

**CONVENING NOTICE  
COMBINED GENERAL MEETING  
JULY 24, 2017**

*The shareholders of Worldline are summoned  
On Monday July 24, 2017  
At 12:30pm*

*At the registered offices of the Company  
River Ouest - 80 quai Voltaire – 95870 Bezons  
The meeting will be held in the auditorium*

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**Worldline**

Registered offices : River Ouest – 80 Quai Voltaire –  
95870 Bezons  
Siren 378 901 946 RCS Pontoise  
Limited Liability Company (*société anonyme*)  
with a share capital of 90,077,530.08 euros

**Documents made available to the shareholders:**

Pursuant to legal provisions, all documents pertaining to this General Meeting shall be made available to the shareholders within the legal deadlines at the registered offices of the Company: River Ouest, 80 Quai Voltaire – 95870 Bezons. In addition, as from July 3, 2017, the documents and information listed in particular in section R. 225-73-1 of the French Commercial Code shall be available on the Company's Website: [worldline.com](http://worldline.com), see "Investor" section, as per applicable legal and regulatory provisions

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**MESSAGE FROM THE CHAIRMAN**

Madam, Sir, Dear shareholders,

On behalf of the Board of Directors of Worldline, it is with pleasure that I invite you to the Combined General Meeting of the Company which will be held on Monday July 24, 2017 at 12:30 pm at the registered offices of the Company, River Ouest in the auditorium, 80 quai Voltaire, 95870 Bezons.

At that General Meeting, convened by Grant Thornton and Deloitte & Associés as Statutory Auditors of the Company pursuant to Article L.225-103 of the French Commercial Code, you will be invited to confirm the terms of office of the members of the Board of Directors and, at the request of the majority shareholder, to vote on an amendment to the Articles of Association in relation to the removal of the reference to the minimum number of Company shares required for each Director.

Any shareholder may participate regardless of the number of shares he/she owns either by participating physically, by voting by mail or by being represented by the Chairman of the General Meeting or by the proxy of his/her choice.

I am delighted to welcome you very soon, and I thank you for the trust you have shown to the Worldline Group as well as for the attention you will give to the enclosed draft resolutions.

**Thierry Breton**  
Worldline Chairman of the Board

## THE WORLDLINE GROUP

Worldline [Euronext: WLN] is the European leader in the payments and transactional services industry. Worldline delivers new-generation services, enabling its customers to offer smooth and innovative solutions to the end consumer. Key actor for B2B2C industries, with over 40 years of experience, Worldline supports and contributes to the success of all businesses and administrative services in a perpetually evolving market. Worldline offers a unique and flexible business model built around a global and growing portfolio, thus enabling end-to-end support. Worldline activities are organized around three axes: Merchant Services, Mobility & e-Transactional Services, Financial Services including equensWorldline. Worldline employs more than 8,700 people worldwide, with estimated revenue of circa 1.5 billion euros on a yearly basis. Worldline is an Atos company.

In 2016, the Group generated:

- Total revenue € 1,309 million.
- OMDA € 259 million.
- Net income group share € 144 million.
- Free cash flow €140 million.

The Group operates as one global factory that leverages its increasingly integrated infrastructure platform to support its three global business lines:

### **Merchant Services**

**€ 440 million**

2016 Annual Revenue

#### **Energizing commerce with advanced payment services**

Merchants increasingly focus on optimizing the consumer's digital experience through simplicity, efficiency, naturalness and security. A European leader in end-to-end payments and transactional services, Worldline enables merchants to leverage innovation to enhance the consumer experience through our Merchant Services business.

We help merchants grow sales by enabling them to engage consumers through leading edge, seamless services – before, during and after the point of sale. MS&T designs, implements and provides day-to-day management of services solutions.

Worldline MS&T's offers include commercial acquiring, multi-channel payment acceptance, terminals, private label cards & loyalty services and e-commerce & m-commerce applications. In 2015, Worldline started to build a partnership with Komerční Banka (KB), a leading bank in the Czech Republic, to provide Merchant Acquiring and Payment Processing services to retailers, under the name of KB SmartPay. With the 2016 addition of Equens' commercial acquiring subsidiary, PaySquare, Worldline further consolidated the European payments market and reinforced its services offering to merchants.

## **Financial Services**

**€ 500 million**

2016 Annual Revenue

### **Consolidating payment processing in Europe**

Banks and financial institutions rely on Worldline's expertise to manage their card-based and online cashless payments and those of their customers. Worldline also helps customers anticipate regulatory changes, benefit from transformative technologies, optimize processes and mine data.

Worldline Financial Services activities provide end-to-end payment processing as well as software licensing that complies with the most stringent international requirements.

As Europe's largest payments industry company, Worldline continues to drive the consolidation of payment processing in the Eurozone. By providing more secured, cost-effective and innovative payment systems and facilitating the fluid circulation of money, Worldline is helping to build the infrastructure needed for Europe to realize its full economic potential. In 2016 the creation of equensWorldline marks a major step toward achieving this key strategic goal.

## **Mobility & e-Transactional Services**

**€ 369 million**

2016 Annual Revenue

### **Enabling digital transformation**

As the digital revolution redefines our world, business and government customers seek expertise to help harness technologies and take advantage of unprecedented opportunities to do more and better with less.

Through its Mobility & e-Transactional Services business, Worldline supports the strategic digital transformation of customers, opening new vistas in areas like connected living solutions, e-ticketing systems and Cloud-based contact and consumer solutions.

By leveraging its experience across multiple sectors, Worldline creates innovative, contextual digital products to accelerate business innovation. Its innovations also help companies, governments and healthcare services to become paper-free and connected, improving operational efficiency.

**THE BOARD OF DIRECTORS**

<b>Thierry BRETON</b>	Chairman of the Board, Worldline Chairman of the Board and Chief Executive Officer, Atos SE
<b>Gilles GRAPINET</b>	Chief Executive Officer of Worldline Senior Executive Vice President of Atos SE coordinating Global Functions
<b>Gilles ARDITTI</b>	Executive Vice-President Investor Relations & Financial Communication of Atos SE
<b>Aldo CARDOSO*</b>	Director of companies
<b>Sophie HOUSSIAUX</b>	Head of Research and Development, Atos Big Data & Security
<b>Danielle LAGARDE</b>	Chief Human Resources Officer EMEA of Jones Lang Lasalle
<b>Ursula MORGENSTERN</b>	Executive Vice-President, Head of Business & Platform Solutions, Atos SE
<b>Luc REMONT*</b>	Executive Vice-President, International Operations, Schneider Electric Group
<b>Susan TOLSON*</b>	Board member for several corporations and non-profit entities

\* Independent director

<b>AGENDA</b>
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**ORDINARY ITEMS**

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- **Confirmation of the terms of office of the members of the Board of Directors:**

- Appointment of [Mr. Thierry BRETON](#)
- Appointment of [Mr. Gilles GRAPINET](#)
- Appointment of [Mr. Aldo CARDOSO](#)
- Appointment of [Mr. Luc REMONT](#)
- Appointment of [Ms. Susan TOLSON](#)
- Appointment of [Mr. Gilles ARDITTI](#)
- Appointment of [Ms. Ursula MORGENSTERN](#)
- Ratification of the co-opting of [Ms. Sophie HOUSSIAUX](#)
- Ratification of the co-opting of [Ms. Danielle LAGARDE](#)

- **Powers**

**EXTRAORDINARY ITEMS**

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- **Amendment of Article 15 of the Articles of Association** – Required number of shares per Director



## HOW TO PARTICIPATE TO OUR GENERAL MEETING

Any shareholder, regardless of the number of shares owned, may participate in the Meeting either:

- by **participating personally** ;
- by **voting by mail**;
- by **being represented or by granting proxy to the Chairman of the General Meeting, to his/her spouse or partner with whom a civil solidarity pact was concluded, to another shareholder or to any other person (whether a natural or a legal person) of his/her choice**, under the conditions provided for in article L.225-106 of the French Commercial Code, or without naming a proxy holder. It is specified that for any proxy without the name of a beneficiary, the Chairman of the General Meeting shall issue a vote in favour of adopting any draft resolutions submitted or approved by the Board of Directors, and a vote against adopting any other draft resolutions.

**Conditions to participate in this Meeting:**

- the **owners of registered shares** must give evidence of such capacity by the registration of the shares under the registered form on the second business day prior to the Meeting, i.e. on July 20, 2017, at 0.00 Paris time.
- the **owners of bearer shares** shall give evidence of their identity and their capacity as shareholder on the second business day prior to the Meeting, i.e. on July 20, 2017, at 0.00 Paris time by sending to the Société Générale – Département Titres et Bourse - Service des Assemblées – SGSS/SBO/CIS/ISS/GMS – 32 rue du Champ de Tir – CS 30812 - 44308 Nantes Cedex 3 or to the registered offices of the Company - Worldline, Legal and Compliance Department, River Ouest – 80 quai Voltaire, 95877 Bezons Cedex, a certificate justifying their ownership of the shares (“*attestation de participation*”) delivered by their bank or broker.

## A. PROCEDURE TO PARTICIPATE IN THE GENERAL MEETING

### IF YOU WILL ATTEND THE GENERAL MEETING PERSONNALLY

→ You must ask for an admission card under the following conditions:

- If you are the owner of **registered shares**, please:
  - send the form attached to the notice of meeting in the “T envelope” enclosed (**tick the A box**, date and sign at the bottom of the form), or you may present yourself directly on the day of the General Meeting to the appropriate booth with your identification document;
- If you are the owner of **bearer shares**, please request from your bank or broker that an admission card be addressed to you;

If you have not received your admission card on the third day preceding the General Meeting, you are invited to request any information on the processing of your admission card, by contacting the Société Générale’s dedicated operators at 0.825.315.315 (cost: 0.15€/min excluding VAT) from Monday to Friday, between 8:30 am and 6:00 pm Paris time, only from France, and from the other countries at +33 (0)251.85.59.82 (local rate depending on the country from which the call is made).

### IF YOU CANNOT ATTEND THE GENERAL MEETING

On the proxy form, enter your surname, first name and address (or if your name and address are already printed, check that they are correct), and date and sign the form.

- **If you would like to vote by postal mail:** Tick the Box “*I vote by post*” and follow the instructions set out in the “How to fill in your form” part hereafter.
- **If you would like to give proxy to the Chairman of the Meeting:** Tick the Box “*I hereby give my proxy to the Chairman of the General Meeting*” and follow the instructions set out in the “How to fill in your form” part hereafter.
- **If you would like to be represented by a proxy holder (individual or legal entity), by another shareholder or by your spouse or partner with whom a civil solidarity pact was concluded:** Tick the Box “*I hereby appoint*” and follow the instructions set out in the “How to fill in your form” part hereafter.

Pursuant to the provisions of article R. 225-79 of the French Commercial Code, the form for designating or revoking the proxy holder may be addressed by electronic means according to the following process:

▪ **Registered shareholders:**

You must send as an attachment to an email, with an electronic signature, obtained by yourself and certified by an authorized third party as per applicable legal and regulatory requirements to the following email address:

[assemblee-generale@worldline.com](mailto:assemblee-generale@worldline.com), a scanned copy of the proxy form signed and indicating your first and last name, address and Société Générale user name for the owners of registered shares (information which can be found at the top left corner of your shareholder's statement) or your user name with the financial intermediary for the owners of administered registered shares, as well as the first and last name, address of the designated or revoked proxy.

▪ **Bearer shareholders:**

You must send as an attachment to an email, with an electronic signature,

obtained by yourself and certified by an authorized third party as per applicable legal and regulatory requirements to the following email address:

[assemblee-generale@worldline.com](mailto:assemblee-generale@worldline.com), a scanned copy of the proxy form signed and indicating your first and last name, address and username with your bank or broker, as well as the first and last name, address of the designated or revoked proxy along with a scanned copy of your "*attestation de participation*" from your bank or broker, and you must ask your bank or broker to send a written confirmation (by mail or by fax) to Société Générale – Département Titres et Bourse - Service des Assemblées – SGSS/SBO/CIS/ISS/GMS (32 rue du Champ de Tir – CS 30812 - 44308 Nantes Cedex 3 Or via fax at +33 (0)2 51 85 57 01).

The Company shall only take into account the notifications of designation or revocation of proxy which shall be dully signed, filled and received at the latest on July 21, 2017.

Votes by postal mail or by proxy shall only be taken into account if the forms are duly filled and signed (with the justification of share ownership enclosed), received at:

- **Société Générale** – Département Titres et Bourse – Service des Assemblées – SGSS/SBO/CIS/ISS/GMS – 32 rue du Champ de Tir – CS30812 – 44308 Nantes Cedex 3; or

- **The Company's registered offices** - Worldline, Legal and Compliance Department, River Ouest, 80 Quai Voltaire – 95877 Bezons Cedex ;

Pursuant to article R.225-85 of the French Commercial Code, a shareholder who shall already have voted by mail, sent a proxy, or asked for his/her admission card for the Meeting, with or without the "*attestation de participation*", shall not be able to select another means of participation.

## HOW TO FILL IN YOUR FORM ?

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### **You will attend the General Meeting personally:**

- Tick the A box ; and
- Date and sign the H box.

### **You will not attend the General Meeting personally:**

- **You would like to vote by postal mail :**
  - Tick the B box and follow the instructions ; and
  - Date and sign the H box.
  - C box: This box must be filled to vote for resolutions which were to be presented by shareholders and which the Board of Directors does not agree on. To vote, you should shade the box corresponding to your choice.
  - D box: This box must be filled in case amendments or new resolutions were to be presented during the meeting. You should shade the box corresponding to your choice: give proxy to the Chairman to vote in your name; abstain from voting, or give proxy to vote in your name by specifying the name of the proxy holder.
- **You would like to give proxy to the Chairman :**
  - Tick the E box ; and
  - Date and sign the H box.

It is specified that for any proxy granted by a shareholder without the name of the proxy holder, the Chairman of the General Meeting shall issue a vote in favour of adopting any draft resolutions submitted or approved by the Board of Directors, and a vote against adopting any other draft resolutions.

- ➔ **You would like to be represented by a proxy holder (individual or legal entity), by another shareholder, or by your spouse or partner with whom a civil solidarity pact was concluded:**
  - Tick the F box and fill in the information of your proxy ; and
  - Date and sign the H box.



**B. YOU WISH TO TRANSFER YOUR SHARES PRIOR TO THE GENERAL MEETING, AFTER HAVING VOTED BY MAIL, SENT A PROXY OR REQUESTED AN ADMISSION CARD OR AN « ATTESTATION DE PARTICIPATION »**

A shareholder who has selected his/her means of participation to the General Meeting may nevertheless sell part or all his/her shares afterwards. In such case:

- if the **sale occurs before the second business day prior to the Meeting** (at 0:00 Paris time), the Company shall invalidate or change accordingly the vote expressed, the proxy given, the admission card or the “*attestation de participation*” and, for such purpose, in the case of bearer shares, your bank or broker must notify the sale to the Company or its proxy and provide relevant information.
- if the **sale occurs after 0:00 Paris time, on the second business day prior to the Meeting**, the sale does not have to be notified by your bank or broker or considered by the Company, notwithstanding anything to the contrary, and you will be therefore able to participate in the General Meeting under the conditions of your choice.

**C. YOU WISH TO SEND A WRITTEN QUESTION**

Pursuant to section 3 of article L.225-108 of the French Commercial Code, written questions may be sent, at the latest on the fourth business days prior to the date of the General Meeting, i.e. on July 18, 2017:

- at the registered offices, **by registered letter with acknowledgement of receipt** to the Chairman of the Board of Directors, River Ouest, 80 Quai Voltaire – 95877 Bezons Cedex (France); or
- to the following email address: [assemblee.generale@worldline.com](mailto:assemblee.generale@worldline.com).

In order to be taken into account and to lead, as the case may be, to an answer during the Meeting, a certificate of registration either in the registered shares records or in the records of the bearer shares held by a bank or broker must accompany the written question, pursuant to article R.225-84 of the French Commercial Code.

The written questions may be answered directly on the Company’s website, at the following address: [worldline.com](http://worldline.com), in the “Investors” section.

## **D. HOW TO COME TO THE GENERAL MEETING?**

The Combined General Meeting of July 24, 2017 shall start at 12:30 p.m. sharp. Accordingly, you are requested:

- to come in early to the reception desk and signing desk, with the admission card for the signature of the attendance list.
- not to enter the meeting room without the presentations and the voting material, which you will be given upon signing of the attendance list.

### **BY PUBLIC TRANSPORTATION**

#### **Tramway T2**

From Paris Porte de Versailles to Pont de Bezons via La Défense Grande Arche (From 5:30 am to 1 am the next day)

- From 7 to 10 am and from 4 to 8 pm: a train every 4' to 6'
- From 10 am to 4 pm: a train every 9'
- Before 7 am and after 8 pm: a train every 9' to 15'
- After 10 pm : a train every 15'
- After 11 am : a train every 20'

It is important to note that in case of problem on the Tramway T2, you may use the bus lines RATP 272, 367, 262.

#### **RATP lines**

- RATP Bus 262  
From Maisons-Laffitte (RER A) / Pont de Bezons
- RATP Bus 272 and RATP Bus 367  
Argenteuil station /Sartrouville Rueil station (RER A) / Pont de Bezons via Nanterre Université

### **TAKING THE A86 BY CAR**

**From Paris**, take the direction of Colombes, Saint-Denis, Cergy-Pontoise.

**From Cergy-Pontoise**, take the direction of Nanterre, La Défense, Paris-Porte Maillot

Take the exit 2A or 2 Colombes, Petit-Colombes, La Garenne-Colombes, Bezons

At the crossing with Charles de Gaulle boulevard, take the Bezons bridge

After the bridge, take the road along the Seine towards River Ouest, take exit River Ouest

The parking is open for your convenience.



**EXPLANATORY STATEMENT ON THE DRAFT RESOLUTIONS**

**ORDINARY ITEMS**

**Confirmation of the terms of office of the members of the Board of Directors (1<sup>st</sup>, 2<sup>nd</sup>, 3<sup>rd</sup>, 4<sup>th</sup>, 5<sup>th</sup>, 6<sup>th</sup>, 7<sup>th</sup>, 8<sup>th</sup> and 9<sup>th</sup> resolutions)**

During the General Meeting held on May 24, 2017, the representative of the majority shareholder, Atos SE, mentioned that the statutory auditors have reported a technical point concerning the directors' terms of office, in relation to a mere formality linked to Article 15 of the Articles of Association and the Company's shares held by the directors.

This formal point is as of today fully satisfactory.

Nevertheless, the Combined General Meeting of July 24, 2017 is convened in order to confirm the terms of office of the members of the Board of Directors.

It is then proposed to you, pursuant to the 1<sup>st</sup>, 2<sup>nd</sup>, 3<sup>rd</sup>, 4<sup>th</sup>, 5<sup>th</sup>, 6<sup>th</sup> and 7<sup>th</sup> resolutions, to confirm, as the case may be and retroactively the appointment as Director of:

- Mr. Thierry BRETON, whose term of office will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2019;
- Mr. Gilles GRAPINET, whose term of office will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2019;
- Mr. Aldo CARDOSO, whose term of office will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2019;
- Mr. Luc REMONT, whose term of office will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2018;
- Mr. Gilles ARDITTI, whose term of office will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2017;
- Ms. Susan M. TOLSON, whose term of office will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2018;
- Ms. Ursula MORGENSTERN, whose term of office will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2018.

Similarly, pursuant to the 8<sup>th</sup> and 9<sup>th</sup> resolutions, you are requested to confirm, as the case may be, and retroactively the ratification of the co-opting as Director of:

- Ms. Sophie HOUSSIAUX, whose term of office will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2017;
- Ms. Danielle LAGARDE, whose term of office will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2017;



**Summary table of the composition of the Company's Board of Directors**

<b>Name, Surname</b>	<b>Positions held in the Board of Directors</b>	<b>Expiration date of term of office</b>
<b>Thierry BRETON</b>	<p align="center"><b>Chairman of the Board</b></p> <p align="center">Member of the Nomination and Remuneration Committee</p> <p align="center">Member of the Investment Committee</p>	2020 AGM ruling on the accounts of the 2019 financial year
<b>Gilles GRAPINET</b>	<p align="center"><b>Chief Executive Officer</b></p> <p align="center">Director</p> <p align="center">Member of the Investment Committee</p>	2020 AGM ruling on the accounts of the 2019 financial year
<b>Aldo CARDOSO *</b>	<p align="center">Director</p> <p align="center">Chairman of the Audit Committee</p> <p align="center">Member of the Investment Committee</p>	2020 AGM ruling on the accounts of the 2019 financial year
<b>Luc REMONT *</b>	<p align="center">Director</p> <p align="center">Chairman of the Nomination and Remuneration Committee</p>	2019 AGM ruling on the accounts of the 2018 financial year
<b>Susan M. TOLSON *</b>	<p align="center">Director</p> <p align="center">Member of the Audit Committee</p> <p align="center">Member of the Nomination and Remuneration Committee</p>	2019 AGM ruling on the accounts of the 2018 financial year
<b>Gilles ARDITTI</b>	<p align="center">Director</p> <p align="center">Member of the Audit Committee</p>	2018 AGM ruling on the accounts of the 2017 financial year
<b>Ursula MORGENSTERN</b>	Director	2019 AGM ruling on the accounts of the 2018 financial year
<b>Sophie HOUSSIAUX</b>	Director	2018 AGM ruling on the accounts of the 2017 financial year
<b>Danielle LAGARDE</b>	Director	2018 AGM ruling on the accounts of the 2017 financial year

\* *Independent director*

Additional information on candidates to the Board of Directors can be found in this brochure.

**Powers (10<sup>th</sup> resolution)**

It is proposed to grant all powers to the holder of an original, copy or excerpt from the minutes of this General Meeting to make any submissions, publications, declarations and formalities which may be necessary.

**EXTRAORDINARY ITEMS**

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**Amendment of Article 15 of the Articles of Association: minimum required number of shares per Director (Resolution A - submitted by the majority shareholder)**

Pursuant to articles L.225-105 and R.225-71 to R.225-73 of the French Commercial Code, the Atos SE company, shareholder of Worldline, satisfying the required conditions, requested for the inclusion of an item in the agenda.

The reasons indicated by Atos SE to justify its request to include an item on the agenda of the General Meeting of July 24, 2017 (hereinafter, « Resolution A ») were the following:

**Explanatory statement of the shareholder**

It is recalled that pursuant to Article 15 of the Company's Articles of Association, each Director must own one thousand and five hundred (1.500) shares throughout his or her entire term of office.

The steady increase in the Company's share price since the initial public offering of the Company in July 2014 has resulted in an increased amount to be paid by the candidates to the Board of Directors.

With reference to the recent changes in the Board of Directors' composition, you are offered to remove the content of Article 15 within the Company's Articles of Association, which provides for the reference to the minimum number of Company shares required to be held by each Director.

This proposal from Atos SE to remove the minimum number of shares required for each Director will allow the Board of Directors of the Company to adopt a similar rule as part of the Board Internal Rules in line with the level of the Company's share price. The minimum number of shares required for each Director will be set, for the time being, at 750 shares, given the current share price.

Atos SE will also submit another draft resolution at the General Meeting for the purpose of confirming the prior resolutions taken by its shareholders during their general meetings.

**DRAFT RESOLUTIONS**

**RESOLUTIONS WITHIN THE POWERS OF THE ORDINARY GENERAL MEETING**

**First resolution -** *(Confirmation of the terms of office of the members of the Board of Directors – Appointment of Mr. Thierry Breton)*

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, confirms as the case may be and retroactively, the appointment of Mr. Thierry Breton, as Director of the Company, whose term of office will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2019.

**Second resolution –** *(Confirmation of the terms of office of the members of the Board of Directors – Appointment of Mr. Gilles Grapinet)*

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, confirms as the case may be and retroactively, the appointment of Mr. Gilles Grapinet, as Director of the Company, whose term of office will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2019.

**Third resolution-** *(Confirmation of the terms of office of the members of the Board of Directors – Appointment of Mr. Aldo Cardoso)*

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, confirms as the case may be and retroactively, the appointment of Mr. Aldo Cardoso, as Director of the Company, whose term of office will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2019.

**Fourth resolution-** *(Confirmation of the terms of office of the members of the Board of Directors – Appointment of Mr. Luc Rémont)*

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, confirms as the case may be and retroactively, the appointment of Mr. Luc Rémont, as Director of the Company, whose term of office will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2018.

**Fifth resolution-** *(Confirmation of the terms of office of the members of the Board of Directors – Appointment of Ms. Susan Tolson)*

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, confirms as the case may be and retroactively, the appointment of Ms. Susan Tolson, as Director of the Company, whose term of office will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2018.

**Sixth resolution-** *(Confirmation of the terms of office of the members of the Board of Directors – Appointment of Mr. Gilles Arditti)*

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, confirms as the case may be and retroactively, the appointment of Mr. Gilles Arditti, as Director of the Company, whose term of office will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2017.

**Seventh resolution-** *(Confirmation of the terms of office of the members of the Board of Directors – Appointment of Ms. Ursula Morgenstern)*

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, confirms as the case may be and retroactively, the appointment of Ms. Ursula Morgenstern, as Director of the Company, whose term of office will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2018.

**Eighth resolution -** *(Confirmation of the terms of office of the members of the Board of Directors – Confirmation of the ratification of the co-opting of Ms. Sophie Houssiaux)*

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, confirms as the case may be and retroactively, the ratification of the co-opting of Ms. Sophie Houssiaux, as Director of the Company, whose term of office will expire at the end of the General Meeting convened to

approve the financial statements for the financial year ending in 2017.

**Ninth resolution-** *(Confirmation of the terms of office of the members of the Board of Directors – Confirmation of the ratification of the co-opting of Ms. Danielle Lagarde)*

The General Meeting, ruling under the quorum and majority conditions required for ordinary general meetings, confirms as the case may be and retroactively, the ratification of the co-opting of Ms. Danielle Lagarde, as Director of the Company, whose term of office will expire at the end of the General Meeting convened to approve the financial statements for the financial year ending in 2017.

**Tenth resolution -** *(Powers)*

The General Meeting grants all powers to the holder of an original, copy or excerpt from the minutes of this meeting to make any submissions, publications, declarations and formalities which may be necessary.

**RESOLUTION WITHIN THE POWERS OF THE EXTRAORDINARY GENERAL MEETING**

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**Resolution A** – *(Amendment of Article 15 of the Articles of Association – Directors' shares)*

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, decides to amend the content of Article 15 of the Articles of Association of the Company currently drafted as follows:

*“Throughout his/her entire term, each Director (apart from Directors representing the employees shareholders) must own at least one thousand and five hundred (1,500) shares. If*

*on the day of his/her appointment, a Director does not own the required number of shares or if during his/her term he/she ceases to own this number, he/she is considered to have automatically resigned if he/she does not regularize his/her situation within a period of six months”*

Which shall now be drafted as follows:

*“Not used”*

**ADDITIONAL INFORMATION ON CANDIDATES TO THE BOARD OF DIRECTORS**

**Thierry BRETON**

**Chairman of the Board of Directors**

**Number of shares** : 1,501

**Date of birth**: January 15, 1955

**Nationality** : French

**Date of appointment** : April 30, 2014

**Term expires on** : AGM ruling on the accounts of the 2019 financial year

**Proposal to renew Thierry Breton as member of the Board of Directors**

**Chairman of the Board of Directors of Worldline  
Chairman and Chief Executive Officer of Atos SE**

Directorships and positions as at December 31, 2016

- Chairman and Chief Executive Officer of Atos SE\*
- Director of Carrefour SA\*
- Director of SONATEL\* (Senegal)
- Director of Sats\* (Singapore)

Positions held during the last five years

- Chief Executive Officer of Atos International
- Chairman of the Board of Directors of Bull

\*Listed Company (Worldline is controlled by Atos SE)

**Thierry Breton** graduated from the *Paris Ecole Supérieure d'Electricité* (Supélec) and the *Institut des Hautes Etudes de Défense Nationale* (IHEDN, 46th class). In 1986, he became Project Manager of the Poitiers Futuroscope theme park, and then headed its teleport operations. He later served as an advisor to Education Minister René Monory in the area of new information technologies. He also served in the Poitou-Charentes Regional Council from 1986 to 1992 (as Vice-Chairman from 1988 on).

He then joined Bull as Director of Strategy and Development before becoming Deputy Managing Director. Member of the Board of Directors in February 1996, he was successively named Vice-Chairman of the Board then group Delegated Director.

After being appointed Chairman and Chief Executive Officer of Thomson (1997-2002) then Chairman and Chief Executive Officer of France Telecom (2002-2005), he was France's Minister for the Economy, Finance and Industry between February 25, 2005 and May 16, 2007, before becoming a professor at Harvard University (USA) for "*Leadership, Corporate Accountability*".

In November 2008, he became Chairman of the Management Board of Atos Origin. He is today Chairman and Chief Executive Officer of Atos SE.

**Gilles GRAPINET**

**Proposal to renew Gilles Grapinet as member of the Board of Directors**

**Chief Executive Officer  
Director**

**Chief Executive Officer of Worldline  
Senior Executive Vice President of Atos SE coordinating Global Functions**

**Number of shares** : 20,001

**Date of Birth** : July 03, 1963

**Nationality** : French

**Date of appointment** : April 30, 2014

**Term expires on** : AGM ruling on the accounts of the 2019 financial year

Directorships and positions as at December 31, 2016

- Senior Executive Vice-President Global Functions, Atos SE\*
- Director of Saint Louis Ré S.A., Bull
- Permanent representative Atos SE, Director of Atos Participation 2 S.A.
- Vice President of Atos IT Solutions and Services GmbH
- Member of the Supervisory Board of Atos Information Technology GmbH, Worldline (China)

Positions held during the last five years

None

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\*Listed Company (Worldline is controlled by Atos SE)

**Gilles Grapinet** is a graduate of the *Ecole Nationale d'Administration* and a French *Inspecteur Général des Finances* (General Finance Inspector). He was Director of Information Systems and Strategy at the French *Direction Générale des Impôts* (Tax Department), and Director of the Copernic program, charged with creating an “e-Tax department” for electronic filing of tax returns and payment of taxes. He was an economic and financial adviser to the French Prime Minister in 2003 and 2004, and then chief of staff (*Directeur de cabinet*) to two ministers of the Economy and Finances from 2004 to 2007. In 2007, he became a member of the Executive Committee of Crédit Agricole SA, in charge of Strategy and later of the group’s Systems and Payment Services division. Mr. Grapinet joined Atos in December 2008. He currently serves as Senior Executive Vice President in charge of Global Functions of the Atos group, in which capacity he has headed Global Support Functions, ensured coordination and development of Global Sales and Marketing as well as of the Consulting and Technology Services division of the Atos group, and supervised development of the Group’s activities. Mr. Grapinet has been Worldline’s Chief Executive Officer since July 2013. He received the French *Légion d'Honneur (Chevalier)* in 2011.

**Aldo CARDOSO**

**Independent Director  
Chairman of the Audit  
Committee**

**Number of shares :** 1,500

**Date of birth :** March 07, 1956

**Nationality :** French

**Date of appointment :** June 13,  
2014

**Term expires on :** AGM ruling  
on the accounts of the 2019  
financial year

**Proposal to renew Aldo Cardoso as member of the Board of  
Directors**

**Director of Companies**

Directorships and positions as at December 31, 2016

- Director of Engie\*
- Director of Imerys\*
- Chairman of the Board of Directors of Bureau Veritas\*
- Censeur of Axa Investment Managers (France)

Positions held during the last five years

- Director of Accor\*
- Director of Gecina\*
- Director of Rhodia\*
- Director of Mobistar (Belgium)\*
- Director of General Electric Corporate Finance Bank SAS

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\*Listed Company

**Aldo CARDOSO** is a graduate of the *École Supérieure de Commerce de Paris* and holds a Master's Degree in Business Law and is a Certified Public Accountant. From 1979 to 2003, he held several successive positions at Arthur Andersen, including consultant, partner (1989), Chief Executive Officer audit and financial advisory France (1993-1996), member of the Board of Directors of Andersen Worldwide (1996), Chairman of the Board of Directors (non-executive) of Andersen Worldwide (2000) and Chief Executive Officer of Andersen Worldwide (2002-2003). Since 2003, he has served as a Director of French and foreign companies.



**Luc REMONT**

**Proposal to renew Luc Rémont as member of the Board of Directors**

**Independent Director**

*Executive Vice President, International Operations, Schneider Electric Group*

**Number of shares:** 1,500

**Date of birth:** September 07, 1969

**Nationality:** French

**Date of appointment:** June 13, 2014

**Term expires on:** AGM ruling on the accounts of the 2018 financial year

Other directorships and positions as at December 31, 2016

- *Executive Vice President International Operations, Schneider Electric*
- Director of DCNS

Positions held during the last five years

- CEO of Schneider Electric France

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**Luc Rémont** graduated from *École Polytechnique* and *École Nationale Supérieure des Techniques Avancées* (Ensta) and started his career in 1993 as an engineer at the French Ministry of Defense. From 1996 to 2007, he held several positions at the French Ministry of Economy, Finance and Industry. Initially, he was responsible for the French Treasury's relations with international development banks (including the World Bank and EBRD) before representing the French State's shareholding interests in transportation companies. From 2002 to 2007, he served as technical advisor and then deputy chief of staff of the Minister of Finance. In 2007, he joined Merrill Lynch Investment Banking (which he recently left), where he was head of Bank of America Merrill Lynch Corporate and Investment Banking for France beginning in 2009. In April 2014, he joined Schneider Electric, where he served as President of Schneider Electric France between July 2014 and April 2017. Since then, he holds the position of *Executive Vice President International Operations* at Schneider Electric.

**Susan M. TOLSON**

**Independent Director  
Member of the Audit  
Committee and of the  
Nomination and Remuneration  
Committee**

**Number of shares :** 1,500

**Date of birth :** March 07, 1962

**Nationality :** American

**Date of appointment :** June 13,  
2014

**Term expires on :** AGM ruling  
on the accounts of the 2018  
financial year

**Proposal to renew Susan M. Tolson as member of Board of  
Directors**

**Board member for several corporations and non-profit entities**

Directorships and positions as at December 31, 2016

- Director of Lagardère Group\*
- Director of Take-Two Interactive Software
- Director of Outfront Media\*
- Director American Cinémathèque
- Member of the Los Angeles World Affairs Council, the Paley Center For Media and the Los Angeles Society of Financial Analysts

Positions held during the last five years

- Director of American Media, Inc.
- Honorary President of the Council of the American Women's Group in Paris
- Director of the Fulbright Commission
- Board member of the American University of Paris
- Honorary President of American Friends of the Musée d'Orsay

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\*Listed Company

**Susan M. Tolson** graduated cum laude from Smith College in 1984 with a B.A. in economics and earned an M.B.A. degree from Harvard Business School in 1988. Ms. TOLSON started her career as a corporate finance analyst at Prudential-Bache Securities in 1984, and then joined Aetna Investment Management Company in 1988 as an Investment Officer, managing private equity investments in media and entertainment companies. From April 1990 to June 2010, Ms. TOLSON worked at Capital Research Company (Capital Research), a subsidiary of The Capital Group Companies, Inc., one of the world's largest investment management organizations, successively as an analyst, portfolio manager and then senior vice president, specializing in the high-yield bond market. Ms. TOLSON has been an active board member for several corporations and non-profit entities since 2010.

**Gilles ARDITTI**

**Proposal to renew Gilles Arditti as member of the Board of Directors**

**Director**

**Executive Vice-President Investor Relations & Financial Communication of Atos SE**

**Number of shares:** 1,501

**Date of birth:** November 24, 1955

**Nationality:** French

**Date of appointment:** April 30, 2014

**Term expires on:** AGM ruling on the accounts of the 2017 financial year

Other directorships and positions as at December 31, 2016

None

Positions held during the last five years

None

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**Gilles Arditti** holds a master in finance from the *Université de Dauphine* and a master in international finance from the *École des Hautes Études de Commerce* (HEC) in Paris. He also holds an engineering degree from the *École Nationale Supérieure de Techniques Industrielles et des Mines d'Alès* (ENSTIMA) and is a Certified Public Accountant. After six years at Bull and four at KPMG, he joined Atos in 1990, where until 2004 he was successively, Director of Mergers and Acquisitions, Director of Finance and Human Resources for Atos Origin in France, and CFO for France, Germany and Central Europe. In 2007, Mr. Arditti became head of Investor Relations and Financial Communication for the Atos group, a position he still holds. Mr. Arditti was a member of the Board of Directors of Worldline Germany from 1993 to 2006.

**Ursula MORGENSTERN**

**Proposal to renew Ursula Morgenstern as member of the Board of Directors**

**Director**

**Executive Vice-President, Head of Business & Platform Solutions, Atos SE**

**Number of shares:** 1,501

**Date of birth:** April 12, 1965

**Nationality:** German

**Date of appointment:** April 30, 2014

**Term expires on:** AGM ruling on the accounts of the 2018 financial year

Other directorships and positions as at December 31, 2016

- Director of Bluekiwi Software SAS
- Director of Canopy the Open Cloud Company Limited (United Kingdom)
- Director of Canopy the Open Cloud Company USA, Inc.

Positions held during the last five years

- Director and CEO of Atos IT Solutions and Services Limited (Ireland)
  - Director and CEO of Atos IT Solutions and Services Limited (United Kingdom)
  - Director and CEO of Atos Consulting Limited
  - Director of Atos Scotland GP Limited
  - Director of Atos Scotland GP Limited, managing associate of Atos CS Scotland LP Partnership
  - Director and CEO of Atos Esprit Limited
  - Director and CEO of Atos International IT Limited
  - Director and CEO of Atos Investments Limited
  - Director and CEO of Atos IT Services Limited
  - Director and CEO of Atos IT Services UK Limited
  - Director and CEO of Atos Limited
  - Director of Atos Origin (Sema) Pension Trustees Limited
  - Director of Atos Origin CS Pension Trustees Limited
  - Director of Atos Origin Pension Trustees Limited
  - Director of Atos Scotland GP Limited
  - Director and CEO of Atos UK International IT Services Limited
  - Director and CEO of Atos UK IT Holdings Limited
  - Director and CEO of Atos UK IT Limited
  - Director and CEO of Barabas Limited
  - Director and CEO of BR Business Systems Limited
  - Director and CEO of Sema Investment UK Limited
  - Director and CEO of Sphere Limited
- 

**Ursula Morgenstern** joined Atos in 2002 at the time of the acquisition of KPMG Consulting. Since the beginning of 2012, she has served as Head of the United Kingdom and Ireland entities. Beginning in 2009, she had been Senior Vice President in charge of Private Sector Markets, and from 2007 to 2009 she had been Senior Vice President in charge of Systems Integration. Prior to that, she had occupied various positions in Systems Integration, including Head of Profit Centers. She is currently Head of Business & Platform Solutions at Atos.

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**Sophie HOUSSIAUX**

**Ratification of the co-opting of Madame Sophie Houssiaux as member of the Board of Directors**

**Director**

**Head of Research and Development, Big Data & Security**

**Number of Shares** : 1,500

**Date of birth**: February 02, 1965

**Nationality** : French

**Date of appointment** : December 12, 2016

**Term expires on** : AGM ruling on the accounts of the 2017 financial year

Directorships and positions as at December 31, 2016

None

Positions held during the last five years

None

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**Sophie Proust Houssiaux** graduated from the *Ecole Supérieure d'Electricité* (Supelec). She joined Bull in 1989 where she held various technical managerial positions and, in particular, she headed the Tera100 Project which granted the CEA, in 2010, with the first Petaflops-scale calculator in Europe. She joined the Atos group in 2014 following the takeover by Atos of Bull, where she lastly held the position of Head of Research & Development. At Atos, she currently is Head of Research & Development for the Big Data & Security division.

**Danielle LAGARDE**

**Ratification of the co-opting of Madame Danielle Lagarde as member of the Board of Directors**

**Director**

**Chief Human Resources Officer EMEA of Jones Lang Lasalle**

**Number of shares :** 1,500

**Date of birth :** 03/05/1960

**Nationality :** French

**Date of appointment :**  
12/12/2016

**Term expires on:** AGM ruling on the accounts of the 2017 financial year

Directorships and positions as at December 31, 2016

None

Positions held during the last five years

- None

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**Danielle Lagarde** joined Atos in 2005 where she spent more than 11 years and where she served in several roles.

From June 2014 to January 2017, she served as Group Senior Vice President, in charge of Human Resources Executive Management. Prior to this role and from 2008 to 2014, she was responsible for the Group HR Center of Excellence, in charge of all HR expertise, and was also leading the HR for the corporates entities and for all support functions. From 2007 to 2008, she served as Group Vice President of Talent Management & HR for corporate entities. She started in the Group as HRD Continental Europe for Atos-Euronext in 2005.

Prior to Atos, Danielle Lagarde served as Senior HR Director EMEA for several service lines at DELL, CEO France for RSL Com (US Telco Company), HRD Europe for Viatel (US Telco), Managing Director at Millesime Human Resources Ltd. based in Hong Kong, and Corporate Communication Manager for a Group of Airlines (EAS Europe Airlines). She started her career as Head hunter and was Consultant (Partner) at Switch One during several years.

She is currently serving as Chief Human Resources Officer EMEA at Jones Lang Lasalle.

Danielle Lagarde holds a Post Master degree (DESS) in Human Resources (IAE Aix en Provence), a Board Member Certification (IFA/SciencesPo Paris) and a “Women on Board” Certification from Harvard Business School.

**REQUEST FOR DOCUMENTS AND INFORMATION**



Form to be returned to:  
Société Générale  
Département Titres et Bourse  
Service Assemblées  
SGSS/SBO/CIS/ISS/GMS  
32 rue du Champ de Tir  
CS 30812  
44308 Nantes Cedex 3

**COMBINED GENERAL MEETING OF MONDAY JULY 24, 2017**

I, the undersigned,

Name, surname.....

Residing at.....

Postcode..... City..... Country.....

Owner of ..... shares of WORLDLINE :

- registered shares
- bearer shares entered in an account at<sup>1</sup> :.....

acknowledge having received the documents and information concerning the General Meeting as provided for by article R. 225-81 of the French Commercial Code,

request a copy of the documents and information concerning the Combined General Meeting of July 24, 2017 as provided for by Article R. 225-83 of the French Commercial Code.

Signed in ....., on ..... 2017

**Signature**

**NOTA:** Pursuant to Article R. 225-88 of the French Commercial Code, any shareholder holder of registered shares, as from the time of issuance of the notice for the Meeting and until the fifth day before the General Meeting, may request the Company to send the documents provided for in Articles R. 225-81 and R. 225-83 of the French Commercial Code.

The same right applies to the shareholders holder of bearer shares who prove their quality by providing their "Attestation de participation" from their bank or broker.

It is specified that the owners of registered shares may obtain from the Company, by making a single request, all such documents and information for each subsequent General Meeting.

<sup>1</sup> Insert the name of the broker or bank handling your account

## ABOUT WORLDLINE

Worldline [Euronext: WLN] is the European leader in the payments and transactional services industry. Worldline delivers new-generation services, enabling its customers to offer smooth and innovative solutions to the end consumer.

Key actor for B2B2C industries, with over 40 years of experience, Worldline supports and contributes to the success of all businesses and administrative services in a perpetually evolving market. Worldline offers a unique and flexible business model built around a global and growing portfolio, thus enabling end-to-end support. Worldline activities are organized around three axes: Merchant Services, Mobility & e-Transactional Services, Financial Services including equensWorldline.

Worldline employs more than 8,700 people worldwide, with estimated revenue of circa 1.5 billion euros on a yearly basis.

Worldline is an Atos company. [worldline.com](http://worldline.com)

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80, quai Voltaire  
95877 Bezons Cedex  
Tel.: +33 1 73 26 00 00

The full list of the Worldline group offices is available on its website.

For more information:  
Please contact: [assemblee.generale@worldline.com](mailto:assemblee.generale@worldline.com)  
Or visit our website [worldline.com](http://worldline.com)