led at Group's level and based on three strategic axes: lowering Group's energy consumption, reducing Group's carbon footprint and Offsetting all Group's remaining emissions. In 2024, the Social and Environmental Responsibility Committee reviewed several business key performance indicators (KPIs) related to climate change. The Chair of the Social and Environmental Responsibility Committee then submitted it at Board level with the related documentation.</p>

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	5.4	<p>Communication with shareholders</p> <p>The climate strategy mentioned in § 5.3 as well as the main actions undertaken to this effect shall be presented to the ordinary general meeting at least every three years or in the event of a significant change in the strategy.</p>	<p>Yes. During the Annual General Meeting, a significant time is devoted to the summary presentation of the Trust 2025 program, which covers multiple dimensions of CSR topics. The presentation includes a precise statement of the Company's results during the past year and the Company's future targets for significantly reducing its carbon emissions. Such presentation is then made available to the shareholders on the Company's website.</p> <p>The presentation is followed by a productive dialogue with shareholders where any questions raised on these items are answered by the top management.</p>
6	The Board of Directors and the Shareholders' meeting		
	6.2	<p>Communication with shareholders</p> <p>The shareholders' meeting is a decision-making body for the areas stipulated by law as well as a privileged moment of communication for the company with its shareholders. It is not only the occasion when the managing bodies report on the corporation's activities and on the operation of the Board of Directors and its specialized committees, but also an opportunity for a dialogue with the shareholders.</p>	<p>Yes. Worldline is keen on ensuring open discussions with its shareholders and shareholders' meeting in a privileged moment of communication for the Company with its shareholders.</p> <p>During the Annual General Meeting, a significant time is devoted to the summary presentation of the activity of the Board and its Committees in order to prepare an open discussion on these topics. The presentation is followed by a fruitful dialogue with shareholders where any questions raised either before the shareholders meeting or during the shareholders meeting are answered by the top management.</p>

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			<p>Additionally, regular discussions are maintained with the investors, in particular, in the context of the preparation of the Annual General Meeting, the monitoring of their recommendations of vote of the resolutions and discussions are organized, in particular with the main shareholders in order to discuss the trajectory and the performance and to receive their opinion on the proposed resolutions submitted to their vote.</p> <p>Finally, the Chairman takes part in the preparation of the Annual General Meeting notably through communication and participation to regular investors' meetings and governance roadshows.</p>
	<p>6.3 6.4</p>	<p>Disposal exceeding more than half of the assets of the Company</p> <p>If a disposal is contemplated, whether in one or more transactions, concerning at least half of the company's assets over the past two financial years, the Board of Directors and the executive management must assess the strategic merits of the transaction and ensure that the process takes place in accordance with the corporate interest, in particular by putting in place resources and procedures permitting the identification and management of any conflicts of interest. To this end, they may seek external opinions, in particular concerning the merits of the transaction, its valuation and the contemplated arrangements. It is also recommended that the Board set up an ad hoc committee, at least two-thirds of which is made up of independent directors and from which executive officers are excluded.</p>	<p>N/A. To date, the Company has never been in such a situation, but in case this situation arises, the Company would apply these rules.</p>

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		<p>Before carrying out this disposal, the Board must present the shareholders' meeting with a report about the context and the progress of the transactions. This presentation shall be followed by an advisory vote by the shareholders subject to the same quorum and majority conditions as for ordinary shareholders' meetings. If the meeting issues a negative opinion, the Board shall meet as soon as possible and immediately publish on the company's website a notice detailing how it intends to proceed with the transaction.</p>	
7	Membership of the Board of Directors: Guiding Principles		
	7.1	<p>Directors' essential qualities</p> <p>All directors are expected to act in the corporate interest and to possess the following essential qualities:</p> <ul style="list-style-type: none"> - ability to judge in particular, situations, strategies and people, based primarily on his or her own experience; - a capacity to anticipate that enables him or her to identify risks and strategic issues; - integrity, regularity of attendance, active participation and involvement. 	<p>Yes. The Board acknowledged that (i) Directors have extensive professional experience in various industries on high profile positions and are serving or have served as Directors or Corporate Officers in other French or non-French companies, some of which are listed on the stock exchange, and that (ii) the diversity of skills is well reflected in the variety of profiles of Board members who have different backgrounds, skills and experiences notably as CEO, Chairman, Director and/or key managers in other French or non-French listed, private or public companies in various relevant sectors: payment services, banking, finance, audit, risk, governance, CSR, HR, management skills, engineering, IT services, technology, Digital, as well as governance (competencies reinforced in the context of the adjustments made in the Board composition under the leadership of the Nomination Committee and the Board since 2021 and completed at the end of the 2024 AGM). Consequently, the Board considered that the current diversity of skills is satisfactory and aims at upholding current diversity and complementarity.</p>

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			<p>The involvement of the Directors is reflected in the strong attendance rate to Board meetings in 2024 (96%) despite a challenging context and an exceptionally high number of meetings.</p> <p>The Internal rules of the Board of Directors also describes the appointment process of Directors (Article 1.2.). The Nomination Committee, in consultation with the Chairman and the Lead Director (if applicable) and with the support of the Board's Secretary, regularly reviews the composition of the Board and its diversity policy at least once a year. In particular, it assesses the complementarity of skills, experience, expertise and diversity of the Board and determines whether adjustments or additional elements of competence or diversity would be useful or necessary to improve the composition of the Board in order to increase its capacity or effectiveness. The Nomination Committee shall take into consideration in particular the balance between independent members and the adequate representation of shareholders and strategic partners, the respect of the diversity policy as well as the expectations that may have been expressed by the Board, notably during the evaluation of its functioning.</p>

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8	Gender Diversity Policy on the Governing Bodies		
	8.1 8.2	Gender Diversity on the Governing Bodies objectives and results The Board shall determine gender diversity objectives for governing bodies. The executive management shall present measures for implementing the objectives to the Board, with an action plan and the time horizon within which these actions will be carried out. The executive management shall inform the Board each year of the results achieved.	<p>Yes. Worldline has deployed a worldwide Diversity Program to take into consideration and apply the best international practices regarding gender equality. Although the fields of IT and engineering mostly appeal to men, Worldline employs up to 36% of female employees worldwide and constantly pushes to improve this proportion. Out of this proportion of female employees, 26% females belong to the total management workforce and 30% to the Executive Committee. Worldline is deeply attached to gender equality and has implemented actions that will strengthen women representation at all levels, in particular the set-up of programs to identify female talents for management positions.</p> <p>Gender diversity within the Board, governing bodies, managerial positions and more generally within the Group is regularly reviewed by the Board of Directors and its Committees.</p> <p>The 5-year strategic plan ("Trust 2025") implemented in 2020 also includes indicators and ambitious targets related to gender equality.</p> <p>The Board is actually composed of women for 42% (i.e. 5 out of 12 Directors to be taken into account²) and the Board's objective is to maintain at minima this ratio set forth by law. Moreover, all of the Boards' Committees comprise one or several women Director(s).</p>

² As per Article L. 225-27-1 of the French Commercial Code, Directors representing the employees are not taken into account when determining the gender diversity ratio.

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9	Representation of employee shareholders and employees		
	<p>9.1</p> <p>9.2</p> <p>9.3</p>	<p>Rights and duties of directors representing the employees and employee shareholders</p> <p>Within a group, the directors representing employees elected or appointed in accordance with the legal requirements sit on the Board of the company that declares that it refers to the provisions of this code in its report on corporate governance. When several group companies apply these provisions, the Boards shall determine the corporation(s) eligible for this recommendation.</p> <p>Directors representing employee shareholders and directors representing employees are entitled to vote at meetings of the Board of Directors, and may also be selected by the Board to participate in committees.</p> <p>They have the same rights, are subject to the same obligations, in particular in relation to confidentiality, and take on the same responsibilities as the other members of the Board.</p>	<p>Yes. In accordance with the Bylaws, the Employee Directors are designated by the Company Social and Economic committee, except for the second Employee Director which is designated by the European Works Council. The term of office of the Directors representing the employees is 3 years (aligned with the term of office of the other Directors). For additional information, please refer to Section E.1.3.3 of the Universal Registration Document.</p> <p>Marie-Christine Lebert has been appointed as Employee Director on May 17, 2019 in accordance with article L.22-10-7 and article L.225-27-1 of the French Code de Commerce and the Bylaws. Her term of office has been renewed by the UES Worldline Social and Economic Committee on May 30, 2023. Following the set-up of the European Works Council in 2023, the Council appointed on May 10, 2023, Stephan Van Hellemont as Employee Director.</p> <p>As such, Marie-Christine Lebert and Stephan Van Hellemont participate in the meetings of the Board of Directors and are entitled to vote at these meetings.</p> <p>The Employee Directors have the same rights, are subject to the same obligations (with the exception of the obligation to hold at least 2,000 shares in the Company), in particular with regard to confidentiality, and assume the same responsibilities as the other members of the Board.</p>

N°	Art Code	Recommendation of the AFEP-MEDEF	Implementation by Worldline
10	Independent directors		
	<p>10.3</p> <p>10.4</p> <p>10.5</p>	<p>Independence of the directors</p> <p>The independent directors should account for half the members of the Board in widely held corporations without controlling shareholders.</p> <p>In controlled companies, independent directors should account for at least a third of Board members.</p> <p>Qualification as an independent director should be discussed by the appointments committee in the light of the criteria set out in § 10.5 and decided on by the Board:</p> <ul style="list-style-type: none"> - on the occasion of the appointment of a director; - and annually for all directors. <p>The shareholders must be made aware of the conclusions of this review.</p> <p>The Board of Directors may consider that, although a director meets the criteria set out in § 10.5, he or she cannot be held to be independent owing to the specific circumstances of the person or the company, due to its ownership structure or for any other reason. Conversely, the Board may consider that a director who does not meet these criteria is nevertheless independent.</p>	<p>Yes. The qualification of independent Director is reviewed annually by the Board of Directors, on the basis of preliminary works carried out by the Nomination Committee, in accordance with the recommendations of the Code.</p> <p>The key aspects of the analysis (notably criteria) and the conclusions of the Board of Directors in that respect notably during its meetings of December 13, 2024 and February 25, 2025 are set forth in the Universal Registration Document (Section E.1.3.5.).</p> <p>As of June 5, 2025, 8 out of the members of the Board of Directors to be taken into account³ (including the Chairman) are qualified as being independent(i.e. 67%).</p>

³ According to Article 10.3 of the Afep-MEDEF Code, Directors representing the employee shareholders and Directors representing employees are not taken into account when determining the % of independent Directors.

N°	Art Code	Recommendation of the AFEP-MEDEF	Implementation by Worldline
	10.5.3	<p>Independence criteria based on the significant nature of the relationship with the Company.</p> <p>To be considered as independent, a director must, inter alia, not to be a customer, supplier, commercial banker, investment banker or consultant:</p> <ul style="list-style-type: none"> - that is material to the corporation or its group; - or for a significant part of whose business the corporation or its group accounts. <p>The evaluation of the significant or non-significant relationship with the company or its group must be debated by the Board and the quantitative criteria that lead to the evaluation (continuity, economic dependence, exclusivity, etc.) must be explicitly stated in the report on corporate governance</p>	<p>Yes. As described in the Universal Registration Document (Sections E.1.3.5.1 and E.1.3.5.2), as part of the assessment of how significant the relationship with the Company or its group is, the Board of Directors, notably during its meetings held on December 13, 2024 and February 25, 2025, on the recommendation of the Nomination Committee, retained the same criteria as those used the previous year, i.e.:</p> <ul style="list-style-type: none"> (i) a quantitative criterion, in this case the consolidated revenue of 1% achieved by the Company with a group within which a Director exercises a function and/or mandate; (ii) qualitative criteria: the duration and continuity of the business relationship (duration of the relationship or impact of possible contract renewals...), the importance or intensity of the relationship (possible economic dependence), and the organization of the relationship (Director's freedom of interest...).

N°	Art Code	Recommendation of the AFEP-MEDEF	Implementation by Worldline
11	Evaluation of the Board of Directors		
	11.1 11.2 11.3	<p>Assessment of the Board's work</p> <p>The Board of Directors evaluates its ability to meet the expectations of the shareholders that have entrusted authority to it to direct the corporation, by periodically reviewing its membership, organization and operation (this involves a corresponding review of the Board's committees).</p> <p>The evaluation has three objectives: to assess the way in which the Board operates; to check that the important issues are suitably prepared and discussed; to measure the actual contribution of each director to the Board's work.</p> <p>The evaluation is performed in the following manner:</p> <ul style="list-style-type: none"> - Once a year, the Board debates its operation; - There is a formal evaluation at least once every three years. This can be undertaken under the leadership of the appointments or nominations committee or an independent director assisted by an external consultant. - The shareholders are informed each year in the report on corporate governance of the evaluations carried out and, if applicable, of any steps taken as a result. 	<p>Yes. Every year Worldline carries out a formal evaluation of the work of the Board of Directors, under the supervision of the Chairman with the support of the Board's Secretary. The Chairman reports the outcome of the evaluation to the Board of Directors and discussions takes place between Board members in that respect. It also regularly gives rise to new initiatives in order to further improve the way of working within the Board of Directors and remain in line with best practices. The main conclusions (including the follow-ups) are published as part of the report on corporate governance within the Universal Registration Document. Key take-aways are also included in the Board constant improvement plan, which is regularly reviewed and updated.</p> <p>The assessment may be conducted externally at least once every three years. In 2023, and given the challenging environment of the Group, the Board of Directors, upon the recommendation of the Nomination Committee, appointed an external consultancy firm to conduct individual interviews with each director to gather their comments on key issues and to support the formal evaluation.</p> <p>In 2024, the assessment was then conducted internally.</p> <p>To this end, a questionnaire was sent to each director and was completed by informal interactions as needed. The results of such formal evaluation were presented at the Board during its meeting of March 27, 2025. The result of this assessment is included in the Universal Registration Document (Section E.1.6).</p>

N°	Art Code	Recommendation of the AFEP-MEDEF	Implementation by Worldline
12	Meetings of the Board and of the Committees		
	12.1	<p>Number of Board and committees meetings and attendance</p> <p>The number of meetings of the Board of Directors and of the Board committees held during the past financial year is mentioned in the report on corporate governance, which also provides the shareholders with any relevant information relating to the directors' individual attendance at such meetings.</p>	<p>Yes. The Universal Registration Document indicates the number of meetings and the attendance rates during the financial year 2024 as well as their works in 2024 (Sections E.1.4 and E.1.5):</p> <ul style="list-style-type: none"> (i) The Board of Directors held 19 meetings. The attendance rate of all Directors at these meetings amounted to an average of 96%; (ii) The Audit and Risks Committee held 14 meetings. The attendance rate of all its members at these meetings amounted to an average of 88%; (iii) The Nomination Committee held 12 meetings. The attendance rate of all its members at these meetings amounted to 99%; (iv) The Remuneration Committee held 10 meetings. The attendance rate of all its members at these meetings amounted to 99%; (v) The Investment Committee held 5 meetings. The attendance rate of all its members at these meetings amounted to 100%; (vi) The Social and Environmental Responsibility Committee held 4 meetings, with an attendance rate of 100%. <p>The Universal Registration Document specifies the individual attendance rate to the meetings of the Board and the Committees.</p>

N°	Art Code	Recommendation of the AFEP-MEDEF	Implementation by Worldline
	12.2	Frequency The frequency and duration of meetings of the Board of Directors should be such that they allow in-depth review and discussion of the matters that are subject to the Board's authority. The same applies to meetings of the Board's committees (audit, compensation, appointments, nominations committee, etc.).	Yes. In 2024, the Board met 19 times, an exceptionally high rate of meetings due to the current context of the Company, which implied a very regular review of the Company's affairs. Meetings are not limited in time and items on the agenda are reviewed and discussed in-depth on the basis of a complete documentation, prepared as the case may be by the Committees, which quality is praised by the Directors (as evidenced on the occasion of the assessment of the Board's works).
	12.3	Meeting attended by non-executive directors It is recommended that at least one meeting not attended by the executive officers should be organized each year.	Yes. At least twice a year (article 2 of the Board of Directors' Internal Rules), the Directors hold informal meetings, in the absence of the Chief Executive Officer, during which they discuss the Company's affairs and succession plan of Company Executive Officers. Additionally, the Remuneration Committee and the Nomination Committee meet, outside of the Chief Executive Officer presence, to assess notably his/their performance on the occasion of the award of his/their variable compensation. The Remuneration Committee communicates to the Board of Directors the assessment on the Chief Executive Officer's performance.
	12.4	Minutes of meetings The minutes of the meeting should summarize the discussions and the questions raised and indicate the decisions made and any reservations expressed.	Yes. These measures are specified in the Internal Rules and applied in the context of the drafting of all minutes.

N°	Art Code	Recommendation of the AFEP-MEDEF	Implementation by Worldline
13	Directors' access to information		
	13.1	Right to disclosure and confidentiality duty The manner in which the right to disclosure provided for by law is exercised and the related duties of confidentiality should be set out in the internal rules of the Board of Directors.	Yes. Board of Directors' Internal Rules provides the terms and conditions of the Directors' information right and their confidentiality duty.
	13.2	Permanent information Corporations must also provide their directors with appropriate information between meetings of the Board throughout the life of the corporation, if the importance or urgency of the information so requires. Ongoing disclosure should also include any relevant information, including criticism, relating to the corporation, such as articles in the press and financial analysts' reports.	Yes. This right to permanent information is mentioned in the Board of Directors' Internal Rules. Directors are regularly informed as appropriate, during the meetings but also between meetings, if the importance or urgency of the information so requires or if deemed useful or appropriate by the management, in particular through communication sent by the Chairman, the CEO or Board's Secretary, on such subjects as market developments, update on major projects or developments, risks, competitors' situation, media coverage, or analysts' reports. Information is also provided via ad hoc meetings or dedicated trainings for all Board members or for Committee members.

N°	Art Code	Recommendation of the AFEP-MEDEF	Implementation by Worldline
	13.4	<p>Meetings with executive managers</p> <p>Directors must have the opportunity to meet with the corporation's principal executive managers, including in the absence of the company officers. In the latter case, these should be given prior notice.</p>	<p>Yes. As per the Internal Rules of the Board of Directors, Committees' members may contact the Company's main executives after informing the Board of Directors or the Chairman. In practice, Board and Committee meetings are attended by the Company's main executive managers as guests, allowing Directors to easily discuss the Company's affairs with them during the meeting or aside the meeting. More generally, the Directors have the opportunity to contact and discuss as needed with the Company's principal executive managers.</p>
14	Directors' training		
	14.1	<p>Directors' training</p> <p>Each director should be provided, if he or she considers it to be necessary, with supplementary training relating to the corporation's specific features, its businesses, its business sector and its social and environmental responsibility aspects, in particular on climate issues.</p>	<p>Yes. Upon the appointment of a new Director, various training sessions are offered as well as discussions with internal key managers, in particular on the group's business lines, market trends, organization, governance, IT, risks and compliance and HR. Each new Director is provided with a proper pack of documents and information regarding the Group and specific sessions are organized as needed or as requested by Directors.</p>

N°	Art Code	Recommendation of the AFEP-MEDEF	Implementation by Worldline
			<p>More generally, training sessions are regularly offered to Board members with Group managers, individually or collectively, with the main group executives. Training sessions on social and environmental responsibility aspects, which can focus on climate issues, are also provided. Since 2021, a detailed program is established in the beginning of the year in order to take into account the Director's requests as well as potential relevant topics. In 2024, the Directors' training program included sessions on the following key areas: risk management, business and strategy, corporate social responsibility, compliance, security, IT Technology (in particular Gen AI). Social and environmental aspects are regularly part of the Director's training. In 2024, two specific trainings were provided to the Directors on (i) responsible digital and (ii) carbon neutrality and the value chain.</p>
	14.2	<p>Training of members of the Audit Committee</p> <p>The Audit Committee members should be provided, at the time of appointment, with information relating to the company's specific accounting, financial and operational features.</p>	<p>Yes. Aldo Cardoso (Chairman), Mette Kamsvåg, Rodolfo Savitzky, Daniel Schmucki, Nazan Somer Özelgin and Sylvia Steinmann have the required expertise by virtue of their education and professional experience. A specific training on the Company's specific accounting, financial or operational features and the Company's governance is proposed to any newly appointed Audit and Risks Committee member. Each new member is provided with a proper pack of documents and information regarding to the Group and specific sessions are organized as needed.</p>

N°	Art Code	Recommendation of the AFEP-MEDEF	Implementation by Worldline
	14.3	<p>Training of directors representing employees or employee shareholders</p> <p>Directors representing employees or directors representing employee shareholders should be provided with suitable training enabling them to perform their duties</p>	<p>Yes. Following their appointment as Employee Director , Marie-Christine Lebert and Stephan Van Hellemont have received specific training in corporate governance and finance. In addition, they were provided with the Company's corporate documentation (such as Bylaws, Internal Rules of the Board of Directors, Director's Charter, Afep-MEDEF Code, guide to the prevention of insider trading, Code of Ethics) and were made aware of their obligations arising from stock market regulations which apply to Directors of listed companies. Furthermore, they benefit as any other Director from the Board training and workshops program established each year. They also benefited from additional trainings. Finally, Marie-Christine Lebert and Stephan Van Hellemont were informed of the training possibilities provided by law.</p>
15	Duration of Directors' terms of office		
	15.1 15.2	<p>Duration and staggering of Directors' terms</p> <p>The duration of each director's terms should not exceed four years. These terms should be staggered in order to avoid the replacement of the entire body.</p>	<p>Yes. Pursuant to the recommendations of the Code, and in compliance with the Bylaws, the term of office of Directors is three years and the Board is partially renewed annually by rotation with a view to staggered renewal.</p>
	15.3 15.4	<p>Information on the Directors</p>	<p>Yes. The information can be found in the biographies and in the presentation of the members of the Board of Directors included in the report on corporate governance included in the Universal Registration Document.</p> <p>Likewise, biographical information on candidates to the office of Director is included in the Annual General Meeting brochure.</p>

N°	Art Code	Recommendation of the AFEP-MEDEF	Implementation by Worldline
		<p>The report on corporate governance should detail the dates of the beginning and expiry of each director's term of office to make the existing staggering clear. For each director, it should also indicate, in addition to the list of offices and positions held in other corporations, the director's nationality, age and principal position, and provide a named list of the members of each Board committee.</p> <p>When the general meeting of shareholders is asked to appoint or reappoint a director, the booklet or the notice calling the meeting of shareholders should, in addition to the items required by statute, contain biographical information outlining his or her curriculum vitae as well as the reasons for proposing his or her appointment to the shareholders' meeting.</p>	<p>The report to the Annual General Meeting will indicate the rationale for the proposed renewals, appointments and ratification of a co-optation of a Director. A presentation will also be made to the shareholders at the Annual General Meeting.</p>
16	Committees of the Board: General principles		
	16.0	<p>General Provisions</p> <p>The general principles apply to all committees established by the Board.</p> <p>The number and structure of committees depends on each board. However, in addition to the tasks assigned by law to the audit committee, it is recommended that compensation, the appointment of directors and executive directors, and matters relating to social and environmental responsibility be the subject of preparatory work by a specialized committee of the Board of Directors.</p>	<p>Yes. The Board of Directors is assisted in its missions by five specialized committees, namely, an Audit and Risks Committee, a Nomination Committee, a Remuneration Committee, an Investment Committee and a Social and Environmental Responsibility Committee.</p> <p>These Committees are in charge of examining the questions that the Board of Directors or its Chairman refers to them and issuing proposals and recommendations, as applicable, in their area of expertise.</p>

N°	Art Code	Recommendation of the AFEP-MEDEF	Implementation by Worldline
			Since 2019, Worldline has a Social and Environmental Responsibility Committee composed of four Directors, including one employee director, two independent members, one of whom chairs the Committee. The Social and Environmental Responsibility Committee, has the task of preparing and facilitate the work of the Board on CSR matters (including environment, climate and CSRD) for the Company and the sector.
	16.1	Membership of the Committees The existence of cross-directorships in the committees should be avoided.	Yes. There is no cross-directorship in the Committees.
	16.2	Appointment of the Committees It is necessary to emphasize the importance of the quality of the activity reports drawn up by the Board Committees and of the rules which must keep the latter fully informed in order to facilitate its deliberations, as well as the importance of including a description of the Committees' activities in the past financial year in the report on corporate governance.	Yes. The Universal Registration Document contains a detailed description of the activity of the Committees. In advance of Board meetings, Directors are provided with detailed presentations and reports drawn up by the Committees to ground and facilitate the Board's decisions.
	16.3	Methods of operation of the Committees The Committees of the Board may request external technical studies relating to matters within their competence.	Yes. The Internal Rules of the Board of Directors include each Committees' operating procedures. As per the Internal Rules, Board, Committees are indeed allowed to request external technical studies, subject to prior information to the Chairman of the Board.

N°	Art Code	Recommendation of the AFEP-MEDEF	Implementation by Worldline
		Each committee must have internal rules setting out its duties and mode of operation. The Committees' internal rules, which must be approved by the Board, may be integrated into the internal rules of the Board or be set out in separate provisions.	
17	The Audit Committee		
	17	Existence Each Board should appoint an audit committee, the duties of which are inseparable from those of the Board of Directors, which is legally bound to approve the annual corporate financial statements and to prepare the annual consolidated accounts.	Yes. The Board of Directors has an Audit Committee, which has been renamed as "Audit and Risks Committee" following the 2024 AGM in order to better reflect the oversight of the Committee on risks topics.
	17.1	Membership The audit committee members should be competent in finance or accounting. The proportion of independent directors on the audit committee should be at least equal to two-thirds and the committee should not include any executive officer. The appointment or extension of the term of office of the audit committee's Chairman is proposed by the nominations committee and should be the subject of a specific review by the Board.	Yes. Aldo Cardoso (Chairman), Mette Kamsvåg, Rodolfo Savitzky, Daniel Schmucki, Nazan Somer Özelgin and Sylvia Steinmann have the required expertise by virtue of their education and professional experience. The financial and accounting skills as well of the backgrounds of the Audit and Risks Committee members are detailed in the Universal Registration Document (Section E.1.3.1). As of June 30, 2025, the Audit and Risks Committee is composed of six members. The proportion of independent equals to 5/6 (i.e. 83%) and it does not include any Company Executive Officer. Moreover, the Committee is chaired by an independent Director.

N°	Art Code	Recommendation of the AFEP-MEDEF	Implementation by Worldline
			The appointment or extension of the term of office of the Audit and Risks Committee's Chairman is proposed by the Nomination Committee and is the subject of a specific review by the Board.
	17.2	<p>Duties</p> <p>In addition to the duties conferred on it by law, the audit committee must, when preparing the financial information, make sure that the accounting methods employed are relevant and applied consistently, in particular when dealing with major transactions. It is also desirable that when reviewing the accounts, the committee focus on major transactions which could have given rise to conflicts of interest.</p> <p>When monitoring the effectiveness of the internal control and risk management systems and, where applicable, the internal audit of the procedures relating to the preparation and processing of financial and extra-financial accounting information, the committee should hear the persons responsible for the internal audit and risk control and issue an opinion on the organization of their services. It should be informed of the internal audit schedule and receive internal audit reports or a periodical summary of these reports.</p> <p>The committee reviews the major risks and off-balance-sheet commitments, assesses the significance of any deficiencies or weaknesses of which it has been notified and informs the Board if necessary.</p>	<p>Yes. As reported in Section E.1 of the Universal Registration Document, the Internal Rules of the Board of Directors include the scope set by the Code as to the duties of the Audit and Risks Committee, including its social and environmental duties. The Audit and Risks Committee annually reviews the risk mapping exercise (ERM). The Chairman of the Audit and Risks Committee then presents it in Board meeting with the related documentation.</p>

N°	Art Code	Recommendation of the AFEP-MEDEF	Implementation by Worldline
		<p>The review of the accounts must be accompanied by a management presentation describing the company's exposure to risks, including those of a social and environmental nature, and significant off-balance-sheet commitments as well as the chosen accounting methods.</p> <p>Finally, it should review the scope of consolidation and, if necessary, the reasons why any companies should not be included in it.</p>	
	17.3	<p>Operating methods</p> <p>Sufficient time must be available for the provision of the accounts and their review.</p> <p>The committee hears the statutory auditors, in particular on the occasion of meetings held to review the process used for preparing the financial information and reviewing the accounts. It also hears the directors responsible for financial affairs, accounting, cash flow and internal audits.</p>	<p>Yes. Audit and Risks Committee members receive the documentation regarding Committee meetings, notably the accounts, several days before they take place, allowing them sufficient time to review the documents. Moreover, the members of the Audit and Risks Committee keep close contacts with the Company on subjects concerning the Committee. The working methods of the Audit and Risks Committee and the intervention of the Chief Financial Officer together with the Head of Internal Audit and the statutory auditors are set out in the Internal Rules of the Board of Directors and summarized in the Universal Registration Document (Section E.1).</p>
18	The Nomination Committee		
	18	<p>Existence</p> <p>Each Board should appoint, from its members, a committee for the nomination of directors and company officers which may or may not be separate from the compensation committee.</p>	<p>Yes. The Board of Directors has a Nomination Committee.</p>

N°	Art Code	Recommendation of the AFEP-MEDEF	Implementation by Worldline
	18.1	Membership It must not include any executive officer and must mostly consist of independent directors.	Yes. The membership requirements relating to the proportion of independent Directors are fully complied with (as of June 30, 2025, three out of four members are independent, i.e. 75%). The Nomination Committee does not include any Company Executive Officer.
	18.2	Duties This committee is responsible for submitting proposals to the Board after reviewing in detail all of the factors that it is to take into account in its proceedings, in particular with regard to the make-up and changes in the corporation's ownership structure, in order to arrive at a desirable balance in the membership of the Board: gender representation, nationality, international experience, etc. In particular, it should organize a procedure for the nomination of future independent directors and perform its own review of potential candidates before the latter are approached in any way. The nominations committee (or an <i>ad hoc</i> committee) should design a plan for replacement of company officers.	Yes. The duties of the Nomination Committee are reported in Section E.1.5.2 of the Universal Registration Document reporting notably the main terms of the Internal Rules of the Board of Directors in that respect. The Nomination Committee's general field of competence shall be to research and examine any candidate for the appointment or renewal to the position of member of the Board of Directors or to a position of executive Director and to formulate an opinion on these candidates and/or a recommendation to the Board of Directors. For that purpose, it considers the desirable balance in the Board membership in terms of diversity. The Nomination Committee also reviews each year the succession plan of the Company Officers.
	18.3	Operating methods The Chief Executive Officer contributes to the work of the nominations committee.	Yes. The Chief Executive Officer is associated to the works of the Nomination Committee. However, he doesn't attend the Committee's deliberations relating to his personal case.

N°	Art Code	Recommendation of the AFEP-MEDEF	Implementation by Worldline
19	The Remuneration Committee		
	19.1	<p>Membership</p> <p>It must not include any executive officer and must mostly consist of independent directors.</p> <p>It is recommended that the Chairman of the committee be independent and that one of its members be an employee director.</p>	<p>Yes. The membership requirements relating to the proportion of independent Directors are fully complied with (as of June 30, 2025, three out of four members to be taken into account are independent, i.e. 75%). The Committee does not include the Chief Executive Officer.</p> <p>Yes. Only Company non-Executive Officers are members of the Remuneration Committee and its composition includes a majority of independent Directors, one of whom is Chair of the Committee.</p> <p>Yes. Since October 28, 2020, Marie-Christine Lebert (Employee Director) is member of the Remuneration Committee.</p> <p>In addition, all the works of the Remuneration Committee are presented and discussed during Board meetings that the Employee Director attend and take part to the votes related thereto.</p>

N°	Art Code	Recommendation of the AFEP-MEDEF	Implementation by Worldline
	19.2	Duties The compensation committee is responsible for proposing to the Board of Directors all the elements determining the compensation and benefits accruing to the company officers. It also issues recommendations concerning the global amount of and methods used for the distribution of the compensation awarded to directors. Furthermore, the committee must be informed of the compensation policy applicable to the principal non-executive senior officers. To this end, the executive senior officers attend meetings of the compensation committee.	Yes. The duties of the Remuneration Committee are reported in Section E.1.5.3 of the Universal Registration Document reporting notably the main terms of the Internal Rules of the Board of Directors in that respect. The Remuneration Committee's general field of competence shall be to formulate proposals regarding the compensation of the Company officers and the grants of long-term incentives to Company Executive Officers and the principal Company non-Executive Officers. It also reviews and makes recommendation on the global amount of the compensation awarded to Directors and the methods used for the allocation thereof.
	19.3	Operating methods When the report on the work of the compensation committee is presented, the Board should deliberate on issues relating to the compensation of the company officers in the absence of the latter.	Yes. At meetings of the Board of Directors, the Chairman and the Chief Executive Officer do not participate in discussions of matters relating to their respective compensation, which are conducted under the authority of the Chair of the Remuneration Committee or the Vice-Chair (in the context of the debates for the Chairman's compensation as Wilfried Verstraete holds both functions) and abstain from voting.
20	Number of terms of office for company officers and directors		
	20.1 to 20.5	Other directorships An executive officer should not hold more than two other directorships in listed corporations, including foreign corporations, not affiliated with his or her group. He or she must also seek the opinion of the Board before accepting a new directorship in a listed corporation.	Yes. The Chief Executive Officer, Pierre-Antoine Vacheron does not hold any mandate as Director in listed companies outside the Worldline Group, as of June 30, 2025.

N°	Art Code	Recommendation of the AFEP-MEDEF	Implementation by Worldline
		<p>A director should not hold more than four other directorships in listed corporations, including foreign corporations, not affiliated with his or her group. This recommendation will apply at the time of appointment or on the next renewal of the director's term of office.</p> <p>The director should keep the Board informed of directorships held in other companies, including his or her participation on Committees of the Boards of these companies, both in France and abroad.</p>	<p>Yes. All mandates held by each Director as of December 31, 2024 are specified in the Universal Registration Document. The Universal Registration Document indicates all mandates held in particular in listed companies, including foreign ones. On December 31, 2024, none of the Directors held more than four other directorships in listed corporations external to his or her group.</p> <p>Yes. The Internal Rules of the Board of Directors provide that the Director requests the Board of Directors' opinion before accepting a new corporate mandate in a listed company, whether French or foreign, external to the Worldline Group.</p>
21	Ethical rules for Directors		
	21	<p>Any director of a listed corporation should consider himself or herself as being bound by the following obligations:</p> <ul style="list-style-type: none"> - Before accepting office, the director ensures that he or she is familiar with the general or specific obligations connected with that office. In particular, he or she should familiarize himself/herself with the relevant laws and regulations, the company by-laws, these recommendations as supplemented by the Board and internal rules adopted by the Board; - The director should personally be a shareholder and, by virtue of the provisions in the by-laws or the internal regulations, hold a minimum number of shares that is significant in relation to the compensation awarded. The director will notify the corporation of this information, which will publish it in its report on corporate governance; 	<p>Yes. All Directors abide by the ethical rules provided under art. 21 of the Code which are mentioned in the Internal Rules of the Board of Directors. In particular, each Director (with the exception of Employees Directors and Directors representing the employee shareholders) must own a specific number of shares of the Company as per the Internal Rules of the Board of Directors. An increase of the minimum ownership requirement from 750 shares to 2,000, has been decided reflecting the strong commitment of Directors to the Company and aligning with best practices. It is also recommended to the Board members to hold shares representing at least one year of the annual fixed compensation.</p>

N°	Art Code	Recommendation of the AFEP-MEDEF	Implementation by Worldline
		<ul style="list-style-type: none"> - The director is mandated by all the shareholders and should act in all circumstances in the best interests of the corporation; - The director is bound to report to the Board any conflict of interest, whether actual or potential, and abstain from attending the debate and taking part in voting on the related resolution; - The director is regular in his or her attendance and take part in all meetings of the Board and any Committees of which he or she is a member. He or she must also be present at the general meeting of shareholders; - The director has a duty to remain informed. - With regard to any non-public information obtained in the discharge of his or her duties, the director should consider that he or she is bound by a strict duty of confidentiality that goes beyond the mere duty of discretion provided for by law; - The director will respect the applicable legal and regulatory provisions relating to the declaration of transactions and the requirement to abstain from dealing in the securities of the corporation. 	
22	Directors' Compensation		
	22.1 to 22.4	<p>It should be recalled that the method of allocation of directors' compensation, the total amount of which is determined by the meeting of shareholders, is set by the Board of Directors. The Board should take account, in such ways as it shall determine, of the directors' actual attendance at meetings of the Board and Committees, and the amount shall therefore consist primarily of a variable portion.</p>	<p>Yes. All information is included in the corporate governance report as well as in the "Directors' fees" section of the Universal Registration Document (Section E.2.2.4.).</p> <p>Allocation rules are defined by the Board, upon recommendation of the Remuneration Committee, and specified in the Universal Registration Document.</p>

N°	Art Code	Recommendation of the AFEP-MEDEF	Implementation by Worldline
		<p>Directors' participation in specialized Committees, their chairmanship or even the exercise of special tasks, such as those of Vice President or Lead director, may give rise to the award of additional compensation. The exercise of one-off tasks entrusted to a director may give rise to the payment of compensation subject to the application of the procedure for related parties agreements.</p> <p>The rules for allocating this compensation and the individual amounts of payments thereof made to the directors should be set out in the report on corporate governance.</p>	<p>Allocation rules of the global amount of the Directors' fees (Board of Directors dated December 10, 2024 and approved by the shareholders at the 2025 AGM):</p> <ul style="list-style-type: none"> (i) For the Board of Directors: a fixed compensation of 25,000 euros per Director and a variable compensation of 3,000 euros per attended meeting; (ii) For the Audit and Risks Committee: a fixed compensation of 8,000 euros, and a variable compensation of 4,000 euros per attended meeting for the Chairman; and a fixed compensation of 4,000 euros, and a variable compensation of 2,000 euros per attended meeting for each member; (iii) For the other Committees: a fixed compensation of 5,000 euros and a variable compensation of 3,000 euros per attended meeting for the Chairman of the Committee; and a fixed compensation of 3,000 euros and a variable compensation of 2,000 euros per attended meeting for each member of the Committees. <p>For 2024, the amount of Directors' fees due was 967,000 euros composed of a fixed portion and a variable portion, the latter being predominant to the fixed portion.</p>
23	Termination of employment contract in case of appointment as Company Officer		
	23.1	When an employee is appointed as company Officer it is recommended to terminate his or her employment contract with the company or with a company affiliated to the group, whether through contractual termination or resignation.	Yes. Pierre-Antoine Vacheron has no labour contract in place with Worldline.

N°	Art Code	Recommendation of the AFEP-MEDEF	Implementation by Worldline
24	Requirement for company officers to hold shares		
	24	<p>The Board of Directors defines a minimum number of registered shares that the company officers must retain through the end of their term of office. This decision is reviewed at least on each extension of their term of office.</p> <p>Until this objective regarding the holding of shares has been achieved, the company officers will devote a proportion of exercised options or awarded performance shares to this end as determined by the Board. This information must be presented in the corporation's report on corporate governance.</p>	<p>Yes. All the share retaining obligations on the part of the company officers appear in the Universal Registration Document.</p> <p>Regarding performance shares in particular, a specific minimum holding threshold is defined by each award plan. On the occasion of the award of performance shares by the Board of Directors in the context of these plans, the Chief Executive Officer is subject to an obligation to retain, throughout his term of office, this minimum threshold defined by each award.</p> <p>The Board also set a general rule for the holding of Worldline shares applicable to the Chief Executive Officer of:</p> <ul style="list-style-type: none"> (i) 15% of the shares awarded to him since the respective beginning of their mandate, (ii) 5% of the shares issued upon exercise of the stock-options; <p>until the end of his term of office.</p> <p>This requirement was reaffirmed by the Board of Directors of February 20, 2023 upon recommendation of the Remuneration Committee, in line with past decision.</p> <p>Aside, in each case, from the specific rules usually set at the time of each award.</p> <p>In addition, as for all Directors, the Chairman of the Board of Directors must own a minimum of 2,000 shares of the Company as per the Internal Rules of the Board of Directors.</p>

N°	Art Code	Recommendation of the AFEP-MEDEF	Implementation by Worldline
25	Conclusion of a non-competition agreement with a Company Officer		
	25.2 25.3 25.4 25.5	Conclusion of a non-competition agreement In accordance with the procedure governing related parties agreements, the Board must authorize the conclusion of the non-competition agreement, the length of the requirement for non-competition and the amount of benefits, taking into account the actual and effective scope of the non-competition requirement. The decision of the Board must be made public. The Board must incorporate a provision that authorizes it to waive the application of this agreement when the Officer leaves. The Board must also make provision for no non-competition benefit to be paid once the officer claims his or her pension rights. In any event, no benefit can be paid over the age of 65. There must be no possibility of concluding a non-competition agreement at the time when the company Officer leaves the company in cases where no such clause had previously been stipulated.	Yes. The company officers do not receive non-competition benefits. This is stated in the Universal Registration Document (See Section E.2).
	25.6	Cap on financial compensation The benefit paid in respect of the non-competition agreement must not exceed the cap of two years of (annual fixed and variable) compensation. When a termination benefit is also paid, the aggregate of these two benefits must not exceed this cap. The non-competition benefit must be paid in instalments during its term.	N/A. The Executive Officer isn't entitled to any compensation for non-compete clause in the event of termination of his mandate.

N°	Art Code	Recommendation of the AFEP-MEDEF	Implementation by Worldline
26		Compensation of Company Officers	
	26.1	Principles for the determination of the compensation of executive officers and role of the Board of Directors	
	26.1.1 26.1.2	<p>The Board must debate the performances of the executive Officers in the absence of the interested parties.</p> <p>The compensation of these directors must be competitive, adapted to the company's strategy and context and must aim, in particular, to improve its performance and competitiveness over the medium and long term, notably by incorporating several criteria related to social and environmental responsibility, including at least one criterion related to the company's climate objectives. These criteria, defined in a precise manner, must reflect the most important social and environmental issues for the company. Quantifiable criteria should be preferred.</p> <p>The Board of directors is responsible for determining the compensation of executive officers, on the basis of proposals made by the compensation committee, taking into account the following principles:</p> <ul style="list-style-type: none"> (i) Comprehensiveness (ii) Balance between the compensation components (iii) Comparability (iv) Consistency (v) Understandability of the rules (vi) Proportionality <p>The Board provides reasons for its decision.</p>	<p>Yes. The general compensation policy applicable to the Company Executive Officers is debated within the Remuneration Committee in their absence, before being submitted to the Board of Directors. It is also regularly reviewed in light of the positioning of the Company regarding its competitors and SBF 120 listed companies and market practices.</p> <p>At Board meetings, the Chief Executive Officer does not participate to debates on topics relating to his compensation which are led under the authority of the Chairman of the Remuneration Committee and abstains from voting.</p> <p>The Board, supported by the Remuneration Committee, provides reasons for its decision regarding the compensation of Company Executive Officers.</p> <p>The compensation policy is described in the Universal Registration Document, in particular in section E.2 which shows in particular how the principles of balance, competitiveness, relation to performance and CSR undertaking are implemented within Worldline.</p> <p>The multi-annual variable equity-based compensation is indeed based on a social and environmental responsibility criterion (i.e. a performance indicator on the Company's social and environmental responsibility), defined as a combination of several criteria linked to the Group's internal CSR policy and in line with its Trust 2025 CSR program:</p> <ul style="list-style-type: none"> • Part relating to Environmental CSR : reduction of CO2 emissions Scope 1 & 2 as part of the SBTi initiative

N°	Art Code	Recommendation of the AFEP-MEDEF	Implementation by Worldline
			<ul style="list-style-type: none"> Part relating to People CSR: Employee satisfaction and Gender diversity <p>Moreover, the short-term variable remuneration of Company Executive Officers also includes a combined external performance criterion including some of the indicators that are an integral part of the Group's CSR program (as described in Section E.2. of the Universal Registration Document).</p>
	26.2	Principles for the determination of the compensation of non-executive officer (<i>dirigeant mandataire social non exécutif</i>)	
		The Board of Directors, which appoints non-executive officers, is responsible for determining their compensation on the basis of proposals made by the compensation committee. The Board provides reasons for its decision in such matters. It is not desirable to award variable compensation, stock options or performance shares.	N/A. The principles applicable, as the case may be, to the Company non-Executive Officer are described in Section E.2 of the Universal Registration Document.
	26.3	Components of the compensation of Senior Executive Officers	
	26.3.1	Fixed part of Senior Executive Officers' compensation In principle, fixed compensation may only be reviewed at relatively long intervals. If, however, the company opts for annual increase of the fixed compensation, this increase must be modest and must respect the principle of consistency set out in § 26.1.2. In the event of any significant increase in compensation, the reasons for this increase must be clearly indicated.	Yes. As indicated in the compensation policy described in Section E.2.1.1 of the Universal Registration Document, in case of potential annual evolutions of the fixed compensation of Company Executive Officers, the Board of Directors will make sure that this evolution remains moderated and fulfil the coherence principle exposed in the paragraph.2.1.1.1 of the Universal Registration Document and will explain the underlying reasons.

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			<p>Following the appointment of Pierre-Antoine Vacheron as Chief Executive Officer on February 25, 2025, the full compensation and components of the CEO's compensation policy was re-defined. The options presented were discussed by the Remuneration Committee and the Board of Directors in particular in light of: the performance, skills and experience of the Mr. Vacheron; the positioning of Worldline compared to a panel of direct competitors and SBF120 listed companies and the market; the equity ratio and the global salary increase of the employees.</p> <p>All the details and explanations regarding the compensation of the Company Executive Officers are provided in section E.2 of the Universal Registration Document.</p>
	26.3.2	<p>Variable part of executive Officers' compensation</p> <p>The Board may decide to award annual variable compensation, the payment of which may be deferred if appropriate. The rules for fixing this compensation must be consistent with the annual review of the performances of the executive officers and the corporate strategy. They depend on the director's performance and the progress made by the company.</p> <p>The terms of the annual variable compensation must be understandable to shareholders. Clear and complete information must be provided each year in the report on corporate governance.</p> <p>The Board defines the criteria that make it possible to determine the annual variable compensation as well as the objectives to be achieved. These must be precise and, of course, predetermined. These criteria must be reviewed regularly, while avoiding overly frequent revisions.</p>	<p>Yes. The structure of the Company Executive Officers' compensation, including a preponderant variable part, is presented in Section E.2.1.1.2 of the Universal Registration Document. The Board of Directors determines in advance the objectives for the next calendar year.</p> <p>The variable part of the Company Executive Officers' compensation is expressed in percentage of the fixed remuneration.</p> <p>It is uniquely based on precisely measurable and demanding quantitative criteria related to financial and non-financial objectives. Information on the rate of achievement of these criteria for the year 2023 is inserted in the report on corporate governance included in the Universal Registration Document (Section E.2).</p>

N°	Art Code	Recommendation of the AFEP-MEDEF	Implementation by Worldline
		<p>The quantifiable criteria are not necessarily financial and must be simple, relevant and suited to the corporate strategy. They must account for the largest share of this compensation.</p> <p>If used, the stock exchange price must not constitute the only quantifiable criterion and it may be assessed on a relative basis (comparison with similar companies or indexes).</p> <p>The qualitative criteria must be defined precisely. When qualitative criteria are used for the annual variable compensation, a limit must be set for the qualitative part.</p> <p>The maximum amount of annual variable compensation must be defined as a percentage of the fixed compensation and must be of a magnitude that is proportionate in the light of this fixed part.</p> <p>Except in justified cases, the award of annual variable compensation may not be restricted solely to executive Officers.</p>	<p>In order to align with market practices of SBF 120 companies as well as to ensure more readable targets aligned with the full year objectives communicated to the market, the setting of the objectives, definition of the elasticity curve that enables a faster increase or decrease in the amount of variable compensation due according to the level of achievement of these objectives, and the resulting review, contrary to the previous years, will occur on an annual basis as of January 1, 2024 (and no longer on a semestrial basis).</p> <p>As the new CEO was appointed in the course of the year 2025, the new compensation policy, in particular the variable part, was adapted for 2025 as it will be a transitional year.</p> <p>The Universal Registration Document also includes the achievement rates with respect to each criterion underlying the bonuses owed to the Company Executive Officers.</p>
	26.3.3	<p>Long term compensation of executive officers General principles</p> <p>Long-term compensation mechanisms may consist in the award of instruments such as stock options or performance shares or may take the form of the award of securities or cash payments within the framework of multi-annual variable compensation plans.</p> <p>Such plans are not restricted solely to executive officers and all or a part of the company's employees may benefit from them.</p> <p>They must be simple and comprehensible, both for the interested parties themselves and for the shareholders.</p>	<p>Yes. Serious and demanding performance requirements were set for the exercise of stock options and for the final acquisition of performance shares, as aligned in particular with best market practice and proxies' recommendations. These conditions are detailed in Section E.2 of the Universal Registration Document.</p>

N°	Art Code	Recommendation of the AFEP-MEDEF	Implementation by Worldline
		<p>When awarding them, the Board may include a provision authorizing it to rule on the continuation of long-term compensation plans that have not yet been acquired, options that have not yet been exercised or shares not yet vested at the time of departure of the beneficiary.</p> <p>These plans, the award of which must be proportionate to the annual fixed and variable compensation components must provide for demanding performance conditions to be fulfilled over a period of several consecutive years. These conditions may be performance conditions that are internal to the company or relative conditions, that is to say linked to the performances of other corporations, a reference sector, etc. If chosen as a criterion, the stock exchange price may be assessed on a relative basis (comparison with similar companies or indexes). Whenever possible and relevant, these internal and relative performance conditions should be combined.</p> <p>Only under exceptional circumstances (substantial change to scope, unexpected change in the competitive context, loss of relevance of a reference index or a comparison group, etc.) is it permissible to modify the performance conditions during the period in question. In this case, these changes are made public following the Board meeting at which they were decided on. In the event of a change to the performance conditions, the alignment of the interests of the shareholders with those of the beneficiaries must be maintained.</p>	

N°	Art Code	Recommendation of the AFEP-MEDEF	Implementation by Worldline
		<p><i>Provisions specific to stock options and performance shares</i></p> <p>The Board must ensure that awards are made at the same calendar periods, e.g. after the disclosure of the financial statements for the previous financial year, and should preferably do so each year.</p> <p>It is necessary to specify periods preceding the disclosure of the annual and interim financial statements, during which the exercise of the stock options is not possible. The Board of Directors must specify these periods and where applicable specify the procedure to be followed by the beneficiaries prior to any exercise of the stock options in order to ensure that they do not hold any information likely to prevent them from exercising these options.</p> <p>With regard to executive senior officers, it is necessary:</p> <ul style="list-style-type: none"> - to ensure that the awarded stock options and performance shares valued in accordance with the method chosen for the consolidated financial statements represent a proportionate percentage of the aggregate of all compensation, options and shares awarded to them. The Board must specify the percentage of the compensation not to be exceeded by such awards; 	<p>Yes. The Company favors the award of performance shares, as applicable, during the first half of the calendar year.</p> <p>As per legal provisions on insider trading and recommendations of the Financial Market Authority ("AMF") and the Code, Worldline has set, in the Board's Internal Rules, closed periods during which any person having regular or occasional access to inside information (i.e. leading executives, and some employees who are likely to access to financial information or accounts before its public disclosure) must abstain from dealing in Worldline securities (including the exercise of stock-options, the acquisition or sale of securities).</p> <p>These periods are as follows:</p> <ul style="list-style-type: none"> - 6 weeks preceding the public disclosure of annual financial results; - 30 days preceding the public disclosure of half-yearly financial results; - 4 weeks preceding the public disclosure of financial information for the 1st and 3rd quarters. <p>As far as the Company Executive Officers are concerned:</p> <ul style="list-style-type: none"> - The Board of Directors, during the meeting held on December 12, 2016 and upon recommendation of the Nomination and Remuneration Committee, set the maximum weight of equity-based compensation in the total compensation of the Chief Company Executive Officer, in accordance with the Code provisions and in connection with French market practices.

N°	Art Code	Recommendation of the AFEP-MEDEF	Implementation by Worldline
		<ul style="list-style-type: none"> - to avoid awards from being overly concentrated on executive directors. According to the situation of each company (size, industry, broad or narrow scope of the award, number of Officers, etc.), the Board must define the maximum percentage of options and performance shares that may be awarded to company officers, as compared with the aggregate award approved by the shareholders. The resolution for authorizing the award plan submitted to a vote at the meeting of shareholders must mention this maximum percentage in the form of an award sub-ceiling for company officers; - to remain consistent with the corporation's prior practices for the valuation of the awarded options and performance shares. <p>No discount should be applied upon the award of stock options to company officers.</p> <p>Company officers who are beneficiaries of stock options and/or performance shares must make a formal commitment not to engage in any hedging transactions in respect of their own risks with regard to options, to shares resulting from the exercise of options or to performance shares and to respect this commitment until the end of the share retention period determined by the Board of Directors.</p>	<ul style="list-style-type: none"> - The Board of Directors, during the meeting held on July 21, 2018 and upon recommendation of the Nomination and Remuneration Committee, set the maximum weight of equity-based compensation of the Deputy Chief Executive Officer is limited, based on the fair value set by reference to IFRS 2 recognized in the consolidated financial statements, to circa 50% of his global maximum compensation. - The Universal Registration Document (and its update as the case may be) specifies the fraction (of the overall number of allocated performance shares) allocated to the Company Executive Officers during the financial year and prior financial years. Additionally, in line with the recommendations of the Code, the 28th resolution adopted by the General Meeting held on June 5, 2025, concerning the authorization to the Board of Directors to grant performance shares, included an award cap of 1% of the share capital and a sub-cap of 0.04% of the share capital applicable to grants to the Chief Executive Officer. <p>Performance share plan rules and stock option plan rules provide that the beneficiaries cannot engage in hedging transactions over Worldline shares which are being allocated throughout the duration of their employment contract or social mandate. In that context, each Company Executive Officer, on the occasion of the award of performance shares and stock options, took note of the Company's prohibition toward them to engage in any hedging transactions over the shares which are the subject of the award throughout the duration of their social mandate, and formally committed to abide by it.</p>

N°	Art Code	Recommendation of the AFEP-MEDEF	Implementation by Worldline
	26.3.4	Extraordinary compensation of executive officers Only highly specific circumstances may warrant the award of an extraordinary compensation. Justified reasons for the payment of this compensation must be given and the realization of the event that gave rise to the payment must be disclosed.	N/A. No extraordinary compensation was awarded by Worldline to the Chief Executive Officer (see section E.2) of the Universal Registration Document).
	26.4	Taking up of positions by executive officers	
		Benefits for taking up a position may only be granted to a new executive officer who has come from a company outside the group. The payment of this benefit, which may take a number of different forms, is intended to compensate the director for the loss of the entitlements from which he or she previously benefited. It must be explicitly indicated and the amount must be made public at the time it is determined, including in the event of periodic or deferred payment.	Yes. In the context of his appointment on February 25, 2025 and in line with the Code's recommendation, Pierre-Antoine Vacheron was granted several benefits (including free shares subject to presence conditions), which were intended to compensate for the loss of the protection and benefits inherent to the employee status he enjoyed in his previous roles outside of the Worldline Group while strengthening 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 as well as the shareholders' interests (see Section E.2 of the Universal Registration Document).
	26.5	Departure of company officers	
	26.5.1	General provisions The law gives a major role to shareholders by making these predefined benefits, paid on termination of office as company Officer, subject to their approval. It demands total transparency and makes termination payments conditional upon performance requirements.	No. 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, 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.

N°	Art Code	Recommendation of the AFEP-MEDEF	Implementation by Worldline
		<p>The performance requirements set out by the Board for these benefits must be assessed over at least two financial years. They must be demanding and may not allow for the indemnification of a director, unless his or her departure is imposed, regardless of the form of this departure.</p> <p>The payment of any termination benefits to a company Officer must be excluded if he or she elects to leave the company in order to hold another position or is assigned to another position within the same group or is entitled to benefit from his or her pension rights</p> <p>The termination payment must not exceed, where applicable, the cap of two years of compensation (fixed and annual variable).</p>	<p>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.</p> <p>In this respect, the Board of Directors of Worldline then decided at that time, 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.</p> <p>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).</p>

N°	Art Code	Recommendation of the AFEP-MEDEF	Implementation by Worldline
			<p>(i) The aggregated amount includes (i) such allowance (ii) the amount of rights perceived under the supplementary pension regime 2019 now frozen (“loi Pacte”) and (iii) the amount of rights perceived under the future supplementary pension regime, might by no means exceed the equivalent of the annuity provided in the Atos supplementary pension plan, i.e. € 291,000 per year when the Chief Executive Officer will have claim his pension rights (basis regime).</p> <p>Details of the terms and conditions governing the payment of this allowance for the departure of Gilles Grapinet on September 30, 2024 can be found in section E.2 of the present Universal Registration Document.</p> <p>Marc-Henri Desportes, former Deputy CEO and CEO ad interim since February 28, 2025 was not entitled to such regime.</p>
	26.5.2	Rules governing information When a company Officer leaves the company, the financial conditions relating to his or her departure must be set out in detail.	Yes. The details of the financial terms and conditions of the departure of Gilles Grapinet and Marc-Henri Desportes are set out in the Universal Registration Document in Section E.2.
	26.6	Supplementary pension schemes for company officers	
	26.6.1	General principles	Yes. The pension scheme, as amended to comply with the regulatory changes introduced by the “loi Pacte”, applicable to the Chief Executive Officer complies with these principles.

N°	Art Code	Recommendation of the AFEP-MEDEF	Implementation by Worldline
		The award of a supplementary pension scheme to a company Officer must comply with the principles used to determine compensation as set out in §26.1.2. Except where its purpose is to offset the loss of potential entitlements in respect of which the benefit has already been subject to performance conditions, the award of entitlements or compensation intended to constitute a supplementary pension scheme is subject to such conditions.	
27	Information on company officers' compensation and the policy for awarding stock options and performance shares		
	27	Companies must disclose in their report on corporate governance or, if applicable, in a specific section of their management report, the aggregate compensation and entitlements of all types paid during the financial year to each company officer, as well as the amount of the compensation and entitlements of any type that each of these officers has received during the financial year from group companies. Comprehensive information must be provided to shareholders so that they can have a clear view, not only of the individual compensation paid to company officers, but also of the policy applied by the company in order to determine the compensation.	Yes. Section E.2 of the Universal Registration Document on the compensation of the Company officers, which the report on corporate governance refers to, give a clear view of the compensation policy applicable to the Chairman and to the Chief Executive Officer as well as the compensation received for the past financial year.
	27.1	Ongoing information All of the company officers' compensation components, whether potential or vested, must be publicly disclosed, immediately after the meeting of the Board approving the relevant decisions.	Yes. The Company complies with this recommendation of the Code.

N°	Art Code	Recommendation of the AFEP-MEDEF	Implementation by Worldline
	27.2	Annual information	
		<p>The report on corporate governance must include a chapter, drawn up with the support of the compensation committee, informing shareholders of the compensation received by company officers.</p> <p>This chapter must contain a detailed presentation of the policy used to determine the compensation of the company officers. It is recommended that this should follow the standard presentation (shown in Annex 4) of all the compensation components received by the directors, and include the items listed below:</p>	<p>Yes. Section E.2 of the Universal Registration Document on the compensation of the Company officers details the compensation policy applicable to the Chairman and to the Chief Executive Officer as well as the compensation received for the past financial year. The Universal Registration Document contains the summary tables recommended by the Code, where applicable.</p>
		<p>Variable compensation</p> <p>The rules governing the award of the annual variable part. This presentation must indicate the breakdown of the qualitative or quantitative criteria on the basis of which this variable part is determined, their relative importance, the manner in which these criteria have been applied during the financial year and whether the individual targets have been attained. It must also, where necessary, specify if the payment of this variable part is partly deferred and indicate the conditions and methods of this deferred payment.</p>	<p>Yes. The criteria on the basis of which the variable part is determined and the information on the application of the criteria are specified in the section of the Universal Registration Document dedicated to the Company Officers' compensation (Section E.2.2). The overall variable compensation of the Chief Executive Officer depends on the achievement of strictly quantitative criteria.</p>
		<p>Multi-annual variable compensation</p> <p>The rules governing the award of multi-annual variable compensation. It must indicate the qualitative or quantitative criteria on the basis of which this compensation is determined and their respective importance and, when the payment of the multi-annual variable part is made, the manner in which these criteria have been applied.</p>	<p>N/A. The Company Officers do not receive any variable multiannual compensation other than the multi-annual equity-based variable compensation mentioned in Section E.2 of the Universal Registration Document.</p>

N°	Art Code	Recommendation of the AFEP-MEDEF	Implementation by Worldline
		Policy for awarding stock options A description of the policy for awarding stock options to company officers. In particular, it is necessary to specify the nature of the options (purchase or subscription options), the frequency of the plans, the conditions decided on by the Board for the exercise of the options. A summary table showing all the data relating to current option plans as set out in the report on corporate governance.	Yes. The description of the plans and the impact of grants of stock-options in terms of dilution are mentioned in the Universal Registration Document (Section A.1). The allocation policy in favour of the Company Executive Officers and the standardized tables for stock-options granted during the financial year to the Company Executive Officers appear in Section E.2.3 of the Universal Registration Document.
		Award of share policy A description of the policy for awarding shares to company officers, the conditions and, if applicable, the criteria defined by the Board of Directors. In the same way as for stock options, a summary table must show all this data and, in particular, the number of performance shares awarded to each company Officer.	Yes. The description of share performance plans, the achievement of performance conditions, the number of performance shares awarded to the Chief Executive Officer and the impact of shares performance awards in terms of dilution are mentioned in Sections E.2 and B.1 of the Universal Registration Document.
		The valuation of stock options and performance shares The valuation of stock options and performance shares awarded to company officers, at the time of the award and in accordance with the method used for consolidated financial statements, and the fraction of the capital awarded to each company Officer must also be indicated.	Yes. The valuation of stock-options and performance shares awarded to the Company officers, in accordance with the method used for the consolidated accounts, is mentioned in the tables of stock-option and performance share plans granted to the Company Executive Officers in Section E.2 of the Universal Registration Document.
		Presentation of compensation compared with preceding financial year A detailed presentation of each company Officer's individual compensation, compared with that of the preceding financial year, and broken down between fixed components and variable components.	Yes. The Universal Registration Document contains the summary charts of the Company officers' compensation, allocations of shares and stock-options (Section E.2) for the current and previous year.

N°	Art Code	Recommendation of the AFEP-MEDEF	Implementation by Worldline
		Directors' compensation The aggregate and individual amount of compensation paid to directors and the rules for allocating this, as well as the rules governing the payment of the compensation awarded, where applicable, to the general management team in respect of corporate offices held in affiliates of the group.	Yes. The Universal Registration Document sets out the amounts paid to each Director in total and individually, as well as the rules for distribution, being specified that the Chairman does not receive Directors' fees. This information is provided in Section E.2 of the Universal Registration Document.
		Pension scheme Information on the pension system. Given the considerable variety of pension schemes, it is necessary to indicate whether company officers benefit from the same pension scheme as the group's senior executives or whether they benefit from a specific pension scheme and to describe the main features of these schemes and in particular their calculation methods.	Yes. This information is presented in the Universal Registration Document (Section E.2).
		Equity ratio Information on the ratios for measuring the gaps between the compensation of company officers and that of employees of the corporation. Corporations which have no or not many employees in relation to the global workforce in France must take into account a more significant perimeter in relation to the wage bill or the workforce in France of the corporations over which they have exclusive control within the meaning of Article L.233-16 II of the Commercial Code.	Yes. This information is presented in the Universal Registration Document (Section E.2).
28	Implementation of the recommendations		
	28.1	Implementation of the "Comply or Explain" rule Listed corporations referring to this Corporate Governance Code should report in detail in their report on corporate governance, on the implementation of these recommendations and, if applicable, provide an explanation of the reasons why they have deviated from any of them.	This table on the implementation of the Code is posted on the Company's website and thus available to all investors.

N°	Art Code	Recommendation of the AFEP-MEDEF	Implementation by Worldline
			The Company also included in Section E.1 of its Universal Registration Document, which the report on corporate governance refers to, the “Comply or Explain” table stating the recommendation of the Code which are not applied by the Company and the related justifications.