

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 modified in June 2018 (the “Code”).
The term "Registration Document" refers to the 2018 Registration Document

N°	Art Code	<i>Recommendation of the AFEP MEDEF</i>	Implementation by Worldline
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 for 2019. 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. The Company’s CSR strategic plan (“Trust 2020”) comprises ambitious objectives in 5 areas (sustainability of operations, innovation, employer well-being and development, business ethics, environment and eco-efficiency) that are measured by quantified key performance indicators. A full description of the Company’s measures and initiatives on corporate social responsibility are included in Part D of the Registration Document and in the 2018 integrated report.</p>
	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 constituted four internal committees (Audit Committee, Nomination and Remuneration Committee, Investment Committee, Strategy and Innovation Committee) and decides on the basis of such Committees’ recommendations.</p> <p>In 2018, Directors held a fully-dedicated meeting on the strategy of the Worldline Group. A Strategy and Innovation Committee was created by the Board of Directors on November 30, 2018.</p>

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	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 regulations of the Board of Directors, the Board carries out all of those missions.</p>
	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, during the Board of Directors and the Committees' sessions and via reports.</p>
	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 Audit Committee on high-risk contracts, major pending litigations and the internal audit activities as well as the measures taken accordingly. The Audit Committee communicates this information to the Board. Moreover, each year, the Board Secretary presents to the Board a review of the Company's performances in corporate social and environmental responsibility. A full description of the risk factors is included in part F of the Registration Document which also comprises the Risk Management activities (Section F.1.) and the mitigation measures (Section F.3.).</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. On September 15th, 2017, the Atos Group validated a new Ethics and Compliance policy setting forth the objectives in respect of competition law, corruption, controls of exports of military and dual-use goods, personal data protection, human rights, international sanctions, money laundering and terrorism financing, conflicts of interests, fraud, safe and ethical workplace. This policy is applicable within the Worldline Group. Worldline's Code of Ethics, based on the Atos group's Code of Ethics, was reviewed and approved by Worldline Board of Directors in 2016. The Code of Ethics makes a direct reference to Worldline corporate values, establishing ethical practices as the backbone of Worldline's business strategy: Responsibility, Trust, Sustainable competitiveness, Service quality and listening to clients, Innovation, Wellbeing@Work and Excellence. A detailed description of the Ethics and Compliance policy is included in part D.4.1 of the 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 30.30% of female employees worldwide and constantly strives to improve this proportion. Thus, on the 81 people are employed in Worldline's top management team, 18.52% of whom are women.</p> <p>In alignment with Atos Diversity Program, Worldline has identified new actions that will be deployed in 2019 to strengthen women representation in this category. This would include clarifying the process and instructions to ensure that women and men are treated equally during the people review and that women representation criteria is systematically taken into consideration to establish the succession plan.</p> <p>As of December 31, 2018, the Board was composed of women for 45% and the Board's objective is to maintain this ratio above the 40% threshold set up by law. Moreover, considering the appointments within the Board's Committees, 3 out of 4 Committees comprise one or several women director(s).</p> <p>The General Meeting to be held on April 30, 2019 will decide upon the appointment of three Directors and the renewal of the office of three Directors. Should all the resolution be passed, the proportion of women at the Board of Directors will equal 42% (5 women out of 12 Directors), which exceeds the statutory minimum.</p>

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	<p>1.9</p>	<p>Internal rules of the Board of Directors</p> <p>The internal rules specify:</p> <ul style="list-style-type: none"> - the cases where prior approval by the Board of Directors is required, which may differ according to which division of the company is concerned; - the principle that any material transaction outside the scope of the firm's stated strategy is subject to prior approval by the Board of Directors; - the rules according to which the Board of Directors is informed on the corporation's financial situation, cash position and commitments. <p>These rules relate not only to external acquisitions or disposals, but also to major investments in organic growth or significant internal restructuring operations.</p> <p>The Board of Directors is informed in a timely fashion of the corporation's cash position in order, where applicable, to take decisions relating to its funding and indebtedness.</p>	<p>Yes. The internal regulations adopted by the Board are summarized in the Registration Document and published annually on the Company's website.</p> <p>The cases requiring prior approval of the Board are mentioned in the internal regulations as well as in the Registration Document. The internal regulations also specify the rules governing the information of the Board.</p>

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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. The diversity of skills at Board level has demonstrated its pertinence since the initial public offering of the Company and the composition of the Board of Directors is even more pertinent since the appointment of Ms. Giulia FITZPATRICK and Dr. Romeo LACHER which brought the ratio of Directors of non-French nationalities to 36%, reflecting the strengthened European leadership of Worldline since the acquisition of SIX Payment Services.</p> <p>The General Meeting to be held on April 30, 2019 will decide upon the appointment of three Directors and the renewal of the office of three Directors. Should all the resolution be passed, the proportion of non-French Directors will equal 42% (5 non-French Directors out of 12).</p> <p>Yes. The Board has adopted internal regulations that present the organization and the operation of the Board. The internal regulations are summarized and annually published in the Registration Document and on the Company's website.</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 regulations and summarized in the 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>Yes. As of the date of the Registration Document, Atos SE has exclusive control of the Company.</p> <p>Measures have been taken to ensure that Atos SE does not abuse its status as controlling shareholder of the Company. To this end, the Company has appointed four independent Directors with a fifth to be appointed on April 30, 2019 in accordance with the agreements in place with SIX Group AG in the context of the acquisition of SIX Payment Services. In addition, the Board of Directors is assisted by the Audit Committee and the Nomination and Remuneration Committee, which are mainly composed of independent Directors.</p>

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			On January 30, 2019, Atos SE announced its project to distribute in kind circa 23.5% of the share capital of Worldline to its shareholders. Subject to the approval of Atos SE's General Meeting on April 30, 2019, Atos SE will own around 27.44% of shares of Worldline and the corporate governance of Worldline will be adjusted accordingly.
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. The formula chosen by the Board of Directors, which consists in the separation of the offices of Chairman and Chief Executive Officer, as well as the rationale for deciding to separate the offices of Chairman and Chief Executive Officer are explained in the Registration Document (see section G.2.2). This section also explains the appointment of the Deputy Chief Executive Officer and the organization of the management functions.</p>
	<p>3.3</p>	<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. To date, Worldline's Board of Directors has neither designated a Lead independent Director or Vice President, nor conferred special tasks to a Director.</p>
4	The Board and communication with shareholders and the markets		
	<p>4.1</p> <p>4.2</p>	<p>Communication with the market</p> <p>Each corporation should have a very rigorous policy for communication with</p>	<p>Yes. Press releases are published on the Company's website and provided to broadcasters (through a professional broadcaster), making them available to all</p>

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		the market and analysts. All communications activities must allow everyone to access the same information at the same time	investors at the same time. 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.
	4.3	<p>Shareholders and investors' information</p> <p>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>	<p>Yes. Since the initial public offering of the Company in 2014, Worldline has communicated its strategy through three-year plans. It participated to Atos Investor Day organized in November 2016 and organized its own Investor Day in October 2017, presenting three-years ahead projections and their implementation. On October 3, 2017, in the context of an "Investor Day", Worldline presented the next milestone of its Pan-European leadership ambitions.</p> <p>More recently, Worldline participated to Atos Investor Day organized in January 2019 during which its new three-year plan for 2019, 2020 and 2021 was presented.</p> <p>Presentations established to present financial communications (also used for roadshows), investor days or General Meetings are regularly posted on the website of the Company.</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 of the Board of Directors regularly communicates with shareholders. In addition, in accordance with the internal regulations, the Chairman ensures the continuous commitment and the application of the best-in-class corporate governance standards by the Board.</p>
	4.5	<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>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</p>	<p>Yes. Information on off-balance sheet commitments are included in the Registration Document under Note 13 to the consolidated accounts.</p> <p>The risks and the risk management systems are described in section F of the Registration Document.</p> <p>The Board of Directors regularly reviews off balance sheet commitments, which are preliminarily reviewed by the Audit Committee (see section G.2.5.1.).</p> <p>N.A. As at the date of the Registration Document, Worldline is not subject to a</p>

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		with any changes that have occurred during the financial year.	credit rating.
5	The Board of Directors and the Shareholders' meeting		
	5.2	<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 to ensure open discussions with its shareholders and shareholders' meeting is a privileged moment of communication for the Company with its shareholders.</p> <p>During the Annual General Meetings, 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 items. 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> <p>Additionally, regular roadshows organized with investors, governance analysts and discussions with CSR rating agencies, notably in connection with the preparation of the Annual General Meeting, provide opportunities for listening to the investors' expectations.</p>
	5.3 5.4	<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>Before carrying out this disposal, the Board must present the shareholders'</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>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>	
6	Membership of the Board of Directors: Guiding Principles		
	<p>6.1</p>	<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. Worldline 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. The diversity of profiles at Board level has been reinforced with the appointment of Ms. Giulia FITZPATRICK and Dr. Romeo LACHER adding their extensive experience in the Merchant Services and Financial Services Business Lines. They combine all the skills and experience required to perform their office. The involvement of the Directors is reflected in the strong attendance rate to Board meetings in 2018 (97%, up seven points compared to 2017).</p> <p>The experience of the Board of Directors is also expected to increase after the contemplated appointments of the three directors the nomination of which is proposed to the General Meeting to be held on April 30, 2019.</p>
	<p>6.2</p>	<p>Membership of the Board of Directors</p> <p>Each Board should consider what would be the desirable balance of its membership and that of the Board committees should be, in particular as in terms of diversity (gender representation, nationalities, age, qualifications, professional experience, etc.). It should make public in the report on corporate governance a description of the diversity policy applied to members of the Board of Directors, as well as a description of the objectives of this policy, its implementation measures and the results achieved in the past financial year.</p>	<p>Yes. Following the appointment of Ms. Giulia FITZPATRICK, the Board of Directors has been composed of 45% of women (5 out of 11), thus surpassing the minimum threshold of 40% required by law. Moreover, the proportion of Directors of non-French nationalities reaches 36% (4 out of 11). The diversity of skills is also well reflected in the variety of profiles of Board members who have different experiences, education and trainings: engineering, finance, education, management skills, law, banking etc. The diversity policy applied to Board members, including its objectives, implementation measures and results is debated and validated each year by the Board upon recommendation of the Nomination and Remuneration Committee.</p> <p>The diversity policy is described in the report on corporate governance included</p>

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			<p>in the Registration Document (cf. G.2.3.2).</p> <p>The General Meeting to be held on April 30, 2019 will decide upon the appointment of three Directors and the renewal of the office of three Directors. Should all the resolution be passed, the proportion of women at the Board of Directors will equal 42% (5 women out of 12 directors) and the proportion of non-French Directors will equal 42% (5 non-French Directors out of 12).</p> <p>Further to those appointments, it is expected that the Board of Directors will review its diversity policy.</p>

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7	Representation of employee shareholders and employees		
	<p>7.1</p> <p>7.2</p> <p>7.3</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>N.A. As of the date of the Registration Document, the Company has not appointed an employee board member within the meaning of Article L. 225-27-1 of the French Commercial Code, as this Article is not applicable as long as the Company is a subsidiary of Atos SE which is required to have employee representation on its Board.</p> <p>In the context of the announcement by Atos SE of its project to distribute in kind circa 23.5% of the share capital of Worldline to its shareholders, the General Meeting of Worldline to be held on April 30, 2019 will resolve on a draft resolution regarding the amendment of the bylaws of Worldline for the purposes of setting forth the mechanism regarding the designation of a Director representing the employees.</p>
8	Independent directors		

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	<p>8.3</p> <p>8.4</p>	<p>Independence of the directors</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 § 8.5 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 § 8.5, 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 and Remuneration Committee, in accordance with the recommendations of the Code.</p> <p>The conclusions of the Board of Directors during its meeting of February 18, 2019 are set forth in the Registration Document. It is stated that four out of the eleven members of the Board of Directors (i.e. 36%) were qualified as being independent during this annual assessment of their independence. The report also includes a nominative list of members who do not qualify as being independent.</p> <p>As per the SIX Shareholders' Agreements, an additional independent Director is contemplated to be appointed by the General Meeting to be held on April 30, 2019.</p> <p>In addition, following the announcement by Atos on January 30, 2019 of its project to distribute in kind around 23.5% of the share capital of Worldline to its shareholders, it is expected that the representation of Atos at the Board of Directors be reduced to 3 Board members (including the Chairman). In this context, the General Meeting of Worldline to be held on April 30, 2019 will resolve on the appointment of two additional independent Directors. The Nomination and Remuneration Committee has, on March 15, 2019, reviewed the independency situation of each Director whose appointment or renewal is proposed to the General Meeting.</p> <p>Consequently, it is expected that, as from April 30, 2019, the Board of Directors be composed of 12 members, out of which 6 independent Directors (i.e. 50%) and one censor.</p>
	<p>8.5.3</p>	<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 	<p>Yes. As part of the assessment of how significant the relationship with the Company or its group is, the Board of Directors, during its meeting held on February 18, 2019, on the recommendation of the Nomination and Remuneration Committee, retained the same criteria as those used the previous year, i.e.:</p> <ul style="list-style-type: none"> (i) a quantitative criterion, being the consolidated turnover of 1% performed by the Company with a group within which a Worldline Director exercises a function and/or holds a mandate; (ii) qualitative criteria, i.e.: (i) the duration and continuity of the business

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		<p>accounts.</p> <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>relationship (seniority of the relationship or impact of potential contract renewals...), (ii) the importance or intensity of the relationship (potential economic dependency), and (iii) the structure of the relationship (director free of any interest...).</p>
	<p>8.5.1 and 8.7</p>	<p>Independence criteria based on:</p> <ul style="list-style-type: none"> • past relationships (not to be and not to have been within the previous five years: an employee of the Company's parent company) • not to represent a major shareholder. 	<p>No. As part of its annual review during the meeting of February 18, 2019, the Board, upon the recommendation of the Remuneration and Nomination Committee, considered that even though Danielle LAGARDE has been designated upon proposal of Atos SE and has been an employee of the Atos group less than five years ago (she left Atos in January 2017), she has shown, since she has first been appointed in 2016, freedom of judgment enabling her to act and make decisions in complete independence.</p>
9	Evaluation of the Board of Directors		
	<p>9.1</p> <p>9.2</p> <p>9.3</p>	<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 	<p>Yes. Every year, Worldline evaluates the work of the Board of Directors, under the direction of the Nomination and Remuneration Committee and supervision of the Secretary of the Board of Directors and also publishes the follow-up to this review.</p> <p>For the 2018 financial year, the Board conducted a formal evaluation of its work and presented it to the Board during its meeting of December 12, 2018. The result of this assessment is included in the Registration Document (section G.2.6.).</p>

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		taken as a result.	
10	Meetings of the Board and of the Committees		
	10.1	<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 Registration Document indicates the number of meetings and the attendance rates during the financial year 2018:</p> <ul style="list-style-type: none"> (i) The Board of Directors held 13 meetings. The attendance rate of all Directors at meetings amounted to an average of 95%; (ii) The Audit Committee held 6 meetings. The attendance rate of all its members at these meetings amounted to an average of 95%; (iii) The Nomination and Remuneration Committee held 4 meetings. The attendance rate of all its members at these meetings amounted to 100%; (iv) The Investment Committee held 3 meetings. The attendance rate of all its members at these meetings amounted to 100%; (v) The Strategy and Innovation Committee (created on November 30, 2018) held no meetings. <p>The Registration Document specifies the individual attendance rate to the meetings of the Board and the Committees.</p>
	10.2	<p>Frequency</p> <p>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.).</p>	<p>Yes. In 2018, the Board met 13 times which allowed a very regular review of the Company's affairs. Meetings are not limited in time and items on the agenda are discussed on the basis of a complete documentation, reviewed as the case may be by the Committees, which quality is praised by the Directors (as evidenced on the occasion of the assessment session of the Board's works).</p>
	10.3	<p>Meeting attended by non-executive directors</p> <p>It is recommended that at least one meeting not attended by the executive officers should be organized each year.</p>	<p>Yes. At least once a year, the Directors hold informal meetings, in the absence of the Chief Executive Officer, during which they discuss the Company's affairs.</p> <p>Additionally, the Nomination and Remuneration Committee meets, outside of the Chief Executive Officer and Deputy Chief Executive Officer's presence, to</p>

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			<p>assess his/their performance on the occasion of the award of his/their variable compensation. The Nomination and Remuneration Committee communicates to the Board of Directors the assessment on the Chief Executive Officer and Deputy Chief Executive Officer's performance.</p>
	<p>10.4</p>	<p>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</p>	<p>Yes. These measures are specified in the internal regulations and applied in the context of the drafting of all minutes.</p>
<p>11</p>	<p>Directors' access to information</p>		
	<p>11.1</p>	<p>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.</p>	<p>Yes. Board's internal regulations stipulate the terms and conditions of the directors' information right and their confidentiality duty.</p>
	<p>11.2</p>	<p>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.</p>	<p>Yes. This right to permanent information is mentioned in the Board of Directors' internal regulations. Directors are regularly informed as appropriate, during the meetings but also between meetings, if the importance or urgency of the information so requires, in particular through communication sent by the Board Secretary, on such subjects as market developments, competitors' situation, or analysts' reports.</p>
	<p>11.4</p>	<p>Meetings with executive managers 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 regulations 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>

N°	Art Code	Recommendation of the AFEP MEDEF	Implementation by Worldline
12	Directors' training		
	12.1	<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.</p>	<p>Yes. Upon the appointment of a new Director, various sessions are offered with the main group executives on the group's business, organization and governance.</p>
	12.2	<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. Mr. Gilles ARDITTI, Mr. Aldo CARDOSO, Ms. Giulia FITZPATRICK, Mr. Luc REMONT and Ms. Susan M. TOLSON 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 Committee member.</p>
	12.3	<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>N.A. As of the date of the Registration Document, the Company had not appointed an employee director within the meaning of Article L. 225-27-1 of the French Commercial Code, as the Article is not applicable as long as the Company is a subsidiary of Atos SE which is required to have employee representation on its board.</p> <p>In the context of the announcement by Atos SE of its project to distribute in kind circa 23.5% of the share capital of Worldline to its shareholders, the General Meeting of Worldline to be held on April 30, 2019 will resolve on a draft resolution regarding the amendment of the bylaws of Worldline for the purposes of setting forth the mechanism regarding the designation of a Director representing the employees. This proposal is submitted to the General Meeting in anticipation of such obligation being applicable to Worldline.</p>
13	Duration of Directors' terms of office		
	13.1 13.2	<p>Duration and staggering of Directors' terms</p> <p>The duration of each director's terms should not exceed four years. These</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 terms of office come to</p>

N°	Art Code	Recommendation of the AFEP MEDEF	Implementation by Worldline
		terms should be staggered in order to avoid the replacement of the entire body.	an end each year for one third of them, allowing for a staggering of terms.
	<p>13.3</p> <p>13.4</p>	<p>Information on the directors</p> <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>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 Registration Document.</p> <p>Likewise, biographical information on candidates to the office of Director is included in the Annual General Meeting brochures. The report to the General Meeting to be held on April 30, 2019 will indicate the rationale for the proposed renewals and appointments. A presentation will be also made to the General Meeting.</p>
14	Committees of the Board: General principles		
	14.1	<p>Membership of the committees</p> <p>The existence of cross-directorships in the committees should be avoided.</p>	Yes. There is no cross-directorship in the Committees.
	14.2	<p>Appointment of the committees</p> <p>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.</p>	Yes. The Registration Document contains a detailed description of the activity of the Committees. In advance of Board meetings, Directors are provided with detailed presentations drawn up by the Committees to ground and facilitate the Board's decisions.
	14.3	<p>Methods of operation of the committees</p> <p>The committees of the Board may request external technical studies relating to matters within their competence.</p>	Yes. The internal regulations of the Board of Directors include Committees' operating procedures. As per the internal regulations, Board Committees are indeed allowed to request external technical studies, subject to prior information to the Chairman of the Board.

N°	Art Code	<i>Recommendation of the AFEP MEDEF</i>	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.	
15	The Audit Committee		
	15	<p>Existence</p> <p>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.</p>	<p>Yes. The Board of Directors has an Audit Committee.</p>
	15.1	<p>Membership</p> <p>The audit committee members should be competent in finance or accounting.</p> <p>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.</p> <p>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.</p>	<p>Yes. Aldo CARDOSO, Gilles ARDITTI, Giulia FITZPATRICK, Luc REMONT and Susan TOLSON have the required expertise by virtue of their education and professional experience.</p> <p>The financial and accounting skills of the Audit Committee members are detailed in the Registration Document (section G.2.5.1.).</p> <p>No. As of the date of the Registration Document, the Audit Committee was composed of five members, three of which were independent: Aldo CARDOSO (Chairman) (independent), Gilles ARDITTI, Giulia FITZPATRICK, Luc REMONT (independent) and Susan TOLSON (independent). Consequently, on December 31, 2018, the Committee was composed 60% of independent members, and presided over by an independent Director.</p> <p>As contemplated by the SIX Shareholders' Agreements, the General Meeting to be held on April 30, 2019 will resolve on the appointment of at least one independent Director that is also expected to join the Audit Committee, thus bringing the proportion of independent Directors in such committee to 2/3.</p>

N°	Art Code	Recommendation of the AFEP MEDEF	Implementation by Worldline
	<p>15.2</p>	<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>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>	<p>Yes. As reported in section G.2.5.1. of the Registration Document, the internal regulations of the Board of Directors include the scope set by the Code as to the duties of the Audit Committee. During the Board meeting held on November 30, 2018, the internal regulations were also modified so as to integrate the new social and environmental duties of the Audit Committee. The Audit Committee annually reviews the risk mapping exercise (ERM) presented by the Head of Internal Audit and Internal Control. The Chairman of the Audit Committee then presents it in Board meeting with the related documentation.</p>
	<p>15.3</p>	<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</p>	<p>Yes. Audit Committee members receive the documentation regarding Committee meetings several days before they take place, allowing them a sufficient time to review the documents. Moreover, the members of the Audit Committee keep close contacts with the Company on subjects concerning the Committee.</p> <p>The working methods of the Audit 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 regulations of the Board of Directors and</p>

N°	Art Code	Recommendation of the AFEP MEDEF	Implementation by Worldline
		for financial affairs, accounting, cash flow and internal audits.	summarized in the Registration Document (See section G.2.5.1).
16	The Nominations Committee		
	16	<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 remuneration committee which is also in charge of nominations (Nomination and Remuneration Committee).</p>
	16.1	<p>Membership</p> <p>It must not include any executive officer and must mostly consist of independent directors.</p>	<p>Yes. The membership requirements relating to the proportion of independent Directors are fully complied with (three out of five members are independent). The Committee does not include the Chief Executive Officer who is only associated to the works of the Committee on nominations.</p>
	16.2	<p>Duties</p> <p>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.</p> <p>The nominations committee (or an <i>ad hoc</i> committee) should design a plan for replacement of company officers.</p>	<p>Yes. As far as nominations are concerned, the Nomination and Remuneration Committee's general field of competence shall be to research and examine any candidate for the appointment 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.</p> <p>The Nomination and Remuneration Committee also addresses the succession plan of the Company officers to raise this topic at Board meeting.</p>
	16.3	<p>Operating methods</p> <p>The Chief Executive Officer contributes to the work of the nominations committee.</p>	<p>Yes. As mentioned in §16.1, the Chief Executive Officer is associated to the works of the Nomination and Remuneration Committee on nominations.</p>

N°	Art Code	Recommendation of the AFEP MEDEF	Implementation by Worldline
17	The Compensation Committee		
	<p>17.1</p>	<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 (three out of five members are independent). The Committee does not include the Chief Executive Officer who is only associated to the works of the Committee on nominations.</p> <p>No. The shareholders' agreements entered into in the context of the acquisition of SIX Payment Services provide that the chairperson of the Nomination and Remuneration Committee will be designated upon the proposition of SIX Group AG. For reference purposes, it is reminded that, although SIX Group AG is a material shareholder of Worldline, it does not control the Company.</p> <p>Moreover Article L. 225-27-1 of the French Commercial Code is not applicable as long as the Company is a subsidiary of Atos SE which is required to have employee representation on its board (see § 7.1 and § 7.2 above).</p>
	<p>17.2</p>	<p>Duties</p> <p>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 fees awarded to directors.</p> <p>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.</p>	<p>Yes. As far as compensation is concerned, the Nomination and 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 executive officers and the principal non-executive senior officers. It also reviews and makes recommendation on the global amount of directors' fees and the methods used for the allocation thereof.</p>
	<p>17.3</p>	<p>Operating methods</p> <p>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.</p>	<p>Yes. At Board meetings, the Chief Executive Officer does not participate to debates on issues relating to his compensation, which are led under the authority of the Chairman of the Nomination and Remuneration Committee, and abstains from voting.</p>

N°	Art Code	Recommendation of the AFEP MEDEF	Implementation by Worldline
18	Number of terms of office for company officers and directors		
	<p>18.1 to 18.5</p>	<p>Other directorships</p> <p>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.</p> <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. On December 31, 2018, the Chief Executive Officer held no mandate as Director in listed companies outside the Worldline Group.</p> <p>Yes. All mandates held by each Director are specified in the Registration Document. The Registration Document indicates by 2 asterisks all mandates held in listed companies, including foreign ones. On December 31, 2018, none of the Directors held more than four other directorships in listed corporations external to his or her group.</p> <p>On December 31, 2018, following the expiry of his directorship in the Singaporean company Sats, the Chairman of the Board of Directors (non-executive senior officer) held two directorships in listed companies not affiliated with the Worldline Group, one of them being a foreign company: Carrefour (France) and Sonatel (Senegal).</p> <p>Yes. The internal regulations 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 group.</p>
19	Ethical rules for Directors		
	<p>19</p>	<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 directors' fees awarded. The director will notify the corporation of this information, 	<p>Yes. All Directors abide by the ethical rules provided under art. 19 of the Code which are mentioned in the internal regulations of the Board of Directors. In particular, each Director must own 750 shares of the Company as per the internal regulations of the Board of Directors.</p>

N°	Art Code	Recommendation of the AFEP MEDEF	Implementation by Worldline
		<p>which will publish it in its report on corporate governance;</p> <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. 	
20	Directors' Compensation		
	<p>20.1 to 20.4</p>	<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>Directors' participation in specialized committees may give rise to the award of additional directors' fees. Similarly, the exercise of special tasks, such as those of Vice President or Lead director, may give rise to additional fees or payment of extraordinary compensation subject to the application of the</p>	<p>Yes. All information is indeed included in the corporate governance report as well as in the "directors' fees" section of the Registration Document (G.3.1.).</p> <p>Allocation rules are defined by the Board of Directors of the Company and specified in the Registration Document.</p> <p>As for the previous year, the following allocation rules applied to directors' fees for the Board meetings and Committees meetings held in 2018:</p> <p>(i) For Board of Directors: a fixed compensation of 20,000 euros per Director and a variable compensation of 1,000 euros per attended meeting;</p>

N°	Art Code	Recommendation of the AFEP MEDEF	Implementation by Worldline
		<p>procedure for related parties' agreements.</p> <p>The rules for allocation of the directors' fees and the individual amounts of payments thereof made to the directors should be set out in the report on corporate governance.</p>	<p>(ii) For Committees: the compensation is only based on attendance: 1,500 euros per attended meeting for the Chairman of the Committee and 750 euros per attended meeting for Committee members.</p> <p>For 2018, the amount of the directors' fees actually granted to the Directors was € 133,167, of which € 66,667 was for their position (fixed compensation) and € 66,500 was for attendance at meetings of the Board of Directors and its Committees (variable compensation). On the basis of an attendance of all the Directors and the censor to all the meetings of the Board of Directors and its Committees in 2018, the variable portion would have represented an amount of 68,000 euros, thus greater than the fixed portion. Consequently, in accordance with the Code, the variable compensation of the directors' fees, for year 2018, is structurally greater.</p> <p>In order to enhance its compliance with the Code, the Board of Directors, during its meeting held on March 15, 2019, on the proposal of the Nomination and Remuneration Committee, decided to amend the allocation rules of the directors' fees for 2019 in order to include a significant variable portion:</p> <p>(i) For Board of Directors: a fixed compensation of 20,000 euros per Director and a variable compensation of 2,000 euros per attended meeting;</p> <p>(ii) For Committees: compensation remains unchanged and is only based on attendance: 3,500 euros per attended meeting for the Chairman of the Audit Committee; 2,500 euros per attended meeting for the Chairman of the other Committees and 1,000 euros per attended meeting for the members of the other Committees.</p>
21	Termination of employment contract in case of appointment as Company Officer		
	21.1	<p>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.</p>	<p>Yes. In the context of the announcement by Atos SE of its project to distribute in kind circa 23.5% of the share capital of Worldline to its shareholders, Mr. Gilles GRAPINET has terminated his labor agreement with Atos International SAS on February 1, 2019. From this date onwards, Mr. Gilles GRAPINET has no duty nor activities anymore within Atos and is fully assigned to Worldline as Senior Executive Officer ("<i>dirigeant mandataire social exécutif</i>"). Upon</p>

N°	Art Code	<i>Recommendation of the AFEP MEDEF</i>	Implementation by Worldline
			<p>recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company decided on February 18, 2019 to maintain in 2019 the total compensation and benefits package granted to Mr. Gilles GRAPINET in 2018, including, in particular, the defined benefit supplementary pension scheme, the reimbursement of health costs and “disability/death” policy as well as other benefits in kind like the company car, annual medical check-up and investment advisor. Such total compensation and benefits package will be fully borne by Worldline as from February 1, 2019.</p>
22	Requirement for company officers to hold shares		
	22	<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 Directors appear in the 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 and the Deputy Chief Executive Officer are subject to an obligation to retain, throughout their respective 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 and the Deputy 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>Aside, in each case, from the specific rules usually set at the time of each award.</p> <p>The Board confirmed that the Chairman of the Board of Directors must own 750 shares of the Company as per the internal regulations of the Board of Directors.</p>

N°	Art Code	Recommendation of the AFEP MEDEF	Implementation by Worldline
23	Conclusion of a non-competition agreement with a company Officer		
	<p>23.2 23.3 23.4 23.5</p>	<p>Conclusion of a non-competition agreement</p> <p>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.</p> <p>The Board must incorporate a provision that authorizes it to waive the application of this agreement when the Officer leaves.</p> <p>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.</p> <p>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.</p>	<p>Yes. The company officers do not receive non-competition benefits. This is stated in the Registration Document (See section G.3.2.12.).</p>
	<p>23.6</p>	<p>Cap on financial compensation</p> <p>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.</p>	<p>No. Further to the announcement by Atos SE 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 retains duties nor activities within Atos and is fully assigned to Worldline as Senior Executive Officer. It has been decided by the Board of Directors, according to the recommendations of 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. However, it is reminded that, as a result of his change of status, Mr. GRAPINET will lose the benefit of the pension rights that he previously validated under the performance conditions set in the Atos pension plan. Consequently, Worldline undertook to pay, to the Chief Executive Officer and subject to performance conditions, a compensatory allowance in order to compensate the loss of the rights previously acquired by Mr. GRAPINET during his 10 years presence within the Atos group under the Atos pension plan. The conditions governing the payment of this allowance (could be paid in one installment or a life-time pension under discretionary</p>

N°	Art Code	Recommendation of the AFEP MEDEF	Implementation by Worldline
			decision to be made by the Board of Directors) are described in the Registration Document (section G.3.2.1.).
24	Compensation of Company Officers		
	24.1	Principles for the determination of the compensation of company officers and role of the Board of Directors	
	<p>24.1.1</p> <p>24.1.2</p>	<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 one or more criteria related to social and environmental responsibility.</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 Senior Executive Officers is debated within the Nomination and Remuneration Committee in their absence, before being submitted to the Board of Directors.</p> <p>At Board meetings, the Chief Executive Officer does not participate to debates on issues relating to his compensation which are led under the authority of the Chairman of the Nomination and Remuneration Committee, and abstains from voting.</p> <p>The policy is disclosed in the Registration Document, in particular in section G.3.2. which describes how the principles of balance, competitiveness, relation to performance and CSR undertaking are implemented within Worldline. 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).</p> <p>The compensation policy is described in section G.3. of the Registration Document.</p>
	24.2	Principles for the determination of the compensation of non-executive officers	
		<p>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.</p> <p>It is not desirable to award variable compensation, stock options or</p>	<p>Yes. The general compensation policy applicable to the non-executive officer is debated within the Nomination and Remuneration Committee, before being submitted to the Board of Directors.</p> <p>In accordance with a decision of the Board of Directors, the non-executive senior officer does not receive any compensation neither in his capacity as Chairman of</p>

N°	Art Code	<i>Recommendation of the AFEP MEDEF</i>	Implementation by Worldline
		performance shares.	the Company's Board of Directors, nor in his capacity as member of the Board of Directors.
	24.3	Components of the compensation of executive officers	
	24.3.1	<p>Fixed part of executive officers' compensation</p> <p>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 § 24.1.2. In the event of any significant increase in compensation, the reasons for this increase must be clearly indicated.</p>	<p>Yes. The elements of the Chief Executive Officer's compensation, which had not been changed since July 28, 2014, were modified by the Board of Directors meeting held on December 12, 2016, which indeed took into account the evolution of the Company and its size increase since 2011 (Company initial public offering; major acquisitions realized in 2016; increase of about 50% of the market capitalization since the IPO).</p> <p>The 2018 Annual General Meeting of the Company approved the compensation elements of the Chief Executive Officer with a majority of 96.77%.</p> <p>Following the appointment of the Deputy Chief Executive Officer on July 21, 2018 effective as from August 1, 2018, the Board of Directors, upon recommendation of the Nomination and Remuneration Committee, set the elements of his total compensation.</p> <p>The 2018 fixed annual compensation of the Chief Executive Officer equals € 415,000 (unchanged compared to 2018) and € 350,000 for the Deputy Chief Executive Officer.</p> <p>The structure of the Senior Executive Officers' compensation, including the fixed part, is presented in section G.3.2. of the Registration Document.</p>

N°	Art Code	Recommendation of the AFEP MEDEF	Implementation by Worldline
	24.3.2	<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>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>Yes. The structure of the Senior Executive Officers' compensation, including the variable part, is presented in section G.3.2. of the Registration Document. The Board of Directors determines in advance the objectives for the next calendar half-year.</p> <p>The variable part of the Senior Executive Officers' compensation is indeed expressed in percentage (targeted bonus equal to 100% of an amount equal to € 480,000 and € 350,000 respectively for the Chief Executive Officer and for the Deputy Chief Executive Officer, that can be raised to a maximum of 130% of this amount in the event of an over achievement).</p> <p>If the variable part was raised to 130% of € 480,000, this would equal to a maximum of 150.36% of the fixed compensation of the Chief Executive Officer. In 2018, the variable part due to the Chief Executive Officer amounted to € 517,848, i.e. 124.8% of his fixed compensation.</p> <p>Regarding the Deputy Chief Executive Officer, if the variable part was raised to 130% of € 350,000, this would equal to a maximum of 130% of his fixed compensation. In 2018, the variable part due to the Deputy Chief Executive Officer amounted to €149,712.5 (on an annual basis), i.e. 102.7% % of his fixed compensation.</p> <p>The variable part of the Senior Executive Officers' compensation is uniquely based on precisely measurable and demanding quantitative criteria exclusively related to quantitative and financial objectives. Information on the rate of achievement of these criteria for the year 2018 is inserted in the report on corporate governance included in the Registration Document (section G.3.2.2.). The Registration Document also includes the achievement rates with respect to each criterion underlying the bonuses owed to the Chief Executive Officer.</p>

N°	Art Code	Recommendation of the AFEP MEDEF	Implementation by Worldline
	<p>24.3.3</p>	<p>Long term compensation of executive officers</p> <p><i>General principles</i></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>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>	<p>Yes. Serious and demanding performance requirements were set for the exercise of stock options and for the final acquisition of performance shares. These conditions are detailed in the Registration Document.</p> <p>The performance shares award plans approved by the Board of Directors during the meetings of July 25, 2016, July 24, 2017 and July 21, 2018 (plan applicable to the Senior Executive Officers and first managerial lines of the Worldline Group), December 12, 2016 (plan applicable to the members of the board of directors of equensWorldline) and October 18, 2018 (plan applicable to the key employees of SIX Payment Services) combine internal and external performance conditions.</p> <p>The stock options award plans approved by the Board of Directors during the meetings of September 3, 2014, July 27, 2015 and July 21, 2018 (plan applicable to the Senior Executive Officers and first managerial lines of the group), February 22, 2016, July 25, 2016 (plan applicable to the first managerial lines of the Worldline group), and October 18, 2018 (plan applicable to the key employees of SIX Payment Services) combine internal and external performance conditions.</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; - 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>Yes. With some exceptions, the Company favors the award of stock options or performance shares, as applicable, during the second half of the calendar year.</p> <p>As per legal provisions on insider trading and recommendations of the Financial Market Authority and the Code, Worldline has set, in the Board's internal regulations, 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, 2nd and 3rd quarters. <p>As far as the Senior 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 Executive Officer, in accordance with the Code provisions and in connection with French market practices. Thus, for the period of the 2017-2019 strategic plan, the total equity-based compensation of the 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 the global compensation of the Chief Executive Officer. - 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 compensation. - The Registration Document (and its update as the case may be) specifies the

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		<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>	<p>fraction (of the overall number of allocated performance shares) allocated to the Senior Executive Officers during the financial year and prior financial years. Additionally, in line with the recommendations of the Code, the 20th resolution adopted by the General Meeting held on May 24, 2018, concerning the authorization to the Board of Directors to allot performance shares, included an award sub-cap of 0.05% of the share capital applicable to grants to Senior Executive Officers.</p> <ul style="list-style-type: none"> - The Registration Document (and its update as the case may be) specifies the fraction (of the overall number of allocated stock options) allocated to the Senior Executive Officers during the financial year and prior financial years. Additionally, in line with the recommendations of the Code, the 19th resolution adopted by the General Meeting held on May 24, 2018, concerning the authorization to the Board of Directors to allot stock options, included an award sub-cap of 0.135% of the share capital for the Senior Executive Officers within the global award cap set at 0.9% of the share capital at the date of the meeting. <p>There is no discount applied upon the award of stock options to Senior Executive Officers. 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, the Chief Executive Officer and the Deputy Chief Executive Officer, on the occasion of the award of performance shares and stock options on July 21, 2018, 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>
	<p>24.3.4</p>	<p>Extraordinary compensation of executive officers</p> <p>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.</p>	<p>N/A. No extraordinary compensation was awarded to the Chief Executive Officer and the Deputy Chief Executive Officer (See section G.3.2.2.).</p>

N°	Art Code	Recommendation of the AFEP MEDEF	Implementation by Worldline
	24.4	Taking up of positions by executive officers	
		<p>Benefits for taking up a position may only be granted to a new executive officer who has come from a company outside the group.</p> <p>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.</p>	<p>Yes. No benefits for taking up a position were granted to the Chief Executive Officer and the Deputy Chief Executive Officer upon their respective appointment (See section G.3.2.2.).</p>
	24.5	Departure of company officers	
	24.5.1	<p>General provisions</p> <p>The law gives a major role to shareholders by making these predefined benefits, paid on termination of office as company Officer, subject to the procedure for related parties agreements. It demands total transparency and makes termination payments conditional upon performance requirements.</p> <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>Yes. Further to the announcement by Atos SE 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 retains duties nor activities within Atos and is fully assigned to Worldline as Senior Executive Officer. It has been decided by the Board of Directors, according to the recommendations of 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. However, it is reminded that, as a result of his change of status, Mr. GRAPINET will lose the benefit of the pension rights that he previously validated under the performance conditions set in the Atos pension plan. Consequently, Worldline undertook to pay, to the Chief Executive Officer and subject to performance conditions, a compensatory allowance in order to compensate the loss of the rights previously acquired by Mr. GRAPINET during his 10 years presence within the Atos group under the Atos pension plan. The conditions governing the payment of this allowance (could be paid in one installment or a life-time pension under discretionary decision to be made by the Board of Directors) are described in the Reference Document (section G.3.2.1.).</p>

N°	Art Code	Recommendation of the AFEP MEDEF	Implementation by Worldline
	24.5.2	<p>Rules governing information</p> <p>When a company Officer leaves the company, the financial conditions relating to his or her departure must be set out in detail.</p>	N/A. No such situation arose in 2018.
	24.6	Supplementary pension schemes for company officers	
	24.6.1	<p>General principles</p> <p>The award of a supplementary pension scheme to a company Officer must comply with the principles used to determine compensation as set out in §24.1.2. 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.</p>	<p>Yes. The pension scheme applicable to the Chief Executive Officer complies with these principles.</p> <p>The Deputy Chief Executive Officer does not benefit from any complementary or supplementary pension plans.</p>
	24.6.2	<p>Supplementary pension schemes with defined benefits governed by Article L.137-11 of the Social Security Code</p> <p>Supplementary pension schemes must be subject to the condition that the beneficiary be a director or employee of the company when claiming his or her pension rights under the applicable rules.</p> <p>In order to prevent any abuse, and in addition to the legal provisions, it is necessary to impose the following rules:</p> <ul style="list-style-type: none"> - the group of potential beneficiaries must be considerably larger than the group of company officers alone; - the beneficiaries must meet reasonable requirements of seniority within the company, equal to at least two years, as determined by the Board of Directors, before they benefit from payments from a pension plan with defined benefits; - the performance conditions permitting the annual definition of the acquisition of conditional rights, applicable in accordance with current legislation, must be demanding; 	<p>Yes. Worldline complies with all these recommendations – The pension plan benefits to the members of the executive committee whose compensation exceeds a determined threshold. Currently, Gilles GRAPINET is the only individual that meets all the requirements which are identical to those previously in force in Atos and to which Mr. GRAPINET was eligible.</p> <p>All the information relating to the collective pension scheme with defined benefits are available in the Registration Document (See section G.3.2.1.) and such collective pension scheme is submitted to the shareholders' vote at the General Meeting to be held on April 30, 2019.</p>

N°	Art Code	Recommendation of the AFEP MEDEF	Implementation by Worldline
		<ul style="list-style-type: none"> - the benchmark period taken into account for the calculation of the benefits must cover several years, and any artificial increase in compensation aimed solely at increasing pension benefits over the same period must be excluded; - systems that confer an entitlement, either immediately or after a small number of years, to a high percentage of the total end-of-career compensation must therefore be excluded; - the maximum percentage of the reference income which the supplementary pension scheme would confer must not be greater than 45 % of the reference income (annual fixed and variable compensation due in respect of the reference period). 	
25	Information on company officers' compensation and the policy for awarding stock options and performance shares		
	25	<p>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.</p>	<p>Yes. Section G.3.2. of the 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, the Chief Executive Officer and the Deputy Chief Executive Officer as well as the compensation received for the past financial year.</p>
	25.1	Ongoing information	
		<p>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.</p>	<p>Yes. The Company complies with this recommendation of the Code.</p>

N°	Art Code	Recommendation of the AFEP MEDEF	Implementation by Worldline
	25.2	<p>Annual information</p> <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 3) of all the compensation components received by the directors, and include the items listed below :</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>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>Yes. Section G.3.2. of the Registration Document on the compensation of the Company officers details the compensation policy applicable to the Chairman, the Chief Executive Officer and the Deputy Chief Executive Officer as well as the compensation received for the past financial year. The Registration Document contains the summary tables recommended by the Code, where applicable.</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 Registration Document dedicated to the Company officers' compensation (See section G.3.2.). The overall variable compensation of the Chief Executive Officer and Deputy Chief Executive Officer depends on the achievement of strictly quantitative criteria.</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 G.3.2. of the Registration Document (see G.3.2.8. and G.3.2.10).</p>

N°	Art Code	<i>Recommendation of the AFEP MEDEF</i>	Implementation by Worldline
		<p>Policy for awarding stock options</p> <p>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.</p>	<p>Yes. The description of the plans and the impact of grants of stock options in terms of dilution are mentioned in the Registration Document (section G.5.6.3.).</p> <p>The allocation policy in favor of the Senior Executive Officers and the standardized tables for stock options granted during the financial year to the Senior Executive Officers appear in section G.3.3. of the Registration Document.</p>
		<p>Award of share policy</p> <p>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.</p>	<p>Yes. The description of share performance plans, the achievement of performance conditions, the number of performance shares awarded to the Chairman, the Chief Executive Officer and the Deputy Chief Executive Officer, and the impact of shares performance awards in terms of dilution are mentioned in sections G.3.2.1., G.3.2.4. G.3.2.10., G.3.2.11. and G.5.6.3. of the Registration Document.</p>
		<p>The valuation of stock options and performance shares</p> <p>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.</p>	<p>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 Senior Executive Officers in section G.3.2.2. of the Registration Document.</p>
		<p>Presentation of compensation compared with preceding financial year</p> <p>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. It is recommended to disclose on a priority basis the compensation due in respect of the financial year and to show in a summary table the amounts due and paid for the current and the preceding financial years</p>	<p>Yes. The Registration Document contains the summary charts of the Company officers' compensation, allocations of shares and options (see sections G.3.2.2., G.3.2.4., G.3.2.5., G.3.2.6. G.3.2.8 and G.3.2.10.) for the current and previous years.</p>

N°	Art Code	Recommendation of the AFEP MEDEF	Implementation by Worldline
		<p>Directors' fees</p> <p>The aggregate and individual amount of directors' fees paid to directors and the rules for allocating fees, as well as the rules governing the payment of the directors' fees awarded, where applicable, to the general management team in respect of corporate offices held in affiliates of the group.</p>	<p>Yes. The Registration Document indicates the amounts paid globally and individually to each Director, together with the allocation rules, it being specified that the Chairman and the Chief Executive Officer do not receive directors' fees. Information can be found in section G.3.1. of the Registration Document.</p>
		<p>Pension scheme</p> <p>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.</p>	<p>Yes. This information is presented in the Registration Document (see section G.3.2.1.). This pension scheme is submitted to the shareholders' vote at the General Meeting to be held on April 30, 2019.</p>
26	Consultation of shareholders on the compensation of individual company officers		
	26.1	<p>The Board must present the compensation of company officers at the annual General Meeting. This presentation must cover the elements of the compensation due or awarded at the end of the closed financial year to each company Officer.</p> <p>This presentation is followed by a mandatory vote by shareholders. If the ordinary shareholders' meeting issues a negative opinion, the Board must meet within a reasonable period and examine the reasons for this vote and the expectations expressed by the shareholders.</p> <p>Following this consultation and on the recommendations of the compensation committee, the Board will rule on the modifications to be made to the compensation due or awarded in respect of the closed financial year or the future compensation policy. It must then immediately publish information on the company's website indicating how it has responded to the vote at the shareholders' meeting and report on this at the next shareholders' meeting.</p>	<p>Yes. Pursuant to the recommendation of the Code, and as for the previous years, the Company has submitted during the Annual General Meeting of the Company, the Senior Executive Officers' due or awarded compensation in respect of the closed financial year to the vote of the shareholders.</p>

N°	Art Code	<i>Recommendation of the AFEP MEDEF</i>	Implementation by Worldline
27		Implementation of the recommendations	
	27.1	<p>Implementation of the “Comply or Explain” rule</p> <p>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.</p>	<p>This table on the implementation of the Code is posted on the Company’s website and thus available to all investors. The Company also included in section G.2.1. of its 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.</p>