

Worldline Extraordinary General Meeting

€500m capital increase anchored by strategic investors

All resolutions to execute the capital increase approved

Standby underwriting commitment provided by four banks acting as Joint Global Coordinators in the upcoming rights issue

Reserved capital increase and rights issue to take place at the end of Q1'26

2025 outlook confirmed

Low-single digit percentage decline in FY25 organic revenue

Adjusted EBITDA at €830-855m

FCF of €(30)m to €0m+

Execution of North Star 2030 in motion

Stabilization of operational performance in Q4 2025

Four divestments announced in five months with closing expected in H1 2026

Paris, La Défense, January 8, 2026 – Worldline [Euronext: WLN], a European leader in payment services, today announces the approval of all resolutions relating to the contemplated capital increase and the first milestones in the North Star 2030 plan reached.

Wilfried Verstraete, Chairman of Worldline's Board of Directors, said: “The approval of all the resolutions proposed during the Extraordinary General Meeting reflects the confidence of our shareholders in Worldline's North Star 2030 strategic roadmap under the drive of Pierre-Antoine Vacheron as CEO and his management team. Consolidation of our shareholder base with the commitment of Bpifrance Participations, Crédit Agricole SA and BNP Paribas and successful execution of the capital increase will further consolidate our financial structure at this tipping point in the transformation journey of Worldline. I would like to warmly thank our shareholders for their support.”

Pierre-Antoine Vacheron, CEO of Worldline, said: “As we have entered into the execution phase of North Star 2030, I would like to thank our shareholders for their support at the EGM today.

End of year has confirmed stabilization of the operations initiated in Q3, with strong platform resilience, commercial successes and improvement of customer satisfaction in many segments. All our teams are committed to a disciplined execution of our transformation with a strong focus on customer excellence, return to growth and robust cash flow generation. With the support of Worldline's strategic investors and from a large pool of premium international banks, the successful execution of the capital increase will further consolidate our financial profile in the execution of North Star 2030 plan.”

Extraordinary General Meeting held on January 8, 2026

At today's meeting, shareholders adopted all the resolutions submitted by the Board of Directors, in particular:

- **Resolution 1:** Share capital reduction resulting from losses, by reducing the nominal value of shares and delegation of powers to the Board of Directors to carry out the share capital reduction;
- **Resolutions 2 & 3:** Delegation of authority to the Board of Directors to issue ordinary shares in the Company, without preferential subscription rights for existing shareholders, for the benefit of Bpifrance Participations for a total nominal amount of €334,494.54 and waiver of shareholders' preferential subscription rights in favor of Bpifrance Participations;
- **Resolutions 4 & 5:** Delegation of authority to the Board of Directors to issue ordinary shares in the Company, without preferential subscription rights for existing shareholders, for the benefit of Crédit Agricole S.A. for a total nominal amount of €218,450.90 and waiver of shareholders' preferential subscription rights in favor of Crédit Agricole S.A.;
- **Resolutions 6 & 7:** Delegation of authority to the Board of Directors to issue ordinary shares in the Company, without preferential subscription rights for existing shareholders, for the benefit of BNP Paribas for a total nominal amount of €232,800 and waiver of shareholders' preferential subscription rights in favor of BNP Paribas;
- **Resolution 8:** Delegation of competence to the Board of Directors to increase the share capital while maintaining preferential subscription rights for shareholders by issuing ordinary shares of the Company;
- **Resolution 9:** Restating of the overall nominal cap on capital increases and the overall nominal cap for issuances of debt securities or equivalent instruments giving access to the Company's share capital provided for in "paragraphe 2°" of the 20th resolution of the general meeting held on June 5, 2025;
- **Resolution 10:** Reverse share split of the Company's shares by allocation of one (1) new share with a par value of (€0.80) for forty (40) existing shares with a par value of (€0.02) each; delegation of authority to the Board of Directors for the purpose of implementing the reverse share split;
- **Resolution 11:** Delegation of competence to the Board of Directors to increase the share capital of the Company, without preferential subscription rights for shareholders, for the benefit of employees and/or corporate officers of the Company and/or its affiliated companies, as members of a company or group savings plan;
- **Resolution 12:** Delegation of competence to the Board of Directors to increase the Company's share capital, without preferential subscription rights for shareholders, for the benefit of people with certain characteristics in the context of an employee shareholding operation;
- **Resolution 13:** Powers.

The voting results of the Shareholders' Meeting and the full broadcast are available on the Company's website: investors.worldline.com/en/general-meeting-of-shareholders.

Capital increase anchored by Worldline's strategic investors and standby underwriting commitment provided by four banks acting as Joint Global coordinators in the upcoming rights issue

To ensure the execution of the transformation plan and strengthen the Company's financial flexibility, the Group is contemplating a €500m capital increase via:

- A reserved capital increase of c.€110m at a price per share of €2.75, anchored by Bpifrance Participations, Crédit Agricole SA and BNP Paribas, and;
- A capital increase with preferential subscription rights maintained of c.€390m open to all shareholders in proportion to their existing shareholding. Bpifrance Participations, Crédit Agricole SA and BNP Paribas have committed to subscribe c.€135m to the capital increase.

The preparation of the contemplated c.€390m rights issue, which forms part of the broader capital increase of €500m announced at the Capital Market Day on 6 November 2025, is on track.

In this context, Barclays, BNP Paribas, Crédit Agricole Corporate and Investment Bank and J.P. Morgan have provided a standby underwriting for the rights issue amount after deduction of the c.€135m subscription commitments of Bpifrance Participations, Crédit Agricole SA and BNP Paribas, i.e. on c.€255m. This standby underwriting will come into effect from 9 January 2026 and is subject to usual conditions.

The c.€390m rights issue is expected to be launched by the end of Q1 2026.

North Star 2030 plan in full motion

In 2025, decisive actions have been undertaken to address operational challenges and simplify the company with visible results :

- Robustness of the platform with an availability rate above 99.9% on Axis acceptance platform that has crossed 10 billion transactions processed in 2025.
- Improvement of customer satisfaction in many segments and overall stability of Net Promoter Score in 2025 despite challenging times.
- Reduction of our churn rate on SMBs in the course of Q4'25.
- Disposal of 4 businesses in 5 months with closing anticipated in H1 2026.

The Company has now entered into execution mode of North star 2030 transformation journey with initial milestones already delivered and tangible results anticipated in 2026.

2025 Outlook confirmed

For 2025, Worldline confirms its outlook as follow:

- Low single digit percentage organic decline in Group External revenue
- Adjusted EBITDA in the range of €830-855m
- Free cash flow in the range of €(30)-0m+

FORTHCOMING EVENTS

- February 25, 2026: FY 2025 results

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ABOUT WORLDLINE

Worldline [Euronext: WLN] helps businesses of all shapes and sizes to accelerate their growth journey – quickly, simply, and securely. With advanced payment technology, local expertise, and solutions customised for hundreds of markets and industries, Worldline powers the growth of over one million businesses worldwide. Worldline generated a 4.6 billion euros revenue in 2024. 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.

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This document contains forward-looking statements that involve risks and uncertainties, including references, concerning the Group's expected growth and profitability in the future which may significantly impact the expected performance indicated in the forward-looking statements. These risks and uncertainties are linked to factors out of the control of the Company and not 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 2024 Universal Registration Document filed with the French Autorité des marchés financiers (AMF) on April 14, 2025, under the filling number: D.25-0257.

Revenue organic growth and Adjusted EBITDA improvement are presented at constant scope and exchange rate. Adjusted EBITDA is presented as defined in the 2024 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. 2025 objectives are expressed at constant scope and exchange rates and according to Group's accounting standards.

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.

Barclays, BNP Paribas, Crédit Agricole Corporate and Investment Bank, and J.P. Morgan (the "Banks") are acting exclusively for the Company and no one else in connection with the contemplated capital increase and will not regard any other person as their respective clients and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients in connection with any offer of securities of the Company or otherwise, nor for providing any advice in relation to the offer of securities, the content of this press release or any transaction, arrangement or other matter referred to herein. None of the Banks or any of their respective directors, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this press release or any other information relating to the Company, its subsidiaries or associated companies, or for any loss howsoever arising from any use of this press release or its contents or otherwise arising in connection therewith.

No communication and no information in respect of the transaction referred to in this press release 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 Worldline's securities 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 press release 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 "**Prospectus Regulation**") or Prospectus Regulation as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "**UK Prospectus Regulation**").

In accordance with the Prospectus Regulation, the Company will make available a French voluntary prospectus relating to the rights issue prepared in accordance with the 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 Prospectus Regulation; (ii) to fewer than 150 natural or legal persons per Member State, other than qualified investors (as defined in the Prospectus Regulation); or (iii) in any other circumstances, not requiring Worldline to publish a prospectus as provided under Article 1(4) of the 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 Prospectus Regulation, or a supplement to the Prospectus Regulation pursuant to Article 23 of the 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 Article 2 of the UK Prospectus Regulation; (ii) to fewer than 150 natural or legal persons, other than qualified investors (as defined under Article 2 of the UK Prospectus Regulation); or (iii) in any other circumstances falling within Section 86 of the Financial Services and Markets Act 2000 (the “**FSMA**”), provided that no such offer shall require Worldline to publish a prospectus pursuant to Section 85 of the FSMA or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation.

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