

Notice of meeting of holders of convertible and/or exchangeable bonds for existing shares

Approval of the partial contribution of assets to a wholly owned subsidiary

Bezons, May 3rd, 2021. Worldline [Euronext: WLN], leader in the payments industry, today announces that its Board of Directors has invited the holders of convertible and/or exchangeable bonds for existing shares (OCEANEs) issued on July 30th, 2019, of a value of €599,999,949.60 and on December 4th, 2020, of a value of €200,000.052, their due date being July 30th, 2026, to take part in a general meeting (the "**Assembly**") on May 20th, 2021 at 9:00 a.m., Paris time, at the registered office, Immeuble River Ouest, 80 Quai Voltaire - 95870 Bezons (France). If a quorum is not reached, another Assembly will be held on a second notification on May 31st, 2021 at 9:00 a.m., to deliberate on the approval of a partial contribution of assets to the benefit of its wholly owned subsidiary, Worldline France SAS.

With regards to the evolving context due to the Covid-19 pandemic and in order to take into account the measures taken by the authorities to slow its spread as well as the health security recommendations, the Assembly will exceptionally be held in closed hearing, without the bondholders and any other person entitled to attend being physically present in accordance with the provisions of the Ordinance no. 2020-321 of March 25th, 2020 and Decree no. 2020-418 of April 10th, 2020, as amended and extended, adapting the rules for meetings and deliberations of shareholders' meetings and boards of directors due to the Covid-19 pandemic. As of today, several administrative measures restricting or prohibiting travel or collective gatherings for health reasons prevent physical presence at the Assembly of its members.

In these conditions, **the bondholders may only exercise their voting rights remotely, prior to the Assembly.**

The agenda, the text of the resolutions and the conditions to participate in this Assembly are specified in the notice of meeting attached to this press release, as well as a proxy voting form.

The Company will broadcast the General Meeting live by conference call, the access number of which will be communicated upon request to the centralizing agent, Caceis Corporate Trust, either:

- ✓ By mail at: Caceis Corporate Trust - Assemblées Générales – 14 rue Rouget de Lisle - 92862 Issy les Moulineaux Cedex, France
- ✓ By fax at 01.49.08.05.82
- ✓ By e-mail at: ct-assemblies@caceis.com

Please contact the Investors Relations Department should you have any questions.

CONTACTS INVESTOR RELATIONS

Laurent Marie
+33 7 84 50 18 90

laurent.marie@worldline.com

Benoit d'Amécourt
+33 6 75 51 41 47

benoit.damecourt@worldline.com

ABOUT WORLDLINE

Worldline [Euronext: WLN] is the European leader in the payments and transactional services industry and #4 player worldwide. With its global reach and its commitment to innovation, Worldline is the technology partner of choice for merchants, banks and third-party acquirers as well as public transport operators, government agencies and industrial companies in all sectors. Powered by over 20,000 employees in more than 50 countries, Worldline provides its clients with sustainable, trusted and secure solutions across the payment value chain, fostering their business growth wherever they are. Services offered by Worldline in the areas of Merchant Services; Terminals, Solutions & Services; Financial Services and Mobility & e-Transactional Services include domestic and cross-border commercial acquiring, both in-store and online, highly-secure payment transaction processing, a broad portfolio of payment terminals as well as e-ticketing and digital services in the industrial environment. In 2020 Worldline generated a proforma revenue of 4.8 billion euros. [worldline.com](https://www.worldline.com)

Worldline's corporate purpose ("raison d'être") is to design and operate leading digital payment and transactional solutions that enable sustainable economic growth and reinforce trust and security in our societies. Worldline makes them environmentally friendly, widely accessible, and supports social transformation.

FOLLOW US



IMPORTANT : avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso / Before selecting, please see instructions on reverse side.

QUELLE QUE SOIT L'OPTION CHOISIE, DATER ET SIGNER AU BAS DU FORMULAIRE / WHICHEVER OPTION IS USED, DATE AND SIGN AT THE BOTTOM OF THE FORM

- A. Je désire assister à cette assemblée et demande une carte d'admission : dater et signer au bas du formulaire / I wish to attend the bondholder's meeting and request an admission card : date and sign at the bottom of the form.
B. J'utilise le formulaire de vote par correspondance ou par procuration ci-dessous, selon l'une des 3 possibilités offertes / I prefer to use the postal voting form or the proxy form as specified below.

Worldline

Société anonyme au capital de 190 085 272,20 euros
Siège social : Immeuble River Ouest, 80 quai Voltaire
95870 Bezons
378 901 946 R.C.S. Pontoise

Assemblée Générale des Porteurs d'obligations Convertibles et/ou Echangeables en Actions Existantes émises le 30 juillet 2019 et le 4 décembre 2020 de Worldline, du 20 mai 2021 à 9h00, Et à défaut de quorum, le 31 mai 2021 à 9h00 A huis-clos, au siège social

General meeting of the Holders of OCEANEs of Worldline issued on July 30, 2019 and December 4, 2020, of May 20, 2021 at 9:00 am and if no quorum is reached on May 31, 2021 at 9:00 am Behind closed doors, at the registered office

CADRE RESERVE / For Company's use only

Identifiant / Account
Nombre de titres / Number of bonds
Nominatif Registered / VS / single vote
Porteur / Bearer / VD / double vote
Nombre de voix / Number of voting rights

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

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci la case correspondante et pour lesquels je vote NON ou je m'abstiens.

I vote FOR all the draft resolutions approved by the Board of Directors EXCEPT those indicated by a shaded box - like this, for which I vote against or I abstain.

Sur les projets de résolutions non agréés par le Conseil d'Administration ou le Directoire ou la Gérance, je vote en noircissant comme ceci la case correspondant à mon choix.

On the draft resolutions not approved by the Board of Directors, I cast my vote by shading the box of my choice - like this.

Table with 9 columns (1-9) and 5 rows (10-18, 19-27, 28-36, 37-45) for voting 'OUI' (Yes) or 'NON/No' (Abst/Abs). Includes a section for 'OUI' and 'NON/No' with checkboxes.

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée / in case amendments or new resolutions are proposed during the meeting.

- Je donne pouvoir au Président de l'A.G. de voter en mon nom. / I appoint the Chairman of the meeting to vote on my behalf...
- Je m'abstiens (l'abstention équivaut à un vote contre). / I abstain from voting (is equivalent to a vote against).....
- Je donne procuration (cf. au verso renvoi 3) à M, Mm ou Mm pour voter en mon nom / I appoint (see reverse (3)) Mr, M or M to vote on my behalf

Pour être prise en considération, toute formule doit parvenir au plus tard : In order to be considered, this completed form must returned at the latest :

sur 1re convocation / on 1st notification sur 2me convocation / on 2nd notification

à la Société / to the Company
à la BANQUE / to the Bank

17/05/2021

28/05/2021

Date & Signature

1 JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE

dater et signer au bas du formulaire, sans rien remplir

I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE MEETING

Date and sign at the bottom of the form, without filling it

cf. au verso renvoi (3) - See reverse (3)

3 JE DONNE POUVOIR A : (soit le conjoint, soit un autre obligataire - cf renvoi (2) au verso) pour me représenter à l'assemblée

/ I HEREBY APPOINT (you may give your PROXY either to your spouse or to another bondholder - see reverse (3)) to represent me at the above mentioned meeting.

M, Mm ou Mm / Mr, M or M

Adresse / Address

ATTENTION : s'il s'agit de titres au porteur, les présentes instructions ne seront valides que si elles sont directement retournées à votre teneur de compte. CAUTION : if it is about bearer securities, the present instructions will be valid only if they are directly returned to your account-keepers.

Nom, Prénom, Adresse de l'obligataire (si ces informations figurent déjà, les vérifier et les rectifier éventuellement) - Surname, first name, address of the bondholder (if this information appears already supplied, please verify and correct if necessary) Cf. au verso (1) - See reverse (1)



UTILISATION DU DOCUMENT

A. L'obligataire désire assister personnellement à l'assemblée. Dans ce cas, il doit, au recto du document, cocher la case A puis dater et signer au bas du formulaire.

B. A défaut, l'obligataire peut utiliser le formulaire de vote*. Dans ce cas il doit, au recto du document, cocher la case B et choisir l'une des trois possibilités.

➡ voter par correspondance (cocher la case appropriée (B2), puis dater et signer au bas du formulaire) ➡ donner pouvoir au Président de l'Assemblée Générale (dater et signer au bas du formulaire sans remplir) ➡ donner pouvoir à une personne dénommée (cocher et compléter la case appropriée (B3), puis dater et signer au bas du formulaire).

QUELLE QUE SOIT L'OPTION CHOISIE la signature de l'obligataire est indispensable

(1) Le signataire est prié d'inscrire très exactement, dans la zone réservée à cet effet, ses nom (en majuscules d'imprimerie), prénom usuel et adresse ; si ces indications figurent déjà sur le formulaire, il est demandé au signataire de les vérifier et, éventuellement, de les rectifier.

Pour les personnes morales, indiquer les nom, prénom et qualité du signataire.

Si le signataire n'est pas lui-même un obligataire (exemple : Administrateur légal, Tuteur, etc...), il doit mentionner ses nom, prénom et la qualité en laquelle il signe le formulaire de vote.

Le formulaire adressé pour une Assemblée vaut pour les autres Assemblées successives convoquées avec le même ordre du jour (Art. R. 225-77 dernier alinéa et R. 228-68 du Code de Commerce).

VOTE PAR CORRESPONDANCE (B2)

(2) Article L. 228-61 du Code de Commerce :

Tout obligataire peut voter par correspondance, au moyen d'un formulaire dont les mentions sont fixées par décret. Les dispositions contraires des statuts sont réputées non écrites.

Pour le calcul du quorum, il n'est tenu compte que des formulaires qui ont été reçus par la Société avant la réunion de l'Assemblée, dans les conditions de délais fixés par décret. Les formulaires ne donnant aucun sens de vote ou exprimant une abstention sont considérés comme des votes négatifs.

Si vous désirez voter par correspondance, vous devez obligatoirement cocher la case JE VOTE PAR CORRESPONDANCE au recto.

Dans ce cas, il vous est demandé :

• **Pour les projets de résolutions proposés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance :**

- soit de voter "oui" pour l'ensemble des résolutions en ne noircissant aucune case.

- soit de voter "non" ou de vous abstenir (ce qui équivaut à voter "non") sur certaines ou sur toutes les résolutions en noircissant individuellement les cases correspondantes.

• **Pour les projets de résolutions non agréés par le Conseil d'Administration ou le Directoire ou la Gérance :**

- de voter résolution par résolution en noircissant la case correspondant à votre choix.

"En outre, pour le cas où des amendements aux résolutions présentées ou des résolutions nouvelles seraient déposées lors de l'assemblée, il vous est demandé d'opter entre 3 solutions (pouvoir au Président de l'assemblée générale, abstention ou pouvoir à personne dénommée), en noircissant la case correspondant à votre choix".

POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE (B1) OU POUVOIR À UNE PERSONNE DÉNOMMÉE (B3)

(3) Article L. 228-61 du Code de Commerce :

Tout obligataire a le droit de participer à l'assemblée ou de s'y faire représenter par un mandataire de son choix.

Article L. 228-62 du Code de Commerce :

Ne peuvent représenter les obligataires aux assemblées générales, les gérants, administrateurs, membres du directoire et du conseil de surveillance, directeurs généraux, commissaires aux comptes ou employés de la société débitrice ou des sociétés garantes de tout ou partie des engagements de ladite société, ainsi que leurs ascendants, descendants et conjoint.

Article L. 228-63 du Code de Commerce :

La représentation d'un obligataire ne peut être confiée aux personnes auxquelles l'exercice de la profession de banquier est interdit ou qui sont déchues du droit de diriger, d'administrer ou de gérer une société à un titre quelconque.

Pour toute procuration d'un obligataire sans indication de mandataire, le Président de l'Assemblée générale émet un vote favorable à l'adoption de projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire, selon le cas, et un vote défavorable à l'adoption de tous les autres projets de résolution. Pour émettre tout autre vote, l'obligataire doit faire choix d'un mandataire qui accepte de voter dans le sens indiqué par le mandant.

*Le texte des résolutions figure dans le dossier de convocation joint au présent formulaire (art. R. 225-81 du Code de Commerce) : ne pas utiliser à la fois : "JE VOTE PAR CORRESPONDANCE" et "JE DONNE POUVOIR A" (art. R. 225-81, 8° du Code de Commerce). La langue française fait foi.

NB : Si les informations contenues sur le présent formulaire sont utilisées pour un fichier nominatif informatisé, elles sont soumises aux prescriptions de la Loi 78-17 du 6 janvier 1978, notamment en ce qui concerne le droit d'accès et de rectification pouvant être exercé par l'intéressé.

INSTRUCTIONS FOR COMPLETION

A. If the bondholder wishes to attend the meeting personally, tick box A on the front of the document. Please also date and sign at the bottom of the form.

B. Otherwise, the bondholder may use this form as a postal vote*.

In this case check box B on the front of the form and choose one of the three possibilities:

- use the postal voting form (tick the appropriate box B2, date and sign below)

- give your proxy to the chairman of the meeting (ate and just sign at the bottom of the form without filling in)

- give your proxy to another bondholder (tick and fill in the appropriate box, date and sign below).

WHICHEVER OPTION IS USED, the bondholder's signature is necessary

(1) The bondholder should write his exact name and address in capital letters in the space provided; if this information is already supplied, please verify and correct if necessary. If the bondholder is a legal entity, the signatory should indicate his full name and the capacity in which he is entitled to sign on the legal entity's behalf. If the signatory is not the bondholder (e.g. a legal guardian, etc), please specify your full name and the capacity in which you are signing the proxy.

The form sent for one meeting will be valid for all meetings subsequently convened with the same agenda (Articles R. 225-77 and R. 228-68 Code de Commerce).

POSTAL VOTING FORM (B2)

(2) Article L. 225-107 (Code de Commerce):

"A bondholder can vote by post by using a postal voting form determined by law. Any other methods are deemed to be invalid.

Only the forms received by the Company before the meeting, within the time limit and conditions determined by law, are valid to calculate the quorum.

The forms giving no voting direction or indicating abstention are deemed to vote against."

If you wish to use the postal voting form, you must tick the box on the front of the document: "I VOTE BY POST".

In such event, please comply with the following instructions:

• **For the resolutions proposed or agreed by the Board you can:**

- either vote "for" for all the resolutions by leaving the boxes blank,

- or vote "against" or "abstention" (which is equivalent to voting against) by shading the boxes of your choice,

• **For the resolutions not agreed by the Board, you can:**

- vote resolution by resolution by shading the appropriate boxes.

In case of amendments or new resolutions during the bondholders meeting you are requested to choose between three possibilities (proxy to the chairman of the meeting, abstention, or proxy to another bondholder), by shading the appropriate box.

PROXY TO THE CHAIRMAN OF THE MEETING (B1) OR PROXY TO ANOTHER BONDHOLDER (B3)

(3) Article L. 228-61 (Code de Commerce) :

All bondholders are entitled to participate in the meeting or to be represented at it by the representative of their choice.

Article L. 228-62 (Code de Commerce) :

Managers, directors, members of the management and supervisory board, managing directors, auditors or employees of the debtor company or companies acting as guarantor for all or part of the commitments of said company, and their ancestors, descendants and spouses, may not represent bondholders at general meetings.

Article L. 228-63 (Code de Commerce) :

The representation of a bondholder may not be entrusted to persons to whom the exercise of the profession of banker is prohibited or who are deprived of the right to run, administer or manage any type of company.

When proxies do not indicate the name of the appointed proxy, the chairman of the meeting will vote the proxy in favor of the adoption of the draft resolutions presented or approved by the Board of Directors or the Executive Board and will vote the proxy against the adoption of all the other draft resolutions. To give any other vote, the bondholder must choose a proxy who accepts to vote as he/she indicates.

* The text of the resolutions are in the notification of the meeting which is sent with this proxy (art. R. 225-81 du Code de Commerce). Please do not use both "I VOTE BY POST" and "I HEREBY APPOINT" (art. R. 225-81, 8° du Code de Commerce). The French version of this document governs; the English translation is for convenience only.

NB: If any information included in this form is used for a computer file, it is protected by the provisions of Law 78-17 of January 6, 1978, especially about rights of access and alteration that can be exercised by interested parties.

WORLDLINE

Public limited company with a share capital of €190 085 272.20
Registered office: Immeuble River Ouest, 80, Quai Voltaire - 95870 Bezons
378 901 946 R.C.S. Pontoise
(the “**Company**”)

GENERAL ASSEMBLY OF BONDHOLDERS AND/OR EXCHANGEABLE FOR EXISTING SHARES ISSUED ON JULY 30, 2019 AND ON DECEMBER 4, 2020 (OCEANES)

DRAFT RESOLUTIONS

AGENDA:

1. Approval of the partial contribution of assets placed under the legal regime of demerger, from the Company to its subsidiary Worldline France SAS in accordance with the terms of the Contribution Agreement (as defined below) and approval for the OCEANES to remain at the level of the Company
2. Approval of the modification of the Terms and Conditions of the OCEANES
3. Filing of the documents relating to the Assembly
4. Authority for formalities

First resolution

(Approval of the partial contribution of assets placed under the legal regime of demerger, from the Company to its subsidiary Worldline France SAS in accordance with the terms of the Contribution Agreement (as defined below) and approval for the OCEANES to remain at the level of the Company)

The Assembly, deliberating in accordance with Article L. 228-65, I, 3° of the Commercial Code, with knowledge:

- of the report of the Board of Directors;
- of the proposed contribution agreement (in French) placed under the legal regime of demerger, as filed with the clerk of the commercial court of Pontoise on April 9 2021, (including its annexes) drawn up by private deed between the Company and its fully-owned subsidiary, Worldline France SAS, a simplified joint stock company with capital of 37,585 euros, having its registered office at 80, Quai Voltaire, Immeuble River Ouest - 95870 Bezons, France, registered in the Trade and Companies Register under number 509 750 105 R.C.S. Pontoise (“**Worldline France SAS**”), under the terms of which the Company will contribute to Worldline France SAS all of the assets, liabilities, rights and obligations relating to its operational and commercial activities, as well as their associated support functions, which constitute an autonomous branch of activity (the “**Contribution Agreement**”), subject to satisfaction or waiver of the conditions precedent provided for in Article 13 of the Contribution Agreement (hereinafter, the “**Contribution**”); and
- the terms and conditions of the OCEANES (the “**Terms and Conditions**”).

acknowledges that the contribution is part of an internal reorganization of the Worldline group intended to align its legal structure with its commercial operations;

acknowledges that, under the terms of Article 1.1 of the Contribution Agreement, the OCEANES will be maintained at the level of the Company, and that pursuant to the Contribution, the Company's bond debt relating to the OCEANES will not be transferred to Worldline France SAS; and

approves the proposed Contribution under the legal regime for spin-offs to Worldline France SAS in accordance with the terms and conditions set forth in the Contribution Agreement pursuant to Article L. 236-18 of the French Commercial Code, as well as, if necessary, the Contribution Agreement and the Contribution in all its provisions.

Second resolution

(Approval of the modification of the Terms and Conditions of the OCEANES)

The Assembly, deliberating in accordance with Article L. 228-103 paragraph 2 of the Commercial Code, with knowledge:

- of the report of the Board of Directors; and
- of the Terms and Conditions of the OCEANES,

decides, for the future, to irrevocably waive the benefit of the stipulations in application of article 1.9 of the Terms and Conditions of the OCEANES with respect to (i) the conversion of the Company into a European company pursuant to article L. 228-65 I, 1° of the French Commercial Code, and (ii) intra-group transactions involving mergers, spin-offs or partial contributions of assets subject to the legal regime for spin-offs;

decides to amend, accordingly, the second paragraph of Section 1.9 of the Terms and Conditions of the OCEANES, to which the underlined sentence is added, as follows:

"The Bondholders' general meeting is competent to authorize amendments to the Terms and Conditions and to vote on all decisions that require its approval under applicable law, law, except in respect of the change of the form of the Company into a société européenne in application of article L. 228-65 I 1° of the French Code de commerce. The Bondholders' general meeting also deliberates on any merger or spin-off proposals of the Company in application of articles L. 228-65, I, 3° (except in the case of a merger (fusion), a spin-off (scission) or a partial contributions of assets subject to the legal regime for spin-offs relating to an intra-group reorganization), L. 236-13 and L. 236-18 of the French Code de commerce, the provisions of which, along with those of article L. 228-73 of the French Code de commerce, shall apply."

Third resolution

(Filing of the documents relating to the Assembly)

The Assembly resolves, pursuant to article R. 228-74 paragraph 1 of the French Commercial Code, that the attendance sheet, the powers of attorney of the bondholders represented and the minutes of this meeting shall be filed at the registered office of the Company to enable any bondholder to exercise the right of communication granted to him by law.

Fourth Resolution

(Authority for formalities)

The Assembly **authorizes** and grants full powers to the Company's representative to take any measures and enter into any agreements with a view to giving effect to these resolutions, as well as to the bearer of a copy or excerpts of the minutes recording its deliberations with regard to the performance of any legal or administrative formalities.