

Paris, September 13, 2024

**Information on the financial conditions  
of Mr. Gilles GRAPINET'S departure**

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

On the occasion of the departure of Mr. Gilles GRAPINET, as Chief Executive Officer and director of Worldline, with effect as of September 30, 2024, the Board of Directors, at its meeting of September 12, 2024, based on the work and recommendations of the Remuneration Committee, noted the remuneration components detailed below.

**Fixed annual remuneration for 2024**

Mr. Gilles GRAPINET's fixed annual remuneration for 2024 is equal to 750,000 euros and will be paid *prorata temporis*.

Mr. Gilles GRAPINET will therefore receive the sum of 562,500 euros for 2024.

**Annual variable remuneration for 2024**

Mr. Gilles GRAPINET's variable remuneration, subject to performance conditions, is set at €880,000 for 2024, representing 117% of his annual fixed remuneration, with a maximum variable remuneration of 130%.

The achievement of the performance conditions relating to the annual variable compensation for the year will be assessed by the Board of Directors on the basis of the figures for the full year 2024, after which the amount of the variable portion of Mr. Gilles GRAPINET's compensation will be determined pro rata to his presence during the year 2024.

Achievement of these performance conditions will be reviewed by the Board of Directors, on the recommendation of the Remuneration Committee, when it will examine the Company's annual results.

Its payment is subject to approval by the Shareholders' Meeting called to approve the financial statements for the financial year ending December 31, 2024.

## **Unvested long-term equity compensation**

### **▪ Unvested performance share plans**

(i) *Performance share plans granted on June 9, 2022, June 8, 2023, and June 13, 2024 (plan no. 2)*

The continued employment condition, applicable for the entire three-year vesting period, attached to the 186,775 performance shares granted to Mr. Gilles GRAPINET under the plans dated June 9, 2022 (44,485 shares granted), June 8, 2023 (44,440 shares granted) and June 13, 2024 (plan no. 2 - 97,850 shares granted) will not be satisfied as from the date of his departure from the Company.

As a result, Mr. Gilles GRAPINET will lose his performance share rights under these plans.

(ii) *Conversion of the variable annual remuneration for 2023 into a performance share plan granted on June 13, 2024 (plan no. 1)*

It is recalled that, upon the recommendation of the Remuneration Committee and at the initiative of Mr. Gilles GRAPINET, the variable annual remuneration for 2023 (i.e. €435,884.35, representing 49.5% of his target variable annual remuneration) was not paid in cash but converted into performance shares granted by the Board of Directors on June 13, 2024 (plan no. 1).

Vesting of these 19,370 performance shares is subject to compliance with a two-year vesting period and the achievement of a performance condition over a two-year period relating to the evolution in Worldline's share price at the end of the two-year vesting period (average target of €22.5 based on the average opening prices for the three months preceding June 13, 2026).

As the vesting of shares is not subject to continuity of employment or to Mr. Gilles GRAPINET maintaining his status as a corporate officer for the entire vesting period, Mr. Gilles GRAPINET will retain all these 19,370 performance shares granted under this plan.

Achievement of these performance conditions will be reviewed by the Board of Directors at the end of the vesting period, which is set for June 13, 2026.

### **▪ Unvested stock option plans**

The condition of continuity of employment, applicable for the entire three-year vesting period, attached to the 88,925 stock options granted to Mr. Gilles GRAPINET under the stock options plans dated June 9, 2022 (44,485 stock-options granted) and June 8, 2023 (44,440 stock-options granted) will not be satisfied as from the date of his departure from the Company.

As a result, Mr. Gilles GRAPINET will lose his rights under these plans.

## **Pension commitments**

*Supplementary defined-benefit pension plan with random entitlements governed by Article L.137-11 of the French Social Security Code (Régime de retraite supplémentaire à prestations définies à droits aléatoires) (plan closed and rights frozen at December 31, 2019)*

It is recalled that, on March 15, 2019, the Board of Directors decided to implement a supplementary defined-benefit pension plan with random entitlements (article L.137-11 of the French Social Security Code) to the benefit of Gilles GRAPINET, in order to compensate him for the loss of his random rights under the Atos Group's supplementary pension scheme as a result of his change in status.

Mr. Gilles GRAPINET can only benefit from the pension rights under this regime on condition that he does not resume any professional activity, leading to affiliation under the general social security regime, until the liquidation of his retirement rights under the basic social security regime (*régime de base de la sécurité sociale*).

Mr. Gilles GRAPINET has confirmed in writing that he had been informed of the existence of this condition for entitlement to a pension under this regime and has submitted a letter to the Board confirming this.

Consequently, the Board of Directors took note that Mr. Gilles GRAPINET is eligible, in accordance with the provisions of the plan closed on December 31, 2019, for the payment of an annuity amounting to 137,036 euros gross.

*Defined-benefit supplementary pension plan governed by Article L.137-11-2 of the French Social Security Code (Régime de retraite supplémentaire à prestations définies à droits acquis) (implemented from January 1<sup>st</sup>, 2020)*

Mr. Gilles GRAPINET will be entitled to an annuity of 34,992 euros gross for the years 2020 to 2023 under this plan.

It has been decided not to consider the 2024 financial year in determining the amount due under this plan.

### *Compensatory allowance for forced departure*

It is recalled that on March 15, 2019, the Board of Directors decided to implement a compensatory allowance, to the benefit of Gilles GRAPINET, in the event of forced departure, to compensate him for the loss of pension rights that he had previously validated, through performance conditions, in the Atos supplementary pension plan, during his ten years within the Atos Group.

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

The Board of Directors notes that:

- the performance conditions set out in the strategic plan have been met for more than two-thirds of the period during which Mr. Gilles GRAPINET has been Chief Executive Officer of Worldline;
- the condition relating to forced departure and the condition of commitment not to resume any professional activity until retirement is satisfied.

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

- The pension due to Mr. Gilles GRAPINET on December 31, 2018, pursuant to the supplementary pension plan acquired at Atos SE and Atos International (i.e. € 291,000 gross); and
- The pension received by Mr. Gilles GRAPINET pursuant to the supplementary pension plan in force within Worldline, i.e. 104,010 euros net under the plan governed by Article L.137-11 and 26,559 euros net under the plan governed by Article L.137-11-2 of the French Social Security Code.

Therefore, Mr. Gilles GRAPINET will benefit from annuity under the compensation allowance, providing him with an annual pension net of social security charges of €90,300 from the date of liquidation of his pension rights.

### **Other compensation components**

The other compensation components granted to Mr. Gilles GRAPINET in accordance with the 2024 CEO Compensation Policy will cease on September 30, 2024.

It is also specified that Mr. Gilles GRAPINET has resigned from his functions of director of Worldline, with effect from September 30, 2024.