

Worldline's Combined General Meeting

Bezons, April 30, 2019 - Worldline [Euronext: WLN], the European leader in the payments and transactional services, held today its Annual General Meeting chaired by Mr. Thierry Breton, Chairman of the Board of Directors of the Company.

All resolutions submitted by the Board of Directors were approved.

In particular, the General Meeting approved the Company and consolidated accounts for the financial year ending December 31st, 2018, as well as all related-parties agreements submitted to its approval.

The General Meeting also renewed the directors' terms of office of Ms. Ursula Morgenstern for a period of two years, and Mr. Luc Rémont and Ms. Susan M. Tolson for a period of three years.

The General Meeting approved the elements of compensation and benefits paid or awarded to Mr. Gilles Grapinet, Chief Executive Officer, and to Mr. Marc-Henri Desportes, Deputy Chief Executive Officer, for the financial year ending December 31st, 2018 and approved the features and criteria for setting, allocating, and granting, the fixed, variable, long-term and exceptional elements making up the total compensation and benefits of all kinds attributable to the Executive Senior Officers for the 2019 financial year.

The voting results of the Combined General Meeting will be available on the Company's website (section Investors – Général Meeting of Stakeholders).

Approval by Atos SE's Combined General Meeting of the exceptional distribution in kind of Worldline shares

The Board of Directors of Worldline meeting following the General Meeting acknowledged the approval by Atos SE's Annual General Meeting of shareholders held today, to distribute in kind circa 23.5% of the share capital of Worldline to the benefit of Atos SE's shareholders. Following this distribution, due to be paid on May 7th, 2019, Atos SE will hold circa 27.3% of Worldline's share capital¹ and 35% of the voting rights². The Board *de facto* acknowledged Worldline's resulting new shareholding structure.

¹ On the basis of a share capital comprising 182 644 703 shares on April 30th, 2019.

² Considering the registration as bearer shares of a part of the Worldline's shares held by Atos, leading to the loss of the double voting rights acquired for those shares, so as to hold 35% of Worldline's exercisable voting rights.

A Corporate Governance designed for the new shareholding structure of Worldline

The General Meeting also appointed Mr. Georges Pauget and Mrs. Mette Kamsvåg (their mandates will expire at the end of the General Meeting convened in 2022) as two new independent directors, as well as Mr. Lorenz von Habsburg Lothringen as director designated upon proposal of SIX Group AG (his mandate expiring at the end of the General Meeting convened in 2021) to replace Dr. Romeo Lacher whose resignation took effect today.

The Board of Directors of Worldline meeting following the General Meeting took note of the resignation of Mrs. Sophie Proust in accordance with the agreements concluded between SIX Group AG and Atos SE as part of Atos' project to distribute in kind Worldline shares. As a consequence, the number of Atos SE's representatives within the Board of Directors is thus reduced to 3 members (including the Chairman).

This Board of Directors meeting has decided to organize the committees of the Board of Directors as follows:

Audit Committee

- Aldo Cardoso (Chairman)
- Gilles Arditti
- Giulia Fitzpatrick
- Mette Kamsvåg
- Luc Rémont
- Susan M. Tolson

Nomination and Remuneration Committee

- Thierry Breton (Chairman)
- Danielle Lagarde
- Luc Rémont
- Susan M. Tolson
- Lorenz von Habsburg Lothringen

Investment Committee

- Thierry Breton (Chairman)
- Lorenz von Habsburg Lothringen (Vice-Chairman)
- Aldo Cardoso
- Gilles Grapinet

Strategy and Innovation Committee

- Thierry Breton (co-Chairman)
- Lorenz von Habsburg Lothringen (co-Chairman)
- Giulia Fitzpatrick
- Gilles Grapinet
- Luc Rémont

The General Meeting also amended the by-laws of the Company, notably to enable the nomination of a director representing the employees.



Gilles Grapinet, Worldline CEO said:

Today's Combined General Meeting marks a very important milestone in our Company's life, governance and prospects. Taking into account the Atos group's decision to directly distribute approximately 23.5% of Worldline's capital to its own shareholders, decision which leads to the deconsolidation of Worldline from the Atos group, our General Meeting of Shareholders has immediately approved all the changes necessary to adapt our Company's governance to its new fully standalone status.

I am very pleased by the approval of all the resolutions, which will notably allow the reinforcement of the Board of Directors' independence, while allowing it to benefit from the experience and expertise of Mrs. Mette Kamsvåg and Mr. Georges Pauget, who are joining the Board.

This major shareholding change, as well as the correlative reinforcement of Worldline's governance, is absolutely timely in the context of the significant opportunities to come regarding our strategic project to pursue consolidating the European payment industry.





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. 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, as European leader in the payment and transactional services industry 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 11,500 people worldwide, with estimated pro forma revenue of circa 2.3 billion euros on a yearly basis.



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