

G.2. Corporate Governance

[GRI 102-10] [GRI 102-18] [GRI 102-22] [GRI 102-24] and [GRI 102-26]

This report has been drawn up with the contribution of the Nomination and Remuneration Committees. It contains, in particular, information relating to the compensation of Corporate Officers, various aspects of the practices of the Company's administrative and management bodies and factors likely to have an impact in the event of a public offering.

G.2.1. Compliance with the Afep-MEDEF Code – Frame of reference on corporate governance

The Company refers to the Afep-MEDEF Code, (the "Afep-MEDEF Code") which was revised in January 2020, in particular in connection with the preparation of the Board of Directors' report on corporate governance. The Afep-MEDEF Code is available in the Governance section of the Afep and MEDEF websites: www.afep.com and www.medef.com.

In the context of the "Comply or explain" rule stipulated in article L. 22-10-10 (previously article L. 225-37-4) of the French Commercial Code and article 27.1 of the Afep-MEDEF Code, and as a result of the Board's annual assessment performed on April 7, 2021 on the implementation by the Company of governance principles, the Company believes that its practices comply with the recommendations of the Afep-MEDEF Code, with the exception of the following recommendation:

Afep-MEDEF Code recommendation	Explain
Cap on severance compensation (article 25.5.1) The indemnity shall not exceed, as the case may be, two years of the compensation (fix and variable)	<p>Further to the announcement by Atos SE in 2019 of its project to distribute in kind circa 23.5% of the share capital of Worldline to its shareholders and as from February 1, 2019, Mr. Gilles Grapinet does not retain duties nor activities within Atos and is fully assigned to Worldline as Chief Executive Officer of Worldline since then. It has been decided by the Board of Directors, according to the recommendations of the Nomination and Remuneration Committee, that such assignment shall not affect the Chief Executive Officer's previously acquired rights within Atos, when Worldline was controlled and consolidated by Atos SE. However, it is reminded that, as a result of his change of status, Mr. Gilles Grapinet will lose the benefit of the supplementary pension rights that he previously validated under the performance conditions set in the Atos supplementary pension plan. Consequently, Worldline undertook to pay, to the Chief Executive Officer and subject to performance conditions, a compensatory allowance in case of forced departure (except for cause), provided no professional activity is exercised upon retirement, in order to compensate the loss of the rights previously acquired by Mr. Gilles Grapinet during his 10 years presence within the Atos group under the Atos supplementary pension plan. It is reminded that no allowance will be paid to Mr. Gilles Grapinet in the event of resignation (except in case of 2nd or 3rd class invalidity). Thus, Mr. Gilles Grapinet will not benefit from this allowance if he voluntarily leaves the Company to claim his pension rights.</p> <p>Furthermore, in case such allowance would be paid, the aggregated amount of (i) such allowance, (ii) the amount of rights perceived under the supplementary pension regime 2019 now frozen ("<i>Loi Pacte</i>") 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 Mr. Gilles Grapinet will have claim his pension rights (basis regime). Such indemnity might, depending on the date of departure of Mr. Gilles Grapinet and in case such allowance is paid in one instalment, exceed or be lower than two year remuneration (fixed and variable).</p> <p>The conditions governing the payment of this allowance (could be paid in one instalment or a life-time pension under discretionary decision to be made by the Board of Directors) are described in Section G.3 of this Universal Registration Document. The compensatory allowance remains in full force and effect after the supplementary benefits pension plan benefiting Mr. Gilles Grapinet having been brought into line with the "<i>Loi Pacte</i>".</p>

The detail of the implementation of the Afep-MEDEF Code by the Company is available on Worldline's website: www.worldline.com.