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Worldline launches a c. €108 million reserved capital increase to its strategic investors, representing the first step in its contemplated c. €500 million share capital increase

Paris, La Défense, March 6, 2026 - Worldline S.A. [ISIN: FR0011981968 – Euronext: WLN] (the “**Company**” or “**Worldline**”), Europe's leading operator of critical infrastructure and payment services, announces the launch of its c. €108 million reserved capital increase to be subscribed by three designated beneficiaries, being Bpifrance Participations, Crédit Agricole S.A. and BNP Paribas (the “**Strategic Investors**”), representing the first step in its contemplated c. €500 million share capital increase.

At today's meeting, the board of directors of the Company approved the launch of a c. €108 million reserved capital increase through the issuance of 39,287,272 new ordinary shares, at a price per share of €2.75, to be subscribed by the Strategic Investors (the “**Reserved Capital Increase**” or “**RCI**”), as announced at its Capital Markets Day on November 6, 2025, and in accordance with the resolutions approved at the Company's extraordinary general meeting held on January 8, 2026 (the “**Extraordinary General Meeting**”).

Bpifrance Participations will subscribe for c. €46 million, Crédit Agricole S.A. for c. €30 million and BNP Paribas for c. €32 million. Following the Reserved Capital Increase, Bpifrance Participations, Crédit Agricole S.A. and BNP Paribas will respectively hold 9.6%, 9.5% and 7.9% of the share capital of the Company.

Following the Reserved Capital Increase, the share capital of the Company will amount to €6,465,028.94 divided into 323,251,447 fully subscribed and paid-up ordinary shares with a par value of €0.02 each.

The net proceeds of the Reserved Capital Increase will be used for the execution of the North Star 2030 transformation plan and to strengthen the Group's financial structure and its financial flexibility.

The settlement of the Reserved Capital Increase will occur on March 10, 2026.

Context of the share capital increase

As announced at its Capital Markets Day on November 6, 2025, the Company also intends to launch a share capital increase of c. €392 million by way of preferential subscription rights, which will be open to all shareholders in proportion to their existing shareholdings (the “**Rights Issue**” and together with the Reserved Capital Increase, the “**Capital Increase**”). The Strategic Investors have committed to subscribe up to c. €135 million¹ of new shares in the Rights Issue,

¹ *Pro rata* participation and an additional commitment of c. €29 million.

which represents in the aggregate up to c. 34.4% of the total amount to be raised in the contemplated Rights Issue.

In addition, as announced on January 8, 2026, four financial institutions have provided a standby underwriting commitment for c. €257 million, which represents the total amount of the contemplated Rights Issue (c. €392 million) after deduction of the c. €135 million subscription commitments given by the Strategic Investors. This standby underwriting commitment became effective on January 9, 2026 and is subject to usual conditions.

As previously communicated, subject to market conditions and approval by the French *Autorité des marchés financiers* (AMF) of the related prospectus, the Rights Issue is expected to be launched in March 2026.

The net proceeds of the Rights Issue, together with the net proceeds of the Reserved Capital Increase, will be used by the Company for the execution of the North Star 2030 transformation plan and growth plan to strengthen the Company's financial flexibility, in particular by deleveraging the balance sheet.

Terms of the Reserved Capital Increase

In the context of the Reserved Capital Increase, a total of 39,287,272 new ordinary shares, each with a par value of €0.02 (the "**New Shares**"), will be issued at a price of €2.75 each, for the benefit of the Strategic Investors, for a total gross amount, issue premium included, of c. €108 million.

The subscription price represents a 10% premium to the volume-weighted average of the Worldline share price over a period of 30 trading days preceding November 5, 2025, the date on which the Company's board of directors approved the Capital Increase in principle and the Strategic Investors undertook to subscribe to the Reserved Capital Increase.

The Reserved Capital Increase was authorized pursuant to the 2nd to 7th resolutions adopted by the Extraordinary General Meeting which delegated to the board of directors its authority to decide and carry out the three capital increases of the Company without shareholders' preferential subscription rights, reserved respectively to the Strategic Investors, in accordance with article L. 225-138 of the French Commercial Code.

Making use of the delegated authority granted to it, the board of directors of the Company has decided at its meeting today to launch the three capital increases contemplated by the Reserved Capital Increase and to consequently increase the share capital of the Company through the issue of a total of 39,287,272 New Shares to be paid up in cash only, representing a share capital increase for an aggregated total amount of €108,039,998.00 (including issue premium).

The number of the New Shares allocated to each Strategic Investor, and the amount of their subscription will be as follows:

Beneficiary name	Number of New Shares	Subscription amount (in €)
Bpifrance Participations	16,724,727	45,992,999.25
Crédit Agricole S.A.	10,922,545	30,036,998.75
BNP Paribas	11,640,000	32,010,000.00
TOTAL	39,287,272	108,039,998.00

The New Shares will be ordinary shares of the same class as, and fungible with, the Company's existing ordinary shares. They will carry full dividend rights and give rights, as from their issuance, to all dividends and distributions decided by the Company from that date. They will entitle their holders, as from their issue date, to all shareholders' rights provided for by applicable law and the Company's articles of association.

The New Shares will be admitted to trading on Euronext Paris (Compartment A) as from their issuance, under the same trading line as the Company's existing ordinary shares and under the same ISIN code FR0011981968.

Indicative timeline

January 8, 2026	Extraordinary General Meeting of the Company authorizing notably the Reserved Capital Increase
March 6, 2026	Board of directors deciding to use the delegated authority granted by the Extraordinary General Meeting to it and to carry out the Reserved Capital Increase Publication by Euronext Paris of the notice relating to the admission of the New Shares
March 10, 2026	Issue date of the New Shares issued in the context of the Reserved Capital Increase - Settlement-delivery of the Reserved Capital Increase Admission of the New Shares to trading on Euronext Paris

Dilution

For information purposes only, and to assess the impact of the Reserved Capital Increase on the Company's share capital ownership, a shareholder holding 1% of the Company's share capital immediately prior to the Reserved Capital Increase and who has not subscribed to the Reserved Capital Increase will, following the Reserved Capital Increase, hold 0.88% of the Company's share capital.

Impact of the Reserved Capital Increase on the shareholding structure

Before the issue of the New Shares, the Company's share capital amounted to €5,679,283.50 divided into 283,964,175 fully subscribed and paid-up ordinary shares with a par value of €0.02 each.

Based on the information available to the Company, the share capital and voting rights distribution of the Company, before the issue of the New Shares, was as follows:

Shareholders	Number of ordinary shares	% of share capital	% of theoretical ⁽¹⁾ voting rights
SIX Group AG	29,853,529	10.5%	18.2%
Bpifrance Participations	14,289,487	5.0%	8.1%
Crédit Agricole S.A. ⁽²⁾	19,808,249	7.0%	6.0%
BNP Paribas	14,000,000	4.9%	4.3%
Employees	2,418,732	0.9%	0.9%
Board of Directors and Company Officers	84,637	0.0%	0.0%
Worldline SA	4,112,676	1.4%	1.3%
Free float	199,396,865	70.2%	61.2%
TOTAL	283,964,175	100%	100%

(1) Theoretical voting rights calculated on the basis of all outstanding shares to which voting rights are attached, including treasury shares. The number of theoretical voting rights thus differs from the number of voting rights that can actually be exercised at General Shareholders' Meetings. Furthermore, it is reminded that double voting rights are allocated to each registered share held by a shareholder in registered form for at least two years, pursuant to article 11 of the Company's bylaws. As at the date of this press release, a total of 44,713,470 shares had double voting rights.

(2) Indirectly, via Delfinances, a wholly-owned subsidiary of Crédit Agricole S.A.

As at the date of this press release, following completion of the Reserved Capital Increase, the share capital and voting rights distribution of the Company, would be as follows:

Shareholders	Number of ordinary shares	% of share capital	% of theoretical ⁽¹⁾ voting rights
Bpifrance Participations	31,014,214	9.6%	11.8%
Crédit Agricole S.A. ⁽²⁾	30,730,794	9.5%	8.4%
SIX Group AG	29,853,529	9.2%	16.2%
BNP Paribas	25,640,000	7.9%	7.0%
Employees	2,418,732	0.7%	0.8%
Board of Directors and Company Officers	84,637	0.0%	0.0%
Worldline SA	4,112,676	1.3%	1.1%
Free float	199,396,865	61.7%	54.6%
TOTAL	323,251,447	100%	100%

(1) Theoretical voting rights calculated on the basis of all outstanding shares to which voting rights are attached, including treasury shares. The number of theoretical voting rights thus differs from the number of voting rights that can actually be exercised at General Shareholders' Meetings. Furthermore, it is reminded that double voting rights are allocated to each registered share held by a shareholder in registered form for at least two years, pursuant to article 11 of the Company's bylaws. As at the date of this press release, a total of 44,713,470 shares had double voting rights.

(2) Indirectly, via Delfinances, a wholly-owned subsidiary of Crédit Agricole S.A.

Subscription commitments

On November 5, 2025, the Strategic Investors have each committed to subscribe to the Reserved Capital Increase reserved for their benefit and to the Rights Issue for the portion of their shareholding in the capital following completion of the Reserved Capital Increase, and for an additional amount of approximately up to €29 million in aggregate in order to facilitate the execution of the Rights Issue (i.e., up to €11.4 million for Bpifrance Participations, €10.7 million for Crédit Agricole S.A. and €6.9 million for BNP Paribas).

The exclusive benefit of the Reserved Capital Increase to the Strategic Investors, first step of the Capital Increase, is necessary to allow the Strategic Investors to complete an additional reinvestment in the Company's share capital, providing a foundation for strengthening the Company's equity base, offering financial flexibility and securing the implementation of the "North Star 2030" plan. It also guarantees the Strategic Investors a specific level of participation

in the Company's share capital following completion of the Capital Increase, in light of their important role in enabling the successful structuring of the Capital Increase. In addition, it ultimately allows the launch of the Rights Issue, open to all shareholders, under optimal conditions and increases the chances of success of the Capital Increase as a whole.

Lock-up undertakings

Pursuant to their subscription commitments, the Strategic Investors have also each undertaken to lock up their entire shareholding in the Company's share capital during the period from November 5, 2025 until the date which is 180 calendar days after the settlement-delivery date of the Rights Issue, subject to customary exceptions.

Conflicts of interest related to the Reserved Capital Increase

It is specified that the Reserved Capital Increase is reserved for the exclusive benefit of the Strategic Investors, who are shareholders of the Company and certain of which are represented by director nominees at the board of directors of the Company. In accordance with the obligation not to take part in the vote for persons specifically designated as beneficiaries of the cancellation of the preferential subscription rights, the Strategic Investors did not take part in the vote at the Extraordinary General Meeting on either of the two relevant resolutions relating to the Reserved Capital Increase that they were interested in.

Risk factors

Potential investors and shareholders are encouraged to carefully read all the information contained in the 2025 universal registration document (*document d'enregistrement universel*) of the Company, filed with the AMF on March 6, 2026 under number D.26-0071 (the "**2025 Universal Registration Document**"), including the risk factors relating to the Company and its consolidated subsidiaries taken as a whole (the "**Group**") described in chapter D.3 "Risk Factors" of the 2025 Universal Registration Document.

These risks are the principal risks whose occurrence would likely have a significant adverse effect on the Group's ability to deliver on its strategy, its business, operations, financial situation, results, outlook or objectives. The risks described in the 2025 Universal Registration Document are not exhaustive. Other risks not identified or considered immaterial or unlikely at the date of this press release may be triggered and have a significant adverse impact if they were to materialize.

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ABOUT WORLDLINE

Worldline [Euronext: WLN] is Europe's leading operator of critical infrastructure and payment services. With a presence across the entire value chain, the Group offers its customers unique expertise in processing and securing their payments, thereby promoting their growth. Worldline is leveraging its 2030 strategic plan and its technological innovation capabilities to build the European reference payment partner for merchants and financial institutions. With over 1.2 million customers, Worldline achieved €4bn in revenue in 2025. [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.

DISCLAIMER

This document contains forward-looking statements that involve risks and uncertainties. These risks and uncertainties are linked to factors beyond the control of the Company and cannot be precisely estimated, such as market conditions or competitors' behaviours. Any forward-looking statements made in this document are statements about Worldline's beliefs and expectations and should be evaluated as such. Forward-looking statements include statements that may relate to Worldline's plans, objectives, strategies, goals, future events, future revenues or synergies, or performance, and other information that is not historical information. Actual events or results may differ from those described in this document due to a number of risks and uncertainties that are described within the 2025 Universal Registration Document filed with the French *Autorité des marchés financiers* (AMF) on March 6, 2026, under the filing number: D.26-0071.

Worldline does not undertake, and specifically disclaims, any obligation or responsibility to update or amend any of the information above except as otherwise required by law or regulation.

Important information

No communication and no information in respect of the transaction referenced in this document may be distributed to the public in any jurisdiction where a registration or approval is required. No steps have been or will be taken in any jurisdiction (other than France) where such steps would be required. The issue, the subscription for or the purchase of securities of Worldline may be subject to specific legal or regulatory restrictions in certain jurisdictions. Worldline

assumes no responsibility for any violation of any such restrictions by any person.

This document is not and should not be construed as a prospectus within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, as amended (the “**EU Prospectus Regulation**”) or within the meaning of the Public Offers and Admissions to Trading Regulations 2024 (the “**POATR**”).

In accordance with the EU Prospectus Regulation, the Company will make available a French voluntary prospectus relating to the share capital increase with preferential subscription rights (the “**Rights Issue**”) prepared in accordance with the EU Prospectus Regulation that will be submitted for the approval of the French financial markets authority (*Autorité des marchés financiers*) in connection with the public offering in France and the admission on Euronext Paris of the new shares issued in the Rights Issue.

With respect to the member states of the European Economic Area other than France (the “**Member States**”), no action has been undertaken or will be undertaken to make an offer to the public of securities requiring the publication of a prospectus in any Member States. As a result, any securities of Worldline may only be offered in Member States (i) to qualified investors, as defined by the EU Prospectus Regulation; (ii) to fewer than 150 natural or legal persons per Member State, other than qualified investors (as defined in the EU Prospectus Regulation); or (iii) in any other circumstances, not requiring Worldline to publish a prospectus as provided under Article 1(4) of the EU Prospectus Regulation; and provided that none of the offers mentioned in paragraphs (i) to (iii) above requires the publication of a prospectus by Worldline pursuant to Article 3 of the EU Prospectus Regulation, a supplement to the EU Prospectus Regulation pursuant to Article 23 of the EU Prospectus Regulation, or the publication of an Annex IX document pursuant to Article 1(4) of the EU Prospectus Regulation.

With respect to the United Kingdom, no action has been undertaken or will be undertaken to make an offer to the public of securities requiring the publication of a prospectus in the United Kingdom. As a result, any securities of Worldline may only be offered in the United Kingdom (i) to “qualified investors”, as defined under paragraph 15 of Schedule 1 to the POATR; (ii) to fewer than 150 natural or legal persons, other than “qualified investors” (as defined under paragraph 15 of Schedule 1 to the POATR); or (iii) in any other circumstances falling within Part 1 of Schedule 1 to the POATR.

This document and any other materials in relation to the securities of Worldline have not been made, and have not been approved, by an “authorised person” within the meaning of Section 21(1) of the Financial Services and Markets Act 2000 (as amended, the “**FSMA**”). As a consequence, this document is directed only at persons who (A) are located outside the United Kingdom or (B) are “qualified investors” within the meaning of paragraph 15 of Schedule 1 to the POATR (i) who are investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the “**Order**”), (ii) who fall within Article 49(2)(a) to (d) of the Order, or (iii) to whom it may be lawfully communicated (all such persons collectively being referred to as “**Relevant Persons**”). Any securities are intended only for Relevant Persons and no invitation, offer or agreements to subscribe, purchase or acquire the securities may be proposed or made other than with Relevant Persons. Any person other than a Relevant Person may not act or rely on this document or any provision thereof. This document is not a prospectus which has been approved by the Financial Conduct Authority or any other United Kingdom regulatory authority within the meaning of Section 85 of the FSMA.

This document does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States of America, its territories and possessions, any State of the United States of America and the District of Columbia (the “**United States**”). Securities may not be offered, subscribed or sold in the United States absent registration under

the U.S. Securities Act of 1933, as amended (the “**U.S. Securities Act**”), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements thereof. The securities of Worldline have not been and will not be registered under the U.S. Securities Act. Worldline does not intend to register any portion of the offering of its securities in the United States or to conduct a public offering of its securities in the United States.

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