

WORLDLINE LAUNCHES ITS FIRST EMPLOYEE SHAREHOLDING PLAN

**Paris, November 20, 2014** – Worldline, the European leader in the payments and transaction services industry, announces the launch of its first employee shareholding plan under the framework of article L. 225-138-1 of the French Commercial Code (*Code de commerce*) and articles L. 3332-1 et seq. of the French Labor Code (*Code du travail*).

Shortly after its IPO on the Euronext (Paris), Worldline offered its employees the opportunity to subscribe to discounted Worldline shares with an employer matching contribution under the conditions defined below, in order to involve its employees more directly with the developments and future performance of the Group.

This offering of shares will be made to all employees of the Group located in Austria, Belgium, France, Germany, Hong-Kong, India, Indonesia, Luxembourg, Malaysia, the Netherlands, Singapore, Spain, Taiwan and the United Kingdom that will be eligible for the Worldline savings plan (*Plan d'Epargne Groupe*, hereinafter referred to as the "PEG").

The subscription period will take place from November 20, 2014 to December 3, 2014 (inclusive).

The terms and conditions of the operation are described hereunder.

**DETAILS OF THE OPERATION**

**ISSUER**

WORLDLINE

Euronext Paris (France) – compartment A

Common share ISIN code: FR0011981968 WLN

Security registered with the *Service de Règlement Différé* (SRD)

**GOAL OF THE OFFERING – REASONS FOR THE OFFERING**

Pursuant to the authorization granted by the General Shareholders' Meeting on June 12, 2014 under the 16<sup>th</sup> resolution, the Board of Directors of Worldline decided to issue shares reserved for employees under the framework of article L. 225-138-1 of the French Commercial Code (*Code de commerce*) and articles L. 3332-18 et seq. of the French Labor Code (*Code du travail*).

This offering of shares will be made to all employees of the Group located in Austria, Belgium, France, Germany, Hong-Kong, India, Indonesia, Luxembourg, Malaysia, the Netherlands, Singapore, Spain, Taiwan and the United Kingdom that will be eligible for the PEG.

The shares will be subscribed through a FCPE (employee shareholding vehicle governed by French law), in accordance with country-specific regulatory and/or fiscal legislation that may be applicable in the various countries included in the scope of this offering.

## OFFERED SECURITIES

The Worldline Board of Directors decided on July 28, 2014, as authorized by the shareholders, to increase the share capital up to a maximum of 2.5% of the share capital as at the date of such decision, through the issuance of new Worldline shares reserved for employees who are members of the Worldline PEG.

On November 18, 2014, the Chief Executive Officer, upon delegation of the Board of Directors, fixed the subscription price at €12.71. This price is equal to the average of the opening share price of Worldline on the Euronext (Paris) during the twenty (20) trading days preceding the price-fixing date, minus a discount of 20%.

The newly created Worldline shares will be treated the same as existing shares and will have the same rights. The new shares carry dividend rights and will be entitled, as of the date of their issuance, to all dividends paid by Worldline from the date of issuance forward.

## SUBSCRIPTION CONDITIONS

### Beneficiaries

The beneficiaries of this offering are the employees and corporate officers of companies included in the scope of this offering that meet the requirements of article L. 3332-2 of the French Labor Code, subject to a seniority condition of three months from the closing date of the subscription period.

The companies included in the scope of this offering are Worldline and its majority-owned companies pursuant to article L. 225-180 of the French Commercial Code and article L. 3344-1 of the French Labor Code that have joined the PEG and who have a registered office in one of the following countries: Austria, Belgium, France, Germany, Hong-Kong, India, Indonesia, Luxembourg, Malaysia, the Netherlands, Singapore, Spain, Taiwan and the United Kingdom, subject to having received the necessary local authorizations in some of these countries.

### The Proposed Subscription Formula

Beneficiaries can subscribe to a “classic” formula with a 20% discount and an employer matching contribution under the PEG. Beneficiaries subscribing to the offer will be exposed to variations in the share price.

### Other Subscription Conditions

- This offering does not include a preferential subscription right.
- Terms and conditions of the subscription: the shares will be subscribed through a FCPE.
- Voting rights: the voting rights of the holders of FCPE units will be exercised during the General Shareholders’ Meetings of Worldline by the FCPE Supervisory Board.
- Subscription threshold: the beneficiaries’ annual payments may not exceed, in accordance with article L. 3332-10 of the French Labor Code, more than 25% of their gross annual remuneration

- Lock-up period applicable to the Worldline shares: the shares will be locked-up as units of the FCPE until May 2, 2019 except in the occurrence of an early exit event.

## **INDICATIVE TIMELINE OF THE OFFERING**

- Subscription period: from November 20, 2014 to December 3, 2014 (inclusive).
- Settlement-delivery of the shares: scheduled for December 29, 2014.

## **LISTING**

The listing of newly-issued Worldline shares to trade on the Euronext (Paris) (ISIN code: FR0011981968 WLN) is scheduled to occur as from December 29, 2014 in the same listing as 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 for employees will be conducted only in countries where such an offering has been registered with the competent local authorities and/or following the approval of a prospectus by the competent local authorities or under an exemption of the requirement to prepare a prospectus or register the offering. More generally, the offering will only be conducted in countries where all required filing procedures and/or notifications have been completed and the required authorizations have been obtained. This communication is not aimed for, and therefore should not be sent to, countries in which such prospectus has not been approved or where such an exemption is not available or in which any required filing procedures and/or notifications has not yet been made, or in which the required authorizations have not been obtained.

## **EMPLOYEE CONTACTS**

The beneficiaries may address any questions regarding this offering to the HR contact person specified in the brochure available on their intranet site.

*This document constitutes the “information document” as required by Article 14 of AMF circular n° 2005-11 dated December 13, 2005 and by Article 223-3 of the AMF General Regulations.*

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## **ABOUT WORLDLINE**

Worldline [Euronext: WLN] is the European leader in the payments and transactional services industry. Worldline delivers new-generation services, enabling its customers to offer smooth and innovative solutions to the end consumer. Key actor for B2B2C industries, with 40 years of experience, Worldline supports and contributes to the success of all businesses and administrative services in a perpetually evolving market. Worldline offers a unique and flexible business model built around a global and growing portfolio, thus enabling end-to-end support. Worldline activities are organized around three axes: Merchant Services & Terminals, Mobility & e-Transactional Services, Financial Processing Services & Software Licensing. Worldline employs more than 7,200 people worldwide and generated 1.12 billion euros in revenues (pro forma) in 2013. Worldline is an Atos company. [www.worldline.com](http://www.worldline.com).

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