

## Worldline launches an employee shareholding plan for 2023

**Paris La Défense, May 12, 2023 – Worldline [Euronext: WLN], a leader in the payments industry, today announces the implementation of its new employee shareholding plan reserved for members of the Worldline Group Savings plan « Boost 2023 ».**

This offering of shares is made to all employees of the Group in France, Australia, Austria, Belgium, Brazil, Canada, China, Czech Republic, Denmark, Estonia, Germany, Greece, Hong Kong, India, Indonesia, Italy, Latvia, Lithuania, Luxembourg, Malaysia, Malta, Netherlands, New Zealand, Norway, Poland, Romania, Singapore, Spain, Sweden, Switzerland, Taiwan, Turkey, the United Kingdom and the United States of America, who will be eligible for the Worldline Group Savings Plan, subject to obtaining the necessary authorizations from the local authorities.

The terms and conditions of the transaction are described hereafter.

### Issuer

Worldline  
Public limited company (*Société Anonyme*)  
Share capital of EUR 191 604 035,20  
Registered Office: 1, Place des Degrés – Tour Voltaire – 92800 Puteaux  
378 901 946 RCS Nanterre Euronext Paris (France) – compartment A  
Common share ISIN code: FR0011981968  
Security registered with the Service de *Règlement Différé* (SRD)

### Framework of the offering – Purpose for the offering

The Board of Directors of Worldline, acting pursuant to the 35<sup>th</sup> resolution of the Combined General Meeting of Shareholders of the Company of June 9, 2022 (the "General Meeting"), has decided to proceed with a share capital issue reserved for employees who are members of the Worldline Group Savings Plan within the framework of article L.225-138-1 of the French Commercial Code (*Code de commerce*) and article L.3332-18 et seq. of the French Labor Code (*Code du travail*).

This share capital increase is part of the development of employee shareholding, which is an objective of the Worldline Group, and allow to recognize the contribution of employees to Worldline's overall performance as well as to strengthen their sense of belonging by offering them the possibility of being associated with the Group's long-term strategy.

### Offered securities

Within under the framework of the delegation of powers granted by the General Meeting, the Board of Directors of Worldline on December 16, 2022 approved the principle of an increase in the Company's share capital, up to a limit of 2.5% of the share capital as of the date of the General

Meeting, reserved for employees of Worldline and its affiliates who are members of the Worldline Group Savings Plan (the "PEG").

The Chief Executive Officer has, on delegation of the Board of Directors, set the subscription price of the shares on May 12, 2023 at €31.23. This subscription price is equal to 80% of the reference price (average of the opening market price of the Worldline share on the Euronext Paris during the 20 trading sessions preceding the setting-date of the subscription price, i.e. €39.04), i.e. the reference price minus of a discount of 20%.

The newly issued Worldline shares will carry current dividend rights and will be entitled to any dividends that may be distributed by the Company as from the date of issue of the shares.

## Conditions of the subscription

**The beneficiaries of the offer are:**

- Employees and corporate officers of the companies included in the scope of the offer who meet the conditions of Article L.3332-2 of the French Labor Code and who have joined the PEG, and justifying of 3 months seniority at the closing date of the subscription period;
- Retirees and early retirees in France who joined the PEG before they ceased working retain their status as beneficiaries and may continue to make payments, provided they have retained assets in the PEG.

**The companies in the scope of the offer are:**

- Worldline, Public limited company with a capital of €191,604,035.20, whose registered office is located at 1, place des Degrés - Tour Voltaire - 92800 Puteaux, and
- companies affiliated with it within the meaning of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code, which have joined the PEG and whose registered office is located in the following countries: France, Australia, Austria, Belgium, Brazil, Canada, China, Czech Republic, Denmark, Estonia, Germany, Greece, Hong Kong, India, Indonesia, Italy, Latvia, Lithuania, Luxembourg, Malaysia, Malta, Netherlands, New Zealand, Norway, Poland, Romania, Singapore, Spain, Sweden, Switzerland, Taiwan, Turkey, the United Kingdom and the United States of America, subject to having received the required local authorizations in some of these countries.

## Proposed subscription formula

The beneficiaries will be able to subscribe to a so-called "classic" formula with a 20% discount and a matching contribution within the framework of the Worldline Group Savings Plan, under which subscribers will be fully exposed to fluctuations in the Worldline share price.

## Other subscription conditions

- Existence or not of a preferential subscription right in case of capital increase: this offering does not include a preferential subscription right.

- Terms and conditions of the subscription: shares will be subscribed through a FCPE. However, by way of exception, in Denmark, Germany, Greece, Italy, Spain and the United States of America where the shares will be subscribed directly.
- Matching contribution: the subscriptions will be matched on the basis of one share offered for one share subscribed, up to a maximum of fifteen Worldline shares.
- Voting rights: voting rights of the holders of the FCPE units shall be exercised during the General Shareholders' Meeting of Worldline by the FCPE Supervisory Board or directly by the subscribing employees in the countries where the shares are subscribed directly.
- Subscription cap: the beneficiaries payments shall not exceed, in accordance with article L. 3332-10 of the French Labor Code (*Code du travail*), one-fourth of their gross annual remuneration.
- Lock-up period applicable to mutual fund shares or Worldline shares: the subscribers to the offer will have to keep the units of the company mutual fund or the shares subscribed directly for a period of five years (until July 19, 2028 inclusive), except in the occurrence of an early release event.

## Indicative timeline of the offering

- Subscription period: between May 15, 2023 and June 2, 2023 (inclusive)
- Indicative settlement date: July 19, 2023

These dates are provided for information only and are subject to change.

## Listing

The admission of the newly issued Worldline shares to trading on Euronext Paris (ISIN Code: FR0011981968) is scheduled to occur as of July 19, 2023, on the same listing line of the existing shares.

## Special note regarding the international offering

This press release does not constitute an offer to sell or a solicitation for the purchase of Worldline shares.

The offering of Worldline shares reserved to employees will be conducted only in countries where such an offer has been registered with the competent local authorities and/or following the approval of a prospectus by the competent local authorities, or in the context of an exemption from the obligation to prepare a prospectus or register the offer. More generally, the offer will only be made in countries where all required registrations and/or notifications have been made and approvals obtained.

This press release and its copies are not aimed for, and therefore should not be sent to, countries in which such prospectus would not have been approved or where such an exemption is not available or in which any required filing procedures and/or notifications would not have yet been made, or in which the required authorizations would not have been obtained.

## Contacts

### Employee

The beneficiaries may address all questions regarding this offering to the contact person specified in the documentation related to the subscription made available to employees.

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Revenue organic growth and Operating Margin before Depreciation and Amortization (OMDA) improvement are presented at constant scope and exchange rate. OMDA is presented as defined in the 2022 Universal Registration Document. All amounts are presented in € million without decimal. This may in certain circumstances lead to non-material differences between the sum of the figures and the subtotals that appear in the tables. 2023 objectives are expressed at constant scope and exchange rates and according to Group's accounting standards.

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