

**Information on the financial conditions of Mr. Marc-Henri DESPORTES’
departure as Chief Executive Officer for an interim period**

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

On the occasion of the departure of Mr. Marc-Henri DESPORTES as Chief Executive Officer ad interim, with effect as of February 28, 2025, the Board of Directors, at its meeting of February 25, 2025, based on the work and recommendations of the Remuneration Committee, noted the remuneration components detailed below. Mr. Marc-Henri Desportes has agreed to maintain his functions within the Company, thus ensuring a seamless transition.

The permanent employment contract between the Company and Mr. Marc-Henri DESPORTES, which had been suspended since August 1st, 2018 when he began his role as Deputy Chief Executive Officer, will automatically resume effect on March 1st, 2025, in accordance with the regulated agreement entered into on July 23, 2018, by the Company with Mr. Marc-Henri DESPORTES, with the prior authorization of the Board of Directors on July 21, 2018 (the “**Suspension Agreement**”), as amended by way of an amendment dated September 13, 2024, with the prior authorization of the Board of Directors on September 12, 2024 for the sole purpose of confirming its continued application during Mr. Marc-Henri DESPORTES’ term of office as Chief Executive Officer for an interim period, which amendment will be submitted for approval to the general meeting of shareholders on June 5, 2025.

The terms and conditions for the resumption of the employment contract are provided for in the Suspension Agreement and disclosed in the 2023 universal registration document in section D.2.1.1.3.1, p. 436.

Annual fixed compensation for 2025

Mr. Marc-Henri DESPORTES’ annual fixed compensation for the 2025 financial year in his capacity as Chief Executive Officer for an interim period is equal to 570,000 euros gross and will be paid *pro rata temporis*. It thus amounts to 95,000 euros gross.

Annual variable compensation

- *For the 2024 financial year*

It is recalled that the target variable compensation of Mr. Marc-Henri DESPORTES, in his capacity as Deputy Chief Executive Officer (until September 30, 2024), subject to performance conditions, has been set at 440,000 euros gross for the 2024 financial year, representing 100% of his annual fixed compensation as Deputy Chief Executive Officer, with a maximum variable compensation amount of 130%.

On February 27, 2024, the Board of Directors decided, on the recommendation of the Remuneration Committee, to subject the variable compensation of Mr. Marc-Henri DESPORTES to the following performance conditions:

- Internal financial performance conditions:
 - (i) Group Free Cash Flow, as a condition for 35% of the total payout;
 - (ii) Group Earnings before interest, taxes, depreciation and amortization (EBE/EBITDA), as a condition for 27,5% of the total payout;
 - (iii) Group Revenue Organic Growth, as a condition for 27.5% of the total payout;
- Combined performance condition relating to Corporate Social Responsibility (“CSR”), including some of the indicators that form an integral part of the Group's CSR program, Trust 2025, as a condition for 10% of the total payout.

Under his term as Chief Executive Officer to ensure an interim period, the annual variable compensation of Mr. Marc-Henri DESPORTES, subject to performance conditions identical to those indicated above in accordance with the compensation policy for the Chief Executive Officer for the 2024 financial year, has been increased to 570,000 euros (i.e. 100% of his annual fixed compensation as Chief Executive Officer), with a maximum variable compensation of 130%, as of October 1, 2024, by decision of the Board of Directors dated September 12, 2024.

The Board of Directors sets the overall achievement rate of the objectives at 8.2% after application of the respective weightings and underlying elasticity curves, i.e. a total amount of 38,712 euros gross, on a *pro rata temporis* basis for the terms of office of Deputy CEO and then CEO held by Mr. Marc-Henri DESPORTES.

In accordance with Article L. 22-10-34 of the French Commercial Code, payment will be subject to the approval of the Annual General Meeting to be called to approve the financial statements for the financial year ending December 31, 2024.

- *For the 2025 financial year*

The Board of Directors decides to determine the amount of the variable part of Mr. Marc-Henri DESPORTES' compensation prorata to his presence during the year 2025 as Chief Executive Officer (i.e. from January 1st to February 28, 2025), based on the amount recorded for the annual variable compensation for the 2024 financial year. The Board of Directors thus sets the amount of his performance-related remuneration *pro rata temporis* at 6,452 euros gross.

The allocation of this variable portion will be subject to the approval of Mr. Marc-Henri DESPORTES' compensation policy for the period between January 1st and February 28, 2025, and its payment will be subject to the approval of the Annual General Meeting to be called to approve the financial statements for the financial year ending December 31, 2024.

Unvested long-term equity compensation

▪ Unvested performance share plans

The vesting of the 110,430 performance shares granted to Mr. Marc-Henri DESPORTES under the plans dated June 9, 2022 (26,300 shares granted), June 8, 2023 (26,280 shares granted) and June 13, 2024 (plan no. 2 – 57,850 shares granted) is subject to compliance with performance and presence conditions, as assessed at the date of definitive vesting of each concerned plan, at the end of a three-year vesting period.

In accordance with the regulations of the concerned plans, as Mr. Marc-Henri DESPORTES retains the status of employee under his employment contract, which will automatically take effect again as of March 1, 2025, the termination of his term of office as Chief Executive Officer does not, as such, have the effect of interrupting the vesting period with regard to the assessment of the applicable presence condition.

It should also be noted, as necessary, that, on the recommendation of the Remuneration Committee and on the initiative of Mr. Marc-Henri DESPORTES, the approved annual variable compensation for 2023 (217,942.18 euros, i.e. 49.5% of his target variable annual compensation and 49.5% of his annual fixed compensation) was not paid in cash but converted in the form of performance shares, as approved by the Company's General Meeting of June 13, 2024 in its 33rd resolution.

The vesting of these 9,685 performance shares is subject to compliance with a two-year vesting period and a performance condition relating to the intrinsic Worldline share price evolution at the end of the vesting period (target of average 22,5 euros to be achieved on the three months average opening share prices preceding June 13, 2026). It is also specified that the vesting of these 9,685 shares is not subject to compliance with a condition of presence.

▪ Unvested stock option plans

The vesting of the 52,580 stock options granted to Mr. Marc-Henri DESPORTES under the plans dated June 9, 2022 (26,300 options granted) and June 8, 2023 (26,280 options granted) is subject to compliance with performance and presence conditions, as assessed at the date of definitive vesting of each concerned plan, at the end of a three-year vesting period.

In accordance with the regulations of the concerned plans, as Mr. Marc-Henri DESPORTES retains the status of employee under his employment contract, which will automatically take effect again as of March 1, 2025, the termination of his term of office as Chief Executive Officer does not, as such, have the effect of interrupting the vesting period with regard to the assessment of the applicable presence condition.

Severance allowance

Mr. Marc-Henri DESPORTES will not receive any severance allowance in respect of his term of office.

Other benefits in kind

The other benefits in kind received by Mr. Marc-Henri DESPORTES, in accordance with the remuneration policy for the Chief Executive Officer Director, will cease as of February 28, 2025.