

Convening Brochure

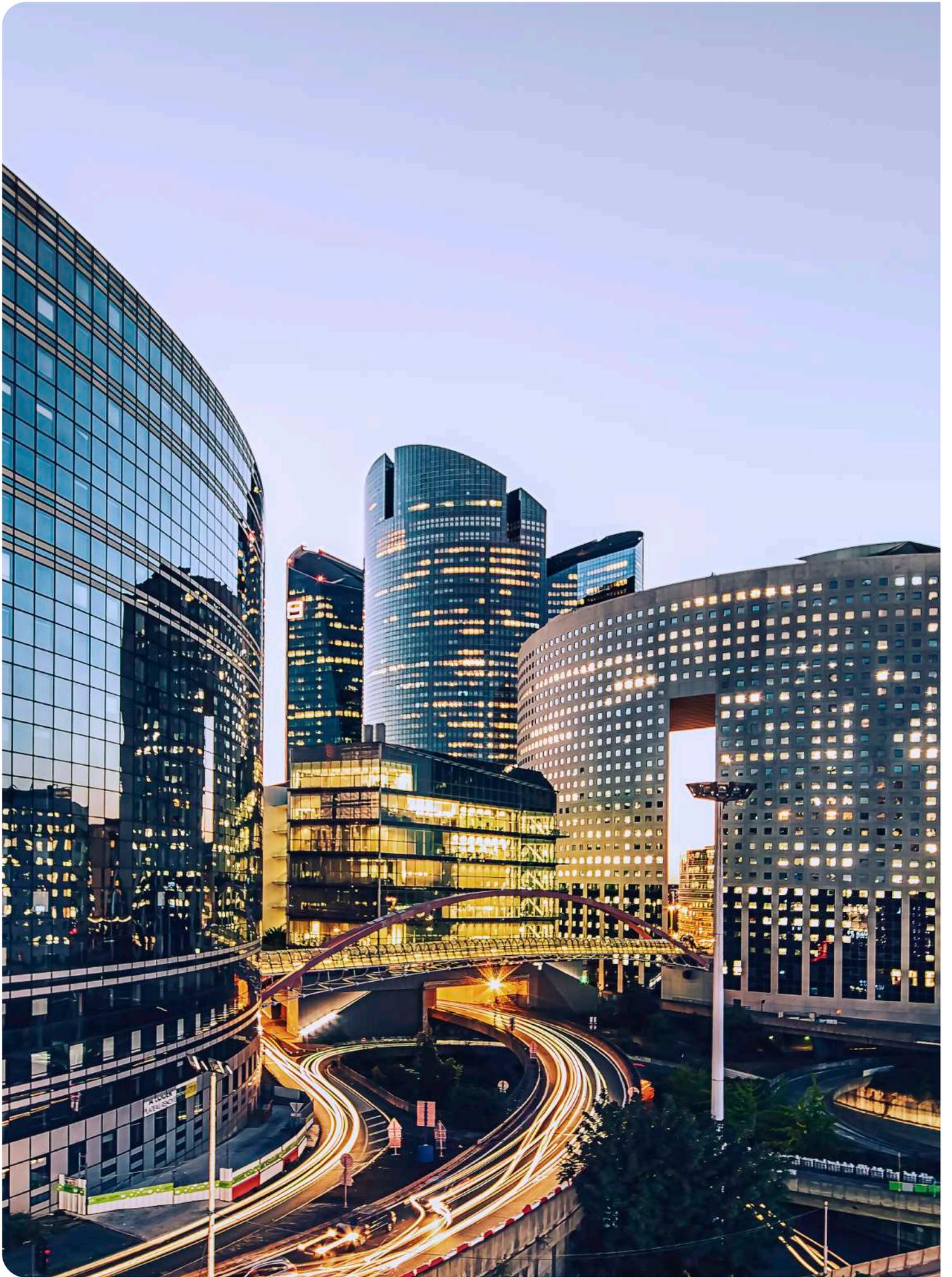
2024 Combined General Meeting

Thursday June 13, 2024 at 2:30 pm

Cœur Défense

100-110, Esplanade du Général de Gaulle

92931 La Défense | France



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Message from Georges Pauget,

Interim Chairman
of the Board of Directors

**Dear Madam, Dear Sir,
Dear Shareholders,**

On behalf of Worldline's Board of Directors, I am pleased to invite you to our Annual Shareholders' Meeting which will be held on June 13, 2024 at 2.30 pm at Tour Cœur Défense – 100-110 Esplanade du Général de Gaulle – 92931 La Défense, France. This meeting is the opportunity for you to vote on the 35 resolutions submitted for your approval as well as to review the highlights of the past year.

2023 was unlike any other year for Worldline. After a strong first semester, we faced in the second half a significant slowdown of the overall economy and a drop in consumer demand. I am however, confident that the Group has put in place the relevant actions to quickly adapt to this unexpected situation.

Beyond 2023, Worldline's Shareholders' Meeting is also a privileged moment to share with you the Group's prospects and strategy for the year ahead and beyond. Worldline has a solid plan for 2024, supported by a dedicated management team. In particular, the launch of Power24, the Group's accelerated transformation programme, is set to reinforce its efficiency and profitability. Worldline is in motion, not only to face successfully the current challenges, but also to shape its new medium-term strategic ambitions that will be presented in a dedicated event in the second half of 2024.

Worldline is continuously adapting its organization and governance to better respond to the rapidly evolving payments industry whilst accelerating the execution of its strategy. The Board of Directors consistently seeks to ensure a balanced representation of skills, expertise and diversity of its members, while preserving a fair representation of shareholders and strategic partners. In this context, in March 2024, the Board of Directors decided to co-opt Wilfried Verstraete as independent director, who will be proposed for election by the Board as Chairman following this Shareholders' Meeting. In parallel, the Board has actively pursued its committed work on reducing its size from 15 to 12 members, plus two employee directors, whilst proposing to appoint three new directors.

For all these reasons, 2024 will be a very important year in the Group's transformation and I firmly believe Worldline has all the strengths to move forward successfully. I am pleased to have had the opportunity to work alongside Wilfried these past months to support his future role as Chairman of the Board.

We look forward to seeing you in person on June 13 and to exchange with you. If you are unable to attend the event in person, you may vote before the meeting via the VOTACESS secure platform or by post. You may also give your proxy to the Chairman of the Shareholders' Meeting or to any other person of your choice. Details of how to participate, the agenda and the Board of Directors' report on the resolutions are available in this convening notice.

You will also be able to find the documents and watch the Shareholders' Meeting live on Worldline's website.

On behalf of the Board of Directors, I would like to thank you for your trust and loyalty and look forward seeing you in Paris on June 13.

Georges Pauget,
Interim Chairman of the Board of Directors



Message from Gilles Grapinet,

Chief Executive Officer

Dear Madam, Dear Sir,
Dear Shareholders,

After a decade in which we fully executed our European consolidation ambition to reach our targeted industrial and geographic scale, Worldline entered a new strategic phase in 2023, shifting our focus from the previous transformative M&A mandate to transforming and optimising our operating model.

2023 proved to be a contrasted and challenging year. While Worldline maintained positive commercial momentum, we experienced two very different semesters from a business standpoint. While the first six months were strong, we faced in the second half a rapidly worsening business climate, triggering an important slowdown in consumption, particularly visible in some of our core geographies. In parallel, we also ended relationships with some specific online merchants in line with reinforced market and regulatory constraints, reflected in the tightening of our own risk management framework.

The Company and the Management teams were immediately mobilized to take corrective actions, while pursuing the development of the business and investing into the future. Indeed, despite this difficult environment, we continued to witness substantial commercial and strategic achievements in 2023. Business highlights and successes of the year include onboarding 55,000 new merchant locations onto our platforms, and launching market-leading innovations such as the Worldline SoftPos solution/Tap to Pay on iPhone and many new offers in various sectors. We also recorded numerous wins and contract extensions, in particular providing à la carte omnichannel solutions to major customers such as prominent global companies like Turkish Airlines.

In Italy, our new commercial partnership with Banco Desio perfectly complements our past successes in a very successful geography for us. I would also like to highlight the important strategic partnership that we formed with Google. This partnership will simultaneously boost the execution of our “move to cloud” strategy and will see Worldline become a key payment provider in Europe for Google’s sales of digital services.

Strategic partnerships and distribution agreements are a key pillar of our growth strategy to enter new markets. In 2023, we formed a new long-term alliance with Crédit Agricole to create together a major new payments player for merchant services and acquiring business in France. Branded CAWL, this joint venture is set to fully go live in early 2025. CAWL is a real breakthrough for Worldline, providing us with the access we have long sought to the French commercial acquiring market, by far the largest in terms of volume in continental Europe.

CSR remains a core long-term priority for Worldline. We made significant progress in 2023 towards achieving many of the interim objectives of Trust 2025, our 5-year CSR transformation initiative which addresses our challenges in the areas of business, people, ethics, supply chain, environment and local communities.

In 2023, as a logical next step in the execution of our consolidation strategy and in response to a more challenging business environment, we decided to accelerate our post-integration transformation towards a leaner and more efficient organisation. A key component of this priority is Power24, our blueprint to streamline our organisation, increase our productivity, accelerate our product-centricity and reinforce our technology transformation.

2024 is a pivotal year for Worldline where we are fully focused, not only to overcome our current short-term challenges, but more fundamentally to recreate a strong momentum of performance and long-term value creation. As we now go forward with a stable scope and appropriate industrial scale, and supported by our Power24 transformation initiative, we will enhance our competitive and financial profile. 10 years after our IPO and as a recognised leader in Europe, Worldline is now entering a new and important strategic phase, rebalanced towards extracting for all our stakeholders the full benefit of our quite unique combination of industrial scale, geographic reach and advanced payment technology across the continent of Europe and beyond. We look forward to sharing further our vision and next medium term ambitions in much more detail at our capital markets day planned for later this year.

Together with my executive team, I look forward to connecting with you during our next Shareholders’ Meeting taking place on June 13th, 2024 at 2:30 pm and sharing with you our company’s future development prospects.

Gilles Grapinet
Chief Executive Officer

Presentation of Worldline

Worldline: a snapshot

Worldline is a global leader in payments, helping businesses accelerate their growth journey. Quickly, simply, and securely. We are the largest PSP in Europe and #4 worldwide. With advanced payment technology, local expertise and solutions customised for hundreds of markets and industries, we power the growth of millions of businesses around the world.

Worldline solutions ensure secured payments and trusted transactional services along the entire payments value chain, enabling sustainable economic growth. The Group provides an extensive range of merchant acquiring, payment processing and business solutions to financial institutions, merchants, corporations and government agencies. The Group's portfolio of solutions is environmentally friendly and supports trust and social transformation.

With a strong culture of innovation, Worldline helps clients anticipate the future, seize new opportunities and navigate their challenges with confidence.



Merchant Services

Energising commerce with advanced payment services

Worldline covers the full retail value chain, online and in-store, with a 360 degrees approach. The Group delivers complete digital journey for retailers and their customers and facilitates consumer engagement via seamless services on any device – with payment at the heart of the shopping experience.

- Commercial Acquiring
- Acceptance
- Digital Services

c. €3.3 billion
2023 revenue
(c. 72% of Group revenue)



Financial Services

Engineering the most advanced payment processing platforms

Worldline provides modern payment solutions that help financial institutions meet their customers' needs. Worldline offers a unique combination of payment processing on an industrial scale as well as innovative solutions for payment and card-related transactions.

- Issuing Processing
- Acquiring Solutions
- Account Payments
- Digital Services

c. €1 billion
2023 revenue
(c. 20% of Group revenue)



Mobility and e-Transactional Services

Bringing payment and regulation expertise to new markets

Worldline provides end-to-end digital transactional services leveraging data and payment for a stronger customer engagement. The Group supports its clients' digital transformation with the creation of innovative solutions, leveraging its extensive experience across sectors, and forming partnerships to develop joint business cases.

- Trusted Services
- Transport & Mobility
- Omnichannel Interactions

c. €0.3 billion
2023 revenue
(c. 8% of Group revenue)



2023 key figures

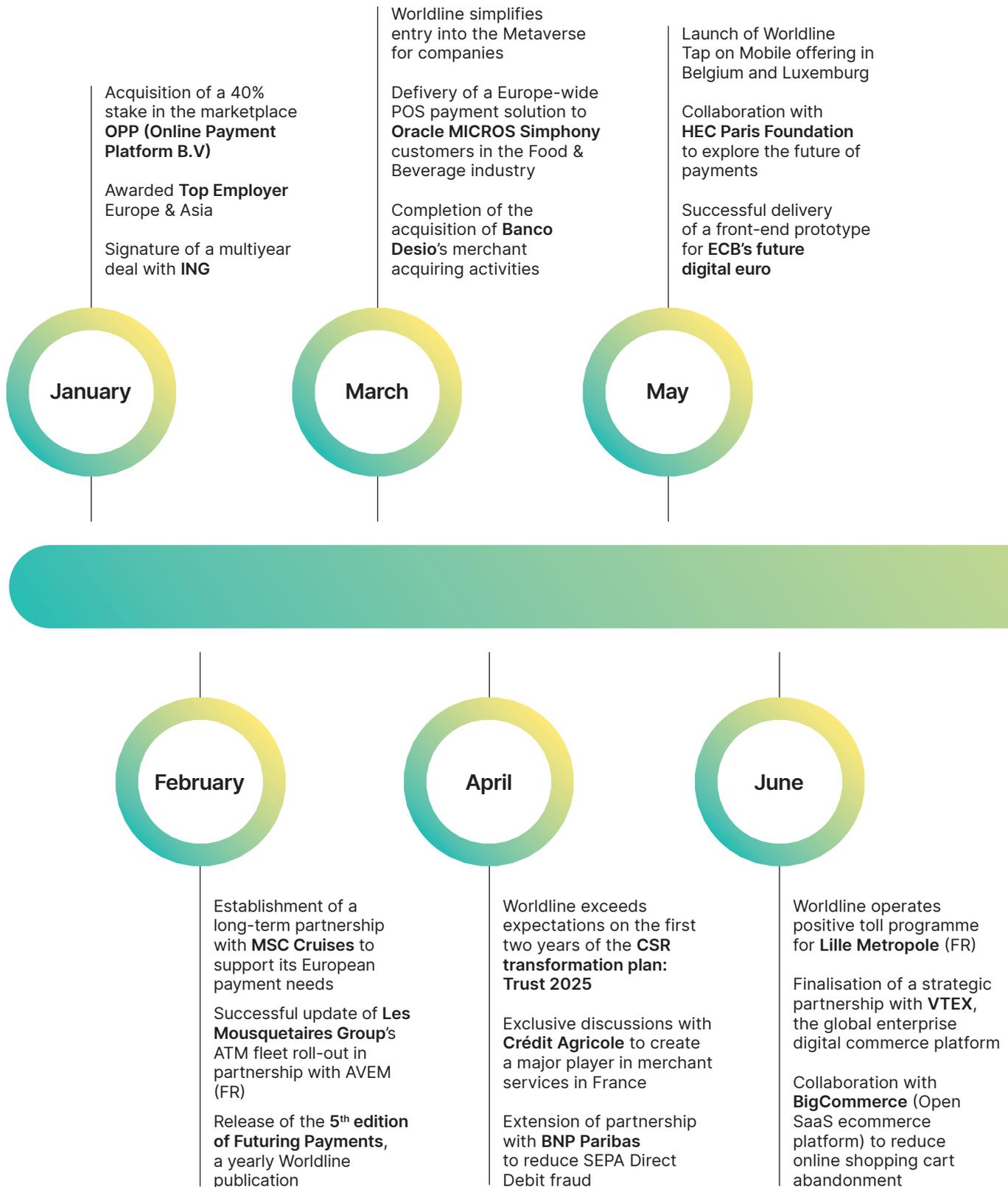
€4.6 billion
total revenue
(+6.0% organically)

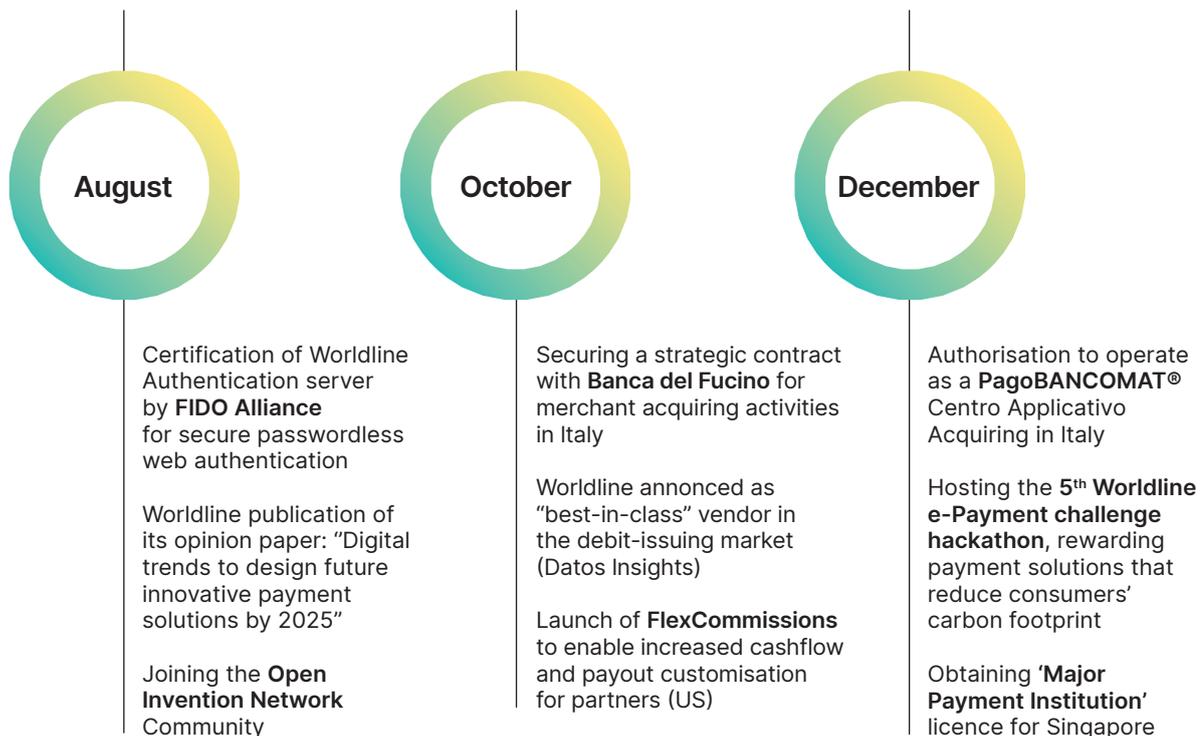
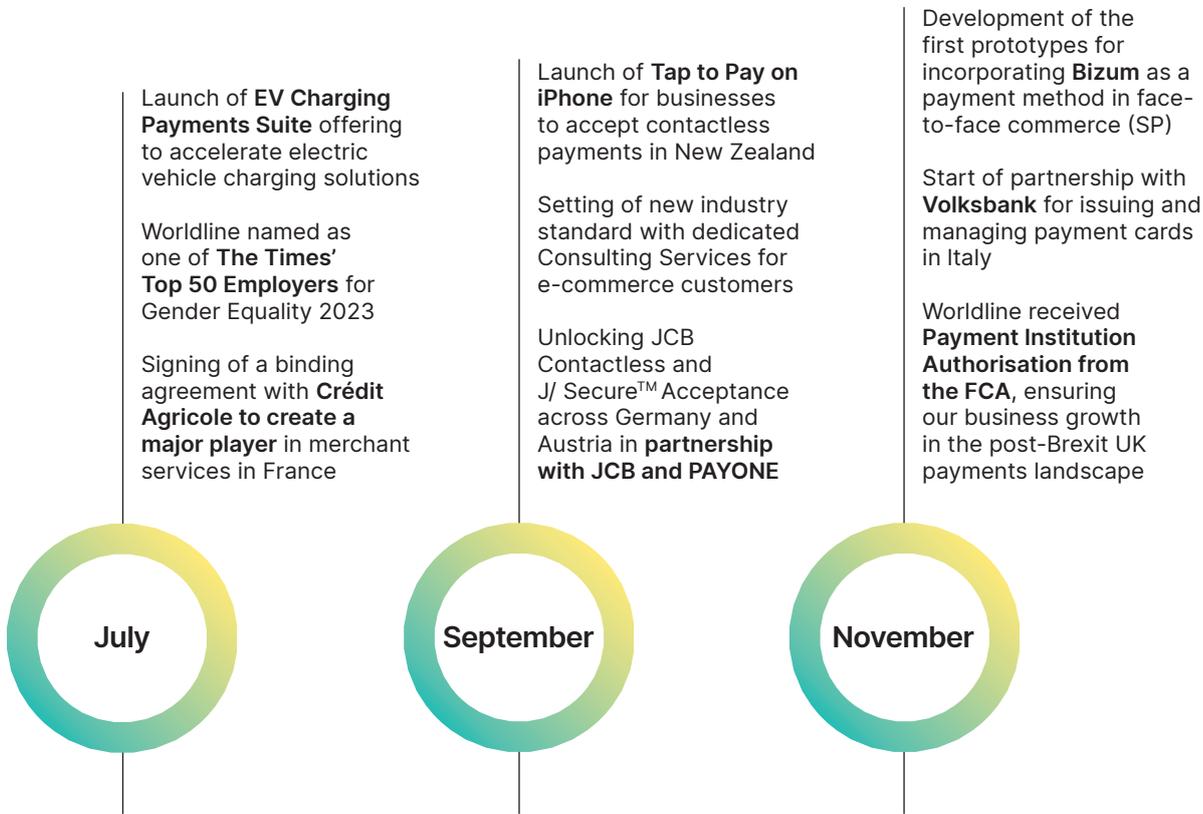
18,000+
experts

40+
countries



2023 key highlights





Worldline's business model

Inputs

Resources and Challenges

Financial

Solid financial profile > Market trust & consolidation capabilities

Manufactured

Robustness of industrial platforms and data infrastructure > Operational excellence: Quality, security and reliability

Terminals supply chain

Intellectual

Partnerships, innovation, R&D > Innovation & foresight of technological evolutions

Human

18,402 employees in c.40 countries > Talent acquisition & retention, people development
> Gender equity
> Diversity & inclusion

Social and relationship

Market intelligence & Regulation > Customer satisfaction
> Ethics, human rights & compliance
Technological know-how > Societal contribution

Environment

Electrical Energy > CO₂-eq emissions
Data centres > Renewable energy
IT appliances

Outputs

Worldline business



WORLDLINE

Worldline at the heart of the action through 3 key strengths



As a European leader at the heart of the payment value chain, Worldline designs and operates leading digital payment and transactional solutions that handle billions of highly critical transactions on a daily basis.



Worldline business lines & results

Worldline's positioning across the extended payments ecosystem affords it an overview of the industry, permitting it to react quickly to regulatory or other changes and to capitalise on new opportunities generated by them. Our objective is to enable sustainable economic growth and reinforce trust and security by making solutions that are environmentally friendly, accessible to all and support societal transformations.

c. €4.6 BN
2023 revenue



Merchants services **72%** of 2023 revenue

Energising commerce with advanced payment services



Financial services **20%** of 2023 revenue

Engineering the most advanced payment processing platforms



Mobility and e-transactional services **8%** of 2023 revenue

Bringing payment and regulation expertise to new markets

2023 value

Value creation for stakeholders

Financial

- Investors & shareholders
 - > +6.0% revenue organic evolution
 - > 24.1% Adjusted EBITDA margin
 - > €355 million free cash flow

Manufactured

- Suppliers & Customers
 - > Quality score – Contracts' services availability & response: 99.9856%
 - > Quality score – Platforms' services availability & response: 99.9917%
 - > 91.1% of total expenses assessed by EcoVadis out of strategic suppliers expenses

Intellectual

- Customers
 - > €257 million in R&D expense in 2023
 - > A portfolio of ~138 patents

Human

- Employees
 - > 64% employee satisfaction on GPTW Trust Index
 - > 21.28 hours of training per employee per year, on average
 - > 26% of women within the management positions

Social and relationship

- Customers, Communities, Public Bodies
 - > Customer Net Promoter Score: 42
 - > 0 significant fine for non compliance
 - > 79% of spending in local purchases
 - > Total revenue of «sustainability offerings»: €2,542 Millions

Environment

- Communities, Public Bodies
 - > Eco-efficiency in data centres
 - > Contribution to carbon neutrality
 - > 92% renewable energy

SDGs



Corporate Social Responsibility

CSR vision

How Worldline addresses the environmental challenges of a payment services company

In recent years, the climate issue has been high on the European agenda. The European Union's Green Deal consists of a package of policy initiatives, which aims to set the EU on the path to a green transition, with the ultimate goal of reaching climate neutrality by 2050. The law also sets the intermediate target of reducing net greenhouse gas emissions by at least 55% by 2030 (Fit for 55), compared to 1990 levels. In line with these Green Deal objectives, the EU Taxonomy Regulation constitutes a cornerstone of the EU's sustainable finance framework and an important market transparency tool.

It helps direct investments to the economic activities most needed for the transition. EU taxonomy allows financial and non-financial companies to share a common definition of economic activities that can be considered environmentally sustainable. The EU is also stepping up its efforts on environmental reporting with its new Corporate Sustainability Reporting Directive (CSRD).

Leadership in environmental strategy and action

Since Worldline's IPO in 2014, addressing environmental challenges have been part of the Group's priorities. Through our various actions (energy efficiency programme; Move2Cloud; refurbished devices; building improvement plan; electric cars, etc) Worldline continues to play a leading role in this field. This leading position was also confirmed in 2023 by our CDP rating: A-.

Worldline's commitments

- #1** Guarantee delivery excellence and utmost quality of services
- #2** Enhance customer experience through positive impact solutions
- #3** Foster people development, wellbeing and engagement
- #4** Promote fairness, diversity and inclusion for more equality and performance
- #5** Increase sustainable procurement practices within our value chain
- #6** Endorse ethics and confidence in all our activities
- #7** Contribute to carbon neutrality
- #8** Help local communities through positive impact solutions and social initiatives



Trust 2025:

Topic	Indicator	2022	2023	Target 2025
Platforms secured & available	Quality score – Contracts' & Platforms services availability & response	99.9876%	99.9856%	99.9900%
	Quality score – Platforms' services availability & response	99.9912%	99.9917%	99.9900%
	% of data subject' request answered in time and in compliance with Worldline privacy policy	99%	99.6%	100%
	% of ISO 27001 certified sites according to the security policy	67%	77%	100%
Customer experience & innovation	Customer Net Promoter Score	48	42	52
	Sustainable offer revenue in €m	2,468	2,542	2,307
Talent attraction & retention/People diversity	Average number of Training hours per employee per year	20.78	21.28	32
	Employee satisfaction as measured by the Trust Index of the Great Place to Work® survey	64%	64%	69-70%
	% of disabled workforce in the countries imposing legal requirements	+16% ¹	(+)17% ¹	+20%
	% of women within the management positions	25%	26%	35%
Sustainable procurement/Ethics & Compliance	% of suppliers evaluated by EcoVadis with a score below 45 having an action plan to solve critical findings identified	100%	100%	100%
	% of total expenses assessed by EcoVadis out of strategic suppliers expenses	86.7%	91.1%	90%
	% of alerts investigated and related actions plan defined within 2 months	96%	98%	100%
Climate change	CO ₂ emissions reduction (scope 1, 2)	-48%	-43%	-25%
	% of CO ₂ offsetted emissions for scope 1, 2, 3a	100%	100%	100%

¹ This percentage corresponds to the absolute change in the number of employees compared to the 2020 baseline.

Corporate Governance

Current composition of the Board of Directors and Board works in 2023

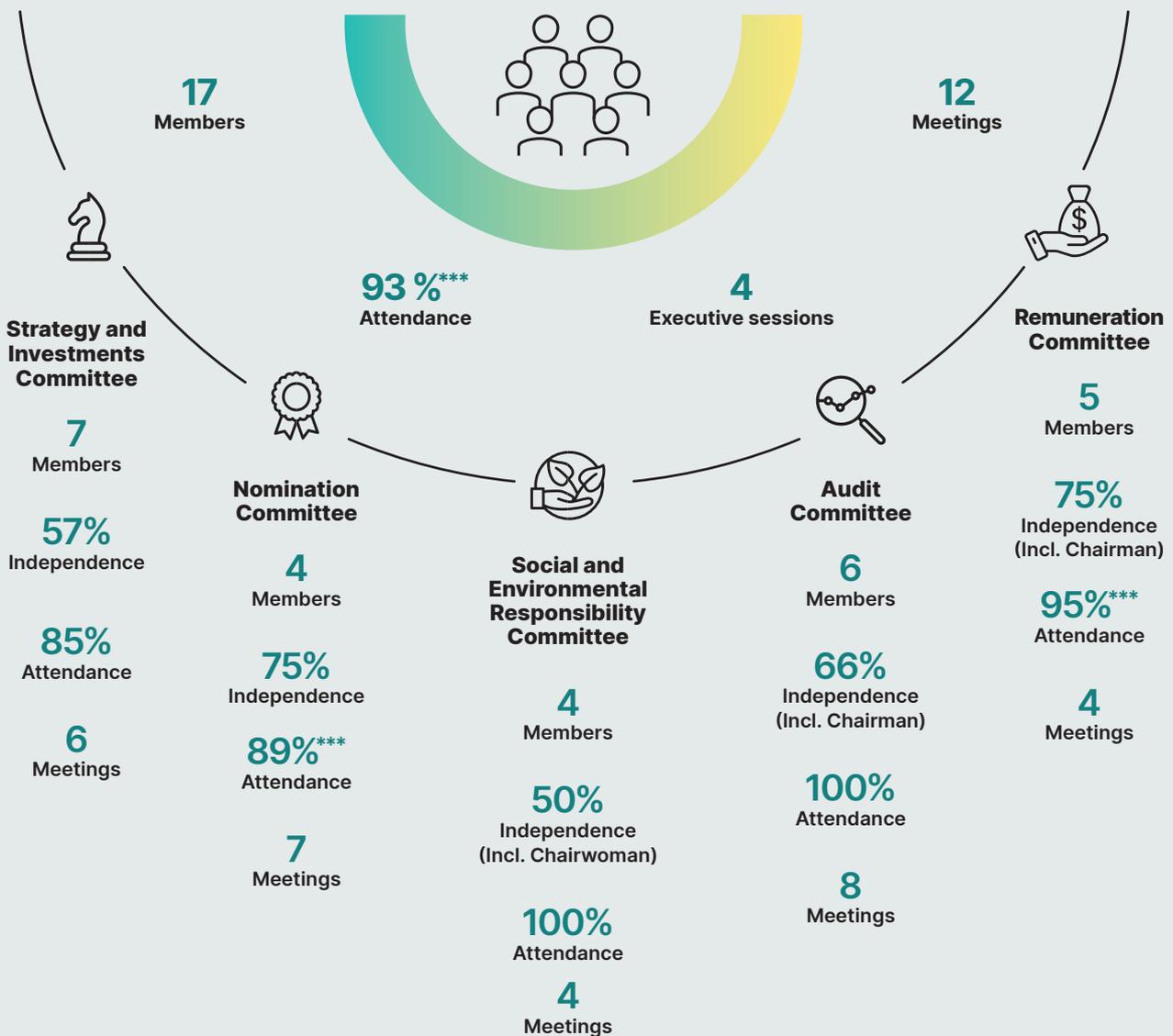
Current composition of the Board before the General Meeting*

67%
Independence
(incl. Chairman)

47%
of non French
nationalities

40%
Feminisation
rate

Board works in 2023**



* Employee directors are not taken into account when calculating independence and gender diversity, in accordance with the law and the recommendations of the AFEP-MEDEF Code.

** As of December 31, 2023.

*** Attendance rate impacted by Luc Rémont's reduced participation at the end of his term of office, given his appointment as Chairman and CEO of EDF on November 23, 2022, which affected his availability.



Individual Attendance in 2023*

	Board of Directors	Audit Committee	Nomination Committee	Remuneration Committee	Strategy and Investments Committee	Social and Environmental Responsibility Committee
Gilles Grapinet	100%	-	-	-	100%	100%
Bernard Bourigeaud ¹	91%	-	-	-	80%	-
Gilles Arditti ²	100%	100%	-	-	100%	-
Agnès Audier	100%	-	-	-	-	100%
Aldo Cardoso	100%	100%	-	-	83%	-
Giulia Fitzpatrick	92%	100%	-	-	-	100%
Lorenz von Habsburg Lothringen	100%	-	100%	100%	100%	-
Mette Kamsvåg	92%	100%	-	-	100%	-
Danielle Lagarde	100%	-	100%	100%	-	100%
Marie-Christine Lebert	92%	-	-	100%	-	-
Olivier Lorieau ³	100%	-	-	-	-	-
Caroline Parot	92%	100%	-	-	-	-
Georges Pauget ¹	100%	-	100%	100%	-	-
Luc Rémont ⁴	20% ⁴	-	0% ⁴	50% ⁴	-	-
Daniel Schmucki	75%	100%	-	-	100%	-
Nazan Somer Özelgin	92%	-	-	-	-	-
Thierry Sommelet	100%	-	86%	100%	100%	-
Dr. Michael Stollarz	92%	-	-	-	-	-
Susan M. Tolson ⁵	80%	100%	-	-	-	-
Stephan van Hellemont ⁶	100%	-	-	-	-	-
Johannes Dijsselhof (Censor) ⁷	60%	-	-	-	-	-

* These tables show the attendance rates of the Board's standing committees. They do not include the Ad Hoc Committee, which was set up temporarily and for which the overall attendance rate is almost 90%.

¹ Bernard Bourigeaud passed away on December 14, 2023. Georges Pauget was appointed interim Chairman of the Board of Directors on December 15, 2023.

² Gilles Arditti is member of the Audit and Committee since June 8, 2023. He was previously attending as a regular advisory invitee.

³ Olivier Lorieau's mandate ended at the end of the 2023 Shareholders' General Meeting.

⁴ Luc Rémont's mandate ended at the end of the 2023 Shareholders' General Meeting. His participation reduced at the end of his term of office given his appointment as Chairman and CEO of EDF on November 23, 2022, which affected his availability.

⁵ Susan M. Tolson's mandate ended at the end of the 2023 Shareholders' General Meeting.

⁶ Stephan van Hellemont's mandate was effective as from the end of the 2023 Shareholders' General Meeting.

⁷ Johannes Dijsselhof's mandate ended at the end of the 2023 Shareholders' General Meeting.

Review of 2023

 **12 Meetings**

 **93% Attendance Rate**

The Board of Directors met **12 times** in 2023.

This includes a strategic seminar for the Board of Directors and certain members of management, which was held on July 6 and 7, 2023 and focused mainly on Group strategy. The average attendance rate at Board meetings was **93%**.

4 executive sessions took place in 2023.

In 2023, the Board of Directors discussed the following matters amongst others.



Strategy

- Review of Group strategy and positioning, market trends and the competitive landscape
- Review of strategic projects, investments, acquisitions, and divestments (follow-up to the disposal of the payment terminals business (TSS) and acquisition of the merchants acquiring business of Banca del Fucino)
- Review of the Group's development and growth strategy at operational level
- Creation of a joint venture with Crédit Agricole
- Review of the action plan following the release of the 3rd quarter 2023 results including a downward revision of targets
- Review of CSR and climate change strategy



Performance

- Review of the Group's business, economic situation and performance, in particular with regard to predefined criteria as well as the market and competitors
- Review of the performance criteria
- Review of debt and financing strategy for 2023
- Implementation of financial transactions



Audit and risks

- Review and closing of the annual and consolidated financial statements for 2022 and the consolidated half-yearly financial statements for 2023
- Review of the budget and objectives for 2024
- Mapping of the Group's major risks
- Mapping of anti-corruption risks
- Internal control and internal audit
- Monitoring specific risks
- Monitoring regulatory issues and key interactions with regulators



Ethics and CSR

- Review of climate strategy
- Review of ethics and anti-corruption policy
- Review of the extra-financial performance declaration (sustainability report)
- Monitoring CSR regulatory developments (taxonomy, CSRD, carbon neutrality, etc.)
- Review of the Declaration on Modern Slavery for 2022
- Review of the Company's and corporate social responsibility initiatives and performance (TRUST 2025)



Governance

- Review of the composition of the Board and its Committees
- Work on resizing the Board of Directors
- Selection process for the new Chairman of the Board of Directors and new directors
- Internal assessment of the Board of Directors and its Committees
- Review of the diversity policy within the management bodies
- Monitoring of the constant improvement plan of the Board's functioning
- Review of the succession plan



Compensation and human resources

- Definition of the 2023 compensation policy applicable to corporate officers
- Assessment of the 2022 targets for the variable compensation of Executive Company Officers
- Allocation of performance shares and stock options to employees and Executive Company Officers
- Adjustment of the performance conditions for the variable remuneration of Executive Company Officers due to the change in the Group's scope of consolidation
- Implementation of the employee share ownership plan (Boost 2023)

Key information on Directors

As of April 30, 2024

	Personal Details				Experience		Position on the Board of Directors				
	Name	Age	Gender	Nationality	Number of shares held	Number of corporate offices in other listed companies	Independence ¹	Date of first appointment	End of term of office	Seniority as director on the Board of Directors	Committee member
CEO	Gilles Grapinet	60	M	French	228,535	1	No	April 30, 2014	AGM 2026	9	SI/SER
Interim Chairman	Georges Pauget²	76	M	French	750	0	Yes	April 30, 2019	AGM 2025	4	R*/N**
Directors	Gilles Arditti³	68	M	French	20,001	0	Yes	April 30, 2014	AGM 2026	9	A/SI
	Agnès Audier²	59	F	French	1,350	2	Yes	October 28, 2020	AGM 2024	3	SER
	Aldo Cardoso	67	M	French	1,500	1	Yes	June 13, 2014	AGM 2026	9	A*/SI
	Giulia Fitzpatrick	64	F	American; Italian	750	0	No	November 30, 2018	AGM 2026	5	A/SER
	Lorenz von Habsburg Lothringen³	68	M	Austrian; Belgian	750	0	No	April 30, 2019	AGM 2024	4	N*/R**/SI
	Mette Kamsvåg	53	F	Norwegian	1,000	1	Yes	April 30, 2019	AGM 2025	4	A/SI
	Danielle Lagarde³	63	F	French	2,740	0	Yes	December 12, 2016	AGM 2024	7	N/R/SER*
	Caroline Parot²	52	F	French	1,587	0	Yes	October 28, 2020	AGM 2025	3	A
	Daniel Schmucki⁴	55	M	Swiss	750	0	No	March 19, 2020	AGM 2024	3	A/SI*
	Nazan Somer Özelgin⁴	60	F	Turkish	1,571	2	Yes	October 28, 2020	AGM 2024	3	-
	Thierry Sommelet	54	M	French	750	2	Yes	October 28, 2020	AGM 2026	3	N/R/SI
	Dr. Michael Stollarz	57	M	German	1,570	0	No	October 28, 2020	AG 2025	3	-
Wilfried Verstraete⁵	65	M	Belgian	on going	0	Yes	March 20, 2024	AGM 2026	0	N/SI	
Employee directors	Marie-Christine Lebert	60	F	French	400 ⁶	0	No	May 17, 2019	AGM 2026	4	R
	Stephan van Hellemont	56	M	Belgian	1,000 ⁶	0	No	June 8, 2023	AGM 2026	<1	-

AGM: Annual General Meeting; A: Audit Committee; N: Nomination Committee; R: Remuneration Committee; SER: Social and Environmental Responsibility Committee; SI: Strategy and Investments Committee

* Chairperson ** Vice-Chairperson

¹ The analysis of the independence of each director can be found in section D.1.3.5 of the 2023 Universal Registration Document.

² Resignation as a director to take place at the end of the 2024 Shareholders' Meeting as part of the Board of Directors resizing exercise (see section D.1.3.1.1 of the 2023 Universal Registration Document).

³ Directors who have decided not to renew their term of office at the 2024 Shareholders' Meeting.

⁴ Shareholders will be asked to renew the term of office of these directors at the 2024 Shareholders' General Meeting.

⁵ Ratification of Wilfried Verstraete's co-optation as an independent director will be proposed at the 2024 Shareholders' General Meeting as well as its re-appointment for a term of office of three years.

⁶ In line with the Board's Internal Rules, employee directors are exempt from the obligation to own Worldline shares.

Selection of Directors

In accordance with article 9.3.1 of the Board's Internal Rules, the Nomination Committee has a special procedure for selecting and appointing directors (in particular independent directors). This procedure summarized hereunder is in line with the highest corporate governance standards. It takes into account the diversity policy defined by the Board of Directors and the competence needs.

When looking to recruit new Board members, the Nomination Committee first assesses the complementarity of the skillsets, experience, expertise and diversity of the existing Board of Directors. It then identifies those particular skills and diversity that will have the most impact on the collegiality, complementarity and effectiveness of the Board of Directors. In determining the appropriate profile for the new member, the Nomination Committee looks in particular at:

- the proportion of independent directors;
- appropriate representation of shareholders and strategic partners;
- the diversity policy of the Board of Directors; as well as
- the expectations of the Board of Directors itself as expressed in its annual self-assessment of its composition and functioning.

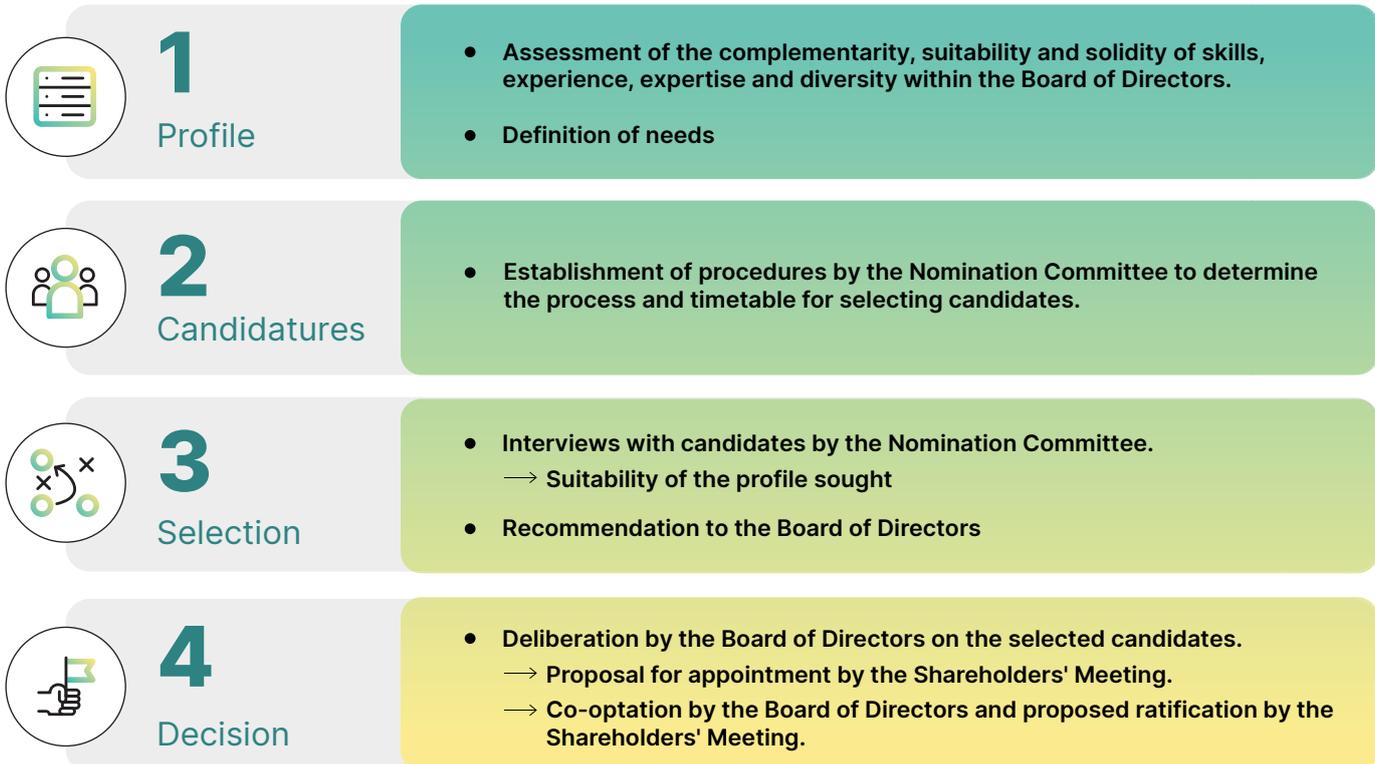
Once the need for a new director has been identified, appropriate procedures are put in place by the Nomination Committee, in consultation with the Chairperson of the Board of Directors and the Lead Director with the support of the Secretary of the Board, and if necessary, an external consultant, to determine the process and timeline, identify potential candidates (multiple candidates may be proposed), and proceed with their selection.

Interviews with these candidates are then conducted, particularly with members of the Nomination Committee, with a view to making a recommendation to the Board of Directors. The Nomination Committee ensures that the candidate's profile is in line with the sought-after skills and experience, as well as their availability, absence of conflicts of interest, and, if applicable, independence in accordance with the criteria defined in the AFEP-MEDEF Code.

The Board of Directors reviews the works of the Nomination Committee, deliberates on the candidates proposed by the Committee, and proposes the appointment of the selected candidate as a director for approval by the Shareholders' General Meeting. Exceptionally and under certain conditions, the Board of Directors may co-opt directors, subject to subsequent ratification by the shareholders at the next following meeting.

Additionally, a specific selection process exists for directors representing employees and employee shareholders in accordance with Article 16 of the Company's Bylaws. The first employee representative director is appointed by the Company's Social and Economic Committee, while the second is appointed by the European Works Council. The employee shareholder representative director is elected by the Shareholders' General Meeting from among the candidate or candidates designated by the employee shareholders. In fact, the supervisory boards of mutual investment funds must notify the Chairman of the Board of Directors of the identity of the candidate or candidates elected within their ranks prior to the Shareholders' General Meeting. The Board of Directors may decide to recommend the appointment of a candidate to the Shareholders' General Meeting.

Director selection process





Proposed renewal of directors



Nazan Somer Özelgin

- Independent Director

Main activity:

- Independent Director of companies

Attendance rates 2023

92%

- Board of Directors: 92%

Key skills

- Audit, Risks Compliance
- Finance
- Banking sector

Business address:

Voltaire – 1, place des
Degrés CS81162
92059 Paris La Défense
Cedex – France

**Number of shares as of
2023/12/31:** 1,571

Date of birth (and age):
November 6, 1963
(60 years old)

Nationality: Turkish

First appointment:
October 28, 2020

Reappointment:
May 20, 2021

Term expires on:
2024 AGM deliberating on
the 2023 financial statements

Biography – Professional experience – Fields of expertise

Nazan Somer Özelgin is a member of the Supervisory Board of Unicredit Slovenia and Unicredit Romania, Zagrebacka Banka (Unicredit Croatia) and Mapfre Insurance (Turkey). She is the Chairwoman of Mapfre Insurance Turkey. She is Deputy Chair of Zagrebacka Banka (Croatia) in addition to being the Chairwoman of the Risk Committee and member of the Audit Committee. In addition to being a Supervisory Board member, she is the Chairwoman of the Audit Committee and a member of the Risk Committee and Nomination Committee at Unicredit Romania. She is Deputy Chair of Unicredit Slovenia in addition to being the Audit Committee Chair and a member of the Risk Committee and the Remuneration Committee. She is also the Board member and Deputy Chair of Istanbul Golf Club and as part of her social responsibility efforts holds a Chair in the Advisory Committee of Darussafaka Foundation (a reputable Turkish foundation focusing on the education of orphan children) and in the Board of Trustees of the Bosphorus university of Istanbul. She has also been a member of the Board of Directors of TAV Airport Operations since March 2024.

She was previously Executive Vice President in charge of Retail Banking and a member of the Executive Committee of Yapi Kredi Bank (one of the three largest private banks in Turkey) from 2009 to 2018. She joined Yapi Kredi Bank in 2000 as Executive Vice President in charge of personal banking. Between 2003 and 2009, she served as Executive Vice President in charge of payment systems and consumer lending. From 2009 to 2018, she was Head of Retail and a member of the Executive Committee managing the retail business line end to end and leading many transformation projects including but not limited to digital transformation of the bank. From 1988 to 2000, she served as an Independent Auditor at Arthur Andersen's Istanbul office. She qualified as a Certified Public Accountant in 1993. During her career at Arthur Andersen, she assumed auditing and financial consultancy responsibilities for companies in the banking and finance, manufacturing, retail, construction and tourism sectors. She also ran various internal control and workflow reviews, restructuring and due diligence projects as well as company valuations especially in the financial sector. She was the partner in charge of financial sector in her final two years at Arthur Andersen Turkey. During this period, she also held responsibilities for financial sector clients in Bucharest and Sofia. She began her career with the pharmaceutical company Pamer Sti, where she worked in the finance and accounting department. She completed her high school education in Istanbul American Robert College. She has an undergraduate degree from the Business Administration Faculty of the Bosphorus university of Istanbul.

List of positions and offices held in French and foreign companies

Other positions and offices held at December 31, 2023

Within the Worldline Group: None

Outside the Worldline Group

Foreign countries:

- Deputy Chair of the Supervisory Board, Chair of the Audit Committee, member of the Risk Committee and Remuneration Committee of Unicredit Slovenia (Slovenia)
- Member of the Supervisory Board, Chairwoman of the Audit Committee and member of the Risk Committee, Nomination Committee of Unicredit (Romania)
- Deputy Chair of the Supervisory Board, Chairwoman of the Risk Committee and Audit Committee member of Zagrebacka Banka* (Unicredit Croatia)
- Chairwoman of the Supervisory Board of Mapfre Sigorta A.S. Turkey (Turkey)

- Director, Chairwoman of the Audit Committee and member of the Corporate Governance Committee of TAV Airport Operations*
- Chairwoman of Istanbul Golf Club
- Member of the Advisory Board of Darussafaka (Foundation)
- Member of the Trustee Board of Bosphorus university of Istanbul (Turkey)

Other positions and offices held during the last five years

Within the Worldline Group :

France:

- Director of Worldline IGSA* (until 2020)

Outside the Worldline Group: None

* Listed company.



Daniel Schmucki

- Chairman of the Strategy and Investments Committee
- Member of the Audit Committee

Main activity:

- Chief Financial Officer of SIX Group AG

Attendance rates 2023

92%

- Board of Directors: 75%
- S&I Committee: 100%
- Audit Committee: 100%

Key skills

- Finance
- Audit, Risks
- Payment Services & Banking sector
- Corporate Strategy & Investment

Business address:

SIX Group AG,
Pfungstweidstrasse
110 CH-8021 Zurich,
Switzerland

Number of shares as of 2023/12/31: 750

Date of birth (and age):
June 6, 1968 (55 years old)

Nationality: Swiss

First appointment:
March 19, 2020

Reappointment:
May 20, 2021

Term expires on:
2024 AGM deliberating on
the 2023 financial statements

Biography – Professional experience – Fields of expertise

Daniel Schmucki is a member of the Executive Board at SIX Group AG and has been Chief Financial Officer since March 2017.

From 1994 to 1999 he has held various finance positions at Bosch group in Switzerland and Germany.

In 1999, he took on the role of Head of Controlling, Treasury and Investor Relations at Flughafen Zürich AG, which he held for nine years.

In 2008, he was promoted to Chief Financial Officer and Managing Director of Global Airport Operations and then Deputy CEO. He held this position until 2017, before he moved to SIX Group AG, a Financial Markets Infrastructure company. He is since also a member of the Executive Committee.

He is a qualified Chartered Accountant.

List of positions and offices held in French and foreign companies

Other positions and offices held at December 31, 2023

Within the Worldline Group: None

Outside the Worldline Group:

Foreign countries:

- Chairman of the Board of Directors of SIX Global Services AG
- Director of SIX BBS AG
- Director of SIX Repo AG
- Director of SIX Swiss Exchange AG
- Director of Bolsas y Mercados Españoles (BME)
- Director of SIX Financial Information AG
- Director of Zoo Zürich

Other positions and offices held during the last five years

Within the Worldline Group : None

Outside the Worldline Group:

Foreign countries:

- Director of SECB Swiss Euro Clearing Bank GmbH (until March 2020)
- Director of Flaschenpost Services AG (until February 2020)



Ratification of the co-optation and proposed appointment as director



Wilfried Verstraete

- Independent Director (since March 20, 2024)
- Member of the Strategy and Investments Committee
- Member of the Nomination Committee

Main activity:

- Director of companies

Attendance rates 2023*

- Board of Directors: N/A
- S&I Committee: N/A
- Nomination Committee: N/A

Key skills

- Management
- Governance
- Technology
- Risks
- Finance
- Strategy, M&A

Business address:

Tour Voltaire,
1 Place des Degrés
CS81162
92059 Paris la Défense
Cedex, France

Number of shares as of 2023/12/31: N/A

Date of birth (and age):

May 6, 1958
(66 years old)

Nationality : Belgian

First appointment:

March 20, 2024

Term expires on:

2026 AGM deliberating on the 2025 financial statements

Biography – Professional experience – Fields of expertise

Wilfried Verstraete is a highly experienced international executive with a remarkable track record in technology-driven financial services. He began his career as an internal auditor and then gained extensive management experience within the France Telecom ecosystem, serving as the CFO for crucial divisions of the Group.

Later, he transitioned to Allianz in Munich as the CFO of AGCS, the corporate and specialty business. Subsequently, in early 2009, he was appointed Group CEO of Euler Hermes (now Allianz Trade), a subsidiary of Allianz SE. During his tenure, he managed the global financial crisis and the Covid period.

Over his twelve-year leadership at Euler Hermes, Wilfried Verstraete successfully transformed the organisation from a traditional trade credit insurer into a fully integrated, agile, and undisputed market leader offering cutting-edge digital solutions to clients. He also played a pivotal role in its global technology overhaul, aligning aspirations with capabilities.

Wilfried possesses a strong international focus as he works in many countries.

Wilfried Verstraete holds a graduate degree in economics from Vrije Universiteit Brussels and a Master in Financial Management from Vlaamse Economische Hogeschool, Brussels (Belgium).

He also completed the International Executive Program at INSEAD (France) and the Advanced Corporate Strategy and Management for CEOs Program at INSEAD (Singapore).

List of positions and offices held in French and foreign companies

Other positions and offices held at December 31, 2023

Within the Worldline Group: None

Outside the Worldline Group:

Foreign countries:

- Member of the Supervisory Board of Allianz Germany (Germany)
- Chairman of the Board of Directors of Allianz Trade Brussels (Belgium)
- Director of Euler Hermes Re Zurich¹ (Switzerland)
- Chairman of the Board of Directors of Allianz Trade North America (USA)
- Chairman of the Board of Directors of Solunion (Spain)
- Director of Orange Belgium (Belgium)

Other positions and offices held during the last five years

Within the Worldline Group: None

Outside the Worldline Group:

Foreign countries:

- Chairman of the Board of Management and Chief Executive Officer of Allianz Trade (until December 2020)
- Member of the Supervisory Board of Versicherung AG

* N/A as he was co-opted on March 20, 2024. In 2024, his attendance rate reaches 100%.

¹ Wilfried Verstraete will step down from this mandate in May 2024.

Proposed appointments as directors



Agnès Park

- Independent director

Main activity:

- Group Chief Human Resources Officer at Valeo

Key skills

- Industry, Life Science, High Tech
- Human Resources
- Corporate Social Responsibility
- Transformation
- Governance

Business address:
100, rue de Courcelles
75017 Paris, France

Date of birth (and age):
August 20, 1970
(53 years old)

Nationality: French
and South Korean

Biography – Professional experience – Fields of expertise

Agnès Park is a trained lawyer and has also studied human resources.

She began her career in 1994 at Daewoo and then at Chevrolet/General Motors as a corporate lawyer.

In 1999, she was appointed Director of Human Resources for one of General Motors' subsidiaries in France and Southern Europe.

In 2007, she joined Varian Medical System, an American medical high tech company, where she successively held the positions of HR Director for France and Belgium, then HR Director for Western Europe and finally HR Director for Europe, Middle East, Africa and India in 2018.

In 2019, Agnès Park joined the Pierre Fabre Group as Vice President of Human Resources for the Pharmaceutical Division. The same year, she was appointed Deputy General Manager in charge of Human Resources and Ethics.

Agnès Park joined the Valeo Group on June 27th 2022, as Group Chief Human Resources Officer.

Agnès Park holds a Master Degree in International Business Law (University of Paris II), an Executive Master of Strategic HR Management from HEC (Paris) and an Executive Coaching Certificate from INSEAD.

List of positions and offices held in French and foreign companies

Other positions and offices held at December 31, 2023

Within the Worldline Group: None

Outside the Worldline Group: None

Other positions and offices held during the last five years

Within the Worldline Group: None

Outside the Worldline Group: None



Sylvia Steinmann

- Independent Director

Main activity:

- Director of companies

Key skills

- IT / Technology
- Financial Services
- Strategic thinking
- Business and Digital Transformation
- Process engineering and Operations
- Cyber Resilience and Compliance

Business address:
Brienner Straße 18
80333 Munich, Germany

Date of birth (and age):
January 18, 1965
(59 years old)

Nationality: German

Biography – Professional experience – Fields of expertise

Sylvia Steinmann studied business administration and information technology at the Technische Universität Berlin and the Massachusetts Institute of Technology.

She began her career as an IT and financial services consultant with McKinsey, before joining Swiss Re, where she headed the IT Strategy and Planning department. Sylvia Steinmann then spent several years as Chief Information Officer for the Financial Service Business Arm at SwissRe and was a member of the Executive Team.

Sylvia Steinmann pursued her career at Zurich Insurance (Chief Operating Officer of Global IT) and the logistics company DHL (Chief Information Officer of Global Forwarding and Freight).

Before joining Swiss Life, Sylvia Steinmann had been Chief Information Officer of the medical diagnostics company SYNLAB International in Munich since 2017.

From 2018 until 2023, Sylvia Steinmann was the Chief Information and Transformation Officer at Swiss Life Switzerland and a member of the Management Board.

List of positions and offices held in French and foreign companies

Other positions and offices held at December 31, 2023

Within the Worldline Group: None

Outside the Worldline Group:

France:

- None

Foreign countries:

- Member of the Supervisory Board and member of the Audit Committee and the Risk Committee of BayernLB (Germany)
- Member of the Fachbeirat Tourismus Bergerlebnis – Berchtesgaden
- Vice-Chairwoman of Board of HomeOwners Association - Aruba

Other positions and offices held during the last five years

Within the Worldline Group: None

Outside the Worldline Group:

France:

- None

Foreign countries:

- Member of the Global CIO Board of SwissLife AG
- Member of the Board of SYNLAB Schweiz AG



Olivier Gavalda

- Director

Main activity:

- Deputy Chief Executive Officer
Crédit Agricole S.A.*

Key skills

- Banking sector
- Management
- Finance & Strategy
- Governance

Business address:

12, place des États-Unis
92127 Montrouge Cedex,
France

Date of birth (and age):

November 10, 1963
(60 years old)

Nationality: French

Biography – Professional experience – Fields of expertise

Olivier Gavalda has spent his entire career at Crédit Agricole.

He joined Crédit Agricole du Midi in 1988, successively holding the positions of Organisation Project Manager, Branch Manager, Training Manager and Head of Marketing.

In 1998, he joined Crédit Agricole Ile-de-France as Regional Director.

In 2002, he was appointed Deputy Chief Executive Officer of Crédit Agricole Sud Rhône-Alpes, in charge of Development and Human Resources.

In 2007 he became Chief Executive Officer of Crédit Agricole Champagne Bourgogne.

In 2010, he joined Crédit Agricole S.A. as Head of the Regional Banks Division.

In 2015, he was appointed Deputy Chief Executive Officer in charge of the Development, Customer and Innovation Division.

In 2016, he became Chief Executive Officer of Crédit Agricole Ile-de-France.

Olivier Gavalda holds a Master's degree in Econometrics and a DESS (post-graduate diploma) in organisation/computing from Arts et Métiers.

List of positions and offices held in French and foreign companies

Other positions and offices held at December 31, 2023

Within the Worldline Group: None

Outside the Worldline Group:

France:

- Deputy Chief Executive Officer of Crédit Agricole S.A.*
- Chairman of the Board of Directors and Chairman of the Nomination Committee of Crédit Agricole Consumer Finance
- Chairman of Idia
- Director of Crédit Agricole Assurances
- Director of Institut Format Crédit Agricole Mutuel
- Director of Crédit Agricole Transitions et Energies

As Crédit Agricole's permanent representative:

- Vice-Chairman and Director of Predica
- Director of Crédit Agricole Assurances Retraite
- Director of Pacifica

Foreign countries:

- Vice-Chairman and Director of Crédit Agricole Italia

* Listed company.

Other positions and offices held during the last five years

Within the Worldline Group: None

Outside the Worldline Group:

France:

- Chairman of Crédit Agricole Group Infrastructure Platform
- Director of Crédit Agricole Corporate Investment Bank
- CRAM IDF's representative and Manager of Crédit Agricole Technologies and Services
- Director of SAS La Boétie

Foreign countries:

- Chairman of Crédit Agricole SRBIJA (Serbia)

Composition of the Board of Directors after the 2024 Shareholders' Meeting

59
Average age of directors

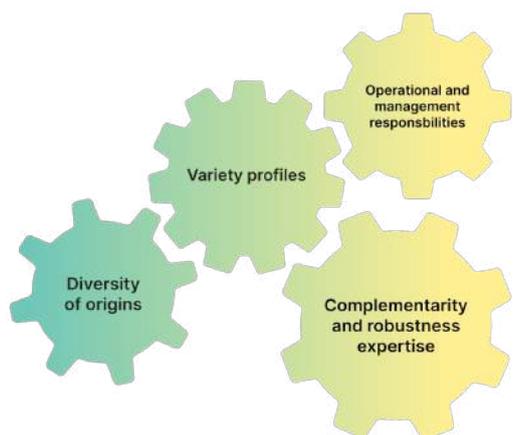
58%*
Independent Directors

42%*
Feminisation rate

67%*
Non French nationalities



Directors' skills after the 2024 Shareholders' Meeting



- Expertise**
- Management/International
 - Finance
 - Strategy/Investment
 - Digital/Tech
 - Audit/Risks
 - CSR/HR
 - Transformation
 - Governance

- Business Sectors**
- Payments
 - Bank/Financial services
 - Investment
 - IT/Technology
 - Industry
 - Retail
 - Insurance

Compensation of Company Officers for 2024

The compensation policies of the Company Officers are established in accordance with the provisions of article L. 22- 10-8 of the French Commercial Code. The compensation policies are proposed by the Remuneration Committee and approved by the Board of Directors. It is then submitted to the vote of the Shareholders' General Meeting. It was approved by the Board of Directors on March 20, 2024 upon a recommendation of the Remuneration Committee (section D.2.1 of the 2023 Universal Registration Document).

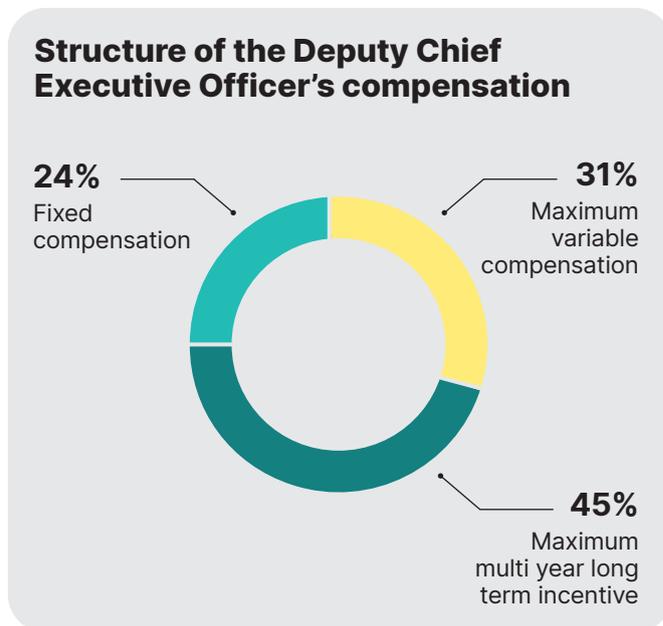
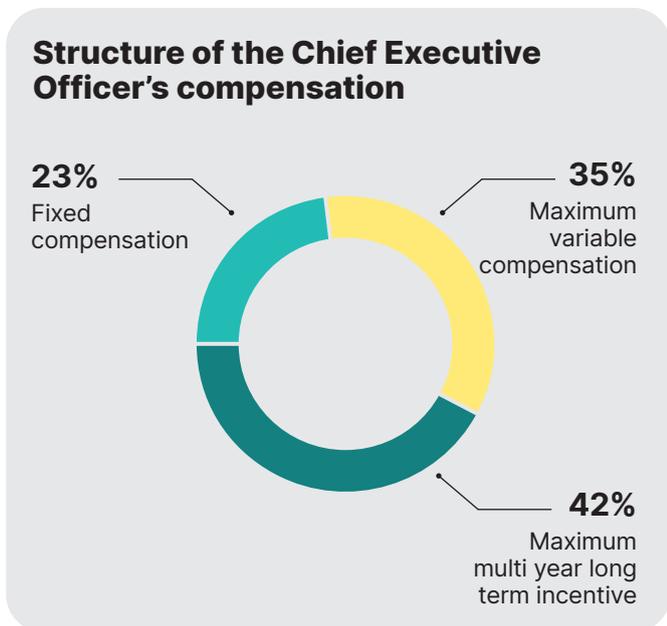
Compensation policies of the Executive Company Officers

The compensation policies for the Executive Company Officers are set according to a strict decision-making process of the Board of Directors taken on the recommendations of the Remuneration Committee, which aim, amongst other things, to:

- ensure consistency and balance between the compensation policy applied to the Executive Company Officers and the one applied to the other managers of the Group, in accordance with the Company's corporate interest;
- contribute to the Group's long-term strategy;
- support the Group's commitment to corporate social responsibility (CSR), in particular in terms of climate;
- ensure that Executive Company Officers' interests are aligned with shareholders' interests.

Given the macroeconomics deterioration in some of Group's core geographies and the financial results of the third quarter 2023 and the review of the 2023 objectives, as announced on October 25, 2023, it was decided by the Board of Directors, upon the recommendation of the Remuneration Committee, at the initiative of the Executive Company Officers, not to apply the increase in their fixed and variable remuneration with effect from 1st January 2024, as decided in 2023 by the Board of Directors and the General Meeting.

The respective compensation structure for the Chief Executive Officer and the Deputy Chief Executive Officer for 2024 remains unchanged since 1st July 2021 and is as follows:





Compensation policy for the Chairman of the Board of Directors

To ensure that the non-executive Board Chairman stays independent in his assessment of the Company's general management actions, his compensation does not include any variable component linked to the Group's short or long-term performance.

The Board of Directors determined the structure and amount of compensation for the non-executive Chairman, on the recommendation of the Remuneration Committee, after reviewing comparable position in SBF 120 companies and taking into account:

- the absence of a preexisting position as non-executive company officer;
- the special missions entrusted to the Chairman of the Board in addition to his statutory missions.

The amount of the annual fixed compensation for the non-executive Chairman of the Board of Directors is €300,000, aligned with market practices of SBF 120 companies for similar positions.

The Chairman is ineligible to receive compensation for attending Board and Committees' meetings.

The Chairman of the Board of Directors is entitled to a reimbursement of the expenses incurred in connection with his mission, such as travel expenses, upon presentation of receipts.

Compensation policy for Directors

On the Remuneration Committee's recommendation, the Board of Directors sets the rules for allocating among the directors the total annual amount of Directors' compensation set by the Shareholders' General Meeting. These rules provide for the payment of:

- a fixed amount calculated on a prorata temporis basis for terms of office ending or starting during the financial year; and
- a variable amount (which is predominant) allocated by the Board of Directors on the basis of actual attendance at Board and Committees' meetings.

Additional compensation is allocated to the Lead Director.

The compensation policy is reassessed each year by the Board of Directors and can be subject to reevaluations.

During this reassessment it regularly uses studies from comparable companies and legal opinions prepared by third parties.

Board of Directors

All members

Fixed

€20,000

Variable

€2,500 per meeting attended

Lead Director

Additional fixed

€15,000 per year

Committees

All members¹

€1,500 per meeting attended

Chairman of the Audit Committee

€3,500 per meeting attended

Chairman of other Committees²

€2,500 per meeting attended

¹ By exception for all Ad Hoc Committee members: €1,000 per month prorated according to the number of monthly meetings attended by each member.

² The Chairman of the Ad Hoc Committee does not receive any additional compensation payment.

Successive meetings held on the same day are counted as follows:

- If the Board meets several times on the same day, a single compensation payment shall be paid for all sessions;
- If a Director attends a meeting of several separate Committees on the same day, a compensation shall be paid for each session; exceptionally, if a Director attends a meeting of the Remuneration Committee and a meeting of the Nomination Committee on the same day, a single compensation payment shall be paid for all sessions;
- If a Director attends several meetings of the same Committee on the same day, only one remuneration is paid for all the meetings.

Components of compensation paid or awarded to Company Officers for the financial year 2023, submitted to a shareholder vote

Pursuant to the provisions of articles L. 22-10-8 and L. 22-10-34 of the French Commercial Code, the amounts and components presented below, resulting from the implementation of the compensation policies for Company Officers approved by the Shareholders' Meeting held on June 8, 2023, are subject to the shareholders' approval during the Shareholders' Meeting to be held in 2024.

They form an integral part of the Board of Directors' report on corporate governance. For more details, shareholders are invited to refer to the 2023 Universal Registration Document (section D.2.2).

Level of achievement of the objectives linked to the 2023 annual variable compensation

Seen the macroeconomics deterioration in some of Group's core geographies and the revision of the Company's 2023 targets announced on 25 October 2023 when the thirdquarter financial results were released, the Board of Directors has decided, on the recommendation of the Remuneration Committee and at the initiative of Gilles Grapinet and Marc-Henri Desportes, not to make any payment of their annual variable compensation due in respect of the second half of 2023.

On 19 April 2024, the Board of Directors decided, on the recommendation of the Remuneration Committee and at the initiative of Gilles Grapinet and Marc-Henri Desportes, that their 2023 variable annual compensation (i.e. €435,884.35 representing 49.5% of the target variable annual compensation for Gilles Grapinet and €217,942.18 representing 49.5% of the target variable annual compensation for Marc-Henri Desportes) would not be paid in cash, but in the form of performance shares subject to a

two-year vesting period and a performance condition relating to the performance of the Worldline share price in order to better align the interests of the Executive Company Officers and the Deputy Chief Executive Officer with those of the shareholders.

In 2023, the nature and weighting of each indicator included in the Chief Executive Officer and Deputy Chief Executive Officer's variable compensation, as well as the average achievement and payout rates of annual objectives are as follows:

Rate of achievement and payment on an annual average

2023	Weight	Achievement rate	Payout rate
Group Revenue Organic Growth	31.25%	98.5%	55.9%
Group Adjusted EBITDA	31.25%	93.8%	69.1% reduced to 52.9%
Group Free Cash Flow	27.5%	81.9%	56.4%
Corporate Social Responsibility	10%	97.4%	97.4%
Payout as a % of the target variable compensation (on annual basis)	100%		64.3% reduced to 49.5%

The detailed achievement and payout of the indicators by half-year is the following:

2023 Objectives by half-year	First Half			Second Half		
	Weight	Achievement	Payout*	Weight	Achievement	Payout*
Group Revenue Organic Growth	35%	100%	99.9%	27.5%	96.7%	0%
Group Adjusted EBITDA	35%	98.9%	94.5%	27.5%	87.3%	36.7% reduced to 0%
Group Free Cash Flow ¹	30%	100.3%	103.4%	25%	59.8%	0%
Corporate Social Responsibility	0%	NA	0%	20%	97.4%	97.4%
Payout as a % of the target variable compensation (on a half-year basis)			99.06%			29.58% reduced to 0%

¹ Before dividends and income from acquisitions/disposals.

As a reminder, that despite these achievement rates, the Board of Directors has decided to reduce the annual variable remuneration to zero for the second half of 2023, resulting in a payment reduced to 49.5% of the target annual variable compensation to be allocated in 2024 into performance shares subject to a two-year vesting period and a performance condition of the Worldline share price. The number of performance shares will be calculated by dividing the defined 2023 annual variable compensation by the highest between (i) the closing price of the Worldline share on the grant date or (ii) a low limit set at €22.5.



Components of compensation due or awarded for the financial year 2023 to Gilles Grapinet, Chief Executive Officer

The table below mentions all the components of compensation paid or awarded to Gilles Grapinet for financial year 2023 (more details in the 2023 Universal Registration Document, Section D.2.2.1) which will be subject to the approval of the Shareholders' General Meeting to be held in 2024.

Components of compensation subject to approval	Amounts paid during the year ended (in €)	Amounts awarded during the year or accounting value (in €)	Presentation
Annual fixed compensation	750,000	750,000	Fixed compensation paid and attributed to Gilles Grapinet for his duties as Chief Executive Officer of Worldline in 2023.
Annual variable compensation	994,798*	435,884**	* Amount allocated for the year ended in 2022 and paid in 2023 and approved by the Shareholders' General Meeting on June 8, 2023 – for further information, see the 2022 Universal Registration Document. ** Amount allocated in respect of the financial year ended in 2023 and to be allocated in 2024 into performance shares subject to a two-year vesting period and a performance condition relating to the performance of the Worldline's share price after approval by the 2024 General Meeting – for more details, see Section D.2.2.1 of the 2023 Universal Registration Document.
Value of stock options granted during the year ¹	0	279,972 ¹	Grant of 44,440 stock options to Gilles Grapinet.
Value of performance shares granted during the year ¹	0	1,011,010 ¹	Grant of 44,440 performance shares to Gilles Grapinet.
Exceptional compensation	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Gilles Grapinet.
Compensation allocated to Directors	0	0	No compensation was paid/allocated to Gilles Grapinet for his duties as Director in accordance with the compensation policy applicable to Directors and to the Chief Executive Officer.
Fringe benefits	6,597	6,597	In 2023, Gilles Grapinet benefited from a company car with a driver, an annual medical check-up and an investment adviser.
Supplementary pension plan	0	0	No pension was paid/attribution to Gilles Grapinet in 2023.
Compensatory allowance for forced departure	0	0	No amount was paid or granted to Gilles Grapinet during 2023 as he still holds his position within Worldline SA.
Social protection plans (employer contributions)	5,644	5,644	Amount corresponding to the employer contributions for the plan covering the reimbursement of health costs and the incapacity, disability, death policy.
Compensation paid by a company in the scope of consolidation	0	0	No compensation was paid/allocated to Gilles Grapinet by a company in the scope of consolidation.
Severance pay and non-compete clause	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Gilles Grapinet.
Total	1,757,039	2,489,108	

¹ Fair value determined pursuant to IFRS 2 recognized in the consolidated financial statements.

Components of compensation due or awarded for the financial year 2023 to Marc-Henri Desportes, Deputy Chief Executive Officer

The table below mentions all the components of compensation paid or awarded to Marc-Henri Desportes for financial year 2023 (more details in the 2023 Universal Registration Document, Section D.2.2.2) which will be subject to the approval of the Shareholders' General Meeting to be held in 2024.

Components of compensation subject to approval	Amounts paid during the year ended (in €)	Amounts awarded during the year or accounting value (in €)	Presentation
Annual fixed compensation	440,000	440,000	Fixed compensation paid and attributed to Marc-Henri Desportes for his duties as Deputy Chief Executive Officer of Worldline in 2023.
Annual variable compensation	497,399*	217,942**	* Amount allocated for the year ended 2022, paid in 2023 and approved by the Shareholders' General Meeting on June 8, 2023 – for further information, see the 2022 Universal Registration Document. ** Amount granted for the year ended 2023 and which will be paid in 2024 after approval by the Shareholders' General Meeting to be held in 2024 – for more details on the performance criteria and fulfillment of these criteria, see Section D.2.2.2 of the 2023 Universal Registration Document.
Value of stock options granted during the year ¹	0	165,546 ¹	Grant of 26,280 stock options to Marc-Henri Desportes.
Value of the performance shares granted during the year ¹	0	597,870 ¹	Grant of 26,280 performance shares to Marc-Henri Desportes.
Exceptional compensation	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Marc-Henri Desportes.
Compensation allocated to Directors	0	0	This compensation component is not applicable, as Marc-Henri Desportes does not hold office on the Worldline Board of Directors.
Fringe benefits	7,995	7,995	Marc-Henri Desportes benefited from a company car without a driver, as well from an annual medical check-up and an investment advisor.
Supplementary pension plan	0	0	Marc-Henri Desportes is not entitled to any complementary or supplementary pension plans.
Compensation paid by a company within the scope of consolidation	0	0	Marc-Henri Desportes does not receive any compensation for his duties as Chief Executive Officer of Worldline IGSA (previously known as Ingenico Group SA).
Health and social protection plans (employer contributions)	5,644	5,644	Amount corresponding to employer contributions to the incapacity, disability, death policy plan and the healthcare plan.
Severance payments and payments in connection with a non-compete clause	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Marc-Henri Desportes.
Total	951,038	1,435,015	

¹ Fair value determined pursuant to IFRS 2 recognized in the consolidated financial statements.



Components of compensation due or awarded for the financial year 2023 to Bernard Bourigeaud, non-executive Chairman of the Board of Directors from January 1 to December 14, 2023 and to Georges Pauget, non-executive Chairman of the Board of Directors ad interim from December 15 to December 31, 2023

The components making up the total compensation and fringe benefits of all kinds paid or allocated to Bernard Bourigeaud for financial year 2023 are summarized in the below table (more details in the 2023 Universal Registration Document, section D.2.2.3) and will be submitted to the vote of the 2024 Shareholders' General Meeting.

Components of compensation subject to approval	Amounts paid during the year ended (in €)	Amounts awarded during the year or accounting value (in €)	Presentation
Annual fixed compensation	286,905	286,905	Fixed compensation paid and attributed to Bernard Bourigeaud for his duties as non-executive Chairman of the Board of Directors of Worldline in 2023.
Annual variable compensation	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Bernard Bourigeaud. The absence of variable compensation reflects the Chairman's independence from the Executive Management.
Value of stock options granted during the year	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Bernard Bourigeaud. The absence of variable compensation reflects the Chairman's independence from the Executive Management.
Value of performance shares granted during the year	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Bernard Bourigeaud. The absence of variable compensation reflects the Chairman's independence from the Executive Management.
Exceptional compensation	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Bernard Bourigeaud.
Compensation allocated to Directors	0	0	No compensation was paid/awarded to Bernard Bourigeaud for his duties as a Director of Worldline since his appointment as non-executive Chairman of the Board of Directors, in accordance with the compensation policy for the non-executive Chairman of the Board of Directors.
Fringe benefits	0	0	Bernard Bourigeaud does not receive any fringe benefit. He is reimbursed for expenses incurred in the course of his duties, in particular travel expenses.
Supplementary pension plan	0	0	Bernard Bourigeaud does not receive any supplementary pension plans.
Compensation paid by a company in the scope of consolidation	0	0	No compensation was paid/allocated to Bernard Bourigeaud by a company in the scope of consolidation.
Social protection plans (employer contributions)	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Bernard Bourigeaud.
Severance pay and non-compete clause	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Bernard Bourigeaud.
Total	286,905	286,905	

¹ Fair value determined pursuant to IFRS 2 recognized in the consolidated financial statements.

The components making up the total compensation and fringe benefits of all kinds paid or allocated to Georges Pauget for financial year 2023 are summarized in the below table (more details in the 2023 Universal Registration Document, section D.2.2.3) and will be submitted to the vote of the 2023 Shareholders' General Meeting.

Components of compensation subject to approval	Amounts paid during the year ended (in €)	Amounts awarded during the year or accounting value (in €)	Presentation
Annual fixed compensation	13,095	13,095	Fixed compensation paid and attributed to Georges Pauget for his duties as non-executive Chairman of the Board of Directors of Worldline in 2023, as from December 15.
Annual variable compensation	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Georges Pauget. The absence of variable compensation reflects the Chairman's independence from the Executive Management.
Value of stock options granted during the year	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Georges Pauget. The absence of variable compensation reflects the Chairman's independence from the Executive Management.
Value of performance shares granted during the year	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Georges Pauget. The absence of variable compensation reflects the Chairman's independence from the Executive Management.
Exceptional compensation	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Georges Pauget.
Compensation allocated to Directors	0	0	No compensation was paid/awarded to Georges Pauget for his duties as a Director of Worldline since his appointment as non-executive Chairman of the Board of Directors, in accordance with the compensation policy for the non-executive Chairman of the Board of Directors.
Fringe benefits	0	0	Georges Pauget does not receive any fringe benefit. He is reimbursed for expenses incurred in the course of his duties, in particular travel expenses.
Supplementary pension plan	0	0	Georges Pauget does not receive any supplementary pension plans.
Compensation paid by a company in the scope of consolidation	0	0	No compensation was paid/allocated to Georges Pauget by a company in the scope of consolidation.
Social protection plans (employer contributions)	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Georges Pauget.
Severance pay and non-compete clause	0	0	This compensation component is not applicable, as it is not included in the compensation policy for Georges Pauget.
Total	13,095	13,095	



Components of compensation due or awarded to members of the Board of Directors for the financial year 2023

(In €, gross*)	2023		2022	
	Paid ¹	Due ²	Paid ³	Due ⁴
Gilles Grapinet	-	-	-	-
Gilles Arditti	60,000	68,500	63,500	60,000
Agnès Audier	51,000	53,000	51,500	51,000
Bernard Bourigeaud	-	-	40,000	-
Aldo Cardoso	74,000	84,667	82,000	74,000
Giulia Fitzpatrick	61,500	64,000	58,500	61,500
Lorenz von Habsburg Lothringen	69,500	74,000	64,000	69,500
Mette Kamsvåg	60,000	66,000	63,500	60,000
Danielle Lagarde	67,000	68,000	63,000	67,000
Marie-Christine Lebert ⁵	-	-	-	-
Olivier Lorieau ⁵	-	-	-	-
Caroline Parot	54,000	59,000	56,500	54,000
Georges Pauget	60,000	71,667	62,000	60,000
Luc Rémont ⁶	62,500	23,750	57,500	62,500
Susan M. Tolson ⁶	55,500	33,000	52,000	55,500
Daniel Schmucki	60,500	69,250	65,500	60,500
Nazan Somer Özelgin	45,000	45,000	47,000	45,000
Thierry Sommelet ⁷	-	-	-	-
Michael Stollarz	45,000	45,000	39,500	45,000
Johannes Dijsselhof (Censor) ⁶	40,000	27,500	45,000	40,000
Stephan van Hellemont ⁵	-	-	-	-
	865,500	852,334	911,000	865,500

* The compensation awarded to Directors and censors residing outside France corresponds to the amounts, before withholding tax, paid or due by Worldline.

¹ Directors' compensation paid in 2023, for 2022.

² Directors' compensation due for 2023.

³ Directors' compensation paid in 2022, for 2021.

⁴ Directors' compensation due for 2022.

⁵ Marie-Christine Lebert, Olivier Lorieau and Stephan van Hellemont, employee directors, do not receive any compensation for their attendance at Board of Directors' and Committee meetings. They are paid under their employment contract. The term of office of Olivier Lorieau ended on June 8, 2023. He is replaced by Stephan van Hellemont since this date.

⁶ Luc Rémont and Susan M. Tolson resigned as directors at the end of the General Meeting held on June 8, 2023. In addition, the Board of Directors decided not to renew the censor mandate of Johannes Dijsselhof at the General Meeting of June 8, 2023.

⁷ Thierry Sommelet, in his capacity as a representative of Bpifrance Investissement, does not receive any compensation for his term of office.

Summary of the financial delegations and authorizations

Financial authorizations in force in 2023 and use by the Board of Directors in 2023

Nature of the delegations of authority and authorizations granted to the Board by the General Meeting Maximum authorization amount (in euros)

Capital increase through an issue of shares and/or other securities giving access to the Company's share capital – Ingenico offer

Authorization to decide the issue of shares, without preferential subscription rights, reserved for beneficiaries of free shares granted by Worldline IGSA (formerly known as Ingenico Group SA) and holders of Worldline IGSA shares through a company savings plan and/or a group savings plan or through a company mutual fund.	270,000
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Capital increase through an issue of shares and/or other securities giving access to the Company's share capital

Share capital increase with PSR	50% of the share capital ⁽¹⁾
Share capital increase without PSR through public offerings or through public exchange offerings	10% of the share capital ⁽¹⁾⁽²⁾
Share capital increase without PSR through public offerings mentioned in article L. 411-2 1° of the French Monetary and Financial Code	10% of the share capital* per 12-month period ⁽¹⁾⁽²⁾
Increase in the number of securities in case of share capital increase with or without PSR	15% of the initial issue ⁽¹⁾⁽²⁾⁽³⁾
Authorization to issue shares or securities giving access to the capital without PSR as consideration for contributions in kind of equity securities or securities giving access to the capital	10% of the share capital ⁽²⁾
Share capital increase through incorporation of premiums, reserves, benefits or other	500 million ⁽⁴⁾

Share buyback program

Authorization to the Board of Directors for the purpose of purchasing, holding or transferring shares of the Company	10% of the share capital Maximum purchase price per share: €60
Capital reduction through the cancellation of treasury shares	10% of the share capital per 24-months periods

Operations reserved for employees and Company Officers

Capital increase reserved to employees and executive officers of the Group	2.5% of the share capital ⁽⁵⁾
Capital increase with the cancellation of the PSR to the benefit of members of a company or group savings plan as employees and/or executive officers of the Company and its affiliated companies	2.5% of the share capital ⁽⁵⁾
Authorization to grant stock options to employees and senior officers	2% of the share capital* (with a sub-cap of 0.033% of the share capital for the executive corporate officers) ⁽⁶⁾
Authorization to allot free shares to employees and Company Officers	0.70% of the share capital* (with a sub-cap of 0.033% of the share capital* for the executive corporate officers) ⁽⁶⁾

* Share capital as at the AGM of June 8, 2023.

¹ Global cap for share capital increases carried out with and without PSR under the 21st to 25th resolutions of the 2023 Shareholders' General Meeting. Any share capital increase pursuant to these resolutions shall be deducted from this aggregate cap of 50%. The maximum nominal amount of the debt securities or other securities giving access to the share capital of the Company carried out under the 21st to 23rd resolutions shall not exceed €1.5 billion or counter value of this amount in the event of an issue in a different currency.

² Global cap for share capital increases without PSR carried out under the 22nd to 25th resolutions of the 2023 Shareholders' General Meeting. Any share capital increase carried out pursuant to these resolutions shall be deducted from this 10% aggregate cap and the aggregate amount of 50% provided by the 21st resolution of the 2023 Shareholders' General Meeting.

³ The nominal amount of the capital increases pursuant to the 24th resolution of the 2023 Shareholders' General Meeting shall be deducted from (i) the cap of the resolution pursuant to which the initial issuance was decided, (ii) the aggregate cap set by the 21st resolution of the 2023 Shareholders' General Meeting, and (iii) in case of share capital increase without PSR, the amount of the sub-cap mentioned in the 22nd resolution of the 2023 Shareholders' General Meeting.

⁴ Autonomous, non deductible cap from the overall cap provided for in 21st resolution of the 2023 Shareholders' General Meeting, nor from the sub-cap provided for in 22nd resolution of the 2023 Shareholders' General Meeting.

⁵ Common cap for capital increases carried out under the 28th and 29th resolutions adopted by the 2023 Shareholders' General Meeting.



Grant date of the authorization	Authorization expiration date	Duration	Use in 2023	Comments
June 8, 2023 (27 th resolution)	December 8, 2024	18 months	June 13, 2023 (€11,374.36) ⁽⁷⁾ July 27, 2023 (€6,039.08) ⁽⁷⁾ September 14, 2023 (€40,169.64) ⁽⁷⁾	May be used during a public offering
June 8, 2023 (21 st resolution)	August 8, 2025	26 months	-	May not be used during a public offering
June 8, 2023 (22 th resolution)	August 8, 2025	26 months	-	May not be used during a public offering
June 8, 2023 (23 th resolution)	August 8, 2025	26 months	-	May not be used during a public offering
June 8, 2023 (24 th resolution)	August 8, 2025	26 months	-	May not be used during a public offering
June 8, 2023 (25 th resolution)	August 8, 2025	26 months	-	May not be used during a public offering
June 8, 2023 (26 th resolution)	August 8, 2025	26 months	June 9 and 11, 2023 (€231,999 and €329,623.20) ⁽⁸⁾ October 16, 2023 (€264.52) ⁽⁹⁾	-
June 8, 2023 (19 th resolution)	December 8, 2024	18 months	-	May not be used during a public offering
June 8, 2023 (20 th resolution)	August 8, 2025	26 months	-	-
June 8, 2023 (28 th resolution)	August 8, 2025	26 months	July 19, 2023 (€134,592.40) ⁽⁸⁾	-
June 8, 2023 (29 th resolution)	December 8, 2024	18 months	-	-
June 8, 2023 (30 th resolution)	August 8, 2025	26 months	-	-
June 8, 2023 (31 st resolution)	August 8, 2026	38 months	-	-

⁶ The total number of allocations of stock options pursuant to the 30th resolution as well as the allocations of free shares carried out under the 31st resolution of the 2023 Shareholders' General Meeting of June 8, 2023 shall not exceed together 0.60% of the share capital at the date of the 2023 Shareholders' General Meeting.

⁷ Capital increases carried out under the liquidity contracts concluded by Worldline IGSA (formerly known as Ingenico Group SA) to the benefit of the beneficiaries of performance shares plans (please refer to Section B.6.2.4 - Note 8 of the 2023 Universal Registration Document).

⁸ Use for the capital increase reserved to the employees (Boost 2023) as part of the employer matching contribution (please refer to section B.6.2.4 - Note 8 of this 2023 Universal Registration Document).

⁹ Use in the context of the performance share plans which acquisition period expired in 2023, or for the anticipated vesting of the performance shares under particular circumstances (death, invalidity) (please refer to section B.6.2.4 - Note 8 of this 2023 Universal Registration Document).

Agenda of the Shareholders' Meeting

to be held on June 13, 2024

Resolutions within the competence of the ordinary general meeting

First resolution - Approval of the parent company financial statements for the year ended on December 31, 2023

Second resolution - Approval of the consolidated financial statements for the financial year ended on December 31, 2023

Third resolution - Allocation of the net income for the parent company financial year ended on December 31, 2023

Fourth resolution - Approval of the special report of the Statutory Auditors regarding the agreements referred to in articles L. 225-38 *et seq.* of the French Commercial Code

Fifth resolution - Renewal of Nazan Somer Özelgin as a director

Sixth resolution - Renewal of Daniel Schmucki as a director

Seventh resolution - Ratification of the co-optation of Wilfried Verstraete as a director

Eighth resolution - Appointment of Wilfried Verstraete as a director

Ninth resolution - Appointment of Agnès Park as a director

Tenth resolution - Appointment of Sylvia Steinmann as a director

Eleventh resolution - Appointment of Olivier Gavaldà as a director

Twelfth resolution - Appointment of Deloitte & Associés as statutory auditors in charge of certifying the sustainability information

Thirteenth resolution - Approval of the information referred to in paragraph I. of Article L.22-10-9 of the French Commercial Code related to the compensation of all company officers

Fourteenth resolution - Approval of the components making up the total compensation and benefits of any kind paid during the financial year ended on December 31, 2023, or awarded for the same financial year, to Bernard Bourigeaud, Chairman of the Board of Directors until December 14, 2023

Fifteenth resolution - Approval of the components making up the total compensation and benefits of any kind paid during the financial year ended on December 31, 2023, or awarded for the same financial year, to Georges Pauget, interim Chairman of the Board of Directors since December 15, 2023

Sixteenth resolution - Approval of the components making up the total compensation and benefits of any kind paid during the financial year ended on December 31, 2023, or awarded for the same financial year, to Gilles Grapinet, Chief Executive Officer

Seventeenth resolution - Approval of the components making up the total compensation and benefits of any kind paid during the financial year ended on December 31, 2023, or awarded for the same financial year, to Marc-Henri Desportes, Deputy Chief Executive Officer

Eighteenth resolution - Approval of the compensation policy applicable to the Chairman of the Board of Directors

Nineteenth resolution - Approval of the compensation policy applicable to the Chief Executive Officer

Twentieth resolution - Approval of the compensation policy applicable to the Deputy Chief Executive Officer

Twenty-first resolution - Approval of the compensation policy applicable to non-executive Directors

Twenty-second resolution - Authorization to the Board of Directors to trade in the Company's shares



Resolutions within the competence of the extraordinary general meeting

Twenty-third resolution - Authorization granted to the Board of Directors to reduce the share capital through the cancellation of treasury shares

Twenty-fourth resolution - Delegation of competence to the Board of Directors to increase the share capital while maintaining preferential subscription rights for shareholders by issuing ordinary shares or any securities that are equity securities giving access to the share capital of the Company or its subsidiaries or giving entitlement to the allotment of debt securities or of securities giving access to equity securities to be issued

Twenty-fifth resolution - Delegation of competence to the Board of Directors to increase the share capital by way of public offerings other than those mentioned in Article L.411-2 1° of the French Monetary and Financial Code without preferential subscription rights for shareholders, by issuing ordinary shares and/or any securities giving access to the share capital of the Company or one of its subsidiaries

Twenty-sixth resolution - Delegation of competence to the Board of Directors to increase the share capital by way of public offerings mentioned in Article L.411-2 1° of the French Monetary and Financial Code, without preferential subscription rights for shareholders, by issuing ordinary shares and/or any securities giving access to the share capital of the Company or one of its subsidiaries

Twenty-seventh resolution - Delegation of competence to the Board of Directors to increase the number of securities to be issued in connection with a share capital increase with or without preferential subscription rights for shareholders

Twenty-eighth resolution - Delegation of powers to the Board of Directors to increase the share capital without preferential subscription rights for shareholders as consideration for contributions in kind to the Company consisting of another Company's equity securities or securities giving access to its capital (outside of a public exchange offer)

Twenty-ninth resolution - Delegation of competence to the Board of Directors to increase the share capital by incorporating premiums, reserves, profits or other items

Thirtieth resolution - Delegation of competence to the Board of Directors to increase the share capital, without preferential subscription rights for shareholders, in favor of beneficiaries of free shares granted by Worldline IGSA (formerly Ingenico Group SA) and holders of Worldline IGSA shares through a company savings plan and/or a group savings plan or through a company mutual fund

Thirty-first resolution - Delegation of competence to the Board of Directors to increase the share capital of the Company, without preferential subscription rights for shareholders, for the benefit of employees and/or corporate officers of the Company and its affiliated companies, as members of a company or Group savings plan

Thirty-second resolution - Delegation of competence to the Board of Directors to increase the Company's share capital, without preferential subscription rights for shareholders, for the benefit of people with certain characteristics in the context of an employee shareholding operation

Thirty-third resolution - Authorization to the Board of Directors to grant free performance shares issued or to be issued, with the waiver by shareholders of their preferential subscription rights, to the employees and corporate officers of the Company and/or its affiliated companies

Thirty-fourth resolution - Amendment to Article 14 of the bylaws relating to the staggered renewal of Directors' terms

Thirty-fifth resolution - Powers



Board of Directors' report on the proposed resolutions

Dear Shareholders,

You have been invited to this shareholders' ordinary and extraordinary general meeting of June 13, 2024 (the "**General Meeting**") in order to submit for your approval the following 35 resolutions of which a draft version was approved by the Board of Directors (the "**Board**") on April 30, 2024:

- the 1st to 22nd resolutions fall under the competence of the ordinary session of the General Meeting;
- the 23rd to 34th resolutions fall under the competence of the extraordinary session of the General Meeting; and
- the last resolution (35th) concerns the powers for formalities.

We have followed the same approach as last year regarding the conditions and cap of financial delegations for capital increases through an issue of shares and/or other securities giving access to the Company's share capital.

Detailed information about the annual financial statements and the consolidated financial statements for the financial year ended on December 31, 2023, as well as the conduct of corporate affairs during this financial year, can be found in the 2023 Universal Registration Document filed with the French financial markets authority (*Autorité des marchés financiers*), on April 30, 2024. As required by legal and regulatory provisions, this document is available to shareholders at the Company's registered office and is accessible on the Company's website.

Shareholders are requested to also refer to the cross-reference table provided in the 2023 Universal Registration Document (Section F.2) which identifies the sections of this document that correspond to the disclosures expected in the management report in respect of the financial year 2023.

In this report, we present our reasons for submitting the resolutions to your vote at the General Meeting



Resolutions within the competence of the Ordinary General Meeting

Presentation of the first and second resolutions

Approval of the parent company and consolidated financial statements for the financial year ended on December 31, 2023

Under the terms of the 1st and 2nd resolutions, we request you to approve, after having reviewed the management report of the Board and the Statutory Auditors' reports, the parent company financial statements for the financial year ended December 31, 2023 showing a loss of (€2,135,804,467.90) and the consolidated financial statements for the financial year ended on December 31, 2023.

Net income for 2023 was impacted by c. € 2,185 million impairment mainly related to Ingenico Group SA depreciation. This impairment is consistent with the broader change in valuation paradigm currently observed in the payment industry, and is driven by a more conservative set of technical parameters. This impairment is a non-cash accounting adjustment, with no impact on group capital structure, liquidity, and debt levels, which remains solid, nor on our distribution capacity, which remain important with a substantial amount of reserves driven notably by large additional paid-in capital amounting to €7,745 million as of 31 December 2023 before the proposed affectation below.

The parent company financial statements presented have been prepared in accordance with French law and regulations, and the consolidated financial statements have been prepared in accordance with IFRS (International Financial Reporting Standards).

The results for the 2023 financial year are detailed and commented in the management report and the parent company and consolidated financial statements are included in the 2023 Universal Registration Document (Section B).

First resolution

Approval of the parent company financial statements for the year ended on December 31, 2023

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the report of the Board of Directors and the report of the Statutory Auditors on the parent company financial statements for the year ended December 31, 2023, approves the parent company financial statements for the year ended December 31, 2023 as presented to it, showing a loss of (€2,135,804,467.90), as well as the transactions reflected in those financial statements and summarized in those reports.

Second resolution

Approval of the consolidated financial statements for the year ended on December 31, 2023

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the report of the Board of Directors and the report of the Statutory Auditors on the consolidated financial statements for the year ended December 31, 2023, approves the consolidated financial statements for the year ended on December 31, 2023 as presented to it, as well as the transactions reflected in those financial statements and summarized in those reports.

Presentation of the third resolution

Allocation of the net income for the parent company financial year ended December 31, 2023

The net income for the parent company financial year ended on December 31, 2023 shows a loss of (€2,135,804,467.90).

Under the terms of the 3rd resolution, it is proposed to:

- allocate the loss of (€2,135,804,467.90) for the 2023 parent company financial year to the retained earnings account (€66,172,345.09 as of December 31, 2023);
- offset retained earnings account against additional paid-in capital (€7,744,568,412.01 as of December 31, 2023).

In accordance with the provisions of Article 243 bis of the French General Tax Code, we inform you that no dividend was distributed in respect of the three financial years preceding the 2023 financial year.

Third resolution

Allocation of the net income for the parent company financial year ended on December 31, 2023

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the report of the Board of Directors and the report of the Statutory Auditors on the parent company financial statements for the year ended December 31, 2023, resolves to:

- allocate the net income of the year 2023 amounting to (€2,135,804,467.90) to retained earnings account;
- offset retained earnings account against additional paid-in capital.

After allocation:

Legal reserve	€19,160,349.12
Retained earnings	
Additional paid-in capital	€5,674,936 289.20

In accordance with applicable legal provisions, the General Meeting acknowledges that no dividend was paid over the three financial years preceding the financial year 2023.

Presentation of the fourth resolution

Regulated-party agreements referred to in Articles L.225-38 *et seq.* of the French Commercial Code

The purpose of the 4th resolution is to submit for your approval, after having reviewed the report of the Board and the special report of the Statutory Auditors, the regulated-party agreements authorized and entered into during the financial year ended on December 31, 2023 and on March 2024 in accordance with Articles L.225-38 *et seq.* of the French Commercial Code. You can find these agreements in the said special report.

These agreements below on which you are kindly requested to give your opinion were entered into as part of the partnership between Worldline and Crédit Agricole that has resulted in the creation of a joint venture ("CAWL") on March 2024. CAWL aims to become a major player in payment services in France. It will leverage Worldline's technological performance and innovation capabilities, particularly in the area of acceptance, and Crédit Agricole group's merchant acquiring performance in the French market. "CAWL" will also be responsible for the commercial development of this alliance with merchants, while providing active support to the banks within Crédit Agricole group.

These agreements are as follows:

1. an English-language agreement entitled "Framework Agreement" entered into between Worldline, Crédit Agricole S.A., Crédit Agricole Payment Services, LCL, as well as the 39 Regional Banks of Crédit Agricole, in connection with the strategic partnership and the creation of a joint-venture;
2. a shareholder agreement entered into between Worldline, Crédit Agricole S.A., Estey SAS and CAWL according to the Framework Agreement mentioned above.

You are also asked to duly note the information relating to agreements entered into during prior financial years and continued in 2023.

Fourth resolution

Approval of the special report of the Statutory Auditors regarding the agreements referred to in articles L. 225-38 *et seq.* of the French Commercial Code

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Director's report and the special report of the Statutory Auditors regarding the agreements

referred to in Articles L. 225-38 *et seq.* of the French Commercial Code, approves the terms of the said special report of the Statutory Auditors regarding the agreements mentioned therein.

Presentation of the fifth to eleventh resolutions

Composition of the Board of Directors

The purpose of the 5th to 11th resolutions is to propose:

- the renewal of 2 directors: Nazan Somer Özelgin (independent director) and Daniel Schmucki (SIX Group AG);
- the ratification of the co-optation of Wilfried Verstraete and his re-appointment as a director; and
- the appointment of 3 directors: Agnès Park (independent director), Sylvia Steinmann (independent director) and Olivier Gavalda (upon proposal of Crédit Agricole);

each of them for a term of office of three years.

Detailed information on the composition of the Board is available in the Board's corporate governance report that is included within the 2023 Universal Registration Document (Section D.1.3).

It is recalled that the Board is currently made up of 17 directors as follows:

- 1 interim independent Chairman;
- 1 Chief Executive Officer;
- 9 independent directors;
- 4 non-independent directors (including 3 directors appointed on the proposal of SIX Group AG and 1 director appointed on the proposal of Deutscher Sparkassen Verlag GmbH ("DSV"); and
- 2 employee directors.

A representative of the Social and Economic Committee also participates at the meetings of the Board (without voting right).

The Board currently comprises 7 foreign nationals (i.e. 47%) and 6 women (i.e. 40% out of 15 to be taken into account)¹. The percentage of its independence represents 67% (i.e. 10 directors out of 15 to be taken into account¹).

The Board's current composition proceeds and results from the willpower to achieve a balanced composition and to take into account past and existing agreements in the frame of the transactions completed by the Group in the past, aiming at an adequate representation of the main shareholders and strategic partners while preserving a high rate of independent directors. This balance also takes into account the level of independence, gender, diversity and skillset required for the Board.

In year 2021, the Nomination Committee and the Board started discussions and works on the objective of reducing the number of its members. The objective was to reduce the size of the Board which had been increased following the acquisition of Ingenico in 2020.

Upon the recommendation of the Nomination Committee, the Board has decided in early 2022 to reduce its size with a target of maximum 13 directors (plus 2 employee directors and a non-voting representative of the Social and Economic Committee) by 2024.

To preserve the current efficient and smooth functioning of the Board benefitting from its members' strong, well-balanced and complementary profiles and expertise, this reduction was to be achieved progressively.

In line with the Board's ambition, the Board of Directors acknowledged at the beginning of 2023 the resignations of two directors, and has also decided not to renew the term of office of the censor at the 2023 Shareholders' Meeting.

As a reminder, it is recalled that the Board of Directors, upon the recommendation of the Nomination Committee, established the following principles:

- **Equal treatment of directors:** all directors' mandates have been considered at stake to allow the Nomination Committee and the Board to review and resize the composition of the Board (irrespective of when they are to be reappointed under the current staggered reappointment process)
- **Balanced representation of key shareholders and strategic partners:** representation of the Company's major shareholders and strategic partners will have been discussed in line with past agreements and the contemplated resizing;
- **Comply with legal requirements and recommendations of the AFEP-Medef Code;**
- **Maintain a high level of independence;**
- **Maintain complementary and adequate of profiles and skillsets** with strong experience and expertise.

The Nomination Committee, the Chairman of the Board and the Lead Director, in consultation with the Chief Executive Officer, discussed extensively with all the directors taking into account the above principles as well as the motivations of each director and their future availabilities in the coming years.

When reviewing the applications for renewal and appointment, the Board specifically took the following into consideration:

- firstly, applicable legal requirements, the recommendations of the AFEP-MEDEF Code and the best market practices in terms of governance;
- secondly, its diversity policy goals with respect to gender, nationalities, and independence; and
- lastly, the candidates' profiles, their backgrounds and experiences, and their relevant skills for the Board, particularly with respect to corporate social responsibility.

For renewal, the Board also considered their valuable contribution to the works of the Board and of its Committees, as well as their individual attendance rates demonstrating their commitment. The Board also verified the availability of the members whose terms of office are expiring and has notably checked that they do not hold an excessive number of positions in other companies, especially as directors in non-Group listed companies, in order to allow each member of the Company's Board to devote the necessary time and attention to his/her duties.

As a consequence, the Board is asking you, under the 5th to 11th resolutions, upon the Nomination Committee's recommendation:

- to renew the terms of office as directors of Nazan Somer Özelgin and Daniel Schmucki (all of them expiring at the end of the 2024 General Meeting), for a period of 3 years, i.e. until the end of the General Meeting that will be convened in 2027 to approve the financial statements for the financial year ending on December 31, 2026;

Furthermore, the Board decided that, if they are renewed by the shareholders as proposed, Nazan Somer Özelgin will join the Audit Committee and Daniel Schmucki would continue to carry out his duties on the Audit Committee as well as on the Strategy and Investments Committee;

¹Excluding the employee directors in accordance with the law and the recommendations of the AFEP-MEDEF Code.



- to ratify the co-optation decided by the Board on March 20, 2024 of Wilfried Verstraete as director ; as indicated below, it is also contemplated to reappoint him for a new director mandate of three years starting from the date of the AGM, i.e. the date when it is expected that the Board will be called to appoint him as Chairman of the Board, instead of maintaining his current mandate with an expiry date in two years (which will thus terminate at the end of the 2026 AGM) ; and
- to appoint for a period of three years, i.e. until the end of the General Meeting that will be convened in 2027 to approve the financial statements for the financial year ending on December 31, 2026:
 - Agnès Park as independent director;
 - Sylvia Steinmann as independent director;
 - Olivier Gavalda, upon proposal of Crédit Agricole, as director.

The Board has qualified Wilfried Verstraete, Nazan Somer Özelgin, Agnès Park and Sylvia Steinmann as independent directors.

The biographies of the members of the Board and candidates presented to shareholders for approval of their renewal and appointment can be found in Section D.1.3.1.4 of the 2023 Universal Registration Document and in the 2024 General Meeting's notice brochure. Three directors, Agnès Audier, Danielle Lagarde and Lorenz von Habsburg Lothringen, have decided not to renew their term of office. Three directors, Gilles Arditti, Caroline Parot and Georges Pauget are resigning from their current term of office effective as of the end of the 2024 General Meeting.

The Board warmly thanks in advance all of them for their strong engagement and highly valuable contribution to the work of the Board and its Committees during their terms of office.

It is also reminded that the Board proposes an amendment to Article 14 of the Company's Bylaws to give the Board of Directors greater flexibility to ensure the implementation of a staggered board in accordance with the AFEP-MEDEF Code, without reference to a specific percentage of annual rotation which is no longer well adapted in a context of an evolving Board in terms of size and composition. Such amendment will facilitate the implementation of the contemplated evolution in the composition of the Board of directors following the 2024 General Meeting (with proposed 3 new directors on top of Wilfried Verstraete having joined the Board in March and 6 directors expected to resign or not to ask for renewal the Board of Directors following the 2024 General Meeting).

Renewal of the term of office of Nazan Somer Özelgin, independent director

Nazan Somer Özelgin has served and still serves in high profile positions, in particular as member of the Supervisory Board of Unicredit (Romania), Zagrebacka Banka (Unicredit Croatia) and Mapfre Insurance (Turkey). She has also been director of TAV Airport Operations since March 2024.

As director, Nazan Somer Özelgin will continue to provide the Board with her vast knowledge of the banking sector as well as her skills in finance, audit, risks and compliance. She attended almost all the meetings of the Board in 2023 and is a perfect fit for the Board.

She will join the Audit Committee if her term of office is renewed by the 2024 General Meeting, bringing its skills in finance, audit, risks and compliance.

Additional information regarding Nazan Somer Özelgin can be found in page 19 of this meeting notice *brochure*.

Renewal of the term of office of Daniel Schmucki

Daniel Schmucki is very involved in the works of the Board of Directors and the Committees he participates to in particular thanks to his deep knowledge of financial matters as well as the payment business and Six Payment Services.

He will continue to bring to the Board and its Committees his long-standing experience in finance acquired through the various position he held, particularly as Chief Financial Officer of SIX Group AG, a position he still holds.

Additional information regarding Daniel Schmucki can be found in page 20 of this meeting notice *brochure*.

Ratification of the co-optation of Wilfried Verstraete and re-appointment as independent director

Upon the recommendation of the Nomination Committee, the Board of Directors decided on March 20, 2024 to co-opt Wilfried Verstraete as independent director to replace Bernard Bourigeaud. Subject to ratification of Wilfried Verstraete's co-option and to its re-appointment by the 2024 General Meeting, his candidacy as Chairman will be proposed to the Board of Directors.

This decision reflects the Board's desire to appoint a seasoned with first-rate executive experience in France and internationally, capable of leading far-reaching transformations in complex industries, and recognized for his expertise, particularly in financial services.

Wilfried Verstraete joined the Strategy and Investments Committee as well as the Nomination Committee and has been immediately involved in the Company's strategic priorities, as well as in the Board of directors evolution.

Additional information regarding Wilfried Verstraete can be found in page 21 of this meeting notice *brochure*.

Appointment of Agnès Park and Sylvia Steinmann as independent directors

Upon the recommendation of the Nomination Committee, the Board of Directors decided on April 19, 2024 to propose the appointment of two independent directors, Agnès Park and Sylvia Steinmann, by the 2024 General Meeting, regarding their strong international executive backgrounds, including respectively in IT, transformation, finance, human resources and CSR.

Agnès Park will bring to the Board and the Social and Environmental Responsibility Committee as Chairwoman



as well as the Nomination Committee and the Remuneration Committee as member, that she will join if she is appointed by the 2024 General Meeting, **(i)** her international experience in multiple industries and transformation journeys, **(ii)** her HR experience as executive as well as her knowledge of listed companies environment and **(iii)** her qualification as independent.

Sylvia Steinmann will bring to the Board as well as the Audit Committee and the Social and Environmental Responsibility Committee 2024 as member, that she will join if she is appointed by the General Meeting, **(i)** her strong information technology background combined with an international experience in particular in IT and financial services, **(ii)** her experience as board member and **(iii)** her qualification as independent.

Additional information regarding Agnès Park and Sylvia Steinmann can be found in page 22 and 23 of this meeting notice brochure.

Appointment of Olivier Gavalda as director, upon proposal of Crédit Agricole

Upon the recommendation of the Nomination Committee, the Board of Directors also decided on April 19, 2024 to propose the appointment of Olivier Gavalda as director by the 2024 General Meeting to reflect the partnership with Crédit Agricole.

Olivier Gavalda has served and still serves in high profile positions at the Crédit Agricole group's.

He will bring to the Board of Directors and the Strategy and Investment Committee that he will join if he is appointed by the 2024 General Meeting, his long-standing experience in strategy, finance and governance.

Additional information regarding Olivier Gavalda can be found in page 24 of this meeting notice brochure

Please note that at the end of the 2024 General Meeting, and if these resolutions are adopted, the Board would be made up of (not taking into account the employee directors):

- 58% of independent members (7 directors), i.e., much higher than recommended by the principles of the AFEP-Medef Code.
- 42% of women (5 female directors), i.e. in compliance with the applicable legal provisions;
- 67% of foreign directors (8 directors); and
- over 75% of directors (9 directors) with international experience.

Should these propositions be adopted and taking into account and considering the above, the Nomination Committee has recommended the Board to appoint, after the General Meeting:

- Wilfried Verstraete as Chairman of the Remuneration Committee and Vice-Chairman of the Nomination Committee. He will also continue to participate to the Strategy and Investments Committee;
- Nazan Somer Özelgin as member of the Audit Committee;
- Agnès Park as Chairwoman of the Social and Environmental Responsibility Committee and as member of the Nomination Committee and the Remuneration Committee;
- Sylvia Steinmann as member of the Audit Committee, and the Social and Environmental Responsibility Committee;
- Olivier Gavalda as member of the Strategy and Investments Committee.

The Nomination Committee has also recommended to the Board to maintain the functions of Daniel Schmucki to the Strategy and Investments Committee as Chairman and to the Audit Committee as member regarding his experience and his skills.

Consequently, the Committees of the Board would be composed as follows and would then remain compliant with AFEP-Medef recommendations:

Audit Committee	Remuneration Committee	Nomination Committee	Strategy and Investments Committee	Social and Environmental Responsibility Committee
<p>Aldo Cardoso* Chairman of the Committee</p> <p>Nazan Somer Özelgin* Mette Kamsvåg* Sylvia Steinmann* Daniel Schmucki</p>	<p>Wilfried Verstraete* Chairman of the Committee</p> <p>Giulia Fitzpatrick Vice-Chairwoman of the Committee</p> <p>Agnès Park* Thierry Sommelet* Marie-Christine Lebert⁽¹⁾</p>	<p>Giulia Fitzpatrick Chairwoman of the Committee</p> <p>Wilfried Verstraete* Vice-Chairman of the Committee</p> <p>Agnès Park* Thierry Sommelet*</p>	<p>Daniel Schmucki Chairman of the Committee</p> <p>Gilles Grapinet Aldo Cardoso* Thierry Sommelet* Mette Kamsvåg* Wilfried Verstraete* Olivier Gavalda</p>	<p>Agnès Park* Chairwoman of the Committee</p> <p>Giulia Fitzpatrick Vice-Chairwoman of the Committee</p> <p>Gilles Grapinet Sylvia Steinmann* Stephan van Hellemont⁽¹⁾</p>
<p>80%</p> <p>Independence</p>	<p>75%</p> <p>Independence</p>	<p>75%</p> <p>Independence</p>	<p>57%</p> <p>Independence</p>	<p>50%</p> <p>Independence</p>
<p>*Independent director ⁽¹⁾Employee director</p>				

Fifth resolution

Renewal of Nazan Somer Özelgin as a director

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report, resolves to renew the term of office of Nazan Somer Özelgin as a director for a period of three years, that will expire at the end of the General Meeting to be convened in 2027 to approve the financial statements for 2026.

Sixth resolution

Renewal of Daniel Schmucki as a director

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report, resolves to renew the term of office Daniel Schmucki as a director for a period of three years, that will expire at the end of the General Meeting to be convened in 2027 to approve the financial statements for 2026.

Seventh resolution

Ratification of the co-optation of Wilfried Verstraete as a director

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report, resolves to ratify the co-optation of Wilfried Verstraete as a director decided by the Board of Directors of March 20, 2024, effective immediately, to replace Bernard Bourigeaud, deceased, for the remainder of his term of office, that will expire at the end of the General Meeting to be convened in 2026 to approve the financial statements for 2025.

Eighth resolution

Re-appointment of Wilfried Verstraete as a director

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report, resolves to re-appoint Wilfried Verstraete as a director for a period of three years, that will expire at the end of the General Meeting to be convened in 2027 to approve the financial statements for 2026.

Ninth resolution

Appointment of Agnès Park as a director

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report, resolves to appoint Agnès Park as a director for a period of three years, that will expire at the end of the General Meeting to be convened in 2027 to approve the financial statements for 2026.

Tenth resolution

Appointment of Sylvia Steinmann as a director

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report, resolves to appoint Sylvia Steinmann as a director for a period of three years, that will expire at the end of the General Meeting to be convened in 2027 to approve the financial statements for 2026.

Eleventh resolution

Appointment of Olivier Gavalda as a director

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report, resolves to appoint Olivier Gavalda as a director for a period of three years, that will expire at the end of the General Meeting to be convened in 2027 to approve the financial statements for the financial year ending in 2026.

Presentation of the twelfth resolution

Appointment of Deloitte & Associés as statutory auditor in charge of certifying the sustainability information

In application of the provisions of Order no. 2023-1142 of December 6, 2023 on the publication and certification of information relating to sustainability and the environmental, social and corporate governance obligation of commercial companies, transposing Directive (EU) no. 2022/2464 (known as "CSRD"), the Company will publish in 2025 sustainability information for the 2024 fiscal year in the 2024 Universal Registration Document.

Following a selection process and on the recommendation of the Audit Committee and the Social and Environmental Responsibility Committee, the Board proposes to the General Meeting in the 12th resolution to appoint Deloitte & Associés currently in charge of certifying the accounts as statutory auditor in charge of certifying the sustainability information.

Pursuant to the transitional provisions of Order no. 2023-1142 of December 6, 2023, the Board proposes that the term of office of Deloitte & Associés be the same as that their term of office as statutory auditor of the financial statement, i.e. for a term of three years, that will expire at the end of the General Meeting to be convened in 2028 to approve the financial statements for 2027.



Twelfth resolution

Appointment of Deloitte & Associés as statutory auditor in charge of certifying the sustainability information

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report, pursuant to articles L.821-40 et seq. of the French Commercial Code, resolves to appoint Deloitte & Associés as statutory auditor in charge

of certifying the sustainability information for a period equivalent to his term of office as statutory auditor in charge to certify the accounts that will expire at the end of the General Meeting to be convened in 2028 to approve the financial statements for 2027.

Presentation of the thirteenth to twenty-first resolutions

Compensation of Company Officers

The 13th to 21st resolutions relate to the vote on the compensation of the Company Officers and are presented to you as part of the "Say on Pay" mechanism set out in Articles L.22-10-8, L.22-10-9 and L.22-10-34 of the French Commercial Code.

Approval of the information referred to in paragraph I. of Article L.22-10-9 of the French Commercial Code relating to the compensation paid during the financial year ended on December 31, 2023, or awarded for the same financial year, to all Company Officers (13th resolution)

Under the 13th resolution, you are asked, pursuant to paragraph I. of Article L.22-10-34 of the French Commercial Code, to approve the information indicated in paragraph I. of Article L.22-10-9 of the French Commercial Code regarding the components making up the total compensation and benefits of any kind paid during the financial year ended on December 31, 2023 or awarded for the same financial year to all Company Officers, as described in the corporate governance report of the Board and provided within the 2023 Universal Registration Document (Section D.2.2).

It is reminded that, as required by the provisions of Article L.22-10-8 of the French Commercial Code, the principles and the criteria for determining, distributing and allocating fixed, variable, long-term and exceptional components making up the total compensation and benefits of any kind attributable, as the case may be, to the Company Officers for performing their terms of office and constituting their compensation policy for the 2023 financial year, were approved by the shareholders during the General Meeting held on June 8, 2023 (11th to 18th resolutions).

Approval of the components making up the total compensation and benefits of any kind paid during the financial year ended December 31, 2023, or awarded for the same financial year, to Bernard Bourigeaud, Chairman of the Board until December 14, 2023 (14th resolution), to Georges Pauget, interim Chairman of the Board since December 15, 2023 (15th resolution), to Gilles Grapinet, Chief Executive Officer (16th resolution) and to Marc-Henri Desportes, Deputy Chief Executive Officer (17th resolution)

Under the 14th to 17th resolutions, you are asked, pursuant to paragraph II. of Article L.22-10-34 of the French Commercial Code, to approve the components making up the total compensation and benefits of any kind paid during the financial year ended on December 31, 2023, or awarded for the same financial year, to Bernard Bourigeaud (non-executive independent Chairman of the Board until December 14, 2023), to Georges Pauget (interim Chairman of the Board since December 15, 2023), to Gilles Grapinet (Chief Executive Officer) and to Marc-Henri Desportes (Deputy Chief Executive Officer), for their respective terms of office, pursuant to the 2023 compensation policy as described in the Board's corporate governance report and provided within the 2023 Universal Registration Document (Sections D.2.2.1, D.2.2.2 and D.2.2.3).

Seen the macroeconomics deterioration in some of Group's core geographies and the revision of the Company's 2023 targets announced on October 25, 2023 when the third-quarter financial results were released in challenging environment and the specific context encountered by the Company, the Board of Directors decided, upon the recommendation of the Remuneration Committee and at the initiative of Gilles Grapinet and Marc-Henri Desportes, not to make any payment of their annual variable compensation due in respect of the second half of 2023.

The 2023 total annual variable compensation is therefore €435,884.35 for Gilles Grapinet (i.e. 49.5% of his annual target variable compensation and 58% of his annual fixed compensation) and €217,942.18 for Marc-Henri Desportes (i.e. 49.5% of his annual target variable compensation and 49.5% of his annual fixed compensation).

On April 19, 2024, the Board of Directors decided, upon the recommendation of the Remuneration Committee and at the initiative of Gilles Grapinet and Marc-Henri Desportes, that the 2023 annual variable compensation thus determined (i.e. €435,884.35 for Gilles Grapinet representing 49.5% of his annual target variable compensation and €217,942.18 for Marc-Henri Desportes representing 49.5% of his annual target variable compensation) would not be paid in cash but in the form of performance shares subject to a two-year vesting period and a performance condition relating to the performance of the Worldline share price in order to better align the interests of the Chief Executive Officer and the Deputy Executive Officer with those of the shareholders.

The performance shares will be granted to the Executive Company Officers at the Board of Directors' meeting following the 2024 General Meeting, subject to the approval of the latter total envelop allotted to Executive Company Officers at 0.011% of the Company's share capital as of the date of the 2024 General Meeting to cover this mechanism (33rd resolution). The principles and criteria of the performance shares are described below and within the 2023 Universal Registration Document (Sections D.2.2.1 and D.2.2.2).

The number of performance shares will be calculated by dividing the above 2023 total annual variable compensation (i.e. €435,884.35 for Gilles Grapinet and €217,942.18 for Marc-Henri Desportes) by the highest between **(i)** the closing price of the Worldline share on the grant date or **(ii)** a low limit set at €22.50.

The vesting of the performance shares is subject to compliance with a two-year vesting period and a performance condition relating to the intrinsic Worldline share price evolution at the end of the vesting period (target of average €22,50 to be achieved on the three months opening share prices preceding June 13, 2026) to accurately reflect the intrinsic value of Worldline in the market. The vesting of the performance shares will not be subject to a continued employment condition or to the maintain of their status as Executive Company Officer for the entire vesting period.

In addition, the vested shares will not be subject to a holding period and will be immediately available for sale by the Executive Company Officers, subject to the black-out periods set by the Company in the Guide for Prevention of Insider Trading, to the possible possession of inside information, and to applicable laws. The Executive Company Officers must keep, in registered form, 15% of vested shares until the end of their term as Executive Company Officer.

We remind you that, as required by the provisions of Article L.22-10-8 of the French Commercial Code, the compensation policies applicable to the Chairman of the Board, to the Chief Executive Officer and to the Deputy Chief Executive Officer for the 2023 financial year, were approved by the shareholders during the General Meeting held on June 8, 2023 (15th to 17th resolutions).



Approval of the compensation policies applicable to the Company Officers for 2024 (18th to 21st resolutions)

It is requested, under the 18th to 21st resolutions, pursuant to paragraph II of Article L.22-10-8 of the French Commercial Code, to approve the compensation policies applicable to the Company Officers for their respective terms of office, for the financial year ending on December 31, 2024. These principles and criteria determined by the Board, upon recommendations of the Remuneration Committee, are described within the 2023 Universal Registration Document (Section D.2.1).

The payment of these amounts resulting from the implementation of these principles and criteria would be subject to the approval of shareholders at the General Meeting that will be convened in 2025 to approve the Company's financial statements for the financial year ending on December 31, 2024 as far as the non-executive Chairman of the Board and the Executive Company Officers are concerned.

Given the macroeconomics deterioration in some of Group's core geographies and the financial results of the third quarter 2023 with a review of the 2023 objectives, as announced on October 25, 2023, it was decided by the Board of Directors, upon the Remuneration Committee's recommendation, at the initiative of the Executive Officers, not to apply the increase in their annual fixed and variable compensation with effect from January 1st, 2024 as decided in 2023 by the Board of Directors and the General Meeting.

On the Remuneration Committee's recommendation, the Board of Directors meeting held on March 20, 2024 decided, subject to the approval of the 2024 General Meeting, the following evolutions compare to the 2023 compensation policy:

- Annual variable compensation:

- o in order to align with market practices of SBF 120 companies as well as to ensure more readable targets aligned with the full year objectives communicated to the market, the setting of the objectives, definition of the elasticity curve that enables a faster increase or decrease in the amount of variable compensation due according to the level of achievement of these objectives, and the resulting review, contrary to the previous years, will occur on an annual basis as of January 1, 2024 (and no longer on a semestrial basis);
- o review of the part of the financial indicators relating to the annual variable compensation but also the re-balance of the weightings of such KPIs by focusing on the cash delivery and increasing the weight of the Free Cash Flow while keeping the Margin (EBITDA) and Revenue at the same levels;
- o introduction of an elasticity curve per indicator for the combined CSR KPI to ensure a better alignment with market practices and better assessment of the CSR performance;
- o the payment may be in cash and/or in shares;

- 2024 LTI (only performance shares):

- o definition of a new vesting criteria for the 2024 LTI: the intrinsic share price evolution (conditioning 15% of the overall vesting);
- o the re-balancing of the weightings of the KPIs following this introduction;
- o introduction of a low limit set at €22.5 for the grant of the number of performance shares to Executive Company Officers;
- o a vesting capped at 90% if the acquisition rate for one of the financial criteria or share price performance criteria or CSR criteria is nil;
- o set up of the 2024 dedicated envelope LTI for the Executive Company Officers at 0.066% of the share of capital (of which 0.011% for the conversion of the 2023 annual variable compensation in a new LTI in shares as presented above and of which 0.055% for 2024 LTI grant);

- **Supplementary pension plan:** set the annual contribution rate of the Chief Executive Officer at 0.81%.

In accordance with Article L.22-10-34 of the French Commercial Code:

- in the event the resolutions relating to the compensation policy are not approved, the Board would have to submit a revised compensation policy that takes into account the shareholders' vote to the next General Meeting for approval and to suspend the payment of the compensation allocated to Board members by virtue of Article L.22-10-14 of the French Commercial Code until the revised compensation policy is approved;
- the variable and exceptional components making up the compensation of the Chief Executive Officer and the Deputy Chief Executive Officer, covered by the 19th and 20th resolutions, could not be paid unless shareholders approve the components of compensation of the Executive Company Officer concerned in the context of the ex-post vote at a next General Meeting.

More details are described in the 2023 Universal Registration Document (Sections D.2.1.1.2 and D.2.1.1.3).

Thirteenth resolution**Approval of the information referred to in paragraph I. of Article L.22-10-9 of the French Commercial Code related to the compensation of all company officers**

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the corporate governance report of the Board of Directors, approves, in accordance with the provisions of paragraph I. of Article L.22-10-34 of the French Commercial Code, the information published pursuant to paragraph I. of Article L.22-10-9 of said Code as presented in the corporate governance report of the Board of Directors, and provided within the 2023 Universal Registration Document (in Section D.2.2).

Fourteenth resolution**Approval of the components making up the total compensation and benefits of any kind paid during the financial year ended on December 31, 2023, or awarded for the same financial year, to Bernard Bourigeaud, Chairman of the Board of Directors until December 14, 2023**

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the corporate governance report of the Board of Directors, approves, in accordance of the provisions of paragraph II. of Article L.22-10-34 of the French Commercial Code, the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid during the financial year ended on December 31, 2023, or awarded for the same financial year, to Bernard Bourigeaud, for his term of office as Chairman of the Board of Directors until December 14, 2023, as presented in the corporate governance report of the Board of Directors, and provided within the 2023 Universal Registration Document (in Section D.2.2.3).

Fifteenth resolution**Approval of the components making up the total compensation and benefits of any kind paid during the financial year ended on December 31, 2023, or awarded for the same financial year, to Georges Pauget, interim Chairman of the Board of Directors since December 15, 2023**

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the corporate governance report of the Board of Directors, approves, in accordance of the provisions of paragraph II. of Article L.22-10-34 of the French Commercial Code, the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid during the financial year ended on December 31, 2023, or awarded for the same financial year, to Georges Pauget, for his term of office as interim Chairman of the Board of Directors since December 15, 2023, as presented in the corporate governance report of the Board of Directors, and provided within the 2023 Universal Registration Document (in Section D.2.2.3).

Sixteenth resolution**Approval of the components making up the total compensation and benefits of any kind paid during the financial year ended on December 31, 2023, or awarded for the same financial year, to Gilles Grapinet, Chief Executive Officer**

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the corporate governance report of the Board of Directors, approves, in accordance of the provisions of paragraph II. of Article L.22-10-34 of the French Commercial Code, the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid during the financial year ended December 31, 2023, or awarded for the same financial year, to Gilles Grapinet, for his term of office as Chief Executive Officer, as presented in the corporate governance report of the Board of Directors, and provided within the 2023 Universal Registration Document (in Section D.2.2.1).

Seventeenth resolution**Approval of the components making up the total compensation and benefits of any kind paid during the financial year ended on December 31, 2023, or awarded for the same financial year, to Marc-Henri Desportes, Deputy Chief Executive Officer**

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the corporate governance report of the Board of Directors, approves, in accordance of the provisions of paragraph II. of Article L.22-10-34 of the French Commercial Code, the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid during the financial year ended December 31, 2023, or awarded for the same financial year, to Marc-Henri Desportes, for his term of office as Deputy Chief Executive Officer, as presented in the corporate governance report of the Board of Directors, and provided within the 2023 Universal Registration Document (in Section D.2.2.2).

Eighteenth resolution**Approval of the compensation policy applicable to the Chairman of the Board of Directors**

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the corporate governance report of the Board of Directors, approves, pursuant to paragraph II. of Article L.22-10-8 of the French Commercial Code, the compensation policy applicable to the Chairman of the Board of Directors, as presented in the corporate governance report of the Board of Directors, and provided within the 2023 Universal Registration Document (in Section D.2.1.2).

Nineteenth resolution**Approval of the compensation policy applicable to the Chief Executive Officer**

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the corporate governance report of the Board of Directors, approves, pursuant to paragraph II. of Article L.22-10-8 of the French Commercial Code, the compensation policy applicable to the Chief Executive Officer, as presented in the corporate governance report of the Board of Directors, and provided within the 2023 Universal Registration Document (in Section D.2.1.1.2).

Twentieth resolution**Approval of the compensation policy applicable to the Deputy Chief Executive Officer**

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the corporate governance report of the Board of Directors, approves, pursuant to paragraph II. of Article L.22-10-8 of the French Commercial Code, the compensation policy applicable to the Deputy Chief Executive Officer, as presented in the corporate governance report of the Board of Directors, and provided within the 2023 Universal Registration Document (in Section D.2.1.1.3).

Twenty-first resolution**Approval of the compensation policy applicable to non-executive Directors**

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the corporate governance report of the Board of Directors, approves, pursuant to paragraph II. of Article L.22-10-8 of the French Commercial Code, the compensation policy applicable to non-executive directors, as presented in the corporate governance report of the Board of Directors, and provided within the 2023 Universal Registration Document (in Section D.2.1.3).



Presentation of the twenty-second resolution

Share buyback program

During the general meeting held on June 8, 2023, the shareholders decided to renew, by adopting the 19th resolution, the authorization given to the Board to trade in its own shares, for a period of 18 months, in accordance with Article L.22-10-62 of the French Commercial Code and the directly applicable provisions of European Regulation No. 596/2014 of April 16, 2014, as amended, on market abuse and the related European Commission regulations.

This authorization is due to expire on December 8, 2024.

Consequently, under the terms of the 22nd resolution, you are asked to grant the Board, for a new period of 18 months, a new authorization of same nature, aiming at purchasing shares of the Company within the context of the implementation of a share buyback program.

These buyback could be carried out notably:

- to ensure liquidity and an active market of the Company's shares;
- to attribute or assign these shares to the Company Officers or to the employees of the Company and/or companies which are affiliated to the Company notably in connection with **(i)** profit-sharing plans, **(ii)** the share purchase option regime, **(iii)** the free share award regime and **(iv)** shareholding plans under French or foreign law particularly in the context of a Company savings plan;
- to remit the shares acquired upon the exercise of the rights attached to securities giving the right to the attribution of shares of the Company;
- to keep them and subsequently use them in payment or exchange or other notably in the context of external growth operations; and
- to cancel them as a whole or in part through a reduction of the share capital, authorized by the General Meeting, in particular pursuant to the 23rd resolution of this year General Meeting.

This authorization could not be used during public offers on the shares of the Company.

The purchase of shares should not exceed, at any time, a maximum number of shares representing **10% of the share capital** of the Company at any time.

The maximum purchase price should not exceed €60 per share (excluding fees). Consequently, the maximum amount of the funds assigned to the share buyback program shall thus be €1,697,849,886 on the basis of the share capital of the Company as of December 31, 2023.

This authorization would be effective for a period of 18 months from the date of the General Meeting and would cancel and supersede the authorization granted to the Board pursuant to the 19th resolution adopted by the shareholders during the general meeting held on June 8, 2023.

Twenty-second resolution

Authorization to the Board of Directors to trade in the Company's shares

The General Meeting, ruling under the quorum and majority requirements for ordinary general meetings, having reviewed the Board of Directors' report, authorizes the Board of Directors, in accordance with the provisions of Article L.22-10-62 *et seq.* of the French Commercial Code, Regulation (EU) No. 596/2014 of the European Parliament of April 16, 2014, with ability of sub-delegation in accordance with the conditions set out in the relevant laws and regulations, to purchase or arrange for the purchase of Company's shares in the context of the implementation of a share buyback program, on one or more occasions, and within the following terms and limits.

These purchases could be carried out to, notably:

- ensure liquidity and an active market of the Company's shares through an investment services provider acting independently in the context of a liquidity contract, in accordance with the professional conduct charter accepted by the AMF;
- attribute or sell these shares to the Company Officers or to the employees of the Company and/or to the current or future affiliated companies, under the conditions and according to the terms set or accepted by applicable legal and regulatory provisions notably in connection with **(i)** profit-sharing plans, **(ii)** the share purchase option regime laid down under Articles L.225-177 *et seq.* of the French Commercial Code, **(iii)** free awards of shares in particular under the framework set by Articles L.225-197-1 *et seq.* of the French Commercial Code, **(iv)** free shares plan implemented by the entities acquired by the Company and **(v)** French or foreign law shareholding plans, in particular in the context of a company or Group savings plan (or comparable scheme), as well as to carry out all hedging operations relating to these operations, under the terms and conditions set by the law and market authorities and at such times as the Board of Directors or the person acting upon its delegation so decides;
- remit the shares acquired upon the exercise of the rights attached to securities giving the right, whether immediate or deferred, by reimbursement, conversion, exchange, presentation of a warrant or any other way, to the attribution of shares of the Company, as well as to carry out all hedging operations relating to the issuance of such

securities, under the conditions set by market authorities and at such times as the Board of Directors or the person acting upon its delegation so decides;

- keep them and subsequently use them in payment or exchange or other in the context of potential external growth operations, contribution, merger or demerger, in accordance with the market practices recognized by relevant regulations; or
- cancel them as a whole or in part through a reduction of the share capital authorized by the General Meeting, in particular pursuant to, and subject to its approval by this General Meeting of, the 23rd resolution.

This authorization is also intended to allow the Company to trade in own shares for any other purpose in compliance with applicable regulation or which would subsequently enjoy a legitimacy presumption under the relevant legal and regulatory provisions or that may subsequently be admitted as market practice by the AMF. In such case, the Company shall inform its shareholders by press release.

This authorization shall be used at any time, except during public offers on the shares of the Company.

The purchase of shares shall not exceed, at any time, a maximum number of shares representing **10% of the share capital** of the Company, at any time, this percentage being applied to a share capital figure adjusted to reflect transactions affecting the share capital subsequent to the present General Meeting, it being specified that **(i)** the number of shares acquired with a view to their retention and future delivery in connection with a **merger, demerger or contribution may not exceed 5% of the share capital** and **(ii)** where the shares are repurchased in the context of a liquidity contract in accordance with the conditions specified by the General Regulation of the AMF, the number of shares taken into account in calculating the 10% limit will be the number of shares purchased minus the number of shares resold during the period of the authorization.

Acquisitions, sales, transfers or exchange of shares may be made by any means, subject to the limits authorized by the laws and regulations in force, on one or several occasions, on a regulated market, or via a multilateral trading facility, or a systematic internalizer or over the counter, including by public tender offering or by block purchases or sales (with no limit on the portion of the share repurchase program), and where required, by derivative financial instrument (traded on a regulated market or a multilateral trading facility via a systematic internalizer or over the counter) or by warrants or securities giving access to Company shares, or the implementation of optional strategies such as purchases or sales of purchase or sale options, or by the issuance of securities giving access to the Company's share capital by conversion, exchange, redemption, exercise of a warrant or any other means to Company shares held by this latter party, and when the Board of Directors or the person acting upon the Board of Directors' authority, under conditions laid down in the law, decides in compliance with the relevant legal and regulatory provisions.

The General Meeting sets the maximum purchase price at **€60 (sixty euros) per share (excluding fees)**. However, the Board of Directors shall adjust the aforementioned maximum purchase price in the event of incorporation of premiums, reserves or profits, giving rise either to an increase of the nominal value of the shares, or the creation and the free allocation of shares, and in case of division of the nominal value of the share or share consolidation or any other transaction on equity, so as to take account of the impact of such transactions on the value of the shares. The maximum amount of the funds assigned to the share buy-back program shall thus be €1,697,849,886 as calculated on the basis of the share capital as at December 31, 2023, this maximum amount may be adjusted to take in account the amount of the share capital at any time.

The General Meeting confers full powers to the Board of Directors, with powers to sub-delegate within the limits of the law, to submit orders on the stock exchange or outside it, to allocate or reallocate the shares acquired (including under previous share buyback program authorizations) to the various objectives pursued under the applicable legal or regulatory conditions, to draw up all agreements, notably in view of the maintenance of registers of purchases and sales of shares, to draw up all documents, carry out all formalities, effect all declarations and notices to all bodies, and in particular to the AMF, for operations carried out by way of application of this resolution, to set the conditions and procedures according to which the preservation of the rights of holders of securities giving access to the share capital of the Company are guaranteed, if necessary, and those of the beneficiaries of subscription or purchase options or of Company free share awards, in compliance with the legal and regulatory provisions, and as applicable, the contractual provisions providing for other adjustment cases, and in general, to take all necessary measures. The General Meeting also grants full powers to the Board of Directors, if the law or the AMF extend or complete the objectives enjoying a legitimacy presumption for share buy-back programs, to make public, in compliance with relevant legal and regulatory provision, any changes of the program related to the amended objectives.

This authorization is given for a period of **eighteen (18) months** from the date of this General Meeting and cancels and replaces any authorization having the same purpose.



Resolutions within the competence of the extraordinary general meeting

Presentation of the twenty-third resolution

Authorization to be granted to the Board to reduce the share capital through the cancellation of treasury shares

Under the terms of the 23rd resolution, you are asked to renew the authorization granted to the Board pursuant to the 20th resolution adopted by the shareholders during the general meeting held on June 8, 2023, that is due to expire on August 8, 2025.

In this frame, it is proposed to grant the Board, for a new period of 26 months, with a new authorization of same nature, aiming at reducing the share capital by cancelling, on one or more occasions, within the limit of 10% of the share capital and in 24 month periods, all or part of the shares which the Company owns or could own through the share buy-back programs authorized by the General Meeting.

Twenty-third resolution

Authorization granted to the Board of Directors to reduce the share capital through the cancellation of treasury shares

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report, and the Statutory Auditors' special report, and in accordance with articles L.22-10-62 *et seq.* of the French Commercial Code:

1. authorizes the Board of Directors, with the right to sub-delegate under the conditions provided by applicable legal and regulatory provisions, to cancel, on one or more occasions, in the proportions and at the times it deems appropriate, all or part of the shares that the Company acquired **up to a limit of 10% of the share capital** recorded at the time of the cancellation decision (it being specified that this limit applies to an amount of the Company's share capital that will be adjusted, if necessary, to take into account transactions affecting the share capital subsequent to this General Meeting) by periods of twenty-four (24) months;
2. delegates to the Board of Directors, with power to subdelegate in accordance with law and regulations, full powers to acknowledge the completion of the cancellation(s) and share capital reduction(s) pursuant to this authorization, to charge the difference between the book value of the cancelled shares and their par value to any available premiums and reserves, and to amend the bylaws accordingly, and to carry out all formalities.
3. sets the period of validity of this authorization at **twenty-six (26) months** from the date of this General Meeting;
4. notes that the adoption of this resolution cancels and replaces any authorization having the same purpose.

Presentation of the twenty-fourth to twenty-ninth resolutions

Financial delegations to be granted to the Board to issue securities with or without preferential subscription rights for shareholders

During the general meeting held on June 8, 2023, the shareholders delegated to the Board the authority to increase the Company's share capital, through various procedures, within several ceilings, while maintaining or canceling shareholders' preferential subscription rights ("PSR").

During the financial year 2023, the Board partially used some of these delegations of authority, in particular with respect to operations reserved for employees and Company Officers by allocating performance shares and stock options and by increasing the share capital through capitalization of reserves, premiums and profits for the purpose of delivering shares to the beneficiaries of long-term incentive plans whose respective vesting periods had ended in 2023.

A summary table of the delegations of authority and powers to increase the share capital, as well as their use made in 2023 can be found in Section D.3.4.4 of the 2023 Universal Registration Document and is included in the present meeting notice brochure on pages 34-35.

As for previous years, you are asked to renew or replace delegations of competence or powers to the Board which would give the Company the means to implement different types of securities issues, depending on market conditions, as allowed by the current regulations.

In order to have available the adequate resources for funding the Group's development at the appropriate time, and to provide the Board with the broadest flexibility to be able to take advantage of any potential financing opportunities, we submit 6 financial resolutions for your approval (24th to 29th resolutions).

The 24th to 29th resolutions would ensure that ceilings expressed as a percentage of the share capital take into account the capital increase transactions carried out in financial year 2023.

Thanks to these 6 delegations, the Board would be able to decide on the issue of the Company's shares or transferable securities giving immediate and/or deferred access to the share capital of the Company or any other company for which it holds directly or indirectly more than half of the share capital (a "**Subsidiary**"), namely Company's securities giving access to the Company's other existing or future equity securities and/or giving right to the allocation of debt securities.

It is specified that, under these delegations, the Board would not be authorized to decide on the issuance of preferred shares and securities giving access to preferred shares.

Notwithstanding the Board's policy to prioritize the use of capital increases that maintain shareholders' PSR, it could not be ruled out that, under certain market circumstances, it would be more appropriate or desirable for shareholders' interests to cancel their PSR. This would provide the Board with the option of carrying out placements of securities under the best conditions, and obtain a larger capital base. Furthermore, the cancellation of the PSR would increase the speed of the transactions, which is sometimes an essential condition for their success.

As such, the 24th to 26th and 28th resolutions submitted to your approval would provide the Board with the possibility to proceed with issuances that either maintain PSR or that exclude PSR:

- the 24th resolution relates to share capital increases with shareholders' PSR;
- the 25th resolution relates to share capital increases by way of public offerings other than those mentioned in Article L.411-2 1° of the French Monetary and Financial Code without shareholders' PSR;
- the 26th resolution relates to share capital increases by way of public offerings mentioned in Article L.411-2 1° of the French Monetary and Financial Code without shareholders' PSR; and
- the 28th resolution relates to share capital increases made as consideration for contributions in kind of equity securities or securities giving access to the share capital of another company without shareholders' PSR (except in the case of a public exchange offer).

Furthermore, the 27th resolution (also known as the "Greenshoe" resolution) would allow the Board to increase the number of securities to be issued in the frame of a capital increase carried out with or without shareholders' PSR pursuant to the 24th to 26th resolutions, in case of excess demand, in order to grant an over-allotment option in accordance with market practices.

Lastly, under the 29th resolution, we request you to renew the delegation granted to the Board to increase the share capital by capitalizing premiums, reserves, profits or any other funds that may be capitalized.

We hereby inform you that all these 6 financial delegations that would be granted under the terms of the 24th to 29th resolutions would comply with the usual practices in this area in terms of amount, ceiling and duration and, subject to their approval, would cancel and supersede the 6 delegations with the same purpose previously granted by the general meeting held on June 8, 2023.

In this respect, the ceilings for capital increases up to which the delegations to the Board would be granted, expressed as a percentage of the share capital:

- the 24th resolution would set up:
 - an aggregate overall ceiling of 50% of the share capital for capital increases carried out with or without shareholders' PSR pursuant to the 24th to 28th resolutions; and
 - a maximum aggregate nominal amount of €1.5 billion (or counter value of this amount in the event of an issue in another currency) for the issues of debt securities or similar securities giving access to the share capital carried out pursuant to the 24th to 26th resolutions.
- in addition, the 25th resolution would set up:
 - an aggregate sub-ceiling of 10% of the share capital for capital increases carried out without shareholders' PSR pursuant to the 25th to 28th resolutions (also deductible from the aggregate ceiling of 50% set up by the 24th resolution); and

- the same maximum aggregate nominal amount of €1.5 billion (or counter value of this amount in the event of an issue in another currency) for the issues of debt securities or other securities giving access to the share capital carried out pursuant to the 25th and 26th resolutions (also deductible from the maximum aggregate nominal amount of €1.5 billion set up by the 24th resolution).

The 29th resolution would benefit from an autonomous ceiling of €500 million that would not be deductible from the amount of the overall ceiling stipulated in the 24th resolution nor from the amount of the sub-ceiling stipulated in the 25th resolution.

The Statutory Auditors' special reports required by law or regulation relating to these delegations were made available to the shareholders within the legal time limits.

In accordance with the legal and regulatory provisions, if the Board uses one or more of the delegations provided for in resolutions 24th to 29th, it would report to you, at the next general meeting following their use, on the final terms of the transactions concerned and their impact on the situation of holders of equity securities or securities giving access to the share capital in the event of the cancellation of the shareholders' PSR.

Finally, you are requested to grant the Board with the appropriate powers to implement these delegations, with the option of sub-delegation under the conditions provided for by law.

Please note that the issue of transferable securities giving access to share capital entails waiver by the shareholders of their PSR to the ordinary shares to which these securities would entitle them.

Accordingly, the following financial delegations are submitted to you for approval.

Presentation of the twenty-fourth resolution

Delegation to the Board to increase the share capital with the shareholders' PSR

Under the terms of the 24th resolution, you are asked to replace the existing delegation of competence granted to the Board pursuant the 21st resolution adopted by the shareholders during the general meeting held on June 8, 2023, with a new delegation of the same nature, for a new period of 26 months, aiming at increasing the Company's share capital by issuing, with maintenance of the shareholders' PSR, shares or securities giving access to the share capital of the Company or of a Subsidiary.

This resolution would also allow the issue of securities giving the right to the allocation of debt securities, such as bonds with bond warrants or bonds convertible or redeemable into another bond, or shares with bond warrants. Where applicable, these securities may be accompanied by warrants giving the right to the allocation, acquisition or subscription of bonds or other debt securities.

Any capital increase in cash would give shareholders a detachable and negotiable preferential subscription right during the subscription period: each shareholder would have the right to subscribe, for a period of at least 5 trading days from the opening of the subscription period, to a number of new shares proportional to his or her shareholding in the capital.

It is proposed that you set the maximum nominal amount of the capital increases likely to be carried out by virtue of this delegation at 50% of the Company's share capital on the date of the General Meeting, to which would be added, where applicable, the nominal amount of any additional shares to be issued, in the event of new financial transactions, to preserve the rights of the holders of securities or other rights giving access to the share capital.

It is specified that the overall ceiling of 50% of the share capital on the day of the General Meeting would constitute the total nominal amount of the capital increases with maintenance and cancellation of the shareholders' PSR that may be carried out by the Company under the 24th to 28th resolutions subject to their approval, and/or, as the case may be, under any other resolutions having the same purpose that may supersede them during the period of validity of the resolutions concerned.

You are also asked to set the maximum nominal amount of debt securities or similar securities giving access to the share capital at €1.5 billion, from which any issue carried out under the 24th to 26th resolutions below would be deducted.

It is specified that the Board could not, without prior authorization by the general meeting, make use of this delegation as from the filing by a third party of a proposed public offer for the Company's securities until the end of the offer period.



Twenty-fourth resolution

Delegation of competence to the Board of Directors to increase the share capital while maintaining preferential subscription rights for shareholders by issuing ordinary shares or any securities that are equity securities giving access to the share capital of the Company or its subsidiaries or giving entitlement to the allotment of debt securities or of securities giving access to equity securities to be issued

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report, and the Statutory Auditors' special report, and in accordance with the provisions of Articles L.225-129 *et seq.*, L.225-132 *et seq.*, L.228-91 and L.22-10-49 of the French Commercial Code:

1. delegates to the Board of Directors, with the right to sub-delegate under the conditions provided by applicable legal and regulatory provisions, its competence to increase the share capital on one or more occasions, in France and/or abroad, in such proportions and at such times as it shall see fit, whether in euros or in any other currency or monetary unit established by reference to several currencies, by issuing, with pre-emptive rights for existing shareholders maintained, **(i)** ordinary shares or **(ii)** any securities that are equity securities giving access in whatever manner, immediately and/or in the future, to the share capital of the Company or any other company in which it holds, either directly or indirectly, more than one-half of the share capital (a "**Subsidiary**") or **(iii)** securities giving access in whatever manner, immediately and/or in the future, to equity securities to be issued by the Company or a subsidiary, being specified that the shares and other securities may be subscribed for in cash or by set-off of mutual debts, or partly in cash and partly through incorporating share premium, reserves or earnings;
2. resolves that the maximum amounts of the capital increases authorized in the event that the Board of Directors uses this delegation of authority shall be as follows:
 - the maximum nominal amount of the capital increases that may be carried out immediately or in the future pursuant to this delegation of authority shall be **50% of the share capital on the day of this General Meeting**, it being specified that:
 - said overall ceiling shall, if necessary, be increased by the nominal amount of any additional shares that may be issued in the event of further financial transactions, in order to preserve the rights of holders of negotiable securities giving access to the share capital in compliance with the legal and regulatory provisions, and as applicable, with contractual provisions providing for other adjustment cases;
 - **this amount constitutes the total nominal amount of the capital increases with retention and cancellation of preferential subscription rights** that may be carried out by the Company under the present resolution and the 25th, 26th, 27th and 28th resolutions of this General Meeting, subject to their approval, and/or, as the case may be, under any other resolutions having the same purpose that may supersede them during the period of validity of the resolutions concerned;
 - the ceilings provided for in the 29th, 30th, 31st and 32nd resolutions of this General Meeting are set autonomously and separately and the amount of the capital increases that may be carried out pursuant to these resolutions shall not be deducted from the 50% overall ceiling referred to above;
- the maximum nominal amount of the issues of debt securities or similar securities giving access to the share capital of the Company that may be carried out under this delegation of authority shall not exceed the cap of **€1.5 billion** or counter value of this amount in the event of an issue in another currency;
3. resolves that the issuances of share subscription warrants of the Company shares could also be made by free allotment to the owners of existing/former shares, it being specified that the Board of Directors has the ability to decide that the rights forming fractional shares will be non-transferable and the corresponding shares shall be sold;
4. resolves that the Board of Directors **may not take the decision to use the delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company** unless it obtains prior authorization from the shareholders' meeting; this restriction shall remain in effect until the end of the offer period;
5. event that the Board of Directors uses this delegation of authority:
 - resolves that shareholders will have a preferential right to subscribe for the issue or issues on an irreducible basis in proportion to the number of shares they then own;
 - notes that the Board of Directors has the power to introduce a reducible subscription right;
 - notes that this delegation of authority automatically entails the express waiver by shareholders, in favor of the holders of securities giving access to the share capital of the Company, which will be issued pursuant to this resolution, of their preferential subscription rights in respect of shares into which such securities are convertible, whether immediately or in the future;
 - notes that if irreducible, and, if applicable, reducible subscriptions, do not absorb the entirety of the capital increase, the Board of Directors may exercise one or more of the following options under the conditions provided by law and in such order as it shall determine:
 - to limit the capital increase to the amount of the subscriptions, provided that said amount equals at least three-quarters of the amount of the increase decided upon;
 - in its discretion, to distribute all or part of the shares or, in the case of securities giving access to the share capital or carrying a right to the allocation of debt instruments, such securities, the issue of which has been decided upon but that have not been subscribed;
 - to offer all or part of the shares or, in the case of securities giving access to the share capital or carrying a right to the allocation of debt instruments, securities which have not been subscribed for, to the public in France or abroad;
6. resolves that the Board of Directors, with the power to sub-delegate as provided by applicable legal and regulatory provisions, will have all necessary powers to implement this delegation of authority, in particular in order to:
 - decide to increase the capital and determine the shares or securities to be issued;

- decide on the amount of the capital increase, the issue price and the amount of the premium which may, if necessary, be requested upon issue;
 - determine the dates and terms of the capital increase, the number, the nature and characteristics of the securities to be created; decide, in addition, in the case of bonds or other debt securities (including the securities conferring a right to the allocation of debt securities referred to in Article L.228-91 of the French Commercial Code, whether they will be subordinated or not (and, if so, their level of subordination, in accordance with the provisions of Article L.228-97 of the French Commercial Code, set their interest rate (in particular fixed or variable interest or zero or indexed coupon), and provide, if necessary, for compulsory or optional cases of suspension or non-payment of interest, provide for their term (fixed or perpetual), the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including providing them with guarantees or security interests) and redemption (including repayment by the delivery of assets of the Company); if necessary, securities may be coupled with warrants conferring a right to the allocation, acquisition or subscription of bonds or other securities representing debt, or may provide for the Company to have the option to issue debt securities (whether of a similar nature or otherwise) by way of payment of interest payment of which has been suspended by the Company, or alternatively could take the form of complex bonds as defined by the market authorities (for example, by reason of the terms of redemption or remuneration or other rights such as indexation, possibility of options); and amend the terms referred to above during the term of the securities concerned, in compliance with the applicable formalities;
 - determine the manner of payment for the shares or securities giving access to the share capital to be issued immediately or in the future;
 - if necessary, determine the terms of exercise of the rights (rights to conversion, exchange and redemption, including by the delivery of assets of the Company such as treasury shares or securities already issued by the Company, as the case may be) attached to the shares or securities giving access to the share capital to be issued and, in particular, determine, even retroactively, the effective date from which the new shares will carry entitlement to dividends, together with any other terms and conditions for completion of the capital increase;
 - set the terms and conditions under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange securities issued or to be issued, immediately or in the future, in order to cancel them or not, in accordance with the law;
 - provide for the suspension of the exercise of the rights attached to the issued securities as permitted by relevant laws and regulations;
 - at its sole initiative, charge the costs of the capital increase to the amount of the associated premiums and deduct from said amount the sums necessary to fund the legal reserve;
 - determine and make any necessary adjustments to take into account the impact of transactions on the Company's share capital, especially in the event of a change in the par value of the shares, increase in share capital by capitalization of reserves, free allocation of shares or equity securities, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting equity or share capital (including in case of a takeover bid and/or in the event of a change of control), and define, in accordance with legislative and regulatory provisions, the terms and conditions on which the rights of holders of securities giving access to the share capital (including through cash adjustments) will be protected, if necessary;
 - formally records completion of each capital increase and amend the bylaws accordingly;
 - in general, enter into any agreement, in particular to ensure successful completion of the planned issuances, and take any measures and carry out any formalities relevant for the issuance, listing and financial servicing of the securities issued pursuant to this delegation of authority, together with the exercise of the rights attached thereto;
7. sets the period of validity of this delegation at **twenty-six (26) months** from the date of this General Meeting;
 8. notes that the adoption of this resolution cancels and replaces any authorization having the same purpose.



Presentation of the twenty-fifth resolution

Delegation to the Board to increase the share capital by way of public offerings other than those mentioned in Article L.411-2 1° of the French Monetary and Financial Code, without the shareholders' PSR

Under the terms of the 25th resolution, you are asked to replace the existing delegation of competence granted to the Board pursuant to the 22nd resolution adopted by the general meeting held on June 8, 2023, with a new delegation of the same nature, for a new period of 26 months, aiming at enabling the Board to issue, by way of a public offering other than those mentioned in Article L.411-2 1° of the French Monetary and Financial Code without the shareholders' PSR, ordinary shares or any securities giving access in whatever manner, immediately or in the future, to the share capital of the Company or of a Subsidiary, under the conditions set out below.

This delegation of authority would allow the issue of shares or any securities giving access to the Company's share capital or securities giving entitlement to the allotment of debt securities such as bonds with bond warrants or bonds convertible or redeemable into another bond security, or shares with bond warrants. Where applicable, these securities could be accompanied by warrants giving the right to the allocation, acquisition or subscription of bonds or other debt securities.

In the context of this resolution, you are requested to cancel the shareholders' PSR. As indicated above, depending on market conditions, the nature of the investors concerned by the issue and the type of securities issued, it could be preferable, or even necessary, to cancel the shareholders' PSR, in order to carry out a placement of securities under the best possible conditions, in particular when the speed of the operations is an essential condition for their success, or when the issues are carried out on foreign financial markets. Indeed, such a cancellation may make it possible to obtain a larger pool of capital due to more favorable issue conditions.

The shareholders' PSR attached to the shares or securities would be cancelled, but the Board may grant shareholders a priority subscription right, which may be exercised on an irreducible or reducible basis.

The maximum nominal amount of the capital increases without shareholders' PSR that could be carried out immediately or in the future pursuant to this delegation would be set at 10% of the Company's share capital on the day of this General Meeting. To this 10% ceiling shall be added, where applicable, the nominal amount of the shares to be issued, in the event of new financial transactions, to preserve the rights of the holders of securities or other rights giving access to the share capital.

It is specified that this 10% ceiling would constitute the total nominal amount of the capital increases with cancellation of the shareholders' PSR that may be carried out by the Company under the 25th, 26th, 27th and 28th resolutions subject to their approval, or, as the case may be, under any other resolutions having the same purpose that may supersede them during the period of validity of the resolutions concerned.

In addition, the nominal amount of the transactions carried out pursuant to this resolution and the 26th, 27th and 28th resolutions would be deducted from the overall ceiling of 50% of the share capital of the Company stipulated in paragraph 2 of the 24th resolution, subject to its approval, or, as the case may be, from the ceiling that may be stipulated by any other resolution having the same purpose that may supersede it during the period of validity of the delegations granted under the 25th, 26th, 27th and 28th resolutions.

The maximum nominal value of the issues of debt securities giving access to the share capital that may be carried out pursuant to this delegation would be capped at €1.5 billion and would also be deducted from the overall ceiling of €1.5 billion stipulated in the 24th resolution, subject to its approval, or, as the case may be, from the ceiling that may be stipulated in any other resolution having the same purpose that may supersede it during the period of validity of the present delegation.

Finally, this resolution would allow the issue of shares or securities giving access to the Company's share capital as consideration for securities of a company meeting the criteria set out in Article L.22-10-54 of the French Commercial Code in the context of a public exchange offer initiated by the Company in France and/or abroad in accordance with local rules, in which case the Board would be free to set the exchange parity, with the price rules described above not being applicable.

The issue price of the shares issued directly would be at least equal to the minimum provided for by the regulatory provisions applicable on the date of issue (currently the weighted average of the prices for the last three trading sessions on the regulated market of Euronext Paris preceding the start of the public offering minus 10%), after, where appropriate, correction of this average in the event of a difference between the dates of entitlement.

The issue price of the securities giving access to the share capital would be set so that, for each share issued under the securities giving access to the share capital, the total amount received by the Company in respect of these securities giving access to the share capital would be at least equal to the regulatory minimum price per share (as it stood on the day of issue of the securities giving access to the share capital).

It is specified that the Board could not, without prior authorization by the shareholders' meeting, make use of this delegation as from the filing by a third party of a proposed public offer for the Company's securities until the end of the offer period.



Twenty-fifth resolution

Delegation of competence to the Board of Directors to increase the share capital by way of public offerings other than those mentioned in Article L.411-2 1° of the French Monetary and Financial Code without preferential subscription rights for shareholders, by issuing ordinary shares and/or any securities giving access to the share capital of the Company or one of its subsidiaries

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Articles L.225-129 *et seq.*, L.225-135 *et seq.*, L.228-91 *et seq.* and L.22-10-49 *et seq.*, of the French Commercial Code:

1. delegates to the Board of Directors, with the power to sub-delegate under the conditions provided by applicable legal and regulatory provisions, its competence to decide to increase the share capital, on one or more occasions, in the proportions and at the times it sees fit, in France and/or abroad, through a public offering other than those mentioned in Article L.411-2 paragraph 1 of the French Monetary and Financial Code, in euros or in any other currency or monetary unit established by reference to several currencies, by issuing **(i)** ordinary shares or **(ii)** any securities that are equity securities giving access in whatever manner, immediately or in the future, to the Company's share capital or a Subsidiary or under the same conditions, **(iii)** securities giving access in whatever manner, immediately or in the future, to equity securities to be issued by the Company or a Subsidiary, being specified that the shares and other securities may be subscribed for in cash or by the set-off of receivables;

The General Meeting resolves that these securities may, in particular, be issued for the purpose of paying the securities transferred to the Company in the context of a securities exchange bid made in France and/or abroad in accordance with local rules in relation to securities satisfying the conditions set out in Article L.22-10-54 of the French Commercial Code;

2. resolves to limit the amounts of the capital increases authorized in the event that this delegation of authority is used by the Board of Directors as follows:

- the maximum nominal value of the capital increases that may be carried out, immediately or in the future, pursuant to this delegation of authority shall be **10% of the share capital on the day of this General Meeting**, it being specified that:
 - this amount shall be deducted from the overall ceiling stipulated in paragraph 2 of the 24th resolution of this General Meeting, subject to its approval, or, as the case may be, from the overall ceiling that may be stipulated by any resolution having the same purpose that may supersede it during the period of validity of the present delegation;
 - the nominal amount of the share capital increases that may be carried out pursuant to this resolution and all the capital increases with cancellation of preferential subscription rights authorized under the 26th, 27th and 28th resolutions of this General Meeting, subject to their approval, shall be deducted from this amount;
 - if necessary, said ceiling shall be increased by the nominal amount of any additional shares to be issued in the event of further financial transactions in order to preserve the rights of holders of securities giving

access to the share capital in accordance with the legal and regulatory provisions and/or, as the case may be, with contractual stipulations providing for other cases of adjustment;

- the maximum nominal amount of debt securities or other securities giving access to the share capital of the Company that may be issued pursuant to this delegation shall not exceed **€1.5 billion** or counter value of this amount in the event of an issuance in another currency, it being specified that any issuance pursuant to this delegation shall be deducted from the overall ceiling stipulated in paragraph 2 of the 24th resolution of this General Meeting, subject to its approval, or, as the case may be, from the overall ceiling that may be stipulated by any other resolution having the same purpose that may supersede it during the period of validity of the present delegation;
3. resolves that the Board of Directors **may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company** unless it obtains prior authorization from the shareholders' meeting; this restriction shall remain in effect until the end of the offer period;
 4. resolves to cancel the preferential subscription rights of shareholders in respect of the securities that are the subject matter of this resolution, while nevertheless allowing the Board of Directors, pursuant to Article L.22-10-51, paragraph 5 of the French Commercial Code, to grant shareholders, for such period and on such terms as it shall determine in accordance with the applicable legal and regulatory provisions, and in respect of all or part of an issue, a priority subscription period not giving rise to the creation of tradeable rights, and which must be exercised in proportion to the number of shares owned by each shareholder and may potentially be supplemented by a reducible subscription;
 5. notes that if the subscriptions, including those of shareholders, if any, do not absorb the entirety of this issue, the Board of Directors may **(i)** limit the capital increase to the amount of subscriptions received, provided that said amount reaches at least three-quarters of the capital increase decided upon, or **(ii)** resolve that the unsubscribed securities shall be the subject of a public placement in France and/or abroad;
 6. notes that this delegation of authority automatically entails an express waiver, in favor of the holders of securities giving access to the share capital which will be issued pursuant to this resolution, by the shareholders, of their preferential subscription rights in respect of the shares to which said securities will entitle their holders, either immediately or in the future;
 7. notes the fact that, in accordance with Article L.22-10-52 1°, paragraph 1 of the French Commercial Code:
 - the issue price of the shares issued directly shall be at least equal to the minimum provided by the regulatory provisions applicable on the date of issue (i.e. on the day of this General Meeting and pursuant to Article R.22-10-32 of the French Commercial Code, the weighted average price of the three last trading sessions on the regulated market of Euronext Paris preceding the public offering minus 10%), after adjusting this average, if necessary, in the event of a difference between the dividend entitlement dates;
 - the issue price of the securities giving access to the share capital and the number of shares into which each security is convertible, redeemable, or otherwise

transformable shall be such that the amount received immediately by the Company plus any amount to be received subsequently by the Company will be, for each share issued as a consequence of the issuance of such securities, at least equal to the minimum subscription price defined in the previous paragraph;

8. notes that the provisions referred to in paragraph 8 will not apply in cases referred to in Article L.22-10-54 of French Commercial Code;
9. resolves that the Board of Directors shall have all powers, with the power to sub-delegate as permitted by law and regulations, to implement this delegation of authority, in particular in order to:
 - decide to increase the share capital and determine the securities to be issued;
 - decide the amount of the share capital increase, the issue price and the amount of the premium that may, if necessary, be requested upon issue;
 - determine the dates and terms of the capital increase, the nature, the number and characteristics of the securities to be created; decide, in addition, in the case of bonds or other debt securities (including the securities conferring a right to the allocation of debt securities referred to in Article L.228-91 of the French Commercial Code, whether they will be subordinated or not (and, if so, their level of subordination, in accordance with the provisions of Article L.228-97 of the French Commercial Code, set their interest rate (in particular fixed or variable interest or zero or indexed coupon), and provide, if necessary, for compulsory or optional cases of suspension or non-payment of interest, provide for their term (fixed or perpetual), the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including providing them with guarantees or security interests) and redemption (including repayment by the delivery of assets of the Company); if necessary, these securities may be coupled with warrants conferring a right to the allocation, acquisition or subscription of bonds or other securities representing debt, or may provide for the Company to have the option to issue debt securities (whether of a similar nature or otherwise) by way of payment of interest payment of which has been suspended by the Company, or alternatively could take the form of complex bonds as defined by the market authorities (for example, by reason of the terms of redemption or remuneration or other rights such as indexation, possibility of options); and amend the terms referred to above during the term of the securities concerned, in compliance with the applicable formalities;
 - determine the manner of payment for the shares or securities giving access to the share capital to be issued immediately or in the future;
 - if necessary, determine the terms of exercise of the rights (rights to conversion, exchange and redemption, including by the delivery of assets of the Company such as treasury shares or securities already issued by the Company, as the case may be) attached to the shares or securities giving access to the share capital to be issued and, in particular, determine, even retroactively, the effective date from which the new shares will carry entitlement to dividends, together with any other terms and conditions for completion of the capital increase;

- set the terms and conditions under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange securities issued or to be issued, immediately or in the future, in order to cancel them or not, in accordance with the law;
 - provide for the ability, if necessary, to suspend the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions;
 - in the event of an issuance of securities for the purpose of paying for shares contributed in the context of a public exchange offer (*offre publique d'échange "OPE"*), draw up a list of securities to be contributed on the exchange, set the conditions for the issuance, the exchange ratio as well as the amount of any additional payment in cash (*soulte*), if any, the terms for setting the price provided for in paragraph 8 of this resolution not being applicable, and determine the terms and conditions of an issuance for an OPE, an alternative purchase or exchange offer, a single offer to buy or trade securities in consideration for a payment in securities or cash, a principal public tender offer (*offre publique d'achat "OPA"*) or public exchange offer accompanied by a OPE or OPA, or any other form of public offer with an exchange component complying with the law and regulations applicable to such a public offer;
 - on its sole initiative, charge the costs of the capital increases to the amount of the associated premiums and deduct from said amount the sums necessary to fund the legal reserve;
 - determine and make any necessary adjustments to take into account the impact of transactions on the Company's share capital, especially in the event of a change in the par value of the shares, increase in share capital by capitalization of reserves, free allocation of shares or equity securities, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting equity or share capital (including in case of a takeover bid and/or in the event of a change of control), and define, in accordance with the legislative and regulatory provisions, the terms and conditions on which the rights of holders of securities convertible into Company shares (including through cash adjustments) will be protected, if necessary;
 - formally record completion of each capital increase and amend the bylaws accordingly;
 - in general, enter into any agreement, in particular to complete the contemplated issues successfully, and take any measures and complete any formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority, together with the exercise of the rights attached thereto;
10. sets the period of validity of this delegation at **twenty-six (26) months** from the date of this General Meeting;
 11. notes that the adoption of this resolution cancels and replaces any authorization having the same purpose.



Presentation of the twenty-sixth resolution

Delegation to the Board to increase the share capital by way of public offerings mentioned in Article L.411-2 1° of the French Monetary and Financial Code, without the shareholders' PSR

Under the terms of this 26th resolution, you are asked to replace the existing delegation of competence granted to the Board pursuant to the 23rd resolution adopted by the shareholders during the general meeting held on June 8, 2023, with a new delegation of the same nature, for a new period of 26 months, aiming at allowing the issuance of shares through public offerings mentioned in Article L.411-2 1° of the French Monetary and Financial Code with a capital increase or offers in combined securities without shareholders' PSR only for **(i)** persons who provide investment services of portfolio management of third party accounts or **(ii)** qualified investors or a limited circle of investors, with the limit that these investors act for their own account.

The purpose of this delegation is to optimize capital-raising for the Company and benefit from more favorable market conditions, because said financing method is both faster and simpler than capital increase based on public offerings. You are asked to waive your PSR in order to allow the Board to perform private placement financing transactions in a simplified manner by issuing, in France and/or abroad, shares and/or securities giving access to the share capital of the Company or a Subsidiary or securities granting entitlement to the allocation of securities.

The nominal amount of increases in capital without PSR that could be carried out, immediately or in the future, pursuant to this delegation of authority would be set to 10% of the Company's share capital on the date of the General Meeting per 12-months period. The nominal amount of the issuances that would be carried out pursuant to this delegation would be deducted from the overall ceiling stipulated in paragraph 2 of the 24th resolution and from the sub-ceiling stipulated in paragraph 2 of the 25th resolution, or, as the case may be, from any ceiling that may be stipulated by any resolution having the same purpose that may supersede said resolutions during the period of validity of this delegation of authority.

The maximum nominal value of the issues of debt securities giving access to the share capital that may be carried out pursuant to this delegation would be capped at €1.5 billion and would be deducted from the overall ceiling of €1.5 billion provided for in the 24th resolution, subject to its approval, or, as the case may be, from the amount of the ceiling that may be provided for in any other resolution having the same purpose that may supersede it during the period of validity of this delegation.

In any event, issuances of equity securities carried out in virtue of this delegation would not exceed the limits set forth by the applicable law as of the date of the issue. To this limit would also be added, if necessary, the nominal amount of the shares to be issued, in the event of further financial transactions, in order to preserve the rights of the holders of securities giving access to the Company's share capital.

As in the previous two resolutions, this authorization would allow issuance of new shares or securities giving access to share capital or securities that grant entitlement to allocations of debt securities (cf. description of the securities contained in the explanation for the 24th resolution). The issue price of the shares and securities issued directly would be set in the same way as in the 25th resolution.

It is specified that the Board could not take the decision to use this delegation of competence as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting; this restriction shall remain in effect until the end of the offer period.

Twenty-sixth resolution

Delegation of competence to the Board of Directors to increase the share capital by way of public offerings mentioned in Article L.411-2 1° of the French Monetary and Financial Code, without preferential subscription rights for shareholders, by issuing ordinary shares and/or any securities giving access to the share capital of the Company or one of its subsidiaries

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Articles L.225-129 *et seq.*, Articles L.225-135 *et seq.*, Article L.228-91 *et seq.* of the French Commercial Code and Article L.411-2, paragraph 1 of the French Monetary and Financial Code:

1. delegates to the Board of Directors, with the power to sub-delegate under the conditions provided by applicable legal and regulatory provisions, its competence to decide to increase the share capital, on one or more occasions, in the proportions and at the times it sees fit, in France and/or abroad, through a public offering as referred to in Article L.411-2, 1° of the French Monetary and Financial Code, in euros or in any other currency or monetary unit established by reference to several currencies, by issuing **(i)** ordinary shares or **(ii)** any securities that are equity securities giving access in whatever manner, immediately and/or in the future, to the Company's share capital or to a Subsidiary or under the same conditions, **(iii)** securities giving access in whatever manner, immediately or in the future, to equity securities to be issued by the Company or a Subsidiary, being specified that the shares and other securities may be subscribed for in cash or by the set-off of receivables;

2. resolves to limit the amounts of the capital increases authorized in the event that this delegation of authority is used by the Board of Directors as follows:
 - the maximum nominal value of the capital increases that may be carried out, immediately or in the future, pursuant to this delegation of authority shall be **10% of the share capital on the day of this General Meeting for a 12-months period**, it being specified that:
 - this amount shall be deducted from the overall ceiling stipulated in paragraph 2 of the 24th resolution of this General Meeting, subject to its approval, or, as the case may be, from the overall ceiling that may be stipulated by any other resolution having the same purpose that may supersede it during the period of validity of the present delegation;
 - this amount shall be deducted from the sub-ceiling amount provided for in paragraph 2 of the 25th resolution of this General Meeting applicable to all capital increases with cancellation of preferential subscription rights, subject to its approval, or, as the case may be, from the sub-ceiling amount that may be stipulated by any other resolution having the same purpose that may supersede it during the period of validity of the present delegation;
 - if necessary, said ceiling shall be increased by the nominal amount of any shares issued in the event of further financial transactions in order to preserve the rights of holders of securities giving access to the share capital, in accordance with the legal and regulatory provisions and/or, as the case may be, with contractual stipulations providing for other cases of adjustment;
 - in any event, equity securities issued under this delegation shall not exceed the limits provided for in the regulations applicable on the date of the issue;
 - the maximum nominal amount of the debt securities or other securities giving access to the share capital of the Company that may be issued pursuant to this delegation shall not exceed **€1.5 billion** or counter value of this amount in the event of an issuance in another currency, it being specified that any issuance pursuant to this delegation shall be deducted from the overall ceiling stipulated in paragraph 2 of the 24th resolution of this General Meeting, subject to its approval, or, as the case may be, from the overall ceiling that may be stipulated by any other resolution having the same purpose that may supersede it during the period of validity of the present delegation;
3. resolves that the Board of Directors **may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company** unless it obtains prior authorization from the Shareholders' Meeting; this restriction shall remain in effect until the end of the offer period;
4. resolves to cancel the preferential subscription rights of shareholders in respect of the securities that are the subject matter of this resolution;
5. notes that if the subscriptions do not absorb the entire capital increase, the Board of Directors may limit the capital increase to the amount of subscriptions received, provided that said amount reaches at least three-quarters of the capital increase decided upon;
6. notes that this delegation of authority automatically entails an express waiver, in favor of the holders of securities giving access to the share capital which will be issued pursuant to this resolution, by the shareholders of their preferential subscription rights in respect of the shares to which said securities will entitle their holders, either immediately or in the future;
7. notes the fact that, in accordance with Article L.22-10-52, paragraph 1 of the French Commercial Code:
 - the issue price of the shares issued directly shall be at least equal to the minimum provided by the regulatory provisions applicable on the date of issue (i.e. on the day of this General Meeting and pursuant to Article R.22-10-32 of the French Commercial Code, the weighted average price of the three last trading sessions on the regulated market of Euronext Paris preceding the public offering, minus 10%), after adjusting this average, if necessary, in the event of a difference between the dividend entitlement dates;
 - the issue price of the securities giving access to the share capital and the number of shares into which each security is convertible, redeemable, or otherwise transformable shall be such that the amount received immediately by the Company plus any amount to be received subsequently by the Company will be, for each share issued as a consequence of the issuance of such securities, at least equal to the minimum subscription price defined in the previous paragraph;
8. resolves that the Board of Directors shall have all powers, with the power to sub-delegate as permitted by law, to implement this delegation of authority, in particular in order to:
 - decide to increase the share capital and determine the securities to be issued;
 - decide the amount of the capital increase, the issue price and the amount of the premium that may, if necessary, be requested upon issue;
 - determine the dates and terms of the capital increase, and the nature and characteristics of the securities to be created; decide, in addition, in the case of bonds or other debt securities (including the securities conferring a right to the allocation of debt securities referred to in Article L.228-91 of the French Commercial Code, whether they will be subordinated or not (and, if so, their level of subordination, in accordance with the provisions of Article L.228-97 of the French Commercial Code, set their interest rate (in particular fixed or variable interest or zero or indexed coupon), and provide, if necessary, for compulsory or optional cases of suspension or non-payment of interest, provide for their term (fixed or perpetual), the possibility of reducing or increasing the nominal value of the securities and the other terms of issue (including providing them with guarantees or security interests) and redemption (including repayment by the delivery of assets of the Company); if necessary, these securities may be coupled with warrants conferring a right to the allocation, acquisition or subscription of bonds or other securities representing debt, or may provide for the Company to have the option to issue debt securities (whether of a similar nature or otherwise) by way of payment of interest payment of which has been suspended by the Company, or alternatively could take the form of complex bonds as defined by the market authorities (for example, by reason of the terms of redemption or remuneration or other rights such as indexation, possibility of options); and amend the terms referred to above during the term of the securities concerned, in compliance with the applicable formalities;

- determine the manner of payment for the shares or securities giving access to the share capital to be issued immediately or in the future;
 - if necessary, determine the terms of exercise of the rights (rights to conversion, exchange and redemption, including by the delivery of assets of the Company such as treasury shares or securities already issued by the Company, as the case may be) attached to the shares or securities giving access to the share capital to be issued and, in particular, determine, even retroactively, the effective date from which the new shares will carry entitlement to dividends, together with any other terms and conditions for completion of the capital increase;
 - set the terms and conditions under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange securities issued or to be issued, immediately or in the future, in order to cancel them or not, in accordance with the law;
 - provide for the ability, if necessary, to suspend the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions;
 - on its sole initiative, charge the costs of the capital increases to the amount of the associated premiums and deduct from said amount the sums necessary to fund the legal reserve;
 - determine and make any necessary adjustments to take into account the impact of transactions on the Company's share capital, especially in the event of a change in the par value of the shares, increase in share capital by capitalization of reserves, free allocation of shares or equity securities, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting equity or share capital (including in case of a takeover bid and/or in the event of a change of control), and define, in accordance with the legislative and regulatory provisions, the terms and conditions on which the rights of holders of securities convertible into Company shares (including through cash adjustments) will be protected, if necessary;
 - formally record completion of each capital increase and amend the bylaws accordingly;
 - in general, enter into any agreement, in particular to complete the contemplated issues successfully, and take any measures and complete any formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority, together with the exercise of the rights attached thereto;
9. sets the period of validity of this delegation at **twenty-six (26) months** from the date of this General Meeting.
 10. notes that the adoption of this resolution cancels and replaces any authorization having the same purpose.



Presentation of the twenty-seventh resolution

Delegation to the Board to increase the number of securities to be issued in the event of a share capital increase with or without the shareholders' PSR

Under the terms of the 27th resolution (also known as the "Greenshoe" resolution), you are asked to replace the existing delegation of competence granted to the Board pursuant to the 24th resolution adopted by the shareholders during the general meeting held on June 8, 2023 with a new delegation of same nature, for a new period of 26 months, aiming at increasing the number of securities to be issued at the same price as that of the initial issue, in case of excess demand, in order to grant an over-allotment option in accordance with market practices, within the periods and subject to the limits provided by the regulations applicable (currently, for information, within thirty days of the closing of the subscription period).

This over-allotment option should be exercised subject to a maximum of 15% of the initial issue. The nominal amount of the increase in share capital that could be made under the present resolution would be deducted **(i)** from the ceiling provided in the resolution by which the initial issuance was decided, **(ii)** from the overall ceiling stipulated in paragraph 2 of the 24th resolution of the General Meeting, and **(iii)** in case of a share capital increase without shareholders' PSR, from the sub-ceiling stipulated in paragraph 2 of the 25th resolution; or, as the case may be, from the ceilings stipulated by any other resolutions having the same purpose that may supersede said resolutions during the period of validity of this delegation.

Twenty-seventh resolution

Delegation of competence to the Board of Directors to increase the number of securities to be issued in connection with a share capital increase with or without preferential subscription rights for shareholders

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Articles L.225-129-2 *et seq.*, Articles L.228-91 *et seq.* and L.22-10-49 *et seq.* of the French Commercial Code:

1. delegates to the Board of Directors, with the power to sub-delegate under the conditions provided by applicable legal and regulatory provisions, its competence to increase the number of securities to be issued in the event of an increase in the Company's share capital with or without preferential subscription rights of the shareholders pursuant to the 24th, 25th and 26th resolutions, subject to their approval, or, as the case may be, pursuant to any other resolutions having the same purpose that may supersede them during the period of validity of the present delegation, at the same price as that of the initial issue, within the periods and subject to the limits provided for by the regulations applicable on

- the date of the issue (at the date of this General Meeting, within thirty days of the closing of the subscription and **subject to a maximum of 15% of the initial issue**), in particular with a view to granting an over-allotment option in accordance with market practices;
2. resolves that the nominal amount of the capital increases that may be carried out pursuant to this resolution shall be deducted from the ceiling provided for in the resolution under which the initial issue is decided and from the overall ceiling stipulated by paragraph 2 of the 24th resolution of this General Meeting, subject to its approval, and, in the event of a share capital increase without preferential subscription rights, from the sub-ceiling stipulated by paragraph 2 of the 25th resolution of this General Meeting, subject to its approval; or, as the case may be, from the ceilings stipulated by any other resolutions having the same purpose that may supersede said resolutions during the period of validity of the present delegation;
 3. resolves that the Board of Directors will have full powers to implement this resolution in accordance with the conditions set out in the resolution under which the issue is decided;
 4. resolves that the Board of Directors **may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company** unless it obtains prior authorization from the shareholders' meeting; this restriction shall remain in effect until the end of the offer period;
 5. sets the period of validity of the delegation at **twenty-six (26) months** from the date of this General Meeting;
 6. notes that the adoption of this resolution cancels and replaces any authorization having the same purpose.

Presentation of the twenty-eighth resolution

Delegation to the Board to increase to the share capital as consideration for contributions in kind relating to equity securities or securities giving access to the share capital (other than in the case of a public exchange offer)

Under the terms of the 28th resolution, you are asked to replace the existing delegation granted to the Board pursuant to the 25th resolution adopted by shareholders during the general meeting held on June 8, 2023, with a new delegation of same nature, for a new period of 26 months, aiming at carrying out, in the context of private exchange offer(s), external growth transactions financed by shares or securities giving access to the capital issued by the Company, as remuneration for contributions in kind to the Company relating to equity securities or securities giving access to the share capital.

The maximum nominal amount of the capital increases without shareholders' PSR that could be carried out immediately or in the future pursuant to this delegation would be set at 10% of the share capital of the Company on the day of the General Meeting, it being specified that the nominal amount of the issues that would be carried out pursuant to this delegation would be deducted from the overall ceiling stipulated in paragraph 2 of the 24th resolution and from the sub-ceiling stipulated in paragraph 2 of the 25th resolution or, as the case may be, from the ceilings that may be stipulated in any other resolutions having the same purpose that may supersede said resolutions during the period of validity of this delegation.

This delegation would allow the Board to set the terms and conditions of the issue, the exchange ratio and, if applicable, the amount of the balancing payment to be made in cash. The Board will decide on the report of the Statutory Auditors on the value of the contributions.

It is specified that the Board could not, without prior authorization by the shareholders' meeting, make use of this delegation as from the filing by a third party of a proposed public offer for the Company's shares until the end of the offer period.

Twenty-eighth resolution

Delegation of powers to the Board of Directors to increase the share capital without preferential subscription rights for shareholders as consideration for contributions in kind to the Company consisting of another Company's equity securities or securities giving access to its capital (outside of a public exchange offer)

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Articles L.225-129 *et seq.*, Articles L.228-91 *et seq.* and L.22-10-49 of the French Commercial Code:

1. delegates to the Board of Directors, with power to sub-delegate under the conditions provided by applicable legal and regulatory provisions, its powers to increase the share capital on one or more occasions, by issuing, ordinary shares of the Company or securities giving access in whatever manner, immediately or in the future, to equity securities to be issued by the Company as consideration for contributions in kind made to the Company and consisting of equity securities or securities giving access to the share capital of another company, when the provisions of Article L.22-10-54 of the French Commercial Code are not applicable;

2. decides that the maximum nominal amount of the capital increases that may be carried out immediately or in the future pursuant to this delegation is **10% of the share capital on the day of this General Meeting**, it being specified that:
 - this amount shall be deducted from the overall ceiling stipulated in paragraph 2 of the 24th resolution of this General Meeting, subject to its approval, or, as the case may be, from the ceiling that may be stipulated by any other resolution having the same purpose that may supersede it during the period of validity of the present delegation;
 - this amount shall be deducted from the sub-ceiling provided for in paragraph 2 of the 25th resolution of this General Meeting applicable to all capital increases with cancellation of preferential subscription rights, subject to its approval, or, as the case may be, from the sub-ceiling that may be stipulated by any other resolution having the same purpose that may supersede it during the period of validity of the present delegation;
 - the above mentioned ceilings do not take into account the Company's shares to be possibly issued by way of adjustments made to preserve the rights of holders of securities giving access to the share capital.
3. decides that the Board of Directors **may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting**; this restriction shall remain in effect until the end of the offer period;
4. resolves that the Board of Directors, with the power to sub-delegate as permitted by law, will have all necessary powers to implement this delegation of authority, in particular in order to:
 - decide upon the capital increase(s) to pay for the contributions in kind and determine the securities to be issued;
 - determine the list of the contributed securities, approve the valuation of the contributions, determine the conditions of the issue of the securities to pay for the contributions, and if necessary the amount of any additional cash payments (soulte) to be paid, approve the grant of special benefits, and, if the contributors consent, reduce the valuation of the contributions or the remuneration of the special benefits;
 - determine the terms and characteristics of the securities issued to pay for the contributions and determine the terms upon which, if necessary, the rights of holders of securities giving access to the share capital will be preserved;
 - on its sole initiative, charge the costs of the capital increases to the amount of the associated premiums and deduct from such amount the sums necessary to fund the legal reserve;
 - determine the terms and conditions under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange securities issued or to be issued, immediately or in the future, in order to cancel them or not, in accordance with the laws;
 - formally note completion of each capital increase and amend the bylaws accordingly;
 - in general, take any measures and complete any formalities necessary for the issue, listing, if applicable and financial servicing of the securities issued pursuant to this authorization, together with the exercise of the rights attached thereto;
5. resolves, as necessary, to cancel, for the benefit of the holders of equity securities or securities that are the subject of the contributions in kind, the preferential subscription right of the shareholders to the shares or securities issued under this delegation;
6. notes that this delegation entails the waiver by the shareholders of their preferential subscription rights to those ordinary shares of the company to which any securities issued under this delegation may give entitlement;
7. sets the period of validity of the delegation at **twenty-six (26) months** from the date of this General Meeting;
8. notes that the adoption of this resolution cancels and replaces any authorization having the same purpose.



Presentation of the twenty-ninth resolution

Delegation to the Board to increase the share capital by incorporating premiums, reserves, profits or other items

Under the terms of the 29th resolution, you are asked to renew the delegation granted to the Board pursuant to the 26th resolution adopted by the shareholders during the general meeting held on June 8, 2023, that is due to expire on August 8, 2025.

In this frame, it is proposed to grant the Board, for a new period of 26 months, with a new delegation of same nature, aiming at capitalizing reserves, premiums, profits or other items in the Company's share capital, up to the limit of a nominal amount of €500 million, and to increase the share capital to that purpose by increasing the par value of the shares and/or by allotting free shares.

It is specified that the Board could not take the decision to use this delegation of competence as from the date at which a third party files a proposal for a public offer for the shares of the Company unless it obtains prior authorization from the shareholders' meeting; this restriction would remain in effect until the end of the offer period.

It is reminded that the previous delegation has been partially used for delivering shares to the beneficiaries of free allocation plans whose respective vesting periods had ended in 2023.

Twenty-ninth resolution

Delegation of competence to the Board of Directors to increase the share capital by incorporating premiums, reserves, profits or other items

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report and in accordance with the provisions of Articles L.225-129 *et seq.* and L.22-10-49 *et seq.* of the French Commercial Code:

1. delegates to the Board of Directors, with power to sub-delegate under the conditions provided by applicable legal and regulatory provisions, its competence to increase the share capital on one or more occasions, in the proportions and at the times it shall see fit, through the capitalization of premiums, reserves, profits or otherwise as permitted by applicable law and the bylaws, in the form of an issue of new equity securities or an increase in the par value of existing equity securities, or by a combination of these two processes. The maximum nominal amount of the capital increases that may be carried out in this respect may not exceed a ceiling of **€500 million**, to which may be added, if necessary, the nominal amount of any additional shares to be issued in the event of new financial transactions, to preserve the rights of holders of securities giving access to the share capital, and it being specified that this amount is set autonomously and separately from the ceilings of other delegations of authority to increase the share capital and shall not be deducted **(i)** from the amount of the overall ceiling provided for in paragraph 2 of the 24th resolution of this General Meeting nor **(ii)** from any sub-ceiling stipulated in another resolution of this General Meeting and in particular the amount of the sub-ceiling provided for in paragraph 2 of the 25th resolution of this General Meeting;
2. decides that the Board of Directors **may not take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company** unless it obtains prior authorization from the shareholders' meeting; this restriction shall remain in effect until the end of the offer period;
3. in the event that the Board of Directors makes uses of this delegation of authority, resolves that the Board of Directors, with the power to sub-delegate as permitted by law, will have all necessary powers to implement this delegation, in particular in order to:
 - determine the amount and nature of the sums to be capitalized, set the number of new equity securities to be issued and/or the amount by which the par value of the existing equity securities making up the share capital is to be increased, set the date, even retroactively, as from which the new equity securities will carry entitlement to dividends or the date on which the increase in the par value of the existing equity securities will take effect;
 - decide, in the event of allotment of equity securities for free, that rights to fractional securities will not be tradeable or transferable and that the corresponding shares will be sold under the conditions provided for by law and regulations; the sum resulting from the sale will be allocated to the holders of rights under the conditions provided for by law and regulations;
 - make any adjustments to take account of the impact of transactions affecting the Company's share capital, in particular in the event of a change in the par value of the share, a capital increase by capitalization of reserves, allocation of shares or equity securities for free, a stock split or reverse stock split, the distribution of dividends, reserves or premiums, or of any other assets, redemption of capital or any other transaction affecting shareholders' equity or share capital (including in the event of a public offering and/or change of control), and to set the terms and conditions according to which the rights of holders of securities giving access to the share capital will be preserved (including through cash adjustments);
 - formally note completion of each capital increase and amend the Bylaws accordingly;
 - in general, enter into any agreement, take any measures and carry out any formalities required for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority and for the exercise of the rights attached thereto.
4. sets the period of validity of the delegation at **twenty-six (26) months** from the date of this General Meeting;
5. resolves that the adoption of this resolution cancels and replaces any authorization having the same purpose.



Presentation of the thirtieth resolution

Incentive schemes for employees and company officers of the Company and its affiliates

Delegation to the Board to increase the share capital, without the shareholders' PSR, in favor of beneficiaries of free shares granted by Worldline IGSA (formerly Ingenico Group SA) and holders of Ingenico shares through a company savings plan and/or a group savings plan or through a company mutual fund

Under the terms of the 30th resolution, you are asked to renew the delegation granted to the Board pursuant to the 27th resolution adopted by the shareholders during the general meeting held on June 8, 2023, that is due to expire on December 8, 2024.

In this frame, it is proposed to grant the Board, for a new period of 18 months, with a new delegation of same nature, aiming at issuing, in France and/or abroad, shares or securities giving access to the Company's share capital without shareholders' PSR, in order to reserve it for the beneficiaries of free shares granted by Worldline IGSA (formerly Ingenico Group SA) on the basis of the provisions of Article L.225-197-1 *et seq.* of the French Commercial Code and to holders of Worldline IGSA shares through a company savings plan and/or a group savings plan or through a company mutual fund.

No priority subscription rights would be granted to shareholders in connection with such an issue.

This delegation of authority could be used, in particular, to deliver Worldline shares in exchange for Worldline IGSA shares to the beneficiaries of free shares granted by Worldline IGSA to its employees and officers in the context of the liquidity agreements implemented by the Company in connection with the Worldline IGSA (previously known as Ingenico Group SA) acquisition. Depending on the applicable regulations and constraints, the exchange of these Worldline IGSA shares for Worldline shares could be carried out pursuant to this resolution and/or the 28th resolution submitted to your vote.

The maximum nominal amount of the capital increases that could be carried out pursuant to this delegation would be set at **€270,000**, it being specified that this ceiling would be independent and autonomous from the overall ceiling stipulated in paragraph 2 of the 24th resolution and from the sub-ceiling stipulated in paragraph 2 of the 25th resolution of the General Meeting, to which would be added, as the case may be, the nominal amount of shares that may be issued, in the event of new financial transactions, in order to preserve, in accordance with legal and regulatory provisions and/or, as the case may be, contractual stipulations providing for other cases of adjustment, the rights of holders of securities giving access to the share capital.

The subscription price per share for each issue would be equal to the average of the opening share price of Worldline on the regulated market of Euronext Paris over the twenty (20) trading sessions preceding the date of exercise of the option either by **(i)** the concerned beneficiary of the liquidity contract or, as the case may be **(ii)** the date at which the Company has exercised its option.

Thirtieth resolution

Delegation of competence to the Board of Directors to increase the share capital, without preferential subscription rights for shareholders, in favor of beneficiaries of free shares granted by Worldline IGSA (formerly Ingenico Group SA) and holders of Worldline IGSA shares through a company savings plan and/or a group savings plan or through a company mutual fund

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Articles L.225-129 *et seq.*, L.225-138 and L.228-91 *et seq.* of the French Commercial Code:

1. delegates to the Board of Directors, with the power to sub-delegate under the conditions provided by applicable legal and regulatory provisions, its competence to increase the share capital on one or more occasions, in such proportions and at such times as it shall see fit, in France and/or abroad, whether in euros or in any other currency or monetary unit established by reference to several currencies, by way of the issue of ordinary shares or securities giving access to the Company's share capital, issued for consideration or for free, provided that the shares and other securities may be subscribed for in cash, by the set-off of receivables;
2. resolves to cancel the preferential subscription rights of shareholders in respect of the securities that are the subject matter of this resolution, to the benefit of **(i)** beneficiaries of free shares granted by Worldline IGSA on the basis of the provisions of Article L.225-197-1 *et seq.* of the French Commercial Code, and **(ii)** holders of Worldline IGSA shares through a company savings plan and/or a group savings plan or through a company mutual fund;
3. resolves to limit the amounts of the capital increases authorized in the event that this delegation of authority is used by the Board of Directors as follows:
 - the maximum nominal amount of the capital increases that may be carried out pursuant to this delegation, immediately or in the future, shall be **€270,000** it being specified that:
 - this amount is set autonomously and separately from the ceilings of other delegations of authority to increase the share capital and shall not be deducted, in particular, from the overall ceiling stipulated in paragraph 2 of the 24th resolution of this General Meeting, nor from the sub-ceiling stipulated in paragraph 3 of the 25th resolution of this General Meeting;

- if necessary, said ceiling shall be increased by the nominal amount of any shares issued in the event of further financial transactions in order to preserve the rights of holders of securities giving access to the share capital;
4. resolves that the subscription price per share for each issue shall be equal to the average of the quoted share price on the regulated market of Euronext Paris over the twenty (20) trading sessions preceding the date of exercise of the option either by (i) the concerned beneficiary of the liquidity contract or, as the case may be (ii) the date at which the Company has exercised its option;
 5. decides that the Board of Directors may take the decision to use this delegation of authority as from the date at which a third party files a proposal for a public offer for the shares of the Company until the end of the offer period;
 6. resolves that the Board of Directors, with the power to sub-delegate as permitted by law and regulatory provisions, will have all necessary powers to implement this delegation of authority, in particular in order to:
 - decide on the capital increase(s) and determine the securities to be issued;
 - draw up a list of the beneficiaries of the aforementioned category, the number of securities and the characteristics of the securities to be allocated to each of them and decide, where appropriate, whether or not to make the delivery of securities subject to a possible payment in cash (soulte);
 - decide on the amount of the capital increase, the issue price as well as the amount of the premium that may, if applicable, be requested at the time of the issue;
 - determine the manner of payment for the shares or securities giving access to the share capital to be issued, including by way of offsetting debts;
 - determine, if necessary, the terms of exercise of the rights attached to the shares and, in particular, determine, even retroactively, the effective date from which the new shares will carry entitlement to dividends, together with any other terms and conditions for completion of the capital increase;
 - set the terms and conditions under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange securities issued or to be issued, immediately or in the future in order to cancel them or not, in accordance with the law;
 - provide for the suspension of the exercise of the rights attached to the issued securities as permitted by relevant laws and regulations;
 - at its sole initiative, charge the costs of the capital increase against the amount of the related premiums and deduct from this amount the sums necessary to fund the legal reserve;
 - determine, in accordance with legal and regulatory provisions, the terms and conditions under which the rights of holders of securities giving access to the share capital will be preserved (including by means of a cash adjustment), where applicable;
 - record the completion of each capital increase and make the corresponding amendments to the bylaws;
 - enter into any agreement with all or part of the persons meeting the characteristics referred to in paragraph 2 of this resolution, including any liquidity contract (including put and/or call options) in the context of a public offer initiated by the Company for the securities of Worldline IGSA, providing for the delivery of shares to be issued in the context of this resolution, as well as any related adjustment mechanism intended to take into account the impact of transactions on the share capital of Worldline IGSA or the Company;
 - in general, enter into any agreement, in particular in order to successfully complete the planned issues, take all measures and carry out all formalities necessary for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority and for the exercise of the rights attached thereto;
 7. sets the period of validity of the delegation at **eighteen (18) months** from the date of this General Meeting;
 8. resolves that the adoption of this resolution cancels and replaces any authorization having the same purpose.

Presentation of the thirty-first and thirty-second resolutions

Delegations to the Board to increase the share capital, without the shareholders' PSR, in the context of employee shareholding operations

Under the terms of the 31st resolution, you are asked to replace, for a new period of 26 months, the delegation of authority granted to the Board pursuant to the 28th resolution adopted by the shareholders during the general meeting held on June 8, 2023, pursuant to which "Boost 2023" employee shareholding operation was set up.

By doing so, the Board would have the possibility to decide to increase the Company's share capital by issuing shares and/or other securities giving access to the Company's share capital reserved for employees and corporate officers of the Company or its affiliates who are members of a company savings plan or any other qualifying plan in accordance with law and regulations.

Moreover, under the terms of the 32nd resolution, you are asked to renew the delegation of authority granted to the Board pursuant to the 29th resolution adopted by the shareholders during the general meeting held on June 8, 2023, that is due to expire on December 8, 2024. In this frame, it is proposed to grant the Board, for a new period of 18 months, with a new delegation of same nature.



By doing so, the Board would have the possibility to deploy an international employee shareholding plan under the best conditions by increasing the Company's share capital in favor of employees or categories of employees outside of France. This delegation you are asked to grant would make it possible to offer the subscription of shares in the Company to employees or categories of employees of the Group outside France by adapting the conditions of the offer to local particularities not strictly compatible with a savings plan, on the one hand, or, in the event that the Company envisages making a leveraged employee offer and allowing it to make SARs (Stock Appreciation Rights) in countries where leverage is not possible, or to make a SIP (Share Incentive Plan) in the United Kingdom, or to make specific plans in other countries.

The ceiling on the nominal amount of immediate or future capital increases resulting from all issues carried out under the 31st and the 32nd resolutions could not exceed 2.5% of the share capital of the Company on the day of the General Meeting.

This common ceiling applicable to the 31st and 32nd resolutions would be independent and autonomous **(i)** from the overall ceiling stipulated in paragraph 2 of the 24th resolution and **(ii)** from the sub-ceiling stipulated in paragraph 2 of the 25th resolution of this year General Meeting.

We would like to inform you that the vote of these resolutions would entail the express waiver by the shareholders of their PSR to the new shares to be issued, in order to reserve the subscription for employees who are members of a Company savings plan. In this respect, we would ask you to delegate to the Board the task of drawing up the list of beneficiaries.

It is specified that the Board could set the subscription price of the securities issued pursuant to these delegations and that this price shall be determined in accordance with the conditions set forth in Article L.3332-19 of the French Labour Code, it being understood that the maximum discount may not exceed 30% (or 40% when the lock-up period provided for by the plan is greater than or equal to 10 years) of the average quoted price of the Worldline share on the regulated market of Euronext Paris during the 20 trading days preceding the date of the Board's decision setting the opening date of the subscription.

It is also specified that the Board could, pursuant to Article L.3332-21 of the French Labour Code, provide for the free allocation of shares or other securities giving access to the share capital, by way of the employer's contribution, or, where applicable, the discount, provided that the taking into account of their pecuniary countervalue, evaluated at the subscription price, does not have the effect of exceeding the applicable legal or regulatory limits.

Thirty-first resolution

Delegation of competence to the Board of Directors to increase the share capital of the Company, without preferential subscription rights for shareholders, for the benefit of employees and/or corporate officers of the Company and/or its affiliated companies, as members of a company or Group savings plan

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Articles L.225-129, L.225-129-2, L.225-129-6, L.225-138, L.225-138-1 and L.22-10-49 *et seq.* of the French Commercial Code and Articles L.3332-1 *et seq.* of the French Labour Code:

1. delegates to the Board of Directors, with the power to sub-delegate under the conditions provided by applicable legal and regulatory provisions, its competence to decide, in the proportions and at the time it shall see fit, the issuing, in France and/or abroad, **(i)** of shares and/or **(ii)** securities that are equity securities giving access in whatever manner, immediately or in the future, to other equity securities in the Company, or giving entitlement, immediately or in the future, to the allotment of debt securities and/or **(iii)** securities giving access, immediately or in the future, to equity securities to be issued by the Company subject to applicable law; reserved to employees and corporate officers of the Company or all French and foreign companies related to the Company within the meaning of the applicable law, who are members of any company or Group savings plan or any other qualifying plan pursuant to the applicable legal and regulatory provisions;
2. decides that the maximum nominal amount of the immediate or future capital increases of the Company that are likely to be carried out under the present delegation shall not exceed **2.5% of the share capital on the day of this General Meeting**, it being specified that:
 - this amount is set autonomously and separately from the overall ceiling stipulated in paragraph 2 of the 25th resolution and from the sub-ceiling stipulated in paragraph 2 of the 24th resolution of this General Meeting applicable to capital increases with maintenance or cancellation of preferential subscription rights;
 - this amount is common to capital increases reserved for the benefit of employees carried out pursuant to this resolution and to the 32nd resolution of this General Meeting;
 - if necessary, said ceiling shall be increased by the nominal amount of the shares to be issued in order to preserve the rights of the holders of securities giving access to the share capital in accordance with the legal and regulatory provisions in force and, as the case may be, with the applicable contractual stipulations;
3. decides that this delegation entails the removal of the shareholders' preferential subscription rights to the shares and other equity securities and securities giving access to the share capital which may be issued pursuant to this resolution, as well as to the shares and other equity securities which the securities issued on the basis of this delegation may give entitlement;

4. decides that the subscription price of the securities issued by virtue of this delegation shall be set by the Board of Directors and determined under the conditions set forth in Article L.3332-19 of the French Labour Code, on the basis of an average of opening price of the Worldline shares on Euronext Paris market over the twenty trading sessions preceding the date of the decision of the Board of Directors or of the Chief Executive Officer setting the opening date of the subscription period, with a **maximum discount of 30% (or 40% when the applicable compulsory holding period as provided for in the plan pursuant to Articles L.3332-25 and L.3332-26 of the French Labour Code is equal to or greater than ten years)**;
5. decides that pursuant to Article L.3332-21 of the French Labour Code, the Board of Directors may provide for the free allocation of shares or other securities giving access to the share capital of the Company, as employer's contribution, or, as the case may be, the discount, subject to the consideration that their pecuniary counter value, evaluated at the subscription price, does not have the effect of exceeding the applicable legal and regulatory limits;
6. authorizes the Board of Directors, under the terms of this delegation, to sell shares to members of a company or group savings plan (or comparable scheme) as provided for by Article L.3332-24 of the French Labour Code, it being specified that transfers of shares carried out with a discount in favor of members of one or more company savings plans referred to in this resolution shall be deducted up to the nominal amount of the shares thus transferred from the ceiling referred to in paragraph 2 above;
7. decides that the characteristics of the other securities that give access to the Company's share capital shall be set by the Board of Directors, under the conditions set forth by the applicable legal and regulatory provisions;
8. grants all powers to the Board of Directors, with the power to sub-delegate to any person authorized by the applicable legal and regulatory provisions, for the purpose of implementing this delegation, and in particular:
 - to decide that the issuances may be carried out directly to the advantage of the beneficiaries or through collective securities investment funds;
 - to set, where necessary, a perimeter of the companies concerned by the offer which is narrower than the companies eligible for the plans in question;
 - to set the procedures for participation in these issuances, in particular the seniority conditions that the beneficiaries of the capital increases shall met;
 - in case of issuance of debt securities, to determine the characteristics and terms of the securities (including their term, fixed or perpetual, whether they will be subordinated or not, and their remuneration) and amend the terms and characteristics referred to above during the term of the securities concerned, in compliance with the applicable formalities;
 - to set the conditions and procedures for these issuances, and notably the starting and closing dates for subscriptions, the dates of entitlement to dividends (including retroactive ones), the procedures for payment in full and the subscription price of the equity securities or securities giving access to the share capital of the Company;
- to determine and make any necessary adjustments to take into account the impact of transactions on the Company's share capital, especially in the event of a change in the par value of the shares, increase in share capital by capitalization of reserves, free allocation of shares or equity securities, stock split or reverse stock split, distribution of dividends, reserves or premiums or of any other assets, redemption of capital or any other transaction affecting equity or share capital (including in case of a takeover bid and/or in the event of a change of control), and define, in accordance with legislative and regulatory provisions, the terms and conditions on which the rights of holders of securities giving access to the share capital (including through cash adjustments) will be protected, if necessary;
- to determine, if necessary, the amounts of the sums to be incorporated into the share capital within the limit set above, the entry/entries among the shareholders' equity from which they shall be drawn, as well as the conditions for the attribution of the shares or other securities in question;
- to set the terms and conditions under which the Company will have, if necessary, at any time or during fixed periods, the right to purchase or exchange on the stock exchange securities issued or to be issued, immediately or in the future, in order to cancel them or not, in accordance with the law;
- to provide for the suspension of the exercise of the rights attached to the issued securities as permitted by relevant laws and regulations;
- at its sole initiative, to attribute the expenses of any issue to the amount of the premiums relating to the same and to withhold from this amount the sums necessary to raise the legal reserve to one tenth of the new share capital after each increase;
- in general, to take all useful measures, conclude all agreements (notably with a view to ensuring the successful completion of the issuance), request all authorizations, carry out all formalities and do what is necessary to ensure the successful conclusion of the planned issuances or to postpone the same, and notably to record the capital increase(s) resulting from every issuance carried out by using this delegation, correspondingly, to amend the bylaws, to request the listing on the market of Euronext Paris of all securities issued by virtue of this delegation and to ensure the financial service for the shares in question and the exercise of the associated rights;
9. sets the period of validity of the delegation at **twenty-six (26) months** from the date of this General Meeting;
10. resolves that the adoption of this resolution cancels and replaces any authorization having the same purpose.



Thirty-second resolution

Delegation of competence to the Board of Directors to increase the Company's share capital, without preferential subscription rights for shareholders, for the benefit of people with certain characteristics in the context of an employee shareholding operation

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report, and the Statutory Auditors' special report, and pursuant to the provisions of Articles L.225-129 *et seq.*, L.225-138 and L.228-91 *et seq.* of the French Commercial Code:

1. delegates to the Board of Directors, with the power to sub-delegate under the conditions provided by applicable legal and regulatory provisions, its competence to decide to increase the Company's share capital, one or more occasions, at such time and in such proportions as it shall see fit, through the issuance of **(i)** ordinary shares of the Company, and/or **(ii)** securities giving access, immediately or in the future to the Company's share capital to be subscribed for in cash, reserved for the category of beneficiaries defined below;
 2. resolves that the nominal amount of the increase in the Company's share capital carried out by virtue of this delegation may not exceed **2.5% of the Company's share capital on the day of this General Meeting**, it being specified that:
 - this amount is set autonomously and separately **from the overall ceiling stipulated in paragraph 2 of the 24th resolution and from the sub-ceiling stipulated in paragraph 2 of the 25th resolution of this General Meeting** applicable to capital increases with maintenance or cancellation of preferential subscription rights;
 - this amount is common to capital increases reserved for the benefit of employees that may be carried out pursuant to this resolution and to the 31st resolution of this General Meeting;
 - if necessary, said ceiling shall be increased by the nominal amount of the shares to be issued to preserve the rights of the holders of securities giving access to the share capital in accordance with the legal and regulatory provisions in force and, as the case may be, with the applicable contractual stipulations;
 3. resolves to cancel the preferential subscription rights of shareholders to new shares to be issued pursuant to this delegation and to reserve the right to subscribe for such shares to the class of beneficiaries meeting the following characteristics:
 - (i)** employees and corporate officers of companies affiliated to the Company within the meaning of Article L.225-180 of the French Commercial Code and Article L. 3344-1 of the French Labour Code and having their registered offices outside of France;
 - (ii)** UCITs or other entities organized under French or foreign law for the purpose of employee shareholding, whether or not legal entities, of which the shareholders or members are persons referred to in **(i)** above or enabling persons referred to in **(i)** above to benefit, directly or indirectly, from an employee shareholding plan or Company savings plan, it being specified that this resolution may be used to implement leverages schemes;
4. resolves that the issuance price for the new shares to be issued pursuant to this delegation of power shall be determined **(i)** on the basis of the average opening prices of the Worldline share on Euronext Paris over the twenty trading sessions preceding the date of the decision by the Board of Directors or by the Chief Executive Officer setting the opening date for the subscription period, with a maximum discount of 30% (or 40% when the lock-up period provided for by the plan pursuant to Articles L.3332-25 and L.3332-26 of the French Labour Code is greater than or equal to ten years) and/or **(ii)** at a price equal to the price set on the basis of the 28th resolution of this General Meeting in the event of a simultaneous transaction, and/or **(iii)** in accordance with the procedures for setting the subscription price of the Company's shares under the specific legal regime governing an offering of Company's shares in connection with an employee shareholding plan governed by foreign law;
5. resolves that the Board of Directors will have full authority, with the right to sub-delegate in accordance with applicable law and the Company's bylaws, to implement this delegation of power, in particular, in order to:
 - determine the list of beneficiaries within one or more of the categories of beneficiaries defined above, or the categories of employees to benefit from each issuance, as well as the number of shares to be subscribed for by each of them;
 - determine the subscription forms and procedures to be presented to employees in each relevant country, in light of any constraints under applicable local law, and to select the countries in question from among those in which the Group has subsidiaries, as well as the subsidiaries whose employees may participate in the transaction;
 - decide on the maximum number of shares to be issued, within the limits set by this resolution, to take note of the final amount of each capital increase, and to amend the bylaws accordingly;
 - set the dates and all other terms and conditions of the capital increases, as provided for by law;
 - charge the costs of such capital increases to the related premiums and to deduct from such amount the necessary amounts to maintain the legal reserve at one-tenth of the share capital following such capital increases;
 - in general, carry out all actions and formalities, make all decisions, and enter into any agreements useful or necessary for the successful completion of the issuances carried out pursuant to this delegation and to take note of the final completion of the capital increase or increases carried out pursuant to this resolution, and to amend the bylaws accordingly;
6. sets the period of validity of the delegation at **eighteenth (18) months** from the date of this General Meeting;
7. resolves that the adoption of this resolution cancels and replaces any authorization having the same purpose.

Presentation of the thirty-third resolution

Authorization to the Board to grant free performance shares to the employees and Corporate Officers of the Company and/or its affiliated companies

Under the terms of the 33rd resolution, you are asked to replace the existing authorization granted to the Board pursuant to the 31st resolution adopted by the shareholders during the general meeting held on June 8, 2023, with a new authorization of same nature, for a new period of 38 months, aiming at granting, on one or more occasions, free performance shares to employees or Corporate Officers of the Company and/or its affiliates, in accordance with the conditions set out below.

Worldline is committed to an approach that aims to involve Corporate Officers and employees in the Group's performance and results, notably through long-term incentive plans. As for the previous years, these plans would benefit the top management, key employees and experts of Worldline, including the Executive Company Officers.

The sub-cap for the grant to Executive Company Officers would not represent more than **0.066%** of the share capital of the Company on the day of the General Meeting, of which 0.055% for the 2024 LTI grant and of which 0.011% for the conversion of the 2023 annual variable compensation in shares.

As indicated above, on April 19, 2024, the Board of Directors decided, upon the recommendation of the Remuneration Committee and at the initiative of the Executive Company Officers, that the 2023 annual variable compensation would not be paid in cash but in the form of performance shares subject to a two-year vesting period and a performance condition relating to the performance of the Worldline share price in order to better align the interests of the Chief Executive Officer and the Deputy Executive Officer with those of the shareholders.

The performance shares will be granted to the Executive Company Officers at the Board of Directors' meeting following the 2024 General Meeting.

Within the authorizations, the Company intends to put in place a plan to retain key leaders and contributors with key knowledge, expertise and competences necessary for the Company in particular to deliver the ongoing transformation of the Group and support its growth journey. It is expected to include a part in shares in order to align with shareholders' interests, engage all beneficiaries in the share price recovery, with a long term perspective in the group and consequently retain and motivate teams to deliver the objectives. This plan will notably be subject to presence condition (with limited legal exceptions). Such plan will not benefit to Executive Company Officers.

Specific conditions of the authorization

1. Nature of the authorization

The resolution submitted to your vote would also specify that the unused portion of the authorization granted to the Board pursuant to the 31st resolution adopted by the shareholders during the general meeting held on June 8, 2023, would be canceled and superseded as from the General Meeting.

2. Maximum amount of the authorization

The maximum number of shares that may be granted pursuant to the proposed authorization **would not exceed 0.86%** of the share capital of the Company on the day of the General Meeting.

3. Sub-cap for the grant to Executive Company Officers

Within the envelope referred to in point 2 above, the total number of shares granted to Executive Company Officers by virtue of the proposed authorization would not represent more than **0.066%** of the share capital of the Company on the day of the General Meeting, of which **0.055%** for the 2024 LTI grant and of which **0.011%** for the conversion of the 2023 annual variable compensation in shares.

Moreover, in such a situation, the Board would set a rule as to the holding of a portion of the shares acquired until expiration of their respective term of office in compliance with the compensation policy

applicable to the Executive Company Officers. The existence of the Extraordinary Cap would not affect this sub-cap.

4. Vesting period

The grant of the shares to their beneficiaries would become final after a minimum vesting period of one year. The Board of Directors may set a holding period from the vesting. The cumulative length of the vesting period and any holding period may not be less than two years.

5. Performance conditions / Continued employment condition

The vesting of all or part of the performance shares would be subject to the achievement of performance conditions (financial and/or non-financial).

Subject to certain legal exceptions provided for in the plan (e.g., death or disability), the vesting of all or part of the shares may be subject to the preservation of the status of Group's employee or Corporate Officer, by the beneficiary, during the vesting period.

The total number of shares definitively acquired would not under any circumstances exceed the number of shares allocated.



Thirty-third resolution

Authorization to the Board of Directors to grant free performance shares issued or to be issued, with the waiver by shareholders to their preferential subscription rights, to the employees and corporate officers of the Company and/or its affiliated companies

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report, and the Statutory Auditors' special report, and in accordance with Articles L.225-129 *et seq.*, L.225-197-1 *et seq.* and L.22-10-59 *et seq.* of the French Commercial Code:

1. authorizes the Board of Directors, with the power to subdelegate as provided for in the applicable legal and regulatory provisions, to grant, on one or more occasions and according to its own decisions, existing free shares or newly-issued free shares, up to **0.86% of the share capital on the day of this General Meeting**, it being specified that this maximum amount does not take into account the number of shares to be issued, if any, in respect of adjustments made to preserve the rights of the beneficiaries of free shares. Within the aforementioned maximum amount, the total number of shares granted to the Executive Company Officers in accordance with this authorization shall not exceed **0.066% of the share capital on the day of this General Meeting**;
2. resolves that the beneficiaries of the grants authorized under this resolution must be employees and/or Corporate Officers of the Company and/or of companies or economic interest groups linked with it within the meaning of Article L.225-197-2 of the French Commercial Code, located in France or outside of France, as determined by the Board of Directors.
3. resolves that the grant of shares to beneficiaries shall only become definitive at the end of a vesting period which shall be determined by the Board of Directors but may not be less than one year. The Board of Directors may also set a minimum lock-up for beneficiaries, starting at the end of the vesting period. The cumulative length of the vesting period and any lock-up period may not be less than two years;
4. resolves that in case of disability of the beneficiary falling within the second or third categories of Article L.341-4 of the French Social Security Code, the vesting of the shares shall occur immediately, the shares becoming immediately freely transferable;
5. resolves that in case of death of the beneficiary, his heirs may request the vesting of the shares within six (6) months from the death, the shares becoming immediately freely transferable;
6. notes that in the event of a free allotment of new shares, this authorization shall entail, as and when the said shares are definitively allotted, an increase in capital by incorporation of reserves, profits or issue premiums in favor of the beneficiaries of the allotment of shares, and the express waiver by the shareholders of their pre-emptive rights to subscribe for the shares that would be issued pursuant to this resolution;
7. authorizes the Board of Directors to make any necessary adjustments to the number of shares during the vesting period, in connection with any transactions affecting the Company's share capital within the meaning of Article L.225-181 of the French Commercial Code, so as to preserve the rights of beneficiaries;
8. authorizes the Board of Directors to make use of the authorizations granted or to be granted by the General Meeting, in accordance with the provisions of Article L.22-10-62 of the French Commercial Code;
9. delegates all powers to the Board of Directors with the possibility to subdelegate under the conditions provided by applicable legal and regulatory provisions, to implement this authorization, within the limits and conditions hereabove specified, in order notably to:
 - determine whether the shares granted are shares to be issued and/or existing shares;
 - determine the category(s) of beneficiaries of the grant(s) and determine the identity of the beneficiaries of the grant(s) of shares to employees or corporate officers of the Company and/or of companies or economic interest groups aforementioned and the number of shares to be allocated to each of them;
 - determine the vesting period and, if applicable, the holding period, and, as the case may be, modify these periods for any circumstance for which this resolution or the applicable regulation would allow such modification;
 - set the conditions and, where applicable, the criteria for the grant of existing shares or shares to be issued;
 - allow for the possibility of temporarily suspending grant rights;
 - set all the other terms and conditions under which the shares will be granted;
 - accomplish or arrange for the accomplishment of all acts or formalities necessary to carry out share buybacks and/or complete capital increase(s) that may be carried out pursuant to this authorization, amend the bylaws accordingly, and in general take all necessary steps, with power to sub-delegate in accordance with law;
10. sets the period of validity of the delegation at **thirty-eight (38) months** from the date of this General Meeting;
11. resolves that the adoption of this resolution cancels and replaces any authorization having the same purpose.

Presentation of the thirty-fourth resolution

Amendment to Article 14 of the bylaws

You are asked to amend the Article 14 of the bylaws to give the Board of Directors greater flexibility to ensure the implementation of a staggered board in accordance with the AFEP-MEDEF Code, without reference to a specific percentage of annual rotation which is no longer well adapted in a context of an evolving size of board.

Thirty-fourth resolution

Amendment to Article 14 of the bylaws relating to the staggered renewal of Directors' terms

The General Meeting, ruling under the quorum and majority requirements for extraordinary general meetings, having reviewed the Board of Directors' report, resolves to amendment to Article 14 of the bylaws as following:

Current wording	New wording
<p>The board of directors will be renewed annually by rotation in order to ensure a rotation of one third of the members of the board of directors (number to be rounded off to the superior or inferior number, if the number of directors is not a multiple of 3).</p> <p>The term of office of the directors will be three (3) years. The functions of a director will end at the end of the ordinary general meeting of shareholders called to rule on the financial statements of the fiscal year that has ended and which is held in the year during which the term of the aforesaid director expires.</p> <p>By exception, the general meeting may, to set up such rotation, appoint a director for a term of one or two years to ensure the rotation in the renewal of the functions of the directors. The term of office of a director so appointed for a period of one or two years shall end following the ordinary general meeting of shareholders called upon to rule on the statements of the past financial year, and held in the year in which the term of office of said director expires.</p>	<p>The board of directors will be partially renewed annually by rotation with a view to staggered renewal in order to ensure a rotation of one third of the members of the board of directors (number to be rounded off to the superior or inferior number, if the number of directors is not a multiple of 3).</p> <p>The term of office of the directors will be is three (3) years. The functions of a director will end at the end of the ordinary general meeting of shareholders called to rule on the financial statements of the fiscal year that has ended and which is held in the year during which the term of the aforesaid director expires.</p> <p>By exception, the general meeting may, to set up or maintain a staggered renewal of its members such rotation, appoint a one or more director(s) for a term of one or two years or reduce the term of office of one or more director(s) to a term not exceeding three years, to ensure the rotation with a view to the staggered the renewal of the functions of the directors. The term of office of a director so appointed for a period of one or two years or the term of office of a director so modified shall end following the ordinary general meeting of shareholders called upon to rule on the statements of the past financial year, and held in the year in which the term of office of said director expires.</p>

The others provisions of Article 14 remain unchanged.

Presentation of the thirty-fifth resolution

Powers for legal formalities

You are asked to grant all powers to the bearer of an original, copy or excerpt of the minutes of the General Meeting to complete any and all required filings, publications, declarations and formalities.

Thirty-fifth resolution.

Powers

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



How to take part in the Shareholders' Meeting

Preliminary formalities to be carried out in order to participate in the general meeting

All shareholders, regardless of the number of shares they own, may attend this General Meeting or be represented by any person or entity of their choice in accordance with the procedures established by law and regulations.

Pursuant to the provisions of Article R.22-10-28 of the French Commercial Code, the right to participate in the General Meeting is subject to the registration of the shares in the name of the shareholder or in the name of the intermediary registered on their behalf, on the second business day preceding the General Meeting, i.e. by **Tuesday June 11, 2024 at 00.00 a.m. (Paris time)**:

- **For registered shareholders:** in a “direct registered” or “administered registered” account in the Company’s register kept by its authorized representative (Société Générale Securities Services);
- **For bearer shareholders:** in the bearer share accounts held by the authorized intermediary. The registration of shares in the bearer share accounts held by said authorized intermediary is established by a certificate of participation issued by the intermediary, thus proving the shareholder’s status.

Participating and voting at the general meeting

Please note that in accordance with the provisions of paragraph III of Article R.22-10-38 of the French Commercial Code, when a shareholder has already cast a postal vote, sent a proxy or requested an admission card or a certificate of participation, he or she may no longer choose another method of participation in the General Meeting.

A. If you wish to attend the General Meeting in person

Shareholders wishing to attend the General Meeting in person may request an admission card by post or online under the following conditions:

1. Request of an admission card by post

– **For registered shareholders (direct and administered):** date, sign and return the postal voting form or proxy form attached to the notice of meeting that will be sent to them, specifying that the shareholder wishes to attend the meeting in person and to obtain an admission card using the prepaid envelope (which is attached to the notice of meeting received) or by mail to the following address: Société Générale Securities Services – Service des Assemblées – CS 30812, 44308 Nantes Cedex 3;

– **For bearer shareholders:** request from your banker or broker that an admission card be addressed to you.

2. Request of an admission card online

– **For registered shareholders (direct and administered):** submit a request online on the VOTACCESS secure platform <http://www.sharinbox.societegenerale.com/>.

For direct registered shareholders: log in to the Sharinbox website using their usual access code (displayed on the single voting form attached to the convening notice, or in the email if they have chosen this method of convening) or their login email (if they have already activated their Sharinbox by SG Market account), then the password which is already in their possession.

For administered registered shareholders: shareholders will have to connect to the Sharinbox website using the login and password that will be sent to them a few days before the opening of the vote. Once connected, the shareholder should follow the instructions on the screen to access the VOTACCESS secure platform and request an admission card online.

Once connected, the shareholder should follow the instructions on the screen to access the VOTACCESS secure platform and request an admission card online.

– **For bearer shareholders:** holders of bearer shares must find out whether or not the financial intermediary that holds their account has subscribed to the VOTACCESS secure platform and, if so, the conditions of use of the VOTACCESS website.

- If the financial intermediary has subscribed to the VOTACCESS secure platform, the bearer shareholder has to read its terms of use and then log in to their bank’s or broker’s portal using their usual access codes and follow the instructions given on the screen to access the VOTACCESS secure platform and request an admission card online.
- If the financial intermediary has not subscribed to the VOTACCESS secure platform, the bearer shareholder will not be able to request an admission card electronically and will therefore have to make a request by post to the financial institution that holds their account by following the procedures described in paragraph A.1 (*request for an admission card by post*).



3. In the absence of an admission card

If a shareholder wishing to attend the General Meeting in person has not requested or received an admission card :

- **For registered shareholders (direct and administered):** they must present themselves on the day of the General Meeting directly at the counter specifically set for this purpose with an identification document.

B. If you wish to vote by proxy or by mail / revocation of a proxy

Shareholders may participate at a distance by appointing a proxy or casting a vote remotely either through the postal voting form or through the Internet via the VOTACCESS secure platform under the conditions described below.

Shareholders may be represented by giving a proxy to the Chairman of the General Meeting, to another shareholder, to their spouse or to the partner with whom they have entered into a civil solidarity pact ("*Pacte civil de solidarité*"), or to any other individual or legal entity of their choice under the conditions set out in the provisions of Articles L.255-106 and L.22-10-39 of the French Commercial Code.

Pursuant to the provisions of Article R.225-79 of the French Commercial Code, the proxy given by a shareholder to be represented must be signed by the shareholder who must duly state their surname, first name and address, and may designate by name a proxy, whose surname, first name and address must be specified or, in the case of a legal entity, the corporate name or business name and registered offices. The proxy can't be substituted by another person.

It is specified that, for all proxies without indication of a representative, the Chairman of the General Meeting will vote in favor of the adoption of the draft resolutions presented or approved by the Board of Directors, and against the adoption of all other draft resolutions.

- **For bearer shareholders:** they must present themselves on the day of the General Meeting directly at the counter specifically set for this purpose with an identification document and the certificate of participation issued by the financial institution holding the share account.

1. Voting by proxy or by mail by post

Shareholders wishing to vote by mail or to be represented by proxy by appointing the Chairman of the General Meeting (or, if applicable, to any person of their choice), may:

- **For registered shareholders (direct and administered):** date, sign and return the single postal voting form or proxy voting form attached to the convening notice sent to them, specifying that the shareholder wishes to be represented at the meeting or to vote by mail, using the prepaid envelope (which is attached to the notice of meeting received) or by ordinary mail to the following address: Société Générale Securities Services – Service des Assemblées – CS 30812, 44308 Nantes Cedex 3;
- **For bearer shareholders:** request the single remote voting form or proxy form from the financial institution holding their account, as from the date of the General Meeting. Once completed and signed, return the single postal voting form or proxy form to the financial institution holding their account ; the latter will forward it to Société Générale Securities Services – Service des Assemblées – CS 30812, 44308 Nantes Cedex 3. The duly completed and signed form can only be taken into account if it is accompanied by proof of ownership of the shares.

In order to be taken into account, the single remote voting form or proxy form must be received by the "Département Titres et Bourse – Service des Assemblées de la Société Générale" at least three (3) days before the date of the General Meeting, i.e. **Monday, June 10, 2024 at 00:00 p.m., Paris time.**

In view of possible disruptions in the mail delivery, shareholders wishing to be represented are recommended to send in their postal voting form as soon as possible and to choose voting by proxy or online via VOTACCESS under the conditions described below.

2. Voting by proxy or by correspondence online

Shareholders may transmit their voting instructions and appoint or revoke a proxy online before the General Meeting, on the VOTACCESS secure platform, under the conditions described below:

- **For registered shareholders (direct or administered):** submit the request online on the VOTACCESS secure platform accessible by logging on to <http://www.sharinbox.societegenerale.com/>.

- *For holders of direct registered shares:* log in to the Sharinbox website using their usual access code (recalled on the single voting form attached to the convening notice or in the e-mail if they have chosen this method of meeting) or their connection e-mail (if they have already activated their Sharinbox by SG Market account), and then the password they already possess.

- *For holders of administered registered shares:* log in to the Sharinbox website using the access code which will be sent to them a few days before the opening of the vote.

Once logged in, registered shareholders must follow the instructions on the screen to access the VOTACCESS secure platform, allowing them to vote and appoint or revoke a proxy.

- **For bearer shareholders:** The bearer shareholder must find out whether or not the financial institution holding their account has subscribed to the VOTACCESS secure platform and, if so, the conditions of use of the VOTACCESS website.

- If the financial intermediary is subscribed to the VOTACCESS secure platform, the shareholder must log in to the portal of said financial institution using their usual access codes. They must then follow the instructions given on the screen to access the VOTACCESS secure platform and vote or appoint or revoke a proxy.

- If the financial intermediary is not subscribed to the VOTACCESS secure platform, the shareholder will not be able to vote electronically and will therefore have to send their voting form to the financial intermediary in accordance with the procedures described in paragraph B.1 (voting by proxy or by mail).

However, notification of the appointment and revocation of a proxy may be sent electronically pursuant to the provisions of Article R.225-79 of the French Commercial Code, by sending an e-mail to the following address: assemblees.generales@sgss.socgen.com.

This e-mail must contain the following information: name of the company concerned, date of the General Meeting, surname, first name, address, bank references of the principal as well as the surname, first name and if possible the address of the proxy.

C. Requests for agenda items or draft resolutions

Requests for items to be included on the agenda or for draft resolutions from shareholders who meet the conditions set out in Articles L.225-105, R.225-71 *et seq.* and L.22-10-44 *et seq.* of the French Commercial Code must be received at the Company's registered office no later than the twenty-fifth day before the date of the General Meeting, i.e. **Sunday 19 May 2024 at 00:00**, Paris time. Requests must be sent by registered letter with acknowledgement of receipt and

D. Written questions

In accordance with the provisions of Article R.225-84 of the French Commercial Code, any shareholder may submit written questions up to the fourth business day preceding the date of the General Meeting, i.e. no later than **Friday 7 June 2024 at 00:00**, Paris time.

Questions should be sent to the Chairman of the Board of Directors at the Company's registered office by registered letter with acknowledgement of receipt or by e-mail to the following address: assemblee-generale@worldline.com.

E. Information and documents made available to shareholders

The documents referred to in Article R.22-10-23 of the French Commercial Code are available on the Company's website www.worldline.com.

The documents and information relating to this meeting are available to shareholders at the Company's registered office, in accordance with the applicable laws and regulations.

F. Transfer by shareholders of their shares prior to the General Meeting

Any shareholder who has already returned their single proxy and postal voting form may sell all or some of their shares up to the date of the General Meeting. However, if the transfer takes place before midnight (Paris time) on the second business day preceding the General Meeting, the authorised financial intermediary holding the account shall notify the financial institution designated above of the transfer and

Bearer shareholders must ask the financial intermediary that manages their securities account to send written confirmation by post to Société Générale Securities Services - Service des Assemblées - CS 30812, 44308 Nantes Cedex 3, France, or by e-mail to the following address: assemblees.generales@sgss.socgen.com. Confirmations must be received no later than **Wednesday, June 12, 2024 at 3:00 p.m., Paris time**.

Only notifications of the appointment or revocation of proxies may be sent to the above-mentioned e-mail address: any other request or notification relating to any other purpose will not be taken into account and/or processed.

The VOTACCESS secure platform for the General Meeting will be open from **Friday, May 24, 2024 at 9:00 a.m., Paris time**.

The possibility of voting, giving a proxy or revoking a proxy before the General Meeting will end on **Wednesday, June 12, 2024 at 3 p.m., Paris time**.

must be accompanied by a certificate proving that you are a shareholder. For bearer shareholders, the registration of items and/or draft resolutions is subject to the transmission of a new certificate proving the registration of their shares in the same accounts on the second business day preceding the General Meeting, i.e. **Tuesday 11 June 2024 at 00:00, Paris time**.

They should be accompanied by a certificate of account registration.

A joint reply may be given to these questions if they have the same content. The answer to a written question is deemed to have been given when it appears on the www.worldline.com website.

Shareholders may obtain the documents provided for in Articles R.225-81 and R.225-83 of the French Commercial Code by sending a request to the centralizing institution in accordance with the legal and regulatory conditions in force. To do so, they must send Société Générale a request form for documents and information.

provide the information required to cancel the vote or to amend the number of shares and votes corresponding to the vote. No transfer of shares made after midnight (Paris time) on the second business day preceding the General Meeting, by whatever means, will be notified or taken into account, notwithstanding any agreement to the contrary.

In view of possible disruptions to postal deliveries, shareholders are advised to communicate their questions sufficiently in advance or to send them by e-mail as described above.

Voting form

How to fill in the voting form?

The voting form will be available on the Company's website www.worldline.com within the legal deadlines and will be automatically sent to each registered shareholder with his or her notice of meeting.

In order to be taken into account, the voting form must be received by Société Générale Securities Services on Monday, June 10, 2024 at 00:00 pm (Paris time) at the latest. No voting form will be taken into account after this date.

To attend the General Meeting:
tick here

To give your proxy to the Chairman of the General Meeting:
tick here

To appoint any natural or legal person of your choice as your proxy:
tick and enter the details of the individual or legal entity who will attend the General Meeting and vote on your behalf

A Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side
que soit l'option choisie, noircir comme ceci la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this , date and sign at the bottom of the form

JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE et demande une carte d'admission : dater et signer au bas du formulaire / I WISH TO ATTEND THE SHAREHOLDER'S MEETING and request an admission card: date and sign at the bottom of the form

WORLDLINE

Société anonyme au capital de 192 422 987,08 €
Siège social : Tour Voltaire – 1, place des Degrés
92800 Puteaux - France
378 901 946 R.C.S. Nanterre

ASSEMBLÉE GÉNÉRALE MIXTE
Convoquée le jeudi 13 juin 2024 à 14h30
A Tour Cœur Défense, 100-110 Esplanade du Général de Gaulle
92931 La Défense, France

COMBINED GENERAL MEETING
Convened on Thursday June 13, 2024 at 2:30 p.m.
At Tour Cœur Défense, 100-110 Esplanade du Général de Gaulle
92931 La Défense, France

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account Vote simple
Single vote

Nombre d'actions Nominatif
Registered

Number of shares Porteur
Bearer

Vote double
Double vote

Nombre de voix - Number of voting rights

B VOTE PAR CORRESPONDANCE / I VOTE BY POST
Cf. au verso (2) - See reverse (2)

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directeur ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci l'un des cases "Non" ou "Abstention". / I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this , for which I vote No or I abstain.

Sur les projets de résolutions non agréés, je vote en noircissant la case correspondant à mon choix. On the draft resolutions not approved, I cast my vote by shading the box of my choice.

1	2	3	4	5	6	7	8	9	10	A	B
Non / No	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>								
Abs.	<input type="checkbox"/>	Non / No	<input type="checkbox"/>								
										Abs.	<input type="checkbox"/>
11	12	13	14	15	16	17	18	19	20	C	D
Non / No	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>								
Abs.	<input type="checkbox"/>	Non / No	<input type="checkbox"/>								
										Abs.	<input type="checkbox"/>
21	22	23	24	25	26	27	28	29	30	E	F
Non / No	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>								
Abs.	<input type="checkbox"/>	Non / No	<input type="checkbox"/>								
										Abs.	<input type="checkbox"/>
31	32	33	34	35	36	37	38	39	40	G	H
Non / No	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>								
Abs.	<input type="checkbox"/>	Non / No	<input type="checkbox"/>								
										Abs.	<input type="checkbox"/>
41	42	43	44	45	46	47	48	49	50	I	J
Non / No	<input type="checkbox"/>	Oui / Yes	<input type="checkbox"/>								
Abs.	<input type="checkbox"/>	Non / No	<input type="checkbox"/>								
										Abs.	<input type="checkbox"/>

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote NON sauf si je signale un autre choix en noircissant la case correspondante :
If case amendments or new resolutions are proposed during the meeting, I vote NO unless I indicate another choice by shading the corresponding box:

- Je donne pouvoir au Président de l'Assemblée générale. / I appoint the Chairman of the general meeting.

- Je m'abstiens. / I abstain from voting.

- Je donne procuration [cf. au verso renvoi (4)] à M. / Mlle ou M. / Mme, Raison Sociale pour voter en mon nom
[cf. point / see reverse (4)] Mr. / Mrs or Miss, Corporate Name to vote on my behalf

Pour être pris en considération, tout formulaire doit parvenir au plus tard :
To be considered, this completed form must be returned no later than:

à la banque / to the bank 10 juin 2024 / June 10, 2024
à la société / to the company 10 juin 2024 / June 10, 2024

* Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), cela vaut automatiquement pouvoir au Président de l'Assemblée générale /
If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative), this automatically applies as a proxy to the Chairman of the General Meeting

D JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
Cf. au verso (3)

E JE DONNE POUVOIR À : Cf. au verso (4)
I HEREBY APPOINT: See reverse (4)

M. / Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name

Adresse / Address

ATTENTION: Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.
CAUTION: As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf au verso (1)
Surname, first name, address of the shareholder (Changes regarding this information have to be notified to relevant institution, no changes can be made using this proxy form). See reverse (1)

F Enter your surname, first name and address here, or check if they are already included

G Date & Signature

To vote by post:
tick here and follow the instructions.
Don't forget to vote for any amendments or new resolutions that may be proposed at the Meeting

Resolutions not approved by the Board of Directors, if any

Date and sign here

Request for documents and information

I, the undersigned,

Title, Company:

Last name or company name:

First name:

Postal code: City/Town: Country:

Email address: @

Hereby acknowledge that I have received the documents relating to the Shareholders' Combined General Meeting of June 13, 2024, as referred to in Article R. 225-81 of the French *Code de Commerce*, i.e., the agenda, the draft resolutions and the summary presentation of the Company's financial position during the 2023 past financial year;

Request that Worldline¹ send me, prior to the Shareholders' Combined General Meeting the documents and information referred to in Article R.225-83 of the French *Code de Commerce*² as well as the documents and information referred to in the resolutions to be submitted for shareholder approval at the General Meeting on June 13, 2024:

- Send hard copies of the documents
- Send digital copies of the documents

Signed in: on: 2024

Signature

This request should be returned to:
Societe Generale Securities Services
Service Assemblées

CS 30812 – 44308 Nantes Cedex 3, France
or the financial intermediary responsible for managing your shares.

¹ Shareholders holding registered shares may, if they have not already done so, obtain from the Company, by a single application, the sending of the documents and information referred to in Sections R. 225-81 and R. 225-83, at each subsequent shareholders' general meeting.

² Information about Worldline can be found in the 2023 Universal Registration Document, which you can consult on the Company's website www.worldline.com.

Help protect the environment and save time: opt for the e-notice of shareholders' meetings

Dear Sir or Madam, Dear shareholder,

As part of a digitalization process and to better preserve the environment, Worldline offers the possibility of receiving your notice of general meetings electronically ("e-notice"), as of the next General Meeting.

By choosing the e-notice, a simple, fast and secure delivery way, you will receive an e-mail allowing you to access all the documents for the general meetings via the Internet, without delay as soon as they are released. In addition, you will be able to carry out all the formalities to attend and vote at the General Meeting online. To opt in, you must authorize this change in accordance with applicable laws.

You can opt in to receiving e-notices:

Electronically

If you hold direct or administered registered shares, you may opt in by logging in to the sharinbox website at www.sharinbox.societegenerale.com, using your usual login credentials if you hold direct registered shares or the credentials displayed in the top-right corner of your paper voting form if you hold administered registered shares.

Section : My Account / My profile > Menu : E-services

Check/update your e-mail address correct in the "Personal contact details" menu tick the option box and click on "Subscribe for free".

By post

Complete the detachable reply form below and send it to Société Générale Securities Services. If you choose this option, please ensure that your email address is clearly legible.

Please also notify Société Générale Securities Services if:

- your email address changes; or
- you decide to switch back to receiving your notices of meeting by mail; requests must be sent by registered letter with confirmation of receipt.

Reply form to be returned duly completed and signed

Please send me communications related to my registered shares account via email starting from the next Shareholders' General Meeting.

I have read and understood that notices of meeting as well as all documentation relating to Worldline's Shareholders' General Meeting will be sent to me electronically.

Please find my information for fulfilling this request below (all fields are required and must be filled in using uppercase letters):

Title (Mrs/Mr/ etc.):

Last name (or company name):

First name:

Date of birth (dd/mm/yyyy) / /

Registered share account number with Société Générale Securities Services (CCN):

Email address:@

Signed in: on: 2024

Signature

This request should be returned to:

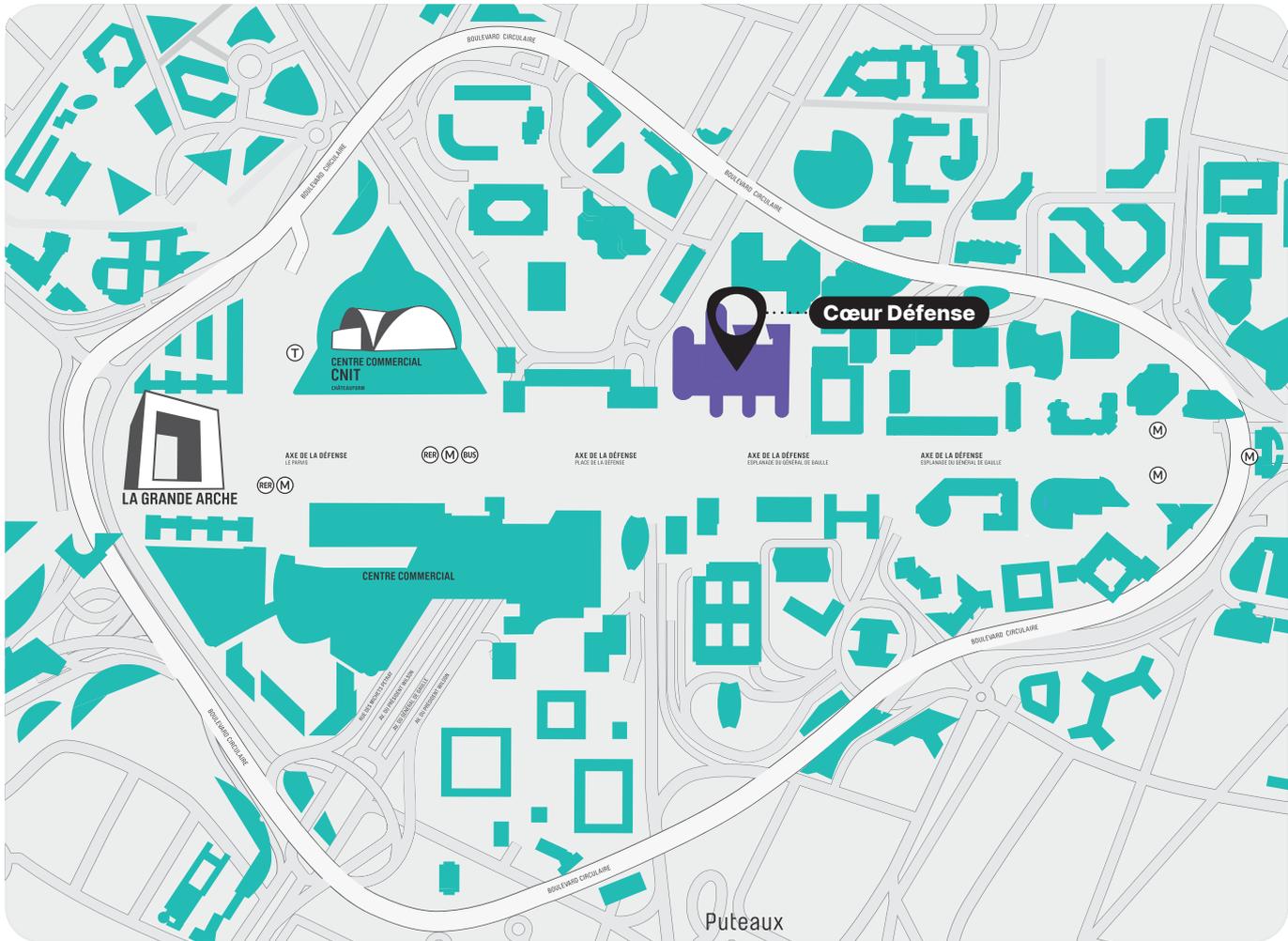
Société Générale Securities Services

Service Assemblées

CS 30812 – 44308 Nantes Cedex 3, France

If at any time you would like to switch back to receiving your notices of meeting by mail, please simply notify us of your decision by registered letter with confirmation of receipt.

How to get to our Shareholders' General Meeting



Public transport access

- **Metro** : Line 1 (Château de Vincennes – La Défense Grande Arche), La Défense (Grande Arche) Station
- **RER** : Line A (Boissy-St-Léger/Marne-La-Vallée – Poissy/Cergy), La Défense (Grande Arche) Station
- **Tramway** : Line T2 (Issy/Val de Seine), La Défense stop
- **SNCF** : Paris Saint-Lazare/Saint-Nom-la-Bretèche or Versailles-Rive droite/Saint-Quentin-en-Yvelines/La Verrière lines, La Défense Station
- **BUS** (www.ratp.fr): numerous bus lines from Paris and the surrounding suburbs pass through La Défense. These include lines 73, 141, 114, 159, 161, 174, 178, 258, 262, 272, 275, 278, 360, 378
Exit F Calder Miro then follow La Défense 4 through to the Cœur Défense office complex.



Car access

Exit the Boulevard Circulaire at Défense 4, turn into Avenue André Gleizes, then left into Cœur Défense.
The car park (2,880 spaces of which 440 reserved for visitors) is accessed via 12 Avenue André Prothin, La Défense 4.



Taxi and bicycle access

10 Avenue André Prothin, La Défense 4.



Investors Relations

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Guillaume Delaunay

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Public limited company
(Société anonyme)
Share capital: €192,422,987.08
Tour Voltaire,
1 Place des Degrés
CS 81162
892059 Paris la Défense Cedex,
France