

### **WORLDLINE**

French Limited Liability Company (*Société Anonyme*)  
with a share capital of EUROS 124,136,935.56  
registered office located at River Ouest – 80 quai Voltaire – 95870 Bezons  
378 901 946 RCS PONTOISE

## **WORLDLINE launches the employee shareholding plan for 2018**

**Bezons, November 30, 2018.** Worldline, European leader in the payments and transaction services industry, announces the launch of the employee shareholding plan entitled « Boost 2018 » 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*).

Once again, Worldline offers its employees the opportunity to subscribe to discounted Worldline shares with an employer matching contribution under the conditions defined below, in order for its employees to be more closely associated with the Group's future developments and performance.

This offering of shares will be made to all employees of the Group located in France, Argentina, Austria, Belgium, China, Czech Republic, Estonia, Finland, Germany, Hong-Kong, India, Indonesia, Italy, Latvia, Lithuania, Luxembourg, Malaysia, the Netherlands, Poland, Spain, Sweden, Singapore, Switzerland, Taiwan, the United Kingdom and the United States of America, who will be eligible to the Worldline savings plan (*Plan d'Épargne Groupe*), subject to obtaining the required authorizations from local authorities.

The subscription period will take place from December 4, 2018 to January 3, 2019 (inclusive).

The settlement-delivery of the shares shall occur as of February 28, 2019.

The terms and conditions of the transaction are described hereafter.

### **DETAILS OF THE TRANSACTION**

#### **ISSUER**

WORLDLINE

Euronext Paris (France) – compartment A

Common share ISIN code: FR0011981968

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

#### **PURPOSE OF THE OFFERING – REASONS FOR THE OFFERING**

Pursuant to the authorization granted by the Combined General Shareholders' Meeting held on May 24, 2018 under the 18<sup>th</sup> resolution, the Board of Directors of Worldline decided on July 21, 2018 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*).

### OFFERED SECURITIES

Pursuant to the authorization granted by the Combined General Shareholders' Meeting held on May 24, 2018 under the 18<sup>th</sup> resolution, the Board of Directors of Worldline decided on the principle of an issuance of shares, up to 2.5% of the share capital on the day of the Combined General Shareholders' Meeting of May 24, 2018, for the benefit of employees of Worldline and of the group companies affiliated with Worldline pursuant to article L. 225-180 of the French Commercial Code (*Code de Commerce*) and article L. 3344-1 of the French Labor Code (*Code du travail*) who are members of the Worldline Group savings plan (*Plan d'Epargne Groupe "PEG"*), and delegated to the Chief Executive Officer the power to set the subscription price by applying a 20% discount to the reference price.

On November 30, 2018, the Chief Executive Officer, upon delegation of the Board of Directors, set the subscription price to the amount of EUROS 37.21. This subscription price is equal to 80% of the reference price (the average of the opening share price of Worldline on Euronext Paris during the twenty trading days preceding this date), that is to say the reference price with a discount of 20%.

The newly-issued Worldline shares will carry entitlement, as from January 1<sup>st</sup>, 2019, and will grant rights to dividends distributed by the Company as from January 1<sup>st</sup>, 2020.

### CONDITIONS OF THE SUBSCRIPTION

#### Beneficiaries

The beneficiaries of the offering of shares reserved for employees are the employees and corporate officers of companies included in the offering perimeter who meet the requirements of article L. 3332-2 of the French Labor Code (*Code du travail*) and are members of the PEG, subject to a three-months minimum period of employment on the last day of the subscription period. Pre-retirees and retirees in France who became members of the PEG before retirement remain beneficiaries and may carry on payments subject to having held assets in the PEG.

Companies in the employee offering perimeter:

- Worldline, French limited liability company (*Société Anonyme*), with a share capital of EUROS 124,136,935.56 with its registered office located at River Ouest – 80 quai Voltaire, 95870 Bezons, and
- Majority-owned companies affiliated to it pursuant to article L. 225-180 of the French Commercial Code (*Code de commerce*) and article L. 3344-1 of the French Labor Code (*Code du travail*) that have become members of the PEG and that have their registered offices in France, Argentina, Austria, Belgium, China, Czech Republic, Estonia, Finland, Germany, Hong-Kong, India, Indonesia, Italy, Latvia, Lithuania, Luxembourg, Malaysia, the Netherlands, Poland, Spain, Sweden, Singapore, Switzerland, Taiwan, the United Kingdom and the United States of America, subject to having received the local authorizations in some of these countries.

### Other Subscription Conditions

- Does a preferential subscription right in case of capital increase exists: this offering does not include a preferential subscription right.
- Terms and conditions of the subscription: the shares will be subscribed through a FCPE. However, by way of exception, in Germany, in the United States of America and in Italy, the shares will be subscribed directly.
- Matching contribution: the subscriptions will award a matching contribution up to a cap.
- Voting rights: the voting rights of the holders of FCPE units shall be exercised during the General Shareholders' Meetings 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' annual 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 the Worldline shares: the subscribers shall hold their units of the FCPE or the shares until February 28, 2024 except in the occurrence of an early release event.

### INDICATIVE TIMELINE OF THE OFFERING

- Employees' Subscription period: December 4, 2018 to January 3, 2019 (inclusive).
- Settlement-delivery of the shares: February 28, 2019.

### LISTING

The admission of the newly-issued Worldline shares to trading on Euronext Paris (ISIN code: FR0013384666) is scheduled to occur as of February 28, 2019.

### 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. In particular, in the United States of America, the shares have not been and will not be registered under the Securities Act of 1933. 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 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.

### EMPLOYEE CONTACT

The beneficiaries may address all questions regarding this offering to the contact person specified in the documentation related to the subscription which was handed over to employees.

The present document constitutes the information document required by Article 19 of AMF circular n° 2016-04 dated January 15, 2018 and by Article 221-3 of the AMF General Regulations.



### About Worldline

Worldline [Euronext: WLN] is the European leader in the payment and transactional services industry. With innovation at the core of its DNA, Worldline core offerings include pan-European and domestic Commercial Acquiring for physical or online businesses, secured payment transaction processing for banks and financial institutions, as well as transactional services in e-Ticketing and for local and central public agencies.

Thanks to a presence in 30+ countries, Worldline is the payment partner of choice for merchants, banks, public transport operators, government agencies and industrial companies, delivering cutting-edge digital services.

Worldline activities are organized around three axes: Merchant Services, Financial Services including equensWorldline and Mobility & e-Transactional Services. Worldline employs circa 11,000 people worldwide, with estimated pro forma revenue of circa 2.3 billion euros on a yearly basis. Worldline is an Atos company. [worldline.com](http://worldline.com)



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