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Worldline launches a share capital increase with preferential subscription rights for an amount of approximately €392 million, thus executing the final step of its c. €500 million share capital increase

Paris, La Défense, 12 March 2026 – Worldline S.A. [ISIN: FR0011981968 – Euronext: WLN] (the “Company” or “Worldline”), a leading European operator of critical infrastructure and payment services, announces today the launch of a share capital increase with preferential subscription rights open to all its shareholders for a gross amount of c. €392 million (including issue premium) (the “Rights Issue”), which is the final step of its c. €500 million share capital increase, and follows the c. €108 million reserved capital increases (the “Reserved Capital Increases”) completed on 10 March 2026.

Terms of the transaction

- c.€392 million Rights Issue size
- Subscription ratio: 6 new shares for 1 existing share
- Subscription price: €0.202 per new share
- Theoretical value of the preferential subscription right: €1.045
- Rights trading period: from 13 March to 25 March 2026, inclusive
- Subscription period: from 17 March to 27 March 2026, inclusive
- Commitments from Bpifrance Participations, Crédit Agricole S.A. (via Delfinances¹) and BNP Paribas (the “Strategic Investors”) to subscribe up to a total amount of c. €135 million, on a pro rata basis (*à titre irréductible*), in proportion to their respective shareholding in the Company’s share capital (following completion of the Reserved Capital Increases) and for an aggregate additional amount of approximately €29 million which may be fulfilled, in whole or in part, to facilitate the execution of the Rights Issue
- Commitment from Banque Fédérative du Crédit Mutuel as a new investor in the Company. Banque Fédérative du Crédit Mutuel has agreed to purchase from SIX Group AG all of the preferential subscription rights attached to SIX Group AG’s shares in the Company and to exercise such rights on a not subject to reduction basis (*à titre irréductible*) to subscribe to 179,121,174 New Shares for an amount of c. €36 million.

The net proceeds of the Rights Issue and the Reserved Capital Increases will be used to strengthen the Group’s capital and financial structure and support its North Star 2030 ambition for a return to growth and strong cash flow generation.

Key terms of the Rights Issue

The Rights Issue will be carried out with shareholders’ preferential subscription rights, and will result in the issuance of 1,939,508,682 new shares of the Company (the “New Shares”) at a subscription price of €0.202 per New Share (*i.e.*, a nominal value of €0.02, plus an issue premium of €0.182), to be fully paid up upon subscription, representing gross proceeds, including the issue premium, of c. €392 million.

Preferential subscription rights will be detached from the existing shares on 13 March 2026. Existing shares will therefore trade ex-right as from 13 March 2026.

¹ Delfinances, a wholly-owned subsidiary of Crédit Agricole S.A. (“Delfinances”).

Each shareholder will receive one preferential subscription right per share recorded in its securities account at the end of the day falling on 16 March 2026. In order to ensure that the shares are recorded in the securities account on that date, purchases of existing shares on the market must be executed at the latest on 12 March 2026.

Each existing share will entitle its holder to receive one (1) preferential subscription right. One (1) preferential subscription right will entitle holders to subscribe to six (6) New Shares on a pro rata basis, not subject to reduction (*à titre irréductible*), at a subscription price of €0.202 per New Share.

Subscription subject to reduction (*à titre réductible*) will be accepted but remains subject to reduction in the event of oversubscription.

Any New Shares that are not absorbed by subscriptions not subject to reduction (*à titre irréductible*) will be distributed and awarded to the subscribers subject to reduction (*à titre réductible*). Subscription orders subject to reduction (*à titre réductible*) will be allocated within the limit of their requests, in proportion to the number of preferential subscription rights which will have been used to subscribe not subject to reduction (*à titre irréductible*), without this resulting into an allotment of fractional New Shares. The subscription orders are irrevocable.

Based on the closing price of Worldline shares on the regulated market of Euronext Paris ("**Euronext Paris**") on 10 March 2026, *i.e.* €1.421:

- the theoretical value of the preferential subscription right is €1.045 (this value may fluctuate during the rights trading period, in particular depending on changes in Worldline's ex-right share price);
- the theoretical ex-right value of the share is €0.376; and
- the subscription price for the New Share of €0.202 per New Share reflects a discount of 46.3% to the theoretical ex-right value of the share and of 85.8% to the closing price of 10 March 2026.

These values do not provide any assurance as to the preferential subscription right value throughout the rights trading period, nor to the discounts, nor Worldline's ex-right value of the share as they will be observed on Euronext Paris.

The Rights Issue will be open to the public in France only.

The New Shares will immediately entitle their holders, from the date of issuance, to receive all dividends and distribution decided by the Company from this date.

Subscription undertakings

After taking into account the completion of the Reserved Capital Increases, Bpifrance Participations, Crédit Agricole S.A. (via Delfinances) and BNP Paribas respectively hold 9.6%, 9.5% and 7.9% of the share capital of the Company as of today. The Strategic Investors have each committed to subscribe to the Rights Issue on a pro rata basis (*à titre irréductible*), by exercising their preferential subscription rights in proportion to their respective shareholding in the Company following completion of the Reserved Capital Increases, and for an additional amount of up to €29 million in aggregate (*i.e.*, up to €11.4 million for Bpifrance Participations, €10.7 million for Crédit Agricole S.A. (via Delfinances) and €6.9 million for BNP Paribas)² which may be fulfilled, in whole or in part, to facilitate the execution of the Rights Issue.

² These additional commitments could include, but are not limited to, an acquisition of subscription rights (in the market or in off-market transactions) and/or exercise of subscription rights and/or subscribing to the share capital increase subject to reduction (*à titre réductible*) and/or allocation to it pursuant to the provisions of Article L.225-134, 2° of the French *Code de commerce*.

In addition, on 9 March 2026, Banque Fédérative du Crédit Mutuel (who is not a shareholder of the Company as of today) agreed to purchase from SIX Group AG all of the preferential subscription rights (the “**Acquired Rights**”) attached to SIX Group AG’s 29,853,529 Company’s shares (representing as of today 9.2% of the share capital of the Company). Banque Fédérative du Crédit Mutuel has undertaken to exercise all the Acquired Rights on a not subject to reduction basis (*à titre irréductible*), after ownership of the Acquired Rights has been transferred to it. Banque Fédérative du Crédit Mutuel will thus subscribe to 179,121,174 New Shares.

Such subscription commitments represent in aggregate up to 43.7% of the amount of the Rights Issue (assuming the additional commitment of €29 million is fulfilled exclusively by way of subscribing to New Shares), for an aggregate amount of up to c. €171 million in total.

Worldline is not aware of the subscription intentions of any other shareholder.

Underwriting

The Rights Issue, to the extent not covered by the subscription commitments described above, will be underwritten by a syndicate of banks.

Indicative timetable of the Rights Issue

12 March 2026	Publication of the Company's press release describing the main characteristics of the Rights Issue. Publication by Euronext Paris of the notice relating to the Rights Issue announcing the listing of the preferential subscription rights. Deadline for the purchase of existing shares on the market entitling the purchaser to the preferential subscription right that will be detached from them.
13 March 2026	Detachment of the preferential subscription rights and opening of the trading period for preferential subscription rights on Euronext Paris (ISIN code FR0014015MS9).
16 March 2026	Deadline for registration of existing shares entitling their holders to receive preferential subscription rights.
17 March 2026	Opening of the subscription period for the Rights Issue.
25 March 2026	Closing of the trading period for preferential subscription rights.
27 March 2026	Closing of the subscription period for the Rights Issue ⁽¹⁾ . Last day for settlement and delivery of preferential subscription rights.
31 March 2026	Publication of a press release by the Company announcing the result of the subscriptions to the Rights Issue. Publication by Euronext Paris of the notice relating to the admission to trading of the New Shares indicating the definitive amount of the Rights Issue and indicating the proportionate distribution of the subscriptions subject to reduction (<i>à titre réductible</i>).
2 April 2026	Settlement and delivery of the New Shares. Issue and admission of the New Shares to trading on Euronext Paris.

⁽¹⁾ The processing times required by account holders may lead them to bring forward the dates and times for receiving instructions from their clients who hold preferential subscription rights. Account holders must inform their clients through corporate action notices, and the investors concerned are invited to contact their account holder.

It will not be possible to buy or sell the preferential subscription rights on the market after the close of trading on 25 March 2026.

Any preferential subscription rights not exercised before the end of the subscription period, *i.e.* the close of trading on 27 March 2026, shall automatically become null and void.

The New Shares will be, as from their issuance date, fully fungible with Worldline's existing shares and will be traded under the same trading line and ISIN code as Worldline's existing shares (ISIN code FR0011981968 and ticker symbol: WLN).

Note: The English-language version of this document may differ from the French-language version for regulatory reasons.

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ABOUT WORLDLINE

Worldline [Euronext: WLN] is Europe's leading operator of critical infrastructure and payment services. With a presence across the entire value chain, the group offers its customers unique expertise in processing and securing their payments, thereby promoting their growth. Worldline is leveraging its 2030 strategic plan and its technological innovation capabilities to build the European reference payment partner for merchants and financial institutions. With over 1.2 million customers, Worldline achieved €4bn revenue in 2025. 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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No communication and no information in respect of this transaction 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 securities of Worldline 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 document 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 “**EU Prospectus Regulation**”) or within the meaning of the Public Offers and Admissions to Trading Regulations 2024 (the “**POATR**”).*

*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 EU Prospectus Regulation; (ii) to fewer than 150 natural or legal persons per Member State, other than “qualified investors” (as defined in the EU Prospectus Regulation); or (iii) in any other circumstances, not requiring Worldline to publish a prospectus as provided under Article 1(4) of the EU 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 EU Prospectus Regulation, a supplement to the EU Prospectus Regulation pursuant to Article 23 of the EU Prospectus Regulation, or the publication of an Annex IX document pursuant to Article 1(4) of the EU 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 paragraph 15 of Schedule 1 to the POATR; (ii) to fewer than 150 natural or legal persons, other than “qualified investors” (as defined under paragraph 15 of Schedule 1 to the POATR); or (iii) in any other circumstances falling within Part 1 of Schedule 1 to the POATR.

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