Worldline

REGISTRATION DOCUMENT 2018

FINANCIAL REPORT 2018 INCLUDED

CONTENTS

The elements of the annual financial report are identified by the AFR symbol AFR .

Worldline

REGISTRATION
DOCUMENT
2018

INCLUDING THE 2018 FINANCIAL REPORT

AUTORITÉ DES MARCHÉS FINANCIERS AMF

This document is a full free translation of the original French text. In case of discrepancies, the French version shall prevail. The original document has been filed with the Autorité des Marchés Financiers (AMF) on March 21, 2019 in accordance with article 212-13 of the AMF's General Regulations. This document can be used for a specific financial operation, if completed by a prospectus approved by the AMF. This document has been issued by the Company and commits its signatories.

Disclaimer

By accepting this document, you acknowledge, and agree to be bound by, the following statements. This document is a free translation of Worldline's Registration Document dated March 21, 2019 (the "Registration Document"). The Registration Document, in its original French version, is publicly available on the website of the AMF **(www.amf-france.org).** Copies of the Registration Document, in its original French version, may also be obtained free of charge at Worldline's registered office, 80 quai Voltaire, Immeuble River Ouest, 95870 Bezons as well as on the website of Worldline **(www.worldline.com)**. This translation (the "Translation") is provided for your convenience only and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published in whole or in part for any purpose. This Translation has not been prepared for use in connection with any offering of securities. It does not contain all of the information that an offering document would contain. None of Worldline or any of its respective officers, Directors, employees or affiliates, or any person controlling any of them assumes any liability which may be based on this Translation or any errors or omissions therefrom or misstatements therein, and any such liability is hereby expressly disclaimed. This Translation does not constitute or form part of any offer to sell or the solicitation of an offer to purchase securities, nor shall it or any part of it form the basis of, or be relied on in connection with, any contract or commitment whatsoever. Persons into whose possession this Translation maycome are required by Worldline to inform themselves about and to observe any restrictions as to the distribution of this Translation.

Note

In this Registration Document, the terms the "Company" or "Worldline" mean the Worldline SA parent company itself.

The terms the "Group" and "Worldline Group" mean Worldline SA and its consolidated subsidiaries, collectively.

Unless otherwise indicated, the terms "Atos" and the "Atos group" mean Atos SE and its consolidated subsidiaries other than those dedicated to electronic payment and transactional services and other Worldline activities.

Information incorporated by reference

In accordance with the requirements of article 28 of EC regulation n°809-2004 dated April 29, 2004 relating to documents issued by issuers listed on markets of states members of the European Union ("Prospectus Directive"), the following elements are enclosed by reference:

- The consolidated accounts for the year ended December 31, 2016 under IFRS as adopted by the European Union;
- The related statutory auditors' report; and
- The related Group management report;

presented within the 2016 Registration Document ("Document de référence") n°R.17-032 filed with the *Autorité des Marchés Financiers* (AMF) on April 28, 2017.

- The consolidated accounts for the year ended December 31, 2017 under IFRS as adopted by the European Union;
- The related statutory auditors' report; and
- The related Group management report;

presented within the 2017 Registration Document ("Document de référence") n°D.18-0163 filed with the *Autorité des Marchés Financiers* (AMF) on March 21, 2018.

Forward-looking Statements

This Registration Document contains statements regarding the prospects and growth strategies of the Group. These statements are sometimes identified by the use of the future or conditional tense, or by the use of forward-looking terms such as "considers", "envisages", "believes", "aims", "expects", "intends", "should", "anticipates", "estimates", "thinks", "wishes" and "might", or, if applicable, the negative form of such terms and similar expressions or similar terminology. Such information is not historical in nature and should not be interpreted as a guarantee of future performance. Such information is based on data, assumptions, and estimates that the Group considers reasonable. Such information is subject to change or modification based on uncertainties in the economic, financial, competitive or regulatory environments. This information is contained in several sections of this Registration Document and includes statements relating to the Group's intentions, estimates and targets with respect to its markets, strategies, growth, results of operations, financial situation and liquidity. The Group's forward looking statements speak only as of the date of this Registration Document. Absent any applicable legal or regulatory requirements, the Group expressly disclaims any obligation to release any updates to any forward looking statements contained in this Registration Document to reflect any change in its expectations or any change in events, conditions or circumstances, on which any forward looking statement contained in this Registration Document is based. The Group operates in a competitive and rapidly evolving environment; it is therefore unable to anticipate all risks, uncertainties or other factors that may affect its business, their potential impact on its business or the extent to which the occurrence of a risk or combination of risks could have significantly different results from those set out in any forward-looking statements, it being noted that such forward-looking statements do not constitute a guarantee of actual results.

Information from third parties, expert certifications and interest declarations

Certain information found in this Registration Document comes from third-party sources. The Company certifies that this information has been, to the best of its knowledge, faithfully reproduced and that to the knowledge of the Company based on the data published or provided by these sources, no fact has been omitted that would render this information inaccurate or misleading.

Information on the Market and Competitive Environment

This Registration Document contains, in particular in Chapter B, "Worldline Positioning and Strategy", information relating to the Group's markets and to its competitive position. Some of this information comes from research conducted by outside sources. This publicly available information, which the Company believes to be reliable, has not been verified by an independent expert, and the Company cannot guarantee that a third party using different methods to collect, analyze or compute market data would arrive at the same results. Unless otherwise indicated, the information contained in this Registration Document related to market shares and the size of relevant markets are the Group's estimates and are provided for illustrative purposes only.

Risk Factors

Investors should carefully consider the risk factors in Chapter F, "Risk analysis". The occurrence of all or any of these risks could have an adverse effect on the Group's business, reputation, results of operation, financial condition or prospects. Furthermore, additional risks that have not yet been identified or that are not considered material by the Group at the date of the visa on this Registration Document could produce adverse effects.

Glossary

A glossary defining certain technical terms used in this Registration Document can be found in Chapter H.

Global Reporting Initiative («GRI»)

As part of the certification process by the Global Reporting Initiative ("GRI") of the Company's Corporate and Social Responsibility ("CSR") policy, references to the GRI codification have been inserted at the relevant sections of this Registration Document using the format [GRI-x]. These references follow the structure of the GRI Content Index presented in the Worldline CSR Report, and allow to identify GRI Standards and Specific disclosures in the Registration Document and CSR.

A

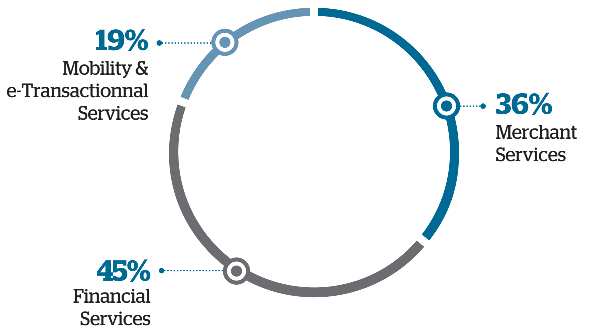
Group overview

A

A.1 Revenue profile [GRI 102-6] [GRI 201-1]

A.1.1 By Line of services

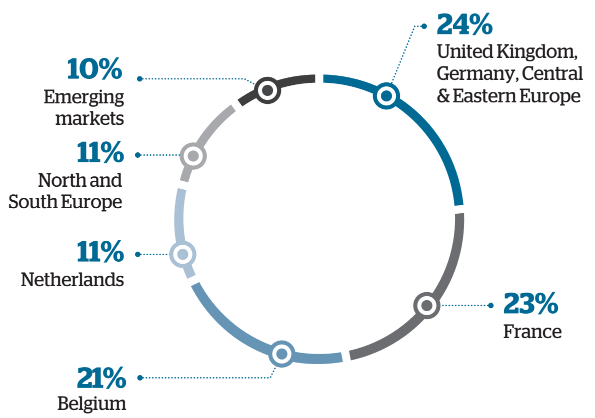
In 2018, 45% of the revenue base was generated by Financial Services contracts, 36% by Merchant Services contracts and 19% by Mobility & e-Transactional Services contracts.



(in € millions)	**2018**
Merchant Services	624.3
Financial Services	777.0
Mobility & e-Transactional Services	319.0
Worldline	**1720.2**

A.1.2 By Geographic areas [G102-4]

Europe is the Group's main operational base, generating 90% of total revenue in 2018.



(in € millions)	**2018**
United Kingdom, Germany, Central & Eastern Europe	417.9
France	396.7
Belgium	356.7
Netherlands	195.1
North and South Europe	187.5
Emerging markets	166.4
Worldline	**1,720.2**

A.2 Business profile [GRI 102-1] [GRI 102-2] [GRI 102-7]

Worldline, an Atos company, 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. A key player in the B2B2C market, the Group has over 45 years of payment systems expertise.

It operates in 32 countries, throughout Europe and in several emerging markets in Latin America and Asia (where Worldline also has a leading position in India as a payment processor and in Asia-Pacific in payment Software Licensing). Through its recent acquisition of Six Payment Services, the Group extended and reinforced its geographic presence in Europe notably in Switzerland, Austria, Germany and Luxembourg.

The Group operates across the full extended payment services value chain, providing an extensive range of merchant acquiring, payment processing and business solutions services to financial institutions, merchants, corporations and government agencies. It offers a unique and flexible business model built around a global and growing portfolio.

The Group works closely with its clients to build and run outsourced services, typically under long-term contracts where it receives fees for the initial implementation of the solution as well as recurring revenue over the life of the agreement based on business transaction volumes or transaction values. The Group's strong culture of innovation allows it to help clients enhance their existing services and harness advances in technology to create new markets and services.

As at December 31, 2018 Worldline employed c.11,500 staff worldwide and generated total revenues of € 1,720 million, OMDA of € 391 million and net income group share of € 100 million.

Worldline has **three Global Business Lines**, each with its own portfolio of services, solutions and significant opportunities for growth, that together form the foundation for the Group's business strategy:

- The **Merchant Services** includes pan-European and domestic commercial acquiring for physical or online businesses;
- The **Financial Services** global business line targets banks and other financial institutions. Its mission is to secure payment transaction processing in a challenging and evolving regulatory environment, by leveraging the Group's industrial scale processing operations and continuously providing innovations that support alternative pricing models, while taking into account new payment methods and value added services;
- The **Mobility & e-Transactional Services** global business line goes beyond traditional payment transactions, helping public transport networks, government entities and business develop new paperless digital services and evolve their business models by leveraging digital advances in mobility and data analysis and solutions originally developed in the Group's payment business.

The activity of these three business line is described in detail in Section C.

The Group operates its business through a unified worldwide strategy for carrying out contracts aimed at maximizing economies of scale by leveraging a combination of standard processes and tools, shared best practices and efficient use of global resources to deliver high quality services at competitive prices.

A.3 Interview with Gilles Grapinet [GRI 102-14]

What were the most significant business developments for Worldline in 2018?

Gilles Grapinet: 2018 was a pivotal year in shaping our model for strong, profitable and sustainable growth. We reported very solid financial results, with all our full-year objectives met.

In parallel, the major 2018 breakthrough was clearly the transformative acquisition of SIX Payment Services (SPS) which has greatly reinforced our pan-European leadership. Worldline's ambition, more than ever, is to lead the next wave of consolidation of the European payment market and the merger with SPS is a vital step forward in this regard.

Together with Marc-Henri Desportes, our Deputy CEO, I am very proud of our teams, who were able to deliver outstanding performance while actively preparing the integration of SPS, which enabled us to launch our new integrated company on December 1.

As the market leader, how important is sustainability to Worldline?

The Payment business is distinctive because it is a business rooted in the dual dimensions of trust and durability As a consequence; sustainability is not something that we can treat apart in the payments business: it is and has to be constantly a core component of our operational DNA.

Worldline's success depends on both financial and extra-financial factors and these are intertwined. Recognizing this in every aspect of our operations helps us in our mission to achieve excellence across the board. That is why we took the decision to publish an integrated report this year, to ensure that our annual reporting from now on reflects our approach to meeting our financial and Corporate Social Responsibility objectives.

In 2018, facing growing stakeholder expectations amidst a world of uncertainties, imbalances and tensions, Worldline continued to progress toward its TRUST 2020 objectives, our roadmap for long-term improvement in corporate social responsibility, and the related KPIs.

What are Worldline's priorities in terms of sustainability?

We have very high levels of responsibility towards our stakeholders to provide high quality, reliable and secure services with innovative solutions that bring value to our customers, to be a responsible employer, apply our business ethics throughout our supply chain and optimize the eco-efficiency of our data centers and offices with ideally zero impact in terms of CO2 emissions.

During the past year, we have remained focused on ensuring the robustness and quality of our systems, knowing that we are responsible for a critical service that impacts millions of citizens. This includes being at the forefront of the ongoing fight against threats to privacy and data integrity. Our constant efforts to improve security, to create value for customers and offer sustainable solutions depend on our capacity for innovation. Here again, we recognize a broader responsibility: ensuring that everyone has affordable access to payments, which are now a basic need for individuals across the world.

What is Worldline doing to meet tomorrow's challenges?

In line with our commitment to sustainability, innovation within Worldline must be driven in a way that fits with society and provides real business value to all market participants while mitigating the environmental impacts of delivering billions of electronic transactions every year with spectacular growth. Our payment solutions are transforming the way people live and interact with one another, shaping a future built on trust, openness, greater transparency and more opportunities for everyone to use their money more safely and more conveniently. In the world of Payments, innovation is more incremental than disruptive, and we are constantly reinforcing our R&D capabilities and investing in talented individuals, enabling us to develop ground-breaking solutions that will help deliver all the environmental and anti-fraud benefits of the cashless society.

What are Worldline's ambitions for 2019?

Strengthened by our acquisition of SIX Payment Services, we are by far the payment leader in Europe, delivering strong revenue growth, profitability and sustainable cash flow generation. After having doubled in size and geographic reach over the last four years, we will fully leverage our leadership position, focusing on new large outsourcing deals and bank alliances, growing online and omni-channel cross-border payments, and swiftly executing our SPS synergy plans.

Based on our recognized track record, Worldline intends to reinforce its position as a premium brand for customers, employees and key talents and there is no doubt that we are the long-term payment partner to European banks and merchants.

Thanks to our strategic flexibility and proven ability to shape tailor-made M&A transactions, we will maintain an absolute priority and focus, in parallel with the SPS integration, on the next wave of European payment consolidation opportunities.

Last, of course, the Atos project to distribute 23.4% of Worldline's share capital to Atos shareholders, if approved by Atos' shareholders at their Annual General Meeting planned for April 30 2019, would only further enhance our ability to take advantage of the numerous consolidation opportunities that lie ahead.

Gilles Grapinet, Chief Executive Officer

A.4 Persons responsible

A.4.1 Name and position of the person responsible for the Registration Document [GRI 102-53]

Mr. Gilles Grapinet, Chief Executive Officer of the Company.

A.4.2 Certification of the person responsible for the Registration Document

I hereby certify, having taken all reasonable steps to this end, that the information contained in this Registration Document is, to the best of my knowledge, in accordance with the facts and there is no material omission which would lead to misrepresentation.

I hereby certify that, to the best of my knowledge, the financial statements have been prepared in accordance with the applicable accounting standards and give a true and fair view of the assets, liabilities, financial position and results of the Company and all the other companies included in the scope of consolidation, and that the management report (here attached) gives a fair description of the material events, results and financial position of the Company and all the other companies included in the scope of consolidation, as well as a description of the main risks and contingencies with which the Company may be confronted.

I have obtained from the statutory auditors a letter of completion of their work (Lettre de fin de travaux) in which they state that they have verified the information relating to the financial situation and accounts presented in this Registration Document, and have read the Registration Document in its entirety.

Gilles Grapinet

Chief Executive Officer

Bezons, March 21, 2019

A.4.3 For the audit

Statutory auditors	Substitute Auditors
Deloitte & Associés Véronique Laurent • Appointed on: June 30, 1997 renewed on March 29, 2004, May 28, 2010 and May 26, 2016. • Term of office expires: at the end of the Annual General Meeting held to adopt the 2021 financial statements	**Cabinet BEAS** • Appointed on: June 30, 1997 renewed on March 29, 2004, May 28, 2010 and May 26, 2016. • Term of office expires: at the end of the AGM held to adopt the 2021 financial statements
Grant Thornton Virginie Palethorpe • Appointed on: April 30, 2014 for a term of 6 years • Term of office expires: at the end of the Annual General Meeting held to adopt the 2019 financial statements	**Cabinet IGEC** • Appointed on: April 30, 2014 for a term of 6 years • Term of office expires: at the end of the AGM held to adopt the 2019 financial statements

Deloitte & Associés is a member of the *Compagnie Régionale des Commissaires aux Comptes de Versailles* (the Regional Association of Auditors of Versailles).

Grant Thornton is a member of the *Compagnie Régionale des Commissaires aux Comptes de Versailles* (the Regional Association of Auditors of Versailles).

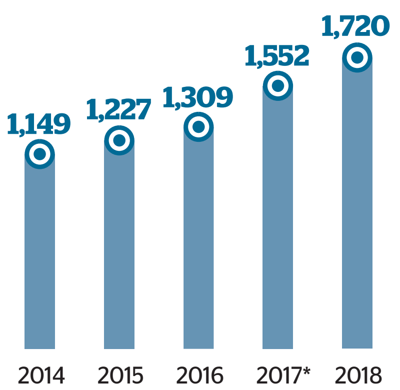
BEAS is a member of the *Compagnie Régionale des Commissaires aux Comptes de Versailles* (the Regional Association of Auditors of Versailles).

IGEC is a member of the *Compagnie Régionale des Commissaires aux Comptes de Versailles* (the Regional Association of Auditors of Versailles).

A.5 Worldline in 2018 [GRI 102-7]

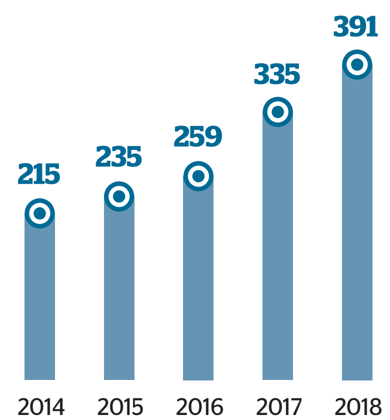
A.5.1 Key graphs

5-YEARS REVENUE EVOLUTION *(IN € MILLION)*



** December 31, 2017 adjusted to reflect change in presentation disclosed Section E.4.7.2 "Basis of preparation and significant accounting policies"*

5-YEARS OMDA EVOLUTION *(IN € MILLION)*



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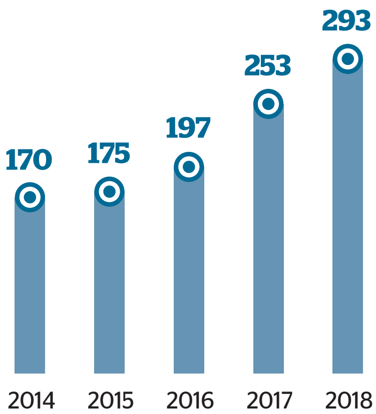
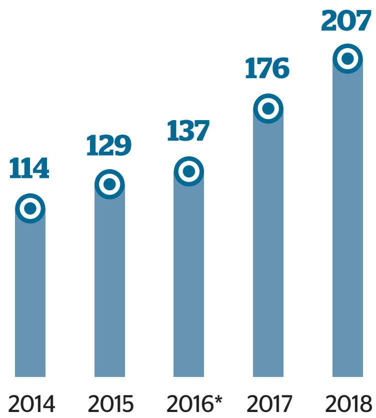
5-YEARS OPERATING MARGIN EVOLUTION *(IN € MILLION)*

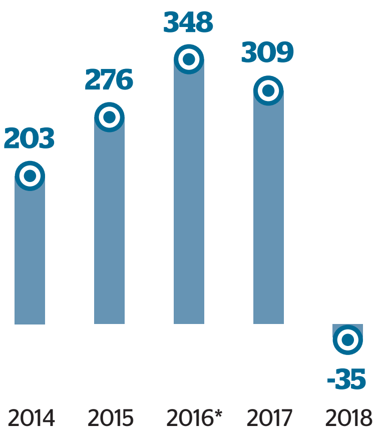


5-YEARS NET CASH EVOLUTION *(IN € MILLION)*



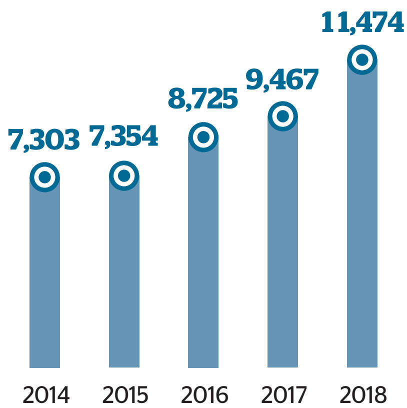
** December 31, 2016 adjusted to reflect the change in presentation disclosed in Section E.4.7.2 "Basis of preparation and significant accounting policies" of the 2017 Registration Document.*

5-YEARS FREE CASH FLOW EVOLUTION *(IN € MILLION)*



** December 31, 2016 adjusted to reflect the change in presentation disclosed in Section E.4.7.2 "Basis of preparation and significant accounting policies" of the 2017 Registration Document.*

5-YEARS EMPLOYEE EVOLUTION



A.5.2 2018 key achievements

January

January 9, 2018

Contract extension: equensWorldline is ING-DiBa's preferred partner for card business

Worldline and ING-DiBa are extending their partnership to the end of 2020. equensWorldline, a subsidiary of Worldline specializing in payment transactions, handles the technical processing of more than two million Visa debit cards and supports the bank in implementing its comprehensive *Digital Banking* strategy. In addition, equensWorldline supports the chargeback services, fraud management, as well as technical handling of the payment process at around 1,300 ING-DiBa ATMs.

January 13, 2018

PSD2 – a goldmine of opportunities

The Revised Payment Services Directive, PSD2, came into force across the EU. On this occasion, Worldline's CEO Gilles Grapinet speaks in a new interview about the huge opportunities for banks, large retailers, and fintechs with PSD2, and especially points out that the banks need to realize that only complying with the PSD2 can lead to missing out on 90% of the potential offered by the new directive.

January 22, 2018

Worldline delivers e-commerce solution for Brussels Airlines in India where electronic payments have doubled since last year

The European carrier Brussels Airlines, which extended its operations to India in March 2017 with a non-stop flight between Brussels and Mumbai, has selected Worldline, to develop an e-commerce solution for Indian passengers. As electronic payments have doubled in India since last year, the possibility to book and pay flights online is a direct answer to a growing demand in the Indian market and will contribute to boosting the Indian and Belgian economies, while encouraging tourism and trade between the heart of Europe and India.

February

February 1, 2018

Worldline digital partner of the polar expedition *Under The Pole III*

Worldline pushes the boundaries of innovation by becoming the digital partner of the *Under The Pole III* polar expedition supported by the Explore fund of Roland Jourdain. This third adventure of the Under the Pole expedition series is dedicated to an underwater exploration of the deep ecosystems of the "Twilight Zone". Worldline offers *Under The Pole* its highly secure virtual hosting solutions, available in real-time, to accelerate scientific research.

February 20, 2018

2017 annual results

At constant scope and exchange rates, Worldline revenue stood at **€ 1,593.9 million** representing an organic growth of **+4.0%** compared with 2016. Revenue growth in H2 2017 (+6.3%) accelerated sequentially as planned compared with the growth rate reported in H1 2017 (which was +1.7%), as the negative comparative effect arising from the termination of the RADAR contract in June 2016 ended in June 2017.

The Group's **OMDA** improved by **+240 bp**, reaching **€ 335.4 million** or 21.0% of sales, well in line with the revised target set in July 2017 and exceeding the objective initially set in February last year of between 20.0% and 20.5%.

Normalized net income[(1)] stood at **€ 144.1 million** and progressed by **+13.1%**. **Net income Group share** stood at **€ 105.5 million**, decreasing by € 38.6 million compared with 2016, which included the exceptional profit from the disposal of the Visa Europe share.

Normalized diluted earnings per share[(2)] was **€ 1.08** in 2017, compared with € 0.96 in 2016 (+12.5%).

Free cash flow in 2017 was **€ 176.0 million** and increased by **+28.9%** compared with 2016.

Net cash reached **€ 309.1 million** decreasing by **€-38.6 million** compared with the net cash position as at December 31, 2016:

- This net cash position was adjusted by €-51.2 million to reflect the presentation of assets and liabilities related to intermediation activities[(3)], as already disclosed in the June 2017 consolidated financial statements;
- It also includes the net disbursement related mainly to the acquisitions of Digital River World Payments, First Data Baltics, MRL Posnet and Diamis for € 220.1 million.

February 26, 2018

Worldline achieves industry first with CB MPA 5.5 certification for its VALINA terminal to guarantee acceptance of contact and contactless payments

Worldline was recently awarded an industry-first certification for the acceptance of contact and contactless payments delivered in France by Groupement des Cartes Bancaires CB, for its unattended payment terminal VALINA.

(1) The normalized net income excludes unusual and infrequent items (net of tax).

(2) EPS including the impacts of potentially dilutive instruments, calculated on the net income Group share adjusted for non-recurring items (Group share), net of tax.

(3) Please refer to note Accounting rules and policies to the half-year 2017 Consolidated Financial Statements.

February 28, 2018

Total launches TOTAL eWallet, an innovative service station payment service in conjunction with Worldline

Total, in collaboration with Worldline, launches the TOTAL eWallet, a 100% digital and connected solution to enable customers to fill up and pay for purchases through their mobile in just a few clicks. This innovation was presented at the Mobile World Congress, which brings together all the major players in the mobile sector in Barcelona from February 26 to March 1.

March

March 1, 2018

Bureau Veritas launches Origin, the world's first blockchain-based complete food traceability solution

Bureau Veritas launches Origin, the world's first traceability label to give consumers a complete end-to-end proof of a product's journey, from farm to fork. This solution was presented to an international audience on March 5, 2018 in Tokyo, at this year's Global Food Safety Conference.

March 20, 2018

equensWorldline will process de Volksbank's instant payments

De Volksbank has chosen equensWorldline SE, a subsidiary of Worldline to process its instant payments transactions. De Volksbank is the fourth largest bank in the Netherlands, and will be one of the first Dutch banks to offer instant payments to its clients which are supported by the Instant Payments Back-Office Processing service of equensWorldline. The contract will initially be for five years.

Worldline wins a PayFORUM Award 2018 in the "API" category for its WL *Digital Banking* Platform solution The WL Digital Banking Platform solution has been developed and deployed since 2011 by equensWorldline, a subsidiary of Worldline.

March 27, 2018

A first in France: the contactless payment card becomes a ticket in Dijon's trams

Dijon Métropole, Keolis, the Caisse d'Epargne de Bourgogne Franche-Comté, Visa and Worldline announce the launch of a new innovation in the field of open payment for public transport in Dijon. For the first time in France, when passengers (tourists, occasional travellers, regular passengers who have forgotten their ticket, etc.) board a tram, they will now be able to **pay for their journey with a contactless payment card, regardless of their bank**. This innovation, available throughout Dijon's two tram lines, will be extended to the city's bus routes in a second phase.

This new open payment solution enables users to avoid queuing and purchasing tickets from vending machines. All they have to do is board the trams and validate their journey by tapping their contactless payment card on the validation terminal provided for this purpose. They can then travel with total peace of mind, knowing that they always pay the lowest price for their journeys and will not have to present a paper ticket to controllers.

April

April 23, 2018

Worldline developed an IoT pilot for the European Commission's AGILE innovation project with Tento

Worldline is participating in the European Commission's AGILE innovation project, whose objective is to develop a platform for the management of IoT (Internet of Things) devices. The goal is the creation of a modular and multiprotocol gateway, which will allow the deployment of multiple IoT devices in a simple and centralized manner. For this, Worldline has developed a pilot for the retail sector. This pilot aims to demonstrate how IoT technology can improve the customer experience in a shop.

April 24, 2018

First quarter 2018 revenue

Revenue was **€ 394.1 million**, representing an organic growth of **+5.8%** at constant scope and exchange rates compared to the first quarter of 2017. All three Global Business Lines contributed to the revenue growth.

Merchant Services revenue for the quarter reached **€ 138.1 million**, an improvement of €+8.1 million or **+6.3%** organically compared to Q1 last year. Both divisions contributed to the increased revenue.

Financial Services first quarter revenue stood at **€ 178.4 million,** an organic increase of €+9.6 million or **+5.7%** compared to Q1 2017. All four business divisions contributed to this growth.

Mobility & e-Transactional Services revenue reached **€ 77.6 million**, an organic improvement of €+3.8 million or **+5.1%** compared to last year, thanks to *Trusted Digitization* and *e-Consumer & Mobility* services, while e-Ticketing revenue decreased.

May

May 3, 2018

Worldline is on track to achieving its CSR TRUST 2020 objectives

Worldline announces it has already achieved close to 40% of its TRUST 2020 objectives in just two years, as measured by the 14 concrete Key Performance Indicators (KPIs) related to its CSR main strategic challenges in the areas of services availability, sustainable innovation, customer satisfaction, security, data protection, talent attractiveness, responsible procurement and environment. In setting its TRUST 2020 objectives two years ago, Worldline sought to put "Trust at the heart of everything we do", making CSR a transformative vehicle to mobilize the entire Company in order to implement the associated action plans and initiatives.

May 15, 2018

Strategic partnership between Worldline and SIX consolidating European payments

Worldline and SIX announce today that they have signed an agreement to enter into a strategic partnership where Worldline would acquire SIX Payment Services, the payment services division of SIX, for a consideration of € 2,303 million[(1)] (CHF 2,750 million) as further detailed in Section A.2.1

May 16, 2018

Worldline has been awarded by the United Nations Global Compact France for the best 2017 Communication On Progress in the large company category

Through this award, the Global Compact highlighted the quality, the transparency and the exhaustiveness of its extra-financial communication and the progress made to embed and promote the UN Global Compact principles into its Corporate Social Responsibility (CSR) approach throughout its entire value chain. This new recognition confirms and reinforces the Company's leadership in sustainability related matters, strongly supported by its TRUST 2020 program.

May 24, 2018

Worldline's Combined General Meeting

Worldline held 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 parent company and the consolidated accounts for the financial year ending December 31, 2017.

The General Meeting also renewed the Directors' terms of office of Ms. Danielle Lagarde, Ms. Sophie Proust and Mr. Gilles Arditti for a period of three years. Following the renewal of the Directors' terms of office, the Board of Directors held after the General Meeting decided to confirm the composition of the Board's Committees.

The General Meeting approved the elements of compensation and benefits paid or awarded to Mr. Gilles Grapinet, Chief Executive Officer, for the financial year ending December 31, 2017 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 Senior Executive Officers for the financial year ending December 31, 2018.

May 28, 2018

G+D Mobile Security and Worldline Cooperate to Increase Security in IoT and Industry 4.0 Applications

Today, G+D Mobile Security announced that it signed a Memorandum of Understanding with Worldline, the European leader in payments and transactional services, to cooperate in the field of Industrial IoT (IIoT) security. As part of this agreement, G+D Mobile Security's product "CPS (Cyber Physical System) Protect" will be integrated in the Codex Connectivity Platform (CCP) by Worldline to act as a gatekeeper and security solution for devices that connect to the platform.

May 29, 2018

Worldline launch its Instant Payments software package with BRED

BRED has selected CRISTAL Instant Payments licensed software package from Worldline for the implementation of its Instant Payment platform.

June

June 4, 2018

Worldline partners with Adobe for Cloud Based Digital Signature services

Worldline today announced it has joined the Adobe Cloud Signature Partner Program, enabling users to digitally sign documents within Adobe Acrobat and Adobe Sign using Worldline certificates and to conduct transactions on any device easily and securely, while complying with the strictest legal requirements.

June 5, 2018

E-Payments Challenge: Worldline invites Fintech companies to its first ever external Hackathon

Worldline officially announces its first e-Payments Challenge Hackathon today at Europe's largest Fintech event, Money20/20. This initiative aims at co-innovating with customers and fintechs to concretize the future of payments today: how will we pay in 5 years? With this concept, Worldline wants to collaborate with external fintech companies to develop tomorrow's e-payment solutions in P2P, C2B, B2B and B2C.

June 12, 2018

Central Bank of Aruba contracts equensWorldline to bring Instant Payments to the island

The Central Bank of Aruba (CBA) contracted equensWorldline SE to provide a new central infrastructure replacing the current CBA clearing & settlement system. With the implementation of the new Instant Payments CSM, Aruba will leapfrog to Instant Payments by completely switching from traditional payment processing to the new Instant Payments infrastructure per January 2019. As a result, as of 2019, all interbank payments in Aruban florin initiated on Aruba will be instantly processed 24/7/365. The contract with equensWorldline will initially be for a period of five years.

June 18, 2018

Worldline confirms its leading position in CSR

Worldline has just released its 2017 Corporate Social Responsibility Report, highlighting its commitment to the United Nations' Sustainable Development Goals. This report has been published in accordance with the highest reporting standards and the "Comprehensive" option guidelines of the Global Reporting Initiative (GRI) Standards, testifying to the quality, the transparency and the exhaustiveness of the Company's extra-financial reporting.

(1) 1 euro = 1.194 Swiss franc.

June 27, 2018

Commerzbank uses equensWorldline's technology and expertise to launch Google Pay in Germany

equensWorldline is supporting Commerzbank with technology based on its mobile payment platform for the launch of Google Pay, Google's mobile payment system, in Germany. As of June 26, 2018 Commerzbank customers will be able to use the new service.

July

July 13, 2018

Worldline obtains its "pan-European" Third Party Provider (TPP) license from the National Bank of Belgium and strengthens its position as a major payment service provider in Europe

Brussels

Worldline has obtained two new licenses, linked to the PSD2, from the National Bank of Belgium enabling the Company to become a Payment Initiation Service Provider (PISP) and an Account Information Service Provider (AISP). These licenses will be immediately extended to the other countries in the European Economic Area.

July 21, 2018

Release of H1 2018 results changed to Monday July 23, 2018 at 6:30 am (CET-Paris)

As Atos will publish its H1 results on Monday July 23, 2018 at 6:30 am (CET-Paris), Worldline will also release its H1 results on Monday July 23, 2018 at 6:30 am (CET-Paris).

July 23, 2018

Commerzbank and equensWorldline form a strategic partnership for Payments Processing

equensWorldline today announces a strategic partnership with German banking and financial services company, Commerzbank. The partnership will see equensWorldline process all SEPA (Single Euro Payments Area), instant, multi-currency, and domestic payments for Commerzbank, for a period of ten years.

First Half 2018 results

Worldline today announces its 2018 first half results:

- Revenue: € 819 million, up +5.8% organically;
- OMDA: € 179 million, 21.9% of revenue and up +120 bp;
- Free cash flow: € 103 million, +16.6%;
- Net income group share: € 57 million, up +12.6%;
- Major contract signed with Commerzbank on payment processing;
- Closing of the acquisition of SIX Payment Services well on track for the end of the year.

July 30, 2018

Spotify accepts new payment method in Brazil with solution by Worldline and EBANX

Spotify has just released a new payment method for its users in Brazil. Now, Brazilians will be able to pay for Spotify Premium by using their debit card. The solution for Spotify to accept this payment option was developed by Worldline, the European leader in the payments and transactional services industry that offers different payment solutions worldwide and EBANX, a global fintech company based in Brazil that offers Brazilian and other Latin American local payment methods to global merchants.

Aviation Company Primera Air partners with Worldline to innovatively process its e-commerce transactions

Primera Air, a fast-growing Nordic low-fare long-haul airline, selected e-commerce payment services and POS terminal solutions provider Worldline as its long-term partner for its end-to-end e-commerce solutions. Both parties reached an agreement on May 23, the collaboration officially taking off on May 29. The efficient and advanced partnership with Worldline allows Primera Air to keep their costs as low as possible, supporting their low-cost strategy to the fullest, while extending and improving its passengers' payment options.

August

August 3, 2018

Buy-back program limited to 930,000 shares

Worldline SA hereby announces the implementation from August 3, 2018, of an irrevocable mandate with an independent financial services provider, for the purpose of buying back its shares up to a maximum of 930,000 shares until March 31, 2019, for a maximum purchase price of € 65.50 per share in accordance with the 10th resolution approved by the Combined General Meeting of May 24, 2018. These shares are intended to be delivered to beneficiaries of performance shares plans, share purchase plans or stock-option plans.

August 28, 2018

Worldline supports comdirect and Visa with contactless payment experience at beach volleyball event

Enjoy first-class sports on the beach and pay for refreshments without using cash – that's possible during an important national sports event at the end of August. In a joint project with comdirect bank AG and Visa, Worldline is bringing contactless payments to Timmendorfer Strand from August 31 to September 2, 2018.Thousands of visitors will be able to test wearable contactless payments at all participating stalls during the event.

August 29, 2018

BIT4YOU is the first Belgian exchange platform for bitcoins

BIT4YOU has launched the first Belgian exchange platform for cryptoassets, of which bitcoin is the best-known example. The launch marks a new development in the world of Belgian fintech. The CEO Sacha Vandamme, a 24-year-old computer scientist, officially opened the platform today in the presence of Deputy Prime Minister and Minister of the Digital Agenda Alexander de Croo. De Croo had the honour of performing the first transaction.

September

September 4, 2018

Availpro partners with Worldline to offer leading e-commerce and payment solutions to hoteliers worldwide

Availpro, Europe's leading technology provider for hotel distribution, now cooperates with Worldline to provide hoteliers with a full omnichannel solution regarding e-commerce payment services. Availpro's hotel customers and their guests around the globe benefit from a secure and seamless booking payment solution. To name a few benefits, this partnership allows multicurrency payment and excludes any risk of double or fraudulent booking. On top of that, hotels can optimize their payment fee when direct settlement is reached.

September 13, 2018

Payment co-innovation: Worldline invites Fintechs to invent together the future of payments by participating in its first e-Payments Challenge

Worldline is organizing its first Hackathon the "e-Payments Challenge" which will be held in Paris from September 26 to 28. It is a large-scale event which offers fintechs the opportunity to work and co-innovate with the leaders in their industries and aims to invent the future of payments.

September 24, 2018

Banco BPM selects CRISTAL

Instant PaymentsBanco BPM has selected CRISTAL licensed software package from Worldline for the implementation of its Instant Payment platform.

Worldline delivers Tiffany & Co's first ever luxury vending machine in the UK

Worldline has successfully delivered the first UK unattended VALINA payment terminal, the world's first all-in-one Android-based payment terminal for contactless, chip and mag stripe transactions.

October

October 2, 2018

Co-innovation for payments

Worldline rewards the fintechs CopSonic and iBilly for the solutions they created during the e-Payments Challenge which just took place in Paris from the 26th to the 28th of September. Gilles Grapinet, Worldline CEO, and Marc-Henri Desportes, Deputy CEO, handed the prizes to the winners at the end of the Challenge on Friday the 28th of September.

October 3, 2018

Worldline maintains its position as one of the top 1% of the most invested companies in terms of Corporate Social Responsibility (CSR)

Worldline is proud to receive, for the third year in a row, the "Gold" level awarded by the independent extra-financial assessment organization EcoVadis. With a significant 5-point progression in the global ranking, Worldline has recorded an overall score of 81/100, confirming its progress in CSR performance and its long-term commitment to sustainable development.

October 19, 2018

2018 Banque & Innovation awards

Worldline won 3 awards for its WL 1-Click Card *Issuing Processing* et WL Mobile Intrusion Protection solutions at the 2018 Banque & Innovation fair which just took place in Paris. This event gathered banking and retail professionals to study the current trends in banking and evaluate the latest technological innovations which will impact customers.

October 22, 2018

Worldline's Combined General Meeting convened for November 30, 2018 for the closing of the acquisition of SIX Payment Services by Worldline

Following the execution on October 18, 2018 between Worldline and SIX Group AG of the contribution agreement relating to the acquisition of SIX Group AG's payment services division by Worldline, the Board of Directors of the Company convened a Combined General Meeting in order for Worldline's shareholders to approve, in particular, the contribution and the issuance of shares to SIX Group AG as consideration for the contribution of their payment business.

Third quarter 2018 revenue

Worldline announced its revenue for the third quarter of 2018:

- Revenue: € 411 million;
- Up +6.3% organically;
- Update on SIX Payment Services acquisition:
- Combined General Meeting of Shareholders convened for November 30, 2018;
- "Day-1 Readiness" pre-integration program well on track.
- All 2018 objectives confirmed.

October 25, 2018

Worldline ranked as a "strong performer" in Global merchant payment providers by independent research firm

Worldline has been ranked among the select companies that Forrester evaluated within its Global merchant providers market analysis : "The Forrester Wave™: Global Merchant Payment Providers, Q4 2018."

October 31, 2018

Acquisition of SIX Payment Services by Worldline: Publication of the information document (Document E)

Worldline announces the publication of the information document (Document E) in connection with the contemplated contribution by SIX Group AG of its payment services division.

November

November 5, 2018

HotelsPro, the leading online reservation platform for travel professionals, partners with Worldline and Paytrek for end-to-end payment solutions

Worldline partners with Paytrek and HotelsPro, the leading interactive and online reservation platform for travel professionals. The collaboration focuses on end-to-end payment solutions where Paytrek acts as a reseller of Worldline's payment terminals and acquiring services, allowing travel agents and hotel customers around the world to have a secure, cost-effective and seamless booking payment solution.

November 21, 2018

equensWorldline successfully launches TIPS Gateway service

equensWorldline SE successfully launched its TIPS Gateway service, with several internationally operating tier 1 and tier 2 banks going live in the first half of 2019. With the equensWorldline TIPS Gateway service, banks have the benefit of a single interface for Instant Payments for both the equensWorldline Instant Payments CSM and its EACHA Instant Payments Interoperability links, as well as for their connection towards the TARGET2 Instant Settlement solution offered by the Eurosystem. The launch of the TIPS Gateway service seamlessly fits with equensWorldline's ambition to support the market in the easy and cost-effective implementation of Instant Payments.

November 28, 2018

equensWorldline to process de Volksbank's Multi-Currency Payments

De Volksbank, the fourth largest bank in the Netherlands, has chosen equensWorldline SE to process its Multi-Currency Payment transactions. This step consequently follows de Volksbank's strategy to strengthen their focus on delivering value-added services to their customers even further and move the processing of their non-euro payments to equensWorldline as a highly reliable, future-proof and efficient payments service provider. Last March the bank already selected equensWorldline as their Instant Payments Back-Office Processing partner. The contract will initially be for five years.

November 30, 2018

Closing of the acquisition of SIX Payment Services After approval by the Combined General Meeting of Worldline

Worldline has closed today the acquisition of SIX Payment Services as approved by its shareholders during the Combined General Meeting held today.

Worldline launches the employee shareholding plan for 2018

Worldline 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).

December

December 6, 2018

Contactless payment is THE trend in 2018

Contactless payment is THE trend in 2018. This is the conclusion reached by Worldline based on electronic transaction figures – and not unduly, because the number of contactless payments has gone up sevenfold in a year's time. In October 2017, Belgians ticked their smartphones or Bancontact bank card nearly 600,000 times against a payment terminal. In October 2018, more than 4 million such transactions were conducted. With the year-end period in sight, Worldline is, together with the leading payment schemes, encouraging consumers to pay for their Christmas shopping contactless. It is safe, fast and easy.

December 10, 2018

Worldline leads at European level the M-Sec project, based on security mechanisms with multiple layers in the environment of smart cities

Worldline has signed the contract for the realization of the M-Sec project - "Multilayer security technologies to guarantee smart connected cities". It is jointly financed by the research and innovation program Horizon 2020 of the European Union and by the National Institute of Information Technology and Communications (NICT) of Japan.

December 11, 2018

SRI GAÏA INDEX: Worldline scores 87/100 and confirms a steady improvement of its extra-financial performance

Worldline announces that it has obtained a score of 87/100 as part of its evaluation by the Gaia Rating, which distinguishes the most successful French companies in terms of Corporate Social Responsibility (CSR).

December 17, 2018

Ile-de-France Mobilités chooses the Worldline and Conduent consortium to build the central system of the "Smart Navigo" (Ile-de-France Transport Pass)

Launched in 2016 by Valérie Pécresse, the Smart Navigo program's first objective is to make life easier for Ile-de-France residents by making the most of new technologies. Smart Navigo will develop new Navigo products next year to gradually replace subway tickets with contactless methods. Ile-de-France Mobilités also wants to democratize tickets' online purchasing and to develop the use of smartphones either as a way to recharge the Navigo card (in lieu of vending machines), or directly as a validation method. Navigo will also be able to support new mobility services such as access to car parks.

December 21, 2018

Worldline successfully signs a five-year € 600 million revolving credit facility

Worldline announces it has signed a five year revolving credit facility (the "Facility"), for an amount of € 600 million, maturing in December 2023, with an option for Worldline to request the extension of the Facility maturity date until December 2025.

A.6 Group presentation [GRI 102-1] [GRI 102-3] [GRI 102-6]

A.6.1 Formation of the Group [GRI 102-10] [GRI 102-45]

The Group is one of the leading European providers of electronic payment and transactional services and one of the largest such providers worldwide.

The origins of Worldline's business date back to 1973, when Sligos, a company formed in 1972 and majority-owned by Crédit Lyonnais, was awarded the first contract in history to process card-based banking transactions at the time the Carte Bleue credit card system was implemented in France. After its initial public offering in 1986, Sligos expanded internationally. In 1997, it merged with Axime, also a listed company.

The Axime group had been formed in 1991 and became a major player in the rapidly consolidating information technology services industry (*sociétés de services en ingénierie informatique*, or "SSII"). The Axime group resulted from the merger of (i) SEGIN (electronic banking, telematics); (ii) SITB (banking and financial market transaction management); (iii) SODINFORG (later renamed SEGIN) (electronic banking and personalization of payment support). Customer relations centers and payments services functions were then regrouped within the Axime Services division, while the Axime Multimédia division took over the telematics activities.

In 1997, Atos was created through Axime's merger with Sligos. The Worldline Group's activities initially arose out of these two entities. The Axime Multimédia division was contributed to Axime Télématique Multimédia, which then took the name Atos Multimédia. Axime's electronic banking and processing division and Sligos' payment and electronic banking activities division were contributed to the company Flow, which then took the name Atos Services. Atos Services was later renamed Atos Origin Services following the merger with Origin in 2000.

On December 31, 2003, Atos Origin Services became Atos Worldline, when the various Atos Origin businesses relating to payment and electronic transactional services were merged. Atos Origin Multimedia was merged into Atos Worldline. Worldline also includes the Atos Origin Processing Services division in Germany (renamed Atos Worldline Processing GmbH in April 2004) and Atos Worldline Produits Solutions Intégration in France, which resulted in the 2005 contribution of the payment solutions business, which had previously been held by Atos Euronext SBF (with which it merged in 2008). At that time, Atos Worldline operated primarily in France and in Germany, becoming a leader in high-tech transactional services, or "HTTS". In 2010, Atos Origin Processing GmbH became a wholly owned subsidiary of Atos Worldline.

In the United Kingdom, the Group's presence in transactional activities, in particular relating to private label cards for the hotel and petrol sectors, resulted from the 2000 merger with Origin. Atos Origin's 2004 acquisition of the bulk of SchlumbergerSema's information services business further strengthened its transportation (primarily railroad) business.

In 2006, Atos Worldline extended its scope of activity in Belgium by acquiring Banksys and Bank Card company (BCC), companies specialized in payment solutions and systems, thereby becoming a major player in the Belgian payments market, in particular through its role as operator of the Bancontact payment scheme.

Since 2009, the Atos group's payment services strategy has consisted in deploying its HTTS business internationally, initially in Europe – in particular in Germany, Belgium, Spain, the Netherlands, and the United Kingdom – and later in Asia. The Atos group has leveraged its established presence in traditional information technology services to organically develop its HTTS business, while also growing through acquisitions, such as the 2010 acquisitions of Shere Ltd., a UK solutions provider, and Venture Infotek, an independent player in the Indian market and payment sector leader. The acquisition of Venture Infotek strengthened the Atos group's core payment services business and enabled it to penetrate one of the fastest-growing payment markets in the world. Atos also pursued expansion of its HTTS services in the Asia-Pacific region.

In July 2011, the Atos group acquired Siemens IT Solutions and Services (SIS), a significant European SSII belonging to the German group Siemens AG, which resulted in the contribution of several of the German conglomerate's information technology entities. Through this transaction, Worldline Group primarily acquired SIS's Mobility & e-Transactional Services business ("MeTS") in the United Kingdom, Chile and Argentina.

With the 2012 acquisition of the Dutch company Quality Equipment BV, which had been a commercial partner of the Group's for fifteen years, Worldline acquired a key player in the Dutch electronic payment market, in particular in the sales, restaurant and parking sectors.

After announcing in February 2013 its intention to spin off all of its electronic payment and transactional services activities into a single subsidiary named Worldline, Atos announced in July 2013 that it had completed the project.

Worldline completed its initial public offering in June 2014 and the first listing of Worldline's shares on Euronext Paris occurred on June 27, 2014. The settlement and delivery of shares offered in Worldline's initial public offering occurred on July 1, 2014. Following the initial public offering, all entities of the Group removed the reference to Atos in their corporate names.

The Worldline Group has finalized on September 30, 2016 an agreement with the Equens group in order to join forces to reinforce the Worldline's leadership in payment services in Europe. This transaction provides the enlarged Worldline Group with an extensive pan-European reach, with leading positions and a strong commercial presence in key countries (France, Belgium, The Netherlands, Germany, Italy, Nordics). This transaction was structured in two steps:

- A share transaction for the Financial Processing activities, through a merger of the respective activities of the two groups in Europe to create "equensWorldline", which is 63.6% controlled by Worldline and 36.4% by the former shareholders of Equens;
- The acquisition of Paysquare, the Commercial Acquiring subsidiary of Equens.

Through these transactions, the Worldline Group benefited from a unique Pan-European footprint and has increased its revenue size on a full year basis by c.+25%, out of which c.+40% in Commercial Acquiring and c.+65% in Financial Processing.

Under the shareholders' agreement, from 2017, Worldline benefits notably from pre-emptive rights in case a minority shareholder of equensWorldline decides to sell its stake and also from a call option exercisable in cash or in shares earliest in 2019 on all the shares owned by minority shareholders.

As part of its expansion strategy in Merchant Services & Commercial Acquiring, Worldline SA/NV entered on September 30, 2016 into an agreement with Komercni Banka (KB), subsidiary of the Société Générale group and one of the leading banks in the Czech Republic, purporting to the acquisition of a 80% shareholding in Cataps s.r.o., Commercial Acquiring subsidiary of Komercni Banka for credit or debit cards, operating under the brand KB SmartPay. On February 27, 2018, Worldline SA/NV increased its shareholding in Cataps s.r.o. to 99%.

Worldline's strategy of becoming an active industrial consolidator within the European payment market and active on M&A activities globally was reinforced in 2017 with the acquisition of:

- First Data's subsidiaries in Lithuania, Latvia, Estonia. The leading financial processor in the Baltics, providing to the main Baltic banking groups and also to some banks in the wider Nordic region;
- Digital River World Payments (DRWP), a leading online global payment service provider;
- MRL Posnet payment service provider notably Operating an innovative and state-of-the-art terminal management platform on behalf of 18 Indian banks;
- Diamis editor of the Cristal software that is used by many leading European banks in order to manage SEPA and domestic mass payments as well as the intra-day liquidity for interbank payments and securities trading.

Finally on November 30, 2018 Worldline finalized the major acquisition of SIX Payment Services from the Swiss Group SIX AG. Through this strategic partnership:

- Worldline materially strengthened its European leadership position with:
  - C. +30% Group revenue increase;
  - C. +65% increase in merchant services business attaining over € 1 billion annual revenue on a *pro forma* basis;
  - New n°1 payment market positions in Switzerland, Austria, Luxembourg and a major reinforcement in Germany

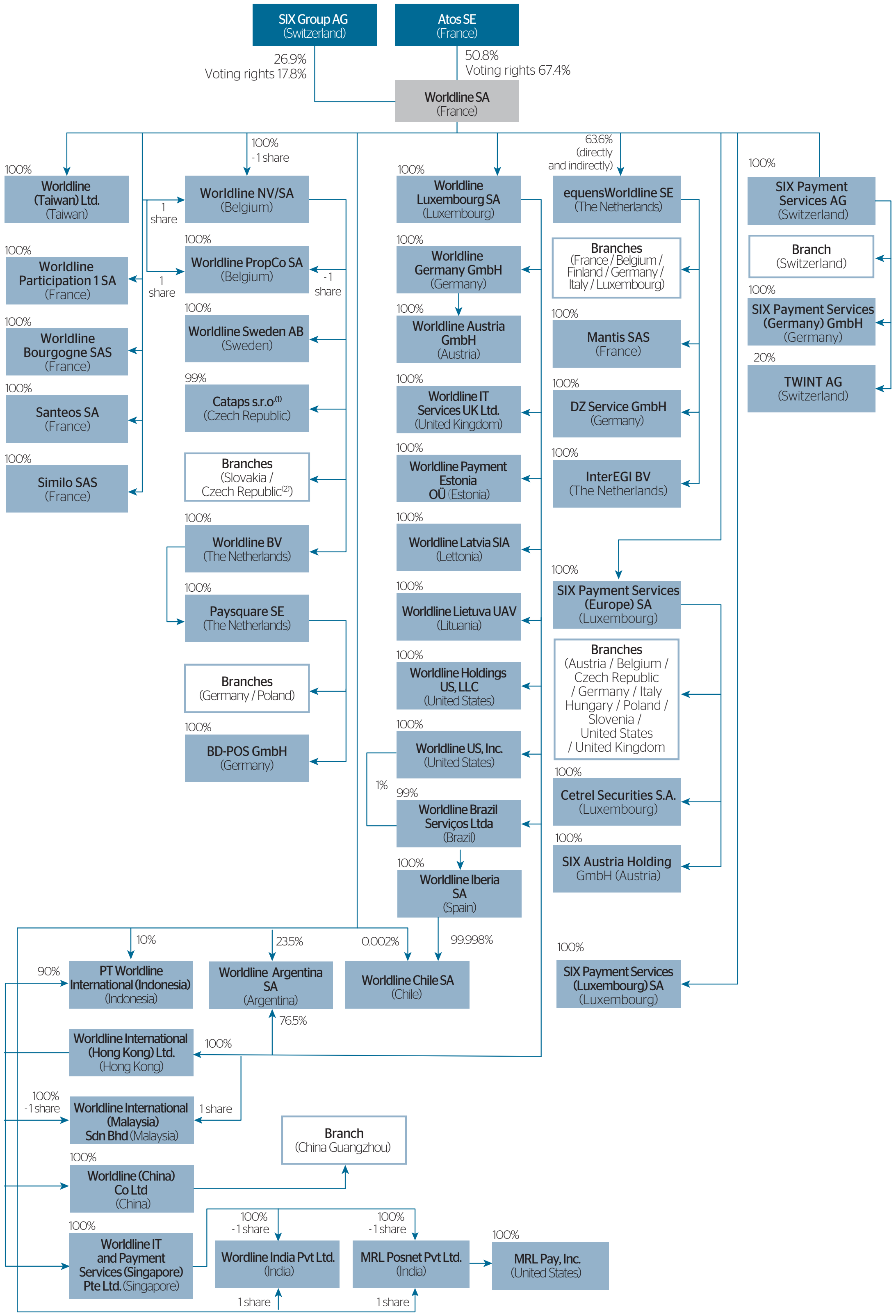
In a related transaction Worldline became a 20% shareholder in TWINT (the Swiss next-generation bank owned mobile and P2P payment scheme and solution) alongside SIX and other banking actors.

- SIX Group AG became a 27% shareholder of Worldline, with Atos SE retaining a majority stake of 51% in Worldline.

As at December 31, 2018 Worldline employed c.11,500 staff worldwide and generated total revenues of € 1,720 million, OMDA of € 391 million and net income group share of € 100 million.

A.6.2 Simplified organization chart [GRI 102-4]

The organizational chart below shows the Group's simplified ownership structure as of the date of this Registration Document. Unless specifically indicated, the percentage of ownership equals the percentage of voting rights.



(1) The voting rights held by Worldline SA amount to 60%. The remaining voting rights are held by Komercni Banka.
(2) The Czech branch has been liquidated on January 7, 2019.

A

A.6.3 Subsidiaries and participation [GRI 102-4]

A.6.3.1 Important Subsidiaries

The Company's principal direct and indirect subsidiaries are described below. None of the Company's subsidiaries is a listed company.

equensWorldline is a European public company incorporated under the laws of the Netherlands *(Europese naamloze vennootschap)*, having its official seat *(statutaire zetel)* in Utrecht, the Netherlands, and its office at Eendrachtlaan 315, 3526 LB Utrecht, the Netherlands, registered with the Dutch Trade Register of the Chamber of Commerce under number 30220519, with a share capital of € 400,000,000. The Company holds directly and indirectly 63.6% of equensWorldline's share capital, with the remainder being held by 5 European financial institutions (ABN Amro, DZ Bank, ICBPI, ING and Rabobank). equensWorldline's main business activities combine traditional mass payment systems (issuing, acquiring, intra- and interbank processing) and innovative e-commerce and mobile payment solutions.

Worldline NV/SA is a Belgian limited liability corporation *(société anonyme)* with share capital of € 136,012,000. Its registered office is located at *chaussée de Haecht* 1442, 1130 Brussels, Belgium, and it is registered with the Belgian Trade Registry under number BE 0418,547,872. The Company directly or indirectly holds 100% of Worldline NV/SA's share capital and voting rights (99.99% is held directly by the Company, with Worldline Participation 1 SA, a wholly-owned subsidiary of the Company, holding one share). Worldline NV/SA's main business activity is designing, producing and operating IT products relating in particular to payment systems and payment-system management, developing and marketing of e-Commerce solutions, monitoring physical access and logistics, electronic payments, and loyalty programs.

equensWorldline GmbH is a German limited liability company *(Gesellschaft mit beschränkter Haftung)* with share capital of € 1,688,000. Its registered office is located at Hahnstrasse 25, Frankfurt, D-60528, Germany, and it is registered with the Trade Registry in the jurisdiction of the Court of First Instance of Frankfurt-am-Main *(Handelsregister B des Amtsgerichts Frankfurt am Main)* under number HRB 40417. The Company indirectly holds 100% of Worldline GmbH's share capital and voting rights. Worldline GmbH's main business activity is providing information technology services including software consulting, development, sales and operation.

Worldline IT Services UK Limited is an English limited liability company with share capital of £ 43,000,100. Its registered office is located at 4 Triton Square, Regent's Place NW1 3HG London, United Kingdom, and it is registered with the Registrar of Companies of England and Wales under number 8514184. The Company indirectly holds 100% of Worldline IT Services UK Limited's share capital and voting rights. Worldline IT Services UK Limited's main business activity is designing, implementing and operating payment systems (principally for the transportation industry), as well as managing payment cards.

Worldline Luxembourg SA is a Luxembourg limited liability corporation *(société anonyme)* with share capital of € 33,819,450. Its registered office is located at 20, rue des Peupliers, L-2328 Luxembourg, Grand Duchy of Luxembourg, and it is registered with the Luxembourg Trade and Companies Register under number 79.303. The Company directly holds 100% of Worldline Luxembourg SA's share capital and voting rights. The business activity of Worldline Luxembourg SA comprises buying, selling and marketing software and information systems and providing services and documentation relating to such products; providing services and consulting with respect to management of companies, information systems and information technology; holding and managing international equity investments; and holding and promoting the Worldline trademark.

SIX Payment Services AG is an Aktiengesellschaft (limited company) incorporated and existing under the laws of Switzerland with a share capital of CHF 6,500,000, having its registered office at Hardturmstrasse 201, CH-8005 Zurich, Switzerland, and registered with the register of commerce of the Canton Zurich under number CHE – 105.855.222.

SIX Payment Services (Europe) SA is a société anonyme incorporated and existing under the laws of the Grand Duchy of Luxembourg with a share capital of €1,820,002, having its registered office at 10 rue Gabriel Lippmann, L-5365 Munsbach, Luxembourg, and registered with the Luxembourg Trade and Companies Register (Registre de Commerce et des Sociétés) under number B 144087.

Certain members of the management of these subsidiaries hold positions within the Company. Please see Section A.6.4 "Management and organization" for more information about these roles.

See Chapter E.8 "Related Party Transactions" for a description of the various agreements that have been entered into between Group entities.

KEY FINANCIAL DATA OF THE PRINCIPAL OPERATING SUBSIDIARIES

The table below provides key financial data concerning the Group's principal operating subsidiaries for the fiscal years ended December 31, 2018 and 2017 (contribution to IFRS consolidated data).

	Revenue		Net Income		Total Assets	
(in € million)	**2018**	2017	**2018**	2017	**2018**	2017
Worldline NV/SA	251.5	250.8	18.9	7.5	1,144.8	1,033.5
Equens Worldline GmbH (*)		90.4		5.2		87.4
Worldline IT Services UK Ltd	98.3	107.9	4.5	15.3	101.7	129.6
Worldline Luxembourg SA	0.0	0.0	20.1	17.5	350.7	348.7
EquensWorldline SE	669.1	547.0	68.8	42.3	1,074.1	969.6
SIX Payment Services Ltd (**)	29.5		4.5		2,936.0	
SIX Payment Services (Europe) SA (**)	22.5		-1.4		584,8	

(*) Equens Worldline Gmbh merged into Equens Worldline SE in 2018.

(**) Revenue and Net income relates only to one month activity (December 2018: Date of incorporation in consolidated financial statements)

A.6.3.2 Recent Acquisition and Disposal of subsidiaries

Please refer to Section A.6.1 for a description of the strategic acquisition of SIX Payment Services.

A.6.3.3 Holdings

As indicated in Section A.6.1 Worldline took a 20% minority shareholding in the Swiss mobile wallet TWINT.

In 2017 Worldline also took a minority shareholding in the capital of the African fintech InTouch of and holds 26% of the share capital and voting rights.

These holdings are not significant for the Group and are classified as "non-current financial asset" in the consolidated Group's 2018 consolidated accounts.

A.6.4 Management and organization [GRI 102-18] [GRI 102-22] [GRI 102-23]

The Company is a public limited company with a Board of Directors. A description of the main statutes of the Society regarding the Board of Directors, in particular concerning its operating mode and authority, as well as a resume of the main stipulations of the internal rules of the Board of Directors and the specialized Committees is available at Chapter G "Corporate Governance and Capital" of this Document.

A.6.4.1 The Executive Committee

The role of the Executive Committee is to develop and implement the Group's strategy, while delivering service quality and added value to the Group's projects for the benefit of its clients, shareholders and employees. It is also charged with improving interaction and cooperation among the Group's three *Global Business Lines* and among the different geographic markets where the Group does business.

The composition of the Group's Executive Committee is as follows:

- Gilles Grapinet (Chief Executive Officer)
- Marc-Henri Desportes (Deputy Chief Executive Officer)
- Alessandro Baroni (Chief Market Officer of equensWorldline)
- Olivier Burger (Human Resources Director)
- Lisa Coleman (CEO of Worldline UK and CEO MeTS Germany and CEE)
- Christophe Duquenne (Chief Technology Officer)
- Charles-Henri de Taffin (General Counsel, Head of Legal & Contract Management)
- Claude France (Head of Operations of Worldline France (excluding equensWorldline) and MTS Benelux & Nordics)
- Eric Heurtaux (Chief Financial Officer)
- Wolf Kunisch (equensWorldline Chief Operation Officer and Deputy CEO)
- Pascal Mauzé (Group Sales and Marketing' Director)
- Vincent Roland (Director of Merchant Services)
- Marc Schluep (Managing Director for the Regional Business Unit, Switzerland)
- Michael Steinbach (CEO of equensWorldline and Financial Services)
- Olivier Stuckens (Director of Mobility & e-Transactional Services)

A.6.4.2 Personal informations concerning the Executive Committee members

Gilles Grapinet is a graduate of the *Ecole Nationale d'Administration* and a French *Inspecteur Général des Finances* (General Finance Inspector). He was Director of Information Systems and Strategy at the French *Direction Générale des Impôts* (Tax department), and Director of the Copernic program, charged with creating an "e-Tax department" for electronic filing of tax returns and payment of taxes. He was an economic and financial adviser to the French Prime Minister in 2003 and 2004, and then chief of staff *(Directeur de cabinet)* to two ministers of the Economy and Finances from 2004 to 2007. In 2007, he became a member of the Executive Committee of Crédit Agricole SA, in charge of Strategy and later of the Group's Systems and Payment Services division. Mr. Grapinet joined Atos in December 2008. Until February 1st, 2019 he was the Senior Executive Vice President in charge of Global Functions of the Atos group, in which capacity he has headed Global Support Functions, ensured coordination and development of Global Sales and Marketing as well as of the Consulting and Technology Services division of the Atos group, and supervised development of the Group's activities. Mr. Grapinet has been Worldline's Chief Executive Officer since July 2013. He received the French Légion d'Honneur *(Chevalier)* in 2011.

Marc-Henri Desportes is a graduate of the *Ecole Polytechnique* and of the *Ecole des Mines de Paris*. He was Deputy Program Director of the Copernic program at the French Ministry of Finances from 2000 to 2005, and then was in charge of audit coordination at BNP Paribas from 2005 to 2006. Mr. Desportes was then Chief Information Officer at BNL, BNP Paribas' Italian subsidiary. He joined the Atos group in 2009 as Director of the Global Innovation Business Development & Strategy Global Business Lines (GIBS), and then became Director of the High Technology Settlement Services and Specialized Activities Business Unit in July 2011. Mr. Desportes is a member of the Executive Committee of Atos SE and has been Senior Executive Vice President of the Company since July 2013. Since July 2018 Marc-Henri Desportes is the Deputy CEO of Worldline.

Alessandro Baroni started his career in strategy consulting, first at Roland Berger Strategy Consultants and then at Boston Consulting Group, focusing on Financial Services as well as Consumer Goods & Retail assignments in Europe and US & Canada, developing his expertise in M&A, corporate development and sales/marketing. He joined Equens in 2008 as CEO of Equens Italy and was nominated to the Equens Board of Directors in 2011. Since then he has held mandates as Head of Cards, Chief Information Officer and - as of 2014 - Chief Market Officer. Mr. Baroni became Chief Market Officer of equensWorldline in 2016. In his role, he is responsible for Sales, Marketing and Client Delivery Management across all equensWorldline geographies. Mr. Baroni is a graduate from Bocconi University in Milan.

Olivier Burger is a graduate of SUPMECA and the *Ecole Normale Supérieure*. He started his career in France at Renault in software development. After two years spent in Canada for the French Foreign affairs, he joined Alstom in the train division where he headed several managerial positions in the field of fail-safe control systems in France and in the United Kingdom. In 2004, he joined Areva to lead various Human Resources managerial positions of several Global Business Units and then in charge of Talent Management for the Group. Olivier joined Atos in 2016 as Human Resources Senior Vice President of the Big Data & Security Division. He was also in charge of the WellBeing@Work and the Expert policy at Group level at Atos before joining Worldline in 2018 as Head of Human Resources.

Lisa Coleman joined the Atos group in 1992, performing various managerial roles in the UK public sector that included personal delivery of major Government Programmes. She also took overall responsibility for business development and growth in the UK health sector. Since joining Worldline in 2014, Lisa has responsibility for all Worldline activities within the UK and Ireland which includes significant contracts to the transport and hospitality market. In addition, since 2017 her scope includes the groups Mobility & Transactional Services business in Germany and Austria.

Christophe Duquenne is a graduate of the *Ecole Centrale* in Paris. He joined Atos in 1987 and has held numerous managerial positions there. After directing the Group's French activities for six years, he joined the global management team in July 2011. Mr. Duquenne has been COO of the Company since July 2013 and has recently been appointed as the Group's Chief Technology Officer and Director of the Merchant Services global business line.

Charles-Henri de Taffin received a Postgraduate Degree (DEA) in business law from the University of Paris X – Nanterre and a Postgraduate Degree (DESS) in litigation, arbitration and alternative dispute resolution from the University of Paris II – Panthéon Assas. He spent 9 years as business lawyer in the international law firm, Cleary Gottlieb Steen & Hamilton, where he focused on mergers and acquisitions, restructuring, international contract law but also on arbitration and dispute resolution. In 2013, Charles-Henri joined the Legal department of the Atos group and particularly contributed, as Head of Legal Special & Strategic Projects, to the main acquisitions, financing and capital markets transactions, including Worldline's IPO. In 2016, he became Deputy General Counsel for Atos France. Since July 2017, Charles-Henri is General Counsel, Head of Legal and Contract Management of Worldline.

Claude France is a graduate from *Institut National Polytechnique de Grenoble*. She started her career in the telecom sector at Alcatel and joined the Atos group in 1988, where she held various operational and commercial positions. After having managed the French Financial Processing and Software Licensing business upon the creation of Worldline in 2004, she then directed for 5 years the strategy, the marketing and the business development of the Worldline Group. Since July 2011, she manages the business of the Worldline Group in France.

Eric Heurtaux is a graduate from *Ecole des Mines de Paris* and holds a Master of business Administration from INSEAD. He began his carrier at the Boston Consulting Group. For more than 12 years within the Atos group, he held several positions among which driving the group TOP program, enhancing Atos operational performance and conducting the integration of acquired companies in Atos, in particular Bull. Eric was previously Chief Financial Officer of Atos Big Data & Security (BDS) division, where he was responsible for strategic and financial planning, financial controlling and reporting, internal control, tax & corporate development. As Worldline Chief Financial Officer, he oversees the Company's finance and accounting organizations and is also in charge of the TEAM efficiency program alongside the IT and Purchasing departments.

Wolf Kunisch is a graduate of the *Technische Universität Berlin* and of INSEAD's MBA program. He began his career as a project manager at Roland Berger Strategy Consultants in Stuttgart, Germany and in Paris. He joined the Atos group in 2000, where he performed management functions in innovative and international business development. He is currently responsible for the group's Financial Processing & Software Licensing global business line as well as its German and Eastern Europe geographical zones, and has been in charge of Worldline in Germany since 2010 and in Austria since 2013. He became CEO and deputy CEO of equensWorldline in 2016.

Pascal Mauzé started his career in 1994 as a network consultant, and in 1999, became a BU Manager for Admiral (later LogicaCMG, now CGI). After training in international management at HEC, he first joined Cisco, before joining the Telecom division of Atos SI, in 2006. At the end of 2012, he was asked to lead the Atos Group's growth and industrialization program under the supervision of Gilles Grapinet and then Patrick Adiba. In July 2015, he was recruited by Accenture to develop Energy & Utilities sales for France and Benelux. He was appointed Worldline's Head of Sales and Marketing in 2017.

Vincent Roland is a graduate from *Ecole Polytechnique de l'Université de Louvain* and holds a MBA degree from the Solvay Business School. He started his career with the Alcatel group, where he became Vice-President of the Microelectronics division. He then joined Banksys as General Manager, before Banksys was acquired by Atos Worldline. After having been Vice-Président of Atos Worldline for two years, he then joined First Data as Senior Vice-President for Europe, Middle-East and Africa. In 2010, he joins the Point group as Senior Vice-President. Following the acquisition of Point by VeriFone in 2011, he takes over the payment services business in the Verifone Executive Committee. In 2016 he rejoins Worldline as manager of the Merchant Services business line.

Marc Schluep is the Managing Director of the Regional Business unit DACH. Previously he was the CEO of SIX Payment Services after having been Head Corporate Development with responsibility for strategic development at SIX Group. He held the same position at SIX Group from 2004. Mr. Schluep's professional career began at Arthur D. Little, an international management consultancy, before he cofounded a strategic consultancy company in which he acted as partner. Marc Schluep studied business administration at the University of St. Gallen and Stockholm School of Economics.

Michael Steinbach started his career in 1990 in the payments business, becoming Director of DZ BANK AG (Deutsche Zentral-Genossenschaftsbank AG), where he headed the payments, cards and trade finance division. In 2003 he was appointed as Chairman of the Board of Transaktionsinstitut fuer Zahlungsverkehrsdienstleistungen (TAI), a payment service provider, owned by DZ BANK AG and KBC. With the creation of Equens in 2006, out of the merger between TAI and Interpay, Mr. Steinbach was appointed as CEO of Equens SE. Since the incorporation of equensWorldline SE in October 2016 he is acting as CEO of this company.

Olivier Stuckens is a graduate of the *Institut National Polytechnique de Grenoble* and of the University of Huddersfield in England. He joined the Atos group in 1992 and through 2005 performed various managerial roles in the Media and Banking/Finance areas. Beginning in 1999, his duties related to transaction services platforms for large international accounts. He then contributed to the development of Worldline's Health Sector business, with the creation and management of the GIE Santeos. He was Director of the Telecom, Utilities and Media business unit in France beginning in 2006, before being named head of the Mobility & e-Transactional Services global business line in 2013.

The Group's Executive Committee is complemented by an expanded Executive Committee that includes the country heads and representatives of the main support functions (Management Committee).

B

Worldline positioning and strategy

B.1 Industry and market overview

Payment is at the core of any commercial transaction and as we move increasingly towards a cashless society, volumes and types of electronic payments will continue to increase. Irrespective of the payment instrument and channel, the mechanism to conclude the payment, although complex, is similar.

B.1.1 Payment Services Ecosystem

Worldline's business can be understood within the context of an extended payment services ecosystem that covers three broad categories of services:

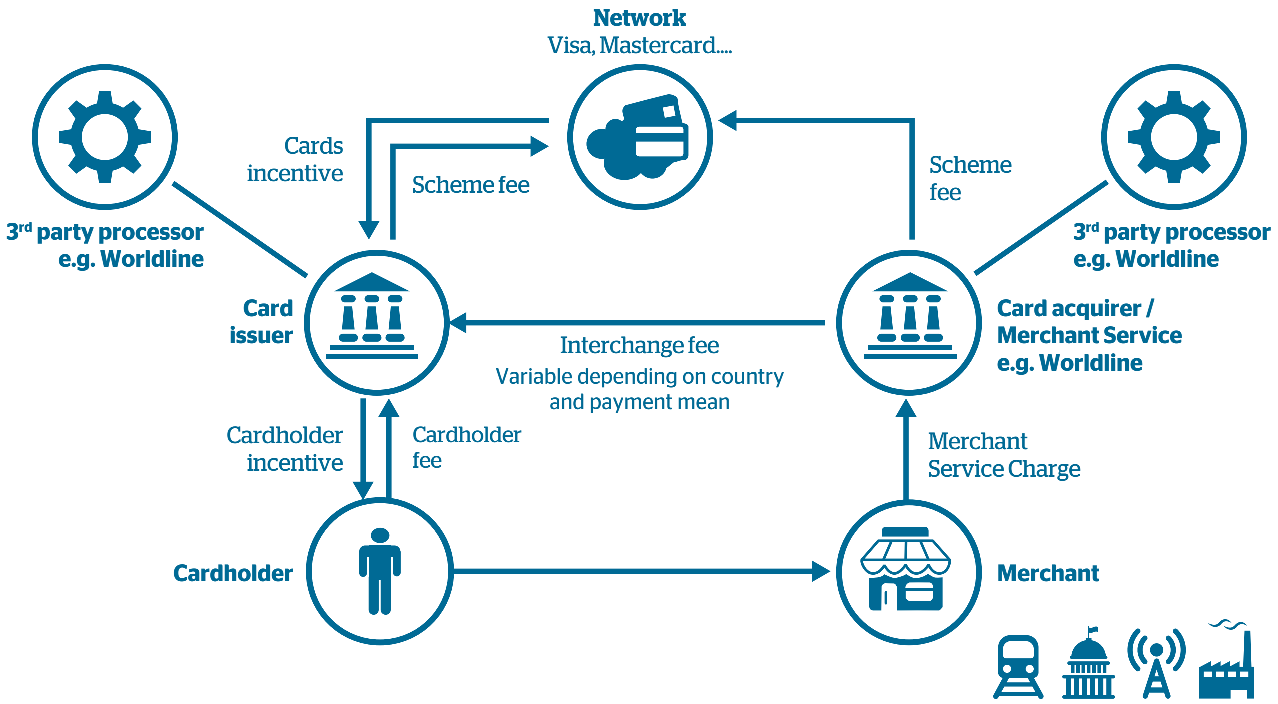
1. The "core" range of electronic payment processing and services offered to traditional merchants and banks for non-cash payments;
2. An "extended" range of stand-alone and value-added services for traditional merchants and banks that goes beyond payment processing and related functions to offer services to help them grow their businesses and respond to changing market conditions; and
3. Services provided to emerging new digital businesses (*e-Ticketing*, e-Government (tax collection), Connected Living (connected cars, connected appliances, etc.)).

B.1.1.1 Core Electronic Payment Services Ecosystem

Electronic payment systems (card and non-card based) are made up of complex infrastructures involving multiple parties and comprising rules, processes and technologies. The following chart shows the participants of a typical card transaction.

Card-based payments

TODAY'S TYPICAL INDUSTRY PAYMENT FOUR-PARTY CARD CHAIN



Source: Worldline

The main parties involved in a typical credit or debit card transaction include:

- ***The card issuer:*** Generally, banks issue debit, credit or prepaid cards to individuals or corporations to be used as a payment method in face-to-face (card present) or remote (card not present) environments. The process of issuing and managing the cards and the process of authorizing, clearing and settling the payments is complex. As a result, many issuers outsource part or all of these activities to so-called third party issuer processors such as Worldline;
- ***The merchant:*** Merchants sells good and/or services in exchange for payment. Merchants need a mechanism that enables their acceptance of card payments (online or proximity);
- ***The Merchant Services Provider:*** Payment acceptance processing providers provide merchants with the means (POS Terminals, mobile POS (mPOS) Terminals, online payment gateways) to collect and transmit card data and receive payment authorizations in stores, online and via mobile devices. Some of these also provide merchant with additional functions, such as enhanced reporting, loyalty programs, advertising services, quality surveys using payment Terminals, dynamic currency conversion (DCC) services, etc.;
- ***The Acquirer:*** Acquirers are banks or payment institutions that provide merchants with access to the card scheme (*e.g.* Visa, MasterCard, Carte Bleue, Bancontact, etc.) network and a merchant account. Commercial acquirers receive funds from issuing banks and deposit the proceeds, net of a "merchant service charge," into the merchant's account. Like issuers, many acquirers outsource part or all of their activities to "third party acquirer processors". Such processors will typically route transaction data received from merchants' physical or online payment gateways with a view to obtaining payment authorizations via the credit and debit card scheme networks, known as "front-end" processing, and then ensuring that each transaction is appropriately cleared and settled into the merchant's bank account, known as "back-end" processing. Worldline, which is the largest commercial acquirer in Belgium, expanded its commercial acquiring activities into the Netherlands, Luxembourg, Germany, Czech Republic and Slovakia and in Poland. Most recently, with the acquisition of SIX Payment Services, it became the leader in commercial acquiring as a non-bank in Continental Europe with new number one positions in Switzerland, Austria and Luxembourg;
- ***Card schemes***: Card schemes settle card transactions between all of its member banks, typically through a separate batch payment system, which set card scheme network rules and interchange fees and act as custodians and clearing houses for their respective card brands. Card schemes include both international brands such as Visa and MasterCard, and domestic schemes such as Carte Bancaire in France or Bancontact in Belgium;
- ***Clearing and settlement system:***
  - Clearing is a process through which a card issuing bank exchanges transaction information with a processing bank. It occurs simultaneously with the settlement. The acquirer or merchant service provider will connect the merchant card acceptance system to card scheme. The clearing messages contain data on the validity of the payment, but no funds are transferred,
  - Settlement is the exchange of funds between a card issuer and an acquiring bank to complete a cleared transaction and the reimbursement of a merchant for the amount of each card sale that has been submitted into the network. All credits and debits of a given bank are summed up and the net amount is transferred in a lump sum to the bank's account with the respective scheme network (in the case of an acquirer) or from the bank's account (in the case of an issuer).

B

Revenue Model – Interchange Fees and Service Fees

In a typical card based payment transaction, most of the key "core" players deduct their service fees from the gross amount originally charged by the merchant for the goods or service.

By way of a simplified illustration, in a € 100 "off-us" credit transaction using (*i.e.* a transaction in which the commercial acquirer is not the same institution as the issuing bank) Visa or MasterCard with an interchange fee of 0.30% and a card scheme processing fee of € 0.05 per transaction:

- The issuing bank would immediately withdraw € 100 from the cardholder's available balance and a debit of € 100 would appear on the cardholder's monthly statement at the end of the month;
- The issuing bank would then transfer € 99.70 to the card scheme, having deducted the interchange fee of 0.30%. If the issuing bank outsources *Issuing Processing* services, it might separately pay the issuing processor, for example, € 0.03 of the € 0.30 fee;
- The card scheme would then transfer € 99.70 to the commercial acquirer;
- The commercial acquirer would then pay the merchant € 99.40 pursuant to terms of their contractual arrangements:
  - In most instances, the commercial acquirer pays the merchant within 24 to 48 hours, having deducted from the principal transaction amount a charge comprising the € 0.30 interchange fee deducted by the issuing bank, the € 0.05 card scheme processing fee and its own acquiring fee which might, in the present scenario, amount to € 0.25. The merchant would therefore receive an amount of € 99.40 from the commercial acquirer (in the event the commercial acquirer has outsourced *Acquiring Processing* services, it would pay approximately € 0.04 per transaction to the provider of such services, which would be deducted from the merchant service charge),

- Various alternative payment arrangements exist between commercial acquirers and merchants, depending on the particular terms of their contractual arrangements. In some cases, the merchant receives the full € 100 from its commercial acquirer and receives a bill at the end of the month for the merchant service charge; this is known as the "interchange ++" payment method (generally limited to large-volume customers). In other cases, the commercial acquirer only pays the merchant several days after the transaction (generally for higher-risk transactions);
- The card scheme would send a bill to the commercial acquirer for its card scheme processing fees (in the current example, € 0.05 per transaction), on a monthly basis.

The example given is based on a typical card transaction; however, there are other payment methods. For example, another common non-cash payment method in many countries in Europe, particularly in Germany, is payment via direct debit and credit transfer from a consumer's bank account. As in the card example, many banks also choose to outsource the processing of these payments to third party processors such as Worldline.

Non-card-based payments

There are a variety of non-card based payments (alternative payments) that are increasingly popular. Such methods include:

- Account Initiated Payment (SEPA Credit Transfer, SEPA Direct Debit, Instant Payment);
- Online banking e-payments (OBeP).

B.1.1.2 Other services in and around the payment value chain

In addition to the core payment processing services described above, the payment services ecosystem also includes a series of "extended" stand-alone or value-added services to traditional merchants and banks designed to help them grow their businesses and generate additional payment transactions. Such services include but are not limited to the following:

Services for Traditional Merchants:

- ***Omni-commerce Services***. Omni-commerce service providers assist retailers in designing, implementing and enhancing online and mobile services and integrating them to provide cross channel sales experiences that allow consumers to seamlessly transition between a retailer's physical, online and mobile stores. These services may include solutions such as electronic engagement wallet services to capture and leverage consumer data and digital signage and other solutions that bring aspects of the online commerce experience into the retailer's physical store environment;
- ***Loyalty Program Services.*** Loyalty programs help retailers build customer relationships and reward customers for their loyalty and provide retailers with valuable insights and sales promotion opportunities by leveraging data about customer behavior gathered through the program. In most cases, these programs are based on loyalty cards tied to a specific brand. To help implement these programs and leverage loyalty program data, merchants often turn to outside service providers for assistance in enrolling customers, tracking purchases, analyzing the resulting data and assisting with sales promotion;
- ***Private Label Card Issuer Services***. Private label cards are payment cards used by retailers to extend credit or provide prepaid gift cards to their customers. The largest users of these services are fuel retailers, department stores and consumer electronics retailers. In general, these cards are only accepted as a means of payment by the retailers that have issued them. Many payment service processors that offer issuer processing services also provide card issuing and processing services to retailers;
- ***Merchant Wallet***. Merchant wallet gives the opportunity to a merchant to allow its customers to store their payment means (private label card, universal payment cards such as Visa/MasterCard or non-card based methods) in a secure container accessible from the merchant mobile application. Merchant wallet also encompasses orchestrator and business rules allowing a full mobile purchasing (payment + hardware management) kinematic for all kind of services in the point of sales (cash register indoor, fuel, car wash & charging outdoor). Merchant wallet is an accelerator for merchants' mobile centric strategies and boosts the usage of their mobile application. It also generates a large range of customers' data.

Value-Added Services for Banks:

- ***Digital Wallet Services***. Banks often turn to outside service providers for assistance in designing, implementing and running their electronic wallet systems, which allow for online and mobile payments. Digital wallets, combined with tokenization services, are increasingly a must-have service offering for banks as they seek to respond to wallet-based solutions offered by bank and non-bank competitors, and to seize the customer engagement and targeted marketing opportunities electronic wallets offer;
- ***Fraud Detection and Prevention Services.*** The detection and prevention of fraud is an ongoing battle across all channels and all payment instruments. According to a study by Ovum, investment in fraud will increase by 6.5% annually in the period 2012-2020 (*Ovum Payment Technology Spend Forecast*);
- ***Authentication Services***. Authentication service providers offer banks solutions to provide more secure methods of authenticating cardholders such as 3-D Secure or biometrics;

- ***Data Analytics and Card-Linked Offers.*** Data analytics and card-linked offer services provide banks with data mining solutions that can be used to analyze cardholder payment data to propose targeted offers to cardholders like digital marketing or real time loyalty (as well as to merchants, when permitted by local regulators).

B.1.1.3 New digital businesses

The third component of the extended payment services ecosystem in which the Worldline Group operates is services for emerging digital businesses with an embedded payment feature (*e-Ticketing* for Transport, *Trusted Digitization*, Connected Living). Leveraging the digital revolution to promote new businesses and new business models, these new players are driving new payment transactions and creating new opportunities. The Group brings its payment and regulation expertise to these new markets and focuses on three main categories of new digital businesses:

- ***e-Ticketing and Journey management Solutions*** for Transport Authorities, Transport Operators and cities. The transport market is at the verge of a new revolution with Open Payment which Infoholic forecast to grow to $ 14.19 bn by 2023 with a 19.7% CAGR. By transforming bank cards into tickets, Open Payment is helping transport companies to reduce their cost, create new revenue opportunities and reinvent customer experience;
- ***Trusted Digitization.*** It addresses the growing market of digital contracts, legal archiving, electronic secured communications, and paperless transactions in general; mostly for large organizations, typically Central or local government or former public monopolies; organizations under strict regulations such as Telecom or Utilities. Digital services for governments provide tax collection services as well as secure paperless systems for public services. These systems are optimized through the digitization of processes for citizens, including implementation of national digital identity schemes, the enabling of electronic payments (taxes, fines, etc.), and e-healthcare services, as well through a variety of trusted services, including track & trace solutions, e-contracts and electronic invoicing, legal archiving solutions for companies and e-safe services for individuals. According to Secure Identity Alliance, e-Government services will yield up to $ 50 billion annual savings by 2020;
- ***e-Consumer & Mobility Services***. This market includes Connected Living services such as Global Business Lines connected home and vehicles, industrial IOT, as well as consumer cloud and cloud contact services. The IOT market will continue to grow steeply, specific analyst predictions relevant for the Group's IOT focus areas:
  - Allied estimates that the Usage-Based Insurance Market will reach $ 123 bn globally by 2022 ;
  - 91 million homes will be smart in North America and Europe by 2020 according to Berg Insights and ;
  - IndustryArc estimates that the Industrial IoT market will grow at a CAGR of 21%, reaching $ 123,8 billion in 2021 ;
  - GSMA quote Machina Research's forecast which estimate that the global market for connected vehicles should reach $ 253 billion until 2025.

B.1.2 Key Market Trends and Drivers of Change

The trend towards non-cash payment instruments continues both in the retail and wholesale payment sector. As part of this non-cash trend, alternative payment instruments will also increase in significance and might threaten to disintermediate incumbent financial institutions and service providers.

This is driven by a complex interaction of many forces including:

- ***Consumer expectations and behavior:*** the way consumers live, enabled by certain key technologies, has driven demanding expectations in the way they interact with both financial institutions and merchants;
- ***Technology:*** new technologies have a fundamental role in enabling change in the payment environment and the wider consumer engagement environment;
- ***Regulation***: Financial institutions and payment services providers face a range of regulatory changes that have the potential to create new outsourcing opportunities for payment service providers and to drive increased demand for value added services to create new revenue opportunities;
- ***New entrants***: New "Fintechs", mobile operators and GAFAs (Google, Apple, Facebook, Amazon etc.) or BATX (Baidu, Alibaba, Tencent and Xiaomi) are now part of the payment ecosystem and threaten to displace the incumbents.

B

B.1.2.1 The digital revolution is driving new customer behavior generating significant growth in non-cash payments

Today, the average consumer in the developed world owns and uses several connected devices and is "super social" (*i.e.* Facebook). Consumers go online multiple times a day and do so from multiple locations, including on the go or in a store, and share their experience with their networks. The always-on, always-connected nature of mobile and other devices is creating new opportunities that allow traditional distributors, manufacturers and new digital businesses to connect with their customers and their network wherever they are, increase the frequency of their interactions and increase sales and payment activity.

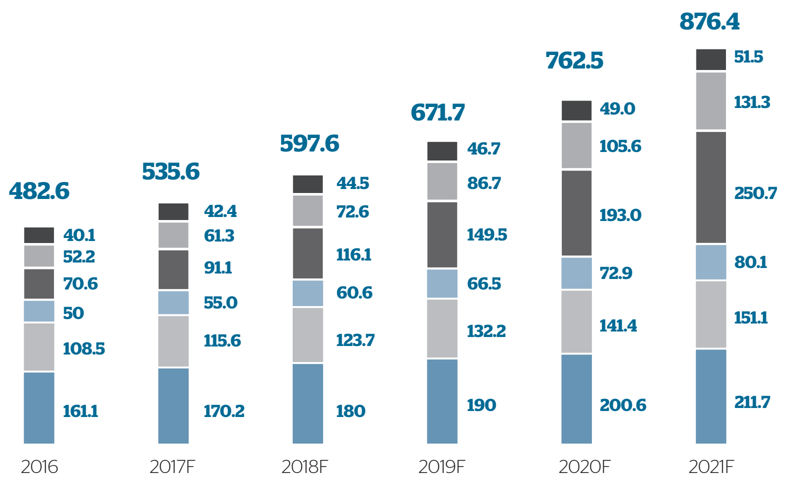
As Forrester notes, "*consumers are embracing mobile, social, tablets, and cross-touchpoint experiences like click-and-collect and no longer think in terms of channels, instead expecting seamless service on every touchpoint*". The challenge for retailers is to respond to these omni-channel consumer expectations. This increased interaction creates new sales opportunities for retailers, while also providing rich customer data that can help companies better understand and anticipate consumer needs. At the same time, these new consumer preferences create significant IT challenges for retailers. Forrester notes that as customers continue to embrace multichannel services, retailers are finding that using manual workarounds for "siloed" systems can no longer support the growing volume of orders.

A similar process is underway in other sectors, creating new digital businesses with potential to create new markets and drive even further non cash payment transaction growth.

- Transport systems worldwide are pursuing "smart transport" solutions that make use of technology to improve fare collection, facilitate multi-modal transportation, improve traffic flows and provide better information to passengers on their travel options;
- Governments are increasingly relying on digital technology to make government services and recordkeeping more efficient, to enhance healthcare information systems, and to improve traffic and parking enforcement as well as tax collection;
- In parallel, the increasing universe of connected devices is creating a new "Internet of things" that is expected to enable a range of new services using connected vehicles, connected appliances and other Connected Living applications, to improve product performance (preventive maintenance, warranty cost, product launch reliability, etc.) or customer satisfaction (new and extended services, pay per use business model, advices on product use, etc.).

As a consequence, non-cash payment transactions have grown significantly in recent years, and this growth is expected to accelerate as electronic transactions increasingly displace cash and cheques. According to the World Payments Report 2018, globally the number of non-cash transactions is predicted to grow by 12.7% CAGR 2016-2021. In Europe, even though it is a mature market, growth is still forecast at 6.8% CAGR.

B.1.2.2 These new behavior generate significant growth in non-cash payment



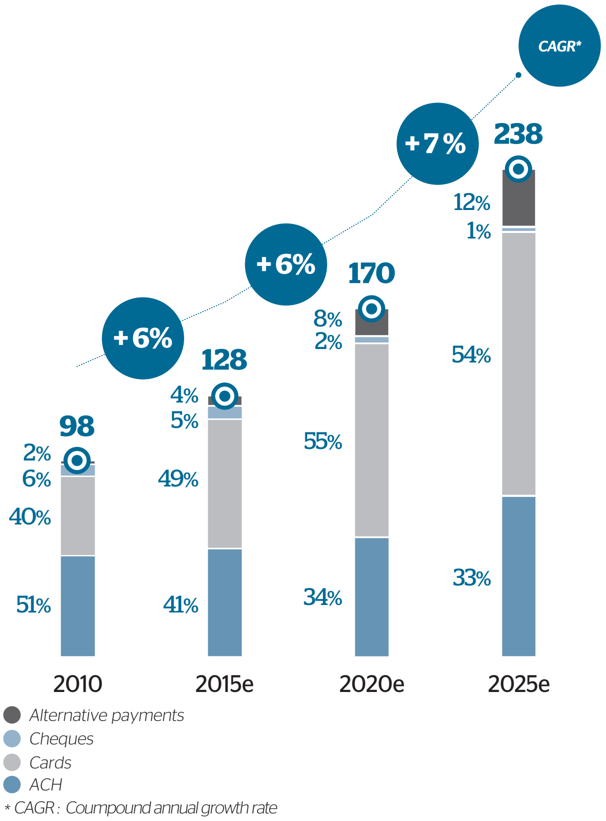
	CAGR (2016-21F)	Growth (2016-17F)
North America	5.6%	5.7%
Europe (including Eurozone)	6.8%	6.5%
Mature Asia-Pacific	9.9%	10.1%
Emerging Asia	28.8%	29.0%
CEMEA	20.2%	17.4%
Latin America	5.1%	5.7%
Global	12.7%	11.0%

Note : CEMEA (Central Europe, Middle East, Africa) includes Algeria, Bulgaria, Croatia, Kenya, Nigeria, Egypt, Israel, Morocco and UAE in other CE and MEA countries; Latin America includes Argentina, Colombia, Venezuela, Chile, Peru, Uruguay, Costa Rica, Bolivia, and Paraguay in other Latin America countries; Emerging Asia Includes Malaysia, Thailand, Indonesia, Indonesia, Phillipines, Taiwan, Pakistan, Sri Lanka, and Bangladesh in other Asian countries; Mature APAC (Asia Pacifique) includes Japan, Australia, South Korea and Singapore, NA (North America) includes the US and the Canada; Chart number and quoted percentage may not add up due to rounding; Some number may differ from data published in WPR 2017 due to previous year data updated as the source.

Source : Capgemini Financial Services Analysis, 2018, ECB Statistical Data Warehouse, 2016 figures released October 2017; BIS Red Book, 2016 figures released December 2017; Countries' central bank report, 2017.

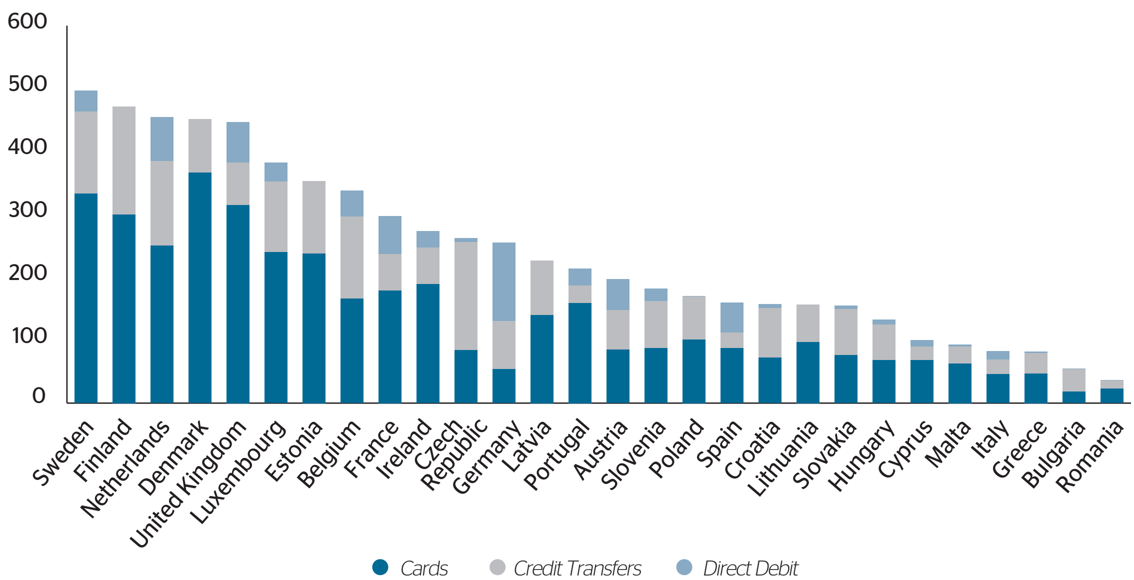
NON-CASH TRANSACTIONS IN EUROPE

(IN BILLION TRANSACTIONS)



Source: A.T. Kearney- Cashing In on Cashless Commerce (2016).

NUMBER OF NON-CASH PAYMENT TRANSACTION PER CAPITA AND PER YEAR IN EUROPE (2017)



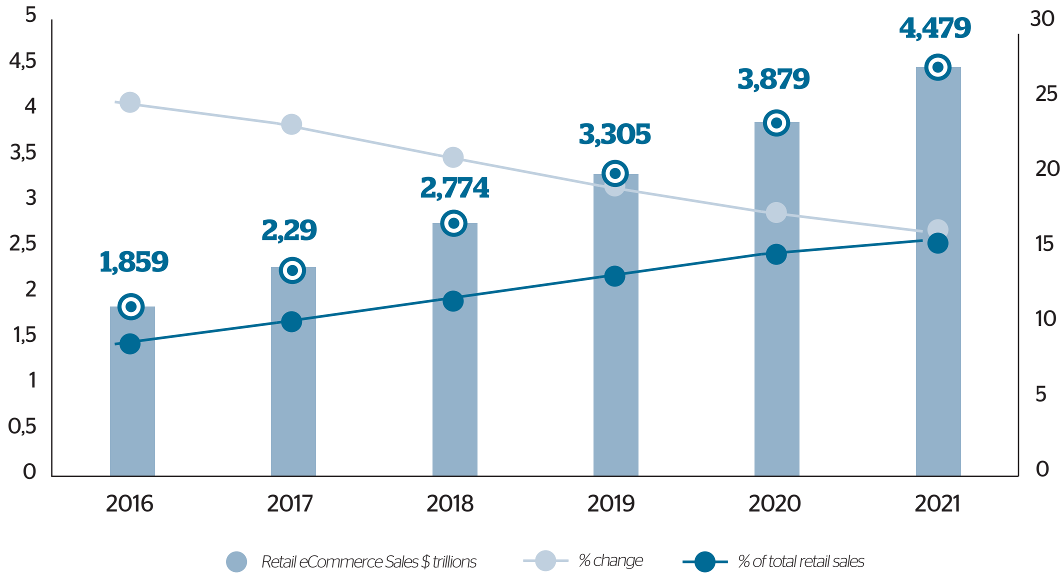
Source: European Central Bank (ECB) statistical data warehouse.

E-Commerce and m-Commerce continue to grow

The rapid growth in online commerce, where nearly all payments are cashless payments, is expected to be a major driver of continued growth in non-cash payment transactions. We expect growth in the e-commerce sector to continue to outpace bricks-and-mortar.

Mobile commerce has the potential to increase the number of payment transactions worldwide even further. The number of active telephone accounts worldwide far exceeds the number of active credit and debit accounts, and an increasing percentage of the phones sold are smartphones. By enabling phones to be used as payment devices, mobile wallets have the potential to significantly increase the number of users worldwide with access to non-cash payment means, which should drive significant additional transaction growth. But, we are now witnessing a shift from single end-to-end channel engagement to a cross-channel environment where the online and offline, mobile and fixed, are merging to form a seamless omni-channel presence.

GLOBAL E-COMMERCE SALES *(IN US DOLLARS BILLION)*

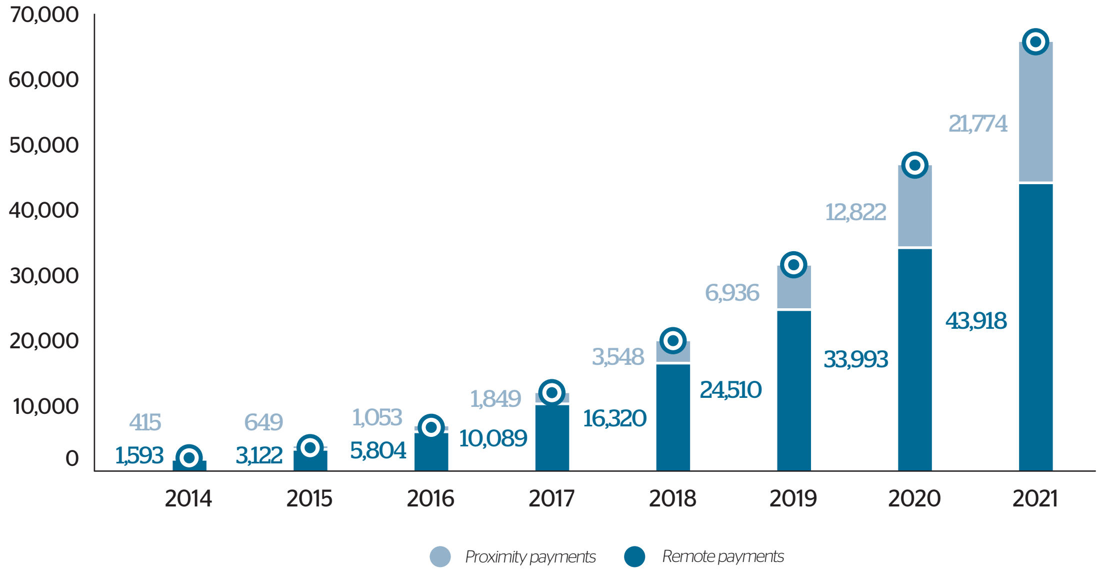


Source: eMarketer, Statista

Mobile Payments

The value of mobile payment transactions is similarly expected to see strong growth. Forecasts vary depending on the exact scope and definition. Ovum forecast global mobile payments to exceed 65 billion in 2021.

GLOBAL GROWTH FORECAST FOR MOBILE PAYMENTS - TRANSACTIONS *(IN MILLIONS)*



Source: Ovum Mobile Payments Forecast 2014-2021.

Mobile payments cover both remote use cases (paying on a web shop or merchant mobile app) and proximity use cases (paying in a physical store). Consumers are getting used to and educated about this new possibility. For example, a study from Accenture (2016 North America Consumer Digital Payments Survey) indicates that in 2016, 56% of US citizens were "extremely aware" of the technology. The support of NFC mobile payment by Apple as part of Apple Pay launched in 2014 is a strong signal for reality of this use case, which has a positive effect on other mobile payment systems.

B.1.2.3 Key developments in technology will sustain the growth of electronic payments

Every player in today's payment market has to come to terms with change and innovation on a scale that has not been seen in a generation. New technologies and new ways of engaging consumers are delivering unprecedented opportunities for growth of electronic payments. At the same time as embracing new technologies, consumers, merchants and financial institutions also want the point of interaction and payment to become as frictionless as possible.

Contactless Payments

The rise in contactless payments is a significant move towards electronic means replacing cash for low value transactions. For example, in 2017 the number of contactless transactions increased 97% to 5.6 billion and 78% of all debit cards issued were contactless enabled. (Source: UK Finance).

Instant Payments

Instant payments (also referred to as immediate or real-time payments) have a very strong potential for both retail and corporate payments and the long-term impact on the payment ecosystem will be significant. Throughout the world, the number of real-time payment initiatives of one form or another has grown substantially over the last 12 months and will continue to increase. In Europe, The EPC's (European Payment Council) SEPA Instant Credit Transfer scheme is now operational and although optional, it is expected that it will change payments as more and more new use cases appear. equensWorldline is among the first CSMs to support this. Instant Payments have many advantages over cash and cheques and are thus ideally suited to replace these instruments. Also, driven by mobile applications, they have the potential to take market share from the debit card longer term. The key drivers will be ubiquity, interoperability, enhanced user experience and price.

Contextual commerce

The future will be dominated by omni-channel, contextual commerce that engages customers, drives traffic to the store, enhances the customer experience and improves brand loyalty. In its simplest form, contextual commerce is selling consumers what they want, when they want it in the most frictionless way. It enables merchants to deliver purchase opportunities to consumers in a contextually and personally relevant way. With traditional retailers under siege from Amazon, the use of contextual commerce to reach customers is already changing the retail game forever.

One major trend within contextual commerce is the rise of conversational commerce – payments initiated through social networks, chatbots or voice technologies such as Google Assistant, Amazon Alexa and Siri from Apple. As chatbots and voicebots connect messaging apps to commerce, increasing numbers of consumers are already using these services to find and select products and services and then to pay for them. Facebook, WeChat, Snapchat, WhatsApp and other instant messaging services connect more than 2.5 billion people around the world, enabling both money to be transferred and consumers to interact with brands and merchants. Over 10 million businesses in China have WeChat accounts, and it is becoming increasingly popular for small businesses to only have a WeChat account, forgoing developing their own website or mobile app completely. Conversational commerce can replicate or even exceed the levels of attention and support that customers may receive from in-store sales staff, combined with much greater convenience. In terms of brand building and consumer engagement, the messaging apps enable frequent and real-time interactions and build an emotional connection with a brand's customers, increasing engagement. Ovum has forecast that by 2020, 80% of brands will use chatbots for customer interactions.

Powered by fast-maturing technologies such as machine learning and Natural Language Processing, voicebots are enabling new ways to connect customers to their merchants. With the introduction of voice biometric recognition and authentication, the role of voice in online retail is set to soar.

On the horizon

Technologies that were once the preserve of science fiction are set to transform how we pay in the future. From biometrics to blockchain to the Internet of Things, Worldline is on the cutting edge of this new era in payment. The current revolution in payments is still mainly focused on human interaction. At Worldline, we believe that the next wave of development of real-time payment framework will center on the Internet of Things and on Artificial Intelligence.

In the medium term, we will see an expansion of today's payments framework to allow 'things' to access consumers' bank accounts. This will, of course, require permission from consumers, but, fundamentally, it will happen without human intervention, either triggered by a device or by a piece of AI software.

To ensure the same levels of trust and security as we have today, this new era will require watertight regulations and the further development of innovations for smart authentication and verification, notably biometrics and Blockchain. In all these areas, Worldline is on the frontline of R&D, partnering with technology companies, universities and start-ups to ensure the security of financial data in tomorrow's connected world.

B.1.2.4 Regulatory changes in the payment sector are expected to create new opportunities

Financial Services in Europe are facing a range of regulatory changes that have the potential to create new outsourcing opportunities for payment service providers and to drive increased demand for value added services to create new revenue opportunities.

- The revised Directive on Payment Services, or PSD2, which came into force in the EU in January 2018, has the potential to transform almost every corner of the payment services market. It has opened up the EU payment market to companies offering payment services, based on the concept of open, consensual access to information about the payment account. Introducing strict security requirements, PSD2 will enable new players and new payment models to emerge in the market, including Third Party Providers (TPPs) and fintechs.
  - Banks must provide recognized TPPs access to their accounting systems through an Open Banking application programming interface (APIs). Banks and fintechs are already starting to propose new services for consumers thanks to PSD2. Payment services providers are using open financial APIs to create new interfaces and develop new business models,
  - While much of the focus of PSD2 is on banks and fintechs, all enterprises in the B2C sector stand to benefit. For large organizations that already have today a high level of customer relationship and millions of customers, such as retailers, large telcos and even public organizations, becoming a TPP and setting up TPP services offers a chance to expand their value proposition, either directly or through partners like Worldline. The introduction of PSD2 will encourage the deployment of new account-based payment solutions (from Payment Initiation Service Providers or PISPs) as an alternative to the traditional card-based payment solutions. Merchants of all sizes will be under pressure from their customers to accept account-based payment methods online and in stores;

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- **Instant Payments went live in November 2017.** As a result, in many European countries it is now possible to make euro credit transfers in less than ten seconds. Consumers are able to make online purchases at all times as a result, including at times when many traditional payments alternatives are not available. For their part, suppliers and retailers will enjoy the certainty of receiving payment as soon as they provide their products or services. Although it is still in its early stages, and take-up of the technology by consumers and businesses is only nascent, Instant Payments has the potential to be one of the biggest game-changers in the payments sector. According to some forecasts, there may be € 725bn in annual instant payment transactions for e-commerce and at the point-of-sale by the end of 2027. It seems clear that the innovation has the potential to reduce the cost of managing cash and cheques and could make major headway in various sectors. For example, according to the European Payments Council, Instant Payments have the potential to develop in the peer-to-peer (P2P) and person-to-business segments in situations where cash and cheques are currently widely used. Instant Payments are likely to go much further than P2P to address business-to-business (B2B) payments and even machine-to-machine (M2M) payments with the rise of connected devices in our lives.

B.1.2.5 New entrants and their impact on the industry business Model also create new opportunities for Payment Services Providers

Tech giants such as the GAFA (Google, Apple, Facebook and Amazon) and BATX (Baidu, Alibaba, Tencent and Xiaomi) are leveraging their client access and financial power to revolutionize the payment sector through specific technologies and end-to-end services (including Google Wallet, Amazon Go, Alipay, WeChat Pay…).

New Fintechs, unencumbered by legacy technologies are also changing the way consumers interact with financial service providers as we see a new wave of digital only banks for example and other fintech leveraging PSD2 and open banking to offer payment initiation and financial management services. 91% of banks and 75% of fintechs say they expect to partner with each other in the future. In this new competitive environment, banks will have to adopt shorter development cycles and business models which incorporate revenue sharing and different pricing models.

Large banks in Europe clearly understand that the platform economy is the new normal for their business, and they have started to move accordingly. For their part, challenger banks and new specialist banks, which were born in this new world of digital services, are in prime position to take advantage of the changing landscape.

B.1.3 Worldline's Business Model [GRI 102-15] [GRI 102-2] [GRI 102-6] [GRI 102-9] [GRI 102-40] [GRI 102-42] [GRI 102-43] [GRI 102-44] [GRI 201-1]

The presentation of the Company's business model according to the *International Integrated Reporting Council* (IIRC) recommended framework is an expectation of the French transposition of the European Directive 2014/95/EU on the declaration of extra-financial performance (refer the Sections D.1.3.3.3 and D.1.2.3). This new expectation was an opportunity for Worldline to lay and strengthen the foundation for its value creation for all its stakeholders, including customers, employees, partners, investors or local communities in which the Company operates.

The IIRC framework defines the business model as "the chosen system of inputs, business activities, outputs and outcomes that aims to create value over the short, medium and long term"[1], meaning the system that converts the resources of the Company, through its activities, into outputs (products and services, as well as waste for instance) and eventually outcomes (internal and external consequences for the capitals/resources, positive and negative) to fulfill its strategic objectives and create value. The IIRC guidelines and consideration of inputs, outputs and outcomes aims to help clarify the organization's positive and negative impacts on the six capitals considered in this framework: financial, manufactured, human, intellectual, natural and social and relationship capital as described below:

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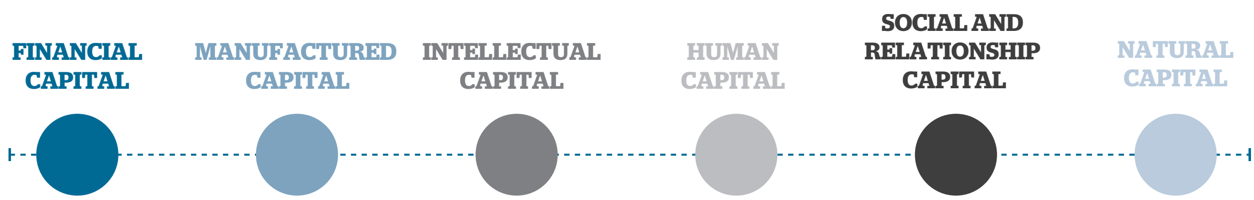


Financial capital	Manufactured capital	Intellectual capital	Human capital	Social and relationship capital	Natural capital
Financial capital includes all the cash funds available to the organization to be used in its own business.	Manufactured capital includes real estate or leased properties, administrative offices, IT and logistics platforms in which the Company carries out its business; it also includes the equipment necessary for carrying out its operations, as well as the stocks of the products marketed.	Intellectual capital includes the processes and internal procedures that are useful for corporate management, largely based on knowledge and activities aimed at ensuring the quality and safety of the products sold.	Human capital includes the wealth of competencies skills and knowledge of those who work within the Company, as well as governance bodies.	Social and relationship capital includes intangible resources attributable to Company relationships with key external individuals (customers, suppliers, and institutions) that are necessary to enhance the Company's image, reputation as well as customer satisfaction.	Natural capital includes the Company's activities that have a positive or negative impact on the natural environment, where the other 5 capitals operate.

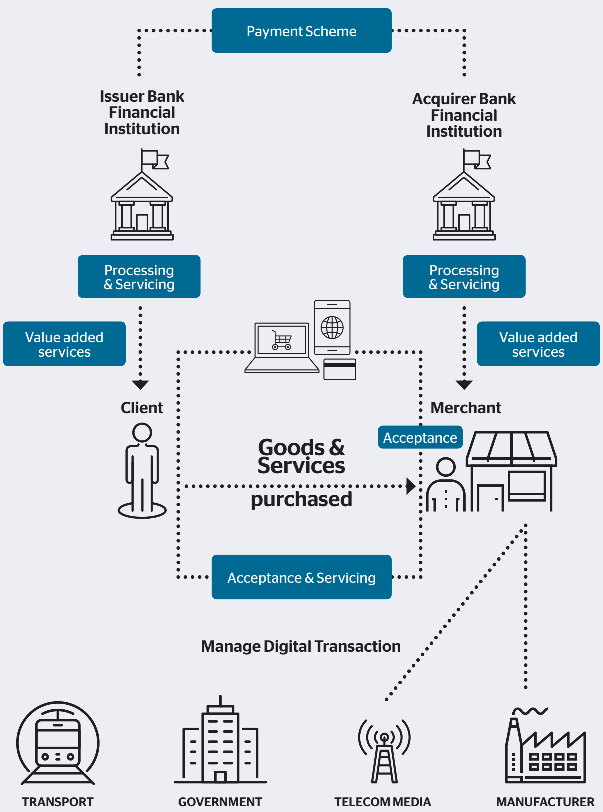
Thus, such guidelines aim to encourage companies to take a broader view of the concept of value creation, as well as integrating and aligning financial and extra-financial performance.

Based on the literature study and review of current reporting practices, Worldline published its business model according to the IIRC guidelines, including: its relationship to the six capitals, its business activities and strategy, its products and services (through its Business Lines), as well as its relationships with its main stakeholders and its main contribution to the United Nations Sustainable Development Goals.

(1) *http://integratedreporting.org/wp-content/uploads/2013/03/Business_Model.pdf*

INPUTS		OUTPUT
RESOURCES	**CHALLENGES**	**WORLDLINE BUSINESS**
Financial		
Solid financial profile	*Market trust & consolidation capabilities*	
Manufactured		
Robustness of industrial platforms & Data centers infrastructure	*Business excellence: quality, security & reliability*	
Intellectual		
Partnerships, Innovation, R&D	*Innovation & foresight of technological evolutions*	
Human		
11,000+ employees in 30+ countries	*Talent acquisition & retention, people development*	
Social and Relationship		
• Market intelligence & Regulation watch • Technological know-how	• *Customer satisfaction,* • *Ethics & compliance* • *Societal contribution*	
Natural		
Electrical Energy	• *Scarcity of resources* • *CO_2 emissions* • *Renewable energy transition*	

A NEW ECONOMY OF DATA AND CASHLESS DIGITAL TRANSACTIONS



At Worldline, connecting and securing transactions is what we do on a daily basis. Covering the entire payment value chain, our technological experts create and operate digital platforms that handle the millions of highly critical transactions between a company, its partners, and its customers.

VALUE 2018

WORLDLINE PRODUCT LINES AND RESULTS

€2.2 BN 2018
PRO FORMA ANNUAL REVENUE
€2.0 Bn Revenues in Europe
€0.2 Bn Revenues outside Europe

FINANCIAL SERVICES (FS)
Consolidating payment processing in Europe.
39% of Pro forma revenue (2018)

MERCHANT SERVICES (MS)
Energizing commerce with advanced payment services.
47% of Pro forma revenue (2018)

MOBILITY & e-TRANSACTIONAL SERVICES (MTS)
Enabling strategic digital transformation.
14% of Pro forma revenue (2018)

VALUE CREATION FOR STAKEHOLDERS

Capital	Stakeholders	Value creation	SDGS
Financial	Investors & Shareholders	• *6% organic growth* • *23% OMDA Profitability*	16 Peace, justice and strong institutions
Manufactured	Suppliers & Customers	• *99.97% service availability* • *38.4% of strategic suppliers evaluated by EcoVadis*	8 Decent work and economic growth; 12 Responsible consumption and production
Intellectual	Customers	• *€49.1M in R&D investment* • *Start-up partnerships*	8 Decent work and economic growth
Human	Employees	• *Employees highly qualified and motivated* • *59% GPTW satisfaction* • *87.75% Training satisfaction*	4 Quality education
Social and Relationship	Customers, Communities, Public Bodies	• *8.1/10 Customer satisfaction* • *0 significant fine for non-compliance* • *1.38 M€ social contribution*	8 Decent work and economic growth; 16 Peace, justice and strong institutions
Natural	Communities, Public Bodies	• *Eco efficiency in data centers* • *100% carbon neutral offers* • *Renewable energy switch* • *Circular economy*	13 Climate action

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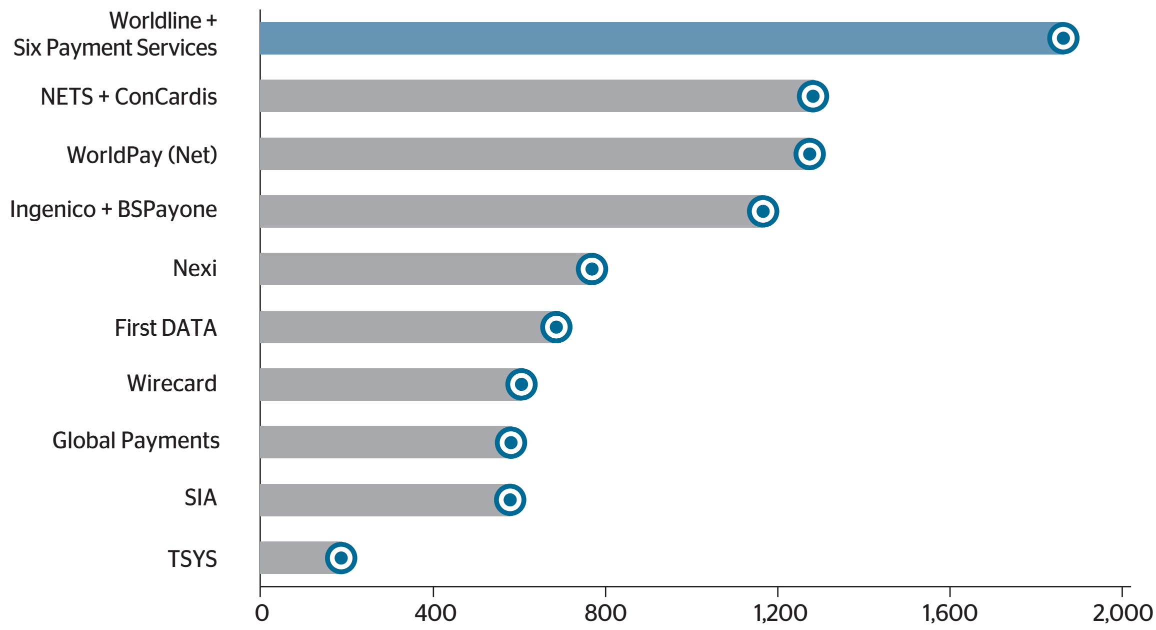
B.1.4 Competitive Landscape Payment Service Providers [GRI 102-6] [GRI 102-10]

The payment ecosystem is undergoing considerable change. New entrants are attempting to disrupt existing models, alongside considerable M&A activity and market consolidation. At the heart of this however, scale, stability and high security still matters and Worldline keeps reinforcing its European leadership position.

The following chart summarizes the Company's estimates with respect to the competitive positions of certain participants in the payment transaction processing industry in Europe only.

PAYMENT SERVICE PROVIDER (PSP) RANKING IN EUROPEAN UNION
(BASED ON 2017 EUROPEAN REVENUE OR LATEST AVAILABLE INFORMATION) *(IN € MILLION)*



Source: company estimates, based on latest publicly available information.

- Worldline: 2018 pro forma revenue in Europe excluding payment terminals
- First Data: before merger with Fiserv
- Ingenico: estimates excluding payment terminals

B.2 Competitive Strengths

B.2.1 A major player in Europe with an expanding global footprint, especially in emerging markets

The Group is Europe's leading payment service and electronic transaction providers in terms of revenue across its three *Global Business Lines*.

In addition to its strong home market position in France, it holds market leadership positions in Switzerland, in Austria, in Luxembourg, in Belgium, in the Netherlands, in Germany, in Latvia and in Lithuania.

Worldline is also one of the main online payment services provider in Europe.

The Group's status as one of Europe's leading players is coupled with its strong and growing presence in emerging markets such as India, China and certain countries in Latin America, where it benefits from local growth and knowledge.

More generally, the Group's scale is reinforced by the strong backing of the Atos group, itself one of the largest IT services providers in Europe with a significant global footprint.

This scale helps the Group to:

- Drive innovation,
- Be price competitive (thanks to economies of scale),
- To offer payment acceptance and acquisition services on a Pan-European scale; and
- Attract large multi-national clients looking to outsource mission critical payment activities or other digital data processing services.

The Group maintains a particularly broad base of customers across *Global Business Lines* characterized by long-standing and diversified relationships. This positioning provides the Group with a strong platform from which to pursue both organic and inorganic growth opportunities which are expected to arise in the sector. The Group's track record of successful inorganic growth further underlines its ability to seize such inorganic growth opportunities and consolidate its competitive position and scale.

In the past years, Worldline successfully acquired and integrated the following players: Banksys (Belgium), Equens (The Netherlands, Germany, Italy), Paysquare (Germany, the Netherland) Digital River World Payments (USA, Brazil, Sweden), First Data Baltics (Lithuania, Latvia, Estonia), Venture Infotek and MRL Posnet (India), Diamis and entered in a strategic alliance with Komercni Banka (Czech Republic). Most recently with the acquisition of Six Payment Services in Switzerland, Austria, Luxembourg, Worldline reinforced its European leadership to become the largest payment provider in Europe. These different acquisitions are described in section A.6.1.

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B.2.2 Unique comprehensive positioning across the extended payments value chain

The Group provides a wide range of solutions across the extended payments value chain. Worldline's business extends from:

- The "core" electronic payment services traditionally offered to merchants and banks:
  - Commercial acquiring ;
  - *Acquiring* and *Issuing Processing ;*
  - Payment acceptance solutions ;
  - SEPA transaction processing ;
- To "extended" value-added services for merchants and bank:
  - *Digital Banking* ;
  - Mobile authentication ;
  - Mobile payment & wallets ;
  - Card-linked offers ;
  - Private label cards ;
  - Loyalty programs ;
  - Omni-commerce services ;
- To innovative services provided to emerging new digital businesses (*e-Ticketing*, e-Government, e-Consumer and Connected Living services).

The Group's breadth of services allows it to provide flexible and tailored solutions to address client needs, while also reducing their risk and upfront costs (*e.g.* offering fee structures based on transactional revenue in all or part rather than on project builds).

By offering solutions across the payment value chain, the Group can extract more value at each point of the transaction lifecycle, while relying less on any particular business line, solution or technology. The Group's policy of promoting the sharing of best practices, developments and synergies across *Global Business Lines* permits improved operational and production efficiencies throughout the Group. This creates a virtuous circle that leads to the creation of further value.

Furthermore, the Group's positioning across the extended payments ecosystem affords it a complete perspective on the electronic payments industry, permitting it to react quickly to regulatory or other changes and to capitalize on new opportunities generated by them.

Payment Service Processing in Europe	Issuing transaction processing	Services to cardholders and issuers	CSM[1]	Credit/Debit transfers	Services to merchants	Acquiring transaction processing	Commercial acquiring	Acceptance POS /eCommerce	Services to new digital businesses
Worldline (inc. SPS)	●	●	●	●	●	●	●	●	●
Nets	●	●	●	●	●	●	●	●	○
First Data	●	●			●	●	●	●	
WorldPay					●		●	●	
Ingenico					●	●	●	●	
Wirecard	○				●	○	●	●	
Global Payments	○				●	○	●	●	
TSYS	●	●				○			
SIA	●	●	●	●		●		●	○
Nexi Group (*is the issuer with bank partners)	*	*			●		●	●	

Source: Best estimates from the company based on available public information - [1] Clearing and Settlement Mechanism.

● *Core offering* ○ *Non-core offering*

This diagram has been set up using the following definitions:

- Issuing transaction processing: Processing of the issuing payment transaction;
- Services to cardholders: Services such as call center and VAS services (card blocking, loyalty, card-linked solutions, coupons etc.) provided for and on behalf of card issuers;
- CSM: Clearing and settlement mechanism;
- Credit/debit transfers: Processing of SEPA payment services;
- Services to merchants: services providing Value in or around the payment such as loyalty, gift cards, private label cards, or vertical solutions with specific functions for e.g. taxis, restaurants, hospitality, etc.;
- Acquiring transaction processing: Third party processing on behalf of direct or indirect merchant acquirers;
- Commercial Acquiring: Contracting with the merchant for the provision of the merchant account and access to the necessary schemes to enable the acceptance of the payment method;
- Acceptance POS/e-commerce: The provision of acceptance services including the Terminals, maintenance etc. and provision of payment gateways in both the card present and card not present environment;
- Services to new digital businesses: services to companies leveraging digital to provide services using payment (transportation companies (e-Ticketing), government (tax collection), etc.).

The wide variety of participants in the payment transaction processing industry and the variations among such participants in their coverage of sub-markets within this industry make it difficult to compile specific and reliable market share data.

B.2.3 Leading presence in next-generation payment services

The payment services market is rapidly evolving and the Group is well placed to capitalize on growth in next generation payment services.

Already positioned as an online payments market leader in France (thanks to WL Sips, Secured Internet Payment Services), in the Netherlands (iDEAL) and in Switzerland (through SIX Payment Services acquisition), this position is strengthen by Digital River World Payments multi-currencies acceptance and collecting solutions (WL Online Payment Acceptance). More recently, this has been enhanced with the addition of our One Commerce Hub solution, enabling merchants to offer consumers a truly unified omni-channel experience.

In mobile payment solutions, the Group benefits from a technology neutral positioning, serving an array of banks and financial institutions, card payment schemes, merchants and telecommunications providers, and has the flexibility to offer both own-brand and white label solutions. Thanks to a clear strategy and strong R&D, the Group possesses key assets for mobile payment, such as:

- PCI-DSS card container ;
- Strong software authentication (patented) ;
- Host Card Emulation payment platform (patented) ; and
- EMVco compliant tokenization platform.

The Group also offers mPOS devices and mobile payment solutions for tablets, which are targeted at micro merchants, start-ups, and small businesses or specific sectors such as restaurants and movie theaters.

Whether through loyalty programs and customer relationship management (CRM) services, solutions that capture "big data" opportunities or other value added services, the Group is continually expanding its portfolio of innovative payment-related solutions for its merchant clients, allowing them to engage with and support their customers throughout the duration of the merchant-customer relationship – before, during and after the sale.

Because of this track record of innovation, the Group has started to accompany a large number of B2C brands, such as, most recently, McDonald's and Accor (in France), Carrefour (in France and Belgium, Adidas (through the innovative adiVerse virtual footwear wall), and Sephora (Sephora Flash), in the digital transformation of their sales and marketing processes and customer relationship outreach and management. The Group is well positioned to build long-standing relationships with these global merchants, developing tailored value added services and solutions to accommodate their changing needs as technology and trends in consumer behavior evolve.

In addition, many of the services provided in the Mobility & e-Transactional Services line, are highly innovative and, Worldline leverages its expertise in the areas of: payments, business processes digitization, large transaction processing and data analysis, to help companies and government entities to face the strategic challenges brought by the "digital revolution".

The Group has proven strength with its own intellectual property and research and development capabilities, which are key enablers of the Group's capacity for innovation and improvement.

Finally, the Group is able to provide its clients with turn-key solutions that include, for example, within the context of a single contract:

- The development of an end-to-end platform that generates business opportunities;
- The transformation of such opportunities into orders or purchase decisions;
- The processing of all types of resulting payments; and
- The provision of related value added services.

The Group considers this a major competitive advantage vis-à-vis most of its competitors, who often need to form consortia with other industry players in order to provide a similarly wide range of services, which can lead to issues in terms of allocation of responsibilities and coordination risks and complicate client contractual relationships.

B.3 Strategy

B.3.1 Scale and reach: fully leverage Worldline Pan-European competitive advantage

Acceleration in Worldline's organic growth over the past year combined with a series of successful acquisitions has given Worldline the scale, the know-how and the geographical reach allowing strong differentiation in a highly competitive landscape.

Worldline is now established as the most important and sizeable financial processor in Europe and one of the largest acquirers of Continental Europe. The Group intends to leverage its scale and leading existing market position to further increase its competitive position within the payment market. Worldline intends to bring scale benefits to all parties, and extend its reach by entering new geographies, either through acquisitions or alliances. It will continue making innovation one of its strongest differentiators and will leverage all the benefits of its enlarged scale in the Group R&D activities.

The Group aims to offer the full range of its services portfolio in each of the countries in which it currently operates. The Group also intends to expand in key regions in Europe in which it currently has a smaller footprint but sees significant growth potential, including the Nordics, United Kingdom, Iberia and Central & Eastern Europe. All the while, the Group seeks to maintain its distinct competitive advantage relative to its global competitors, particularly in Europe. This competitive advantage stems from the Group's ability to access and leverage secure and compliant technology infrastructure locally, its local on-the-ground knowledge of the countries in which it operates, and the breadth of products and services that it offers across the payment value chain, which provides for extensive cross-selling and expertise sharing opportunities across Business Lines and geographic regions.

B.3.2 Large deals expertise: maintain commercial focus on large outsourcing deals and new bank alliances

As regulatory changes alter the mechanics of the payment services industry in Europe, financial institutions, forced to reassess their cost structures, are expected to increasingly opt to outsource key functions to third party payment service providers. In 2018, Commerzbank, following this trend, decided to outsource to Worldline the processing of all SEPA (Single Euro Payments Area), instant, multi-currency, and domestic payments for a period of ten years.

Given its expertise in large deals elaboration, its scale, its leadership position within the European payments market and full range of services offered across the extended payment value chain, the Group is ideally positioned to capture additional business from banks willing to outsource their payment infrastructure but also looking for a partner to jointly provide merchants with advanced acquiring and payment processing services.

Furthermore, the Group expects to be well-placed to capture additional business from banks looking to enhance revenue streams through the provision of additional value added services to their customers.

B.3.3 Focus on online: grow above market Worldline online and omni-channel payments, leveraging One Commerce Hub and digital banking

Worldline believes that the future will be dominated by omni-channel, contextual commerce that engages customers, drives traffic to the store, enhances the customer experience and improves brand loyalty. Worldline needs to reveal its strength in that field and, thanks to its omni-channel payment solution - One Commerce Hub – that help merchants ensuring a multi-channel convergence of payment services and integrating payment seamlessly into the customer journey. It allows merchants reducing their transaction costs and transforming the experience of their customers.

In parallel Worldline Digital Banking platform, innovative, flexible and scalable will accompany the rapid transformation of the banking industry, driven by regulatory initiatives (such as PSD2) or the evolution of customer's behavior.

B.3.4 Innovation and investment: ensure successful market breakthrough with latest differentiating offers

Worldline is more and more recognized as an innovative leader due to a uniquely comprehensive and innovative portfolio of proprietary solutions for banks, merchants and for any other sector where transactions are at the heart of business. The group will grab all the innovation and regulatory initiatives helping to revamp its offers and continuously look to best serve its customers providing them the most advanced solutions.

B.3.5 Integration know-how: enable fastest possible delivery of SIX Payment Services and equensWorldline synergy plans

Over the years, and with the support of Atos, the Group has developed a strong expertise and know-how in newly acquired companies' integration. Worldline has proven its ability to integrate them consistently in terms of management, processes, efficiency methods, technology (platforms…). Over the 3 coming years, Worldline will focus and tightly monitor the efficiency and quick delivery of the synergy plans of SIX Payment Services and equensWorldline.

B.3.6 M&A track record: more than ever, maintain an absolute priority and focus on the next wave of European payment consolidation opportunities

The Group is expecting a massive transformation in the structuring of the payment industry in the next 3 years and believes in the emergence of world class players born in Europe. A first wave of consolidation in which Worldline played a central role started in 2011-2012 and mostly affected medium sized countries. Very large countries such as France, Spain, Portugal, Italy or parts of Germany have not, or only slightly, participated in this wave. Worldline believes a second wave of consolidation will begin for those countries representing the largest volumes of payments. As a payments market leader with a strong track record of value creation through disciplined acquisitions, as illustrated by its acquisitions of Banksys, Equens and SIX Payment Services, and by the value creation expected from the acquisitions of First Data Baltics, Digital River World Payments and MRL Posnet, the Group is ready to capitalize on such pan-European consolidation opportunities.

As part of its acquisition strategy, the Group evaluates technologies and businesses that have the potential to enhance, complement or expand its product offerings, strengthen its value proposition to customers and increase its overall scale. To drive value, the Group intends to target businesses that can be efficiently integrated into its existing global sales network, technology infrastructure, and operational delivery model, while remaining financially disciplined.

B.3.7 Make Worldline the n°1 payment industry employer brand through talent & expert attraction and developments policies and Tier 1 CSR achievements

Worldline is determined to carry on reinforcing within its employee community the feeling of belonging to a people-focused organization. New generation of employees and new behavioral trends are constantly pushing Worldline to progress as an employer, through a culture of transparent and equitable integration, focused on innovation, diversity, personal development, and which concretely recognizes work and performance. Worldline ambitions to progress in the long term and to become the most fulfilling and motivating environment and stand as the most favored employment brand in the payment industry.

In parallel, through its Trust 2020 program, the Group demonstrates its permanent focus on building a very solid business, performing in the short term but also equally able to stand the test of sustainability over the coming decades and to meet the expectations of all the stakeholders of the company. The targets of this program are engrained into all aspects of our business and its achievements place Worldline among the leaders of its industry in the CSR field. The Group customers can trust Worldline will be in this business for a long time and does everything to ensure its business is robust and sustainable.

B.4 2019-2021 Ambition

Worldline announced during the Investor Day held by its parent company Atos on January 30, 2019 its ambitions for 2019-2021, reflecting the increase of its business after the recent acquisitions of SIX Payment Services.

2021 targets

The Group ambitions to deliver:

- **Organic revenue growth: +7% and +8% CAGR vs. 2018;**
- **Profitability:** OMDA percentage improvement between **+400bp and +500bp in 2021**, compared with 2018 pro forma of c.21%;
- **Free cash flow: € 370 million to € 410 million in 2021**, representing between +75% and +95% increase compared with 2018.

To reach its 2021 Ambition the Group will focus on the following levers:

- Leverage Worldline's size, unique European reach and product excellence in Merchant Services;
- Fully deliver the scale benefits of the established European processing market leader;
- Bringing payment, high scale processing and regulation expertise to new adjacent markets.

B.4.1 Leverage Worldline's size, unique European reach and product excellence in Merchant Services

Following the acquisition of SIX Payment Services in November 2018, Worldline is now the largest non-bank acquirer in Continental Europe with a market share of circa 10% and a number 3 position for online payment acceptance in Europe. Based on its numerous market leading positions, particularly in Switzerland, Austria and in the Benelux but also in India, the Group's Merchant Services division intends to fully grab the benefits of this enhanced scale and positioning for both physical and online payment services.

Leveraging a unique mix of solutions and assets, such as it very solid cross-border acquiring solution, its state-of-the-art omni-channel platform "One Commerce Hub", or its innovative range of new payment terminals, Worldline anticipates **Merchant Services to be the growth engine of the Group with an organic growth rate of high single digit expected over the 2019-2021 period.**

Over the next three years, Merchant Services OMDA is expected to strongly improve **from a low-twenties OMDA percentage in 2018 pro forma to a high-twenties rate in 2021**, thanks to the delivery of massive synergies with SIX Payment Services[(1)], the contribution of the efficiency program TEAM[2], larger scale and a higher proportion of online payments.

B.4.2 Fully deliver the scale benefits of the established European processing market leader

The 3-year plan of Financial Services intends to fully leverage its undisputed European leadership position, which was further enhanced by the acquisition of the processing activities of SIX Payment Services as well as its unique portfolio of offerings, covering all types of payment processing as well as *Digital Banking* and solutions for secured online transactions.

On this basis, beyond the benefit from structural transaction volume increase, the Group's growth in Financial Services is expected to be supported by numerous levers such as:

- Cross selling and up selling on the recently integrated new customer bases;
- Driving proactive sales campaigns to push its highly innovative products and services;

(1) *SIX Payment Services synergies: circa € 110 million OMDA run-rate by 2022, of which c. 25% in 2019 and c. 50% in 2020 (impact on Merchant Services and Financial Services altogether).*

- Delivering a high level of recurring or regulatory driven projects activity, notably in online and mobile payments, PSD2 compliant secured access to account platforms and instant payment technologies.

In addition Worldline intends to maintain a strong commercial focus on new large payment outsourcing contracts with banks, which is proving to be a sustained trend in the market driven by cost optimization policies, necessity for better time to market and reallocation of IT and business priorities within banking communities.

Therefore, and following several quarters of strong revenue growth in the past two years, Worldline now anticipates that Financial Service revenue should grow **above +5% over the 2019-2021 period** versus the low single digit assumption that was retained for the previous 3-year plan.

On top of the strong synergies expected from the Merger with SIX Payment Services[(1)] and the profitability enhancement coming from TEAM[2], Financial Services' OMDA should also benefit from a higher operating leverage and from the phase 2 of the synergy plan of equensWorldline, which targets another € 15 million run rate OMDA improvement by 2021. Altogether, the Group is targeting Financial Services' **OMDA** to **improve from the high twenties pro forma to the low thirties in 2021.**

B.4.3 Bringing payment, high scale processing and regulation expertise to new adjacent markets

Expected growth in Mobility & e-Transactional Services relies on a solid pipeline of opportunities, notably for open payment technologies in public transport, track & trace solutions and consumer engagement platforms. The Group intends to strongly promote these promising assets to its large banking and merchant customer base. It also intends to benefit from its larger geographical footprint, notably in the DACH (Germany, Austria, and Switzerland) region and Central & Eastern Europe. Together with growing volumes on existing platforms, these trends will sustain **Mobility & e-Transactional Services growth rate, expected within group average over the period 2019-2021.**

Mobility & e-Transactional Services **OMDA percentage** is expected to **improve gradually towards 15% to 17%** through a stronger focus on large scale platforms, optimization of delivery models and more transactions on existing platforms.

B.4.4 Strategic priority for the European Payment Industry consolidation

Benefitting from its European intimacy and its particularly solid financial profile, the Group intends to keep participating with an absolute priority focus on the consolidation of the European payment market, as it has already done in Merchant Services with the recent transformative acquisitions of SIX Payment Services and in Financial Processing through the creation of equensWorldline.

As demonstrated over the last 4 years, Worldline has a unique capability to shape tailor-made transactions, which are fitting the particular situations or expectations of the European banks and banking communities when they contemplate their strategic options for the future of their payment assets and activities. This know-how is reinforced by the strategic flexibility of Worldline and its proven track record of value creation for the banks both as customers and shareholders, while taking into consideration their specific regulatory environment or governance constraints.

Given the numerous opportunities for further European payment industry consolidation, notably in some of the largest European economies; Worldline confirms its absolute priority and focus devoted on its M&A strategy over in the next 3 years.

(1) SIX Payment Services synergies: circa € 110 million OMDA run-rate by 2022, of which c. 25% in 2019 and c. 50% in 2020 (impact on Merchant Services and Financial Services altogether)

B.4.5 Other Strategic plans

Market Trends: the strategy of the Group is driven by European payment market structural evolutions, and notably:

- Transaction Volume Growth;
- Regulatory changes;
- Technology changes;
- Emergence of new electronic payment methods;
- Emergence of new digital businesses;

As described in Section B.3 "Strategy".

TEAM² Project: Through its three-year TEAM² program evolution of the TEAM project initiated in early 2014, the Group aims, among other things:

- To achieve significant operating efficiencies from platform and infrastructure rationalization;
- Enhance resource allocation across its network;
- Improve sales effectiveness and contract profitability; and
- Industrialize development methods, and generally leverage the Group's resources, size, and global reach to capitalize on the strong growth in the markets and industries in which it operates.

This program, which has been now extended to recently acquired companies, in particular to SIX Payment Services, is expected to contribute substantially to improving the Group's OMDA margin over the period, and to offset, in particular, the negative effect of competitive pressure on prices as well as the expected increase in salaries over the period.

Technical platforms evolution: the platform technical convergence plan is happening in connection with the Equens and SIX Payment Services integrations. These integrations are based on the technological investment made through the WIPE program and on the best assets from the Equens and SIX Payment Services investment plans.

- The Equens integration plan has already started to deliver its main results in 2018 and includes platforms mergers that will bring additional benefits until 2021;
- The SIX Payment Services Integration plan will deliver its results as soon as 2019 and until 2022.

Dividend Policy: The Group aims to distribute dividends representing approximately 25% of its consolidated net income, to the extent that it is compatible with the implementation of the Group's external growth policy.

Financial leverage: Excluding transformative acquisitions, the Group's objective is to maintain a leverage ratio (net debt to OMDA) of between 1.5 and 2.5 in the medium term.

C

The Group's business

C

C.1 Description of the Group's three Business Lines services [GRI 102-2]

C.1.1 Merchant Services

Merchant Services is evolving in a fast changing environment under the influence of several forces, including:

- New regulations such as PSD2 and the Instant Payment initiative ;
- New technologies enabling innovative business- and operating models like omni-channel experiences ; and
- More and more connected digital and mobile consumer habits.

In this context, merchants and retailers are demanding on new solutions and services to seize the opportunities brought by the new "phy-gital" (convergence of physical and digital) world, while at the same time avoiding technical and operational challenges coming along. Merchants continue to look at all ways to reinforce consumer engagement and increase the average basket through personalized customer journeys joined with a simplified and secured payment experience.

Merchants' needs are constantly evolving, depending on their size, business segments and geographical reach:

- Tier 1 retailers are looking at ways to standardize the payment solutions across all their geographies moving to one central global "features rich" and cost effective payment system ;
- Tier 2 merchants are investing into omni-channel solutions to build a seamless experience between their physical and digital channels ; and
- Tier 3 merchants show an increased interest for digitalized and vertical solutions adapted to the specific needs of their market segment.

The competitive landscape is also changing:

- New players, namely start-ups and fintechs are entering and stimulating the market transformation ;
- Traditional players, such as banks, are opening doors to alliances ; and
- Major acquirers are joining forces in a market where scale and geographical reach matter more than ever.

Being the leader in Merchant Services in Europe, Worldline is best positioned to seize the opportunities generated by this changing landscape and to optimally address the new merchants' needs.

Thanks to a broad portfolio of payment and digital products and services, Worldline Merchant Services is in position to offer to its customers innovative and cost effective solutions to help them improve the consumer shopping experience:

- Before the sale, through targeted origination ;
- During the sale, by offering a range of services across the payment value chain (from terminal and acquiring services to multi and Omni-channel payment acceptance and payment processing) ;
- And after the sale, through targeted loyalty programs and analysis of data generated during their interactions with their customers.

Worldline's payment solutions and value-added services thereby allow consumers to seamlessly transition between the merchant's various physical and virtual sales platforms.

In order to even better address these customers' and market's needs, Worldline continued investments to successfully deliver omni-channel, world-centric payment solutions as well as customized vertical and merchant wallet solutions. As a result of this strategy; Worldline increased revenues in the e-commerce segment by +30% between 2017 and 2018 and almost doubled its revenue in the Travel industry.

Thanks to this strong product portfolio supported by high-availability platforms and local services centers, Worldline is today serving more than 400,000 merchants worldwide, from micro-merchants (mass market) to large international enterprises in various segments. Tesco, Sainsbury's, BP, Indian Oil Corporation, Bharat Petroleum, Hero Cycle, Hindustan Unilver, PayPal, Spotify, Airbnb, McDonald's amongst others are Worldline Merchant Services customers, in Europe, but also in India, in LaTam, in APAC and in North America.

In Europe, Worldline Merchant Services acquired over 3.4 billion card transactions in 2018, leveraging the scale and capabilities of the Group processing platforms, one of the largest payment processor in the world.

Beyond Europe, Worldline Merchant Services has leading positions in the Indian market where it is the largest acquiring processor and partner of many banks in the country, managing c. 1.4m terminals and QR codes, processing more than 1.1bn transactions.

In the field of e-commerce, Worldline Merchant Services managed over 80,000 e-commerce websites, processed and/or collected over 900 million transactions across a wide range of more than 250 on-line payment methods.

Worldline Merchant Services generated revenue of € 624.3 million in 2018, with OMDA margin of 21.2% (€ 132.3 million).

In 2018, Worldline continued to strengthen its leadership through organic growth as well as acquisitions.

Multiple initiatives contributed to support the Merchant Services organic growth:

- Investing in distribution channels by increasing direct and indirect sales forces, building long term relationships with key customers, and accelerating the international expansion to better serve global customers ;
- Investing in new products and solutions like launching a new Android terminal family, adding functionalities to e-payment platforms, building a true omni-channel acceptance backbone, building new value added services like our highly successful Merchant Wallet and starting investments in a new range of PSD2 services ;
- Delivering "Excellence in Services" while optimizing the cost structures to secure products competitiveness for our customers ; and
- Simplifying and accelerating on-boarding processes for our new clients and automate the customer journey.

In parallel, Worldline Merchant Services continued to expand, strengthening its product portfolio and market reach through a number of acquisitions.

Over the last two years, Worldline acquired PaySquare (reinforcing its commercial acquiring activities in the Netherlands and Germany, and entering Poland), Digital River World Payments in Sweden (leveraging its e-commerce acceptance solution to follow major e-commerce retailers in their geographical expansion), KB Smart Pay in partnership with Société Générale (becoming Czech Republic's number 3 commercial acquirer) and MRL Posnet in India (therefore reinforcing its position as the main acquiring processor of the country).

The most recent acquisition of SIX Payment Services is a major breakthrough which allows Worldline to establish itself as the number 1 non-bank acquiring platform in Continental Europe, through:

- New leading market positions in Switzerland, Austria, Luxembourg and reinforcement in Germany, Poland and CEE, complementing the existing strong position of Worldline in Germany, France, The Netherlands and Belgium ;
- Many additional leading products and solutions coming from SIX Payment Services (such as in Travel, Hospitality, Restaurants, DCC), very much complementing Worldline's portfolio ;
- An unparalleled pan-European geographic reach with full support for physical and online payments including all "cost efficient local schemes" offering ; and
- A strong and quite unique positioning as an attractive bank partner for alliances in payment acceptance and commercial acquiring.

Merchant Services activities are organized into two divisions.

- Payment services (commercial acquiring, omni-channel payment acceptance, terminal solutions) have been grouped under the name *"Merchant Payment Services"*.
- Digital Services (digital retail, private label cards and loyalty services) have been grouped under the name *"Merchant Digital Services"*.

C.1.1.1 Merchant Payment Services

Merchant Services has a unique combination of payment, digital and transactional expertise, which allows merchants to grow their sales, increase the control over their business through excellent reporting ability and enhance their customer's experience.

Merchant Payment Services offers products and services across the full payment value chain:

- Commercial acquiring ;
- Payment terminals solutions ; and
- Omni-channel Payment Acceptance.

C.1.1.1.1 Commercial acquiring

Building on its strong historical position in Belgium as leading commercial acquirer, Worldline has successfully expanded its commercial activities in Europe, both organically and via bank alliances and acquisitions as mentioned above. With the recent acquisition of SIX Payment Services, Worldline is now the number 1 non-bank acquirer in continental Europe.

Worldline provides commercial acquiring activities throughout Europe notably with strong market position in Belgium, the Netherlands, Luxembourg, Germany, Czech Republic, Slovakia and India, plus, with the SIX Payment Services' acquisition, in Switzerland, Austria, Slovenia, Poland, Hungary and Italy.

In order to accept payment cards through international card schemes such as Visa and MasterCard and local debit card schemes such as Bancontact in Belgium, a merchant must contract with a payment institution (or bank) which is a member of the card scheme network.

Acquiring is the business of contracting merchants for payment card acceptance. The key role of the acquirer is to transfer the funds received during a card transaction from the cardholder's issuing bank to the merchant's bank account. A commercial acquirer also effectively underwrites the credit quality and integrity of the merchant, because the acquirer is required to refund to the issuing bank the amounts paid if a merchant does not deliver the goods to the end customer. To be an acquirer, a company must hold a license as a payment institution. Worldline is a licensed payment institution in Belgium, in The Netherlands and in Sweden, and with the SIX Payment Services' acquisition, in Luxembourg and Switzerland.

Through its ability to offer end-to-end solutions, the Group provides merchants with a one-stop-shop for Commercial Acquiring services. Worldline manages and ensures the quality, reliability and availability of payment services, allowing merchants to focus on and increase their business. In all the countries previously mentioned, the Group provides merchants with a contractual relationship that covers all major international payment schemes (Visa, MasterCard, Diners, UnionPay, JCB), national scheme like the Belgian national debit card scheme (Bancontact), the Swiss mobile payment scheme Twint and also other alternative payment means such as Alipay and WeChatPay. In addition, Worldline is a Network Service Provider (NSP) in Germany, offering Girocard to its clients.

Worldline has an attractive combination of solutions and capabilities, both in the front and back office, to deliver cutting edge, seamless multi-device payment related services. Worldline's acquiring platform is built around several modules that manage all types of payments (EMV, contactless, telephone order, 3-D secure, recurring payments, unattended, etc.) across multiple channels (point of sale, e-Commerce, mobile commerce) and from different acceptance solutions. Worldline's solution includes the delivery of consolidated enhanced reporting to merchants and supports a wide range of currencies for card transactions. Worldline's solutions also incorporate robust fraud prevention services to help merchants and cardholders reduce fraudulent transactions.

Beyond connecting merchants to the payment scheme network, Worldline supports merchants at every step of their relationship with their customers, allowing them to significantly increase the number of payment transactions generated by their business. The turn-key solutions that Worldline offers to its merchant clients cover all aspects of the electronic payment chain (Commercial Acquiring, payment Terminals, payment processing, point-of-sale marketing campaigns, etc.).

Worldline offers a number of payment-related value-added services, such as Dynamic Currency Conversion, fraud detection, customer feedback surveys, loyalty services as well as end-to-end solutions for implementing company-specific gift and loyalty card programs.

Worldline's clients cover all business sectors, from large-scale retail distributors, such as Delhaize to an international oil and gas company, travel business such as Hilton and Carlson Wagonlit, as well as small businesses (called the mass market segment) such as restaurants, shops, etc.

Account-to-account payment

Following the new services defined in the Payment Service Directive 2 allowing Third Party Processors to access to the bank accounts of the payment users to initiate payments (Credit Transfers or Instant Payments) or to get the information available on their bank account (balance, history), Worldline has invested to be able to support this new way to pay and the value added services based on account to account new capabilities when the bank will be ready before September 13, 2019. For this, Worldline has extended his PSP license and became Payment Initiator Service Provider and Account Information Service Provider in Belgium. Worldline has started to passport them to the other European countries.

C.1.1.1.2 Payment Terminals solutions

Worldline offers a range of robust, versatile and easy-to-use and easy to integrate payment Terminals adapted for different segments of the market. The Group offers merchants Terminals to rent or buy, and provides installation and support services. Worldline markets its Terminals in the Benelux and Nordics regions, Germany, Switzerland, France, Czech Republic, Slovakia, Austria, Hungary, Poland, Russia and Spain. Worldline has shipped more than 200,000 of its payment terminals in 2018 and has 2.2 million terminals in operation worldwide.

Building on the success of the SAMOA-based terminals, the next generation of terminals uses an Android-based platform called Spica. Custom applications developed for one type of terminal can easily be ported to other terminals built around the same platform, maximizing development return on investment. Built around free software, they allow partners and customers to develop their own applications. Complementary services like promotion in store, survey and advertising on the screen of the Terminals are available. Software updates and security keys can be securely downloaded when necessary, minimizing the need for on-site interventions.

Thorough lab testing and ISO 9001:2000 certification help guarantee the manufacturing quality of Worldline Terminals by subcontractors, which are designed to have a long working life.

Worldline continually renews its range of terminal products, with an emphasis on product design, high security, and reliability. Worldline's terminal range includes:

- The YOMANI range of countertop Terminals, which are designed to ensure fast transactions in large retail environments. Top of the range, is the YOMANI Touch which incorporates a large full-color touch screen and contactless reader ;
- The YOMOVA, a compact all-in-one terminal which Worldline offers in a countertop and a portable version. YOMOVA is designed for restaurants and shops;
- The YOXIMO 3G/2G enabled mobile POS terminals, now with a 4G option available ;
- The SAMOA-based XENTEO ECO, XENOA ECO and YONEO Terminals for unattended environment, resistant to vandalism and bad weather ;
- The Spica-based VALINA, the first of Worldline's new Android-based payment terminal: this all-in-one terminal has been specifically designed for unattended use in environments such as vending-machines, car-parking systems and ticketing kiosks ; and
- The Spica-based YUMI, the newest Android-based terminal from Worldline, is for attended use in retail environments – and for much more than just payment. With its 7" touch screen, the YUMI offers a new user experience and supports new apps for cardholders and merchants.

The YOMANI touch, YOMOVA and VALINA terminals use a touch screen for an enhanced customer journey.

Worldline also provides payment terminal solutions based on standardized payment application, adapted or integrated on hardware devices from other market players like VeriFone and Ingenico. Both Worldline manufactured or partner products work with the same ECR interface and the same terminal management system (TMS). This flexibility allows Worldline to offer a complete range of hardware types and software functions, meeting the demands of every attended or unattended market segment across the European markets.

Worldline's Terminals support remote management through applications such as its XENTURION POS terminal management system, which allows batch updating and management of terminal fleets.

Worldline also proposes a mobile point of sale (mPOS) device together with an application for mobile devices that allows smartphones and tablets to be used as mobile payment Terminals. Because this solution is less expensive to implement than renting or purchasing a dedicated POS terminal, it is well-suited as an entry-level solution for micro merchants, start-ups and small businesses that make in-home deliveries. Worldline also provides cloud-based solutions that deliver cash-register functions on a tablet and are connected to an mPOS or a traditional payment terminal.

For big retailers, Worldline offers cCredit as an interface between the merchant's cash register system and the PINPAD terminal. It handles communication with those parties involved in payment transactions, the network operator, the acquirer or the service center. The terminal is administered via the Service Center System (SCS). Depending on the customer needs, terminal application can be installed on the cash register system or a central server. The merchant does not have to do anything by himself as the configuration parameters are managed centrally by Worldline on behalf of the customers. Thanks to the cCredit management console the terminal inventory can be easily managed remotely.

Some of the largest direct customers for Worldline's payment Terminals include large retailers such as Casino and Darty in France; Colruyt, Delhaize and Aldi in Belgium; Citti, Adler, OBI and Aldi Süd in Germany; Migros and COOP in Switzerland; REWE and Lidl in Austria; Albert Heijn, Hema, Deichmann in 17 European countries and H&M in the Netherlands as well as multiple electricity, oil and gas distributors in Belgium.

Hardware Security Modules (HSM)

Worldline designs and develops hardware security modules for cryptographic purposes that are used in a range of applications where advanced encryption is required, including the generation and encryption of PIN codes and the production of credit cards. The ADYTON uses advanced cryptographic accelerators for outstanding speed and security in PIN-generation, transaction processing, digital signature and data protection.

C.1.1.1.3 Omni-channel payment acceptance

The Worldline Acceptance services cover all the Merchant needs allowing them to manage payments at their point of sales through a single platform. These include online payments (ePayment), mobile payments (mPayment) and proximity payments (POS Terminal).

WL One Commerce Hub - Omni-channel Payment and Acceptance Services

The WL One Commerce Hub is a leading global omni-channel payment gateway offering one single platform for pan-European in-store and global omni-channel payments for multi-country merchants. WL One Commerce Hub allows merchants to accept local and international payment methods used for purchases on their sites (online and in face to face contexts) supporting coherently and transparently the entire transaction lifecycle across all the different channels, countries and across new omni-channel use cases.

As an omni-channel payment gateway that complies with the GDPR regulation and with the PCI data security standards for protecting cardholder data, WL One Commerce Hub enables merchants to accept over 200+ payment types including credit and debit cards, bank transfers, electronic wallets and private label payment cards. WL One Commerce Hub also supports various local schemes in face to face (POS Terminal) in various European countries and a global geographic coverage for "card not present" transactions.

One Commerce Hub is the orchestrator for all the Merchant payments. It supports various payment channels (e.g. web, mobile, tablet, IVR, chatbots, face to face, etc…) and offers a wide range of features including:

- Money remittance ;
- Tokenization ;
- Customer insight (Big Data analytics) ;
- One-click payment ;
- Recurring payments ;
- Fraud prevention ;
- Account updater ;
- Dynamic Currency Conversion (DCC) ;
- Client side encryption ;
- Etc. (not exhaustive list).

Beside the standardization of the solutions at the point of sales, payments concentration to a single global platform One Commerce Hub enables new user experiences like Endless Aisle, Click and Collect, Click and Return with a consistent user experience across all the different purchasing channels, a dynamic choice of the acquirer or of the payment scheme helping merchants in getting better financial conditions.

Examples of some of the largest customers to whom Worldline directly provides acceptance payment services include Casino, Darty, PayPal, Spotify, Expedia, Airbnb, McDonald's, Cdiscount, HMRC and many British rail companies.

White Label service for Banks, Acquirers and PSP

The world of web merchants is getting more complex, as the number of available payment methods is rapidly increasing. Worldline helps banks, acquirers and payment service providers to make the life of their merchant clients easier. Our services are white label, allowing our clients to respond rapidly to the needs of their customers, while maintaining their brand's position in the market.

Our White Label PSP solution provides an easy way to become a payment service provider. It relieves at the same time, of the practical and financial burden that comes with starting from scratch, thus allowing to focus on commercial activities such as marketing and sales.

Merchant aggregator

Worldline offers Merchant Aggregator services in India leveraging on its bank relationships where Merchant Aggregators are treated like a Super Merchant by the banks and e-commerce Merchants like Sub-Merchants. Worldline is developing its offering based on two different models:

- Core aggregation, where Worldline as a Payment Facilitator undertakes end-to-end aggregation from merchant sourcing, contracts, risk underwriting, processing of transactions with schemes along with settlement and payment ;
- Hybrid aggregation, where Worldline acts as a Technology Enabler for merchants. Group sources merchants, executes tripartite agreement with the merchants and underwrites risk, process transactions through schemes and partner banks settle merchant payments – key differentiator between WL and competition.

As a Payment Facilitator, the Group is like a Super Merchant through which individual e-commerce Merchants (Sub-Merchants) can process their payment transactions. The Group, as a Super-Merchant, allows Sub-Merchants to accept credit card, debit card, various cash cards, bank transfers without having to setup a Merchant account directly with a bank. The Group provides the means for facilitating payment from the consumer via credit cards, stored value cards, bank transfers. The Sub-Merchant is paid by the Group on the agreed payment cycles. The Group provides the Hosted Payment Page and underwrites the risk and passes the risk or liability to the Sub-Merchants.

C.1.1.2 *Merchant Digital Services*

Worldline's Digital Services division joins:

- Digital Retail offerings, covering the full digital commerce lifecycle for Merchants from webshops and omni-channel solutions ; and
- The Private Labels Cards and Loyalty Services.

C.1.1.2.1 Digital retail

The Digital Retail offer includes the following components:

Merchant Wallet

The Merchant Wallet is a secure container of identity making payments easier but also any kind of services requiring identification (like loyalty, self-check-in, couponing, etc.). Thanks to this wallet, Worldline helps merchants to increase their conversion rate, to reduce fraud and strengthen customers' engagement. It simplifies transactions with a one-touch payment and an enhanced shopper experience without any compromise on security. Worldline's Merchant Wallet is managed in a centralized platform available on several channels (internet, smartphones) with an enriched, personalized and seamless experience.

Worldline's Merchant Wallet includes three main differentiators:

- HCE (host card emulation) to manage uniquely remote payments and proximity payments in the same wallet container allowing online provisioning of cards into the wallet ;
- A contextual and adaptive authentication to improve the shopping experience, calculated on risks based fraud detection and requiring a trusted authentication (several factors) for high risk identified transactions ; and
- Security improvements with a white-box cryptography and a software tamper resistance.

Worldline's Merchant Wallet is used for instance by Accor, Mc Donald's France and Total.

Digital Signage

Worldline's end-to-end digital signage solutions help companies (like retailers, hotels, bank agencies) promote shopper or customer engagement and offer targeted "in-store" promotions cross-channel. Worldline works closely with partners in developing these services. As an example, Worldline partnered with Metro to help heads of departments to manage and centralize communication to customers with real-time and scheduled publications, prices and promotions modifications allowing giving autonomy to end-customers in-store.

Digital platform

The Digital Platform is a real-time oriented, scalable and secure core platform linked with commerce, payment, data and marketing applications. It allows to merchants a progressive digital approach by connecting new applications to legacy assets in an easier and cost-effective way and orchestrating business applications, in a unique referential and business data to enhance the user experience.

Digital Platform is a high-availability platform connecting all existing services, with real-time capabilities with heterogeneous legacy information system. It is leading the unified customer experience. Through API management, Worldline Digital Platform is highly customizable with minor impacts on the existing IT assets. It accelerates the pace of the digital businesses enabling our clients to run the new digital experience faster whilst optimizing IT investments.

Web shopping

Worldline helps merchants design, implement, operate and improve digital retail shops, with a strategic focus on omni-commerce solutions that cover the full range of sales channels used by large retailers allowing simple, personalized interactions at the time and on the channels required by the customers.

Worldline manages around one hundred of digital retail websites on behalf of its merchant clients, which include leading French large-scale retail distributors. In 2017, Worldline processed up to 2.7 million orders per month through this channel.

C.1.1.2.2 Private Label Cards

Worldline offers retailers and service providers an end-to-end set of solutions that allow them to outsource some or all of the process of offering private label payment cards, including closed loop payment cards that can be used for payment only at certain affiliated sales points. Worldline offers merchants the full range of services necessary to set up a private label card, including card application processing, card issuing and replacements, online card validation and balance checking, electronic invoice generation and payment processing, credit management, collections and dedicated call center support. Worldline provides private label card services primarily to oil, hospitality, leisure and fleet companies in France, the United Kingdom, and Spain and in the oil and gas sector in India. Key customers for Worldline's private label cards include Eni, Repsol, Fuelgenie, Cineworld and Premier Inn.

C.1.1.2.3 Loyalty Services

Loyalty Programs, BI (Business Intelligence) & Big Data

Worldline offers retailers tailored solutions for loyalty program management, sales promotion tools and innovative self-service kiosks to enhance their relationships with their customers across the different stages of the customer journey, before, during and after the sales process. These services help merchants better target and adapt their offers to evolving customer expectations, increase the frequency of customer interaction to create new sales opportunities, and improve returns on marketing and promotions through a better understanding of their customers' needs.

Loyalty programs

With over 20 years of experience in implementing and managing loyalty programs, Worldline manages loyalty cards primarily for large merchants such as retailers, transport and leisure companies and petrol companies in France, the Benelux region, Germany and Spain. Worldline offers merchants a range of services including:

- Customer database setup, storage and management to control customer data from enrollment to loyalty activity follow-up ;
- A loyalty and sales promotion rules engine that provides a flexible tool to generate loyalty rewards and promotional coupons ;
- Analysis and interpretation of customer data to better understand customer behavior and expectations and adapt marketing programs ; and
- Marketing support to help design the loyalty program and customer offers.

Big Data (Business Intelligence)

Based on its:

- Technical skills (data cleansing, ad-hoc analysis and reporting, integration and hosting of Business Intelligence solutions) ;
- Statistical skills (Customer segmentations and clustering, Lifestyle analysis, Predictive analysis, Fraud detection) ; and
- Its marketing skills (Define high qualified profiles, Target and recruit new consumers with attractive offers, Marketing consultancy),

Worldline proposes different offers:

- BI On Demand: Set-up and hosting of BI applications leverage by datamining consultancy skills ;
- Customer Interactive Marketing and Sales Promotion Services: Omni-channel solution to promote personalized and geolocated offers in real-time based on big data analysis. Through the analysis of purchasing and other data collected during interaction with their customers, merchants can develop targeted and more effective offers, coupons and other promotional messages, and thereby enhance customer loyalty ;
- Connected Data: Creation of new services by transforming machine to machine data into valuable and actionable information.

Some major retailers like U, Feu Vert, Flunch, Roche and a railway company in Scotland and England use the Worldline's offers.

Digital Self-Service

Worldline's Digital self-service allow merchant customers in the restaurant, hotel and travel sectors to increase customer satisfaction by speeding up the food-ordering or check-in process to reduce the amount of time customers spend standing in line. In addition to reducing the number of customer "turn-aways" due to frustration at long lines, key benefits to merchants include better use of personnel and less need to deploy staff to cover peak check-in times, as well as seamless integration with back office systems. Digital Self Services also offer the potential for revenue enhancement through systematic integration of upselling opportunities as well as on-screen advertising revenue. Around 2,000 kiosks are in operation for its customers.

Worldline currently offers self-service kiosks principally in the United Kingdom, and is expanding this offering to other key markets, often in connection with other solutions. Worldline typically offers customers an end-to-end solution that it customizes to their needs using several components including the kiosks themselves and data processing services that are typically hosted on Worldline's servers. Many of Worldline's *e-Ticketing* clients use its kiosks as one means for selling or delivering tickets to customers. Depending on the merchant's needs, Worldline may also offer other services, such as analysis of customer data to propose targeted offers. Worldline designs the kiosks and manufactures them at its assembly plant in the United Kingdom using components sourced internally and from partners and other third parties.

Worldline's digital self-service current customer base includes:

- **Railway customers:** Worldline serves more than a dozen train operating companies in the United Kingdom, providing kiosks that allow customers to purchase and pay for tickets and to collect pre-paid tickets ;
- **Hotel customers:** Worldline provides kiosks for check-in, hotel restaurant reservations and payment services to a number of hotels in the United Kingdom, the Netherlands and the United States ;
- **Movie chains:** Worldline provides kiosks for ordering and purchasing movie tickets or picking up prepaid tickets at movie theatres in UK.

C.1.2 Financial Services

The payments industry has entered a new era, triggered by transformative technological innovation, new regulations and increasing competition. Consumers want to be able to initiate payments at any time, in every context and across any channel.

As a pan-European leader in financial processing, Worldline Financial Services invests heavily in new and innovative solutions for payment and card transactions, developed by its expert brand equensWorldline. With the Group's know-how and experience, Financial Services helps clients adapt to the new reality of instant payments and digital transactions, enabling them to transform their business models, manage risks and fraud and anticipate regulatory changes anywhere in the world. Leveraging the Group's scale and complete service portfolio, Financial Services works closely with clients to help them prepare for a future full of opportunities.

The Financial Services *Global Business Line* is grouped in four business areas and operates under two brands, viz. equensWorldline and Worldline:

- Issuing Processing ;
- Acquiring Processing ;
- Account Payments ; and
- Digital Banking.

Worldline Financial Services is consolidating payment processing in Europe. More than 320 financial institutions entrust their services to Worldline. The Group has approximately 125 million payment cards under management and processes circa 11 billion card transactions and circa 13 billion payment transactions *per annum*. Worldline Financial Services has leading market positions in key European markets including France, Germany, Benelux, Switzerland, Italy and the Baltics. Its client base includes numerous tier-1 financial institutions such as BNP Paribas, Commerzbank, DZ Bank, Nexi and ING.

Worldline Financial Services is also present outside Europe. The Group offers Software Licensing solutions to financial institutions throughout LATAM, Africa and Asia-Pacific region, where in China three out of the top five banks use Worldline's products and services.

Financial Services generated revenue of € 777.0 million in 2018 with an OMDA margin of 30.5% (€ 237.1 million) .

C.1.2.1 *Issuing Processing*

The Group offers a broad variety of solutions along the issuing value chain. The Group's issuing portfolio includes, amongst others, Digital Enablement Services, Identity, Trust & Authentication solutions and *Issuing Processing*.

The Group's principal clients wihtin the Issuing Business area include Rabobank, ABN AMRO, ING, OP, LCL, Caisse d'Epargne, Groupe Banque Populaire, Commerzbank and Landesbank Berlin.

Digital Enablement Services

The Group understands the challenges financial institutions face in adjusting to constantly changing digital requirements and it can support them with a comprehensive and future-proof digital payment portfolio. Key digital enablement services are digital wallets, token-based digital payments and person-to-person payments.

- **Digital wallets.** The Group offers digital wallet platform services. A digital wallet is an application that simplifies the payment process, particularly on mobile devices, by storing payment instrument credentials like debit card, bank account and other data (loyalty, coupons, etc.) and by removing the need to insert a payment card at a merchant location or enter card information on the Internet or mobile. This also makes the payment process more secure for consumers and merchants. Cloud-based wallets also enable issuing banks to capture a richer stream of transaction data than typical credit card transactions. They can, for example, generate additional revenue from higher value targeted advertising (such as card linked offers) and other loyalty services that make use of such data. The Group provides a full range of services to support digital wallets, from the design, implementation and management of digital wallets to payment processing and secure tokenized transactions.

- **Token-based digital payments.** The Group offers a unified approach for token-based payments in stores, in-apps and on the web, for domestic and international payment schemes. The Group facilitates integration of Token Service Providers with issuer platforms (I-TSP), provides a token requestor platform for digital wallet providers (TR-TSP) and offers a Token Service Provider platform for payment schemes.
- **Person-to-person payments (P2P).** The Group provides a modular white-label mobile P2P solution, which can be customized to reflect the look and feel of the issuing bank. Various funding methods can be implemented based on customer demand. Through the P2P APIs, the service can also be integrated into an existing mobile banking app. The app is available for the most recent Android and iOS devices and can be extended to further platforms on request. The standard service can easily be enhanced with value-added services like payment requests (invite) or bill-sharing.

Identity, Trust & Authentication Solutions

The growing number of digital Financial Services provides users with immediate, universal access to services that meet their daily needs. However, this also entails risks; there has been an increase in fraud cases related to identity theft or reuse of the same password for several services. Faced with these threats, service providers and banks must offer appropriate tools for securing their customer transactions. Key solutions are Authentication Process Management, Trusted Authentication, Access Control Server, Mobile Intrusion Protection and Payment Modulator.

- **Authentication Process Management. Providers.** Of digital services have to face multiple security threats while maintaining a positive user experience. This can result in various different authentication methods and processes for different services. The Group's Authentication Process Management solution provides a consistent authentication policy, allowing the same customer experience for each service, while reducing the cost of strong authentication.
- **Trusted Authentication.** Worldline has developed trusted authentication to secure any kind of online access in an intuitive, effective and user-friendly way. It automatically adapts to the context and the required security level. It offers different authentication methods, such as pin-entry, fingerprint, voice and face recognition.
- ***A*ccess Control Server.** The Group provides a PCI-DSS compliant solution that enables the implementation of the EMV 3D-secure protocol and strong authentication for e/m-commerce. The solution has a rich panel of authentication methods and fraud prevention tools. It reassures cardholders with a user-friendly interface and authentication method. Additionally, the Group offers enhanced back-office tools and fraud prevention services for bank administrators and customer services.
- **Mobile Intrusion Protection.** The award-winning Mobile Intrusion Protection service provides local and remote protection of the mobile app, helping to reduce fraud from smartphones. It protects the mobile app and its data, at rest and during processing.
- **Payment Modulator.** This is a product that allows the cardholder to control the usage of their payment card as well as get information and set alerting rules on the actual usage. Cardholders are able to set the rules *via* mobile phone or on a web portal. Alerts are sent to the customer's mobile phone via SMS or App notification or sent to their email address. The cardholder can, for example, set the card limits, control usage in a particular country, control usage at certain points of sale.

Issuing Processing

The Group offers issuing banks a complete end-to-end set of solutions for outsourcing some or all of the processes for the issuing and managing of debit, credit, prepaid and commercial cards and the processing of the related authorization requests and clearing transactions. These services are not only available for classic payment cards, but also for virtual-cards that can be stored in a digital wallet.

When a cardholder presents a card for payment or for ATM withdrawals, the acquirer transmits a request for an authorization across the card network to the issuing bank, which provides an authorization that guarantees payment of the transaction amount. These processing activities are carried out on the Group's servers, which are housed in its data centers and use the Group's software platforms on behalf of the issuing bank.

The Group's robust, industrial scale processing systems are designed to securely, reliably and efficiently handle large transaction volumes with minimal lag times and include interfaces that allow the issuing bank to monitor the status of authorizations and transactions. In addition to technical processing of transactions, the Group offers solutions to outsource every stage of the card life cycle, including application management, card issuance and personalization, statement production, chargebacks processing, settlement and call-center support.

C.1.2.2 Acquiring Processing

The Group supports smart processing of POS, eCommerce, mobile and ATM transactions. Worldline's reliable, secure, 24/7 acquiring service portfolio will let acquirers conduct payments and complete transactions with all major card schemes and currencies across a wide range of payment devices and protocols. The Group's modular portfolio offers acquirers the opportunity to choose services 'a la carte' and includes, amongst others, *Acquiring Processing*, WL Pay Front-Office, Fraud Risk Management and ATM Management.

A few examples of clients in the acquiring business area are: BNP Paribas, Kalixa, Postfinance, Nexi and Bred.

Acquiring Processing

The globalization of the acquirer market is leading to increased volumes and price pressure. The international expansion of merchants has created global platforms. In addition, the market is characterized by constant innovation, increased competition and new regulations. The Group provides acquirers with a full range of *acquiring processing* services to match and exceed merchant needs, both in the domestic market and internationally. Services include :

- Authorization Processing ;
- Fraud Management ;
- Transaction Processing ;
- Clearing & Settlement ;
- Dispute Management ;
- Contract Management.

WL Pay Front-Office

WL Pay Front-Office is an advanced software licensing solution that combines functional flexibility through parameterization and self-customization capabilities with proven production stability. It includes:

- Acquiring & Switching ;
- Terminal & Channel Management ;
- Authorization ;
- Transaction Security & Integrity.

Fraud Risk Management

The digital economy has created new fraud risks and companies face a number of challenges in this respect. The first challenge is to find the best strategy to reduce fraud losses, with the right balance between internal solutions and outsourcing. Besides that, continuously changing fraud patterns require quick response actions in the rules & algorithms applied to detect fraud and in the decisions taken to contain it. Furthermore, fraud losses need to be reduced by early detection. Finally, changing regulatory requirements need to be known and adhered to.

In facing all these challenges, financial institutions can benefit from the Group's expertise. Worldline has a broad understanding of the market, is able to link powerful tools to highly skilled experts and offers Fraud Risk Management solutions including modules like WL Online Watcher and WL Fraud Case Management.

These services include real-time fraud detection and alert management, the creation and management of rules, the deployment of the rules for alert creation and the operational handling of alerts. For fraud detection, these services analyze the nature of a transaction, a customer's behavior profile and other data to help identifying suspicious transactions made with a payment device.

ATM Management

Managing an ATM network today is getting increasingly complex in an ever more competitive environment. Clients expect extra services at ATMs, while business is complicated by increased regulation. Moreover, digitization forces financial institutions to rethink their branch strategy.

The Group has numerous years of proven experience and covers the whole ATM value chain from site search to installation and from logistics management to transaction and quality management. Financial institutions can either make a selection of the Group's modular services or choose global outsourcing. This way they can optimize and simplify their ATM.

C.1.2.3 *Account Payments*

The Group offers financial institutions a complete end-to-end set of solutions that cover the full range of needs in the domain of *Account Payments*, including Instant Payments, Payments Processing Back-Office, Trusted Transactions and Clearing & Settlement.

A few examples of clients in the account payments business area are: ING, Banque Raiffeisen, Rabobank, DZ Bank, SEB and De Volksbank.

Instant Payments

The need for speed is generally increasing and is impacting customer demands. This also applies to payments. Banks and financial institutions nowadays are expected to offer instant payment capabilities. As a frontrunner in payments, the Group has been pioneering Instant Payments for the last few years. The Group has the unique capability to cover the whole value chain for Instant Payments, from Payment Initiation and Channel solutions that directly benefit the end-customer, to Back-Office Processing and Clearing & Settlement.

- **Instant Payments – Channel solutions.** A white-label mobile banking and mobile P2P application and value-added services such as an alias conversion service and real-time fraud detection.
- **Instant Payments – Payments Processing Back-Office solution.** Allows financial institutions to offer Instant Payments to their customers without the need to invest heavily in an 'always available, low-latency' payment-processing engine. Financial institutions can benefit from economies of scale by using the Group's shared platform and have the security of remaining compliant.

- **Instant Payments – Clearing & Settlement service.** Offers pan-European secure, low-latency clearing to all PSPs in Europe.

The Group's solutions are separate components that can be procured as an integrated offering or as individual components, depending on client needs.

Payments Processing Back-Office

The Group has an extensive portfolio of secure, cost-efficient solutions that allows financial institutions to outsource their back-office processing for payments. This enables financial institutions to substantially reduce their total cost of ownership while relieving them of the burden to keep up with the increasing pace of change in the payments industry. The Group's comprehensive portfolio includes the following services: SEPA and Domestic Payments, Instant Payments, Multi-Currency Payments, High-Value Payments, Swift Services and Compliance Services.

Trusted Transactions

Businesses and public service providers are looking for efficient solutions in the digital world for identity, electronic payments and e-Mandates. They need solutions that can be easily integrated into their own business processes. Financial institutions are trusted partners that can offer these services using their online banking systems. The Group supports financial institutions in operationalizing digital transactions through cost-effective and reliable routing services, in a way that is convenient and fully compliant. The Group's service portfolio consists of four main areas: e-Identity, e-Mandate, e-Payment solutions and Alias services. The different services are delivered using a multi-purpose, state-of-the-art platform.

Clearing & Settlement

The Group operates a highly scalable Automated Clearing House (ACH) platform and provides SEPA Credit Transfers (SCT), SEPA Direct Debits (SDD) and Instant Payments (SCTinst) services. The Group ensures full market reach across Europe. Next to its reach within the Group community, we offer reach through an Inter-CSM network of ACHs based on the EACHA *(European Automated Clearing House Association)* interoperability framework, and by facilitating a link to the EBA network. The Group has established reach to the USA through a partnership with the Federal Reserve Banks.

C.1.2.4 *Digital Banking*

In this digital age, the move towards a cashless society is gathering pace every day. More and more businesses shift to digitally focused operating models and they require a higher level of innovation and security from their payment services than ever before. Additionally, the smartphone's hegemony and the increased presence of cloud services have changed customer expectations. They are more connected, better informed and experienced in digital commerce. Customers want more transparent banking services which need to be more accessible than ever. The Group helps financial institutions to strengthen their digital position and renew the customer interest with advanced and innovative *Digital Banking* services including *Digital Banking* Platform, Mobile Banking, Open Banking and Trading System & Financial Information.

A few examples of clients in the digital banking area are: LCL, Société Générale, BNP Paribas, Fonds de Garantie des Dépots, Boursorama, CortalConsors and Euronext.

Digital Banking Platform

The Group's flexible and modular *Digital Banking* Platform provides the back-end that supports fast channel development. As a service-layer, composed of a collection of business enablers, the digital platform enables simple data coming from the bank information system or third-party to be processed, valued, and properly displayed on the mobile or web applications. The platform allows customers to consult account balances, transfer funds, consult stock prices and purchase securities, interact with financial advisors, consult digital versions of account documents and many other banking services. The Group's *Digital Banking* platform service portfolio consists of Trusted Interactions, Payment Modulator, Trusted Authentication, Digital Preservation (e-archiving/e-safe), Digitization (e-contract) and WL Contact.

Mobile Banking

The Group offers an innovative and comprehensive catalog of services to build a unique customer experience, whether on a smartphone or tablet and for any operating system (*e.g.* iOS, Android or Responsive Web Design). Based on an agile *Digital Banking* platform, the Group's solution boosts innovation in terms of payments, security and bank account management. The Group's mobile banking solution includes comprehensive and "easy-to-integrate" mobile services (SDK, API) for security (WL Trusted Authentication, Fraud Detection), payments (Wallets, P2P, NFC Payment, QR code, Payment Modulator, Instant Payments) and channel solutions (Alias conversion, White-Label Mobile Banking App).

Open Banking

The revised EU Payment Service Directive (PSD2) caters for access to bank accounts by third party providers. Specifically, this means that financial institutions need to open up their infrastructure and allow third parties access to bank accounts. PSD2 is much more than making an API to connect to the core banking system. Innovation is, in essence, what PSD2 is about. PSD2 is a way to shape and create what the Group believes will be the platform economy of retail banking and payments.

Although complying with PSD2 requires a massive effort on the part of the banks, it also offers financial institutions the opportunity as PSD2 gives the bank account, and thereby the banks, a whole new central position in future services.

The Group helps financial institutions and third-party providers to be compliant for PSD2 and become a provider of access to the account (XS2A) services, allowing them to reap the benefits PSD2 brings along. The Group's Open Banking service portfolio consists of Access 2 Account Bank Services (XS2A ASPSP) and Access 2 Account TPP Services (XS2A TPP).

Trading System & Financial Information

The success of online Financial Services is closely linked to the quality of market data and the associated processing tools. The Group's online trading platform allows brokers, banks, and other financial institutions to manage multi-asset orders from collection of the order to delivery to market for execution. The Trading System solution offers a global and open brokerage platform for all types of orders: equities, derivatives, OTC products, and investment funds. In addition, the Group offers financial information that aggregates market data from all major global sources, including stock exchanges and news providers.

C.1.2.5 Deployment Models

Financial institutions can choose a flexible deployment model fitting their strategy as the Group offers models based on:

- Payment Software Licensing ;
- Hosting services ;
- Application management ; and
- Business process outsourcing.

Clients can choose hybrid models ranging from full deployment at client site (client operates and hosts the Group's solutions), to partial deployment, through to full deployment in the Group's data centers (the Group operates and hosts a tailor-made application environment for the client).

Payment Software Licensing

The client's staff operates and hosts the application environment based on software delivered by the Group. The Group's main software solutions include WL Pay Front-Office, WL Pay Online Watcher & Fraud Case Management, WL Pay Issuer Back-Office, WL Mobile Payments, WL Argaus, Payment & Liquidity Hub, WL Loyalty, Cardlink II and ASCCEND. In addition to the software itself, the Group can also provide all the required resources and support to customize the final product and integrate the software in the client's environment.

Hosting services

The Group provides hosting services for financial institutions. Software solutions are deployed at certified datacenter facilities and servers of the Group and system management is performed by highly qualified IT staff.

Application management

The Group provides operational application management services and is managing the operation, maintenance, versioning and upgrading of the software solutions. By using best practices, techniques and procedures the Group ensures for a deployed application optimal operation, performance and efficiency. No in-house expertise is required at the client site for operational application management.

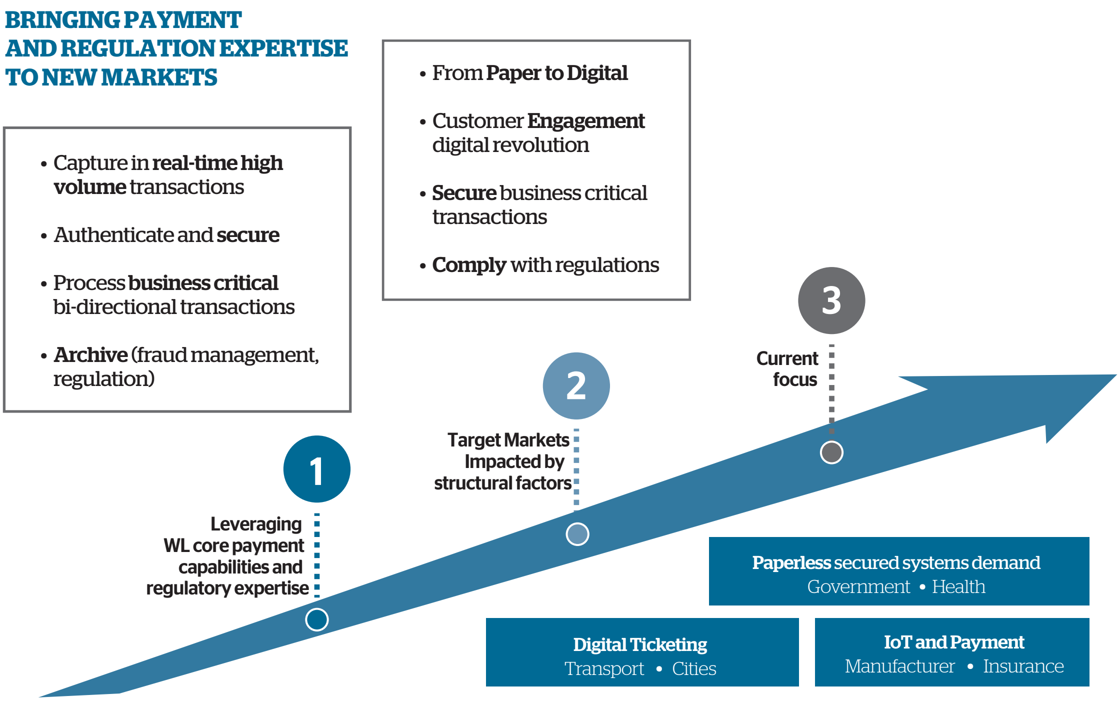
Business Process Outsourcing

Financial institutions can also choose to outsource their business processes. From payment processing and booking information to investigation and risk management services, the Group is highly experienced in every step of the transaction process.

C.1.3 Mobility & e-Transactional Services

The Group's Mobility & e-Transactional Services is leveraging Worldline core payment capabilities and regulatory expertise to capture in real-time high volume transactions, authenticate and secure, process business critical bi-directional transactions and archive (fraud management, regulation).

Hence Mobility & e-Transactional Services is targeting those markets that are impacted by the same structural changes than the payment market is facing: the move from paper to digital, the revolution in customer engagement created by Digital, the need for secured business critical transactions and to comply with regulation.



Mobility & e-Transactional Services offers clients a breadth of solutions designed to accelerate and enhance new digital services and new business models that take advantage of the increasing digitization of the physical world. The emergence of new digital businesses has been fueled by an explosion of new types of consumer needs. More and more devices are becoming connected—from smartphones and tablets to cars, trucks, and buildings. New digital services are generating huge volumes of consumer data, which can be used to further enrich customers' experiences. Moreover, consumers benefiting from these new digital services are becoming more mature, more active and are ever increasing in number. Meanwhile, companies and government entities are being forced to evolve in order to adapt to new technologies, new usages, new customer expectations, and new payment means, while having to optimize processes that are becoming more and more costly. Together, these businesses help differentiate the Group from numerous players in the market and demonstrate an ability to help the Group's partners with all aspects of their transactional related businesses.

Mobility & e-Transactional Services generated revenue of € 319.0 million and an OMDA margin of 12.2% in 2018 (€ 38.8 million).

The Group is focusing its efforts on several areas where it believes new digital services have significant potential:

- *e-Ticketing* covers a full set of solutions and services to Public Transport Authorities, Passenger Transport Operators, Government Agencies and Infrastructure Providers:
  - Including Digital Ticketing open payment solutions leveraging the Group's payment capability;
  - Revenue settlement services, service planning, resource allocation and real time proactive decision support;

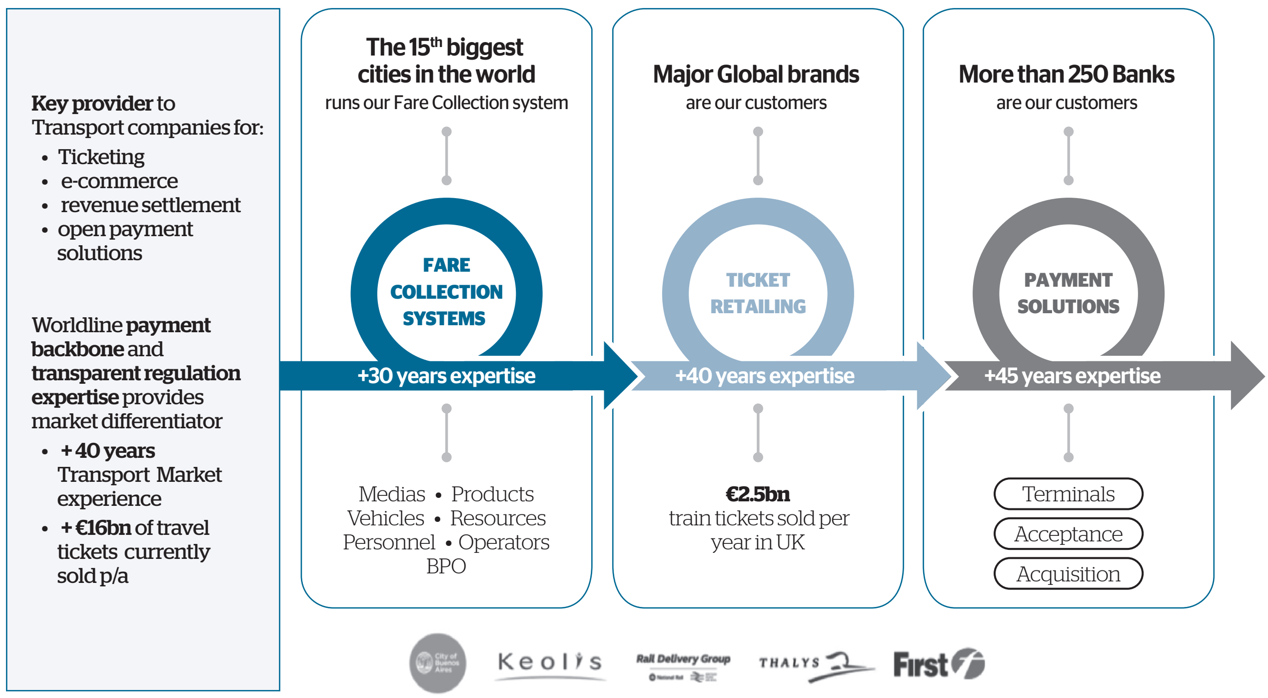
- *Trusted Digitization* provides paperless secured systems to public and private organizations for better services through the digitization of processes for citizens, including implementation of national digital identity schemes, the enabling of electronic payments (taxes, fines, etc.), and e-healthcare services, as well through a variety of trusted services, including track & trace solutions, e-contracts and electronic invoicing, legal archiving solutions for companies and e-safe services for individuals;
- *e-Consumer & Mobility* provides cloud contact and consumer cloud services that improve the customer engagement and generate new business models, as well as Connected Living solutions that offer context-driven mobility solutions for consumers, patients and citizens. Also, the Group's Industrial IoT solution provides highly secured connection of globally spread machines in the after sales area.

In addition to those identified below, principal clients of the Group for this global business line include the European Commission, French Ministry of Justice, ASIP Santé, Météo France, O2, France Télévisions, M6, Virgin Train and Rail Delivery Group.

C.1.3.1 *e-Ticketing*

Public transportation enables the cities of the world to prosper and grow, access to the transportation systems is moving to a Digital Ticketing strategy where open payment and account based ticketing allow passengers to enter and exit transportation systems at ease. In addition improved route management and enhanced customer information systems for both the operator and the passenger bring efficiencies into transportation systems. The Group provides into the transportation market a range of solutions designed to help deliver new digital services to their customers.

E-TICKETING



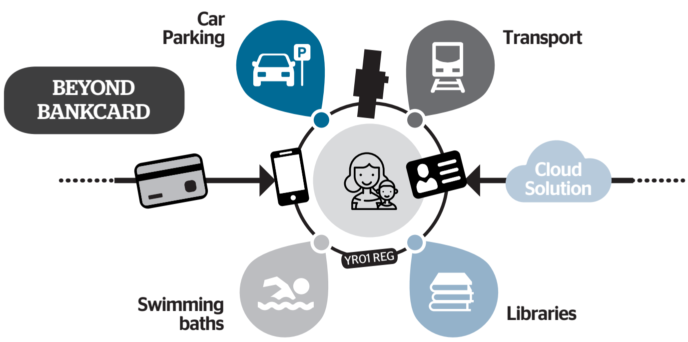
From sale to financial settlement, the Group provides content, payment and access solutions across the business process areas that deliver a better journey experience; a set of specialized back-office and retail-channel software platforms, desktop, internet and mobile devices to manage the process of issuing and validating printed and electronic tickets. The Group is focused on Digital Ticketing where through the development and delivery of open payment and account based ticketing solutions the Group will utilize the strength of the payment capability to provide market changing solutions to its customers, as the Group did in 2018 with Keolis for the city of Dijon in France.

End of 2018, Worldline in a consortium with Conduent was chosen by Île-de-France Mobilités to build the central system of the new Greater Paris transport pass "Smart Navigo". Smart Navigo will develop new Navigo products next year to gradually replace subway tickets with contactless methods. Tickets' online purchasing and use of smartphones either as a way to recharge the Navigo card (in lieu of vending machines), or directly as a validation method will also be implemented. Navigo will also be able to support new mobility services such as access to car parks.

In parallel, the Group provides fare, tariff and revenue capture and apportionment solutions for railways and public transport systems. The Group typically acts as the primary systems integrator and general contractor for a project, presenting its clients with a full end-to-end solution that the Group implements directly and through partners and subcontractors. The main markets for the Group's *e-Ticketing* business are Europe (principally in the UK, France and Germany) and Latin America (mainly in Argentina and Chile).

The Group's line of *e-Ticketing* solutions includes applications that allow customers to check schedules and order and pay for tickets online for delivery directly to their mobile device or a desktop printer. For real time transaction sales and journey validation the Group provides mobile technology to railway personnel that integrates industry leading digital devices with ticketing and payment. This solution is called WL Mobile Ticket Issuing Service. Tickets can also be delivered at the station using self-service kiosks provided by the Group's kiosk business or third-party providers. The Group's *e-Ticketing*, validation and payment systems are used by a large number of franchised railway routes in the United Kingdom and the THALYS high speed rail network in Europe. The WL Mobile Ticket Issuing Service solution is also being rolled out to other station retailing channels giving Operators greater channel flexibility and comes complete with a comprehensive back office analysis and reporting tool.

DIGITAL TICKETING



Digital Ticketing market
to grow at a **CAGR** of 19.7%
during the forecast period 2017-2023
to aggregate **$14.19b by 2023**
Infoholic Research

Major market trends

- **Digital Convergence** of ticketing and payments.
- **Combination** of ticketing and **contextual data.**
- **AI and mobile** integration.
- **Multi-modal** passenger transport.

Key investment areas providing foundation for growth:

- WL Tap 2 Use
- WL Smart Ticketing
- Mobility solutions integrated with worldline payment backbone

The Group also offers contactless "smart card" ticketing schemes for multi-modal transit platforms that, among other things, allow passengers to use travel cards, payment cards and mobile wallets to "touch in" and "touch out" at the start and finish of their journeys and automatically calculate and process fare prices. There are now several contactless smartcard schemes being delivered by the Group in Latin America including Transantiago in Chile, Lima in Peru and Cordoba, Mendoza, Salta, Tucuman, La Rioja and the SUBE system the Group operates for the public transit system in Buenos Aires, in Argentina.

As passenger and Transport Operator demand increases for dematerialized ticketing the Group has recently delivered the latest in account and identity based travel with the WL Tap 2 Use solution which is live in the city of Dijon in France. This enables passengers to move seamlessly between travel modes and multiple Transport Operators. Bank cards and smart devices that confirm identification can be used to pay or post pay for journeys, users and Operators can monitor all travel activity *via* a comprehensive account management system. Beyond Dijon, the Group is currently rolling out 2 new projects, the first one in the French "Grand Est" region, to implement and operate a cross-border ticketing solution with Germany and the second one with the metropolis of Amiens where the Group will implement a multi-service platform allowing citizens to access with a single identifier (mobile, contactless card) to a wide variety of mobility, cultural and sports services.

Itinerary management and Internet travel booking

Worldline's multi-modal itinerary management and booking software platforms allow the Group to help travel planning and booking sites that enable users to compare and plan travel options across multiple modes of transport and to book and pay for their journey. The Group provides these services across multiple platforms, including online and via mobile devices. The Group's services are designed to provide users with comprehensive, easy-to-use travel information across transportation types (bus, coach, tram, rail, taxi, car and airplane) in order to enable passengers to plan their journeys effectively and efficiently. The Group's e-commerce booking applications allow railways to sell rail tickets, including season tickets, online alongside additional products and services such as hotels and car hire.

Route management and Resource Allocation

Worldline offers railway service Operators and railway infrastructure network providers a series of "smart" route management services that allow them to optimize railway schedules, to allocate resources (rolling stock and crew) in real time and to immediately adjust and re-plan those resources when planned and unplanned disruption happens. Worldline's offering includes the route management platform ROMAN, a system for the process of timetable creation and management, as well as its Cargo Information Systems (offered under the names CIS and CPI), a highly automated integrated software system that helps to support the business processes of sales, billing and invoicing for rail freight transportation. The Group has also developed a control room solution called "Integrale" to help UK railway companies manage disruption of traffic and improve operational efficiency. "Integrale" is in live operation with the Arriva Cross Country and First Great Western rail franchises. Worldline is the leading supplier of rail operations systems to the train operating companies in the UK.

Other main clients

In addition to those mentioned above, the Group's principal clients within this business line include Network Rail in the United Kingdom and ÖBB as well as global transport operators including First group, Stagecoach, Abellio, Go Ahead and Keolis.

C.1.3.2 Trusted Digitization

The Group helps public and private organizations harness the power of digital services to increase efficiency and transform the way they interact with their customers, allowing them to improve collection of payments, provide better services to end-users and optimize costs in an era of shrinking public budgets. The Group's key areas of expertise include, among others, taxation, tax and fine payment solutions such as for parking enforcement, online and digital archiving services for governments and public services providers and digital healthcare information services. The Group also provides digital identity solutions for governments willing to deploy national electronic identity schemes. The Group is delivering several projects in which Blockchain is a key enabling technology, for example partnering with Bureau Veritas for their new food-traceability label called "Origin".

Secured law enforcement solutions

The Group provides local, national and international law enforcement authorities with efficient end-to-end automated traffic and parking enforcement services. The Group's hardware and IT services, which can be purchased together to provide a complete solution or separately to cover specific functions, cover the entire automated enforcement process, including automated detection of offenses, mailing of fine notifications, records management, fine payment processing and appeals services. The Group also provides its clients with traffic data and radar performance statistics. The Group currently offers these services primarily in France, Luxembourg and Spain. The Group's clients include, among others, ANTAI (National French Agency) for various services including fine payment on 6 channels (web, IVR – Interactive Voice Response, mobile app…), the DGT (Direccion General de Trafico) in Spain, the Ministry of Sustainable Development and Infrastructure of the Grand Duchy, a parking payment system, which is deployed in several cities in Austria and Slovakia, and enforcement systems. The Group also provides the French Ministry of Justice with an information system to manage the provisioning, supervision and maintenance of the electronic bracelets (electronic tags for inmates on probation).

In the frame of the European Tobacco Product Directive (TPD), the Group was able to capture new business with its Track & Trace solutions to help the European Union fight counterfeiting and illicit trade of tobacco products.

e-Government online and data services

The Group offers national, local and regional government authorities and other public sector organizations a wide range of digital services to collect and manage data and develop Online Services and services to allow users to find government information, carry out administrative procedures and make payments to governments online. The Group develops and manages Online Services for a large variety of government and public sector related entities. Examples of the Group's services include payment processing and other services for the Pari Mutuel Urbain (PMU) state-run betting service and management of online tax collection sites for several provinces in Argentina. The Group also provides government certified archiving services for government entities, and collects and stores biometric fingerprint data for services such as biometric identification cards in Austria. The Group also counts DILA (*Direction de l'Information Légale et Administrative*) among its public sector clients in France.

Digital Signature, Digital Preservation & Digital Identity

The Group offers businesses a wide range of solutions to securely sign and archive digital documents. Among other solutions, the Group helps B-to-C companies to design and implement digital contract platforms to allow digital validation and signature plus probative value preservation. These solutions are widely used by numerous customers such as Bouygues Telecom, SANEF, AG2R, Protys. The Group also manages secure digital archives for legal documents such as the Doccle platform that the Group operates in Belgium, which allows users to securely archive documents such as account statements from participating banks and other entities and the Cyberdoc program in Austria, which stores electronic copies of notarized deeds. The Group has been combining their solution with Bull's assets to address new European Regulations and become a Qualified Trust Service Provider according to Europe's eIDAS regulation. The Group has developed a solution to provide Digital Identity schemes to governments by combining assets from different business lines to manage the Digital Identity lifecycle and secure citizens' authentication.

Shared digital healthcare information services

The Group provides a range of services to governments and public sector entities involved in healthcare. In Argentina, the Group manages and processes transactions for the FarmaLink health insurance institution, which connects patients to the health service system and links pharmacies, healthcare providers, pharmaceutical companies and health insurance schemes to manage the process of healthcare reimbursement. In France, the Group's subsidiary Santeos leverages its 17 years of experience in hosting and sharing healthcare information systems. Santeos holds an ASIP Health certification from the French Ministry of Health, and believes that it is the leading hosting solutions provider of patient healthcare data in France, and, in this regard, hosts sensitive medical data through the Personal Medical File (Dossier Médical Personnel). Santeos partnered with Agfa Healthcare to create a new offer that adapts to the regional challenges of shared medical imaging and is being delivered for several Regions in France. Santeos delivers the new information system for the Emergency Care call centers (*SI SAMU*) in France. The Group also provides a health information system to the French Ministry of Army, for the management of health data of the Armed Forces.

C.1.3.3 e-Consumer & Mobility

Consumer demand for multimedia and storage solutions for their mobile devices makes cloud storage a powerful tool for generating customer loyalty. The Group provides telecommunications companies with cloud storage solutions to offer their customers private cloud data vaults as well as convergent messaging services or multichannel interaction management services.

The Group is also working with manufacturers, insurers and utilities to develop innovative IoT services for connected vehicles, connected appliances and connected machines that leverage Group's white label IoT platforms as a Service providing end-to-end, scalable, secure and open solutions.

Consumer Cloud Services

The Group provides telecommunications companies with convergent messaging services as well as a range of consumer cloud storage and applications solutions to provide cloud-based services to their customers for e-mail and other digital media. The Group develops customized consumer cloud offerings tailored to the telecommunication company business model. Solutions the Group offers include services for structured rich media storage, retrieval and advanced cloud storage for personal content such as pictures, video, music, email and text messages, and multimedia services such as content streaming and address book management, as well as convergent messaging services that allow cross-platform delivery of messages (*e.g.*, by delivering copies of voicemail to a user's e-mail box). The Group currently provides these solutions to a number of telecommunications companies, including Orange and SFR in France, and TDC Group in Denmark.

Since 2014, the Group is very active in the area of digital education. The Group provides SQOOL, with a partner, a fully integrated digital education solution and a cloud service which allows for the storage of educational content and students' personal data on secure hosting platforms.

Cloud Contact Services

The Group provides a range of omni-channel customer contact solutions to help companies optimize their interaction with their customers. The Group's customer relationship management solutions include services such as interactive voice response systems that allow certain queries to be answered by automated systems and automatic smart call distribution services to improve the routing of calls to the right persons based on the nature of the customer's query. The Group provides multichannel interaction management offered on a SaaS basis. This service, recognized by industry analysts, manages interactions through a range of contact channels (email, chat, SMS, social networks, mobile devices and web self-service) to deliver a unified omni-channel contact center solution. Through the integration of Artificial Intelligence technology, the Group facilitates automation of tasks and improves 24/7 access to customer service, with chatbots and voicebots for example. The Group currently provides this for several clients such as C-Discount and a public sector social security body and large banking and insurance institutions. Such services enable large multinational in their "follow-the-sun" strategies to have a global support for their worldwide operations. As an extension to the payment business, the Group provides a voice-payment system that allows customers to securely pay for telephone orders. The Group also provides other systems to send automated SMS and e-mail services to clients. Key clients for these services in France include SFR-Numericable, Bouygues, PMU, and BNP Paribas, while the Group offers services also in Germany and the United Kingdom.

Connected Living Solutions

Connected devices are now a reality for individuals and in the industrial world: energy meters, production machines, connected vehicles, vending machines, washing machines, etc. The volume of data produced by connected machines is increasing exponentially. The first stage of Internet of things (IoT), which used to focus on the implementation and collection of data, is now shifting to business innovation.

The Group assists its customers in implementing their digital transformation strategies and evolving towards new customer centric and service oriented business models (*e.g.* pay-per-use, pay-how-you-drive). Through a unique combination of services (IoT/ M2M, mobile applications, data analytics and payment), the Group's Connected Living solutions allow its customers to go from Product sellers to Digital Services providers. The Group has a proven experience, replicated in several markets (automobile, household appliances, industry, insurance, retail, health, etc.) and offers a unique and flexible business model that is built around a portfolio of adaptable global service offerings that enable end-to-end solutions. The Group's goal is to federate value-added services from a large ecosystem of best in class providers that share the same secured access to a connected object. The Group's Connected Living platform, delivered via a Software as a Service (SaaS) model, guarantees secure access to users' data.

The Group's Connected Living solutions provide innovative solutions and business models adapted to:

- The connected vehicle, aimed at automotive insurance and lease, cars and truck fleets, etc.;
- The connected home (objects from daily life, household appliances, energy management and building infrastructures), aimed at multi-services operators like insurances, utilities, home appliance manufacturers, telcos and retailers;
- The Industrial IoT (remote access and predictive maintenance for connected industrial devices) aimed at industrial device manufacturers;
- The connected patient (various social services and medical frameworks and associated quantified remote medicine services).

Connected Living solutions include applications to handle:

- Data management, including solutions to collect, secure, store and analyze data;
- User management, including authorization and access, identity verification, privacy safeguards, subscription and billing;
- Application management, including management of the application framework, data sharing and integration with third party systems and enterprise information systems;
- Connectivity and devices, including solutions to secure, provision, monitor and manage communication and processing flows among various network components.

The Group's Connected Living solutions are recognized by market and industry analysts and are provided to and used by among others the following clients:

- Renault, for whom the Group is implementing the R-Link cloud services platform, an on-Board connected multimedia system that is already included in many Renault vehicles. Through the R-Link tablet that is available in several Renault models, the Group offers the possibility to make secure purchases from the vehicle. The ergonomics and functionality of the system were designed to make Renault R-Link the most secure solution on the market for the driver and for the automobile. At the Renault Supplier Awards, the Group received the Renault-Nissan Purchasing Organization Innovation Award for this innovation;
- A large European OEM relies on the Group's connected vehicles solution to offer advanced fleet management services to its customers (fleet owners), which include a secure extranet portal where its customers can control their fleet activity (online dashboards, comprehensive fuel reports, critical alerts). A telematics unit installed in the vehicle that registers data such as mileage, fuel consumption, global positioning, speed, driving time, etc. is connected with the Group's telematics platform which applies the retrieved data to provide insights into fleet use, geolocation, driving time & performance, fuel consumption, vehicle health & maintenance planning. This enables the OEM to optimize maintenance plans and introduce pay-per-use business models and supports fleet owners to increase vehicle availability, optimize logistical efficiency and reduce operational costs;
- Using the Group's expertise, BSH offers Home Connect to its customers allowing them to use a standard home Wi-Fi connection via the Home Connect cloud servers to operate their appliances remotely. It offers secured connectivity *via* smartphones and tablets and will be based on an open standard, meaning that a range of home appliance manufacturers will be able to use it. It was launched on iOS and Android, now rolled-out in several worldwide geographies. Using its expertise in processing transactions the Group has developed the solution and runs the Cloud platform where the Household devices are connected to;
- As part of a strategic transformation from a product-centric to a service-centric business model, Home appliance manufacturer Gorenje is introducing a range of connected appliances based on the Group's connected home platform. Hosted on a secure cloud platform, the Group's solution allows consumers to securely interact with their home appliances remotely through an intuitively designed mobile application;

- Siemens is deploying in all its business units Industry, Energy and Siemens Healthineers the core Communication Platform (cRSP) giving them a secure access to the machines that are spread all over the world in production sites as well as hospitals and trains. Having access to the machines and the data gives them new possibilities on solutions they can offer to their customers. The time to repair can be reduced and the first time fix rate can be increased. On top of that Siemens is offering specific vertical applications and data analytics solution for the different market segments;
- Based on the Group's connected vehicles solution, AXA Corporate Solutions combines the benefits of Fleet Management Services and Pay How You Drive insurance schemes for corporate fleets. This enables the insurance company to decrease the cost of claims and increase customer stickiness by providing value added services which help their customers reduce fleet Total Cost of Operations.

Competence Center Mobility

The Competence Center Mobility offers clients its innovation skills for the development of applications based on the Group's Connected Living services. This mobile competence center has delivered a range of mobile applications covering mobile services for retail, shopping and travel, with services focused on messaging, e-Commerce and mobile payment. The Group also operates The Studio in France, which analyzes, designs and evaluates interfaces across all channels: web, mobile phones, tablets, televisions, and Terminals.

Other main clients

In addition to those mentioned above, the Group's principal clients within this business line include Dräger, ERDF and e-Plus.

C.2 Technology

Worldline operates its business as one global factory that serves each of the Group's three *Global Business Lines*. Under this approach, Worldline continually seeks ways to leverage its industrial scale, processes based on standardized tools, shared best practices and efficient use of global resources to deliver services at competitive prices. Worldline's competence centers, IT platforms, data centers, and hardware are central assets in this effort.

C.2.1 IT Platforms

Worldline currently provides its payment acceptance, card and non-card payment data processing, support to payment mean issuance, fraud detection and dispute handling services, and Mobility and Transactional Services, using a set of separately developed specialized IT platforms coming from continuous investments carried over multi-years programs. The integration plan is under execution and delivers the progressive convergence of these platforms towards a unified infrastructure, until its completion in 2021, with some significant benefits crystallized in 2018 (Payments 2.0, migrations of front-end servers on Worldline Pay Front Office, go-live on Worldline Pay Issuing Back-Office among others). This will enable the full delivery on the European continent of the scale benefits linked to the combined volumes of the former platforms, while freeing up capacities to invest in new technological innovations.

C.2.2 Data Centers and Hardware

In Europe, Worldline operates a network of eight interconnected, highly secure and fully redundant data centers located in France, in Germany, Belgium, the Netherlands and Italy. Worldline's European data center hub covers an area of more than 6,000 m^2, and runs approximately 19,000 servers with a storage capacity of approximately 18PB of data. In total, Worldline's European hub data centers process approximately 85% of the Group's total transaction volumes. All of Worldline's European hub data centers, which are tailored to fit the needs of its specific businesses, are compliant with the Payment Card Industry Data Security Standard (PCI-DSS and 3DS) required for payment service providers to accept, transmit or store cardholder data, and are also certified under ISO 9001 (quality management) and ISO 14001 (environmental management), DK (Deutsche Kreditwirtschaft), as well as ISO 27001 (security) that is being finalized. All of these data centers meet at least Tier 3 "Telecommunications Infrastructure Standards". Worldline's European hub data center facilities are all connected for back-up and are compliant with IT Infrastructure Library (ITIL V3) IT service management "best practice" standards and applicable banking standards. Worldline ensures that strict security measures are taken at all of the data centers it uses, including video surveillance, access control, a limited staff policy, infrastructure monitoring, annual risk management reviews, regular business continuity procedures and internal and customer audits. Worldline also operates a small data center in India. In addition, Worldline contracts to use a number of additional highly secure and standard certified data centers operated either by Atos or by other third party data center providers. In total, these data centers process approximately 15% of the Group's total transaction volumes. These data centers are distributed globally, and are located in the United Kingdom, Spain, Germany, Argentina, the USA, Russia, China, Hong Kong, and Malaysia, among other countries. To benefit from maximum network connectivity, the Group uses four European telecommunications centers (located in France, Belgium and Germany) rented from external parties that are interconnected with its data centers through high capacity optical fiber networks. Worldline's data centers, networks, servers, and telecommunications centers are operated and maintained by a global infrastructure and operations team of approximately 1,200 information technology experts.

C.3 Sales and marketing

Worldline commercializes its products and services through different approaches and dimensions. Sales activities take place mainly on two dimensions:

- Global business line: under the supervision of the global and local management of each global business line, who establish the overall strategy to develop their portfolio of offerings in coordination with the various geographic entities. The global business line managers are also involved in overseeing sales initiatives and approving major bids in connection with the "Rainbow" procedures; and
- Geographic market: by the sales teams in each region in which the Group operates. Each sales team is led by a coordinator at the regional level; the teams cover one or more countries depending on the size of the markets in question (France, Benelux, Dach region, United Kingdom, Germany, Spain, Italy, Latin America, India, Asia-Pacific, Central Europe, Baltics, Nordics).

As of December 31, 2018, the Group had approximately 700 employees dedicated to sales and sales-related activities (approximately 350 sales representatives employees and 350 employees in business development, pre-sale, bid management and marketing). These figures include the acquisition of SIX Payment Services (SPS) the Group had made during the year.

When it comes to payment transactions, SIX Payment Services business reinforced merchants and international financial institutions solutions along the entire value chain of cashless payment transactions. It strengthened Worldline payment business in Europe, especially in the DACH area covering Germany, Austria and Switzerland. Indeed, SIX Payment Services derived around 50% of its revenue from Switzerland, with the other half being well distributed among different European countries.

The Group's sales efforts differ according to the type of client:

Except in Benelux, in Switzerland, in Austria, in Czech Republic and in India, where the client base is composed of a large number of small merchants (the "mass market"), the Group's customers are primarily large clients. The Group's sales efforts differ according to the type of client.

- For large clients, managed by dedicated manager in charge of the quality and development of the relationship, the sales teams work in close collaboration with the technical teams to answer clients' requests based on solutions from the Group's existing commercial portfolio and, where relevant, build tailored solutions using in the vast majority of the cases modules or components that already exist. The approach for developing existing business is based on a systematic process of "client account planning". For each large account, the Group sets development goals, identifies additional services that might be sold and, while ensuring the quality and satisfaction of existing contracts, establishes an annual plan, with ad-hoc commercial actions and focused or customized innovation workshops, supported by targeted communication and marketing actions. This approach represents the main sales channel for the Group's products and services.
- In addition, a second approach, in constant evolution, is centered on acquiring new clients. Client acquisition initiatives of course include submitting bids in competitive public tenders initiated directly by clients, but indeed also proactive market specific prospection, in particular through industry groups (in such sectors as Financial Services, retail, telecommunications, and transportation), networking and lobbying. In public-sector accounts this approach is obviously different, due to the obligation to comply Public Procurement Codes, which in most countries requires public entities to launch competitive bids both for the initial contract and for each renewal.

- Finally, for the "mass market" (acquiring business) clientele in Belgium, in Switzerland, in Austria, in Czech Republic and in India, marketing efforts are divided into direct sales and indirect sales. Direct sales include telephone sales and sales made face-to-face by sales representatives. Indirect sales are made through independent parties and corporate partners, as well as by banking partners. These sales efforts are supported by a marketing campaign management team, which determines pricing policies, creates various promotions and identifies target markets, as well as by a standard-defining team that formulates the Group's standard sales offers, which generally combine different products in one offer.

In India, direct sales rely on a team of sales representatives and a call center. In Belgium, direct sales rely mainly on a call center for sales of payment acceptance services (including Terminals) and payment acquisition by bank card. Indirect sales in India relate to distribution of white label electronic payment services. Indirect sales in Belgium are made through resellers who distribute the Group's branded payment services.

C.4 Procurement and suppliers

The Group's procurement division analyses markets and then selects and manages the Group's relationships with the suppliers of the externally-sourced goods and services that it needs for its business and internal requirements. The Group conducts its procurement activities in coordination with those of Atos, enabling it to benefit from scale effects (*i.e.*, volume purchasing) through framework agreements negotiated at the Atos level, while remaining focused on the specific requirements of the Group and its client projects. The Group's and Atos' procurement teams jointly conduct periodic analyses and reassessments of procurement costs by category and implement programs aimed at reducing supply costs through negotiations with suppliers, standardization of contracts and specifications and demand volume management.

The primary categories of products and services that the Group sources externally, and which account for the majority of the Group's procurement costs, comprise the types of items that are typically sourced by companies in the IT services sector, particularly IT hardware and software, subcontracted services such as software development and maintenance and telecommunications services. The Group principally uses these products and services in connection with its data centers and project development needs. The Group's main suppliers of IT hardware and software are HP, IBM, Dell, Oracle and SAP. The Group's business involves extensive data processing which itself requires bandwidth intensive telecommunications services, its main providers of which are Orange, Proximus and Verizon. Other important categories of products and services that the Group sources from third parties include POS Terminals and their component parts, printing and postal operator services and, currently to a much lesser extent, hardware used for the manufacture of the Group's connected vehicles products and other M2M and "connected" solutions.

The Group designs most of its payment Terminals and related products in-house and outsources their manufacture and assembly to multiple contract manufacturing companies, including Toshiba, Flex, and Connectronics, located principally in Asia and Eastern Europe. The Group procures the few Terminals that it does not design itself from Ingenico, VeriFone and Pax. The Group is also a substantial consumer of printing and postal services, particularly in its e-Government business (and more specifically its automated traffic and parking enforcement solutions) and bank processing activities in Belgium. It has subcontracting relationships or contracted partnerships with La Poste, Docapost, Bpost and Pitney Bowes in this respect.

The Group's procurement strategy is to rationalize the volumes necessary for its operations and optimize purchase prices and the total cost of ownership. So as to reduce the risks of supply shortages and over-dependency on any single supplier, the Group aims to identify critical points in the supply chain and develop plans to guarantee multiple components and service suppliers. The Group's approach to sourcing products and services from third parties depends in large part on the nature and use of the products and services it requires.

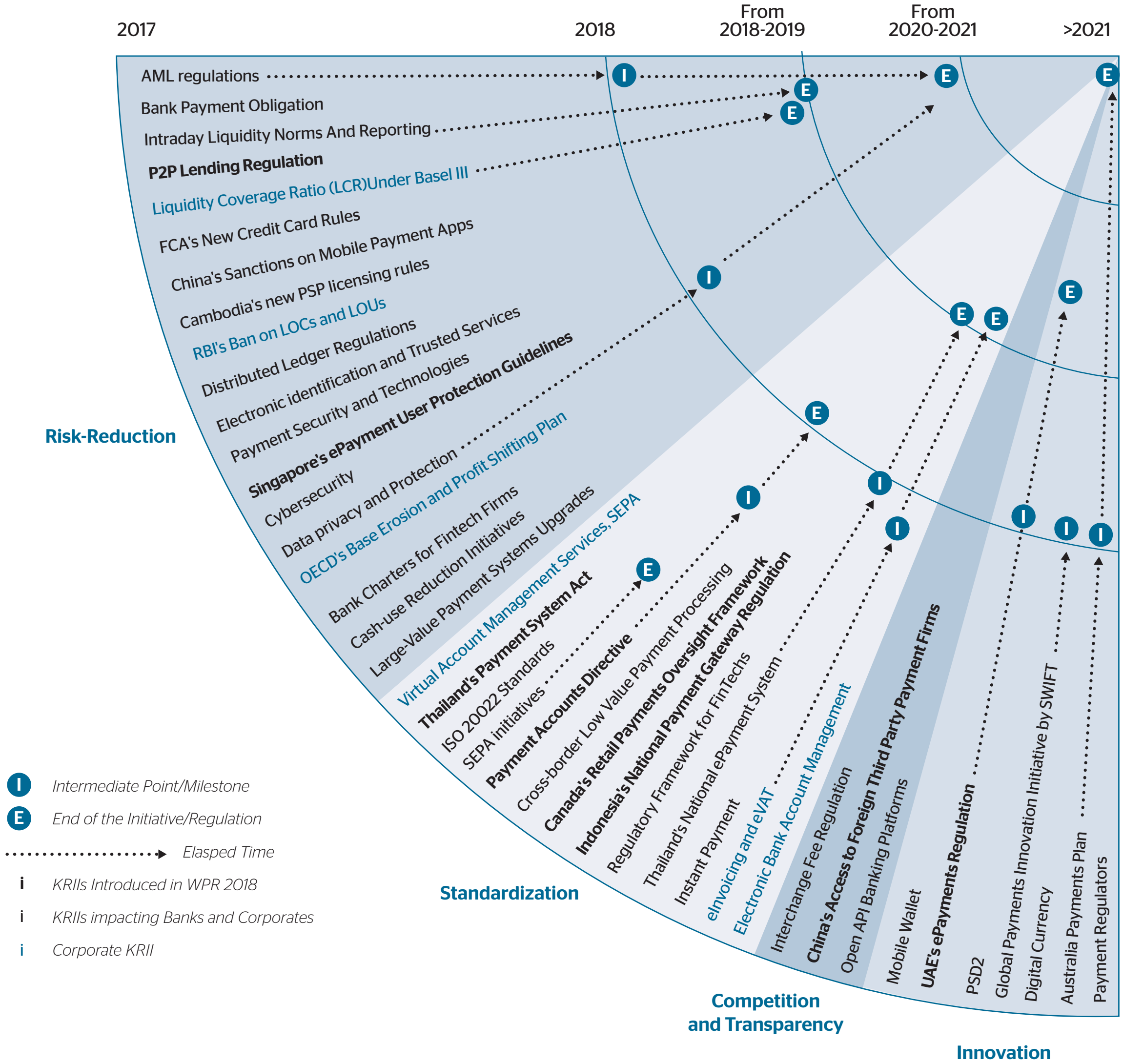
Notwithstanding its multi-source policy, there is one important component used by the Group in its business that has a single supplier: the innovative Samoa II application-specific integrated circuit (ASIC) chip used in all current models of the Group's payment Terminals range. This chip is sourced from Faraday/UMC, which manufactures it to the Group's specifications in the context of a long-standing relationship and pursuant to a long-term pricing agreement. To safeguard the continued production and supply of this critical chip, the Group ensures that Faraday/UMC at all times maintains a stock of chips sufficient to cover several months' supply needs. Additionally, if necessary, Faraday/UMC has the ability to manufacture the chip at multiple factories, initiate production and deliver the chips within three months.

C.5 Regulation

C.5.1 Global regulatory landscape

As payment is a global business the Worldline Group has to consider the global regulatory landscape which is a quite complex task as the number of new initiatives is increasing year by year, impacting the stakeholders in different ways, some are addressing dedicated regions only and some various, and what it makes it even more complex is the overlapping in the scopes.

Please note below an illustration of Key Regulatory and Industry Initiatives KRIIs (source WPR 2018).



Note: Timelines have been Provided for regulations where they are specified, no timelines are specified for industry-trend KRIIs;
SEPA - Single Euro Payment Area;
Payments Security and Technology Includes Contactless, Near Field Communication (NFC), Tokenization, Biometric authentication, and Mobile Point of Sale (mPOS);
In this year's report, KRIIs on Cybersecurity, Internet Payments Security, and Mobile Payments Security have been merged into a single KRII "Cybersecurity".

Source: Capgemini Financial Services Analysis, 2018; World Payment Report, 2017, 2016, 2015, 2014, 2013, 2012, and 2011.

C.5.2 European Regulation

C.5.2.1 Regulation of payment services in Europe

The provision of payment services is a regulated activity that requires a license when carried out in European Union member states that have implemented the revised Payment Services Directive (PSD2) entered into force early 2018, which regulates payment services in domestic markets.

Under this regulation, the following activities, in which the Group participates, are considered to be payment services [(1)]:

(i) Issuing and/or acquiring of payment instruments;

(ii) Execution of payment transactions through a payment card, or a similar device, whether such transaction originates from a payment account or is covered by a credit line;

(iii) Money remittance;

iv) Execution of funds transfers and debit payments, including standing orders, whether made through the payment account with the user's own payment services providers or with another payment services provider or covered by a credit line; and

(v) Execution of payment transactions where the consent of the payer to execute a payment transaction is given by means of any telecommunication, digital or IT device and the payment is made to the telecommunication, IT system or network operator, acting only as an intermediary between the payment service user and the supplier of the goods and services.

As an example, the Group's Commercial Acquiring activities, which, in the context of payments made by card or online, consist in receiving and transmitting the payment order to the cardholder's bank so that the bank may determine if the transaction can be effected, constitute the provision of payment instrument acquiring services. Similarly, the Group's processing and execution of debit (Bancontact, Maestro and VPay) or credit (Visa and MasterCard) card payment orders constitutes the provision of services for the execution of payment transactions through payment cards.

Conducting regulated payment services in a European Union member state requires prior approval from the relevant national regulatory authority as either a licensed credit institution authorized to provide payment services, a licensed payment institution or as an issuer of electronic money. Licensed institutions are allowed to operate in the member state in which they are licensed as well as in any other member state in which they are authorized to operate either pursuant to the European principal of freedom to provide services, through a subsidiary or a branch located in the host member state or through an agent.

In order to be able to carry out its regulated activities, Worldline NV/SA, a subsidiary of the Group located in Belgium, possesses a payment institution license in Belgium, which allows it to carry out the services described above. In accordance with the European Regulations described above, payment institutions that are licensed in one European Union member state are allowed to establish themselves or provide payment services in any other European Union member state without having to obtain a license from that state, either pursuant to the European principal of freedom to provide services or through a subsidiary (a system referred to as the "European passport"). Worldline NV/SA's license in Belgium has been "passported" to Austria, the Czech Republic, Germany, Spain, France, the United Kingdom, Italy, Luxembourg, the Netherlands, Norway, Poland, Slovakia, Bulgaria, Croatia, Denmark, Estonia, Finland, Iceland, Lithuania, Malta, Romania, Slovenia, Greece, Ireland, Latvia, Portugal, Sweden, Cyprus and Hungary. Worldline NV/SA has also a subsidiary in the Czech Republic and a branch in Slovakia.

Worldline NV/SA has a subsidiary in Sweden (Worldline Sweden AB) which has a payments institution license which includes money remittance services and is under the supervision of the local regulation authority (SFSA/FinansInspektionen). Such license is passported in other EEA countries.

Also, the payment institution license held by Paysquare, a Worldline BV subsidiary in the Netherlands, was passported in Austria, Belgium, Cyprus, Finland, France, Germany, Greece, Luxembourg, Poland, Portugal, Spain and in the United-Kingdom.

SIX Payment Services (Europe) S.A., a subsidiary of the Group located in Luxembourg, has a payment institution license from the CSSF, the local regulator in Luxembourg, SIX Payment Services (Europe) S.A. has established a network of branches in nine member states of the EU, i.e. Poland, Germany, Hungary, Italy, Czech Republic, Belgium, the United Kingdom, Austria and Slovenia. In addition, SPS EU has passported its license on the basis of the freedom of services to all countries of the European Economic Area.

Payment institutions are subject to specific regulations resulting from the PSD2, in particular in regard to own funds and internal controls procedures that they must put in place to comply with the various applicable regulations, such as anti-money laundering measures, corporate governance rules and prudential regulations. The Group also has vigilance and reporting requirements regarding the identity of its clients and beneficiaries of payment transactions. The European Union member states' national regulatory authorities may impose stricter prudential regulations in light of the specific activity of the regulated payment institution. For example, the Group's Belgian entity Worldline NV/SA has a "hybrid" license as a result of its payment terminal manufacturing business that, according to the Belgian regulatory authority, represents a potential risk to its payment services activities, given security flaws or failures could affect the terminals sold by the Group. Accordingly, the Group is subject to more extensive prudential constraints, especially as pertains to own funds requirements. For example, Worldline NV/SA was required to have around € 33.29 million in own funds during the fourth quarter of 2018.

(1) Worldline NV/SA has obtained the license for account information service (AIS) and for payment initiation service (PIS) but has not started to deploy such services at this stage. :

As a provider of these services, the Group is required to comply with certain administrative obligations and provide ancillary services, such as issuing confirmation receipts for transactions (in paper or electronic format), providing installation services, monitoring and maintaining hardware and software or developing client-oriented applications for terminals. The Group is subject to these requirements either as a result of its carrying out the activities of a payment institution, or in its role as subcontractor carrying out the activities of credit institutions. As a subcontractor, the Group acts as a processor on behalf of credit institutions and must therefore provide its services in compliance with the regulations applicable to credit institutions. For a description of the services that credit institutions outsource to the Group (for which the Group does not require a license), see Section C.5.2.2 of this Registration Document.

The regulations applicable to payment services are constantly changing as it was recently the case with PSD2. Since January 13, 2018, EU member states should have adopted and published the measures necessary to comply with PSD2 (PSD1 Directive 2007/64/EC being repealed). For implementation the European Banking Authority EBA is mandated to develop 6 Regulatory Technical Standards (RTS) and 5 sets of Guidelines (GL) within defined deadlines ranging from 12 to 24 months after the date of entry into force. The directive enlarges the scope of the PSD1 regulation by limiting the exemptions provided for in the PSD1 and extending its applicability to "third-party payment service providers" who provide remote access to payment account services or payment initiation services through online platforms in relation to payment accounts held by other payment service providers. PSD2 will result in the creation of new regulations applicable to payment initiation services and services for accessing account payment balances. This directive could have an impact on certain payment activities carried out by the Group, in particular services related to card-based payment platform such as WL Sips card payment platform, and would require a review of the authentication and authorization procedures that would be implemented in the context of PSD2 in order to adjust the Group's payment platforms, as necessary, so as to comply with the applicable regulation. For a description of these services, see Section C "The Group's business" of this Registration Document. Worldline has set up an internal PSD2 transformation program.

Finally, the Group has indirect access to the interbank payment systems, in order to carry out payment transactions and clearing operations processed in the context of the Group's Commercial Acquiring activities. The Group is thus subject to certain specific operational regulations developed by the companies that manage these interbank systems, such as STET in France and the CORE (Compensation Retail) system in Belgium.

The Group has implemented an internal monitoring system to follow legislative and regulatory developments applicable to its activities.

C.5.2.2 Regulations applicable to outsourced credit and payment institution activities

Credit institutions can also be authorized to provide payment services. Like all activities exercised by credit institutions, these services can be outsourced, meaning that the institution entrusts to an external service provider, which may or may not be a regulated entity, the running of its operational activities. In France, such outsourcing activities are regulated by CRBF regulation 97-02 of February 21, 1997 relating to internal controls within credit institutions and investment firms. Under the provisions of this regulation, a credit institution's external service provider must comply with the credit institution's established controls procedures in respect of services provided and must communicate any information that could have an impact on its ability to undertake the functions that have been outsourced to it. For example, the Group issues payment cards and bank statements on behalf of its credit institution clients and, as a result, is, in France, subject to the supervision of the French Prudential Supervisory Authority (*Autorité de Contrôle Prudentiel et de Résolution*).

Similarly, a licensed payment institution may outsource some of its activities provided it complies with its internal controls procedures and provided it obtains the prior authorization from the competent regulator should this outsourcing be critical. In this regard Worldline NV/SA and PaySquare SE entrust to equensWorldline SE the acquiring processing services. As a result, Worldline NV/SA is, in Belgium, subject to both the Belgian law of December 21, 2009 regarding the status of payment institutions, access to payment services providers' activities and access to payment systems and the Belgian Banking, Finance and Insurance Commission's PPB 2004/5 circular of June 22, 2004 regarding sound management practices regarding subcontracting carried out by credit institutions and investment firms.

C.5.2.3 Single Euro Payment Area Regulations

In the context of the implementation of the Single Euro Payment Area ("SEPA"), the European Union adopted SEPA Regulation n° 260/2012/CE of March 14, 2012 (the "SEPA Regulation"). This regulation seeks to create a single domestic market for credit transfers and direct debits in euros. In particular, this regulation, which is directly applicable in European Union member states, harmonizes the format of credit transfers (SEPA Credit Transfer ("SCT")) and debit transfers (SEPA Direct Debit ("SDD")). As an example of this harmonization, the bank account information for beneficiaries of credit transfers must now be presented using an International Bank Account Number (IBAN) and a Bank Identifier Code (BIC).

As a provider of e-payment solutions to merchants and Online Banking services to credit institutions, the Group has had to adapt its services offering, including the provision of payment card statements, and has also assisted its customers in their efforts to comply with these new requirements.

The SEPA Regulation also seeks to enhance the interoperability of payment infrastructures, so that processing credit transfers and direct debits is not hindered by commercial regulations or technical obstacles, by, in particular, opening payment schemes used by payment services providers to credit transfers and direct debits.

For example, the Group participated in the transition of the Bancontact payment scheme in Belgium, as required by the SEPA Regulation. In the past, in order to access the Bancontact payment scheme, it was necessary that the Group and its merchant clients first enter into a payment services contract. Accordingly, a merchant was only able to accept a Bancontact card if it was the Group that undertook the Commercial Acquiring activities in respect of the relevant payment transaction. Now, as required by the SEPA Regulation, the Bancontact scheme would, in such a scenario, be accessible to other licensed commercial acquirers, so long as they make the necessary technical and operational investments to be able to undertake acquiring activities in respect of domestic Bancontact debit cards. Additionally, the Group has collaborated with Dutch banks to render its iDEAL e-payment platform compliant with the SEPA Regulation.

C.5.3 Regulation applicable outside of the European Economic Area

The Group is not subject to any particular regulation concerning its activities outside of the European Economic Area, with the exception of:

- India where the Group conducts Commercial Acquiring and *Issuing Processing* activities for limited amounts, which are subject to local regulations.
- Vatican, where SIX Payment Services AG, a subsidiary of the Group located in Switzerland, is authorized by the Financial Information Authority of the Vatican City State to provide acquiring and terminal services within the Vatican City State as an auxiliary entity pursuant to Regulation No. I on "Prudential supervision of entities carrying out financial activities on a professional basis".

The Group is in the process of filing for the Temporary Permission Regime to ensure access to UK market post Brexit until local license can be obtained.

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C.5.4 Compliance with technical standards

The Worldline Group implements the processes defined by the international standard-setting bodies such as ISO 9001 which relates to requirements for quality, 27001 which relates to requirements for security and 14001 which relates to environmental requirements of technological infrastructures.

The Worldline Group develops and implements infrastructure sector solutions or services in secure cloud mode which are specific for certain activities and certified by the corresponding national authorities (health data for example).

The Group also implements controls corresponding to international security requirements such as EMV for payment cards security. As such, it participates actively in the EMV User Group (Europay MasterCard Visa User Group).

As a provider of payment solutions, and in particular terminals, the Group supports all standards established by the Payment Card Industry – Security Standard Council ("PCI-SSC"). These security standards seek to improve payment card data security by adopting a broad range of specific standards that apply to the various components of payment card transactions.

Among these is the Payment Card Industry – PIN Entry Device standard ("PCI-PTS," formerly PCI-PED) which is one of the most important. The aim of this standard is to guarantee that cardholders' confidential PINs are always processed by payment acceptance devices in a manner that is fully-secured and to ensure the highest level of payment transaction security.

PCI-SSC and PCI-DSS (Payment Card Industry – Data Security Standard) aim to secure the confidentiality of payment transaction data, whereas PCI-UPT precisely addresses the security specific to unattended payment modules.

The development of these standards, which requires continual modifications to existing requirements, is managed by the PCI-SSC's founding members: Visa, MasterCard, JCB, American Express and Discover in consultation with other electronic payment industry players (payment terminal manufacturers, regulatory bodies, retailers, banking associations, banks, processors, etc.). As such, the Worldline Group participates in the European working group on protocol standardization.

By way of example, the Group has obtained the PCI-DSS (Payment Card Industry – Data Security Standard) certification for its secure online payment platform and its Pay-lib service (cloud-based electronic wallet). This standard aims to ensure that the cardholder's confidential data as well as any sensitive transaction data are always securely processed at the systems and databases level.

C.5.5 Protection of personal data

In connection with its business activities, the Worldline Group collects and processes information subject to personal data protection laws and regulations in Europe as well as in other regions in which the Worldline Group operates. Such personal data processing is carried out on behalf of both Worldline Group companies themselves and their customers.

C.5.5.1 Personal data processing within the European Economic Area

Since May 25, 2018, the General Data Protection Regulation (GDPR) is the foundation of data protection within the EU member-states. National legislations give further regulation regarding opening clauses in GDPR in order to embed this European law into national contexts.

GDPR applies to automated or non-automated personal data processing when the relevant data is included or is meant to be included in a filing system. "Personal data" is broadly defined as all information relating to a natural person who has been identified or is identifiable directly or indirectly, regardless of his or her country of residence or nationality. GDPR requires persons and entities responsible for processing personal data that are either incorporated in an EEA member state or have recourse to data processing functions in an EEA member state, to put in place a number of measures prior to and at the time the relevant data is collected, while it is stored and until it is erased. According to GDPR, the person or entity that, alone or jointly with others, determines the purposes and means of the processing of personal data (as opposed to a simple subcontractor acting on behalf of a third-party), is considered to be a "data controller". Any person or entity processing personal data on behalf of a data controller, based on the instructions of the data controller and for the purpose defined by the data controller, is considered to be a "data processor".

With respect to each of its activities that involve personal data processing, each Worldline Group entity in Europe conducts an analysis on a case by case basis in order to determine whether it is acting in a data controller or data processor capacity.

Where a Worldline Group entity functions as a data controller (for instance those entities that handle employees' personal data or anti-fraud measures), it is subject to the following obligations:

- To satisfy the criteria set forth in GDPR and local laws and regulations for making data processing legitimate, which include, among others, that the person concerned has given his or her consent or the processing of personal data is necessary for the purposes of pursuing a legitimate interest or for the performance of a contract to which the person concerned is a party or to comply to a legal obligation ;
- To ensure that the personal data is (i) processed fairly, lawfully and in a transparent manner, (ii) collected for specific, explicit and legitimate purposes, (iii) adequate, relevant and limited to what is necessary in relation to the purposes for which it is processed, (iv) accurate and, where necessary, kept up-to-date, (v) kept in a form which permits identification of data subjects for no longer than is necessary for the purposes for which the personal data is processed, and (vi) processed in a manner that ensures appropriate security of the personal data, including protection against unauthorized or unlawful processing and against accidental loss, destruction or damage ;
- To be able to demonstrate compliance with the principles relating to processing of personal data ;
- To take particular precautions before processing special categories of personal data (*e.g.*, health or biometric data) by assessing the potential risks stemming from such processing and by checking that the explicit consent of the person concerned was received or that the processing is based on one of the exceptions that permit such processing as provided for in applicable law implementing GDPR (for instance when processing is necessary to defend the vital interests of the person concerned or of another person, or when the processing relates to data that was manifestly made public by the person concerned or is necessary to recognize, exercise or defend a right before courts) ;
- To put in place technical and organizational measures to protect personal data against accidental and unlawful destruction, accidental loss or unauthorized modification, dissemination or access, taking into account measures like pseudonymization and encryption of personal data, ensuring availability thereof and implementing a process for regularly testing, assessing and evaluating the effectiveness of these technical and organizational measures.

Except in certain instances set out in the valid data protection legislation:

- To inform persons concerned about the fact that their personal data is being processed and (a) the identity and contact details of the data controller, (b) the contact details of the data protection officer, (c) the purpose of the processing as well as the legal basis, (d) if applicable the legitimate interest, (e) the recipients or categories of recipients of the personal data, (f) where applicable, the fact that Worldline intends to transfer personal data to a third country, (g) the period for which the personal data will be stored, (h) the existence of the right to request from the controller access to and rectification or erasure of personal data or restriction of processing concerning the data subject or to object to processing as well as the right to data portability, (i) the existence of the right to withdraw consent at any time, (j) the right to lodge a complaint with a supervisory authority, (k) whether the provision of personal data is a statutory or contractual requirement, or a requirement necessary to enter into a contract, as well as whether the data subject is obliged to provide the personal data and of the possible consequences of failure to provide such data, and (l) if applicable the existence of automated decision-making, including profiling ;

- To refrain from transferring personal data outside of the EEA unless the European Commission considers that the recipient country ensures an adequate level of protection or the transfer is governed by contractual clauses of the type established by the European Commission. In this respect, it should be noted that, in November 2014, the Atos group was the first IT service company to obtain the validation of its "Binding Corporate Rules" (or "BCR") both as a data controller and as a data processor. The positive consequences of this validation are detailed in Section C.5.5.2 ;
- To only use data processors providing sufficient guarantees to implement appropriate technical and organizational measures ;
- To maintain a register of processing activities as data controller ;
- To follow the principles of data protection by design and data protection by default when designing solutions and preparing processing activities ;
- To carry out the formalities required by the relevant national authorities that regulate personal data protection (such as the *Commission nationale de l'informatique et des libertés* in France) prior to effecting data processing operations; these formalities vary according to national laws.

The violation by a data controller or by a data processor may result in administrative, civil or criminal sanctions, including fines up to € 20 million or, in the case of an undertaking, up to 4% of the total worldwide annual turnover of the preceding financial year, whichever is higher.

In respect of its other activities, the Group acts in a capacity as "data processor" within the meaning of GDPR. In such cases, the Group processes personal data with which its clients entrust it and in respect of which such clients are the sole data controllers. In such instances, the above-described obligations applicable to data controllers apply only to such clients. However, the Group nevertheless provides guarantees to its clients that it will (i) put in place technical and organizational measures to protect the personal data they have provided, especially against accidental loss, unauthorized modification or dissemination, or malicious or unlawful access and (ii) process such data in accordance with the client's exclusive instructions and for no other purpose than those established by such client. The Group especially fulfills the following obligations:

- To process such data in accordance with the client's exclusive documented instructions and for no other purpose than those established by such client ;
- To put in place technical and organizational measures to protect personal data against accidental and unlawful destruction, accidental loss or unauthorized modification, dissemination or access, taking into account measures like pseudonymization and encryption of personal data, ensuring availability thereof and implementing a process for regularly testing, assessing and evaluating the effectiveness of these technical and organizational measures ;
- To not engage any other processor without prior specific or general written authorization of the data controller ;
- To assist the data controller in ensuring compliance with the relevant obligations of GDPR ;
- At the choice of the data controller, to delete or to return all the personal data to the data controller after the end of the provision of services relating to processing, and to delete existing copies ;
- To make available to the data controller all information necessary to demonstrate compliance with the relevant obligations of GDPR ;
- To maintain a register of processing activities as data processor ;
- To follow the principles of data protection by design and data protection by default when designing solutions and preparing processing activities.

Although by introducing GDPR the law applicable to personal data has to a large extent been harmonized throughout the EEA, the opening clauses within the Regulation still allow a narrow range of national variations within data protection legislation and regulatory instances. In order to ensure a coordinated and harmonized approach respecting the applicable national laws, the Atos group has adopted a "Group Policy related to personal data protection (AP17 policy)" that is applicable to all of its entities and their employees, including those of the Worldline Group. This policy is founded on three key pillars:

(i) A set of principles based on those set forth in GDPR ;

(ii) A set of procedures that ensure that such principles are implemented ; and

(iii) A training program for all group employees, tailored to their positions and responsibilities.

To comply with requirements regarding notification of Data Protections Authorities as well as data subjects in the case of personal data breach, the Group has implemented a process for personal data breach notification based on the Atos group policy "Personal Data Breach Policy (AP21 policy)".

The Group's compliance with the various national laws and effective implementation of the above-described policy is ensured and managed by a personal data protection network, relying on a twofold legal and technical expertise, comprising Data Protection Officers and designated paralegals in each Worldline Group entity, resulting in Local Offices dedicated to personal data protection that are coordinated at Worldline Group level by the Worldline Global Data Protection Officer and at Atos group level by the Atos Group Chief Data Governance Officer, responsible for the Global Office.

The measures described above have been put in place to comply with GDPR. Continuous improvements and regular synchronization with the Atos Global Data Protection Office and the Group Data Protection Community ensures continuous compliance.

C.5.5.2 Data processing carried out outside the European Economic Area

The Worldline Group carries out personal data processing operations in numerous countries outside of the EEA. Such processing is in some instances conducted on behalf of customers themselves located outside the EEA, while in others it is conducted on behalf of customers located within the EEA to whom the Worldline Group provides "offshore" services as an integral part of the services it offers.

Although there is no international regulation that harmonizes all of the principles applicable to personal data protection, the regulatory framework applicable within the EEA is seen as the authority on such matters due to its strict and pioneering nature and the influence it has had on legislation that has emerged in numerous countries that have used it as a model, such as in North Africa, Latin America and Asia.

This is why the Atos group, which includes the companies of the Group, chose to adopt and implement the Binding Corporate Rules (or "BCR") aimed to ensure that all entities worldwide whatever the country they are located in, give a high level of protection to the personal data they process, either as a data controller or as a data processor.

The BCR constitutes stringent commitments for all Atos and Worldline Group entities, whatever the country they are located in (Europe, Latin America, Africa, Asia, etc.), whereby they commit to respect numerous principles related to the personal data they process. These principles are based on requirements defined by GDPR. These commitments were recognized by a large number of European personal data protection authorities as enabling a high level of data protection, when such data is processed on behalf of the Group's clients (the Group acting as a data processor) or for itself as a data controller. They allow Worldline entities to transfer such data out of the European Union to other Atos' entities in a simplified, easy and secured fashion.

These commitments are voluntary, unilateral, still rare in the IT service industry as they cover both Atos and Worldline entities, acting not only as data controllers but also as data processors (*i.e.* when data is processed on behalf of their clients) and demonstrate the focus given to personal data protection.

C.6 Investments

C.6.1 Investments of 2018

In 2018, the Group's total capital expenditures (purchases of tangible and intangible assets recorded on the balance sheet) were € 103.3 million. These capital expenditures comprised principally:

Capitalized production costs. Capitalized production costs, which relate to the applications developed specifically for clients or technology solutions provided to a group of clients, totaled € 43.1 million in 2018. Of this amount:

- € 43.1 million were invested in internal software development in four main areas: (i) rendering the Group's processing platform compliant with SEPA Regulations and the development of new functionalities in lines with the DSP2, (ii) adapting the Sips Internet platform, (iii) developing Connected Living offers and (iv) developing new line of payment terminals,
- No amount was spent developing software for specific customers in 2018,

Investments in shared infrastructure. The Group invested a total of € 43.9 million in 2018 in shared infrastructure – infrastructure that is not dedicated to a single client – which consists principally of network equipment and servers;

Investments in infrastructure dedicated to specific clients. The Group invested a total of € 11.6 million in 2018 in dedicated equipment for specific clients (principally dedicated servers and terminals leased to clients).

The following table shows capital expenditures (purchases of tangible and intangible assets) by type of expenditure for the periods indicated.

(in € million)	12 months ended December 31, 2018	12 months ended December 31, 2017
Capitalized production		
Development of new software platforms	43.1	34.1
Development of software for specific customers	0	12.5
IT Platform		
Total capitalized production	**43.1**	**46.6**
Other purchases of tangible and intangible assets		
Shared infrastructure	43.9	43.4
Dedicated infrastructure	11.6	20.2
Other	4.7	3.2
Total other purchases of tangible and intangible assets	**60.2**	**66.8**
Total capital expenditures (purchases of tangible and intangible assets)	**103.3**	**113.4**

Gross Financial Investments

In 2018, the Group's net financial investments (amounts paid for financial assets) amounted to € 505.4 million, corresponding mainly to the cash component linked acquisition of SIX Payment Services for € 385.7 million as well as the fair-value of the related contingent liability potentially payable to SIX Group AG in 2020 (€ 117.6 million as at December 31, 2018, see Note 1 to the Consolidated financial statements).

C.6.2 Principal Investments Currently Underway and Planned

Including the investment derived from the SIX Payment Services integration plan, the Group expects its average annual level of capital expenditure for maintaining and upgrading its IT equipment and its software platforms to be between 5% and 6% of revenue in the short and medium term.

The Group self-finances the investments currently underway, and does not use financial borrowing.

C.7 Property Plant and Equipment

C.7.1 Significant existing or planned property, plant and equipment

As of December 31, 2018, the Group held property, plant and equipment with a total net value of approximately € 146.0 million, consisting mainly of the equipment (particularly information technology equipment) used in its production centers, more specifically its data centers. The Group leases almost all of its property & plant while IT equipment is generally purchased.

Property, plant and equipment held or leased by the Group consists primarily of the following:

- Administrative buildings and offices for the Group's administrative and commercial needs, in all of the countries in which the Group operates. The principal sites leased are located in France (in particular the Seclin site where its biggest operational unit is based as well as the Bezons site, where the Company has its registered office), in Belgium with over 1000 employees, in the Netherlands, in Italy, in Germany and the United Kingdom. The Group's principal data centers are located in France (at its Seclin site) as well as at its Vendôme only owned building site, in Belgium (at its Brussels site), in the Netherlands (at its Amsterdam site), in Italy (at its Pero and Settimo sites) and in Germany (at its Frankfurt site), as well as in Spain and the United Kingdom where the Group is renting some datacenter space from Atos. Certain sites in Belgium are sub-leased by Worldline

PropCo SA to Worldline NV/SA (Belgium) in connection with a long-term lease between Worldline PropCo SA and Immo Haecht 1442, which owns the Group's principal real property located in Belgium. The Group also rents, from third parties connected with its own data centers, four European telecommunications centers (located in France, Belgium and Germany). Lastly, the Group leases buildings and data centers in the emerging countries in which it operates, including India (with an important local business operation center based in Mumbai) and Argentina, as well as in other European countries including the Baltics;

- Technical data center infrastructure, furniture, equipment (primarily information technology equipment) and data center servers, which the Group owns through its local subsidiaries;
- Assembly plant in the United Kingdom for the manufacture of kiosks and large terminal preparation site in Brussels and Luxemburg.

The Group believes that the usage rate of its various tangible fixed assets is consistent with its activity and projected growth, as well as with its current and planned investments.

C.8 Research and development, Patents and Licenses

C.8.1 Research and development

The Worldline Group actively seeks to promote a culture of innovation designed to spur its employees to greater creativity and encourage the design and implementation of value creating projects.

The Group's Research and Development department is a key enabler of its capacity for innovation and improvement of its products and solutions, a critical strength in an industry that is constantly evolving. The Group's research and development teams, which are managed centrally from its headquarters, comprise a dedicated team of research and development engineers spread throughout the countries in which the Group operates. Many of the Group's research and development engineers are closely integrated within the Group's operational teams and focus primarily on incremental innovation, while other research and development engineers are focused on longer-term research and development projects dedicated to disruptive innovation. The Group's dedicated research and development team supports a broader team of more than 4,500 engineers in the field working with clients to implement the Group's services. The Group's research and development expense amounted to € 49.1 million in 2018 and € 48.3 million in 2017. The Group's research and development teams indeed interact with Atos' various Service Line experienced research and development teams, like for example, Atos' scientific community or BDS (formerly Bull) R&D teams and Atos' Expert Network.

The Group's research and development activities are detailed in Section D.2.1.1 "Innovate to anticipate customer expectations" of the Group's Corporate and Social responsibility Report, presented in Section D.

C.8.2 Intellectual Property, Patents, License, Usage Rights, and Other Intangible Assets

The Group owns most of the intellectual property that it uses in connection with its activity. As a result, the Group is usually able to develop its own technological solutions and to provide its products and services to clients without depending on the Atos group, competitors or other third parties.

The Group's intellectual property rights comprise a combination of complementary rights, including the following:

- Rights relating to technology, such as:
  - Know-how and trade secrets whose confidentiality is ensured by the Group's internal policy as well as by contractual provisions that are binding on the persons or entities with access to such information,
  - Software and information systems (which are protected by copyright) and databases. In accordance with the Atos group's intellectual property policy, most of such software has been registered for copyright protection purposes,
  - A portfolio of approximately 80 patents, filed in the geographic markets where the Group is most active, including Europe, the United States, Canada and India;
- Rights to distinctive marks such as trademarks or domain names, in particular those including the name "Worldline", registered in all of the countries where the Group does business.

These intellectual property rights are held either (i) by Worldline Luxembourg SA; or (ii) by the Group entity that developed the technology in question (which is the Company, for certain patents) or that uses the distinctive marks locally.

Going forward, the Group will be responsible for filing most of the trademarks or patents relating to the Group's activity. The decision to file will be made in accordance with the Atos group's intellectual property policy applied by the Group with respect to its own research and development projects, the primary objectives of which are the following: (i) to identify the intellectual property developed by the Group's entities; (ii) to evaluate their potential and optimize their usage; (iii) to determine the form of protection best suited to the Group's activity (for example, filing a patent or protecting the confidentiality of a trade secret); (iv) where necessary, to bring legal action against infringers and defend actions brought against the Group; and (v) to ensure that the Group remains independent with regard to intellectual property and that the majority of the intellectual property used by the Group belongs to it.

In general, the Group grants licenses to use its intellectual property only on a very limited basis and only where the services provided to its clients require so. Similarly, the Group has entered into only a few material license agreements relating to technology belonging to third parties, including: (i) certain simple or cross-licenses entered into between Group entities, on the one hand, and certain Atos group entities, on the other hand; and (ii) a patent cross-license agreement entered into between Atos SE and IBM Corp., pursuant to which all the patents of IBM Corp. and its subsidiaries are licensed to the Atos group entities, including the Group's entities, and the Atos group's patents, including those of the Group, are, in return, licensed to IBM Corp. and its subsidiaries.

In addition, from time to time, some Group entities use open-source software, which may be used free of charge under licenses that sometimes include an obligation to disclose the source code developed using the open-source software. The Atos group's internal intellectual property policy provides that management must closely monitor such use from both a technical and a legal perspective in order to avoid the risks of unmonitored use of open-source software and disclosure of source codes relating to the Group's proprietary software.

The Group is involved in a small number of material legal disputes relating to intellectual property, as described in Section F.4. "Legal Proceedings".

D

Corporate Social Responsibility Report

D

D.1 Integrating sustainability in Worldline's business

D.1.1 Building an integrated and differentiating approach

D.1.1.1 Integrate CSR in the Digital sector: market trends, challenges and opportunities in the digital area [GRI 103-1 ECONOMIC PERFORMANCE]

The digital revolution has made its way into the payment industry and brought significant changes with it. It is rapidly disrupting information management and payment ecosystems, giving rise to emerging technologies, new business models and approaches such as the GAFA, as well as new players and non-traditional competitors such as neo-banks and Fintech start-ups. Besides, the digital revolution is fueling new challenges in the areas of privacy, fraud, data usage, money laundering, and shadow economy and energy transition. Consequently, these challenges entail new regulatory pressures such as: the regulation on electronic identification and trust services (eIDAS), the regulation on consumer protection with regard to the processing of personal data (GDPR), the new Payment Services Directive (PSD2), or the French laws: Sapin II anti-corruption and the "Devoir de Vigilance" law. These different challenges are driving the entire payment ecosystem towards new business models remaining to be stabilized. This complexity is strengthened by constant evolving demands from customers for customized services.

This fast-changing environment is creating new digital threats as well as valuable opportunities, especially relevant to Worldline's activities. In order to take into account the expectations of its different stakeholders, including its customers, and to address these threats and opportunities, Worldline has integrated its Corporate Social Responsibility (CSR) strategy at the heart of its business.

Opportunity in the digitization of processes

With the digital revolution comes an increased digitization of processes and growing electronic interactions between the different stakeholders involved in a transaction process. In the context of this new model, Worldline offers more customized offers, safety improvements, energy efficiency, seamlessness interactions for customers, in addition to costs reductions. Thus, Worldline is able to provide new entrants with access to electronic transactions and optimize the way financial transactions are currently executed for customers.

As a key player of the digital transformation, Worldline is convinced that the Company can play a significant role in contributing to United Nation Sustainable Development Goals (SDGs) -for more information on Worldline's SDGs commitment, refer to Section D.1.1.2.4 of this document. Indeed, according to the GeSI report *How digital solutions will drive progress towards the sustainable development goals*, IT technologies will be necessary for achieving each SDG through e-healthcare, e-education, e-government, e-banking, traffic control, smart energy or connectivity. Thanks to its high innovation capabilities, and in line with its CSR pillars (innovation, availability and security of platforms, data protection, ethics, health & equity, environment), Worldline is able to make a significant contribution toward digital challenges that will help achieve the SDGs.

Having integrated the economic, social, ethics and environmental challenges inherent to the digital area into its Corporate Social Responsibility, Worldline has also been able to anticipate and prevent the digital associated risks. This way, Worldline is making its business more relevant and sustainable while supporting its customers in their own sustainability challenges.

How Worldline addresses Economic challenges

Worldline's economic challenges take place in an ecosystem which involves more and more stakeholders. This ecosystem is governed by international and local regulations defining payment industry sector standards, and is impacted by evolving user practices and habits.

Worldline has a key role to play in this context by making the economy more open and transparent while improving market access beyond online payment, personal services, mobility, digitization and securing confidence in traceability. As a leader in digital transformation through its global payment and digital services, Worldline strives to offer the most innovative, valuable and sustainable solutions to its customers ensuring total compliance, tackling fraud and corruption, preventing cyber threats, and thus enhance economic transparency and trust for its stakeholders and society at large. Thanks to its innovative solutions and corporate CSR commitment, Worldline is recognized as a trusted third-party partner supporting its customers' growth.

How Worldline addresses Social challenges

Employee attraction and retention, as well as maintaining a stimulating working environment are primary concerns across the globe, especially for technological companies. Worldline's future growth depends on the expertise, professionalism and engagement of its employees, starting with its digital talents. Therefore, Worldline must be able to successfully attract, recruit, retain and engage the high skilled people on whom it depends.

To address this social challenge, Worldline fully aligns its Human Resources strategy with its operational needs, to better anticipate growth and its impact on personnel needs. This means having the right skills for a qualified workforce on a global scale, delivering development programs for its employees to grow, retaining talent, and as a result, being recognized as an attractive employer on labor market. A key element of the Company's attractiveness is based on perceptions of its fairness, integration of diversity, transparency and equity, regardless of gender and where the Company operates. In this regard, Worldline is notably committed to ensuring collective fairness, and equality of treatment between genders as well as fostering well-being at work.

How Worldline addresses Ethics challenges

With regard to the rapidly evolving behaviors and trends, complex and strict regulations, due diligence and business ethics, Worldline has the ambition of playing a leading role in the fast-growing and constantly evolving payment market landscape. Thus, conducting business in an ethical and responsible way in all of its spheres of influence, to ensure compliance with all applicable rules, is part of the Worldline strategy, as an absolute requirement to be integrated into the Company's thinking, decision-making and processes.

This principle is clearly defined in Worldline's Code of Ethics and applies throughout the organization to ensure that its employees adhere to those standards for ethical business practices: act honestly, fairly and with integrity in their daily work. Moreover, this principle is also endorsed within Worldline's entire value chain, including its supply chain with responsible operations and its involvement in developing local economies.

How Worldline addresses Environmental challenges

The IT sector has grown very significantly over the last decade and has become a major energy consumer and a significant producer of CO_2 emissions, especially with the skyrocketing of data production and processing. By 2030, up to 13% of the global electricity will be consumed by the IT sector. Therefore, eco-efficient IT infrastructures and solutions are a major challenge for Worldline whose business involves data processing. Worldline's low-carbon strategy therefore focuses on maximizing energy efficiency and reducing CO_2 emissions in its data centers, offices, business travels and in the life cycle of its payment terminals. Worldline also commits to support circular economy through the management of its electronic waste with a view to reduce them when possible (virtualization of servers) and systematically recycle them.

Worldline believes that technological progress also brings valuable solutions for the responsible use of resources and more specifically energy. The Company leverages business and environmental opportunities related to its customers' environmental challenges. This is why Worldline constantly innovates to deliver environment-friendly digital solutions (such as smart grids solutions, green data centers and carbon neutral hosting) that help its customers tackle both their business and environmental challenges. In particular, Worldline's carbon neutral services enable IT intensive customers such as banks to drastically reduce their Scope 3 emissions from the IT solutions they outsource with Worldline.

D.1.1.2 Worldline's CSR ambition [GRI 102-18] [GRI 102-19] [GRI 102-20] [GRI 102-21] [GRI 102-26] [GRI 102-27] [GRI 102-29] [GRI 102-30] [GRI 102-31] [GRI 102-32] [GRI 103-2 Economic performance] [GRI 103-2 Market presence] [GRI 103-2 Indirect economic impacts] [GRI 103-2 Procurement practices] [GRI 103-2 Anti-Corruption] [GRI 103-2 Energy] [GRI 103-2 Emissions] [GRI 103-2 Employment] [GRI 103-2 Training and education] [GRI 103-2 Diversity and equal opportunity] [GRI 103-2 Customer privacy] [GRI 103-2 Socio-economic compliance]

D.1.1.2.1 Vision & Strategy

Our vision

As part of the Atos group, Worldline shares the same vision, strategy and governance. Nevertheless, strengthened by, strong corporate values and a wide footprint in markets, Worldline has developed its own Corporate Social Responsibility (CSR), which reflects in its solutions. Therefore, Worldline set up its own CSR ambitions and commitments while remaining aligned and consistent with Atos policies.

Worldline's ambition is to be recognized as a CSR leader in its industry, while being a European leader in the payments and transactional services industry, providing solutions to its customers to reinvent their models of future growth at a time of massive change that affects them financially, technologically, environmentally and socially.

Worldline embraces the principle of shared value, which involves creating economic value in a way that also creates value for society at large by addressing its needs and challenges. In other terms, Worldline is connecting its success with broader social progress. Worldline's ultimate mission is the pursuit of financial profitability and value creation for all of its stakeholders while improving its responsible social and environmental footprint.

Our Strategy

To achieve its goal of integrating sustainability into its Business Lines and operations, Worldline has articulated its CSR strategy around three axes:

1. **An integrated vision that embeds CSR at the core of Worldline's business and processes.**

Worldline makes sustainability a component of its business strategy through its corporate values, innovation, environmentally-friendly solutions, operational excellence, social responsibility and business development. Worldline's ambition is to gradually embed Corporate Social Responsibility in its employees' everyday working life regardless of their culture or country. Since the IPO, continuous efforts have been made to bring all the regions within a consistent approach that strengthens Worldline's position as a multinational company that takes into account CSR challenges.

2. **A long-term ambition with the TRUST 2020 program that crystallizes the measurable commitments tracked with Key Performance Indicators.**

Based on the most critical challenges identified through its materiality analysis, Worldline has strengthened its commitment to sustainable development by launching in 2016 its TRUST 2020 CSR program: "trust at the heart of everything we do". This program is a differentiating factor and a crucial element for building and developing trusting relationships with its customers and partners as well as its employees, investors and suppliers.

3. **A recognized CSR player through extra-financial ratings and promotion of sustainability.**

Since 2014, Worldline has consolidated and improved its leading position in CSR through recognized sustainability rankings (EcoVadis), as well as extra-financial ratings for investors (Gaïa Index, OEKOM, Vigeo, MSCI, Sustainalytics, ISS etc.). This dynamic enables Worldline to fuel its CSR program with new ideas, practices and initiatives, to give a proactive answer to new challenges such as energy transition, gender equity, circular economy or SDGs contribution.

As part of its integrated strategy, Worldline strives to strengthen a proactive dialog with its stakeholders in order to share the Company's strategic challenges as well as the key performance indicators that will measure and publicly report the progress made in its sustainability approach. Indeed, managing stakeholders' expectations helps to better focus on relevant areas of action and improve transparency on CSR priorities.

D.1.1.2.2 The TRUST 2020 program at a glance and 2018 achievements [GRI 102-15]

In 2016, Worldline has defined its TRUST 2020 CSR ambition for each of its material challenges in order to reinforce its leadership and define its roadmap for the coming years. This long-term commitment, strongly bolstered by Worldline general management, aims at positioning "trust at the heart of everything we do" within the Worldline ecosystem and making CSR a transformation vehicle to mobilize the entire Company in order to implement action plans and initiatives across geographies. It allows Worldline to meet its sustainability challenges in the areas of services availability, sustainable innovation, customer satisfaction, security, data protection, talent attractiveness, responsible procurement and environment. The Company has set 14 specific and measurable CSR objectives that it intends to achieve by 2020, and announces its progress on a yearly basis.

Building customer trust with reliable, secured, innovative and sustainable solutions

- Ensuring 100% service availability and 100% response time in line with the commitments made in the Service Level Agreements;
- 100% incident response in compliance with Worldline's security policies;
- 100% of Compliance Assessment of Data Processing (CADP) performed for all processing activities;
- Generating € 725 million in turnover through sustainable solutions;
- Increasing customer satisfaction to 8/10.

Being a responsible employer by revealing our employees' potential

- Being listed in at least five employer brand rankings;
- Increasing overall employee satisfaction to 60% (through the Great Place to Work® survey);
- Having More than 90% of employees satisfied with the trainings provided by Worldline;
- Promoting gender equality within the Company by increasing the number of women in managerial positions.

Endorsing our business ethics within our value chain

- Improving responsible supply chain performance by obtaining the EcoVadis "Gold" Label;
- Monitoring supplier performance improvement by encouraging the suppliers to implement a CSR action plan if they have an EcoVadis score below 40/100.

Leveraging the eco-efficiency of our data centers and offices

- Being carbon neutral by offsetting all CO_2 emissions linked to Worldline's activities and payment terminals.

The specific objectives are measured each year and the action plans are carried out at the Group level. They are based on external and internal inputs thanks to meetings with stakeholders and investors as well as questionnaires received from rating agencies and from our customers. Worldline review each year the indicators and takes into account the results obtained, the progress still expected, the emergence of new topics and new priorities.

From a general perspective and in parallel to its TRUST 2020 achievements, Worldline has made substantial progress in all its KPIs that monitor its CSR performance in the fourth strategic areas, bringing the Company closer to its other TRUST 2020 targets.

In 2018, Worldline had already achieved close to 40% of its TRUST 2020 objectives. For instance, Worldline achieved its long-term goals, related to customer satisfaction, by reaching an overall score of 8.1/10 and, related to the revenue generated through its sustainable offers, by surpassing its € 725 million objective since 2017. Regarding the environment, Worldline also achieved in 2018 its TRUST 2020 climate change goal by offsetting 100% of the carbon emissions from its payment terminals' lifecycle and from its offices, data centers and business travels.

These great results have encouraged Worldline to step up efforts and implement all the necessary action plans and innovative CSR initiatives in line with the new market trends to accelerate this momentum and progress further toward its 2020 targets in all areas.

Building trusting and long-lasting relationships with customers

- In 2018, Worldline reached its customer satisfaction objective with 8.1/10;
- Worldline reached its objective of turnover achieved through solutions contributing to social and environmental progress with an amount of € 816 millions in 2018;
- In 2018, 97% of Compliance Assessment of Data Processing (CADP) have been performed for all processing activities.

Making Worldline a great place to work®

- In 2018, the Great Place to Work® index continues to increase (+1 point) while covering a larger perimeter of employees from Worldline's new entities. Overall satisfaction rate reached 59% compared to the target of 60%.
- 87,75% of employees have declared themselves satisfied with the training provided.
- The "Happy Trainees" label was renewed, reinforcing Worldline employer brand.

Improving Worldline impact on the Planet

- Worldline now offsets 100% of its CO_2 emissions, adding to its perimeter the compensation of its CO_2 emission relating to offices in addition to its data centers and business travels. Also, 100% of emissions from the payment terminals lifecycle have been offset once again in 2018. Consequently, Worldline stands as one of the first carbon neutral company in its industry.

The table below shows Worldline's sustainable development performance in 2018.

KEY PERFORMANCE INDICATORS FROM THE TRUST 2020 PROGRAM.

CSR Challenge	Indicator	2015	2016	2017	2018	2020 Targets
Building client's trust with fully available and secured platforms and reinforcing value for clients through sustainable & innovative solutions	% of alignment with the Service Level Agreements (SLA) on service availability	-	95.54%	95.49%	**95.82%**	100%
	% of alignment with the Service Level Agreements (SLA) on response time	-	98.52%	98.58%	**97.95%**	100%
	% of incident responses compliant with Worldline security policy	-	97%	98.67%	**98.74%**	100%
	% of Compliance Assessment of Data Processing (CADP) performed for all processing activities	-			**97%**	100%
	Revenue generated through sustainable solutions that contribute to societal and environmental progress in € million	575	586	770	**816**	725
	Overall customer Satisfaction from Tactical surveys	7.26	7.67	8.1	**8.1**	8
Being a responsible employer by revealing our employees potential	Number of employer brand study citations	0	1	3	**3**	5
	% of employees satisfied with the trainings provided by Worldline	-	86%	88.4%	**87.75%**	90%
	% employee satisfaction as measured by the Trust Index of the Great Place to Work® survey	50%	57%	58%	**59%**	60%
	Gap between the % of females in management positions and the % of females in the overall workforce		7.5%	7.5%	**7.3%**	0
Endorsing our business ethics within our value chain	Level obtained in the EcoVadis supply chain assessment	Silver	Gold	Gold	**Gold**	Gold
	% of suppliers evaluated by EcoVadis with a score below 40 that are encouraged by Worldline to have an action plan to solve critical findings identified		100%	100%	**89%**	100%
Leveraging the eco efficiency of our data centers and offices	% of CO_2 emissions offset from data centers, buildings and business travels	32%	31%	83%	**100%**	100%
	% of CO_2 emissions offset from payment terminals based on a Life Cycle Assessment (LCA)	0%	100%	100%	**100%**	100%

***% of Compliance Assessment of Data Processing (CADP) performed for all processing activities**: the values for 2016 and 2017 correspond to the previous indicator "% of Privacy Impact Assessments (PIA) performed on critical services".*

***Gap between the % of females in management positions and the % of females in the overall workforce**: this year, Worldline has modified the calculation methodology in order to be consistent with the indicators communicated internally. From now, the calculation takes into account the share of women in the overall workforce instead of the share of women in the employee's population (excluding the managers). Data from previous years (2016 and 2017) were also recalculated using the same methodology.*

D.1.1.2.3 CSR Governance

The Corporate Social Responsibility Officer, a member of the Worldline Management Committee and of the Worldline Executive Committee reporting directly to Worldline's CEO, is responsible for Worldline's CSR strategy and promotes CSR values, internally and externally. He is responsible for defining the Company's CSR Strategy, taking into account the Group's policy and Worldline's business specificities according to the materiality analysis defined through the dialog engaged with Worldline's internal and external stakeholders. The CSR Officer is also responsible of the Gender Equity and Diversity Program as well as the environmental strategy.

The Worldline Corporate Social Responsibility department is composed of an international team of more than 35 correspondents, present in the 25 countries in which Worldline is established. It works in close cooperation with the Atos group CSR Officer to ensure full alignment with the Atos group CSR initiatives and the associated teams. The Worldline's CSR department aims to set the CSR strategy, to monitor the sustainability initiatives and to lead the relationship with internal and external stakeholders. The department also has the responsibility of rolling out Worldline action plans at the Group level. Weekly follow-up calls and monthly work and discussion sessions are held to monitor the progress of action plans and coordinate the work of all local CSR offices.

Sustainability is integrated in all Worldline's processes and strategic bodies. The CSR Officer presents the results of the CSR initiatives and their upcoming roadmap during the Worldline Management Committee's quarterly "CSR Session". The CSR Officer highlights the key successes in accordance with the committed roadmap and the agreed-upon strategy. The Worldline's Management Committee takes part in the implementation of the CSR strategy and action plans. During these Committees, the CSR policies and practices are analyzed. The Committee is deeply involved in local implementation of the CSR initiatives and provides permanent support and sponsorship for the projects. Additionally, the CSR Officer meets the CEO to present CSR actions and achievements on a quarterly basis.

Each business and corporate function of Worldline has the responsibility to implement the CSR program, to deploy the strategy and to provide support to the CSR objectives (TRUST 2020 targets) and for the CSR awareness.

To ensure full mobilization of employees around CSR topic, the CSR Officer is in charge of physical roadshows on each Worldline site, to meet the employees and present the lastest CSR achievements and new CSR market trends.

D.1.1.2.4 Contribution to the United Nations Sustainable Development Goals [GRI 102-31] [GRI 201-1]

What are the Sustainable Development Goals (SDG)?

In 2015, the 193 United Nations members launched the 17 SDGs, a universal, global and inclusive action plan and roadmap to end poverty, protect the planet and ensure prosperity and peace for all by 2030. The SDGs entered into force in January 2016 and replaced the millennium development goals (MDG) adopted in 2000. The amended goals aim to address economic, environmental and social challenges and require collective action from the governments, the NGOs and the private sector.

How Worldline contributes to SDGs

Worldline is convinced that it is mandatory to demonstrate its contribution toward the achievement of the SDGs. This is why Worldline decided in 2017 to support the United Nations Sustainable Development Goals (SDGs) and integrate them into its Corporate Responsible (CSR) strategy. To this end, Worldline undertook a detailed assessment in order to identify and measure its contribution to all SDGs through a two-step mapping analysis:

- From an external perspective, the sustainability of its offering;
- From an internal perspective, its internal operations and along its value chain.

EXAMPLES OF WORLDLINE EXTERNAL CONTRIBUTIONS TO SDGS THROUGH SUSTAINABLE OFFERS:

16 PEACE, JUSTICE AND STRONG INSTITUTIONS

Worldline's Fraud Risk Management, E-banking or Acquiring Processing solutions enable the decrease of fraud and corruption risks and de prevention of cyber threats.

8 DECENT WORK AND ECONOMIC GROWTH

By making payment easier with flexible digital business models, Worldline's Payment Acceptance, Kiosk and Digital Retail solutions enable the creation of economic value and growth for clients, via shorter time-to-market and costs reduction.

9 INDUSTRY, INNOVATION AND INFRASTRUCTURE

By making financial services accessible for small industrials and merchants, Commercial Acquiring and Acquiring Processing solutions favor the development of merchants network and their integration inot value chain and markets.

11 SUSTAINABLE CITIES AND COMMUNITIES

By ensuring access to adequate, safe and affordable basic payments services, Wolrdline's offers contribute to its stakeholders satisfaction. Also, the e-ticketing offer provides acces ti safe and sustainable transports.

12 RESPONSIBLE CONSUMPTION AND PRODUCTION

Through its Cloud, Online and Digitization services that deliver environmental benefits including paper use reduction, travel minimization to access services or energy consumption optimization.

EXAMPLES OF WORLDLINE INTERNAL CONTRIBUTIONS TO SDGS:

3 GOOD HEALTH AND WELL-BEING

- Social initiatives
- Health and safety
- Flexibility at work
- Health care benefits

4 QUALITY EDUCATION

- Social initiatives
- Training plans for employees
- Learning@worldline

5 GENDER EQUALITY

- Gender Equity program
- Diversity strategy

12 RESPONSIBLE CONSUMPTION AND PRODUCTION

- Sustainable supply chain
- Suppliers' evaluation
- Eco responsible transport
- Waste management

13 CLIMATE ACTION

- Climate change strategy
- Monitoring carbon footprint
- Environmental targets and policy

16 PEACE, JUSTICE AND STRONG INSTITUTIONS

- Code of ethics
- Data protection policies
- BCR + PCIDSS
- Ethics in the supply chain

However, based on its business activities, Worldline has decided to concentrate its efforts on the five most relevant SDGs for which the Company has the most significant impact and can maximize its contribution:

*complementary

In addition, Worldline also has a special impact on two complementary SDGs: SDG 3 "Good health and well-being" and SDG 5 "Gender Equality" covering areas in which the Company is highly involved through its Wellbeing@worldline and Gender Equity programs.

What's up in 2018?

In 2018, Worldline has decided to re-evaluate its contribution to the SDGs as well as its areas for improvement. Indeed, this year Worldline has put in place numerous initiatives to contribute to the 17 SDGs and took the opportunity to assess its progress toward the achievement of its main SDGs. Indeed, during the high-level political forum on sustainable development organized by the United Nations in July 2018, progress towards SDGs has been reviewed regarding the following theme: "Transformation towards sustainable and resilient societies". The forum has highly focused on the six following SDGs:

Regarding the SDG 7 "Affordable and clean energy", Worldline invests in and promotes initiatives on renewable energy as a challenge that the Company has embedded into its business strategy. In 2017, Worldline has set targets to increase its own share of renewable energy consumption and production throughout operations by committing to double its renewable energy consumption by 2020. In 2018, Worldline has decided to buy renewable electricity in all its offices and data centers in France.

Regarding the SDG 15 "Life on Land", since the end of 2017, Worldline has committed to support the ambitious scientist research program of Under the Pole III to help protect the environment and the biodiversity focused on a submarine expedition by providing its technological expertise.

Regarding the SDG 11 "Sustainable cities and communities", Worldline provides access to safe low-carbon and sustainable transportation for all employees in own operation and supply chain but also for its customers. Indeed, Worldline *e-Ticketing* and transports services contribute to safe, affordable, accessible and sustainable transport systems for all and contribute to the development of public transport.

In France, Worldline was also quoted in the study of the consulting firm B & L Evolution "SDG, CSR and companies: the mobilization gaps are widening". This study takes stock of the mobilization of large companies for the SDGs and Worldline has been recognized as having a high level of engagement for the SDG and has also been recognized in the best practices, especially for its contribution to the SDG 16.

D.1.1.3 A recognized CSR player through extra-financial ratings

D.1.1.3.1 Non-financial ratings and awards

1) EcoVadis:

In 2018, Worldline received for the third year in a row, the "Gold" level awarded by the independent extra-financial assessment organization EcoVadis. With a significant 5-point increase in the global ranking, Worldline has recorded an overall score of 81/100, confirming its progress in CSR performance and its long-term commitment to sustainable development.

Worldline confirms its position among the very restricted TOP 1% of the most advanced and invested companies in CSR across all industries and all themes assessed by EcoVadis: environment, labor & human rights, ethics and sustainable procurement.

Worldline has especially progressed on social and employees' rights related issues in 2017. Indeed, Worldline gained 10 points in this area and confirmed its exemplary role as a responsible employer thanks to strong policies and measurable progress on all topics related to inclusion, working conditions including health and safety, anti-discrimination and skills development and career management of its employees. Moreover, Worldline confirms its environmental theme score of 80/100 and received an excellent score of 90/100 on issues related to ethics and integrity confirming its ability to promote and influence responsible behaviors and practices throughout its value chain, including its partners and subcontractors.

2) Vigeo Eiris:

The composition of the Euronext Vigeo Eiris indices is updated each year based on the opinions of Vigeo Eiris conducted approximately every 2 years. Worldline has been evaluated in late 2018 and has been ranked 5th/45 in its industry in Europe, with a score of 55/100. At a global level, Worldline has been ranked 6th/ 215 in its industry.

3) Gaïa Index:

Worldline has been once again recognized for the transparency of its extra-financial information and its commitment toward sustainable development by obtaining a score of 87/100 in 2018 against a score of 86/100 in 2017. Worldline has achieved its most significant performance improvement in the Gaïa Index in the social area, especially through its successful skills development strategy, its ambitious well-being at work program and its high involvement in diversity and equal opportunities related challenges.

The Gaïa Index standards enable the assessment of listed medium-sized companies' extra-financial performance and provide financial analysts with a reference tool to support their socially responsible investment (SRI) decisions.

4) Sustainalytics:

Worldline is ranked 5th in its sector with a score of 78/100 in 2017.

5) Oekom:

Worldline is rated Prime by Oekom and has attained a C+ rating.

6) MSCI:

Worldline consolidates its CSR performance in the MSCI Index and conserve its AA level since 2016.

7) ISS:

At the end of 2018, Worldline has obtained a score 1 in Environment, 2 in Social, and 6 in Governance at ISS QualityScore. The score runs from 1 to 10, with 1 representing the lowest risk level and 10 the highest.

8) CDP:

In 2017, the Atos group (to which Worldline belongs) continued to improve its performance, featuring once again in the CDP's A List thanks to its ambitious carbon emissions reduction program and its sound management of climate risks. Worldline takes part in CDP assessments of the entire Atos group, providing information for its branch of the organization. Atos was ranked number one in the world for the IT sector in the Climate Performance Leadership Index (CPLI) and is one of the 5% of companies to be awarded an "A" grade for its performance.

9) FIRA:

FIRA is an assurance provider that verifies CSR performances of companies and organizations. In 2018, FIRA has provided to equensWorldline a scorecard that a displays performance on important CSR issues for several companies. The main results of the CSR assessment of equensWorldline show that the company has tangible impacts on the social return, Employability & Human Development and privacy protection. The company show good results regarding ethical conduct, energy efficiency and renewable energy.

Awards

Among the awards received for its CSR engagement, the Group highlights the following:

- In 2018, Worldline received *Best 2017 Communication On Progress* award from the United Nations Global Compact France for having published the best 2017 Communication On Progress (COP) in the large company category. Through this award, the Global Compact highlighted the quality, the transparency and the exhaustiveness of its extra-financial communication and the progress made to embed and promote the UN Global Compact principles into its Corporate Social Responsibility (CSR) approach throughout its entire value chain;
- Worldline received once again in 2018 the Happy trainees label.

D.1.1.3.2 Partnerships [GRI 102-12]

Worldline is working in several partnerships and associations to develop its CSR performance. To stay abreast of the latest market trends and industry best practices, Worldline is an active member of four bodies recognized for their expertise in the field of CSR:

- **United Nations Global Compact**

  The Global Compact was launched in 1999 by United Nations Secretary-General Kofi Annan. Companies that sign the Global Compact commit to respect 10 fundamental principles in 4 areas: human rights, labor rights, the environment and anti-corruption. As an Atos' subsidiary, Worldline is committed to the principles of the Global Compact since 2010 through the Atos group. In 2016, Worldline joined the Global Compact on its own initiative to reinforce its commitment to improve human rights, to comply with employment and environmental regulations and fight against corruption. In this regard, Worldline is also committed to contributing to the Sustainable Development Goals (SDGs) of the United Nations;

- **Global Reporting Initiative Gold Community**

  The Global Reporting Initiative (GRI) was created in 1997 aiming to develop globally applicable directives and standards to report on economic, environmental and social performances. Worldline aligns its sustainability reporting with the GRI since 2014. Indeed, Worldline began to align its sustainability report with the GRI - G4 Guidelines in 2014 and has integrated since 2016 the evolutions of the new GRI Standards. This 2018 report has been prepared in accordance with the GRI Standards: Comprehensive option. Worldline is a member of the GOLD Community and supports the mission of the GRI to empower decision makers everywhere, through the GRI Sustainability Reporting Standards and its multi stakeholder network, to take actions towards a more sustainable economy and world;

- **Sustainability Directors' Club**

  Worldline is an active member, making regular presentations at conferences organized by C3D with a view to sharing on latest practices and regulations. The CSR officer of Worldline is an administrator of the Sustainability Directors' Club.

Besides, Worldline launched new initiatives in 2018:

- **WWF France for the WeGreenIT study**

  In 2018, Worldline collaborated with the NGO WWF France to conduct an analysis of its Green IT practices in France to assess its level of maturity in this regard and identify its levers of improvement in the implementation of a Green IT approach;

- **Global goals yearbook**

  Published under the United Nations and the Macondo foundation impulse, the Global Goals Yearbook is a corporate document that supports the achievement of the SDGs and the progress of corporate social responsibility (CSR) to tackle major sustainability challenges at global level. As a world leading publication on CSR related matters, the Global Goals Yearbook provides an overview on committed companies and promotes their best fair business practices in line with the UN SDG's 2030 agenda. In 2018, Worldline has decided to participate in the 2018 Global Goals yearbook initiative as a content partner by introducing its CSR strategy and TRUST 2020 ambition fully aligned with the United Nations 2030 Agenda;

- **City of Paris climate commitment**

  Climate change is looming large and Paris Climate Plan (Plan Climat de Paris) aims to lay the foundations of a carbon-neutral city in 2050, which adapt to climate hazards and is resilient to crisis. In 2018, Worldline has signed the Climate Plan of Paris Charter and commit alongside the City of Paris to align its business strategy with trajectory 2° C.

D.1.1.3.3 CSR awareness within Worldline

To improve Worldline CSR performance, the Company has launched a large program aiming to promote CSR across all geographies, increase employee awareness and involvement on CSR matters and thus truly embed CSR in all its value chain and ecosystem. As part of this awareness program, the CSR Officer organizes a set of different actions. Below is the 2018 CSR Officer's agenda regarding CSR awareness actions:

- **CSR on-site roadshows** are organized regularly on Worldline sites and took place in 2018 in: Villeurbanne (France), Mumbai (India), Utrecht (Netherlands), Frankfurt (Germany), Milano (Italy) (the last three being the new equensWorldline sites). These two-hour interactive sessions enable the CSR Officer to physically meet employees and present Worldline CSR commitments, actions and results to them. This is a welcome opportunity for employees to directly share their ideas and connect CSR with their day-to-day life. In 2018, the Global CSR team also initiated an online meeting session on CSR onboarding for Worldline new joiners worldwide. This initiative is particularly important to embed CSR practices in the new acquired companies, in addition to other specific and mandatory e-learning (on data protection for instance) and to involve new employees in CSR actions at an early stage;

D

- **Deep-dived sessions with management** have been set up (during the Management seminar and the Strategy seminar) in order to share results and new ambitions of Worldline CSR policy. Those sessions are an opportunity to highlight how extra-financial performance is closely linked to business and financial performance and illustrate the key CSR messages that managers can reuse during their weekly team meetings and promote the Worldline CSR approach;
- **Dedicated roadshows also target sales and purchasing populations to increase** their level of CSR awareness and thus contribute to Worldline performance by embedding CSR requirements and vision into their day-to-day business. For instance, by leveraging Worldline CSR actions, sales people can positively influence customers in the choice of solutions and valorize CSR in the Request for Proposals. In 2018, several roadshows were organized on Worldline's sites, as well as a CSR session in the Global Sales event, to address all the bid managers and sales population on the CSR topics in order to valorize Worldline performance in this area. This year, the CSR officer also provided a CSR session dedicated to new procurement practices to be embedded by the lead buyers;
- **Meetings with all Work councils** took place. The CSR officer has met all the members of the Work councils in the geographical regions to present Worldline CSR policy and the progress of the TRUST 2020 program to them. The objective of these meetings is also to enable a dialog with all the members, encouraging them to join the CSR approach.

D.1.2 Worldline's value creation model

D.1.2.1 Create value for all Worldline's stakeholders [GRI 103-2]

D.1.2.1.1 Worldline's stakeholder approach and materiality analysis [GRI 102-40] [GRI 102-42] [GRI 102-43] [GRI 102-21] [GRI 102-27] and [GRI 103-1]

Worldline's Corporate Social Responsibility approach is supported by an ongoing dialog with all stakeholders including customers, employees, suppliers, local government, public authorities, non-profits and financial analysts. Dialog with stakeholders plays an important role in business operations by showcasing Worldline's capacity to innovate, enhance its appeal among customers, investors and employees, create opportunities to develop services and solutions with high growth potential or by protecting Worldline's reputation.

Dialog takes place at every level of the organization under the direction of the CSR Officer:

- At the global level: corporate headquarter teams act as the primary interface to coordinate all of the Company's global initiatives and projects;
- At the country level: local teams strive to foster close ties with local stakeholders, especially national authorities;

To comply with the Atos group's framework regarding stakeholders' relations, Worldline's approach has been launched in order to:

- Map its own stakeholders' current expectations and define the changes required;
- Prioritize Corporate Social Responsibility issues and action plans in accordance with their relative importance to stakeholders and their criticality with respect to the Company's business activities;
- Define the Key Performance Indicators to be tracked to assess Worldline's CSR performance.

This approach is consistent with several international standards such as the AA1000 Standard and the GRI Standards (Comprehensive option) on which Worldline focused all its efforts with the aim of structuring its dialog with stakeholders and its materiality matrix, as well as steering the reporting process.

In 2018, Worldline continued to deepen its stakeholder dialog by extending the scope of its stakeholder's interviews particularly with suppliers, while maintaining a relevant approach of value creation especially for its customers.

Besides, the dialog has been enhanced thanks to Worldline's commitment and alignment with SDGs. SDGs are a reading grid that enables Worldline to use a universal language for sustainable development with all its stakeholders, from investors to customers and NGOs, and from employees to citizens. The SDGs strengthen the Company's "outside-in" vision thus ensuring greater clarity and consistency in its actions, in addition to providing a relevant compass for market trends and critical global needs. Therefore, Worldline demonstrates and reinforces the value it brings to its different stakeholders, using a common tool that takes into account their different social, economic and environmental expectations and challenges. By doing so, Worldline adopts a long-term perspective and gives its stakeholders a framework that provides transparency and upholds its strong commitment to sustainable development.

D.1.2.1.2 Worldline stakeholders' expectations [GRI 102-40] [GRI 102-42] [GRI 102-43] [GRI 102-44] and [GRI 103-1]

In order to select the most important stakeholders to be engaged, Worldline has set up an approach based on the analysis of two criteria:

- How are stakeholders influencing Worldline's activities?
- How can Worldline impact them?

Employees

Worldline relies on its human capital to develop continuous innovation in products and solutions. Human capital is a critical strength in an industry that is constantly evolving in terms of technologies and customer's experience.

Suppliers and Partners

Worldline leverages a selected number of third parties that supply IT hardware, software and services, and are able to meet a high level of quality of service. These suppliers and partners have demonstrated their reliability to support Worldline's platforms and services.

Customers

Customers' preference for Worldline products and services is based on innovation, trust, security and data protection that are the key strengths of Worldline. Overall revenue is spread among a relatively large number of customers. However, a significant percentage of revenue is related to a limited number of customers.

Investors and analysts

The financial community and shareholders expect profitability and efficiency from Worldline. They need to trust the capacity of Worldline to achieve its goals and they therefore require information and data about its strategy and its CSR components including achievements and objectives. Above all, clarity and transparency are requested.

Institutional players

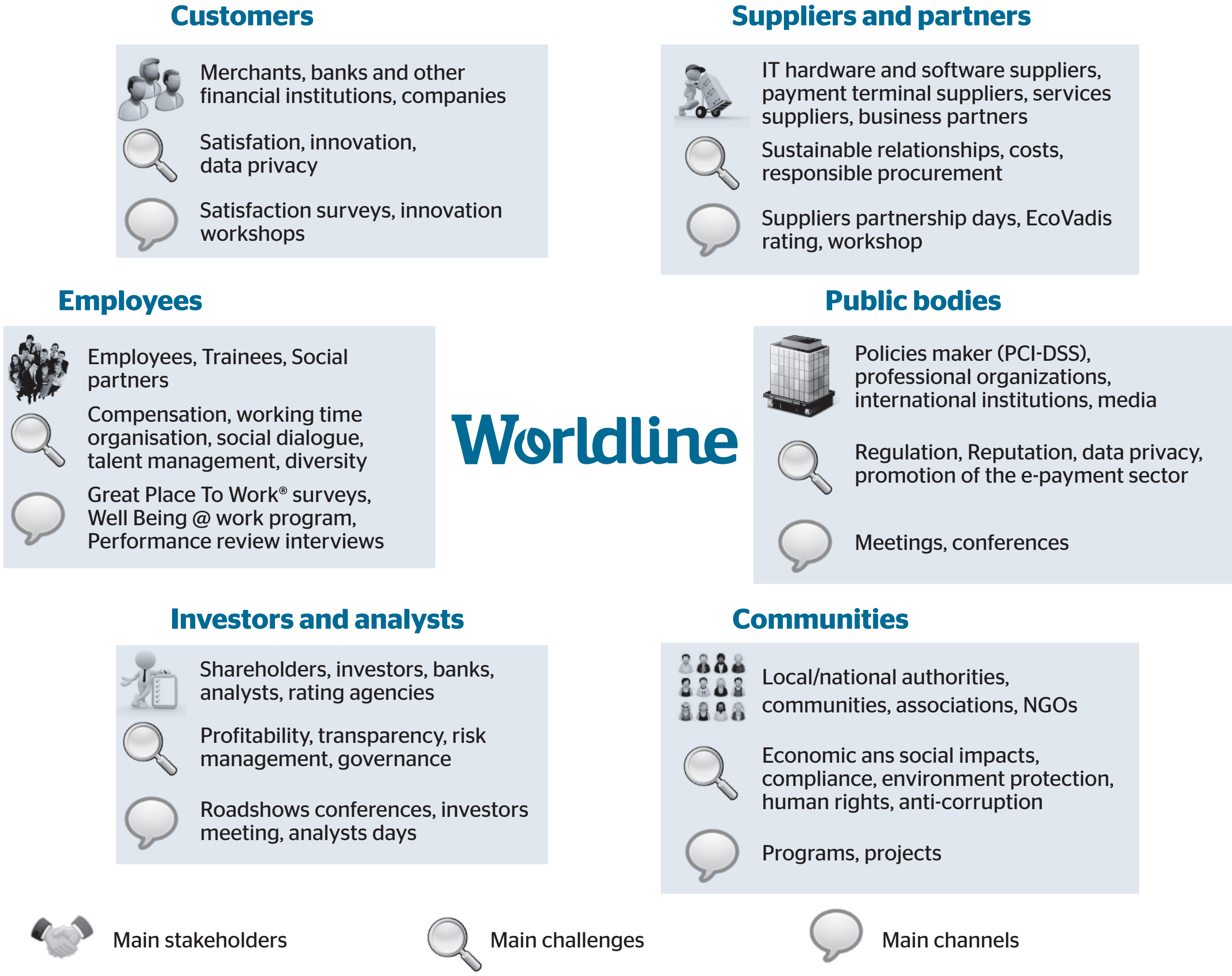
Regulation regarding e-transactions (in particular payment transactions) has recently increased significantly and will be strengthened in the coming years. To sustain the growth of its activities, Worldline must comply with international and local laws, rules and regulations defined by the institutional players.

Communities

To develop its activities, Worldline needs to be fully recognized by its local stakeholders in order to recruit the best talent, comply with local standards and create new offers that fit with the local context and perfectly meet the needs and expectations of customers. Developing its local footprint is also an opportunity for Worldline to improve it social and environmental impacts. For instance, by fostering education or association activities, Worldline strengthens sustainable development in the area in which it is located.

KPI monitoring and the reporting methodology are presented in Section D.6.2. The Content Index Table also included in the Integrated Report summarizes the KPIs used in the two documents.

The image below shows the main stakeholders, the key challenges and the channels of communication used between these players and Worldline.



D.1.2.1.3 Alignment with AA1000 Standards [GRI 102-12] and [GRI 103-3]

Worldline's Integrated Report is prepared in accordance with the principles of inclusion, materiality, responsiveness and impact defined in the new AA1000 AP (2018) internationally accepted standard. The Integrated report and Section D.1.2.1 of this Registration Document present in detail how Worldline has integrated these principles in its mode of operation.

Inclusion

To ensure that Worldline's Corporate Social Responsibility strategy meets the expectations of its valuable stakeholders (employees, customers, partners, suppliers and shareholders), meetings and discussions have been initiated and will continue on a regular basis for sharing the Worldline materiality matters of concern and discuss the different business activities of the Company. The aim is to build a common vision of a more sustainable environment for Worldline, its partners and the community as a whole.

Worldline is permanently committed to a recurring and proactive structured stakeholder dialog to review its strategy and ambitions, and accelerate Corporate Social Responsibility actions and initiatives.

Materiality

The sustainability challenges considered most significant for Worldline business activities were selected in 2014 and updated in 2018. Worldline's materiality assessment is described in Section D.1.3.1. This selection is based on Worldline stakeholders' expectations as well as Worldline internal prioritization established on objective criteria related to its markets, opportunities and achievements. Worldline's materiality was updated in 2018 following several interviews with internal and external stakeholders.

Responsiveness

Worldline's Integrated Report is published annually and incorporated in its Registration Document. It contains all the key performance indicators regarding sustainability monitored by Worldline. These documents are produced on a yearly basis. They outline the main sustainability challenges and associated actions, and include interview reports and case studies. Combined, these documents form an appropriate response to Worldline's stakeholders' expectations.

Impact

Worldline acknowledges, measures, monitors and is accountable for how its actions affect its broader ecosystem in the economy, the environment, society, stakeholders or in its own organization, and whether its impacts are direct or indirect, positive or negative, intended or unintended, expected or realized, short, medium or long term. Through its regular meeting with its stakeholders, the update of its materiality matrix and the monitoring of extra-financial indicators as well as through its action plans (policies, programs, products and services, etc.) to improve these KPIs in the perspective of its TRUST 2020 objectives, Worldline aims to embark all its organization on a result-based management of accountability.

Thus, Worldline adheres to the criteria of the new AA1000 AP (2018) standard by assessing, monitoring and disclosing its impacts in extra-financial reporting, which also allows more effective decision-making and increased value creation for the Company and its stakeholders.

D.1.2.2 Manage Worldline's extra-financial risks [GRI 102-15] [GRI 102-29]

The diversity of Worldline's activities and operating locations, as well as the complexity of its business environment, especially in the processing of sensitive data (payment, health, etc.) together with the increasing pressure on resources (human capital and energy) expose the Group to risks of all kinds that could have a significant impact on its results, image, and share price. Worldline has determined a global and systematic risk management approach, integrated with strategy, business decisions, and operations to ensure the identification, management and mitigation of all potentially significant risks and ultimately, the Company's long-term performance.

In 2018, Worldline conducted a review of its inherent extra-financial risks that can affect its ability to create value over the short, medium and long term with an independent consulting company. This extra-financial analysis completes the existing review of business and financial risks (see Section F of this document) and confirms Worldline's CSR strategy and materiality matrix.

This review has been carried out consistently with the Atos group's global risk review framework, including Worldline, which entails a regular risk analysis (Enterprise Risk Management, ERM). The organization implemented to deal through the significant risks identified is described in the Section D.4.1.1.1 and F.1.1 of this document.

D

D.1.2.2.1 Risk Analysis Methodology

Identification of inherent risks: The CSR risk analysis comprises a set of inherent risks that Worldline might face in view of its activities of an international IT company, markets, and countries of operation. The selection of non-financial and financial risks has relied on internal (Enterprise Risk Management which embeds other risks assessment such as relating to legal, compliance and environment, etc., and materiality analysis) and external (GRI indicators, extra-financial agency questionnaires, etc.) sources.

The analysis identified 31 inherent risks, which have been connected to Worldline's four main challenges (Business, Responsible employer, Ethics & Value chain, Environment). The risks are inherent: Worldline's ability to deal through the risk has not been considered in the analysis.

Prioritization of significant risks for Worldline: These risks have been assessed according to their probability of occurrence, and the potential legal, operational, financial and reputational consequences for Worldline if the risk materializes. A likelihood scale (rare, unlikely, possible, likely or almost certain), a magnitude scale (insignificant, minor, moderate, major, critical) and weights have been used to carry out this exercise. A risk is considered as significant (important) if it is at least considered as "possible" in terms of probability, and its potential consequences at least "major". External expertise has contributed to building the tool, while inputs from internal resources have been requested to assess the risk occurrence and the potential legal, operational, financial and reputational consequences for each inherent risk. Worldline top managers have been interviewed and workshops have been conducted to realize this risk mapping and the prioritization of the most significant risks.

Ultimately, 12 risks have been assessed as significant (important). Based on this analysis, Worldline considers that no other CSR risks than the ones presented hereafter are significant to the Group. Worldline's policies and systems to prevent and mitigate these significant risks are presented or cross-referenced in the present analysis. Atos's ERM, including Worldline, also map these mitigation policies and procedures with ISO standards followed by Worldline (ISO 9001, ISO 14001, ISO 27001) to ensure full consistency and compliance across the Group's actions.

More details on the risks for each challenge are available in the sub chapters of this present Section D, as indicated in the following table.

D.1.2.2.2 The main risks affecting Worldline Group

Category	Risk	Description
Business	**System security, reliability & continuity**	Cyber-crime has become increasingly sophisticated in recent years and threatens the security, reliability and continuity of information systems. To deliver highly available services to its customers and maintain a high level of trust, Worldline guarantees the safety and the security of its internal and external business processes.
	Data protection	The digital sector faces growing challenges in terms of data protection (e.g. rising threat of quantum computers). To implement its solutions and respect its legal obligations, Worldline must ensure a high level of data protection and work hand in hand with research laboratories around the world to develop solutions. Key topic: customer data protection
	Customer relationship management & cross-selling	The ability of Worldline to ensure its products and services fulfill its customers' needs is crucial to the value creation of the Company. Overall revenue is spread among a relatively large number of customers. However, a significant percentage of revenue is attributable to a limited number of customers. Thus, Worldline's ability to maintain the highest levels of trust, invest in sales staff training to increase skills and aptitude to propose innovative solutions is of the uttermost importance. Key topic: customer service
	Sustainable innovation	Innovation is key to meet Worldline customers' expectations. In order to make sustainability part of its business and of the IT transformation process, innovation must be sustainable and enable the creation of new secured solutions in different fields of expertise (e.g. energy and carbon management, social collaboration, public services, etc.).

For more information on the business challenge, refer to 2018 Registration Document, D.2.1.2 "Manage business risks and market expectations".

Category	Risk	Description
Responsible employer	**Talent attraction & retention**	In the fast-moving sector in which Worldline operates, a wide-ranging set of expertise and intellectual capital is key to the business' success. The ability of the Company to attract and retain talents capable of providing the necessary expertise to meet its customers' needs, is crucial. Key topics: employment, work organization
	Training & human capital development	The qualification of the workforce is essential to adapt to the developments of the industry and training is crucial to maintain skills to the highest level of achievement. Worldline must ensure that its workforce defines and follows individual succession plans, securing and developing essential human capabilities needed to remain the leader in its industry. Key topic: training
	Employee well-being at work	The ability of the Company to foster an environment favoring well-being at work is essential to achieve Worldline's ambition to become a Great Place to Work® (GPTW). In turn, fulfilling employees' expectations is key to establish robust and stable teams committed to meeting clients' needs, as well as a strong brand to attract the best talents in the market. Key topics: work organization, health and safety, and social dialog (collective agreements)

For more information on the Responsible employer challenge, refer to 2018 Registration Document, D.3.1.2 "Manage Human Resources Risks".

Risk mitigation	Related opportunities	Main KPIs
Cf. 2018 Registration Document, D.2.2.1 "Ensure security with a robust and proven IT system" and F.3.1.	Cyber and advanced security offering	**WL1** Services availability rate TRUST 2020. % of incident responses compliant with Worldline security policy
Cf. 2018 Registration Document, D.2.2.2 "Data protection and Customer Privacy" and F.3.1.	Operational excellence/Reputation resilience/Legal & internal control mechanisms/Trust & compliance throughout the value chain	TRUST 2020 Compliance Assessment of Data Processing (CADP) performed for all processing activities **AO3 WL3** Number of security incidents
Cf. 2018 Registration Document, D.2.1 "Meet customer needs and expectations" and F.3.5.3.	Delivery quality and competitive advantage	TRUST 2020 GRI 102-44 Overall Customer Satisfaction from Tactical surveys **GRI 418-1** Total number of substained complaints
Cf. 2018 Registration Document, D.2 "Building customer trust with reliable, secured, innovative and sustainable solutions" and F.3.4.	Sustainable digital transformation and business reinvention	**WL8** Innovation sessions delivered by Worldline for customers TRUST 2020 **AO7** Revenue of "sustainability offering"

Risk mitigation	Related opportunities	Main KPIs
Cf. 2018 Registration Document, D.3 "Being a responsible employer" and F.3.2.	People engagement	**GRI 401-1** Employee hiring & attrition **WL6** Global turnover rate TRUST 2020 Number of employer brand study citations
Cf. 2018 Registration Document, D.3 "Being a responsible employer" and F.3.2.	People's career development	**GRI 404-1** Average training hours per employee **TRUST 2020** Percentage of employees satisfied with the trainings provided by Worldline **GRI 404-2** Employability initiatives **GRI 404-3** Percentage of employees who received a regular performance and career development review during the year
Cf. 2018 Registration Document, D.3 "Being a responsible employer"	Collaborative environment and being a responsible employer by leveraging well-being at work	TRUST 2020 **AO2** Employee satisfaction (Great Place to Work® Trust Index Rate) **GRI 405-1** Diversity and equal opportunity **AO6** Diversity perception in GPTW TRUST 2020 Gap between the percentage of females in management positions and the % of females in the overall workforce

Category	Risk	Description
Ethics & value chain	**Compliance with laws and regulations**	Compliance is one of the main challenges for Worldline concerning its value chain and communities. In a context of rapidly changing regulations, a number of ethics and compliance challenges arise in Worldline activities throughout the world. The Company has to ensure full compliance with the applicable laws and regulations. Key topics: general environmental policy, human rights policy, fight against fraud and tax evasion
	Bribery and corruption	Endorsing business ethics within the value chain is not only key to protect Worldline's reputation and prevent the Company from undergoing legal proceedings, but also crucial to respond to stakeholders' expectations, mainly communities. The impact of one of Worldline's technologies being used to facilitate fraud, or one of its employees being bribed or resorting to corruption, would severely impair the Company's image. Key topic; fight against corruption
	Responsible procurement & due diligence in the value chain	Violations of fundamental human rights, poor or unacceptable working conditions, or harm being caused to the environment can be witnessed in the value chain. The ability of the Company to work with suppliers and subcontractors upholding Worldline's CSR values is key to ensure the absence of unethical behaviors in the value chain and meet the Company's legal obligations (including under Law No. 2017-399 of March 27 on the Duty of Vigilance). Key topic: relationship with suppliers and subcontractors

For more information on the Value Chain challenge, refer to 2018 Registration Document, D.4.1.1 "Manage Risks & Compliance".

Category	Risk	Description
Environment	**Climate change**	The exponential growth of the digital industry in recent years has led to a critical increase of energy consumption and related air emissions linked with the exchange and storage of data. The activity of processing large amounts of data and manufacturing payment terminals contributing to air emissions, Worldline has a responsibility in setting ambitious carbon reduction targets supporting the world effort to limit the rise of climate change and using renewable energy sources. Key topics: climate change and pollution
	Circular economy	The finitude of resources, especially the rare raw materials used in electrical components, constitute a challenge for the industry as a whole, which will have to adapt and develop new solutions linked with eco-design and management of end-of-life products. Worldline, through its activity of payment terminals, is also directly concerned with the collection and recycling of electronic waste. Key topic: circular economy

For more information on the Environment challenge, refer to 2018 Registration Document, D.5.1.2 "Manage Environmental Risk".

Risk mitigation	Related opportunities	Main KPIs
Cf. 2018 Registration Document, D.4.1 "Ethical excellence within Worldline" and F.3.5.2.	Operational excellence/Reputation resilience/Legal & internal control mechanisms/Trust & compliance throughout the value chain	**GRI 419-1** Number of significant fines
Cf. 2018 Registration Document, D.4.1 "Ethical excellence within Worldline" and F.3.5.2.		**GRI 205-2** Percentage of employees trained in Code of Ethics **GRI 205-3** Actions taken in response to incidents of corruption
Cf. 2018 Registration Document, D.4.2 "Ethics in the supply chain" and F.3.5.4.		TRUST 2020 Level obtained in the EcoVadis supply chain Assessment **A017 Supplier screening:** Percentage of strategic suppliers evaluated by EcoVadis **GRI 204-1** Proportion of spending on local suppliers

Risk mitigation	Related opportunities	Main KPIs
Cf. 2018 Registration Document, D.5 "Reducing our environmental footprint through eco-efficient operations" and F.3.5.10.	Energy efficiency/International environmental standards & initiatives/Developing sustainable solutions/Positive impact for the planet	**AO14** Compliance with environmental laws and regulations ISO 14001 **GRI 302-1** Energy consumption within the organization **GRI 302-2** Energy consumption outside the organization **GRI 302-3** Energy intensity **GRI 302-4** Energy saving initiatives **GRI 302-4** Energy requirements of products and services **GRI 305-1**, **GRI 305-2**, **GRI 305-3** Greenhouse gas emissions DCs and Offices Scope 1, 2, 3 **GRI 305-4** Greenhouse Gas emissions intensity **GRI 305-5** Reduction of greenhouse gas (GHG) emissions TRUST 2020 Percentage of CO_2 emissions offset from data centers, buildings and business travels TRUST 2020 Percentage of CO_2 emissions offset from payment terminals based on a Life Cycle Assessment (LCA)
Cf. 2018 Registration Document, D.5 "Reducing our environmental footprint through eco-efficient operations"	Eco-efficient products, recycling opportunities, Positive impact for the planet	**AO19** Waste Electrical and Electronic Equipment (WEEE)

D.1.2.3 Worldline's business model [GRI 102-15] [GRI 102-2] [GRI 102-6] [GRI 102-9] [GRI 102-40] [GRI 102-42] [GRI 102-43] [GRI 102-44] [GRI 201-1]

The presentation of the Company's business model according to the *International Integrated Reporting Council* (IIRC) recommended framework is an expectation of the European Directive 2014/95/EU on the declaration of extra-financial performance transposed intro French law (refer the Section D.1.3.3.3).

This guideline aims to encourage companies to take a broader view of the concept of value creation, as well as integrating and aligning financial and extra-financial performance.

Based on the literature study and review of current reporting practices, Worldline published its business model according to the IIRC guidelines, including: its relationship to the six capitals, its business activities and strategy, its products and services (through its business lines), as well as its relationships with its main stakeholders and its main contribution to SDGs. For more information, refer to Section B.1.3 of the present document.

D.1.3 Worldline's material challenges

D.1.3.1 Worldline's materiality assessment & the 4 Worldline's challenges [GRI 103-2] [GRI 102-15]

D.1.3.1.1 Worldline materiality assessment and Corporate Social Responsibility dashboard [GRI 102-46] and [GRI 102-47]

Worldline's Corporate Social Responsibility approach is based on a materiality analysis used to prioritize its actions in the most relevant areas, taking into account its business activities and the expectations of its stakeholders. Therefore, the materiality analysis is a quality assessment tool used to connect and prioritize financial and non-financial subjects. It allows focusing on issues that are truly strategic and critical to the sustainability of the Company's business model and enable it to achieve its objectives and manage its risks.

The 2018 materiality analysis and associated reporting process were structured and delivered in compliance with the guidelines of the New Standards from the Global Reporting Initiative and the practices of the Atos group. The approach was also developed in accordance with the principles of the AA1000 standards (refer to Section D.1.3.3). Consequently, Worldline's 2018 reporting is processed through two documents:

- **The Registration Document** that includes the whole set of Key Performance Indicators and the results of the materiality assessment, in line with Worldline's financial statements. The document is intended for the investor community. It complies with the French Grenelle II law, the Energy Transition for Green Growth law and the French transposition of the European Directive 2014/95/EU on the declaration of extra-financial performance ;
- **The Integrated report (for the first time after 4 years of CSR report publication),** including the main KPIs, that highlights the key initiatives and case studies on critical CSR topics for Worldline. This document is prepared in accordance with the New GRI Standards "Comprehensive Option" and contains a Content Index Table matching the GRI Standards with the different information reported in the Registration Document in the Integrated Report. This table also matches the GRI Standards with Worldline's commitment to SDGs.

The above reports for the year 2018 do not cover all data and actions related to new acquisitions made in 2018 such as Six Payments. In 2018, to enhance its *Trusted Digitization* activities, Worldline also acquired from Atos Integration the entity Genesis, which develops and sells software solutions to manage the social actions and delivery of allowances in France (RSA, Aide Sociale à l'Enfance, etc.). Worldline will consider these new entities in upcoming reports, to include their data on a yearly basis.

D.1.3.1.2 Framework of the Global Reporting Initiative [GRI 102-12] [GRI 102-46] [GRI 102-54] and [GRI 103-3]

Worldline's Comprehensive approach

Since its first reporting in 2014, Worldline has prepared its sustainability report in accordance with the GRI - G4 Guidelines. In 2016, Worldline decided to become an international pioneer and took CSR reporting further by initiating the transition to the new GRI standards. This report has been prepared in accordance with the GRI Standards : comprehensive option.

Besides, including the essential elements of a sustainability report and providing background on the context in which Worldline operates, the report provides information on the impact of its economic, environmental, social and governance performance. Worldline chose to provide additional information on its strategy, vision, materiality analysis, governance, ethics and integrity. The Comprehensive Option of the new GRI Standards best meets Worldline's reporting needs and, above all, its stakeholders' expectations. To ensure full compliance with the comprehensive option Standards and its stipulated format, Worldline integrated a GRI Content Index Table in its Integrated Report. In 2018, Worldline continued to better categorize and prioritize a consistent set of issues.

For each aspect of the GRI standards, an internal and an external score were determined. All of the aspects covering a defined threshold for internal and external scores were considered as material for Worldline. Thirteen Standards topics were analyzed as material for Worldline. Other topics were identified as material but did not match with any GRI Standards aspects. Worldline integrated these topics in its materiality matrix to reflect its business specificities and challenges. The Worldline materiality matrix presented herein better emphasizes the prioritization of Worldline's Corporate Social Responsibility challenges and enables to determine its strategy. Material issues and strategic focuses have been validated by the members of the Worldline Executive Committee.

D.1.3.1.3 Materiality matrix [GRI 102-49] [GRI 103-1 Economic Performance] [GRI 103-1 Market presence] [GRI 103-1 Indirect economic impacts] [GRI 103-1 Procurement practices] [GRI 103-1 Anti-Corruption] [GRI 103-1 Energy] [GRI 103-1 Emissions] [GRI 103-1 Employment] [GRI 103-1 Training and education] [GRI 103-1 Diversity and equal opportunity] [GRI 103-1 Customer privacy] [GRI 103-1 Socio-economic compliance] [WL3]

Identification and prioritization of relevant topics

Worldline performed a materiality assessment in 2014 that was revised in 2016 and updated in 2018 following an extensive dialog with its stakeholders, particularly with customers and suppliers. The materiality assessment aims to identify the essential challenges that the market and the main stakeholders consider critical for Worldline.

A: Worldline takes into account its stakeholders' expectations identified in its regular discussions and communication with them.

B: Worldline regularly analyzes how its peers' practices are evolving in order to spot trends and adapt its own processes.

C: During the materiality review, several internal and external interviews were held to identify the impact of the expectations on the business strategy and challenge those expectations. The result was included in the materiality matrix, taking into account some specificities of the e-payment sector that are not covered in the GRI Standards guidelines. For instance, the innovation-related topic, which was the main topic raised during the interviews, was included in Worldline's materiality matrix.

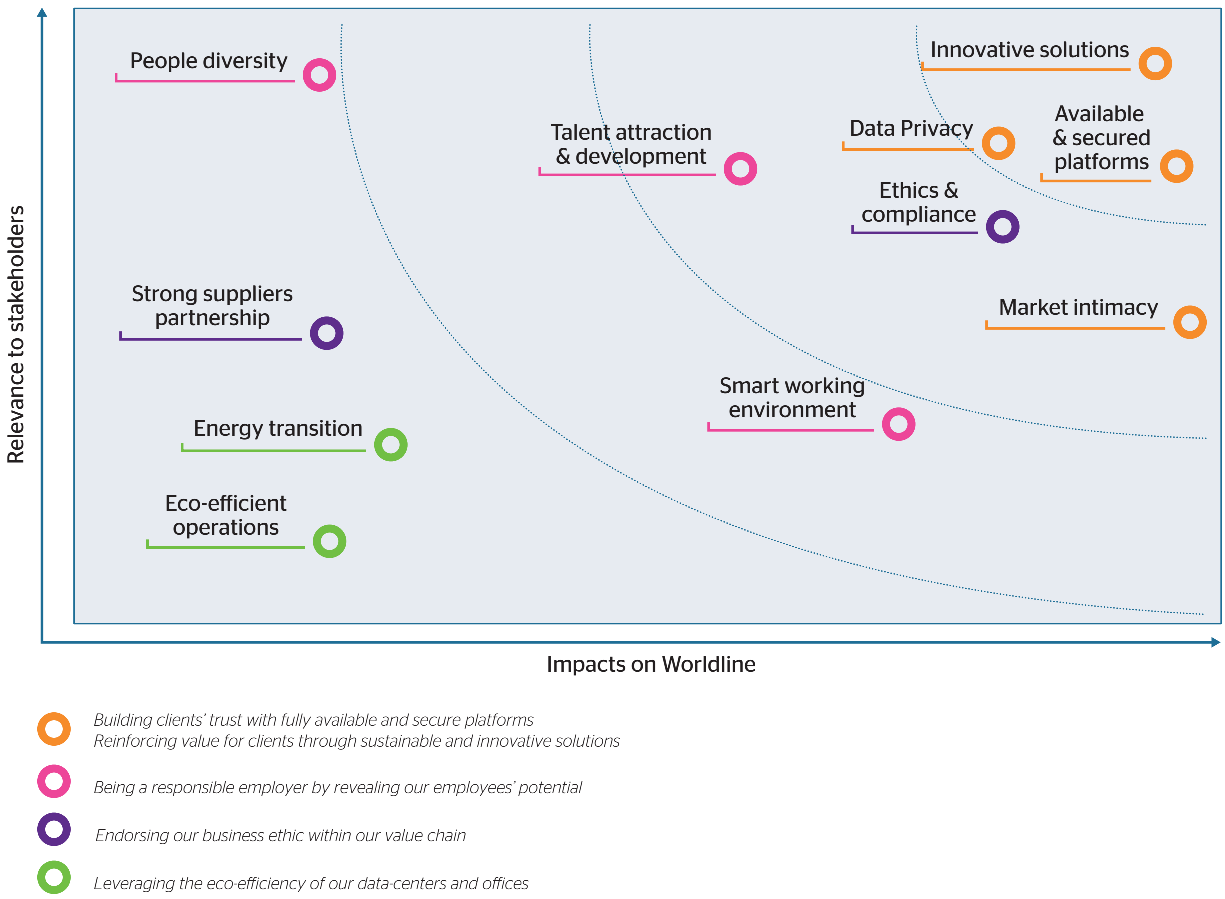
D: International standards and regulations were also taken into account in the materiality review to help the managers and the CSR teams prioritize the different challenges for Worldline.

E: A comparative study of the e-payment industry identified the industry's best practices related to sustainability strategies and reporting.

In 2018, due to the increase of the materiality of data protection and energy transition challenges, Worldline has decided to spot specifically these two CSR topics in its materiality matrix to articulate objectives, actions and results expected by the stakeholders.

Worldline materiality matrix

In 2014, Worldline has performed a materiality assessment by defining its priority topics according to its stakeholders' expectations. This analysis was updated in 2018 as mentioned before. After the identification of its main challenges, Worldline has evaluated their relevancy and financial impacts according to each stakeholder for each issue. Finally, the results is formalized in the following Worldline materiality matrix where the "relevance to stakeholders" explains the stakeholders' interest for the issue and the "impacts on Worldline" displays the impact of the issue on the Company. This matrix was reviewed by the top management of the Company and shared with the Atos group's CSR team.



Worldline's material issues have been organized under 4 CSR areas and each one is made of sub-issues, as described in the following part.

D.1.3.2 Four main challenges [GRI 103-2]

As a result of the material assessment process, four challenges have been selected and prioritized according to Worldline's stakeholders' expectations.

Prioritization of Corporate Social Responsibility issues/Worldline areas of action:

1. Building customer trust with reliable, secured, innovative and sustainable solutions

Worldline creates inspired, sustainable and innovative solutions and is committed to ensuring a high level of customer satisfaction.

To implement its solutions, Worldline must ensure a high level of security and permanent real-time platform availability to its customers. The digital sector faces growing challenges in terms of security and data protection. In this regard, Worldline solutions comply with a high level of security and data protection to ensure customer trust.

User satisfaction, innovation, confidentiality and data privacy are the main challenges for Worldline towards its customers. These essential issues correspond to the following GRI Standards elements: Product and service labeling, Product responsibility and Customer Privacy. For more information on GRI standards aspects, see Section D.2.

All of these challenges are covered by dedicated indicators, which are detailed in the TRUST 2020 program and are regularly monitored. In 2018, progress has been made and Worldline is getting closer to reaching its 2020 targets. Some objective were achieved like the revenue from sustainable offers that reached € 816 million in 2018 and Worldline customer satisfaction that reached 8.1. These sustainable offers are designed to bring additional social and environmental value, and supporting their own CSR challenges [AO7] [GRI 102-44].

2. Being a responsible employer by revealing our employees' potential

In Worldline's industry, having a qualified workforce and cultural diversity is critical to the growth and the success of the Company. Worldline's business functions evolve in a context of rapidly changing technologies, social, economic and regulatory developments that require a wide-ranging set of expertise and intellectual capital. In order to compete and grow successfully, Worldline must attract, recruit, develop and retain employees who can provide the expertise necessary to meet its customers' needs. Worldline must ensure that its workforce follows individual succession plans, securing and developing essential human capabilities needed to remain the leader in its industry. This target is supported by a strong, well-coordinated and optimized use of recruitment, performance management, learning and development, mobility and succession plans, orchestrated by the Human Resources department.

Talent management, diversity, working conditions and employee motivation are the main challenges for Worldline toward its employees. These essential issues correspond to the following GRI Standards elements: Employment, Training and education, Diversity and Equal Opportunity, Equal pay for men and women. For more information on GRI standards, see Section D.3.

All of these challenges are covered by dedicated indicators that are detailed in the TRUST 2020 program and regularly monitored. In 2018, progress has been made and Worldline is closer to reaching its 2020 targets: the Great Place to Work® Trust Index increased from 58% to 59%, the gap between the percentage of females in management positions and the percentage of females in the overall workforce has been reduced to 7.3% and Worldline has been cited in three employer brand publications.

3. Endorsing our business ethics within our value chain

Worldline is required to comply with a complex regulatory framework that must be managed to ensure the development of its business activities. Within Worldline, high ethical standards supported by Group-wide strategy, policy and training procedures underpin the delivery of excellent business technology solutions in a secure, ethical and responsible manner. Worldline engages in a permanent dialog with its partners and suppliers to enforce strong and fair relationships and ensure compliance with its rules and values. Working together in these conditions is a prerequisite to building trust and long-term relationships. With its business offers, Worldline contributes to developing local economies and therefore, involving communities is critical to secure its license to operate.

Compliance and ethics, supply chain management and local impact are the main challenges for Worldline concerning its value chain and communities. These essential issues correspond to the following GRI Standards elements: Economic Performance, Market Presence, Indirect Economic Impacts, Procurement Practices, Anti-corruption and Compliance. For more information on GRI standards, see Section D.4.

All of these challenges are covered by dedicated indicators, which are detailed in the TRUST 2020 program and regularly monitored. In 2018, Worldline notably renewed its "Gold" label from EcoVadis' assessment.

4. Leveraging the eco-efficiency of our data centers and offices

Operational excellence and environmental efficiency, including the reduction of energy consumption, are keys to limit the impact of Worldline's activities on the environment and to offer sustainable solutions to customers. Reducing its environmental footprint is a key challenge for Worldline towards society at large. It also represents an opportunity to improve efficiency and develop customers and partners' trust.

These essential issues correspond to the following GRI elements: Energy, Emissions and Product Responsibility. For more information on GRI Standards aspects, see Section D.5.

All these challenges are covered by the dedicated indicators detailed in the TRUST 2020 program that are monitored on a regular basis. In 2018, Worldline offset all carbon emissions related to its business travels, its payment terminals (based on a life cycle analysis), its offices and its data centers.

D.1.3.3 Compliance framework and information requirements for listed companies [GRI 103-3]

French transposition of the European Directive 2014/95/EU on the declaration of extra-financial performance

Since the first of August 2017 and the transposition of Directive 2014/95/EU, a new framework for the disclosure of non-financial information by large companies (more than 500 employees and a turnover of more than € 40 million) has entered into force in France. Such directive modifies the applicable rules regarding the publication requirements for Corporate Social Responsibility and Sustainability is being replaced by the statement on extra-financial performance. This document is intended to become a strategic management tool for the Company, concise and intelligible, as well as focused on significant information for all the relevant stakeholders. This new reporting directive aims at improving the relevance, consistency and comparison of extra-financial information published in Europe and introduces a more global and material vision of extra-financial reporting. Together with the United Nations SDGs and with the PACTE law in France, this new regulation spurs companies to think about their activity with regard to their contribution and impact on society through an integrated thinking and to serve the ambition of a more sustainable development, taking into account all stakeholders' interest.

As required in this directive, the content of Worldline's statement on extra-financial performance includes a reference to its business model, a presentation of the non-financial risks it faces, a description of the policies implemented to mitigate these risks and the results of such policies, which effectiveness and performance are measured by relevant Key Performance Indicators (KPIs). In particular, the document submits information regarding the social and environmental impact of Worldline activities and its contribution to Human Rights, fight against corruption and against tax evasion. It is published online, free to access.

PRESENTED BELOW IS THE CONCORDANCE TABLE TO LINK THE REQUIREMENTS OF THE DIRECTIVE 2014/95/EU AND WORLDLINE'S CORRESPONDING EXTRA-FINANCIAL PERFORMANCE

Information Section required by the EFPD	Requirements of the new article L. 225-102-1 regarding the declaration of extra-financial performance (EFPD)		Handled in the present document
General information on Worldline challenges	An Integrated Business Model (IIRC framework)		Sections D.1.2.3 and B.1.3
	A risks analysis with its mitigation policies, action plans, and associated KPIs		Sections D.1.2.2 and F
Section on social and societal information	Topics covered by Worldline's risk analysis	**Employment** (cf. risk Talent attraction & retention) **Training** (cf. risk Training & human capital development) **Work organization** (cf. risk Employee well-being at work) **Health and safety** (cf. risk Employee well-being at work) **Working conditions** (cf. risk Employee well-being at work) **Collective bargaining agreements** (cf. risk Employee well-being at work) **Subcontracting and suppliers** (cf. risk Responsible procurement & due diligence in the value chain)	Sections D.1.2.2 and H.2 - Cross-reference table with EFPD
	Topics not covered by Worldline's risk analysis but considered as material	**Equal treatment:** • Measures taken to promote equality between women and men • Measures taken to promote the employment and integration of persons with disabilities • Anti-discrimination policy • Promotion of diversity.	Section H.2 - Cross-reference table with EFPD and specifically section D.3.2.5
		Societal commitments to sustainable development: • Impact of the company's activity on employment and local development • Impact of the company's activity on the local or local populations • Relationships with the stakeholders of the company and the modalities of the dialogue with them • Partnership or sponsorship actions.	Section H.2 - Cross-reference table with EFPD and specifically sections D.1.2.1; D.2.1.4; D.4.2; D.4.3 and D.5.2.6.1
Section on Human Rights information	Topics covered by Worldline's risk analysis	**Promotion and respect of the stipulations of the fundamental conventions of the International Labor Organization** **Other actions in favor of Human Rights** (cf. risk Compliance with laws and regulations)	Sections D.1.2.2; H.2 - Cross-reference table with EFPD and specifically section D.3.5.1
Section on environmental information	Topics covered by Worldline's risk analysis	**General environmental policy** (cf. risk Compliance with laws and regulations) **Climate Change** (cf. risk Climate change) **Pollution** (cf. risk Climate change) **Circular economy** (cf. risk Circular Economy)	Sections D.1.2.2; H.2 - Cross-reference table with EFPD and specifically section D.5
	Topics not covered by Worldline's risk analysis but considered as material	**Protection of biodiversity:** Measures taken to preserve or restore biodiversity	Section H.2 - Cross-reference table with EFPD and specifically section D.5.2.2.4
		Sustainable food and trade relations with food sector: • Measure to reduce and valorize food waste • Measure to promote responsible, fair and sustainable meal.	Section H.2 - Cross-reference table with EFPD and specifically sections D.5.2.2.2; D.5.2.2.4 and D.5.2.6.2

Information Section required by the EFPD	Requirements of the new article L. 225-102-1 regarding the declaration of extra-financial performance (EFPD)		Handled in the present document
Section on environmental information	Topics not directly addressed in this report	Topics not considered as a material topic for the Company and not directly addressed in this report: **The respect of animal welfare** **Food insecurity**	N.A
Section on the fight against corruption information	Topics covered by Worldline's risk analysis	**Information on the fight against corruption: actions taken to prevent corruption** (cf. risk Bribery and corruption)	Sections D.1.2.2; H.2 - Cross-reference table with EFPD and specifically sections D.4.1.1.2 and D.4.1.2.1
Section on the fight against tax evasion information	Topics covered by Worldline's risk analysis	**Information on the fight against tax evasion : actions taken to prevent tax evasion** (cf. risk Compliance with laws and regulations)	Sections D.1.2.2; H.2 - Cross-reference table with EFPD and specifically section D.4.1.2.1

For more information, refer to the EFPD cross-reference table in this Registration Document Section H.2.

D.1.4 Main key performance indicators

									2018		2017	
Wordline challenges	**Aspects**	**GRI**	**Indicators**	**2018**	**2017**	**2016**	**2015**	**2014**	**Per employee**	**Per revenue**	**Per employee**	**Per revenue**
Building client's trust with fully available and secured platforms and reinforcing value for clients through sustainable & innovative solutions	Market intimacy	WL1	Services availability rate	**99.97%**	99.96%	99.88%	99.81%	99.74%	**-**	**53%**	-	100%
		GRI 102-44	Overall customer Satisfaction from Tactical surveys	**8.1**	8.1	7.67	7.26	6.67	**-**	**95%**	-	100%
		GRI 102-44	Net promoter score	**41%**	40%	29%	1%	-	**-**	**95%**	-	-
	Innovative solutions	WL8	Innovation sessions delivered by Worldline for customers	**15**	9	10	17	18	**-**	**100%**	-	100%
		WL2	Number of WIN members	**47**	45	44	45	42	**100%**	**-**	100%	-
		WL2	Percentage of PhD and PhD students at R&D department	**49%**	49%	45%	46%	30%	**100%**	**-**	100%	-
		WL2	External awards success rate	**0%**	0%	50%	20%	30%	**100%**	**-**	100%	-
	Fully available and secured platforms	GRI 418-1	Total number of substained complaints	**0**	0	0	0	0	**100%**	**-**	100%	-
		WL3	Number of security incidents	**159**	150	110	126	89	**-**	**84%**	-	100%

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									2018		2017	
Wordline challenges	Aspects	GRI	Indicators	2018	2017	2016	2015	2014	Per employee	Per revenue	Per employee	Per revenue
Being a responsible employer by revealing our employees potential	Talent attraction and development	GRI 404-1	Average hours of training that employees have undertaken during the year	**26.32**	28.13	25.14	18.99	19.23	**100%**	**-**	86%	-
		GRI 404-3	Percentage of total employees who received a regular performance and career development review during the year	**90.65%**	97.4%	94.23%	96.62%	97%	**69%**	**-**	66%	-
		AO2	Participation rate to the Great Place to Work® survey	**75%**	77%	79%	84%	86%	**96%**	**-**	94%	-
	Employee engagement	A02	Great Place to Work® Trust index rate	**59%**	58%	57%	50%	50%	**96%**	**-**	94%	-
		WL5	Employees stockplan	**Qualitative**	Qualitative	Qualitative	Qualitative	Qualitative	**-**	**-**	-	-
		WL6	Global turnover rate	**9.40%**	8.21%	8.42%	9.35%	7.75%	**100%**	**-**	97%	-
	Cultural diversity	GRI 405-1	Percentage of females	**30.30%**	30.21%	28.75%	29.12%	29.08%	**100%**	**-**	100%	-
		AO6	Diversity perception (GPTW)	**84%**	82%	81%	79%	76%	**96%**	**-**	94%	-
		WL7	Percentage of female in Worldline's top positions	**18.52%**	14.67%	20.97%	17.74%	24.56%	**100%**	**-**	100%	-
	Smart working	GRI 403-2	Absenteeism rate %	**2.70%**	2.78%	2.50%	2.73%	3.02%	**66.5%**	**-**	67%	-
		AO11	Total number of collaborative working communities	**1138**	267	218	271	285	**100%**	**-**	100%	-

									2018		2017	
Wordline challenges	**Aspects**	**GRI**	**Indicators**	**2018**	**2017**	**2016**	**2015**	**2014**	**per employee**	**Per revenue**	**per employee**	**Per revenue**
Endorsing our business ethics within our value chain	Ethics and Compliance	GRI 205-2	Percentage of management employees trained in Code of Ethics - Virtual Classroom	**-**	77%	-	68%	-	**-**	**-**	100%	-
		GRI 205-2	Percentage of employees trained in Code of Ethics - E-learning	**95%**	95%	82%	71%	50%	**85%**	**-**	100%	-
		GRI 419-1	Monetary value of significant fines and total number of non-monetary sanctions for non-compliance with laws and regulation	**0**	0	0	0	0	**100%**	**-**	-	100%
	Strong suppliers partnership	GRI 204-1	Proportion of spending on local suppliers	**86%**	86%	88%	84%	85%		**98%**	-	70%
		AO17	Percentage of strategic suppliers evaluated by EcoVadis	**38.4%**	30%	26%	-	-	**-**	**98%**	-	99%
		AO17	Percentage of total expenses assessed by EcoVadis	**50.2%**	49.04%	47%	-	-	**-**	**98%**	-	99%

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Wordline challenges	Aspects	GRI	Indicators	2018	2017	2016	2015	2014	2018 per employee	2018 Per revenue	2017 per employee	2017 Per revenue
Leveraging the eco efficiency of our data centers and offices	Eco efficient operations	GRI 302-1	Energy consumption within the organization (Gj)	**301 349**	281 972	265 636	248 258	290 552	**-**	**99,6%**	-	83%
		GRI 302-3	Energy consumption by revenue (Gj/million euros)	**188.53**	224.96	239.80	232.39	292.22	**-**	**98,6%**	-	83%
		GRI 302-3	Energy consumption by employee (Gj/employee)	**30.40**	37.13	42.18	41.17	52.64	**97,5%**	**-**	87%	-
		GRI 305-4	Total CO_2 emissions (t)	**10 074**	11 253	11 842	10 329.6	11 415.6	**-**	**90,7%**	-	82%
		GRI 305-4	CO_2 emissions by revenue (tCO_2/million euros)	**6.81**	8.98	11.05	9.7	11.48	**-**	**90,7%**	-	82%
		GRI 305-4	CO_2 emissions by employee (tCO_2/employee)	**1.07**	1.48	1.96	1.7	2.07	**98%**	**-**	84%	-
		AO14	Number of ISO 14001 certified sites	**9**	9	9	9	4	**-**	**100%**	-	100%

WL1 Service availability rate: *Exclusion of Digital River, PaySquare and Equens.*

GRI 102-44 Overall customer Satisfaction from Tactical surveys: *As part of 2018 the reporting scope is based on the eligible revenues representing each contract taken into account by the satisfaction survey.*

GRI 102-44 Net Promoter score: *As part of 2018 the reporting scope is based on the eligible revenues, representing each contract taken into account by the satisfaction survey. The indicator was calculated internally since 2014, but all of this data is published for the first time this year.*

WL2 External awards success rate: *In 2018, there was no application for awards.*

WL8 Customer innovation sessions delivered by Worldline for customers: *there was a change in the definition compared to 2017. As part of 2018, there is no need to have a member of the scientific community in the session. The values from 2014 to 2017 correspond to the previous definition of the indicator (AO10) who aimed to include the members of the scientific community into the organization of the innovation workshops.*

WL3 Number of security Incidents: *Exclusion of equensWorldline entities except for France, Belgium and Germany.*

GRI 403-2 Global Absenteeism Rate: *Exclusion of First Data Baltics, Digital River, Germany, Austria, Czech Republic, India, Netherlands, Poland and indirect employees.*

GRI 404-3 Percentage of total employees who received a regular performance and career development review during the year: *Exclusion of Finland, Germany, Netherlands, Austria, Sweden First Data Baltics.*

AO2 and AO6: *Exclusion of Casual workers, Subcontractors, Outside service providers, Specific helped contracts.*

AO11 Total number of collaborative working communities: *the significant increase compared to 2017 comes from the integration of the communities on Circuit into the calculation of the indicator.*

GRI 205-2 Percentage of management employees trained in Code of Ethics: *this training is taking place every two year. Indeed, it took place in 2017 and consequently the next one will be in 2019.*

GRI 205-2 Percentage of employees trained in Code of Ethics: *Exclusion of Germany and MRL Postnet (India).*

AO17 and GRI 204-1 Proportion of spending on local suppliers at significant locations of operation: *Exclusions of Indonesia, Poland, Lithuania, Latvia, Estonia, USA, MRL Postnet.*

GRI 302-1 Energy consumption within the organization: *Exclusion of Luxembourg, Indonesia, Hong Kong, Taiwan, China, USA, Brazil.*

GRI 302-3 Energy intensity: *Exclusion of Luxembourg, Indonesia, Hong Kong, Taiwan, China, USA, Brazil.*

GRI 305-4 GHG emissions intensity: *Exclusion from Indonesia, Taiwan, China. For business travels, Finland and the Netherlands were excluded and estimation was made for the Netherlands, Malaysia, Sweden and Finland based on an average ratio of CO2 emitted per employee (in tons e CO2). For offices, Luxembourg and Hong Kong are excluded.*

D.2 Building customer trust with reliable, secured, innovative and sustainable solutions

D.2.1 Meet customer needs and expectations [GRI 102-43]

D.2.1.1 Innovate to anticipate customer expectations [GRI 102-43] [WL8]

Worldline is part of a world facing constant technological ruptures, with a constant increase of complexity (for instance with artificial intelligence or quantum computers). In order to guarantee a seamless user experience, complexity must be hidden to from user. However, if companies want to meet their customers' request for innovation in a timely manner, they need to be working on it for years, hence the importance of well targeted R&D works. To this end, Worldline has always been working with selected partners, academics and startups.

Worldline is focusing its innovation, research and development efforts on three main areas with the potential to create new opportunities and new services for its customers:

- Trusted Services;
- User eXperience;
- High volume data processing.

Trusted Services

Trusted services are dedicated on making transactions and services more secure for end-customers. It includes innovative payment solutions, advanced authentication solutions, cryptographic tools, data privacy solutions (such as secure cloud services) and network resiliency solutions. Key innovations that have come out of this process include:

- **From Multi-factor to contextual authentication.** As no single means of authentication is foolproof, services requiring strong authentication, such as payments, increase the level of trust by combining several authentication methods that would be considered insufficient if used individually. Many rigorous identification technologies are available, including biometrics (fingerprint, face or voice recognition, etc.), secured element, password and use-cases. Connected services have also increased the need for integrated authentication solutions. Worldline has been working upstream with researchers on continuous "biometric recognition" so as to constantly provide new authentication solutions. To complement this approach, new authentication means now offer some intelligence to the authentication requests.

  This intelligence defines the level of authentication based on the analysis of the context. As an example, if a user has done a first payment with high authentication on a computer, and that a new payment occurs from a different device (smartphone) but within a certain time lapse with the same Wi-Fi network on the same location, the system will analyze the context to define whether or not a fingerprint swipe or an ok button instead of the code may be sufficient, depending on the requirements of the bank managing the payment;

- **Post-quantum cryptography.** The arrival in a relatively short but still undefined time of quantum computers endangers computer security and digital work in general. Indeed, quantum computers can "break" the security keys that today protect the entire personal, professional and payment data. With this certainty about the future, research laboratories around the world are working on security algorithms that will withstand these computers. The Company works hand in hand with these researchers, putting into practice their discoveries, and makes joint proposals to global standardization organizations like NIST (National Institute of Standards and Technology). Therefore, it is highly likely that Worldline will be one of the major contributors to tomorrow's standards. Late 2017, in the context of NIST's call for proposal, 4 out of 61 proposals received are from Worldline experts. Late 2018, the 4 proposals are still in the race, showing their value and efficiency despite heavy evaluations & attack attempts done as stress-checking by the other participants.

User eXperience

User eXperiences leverage innovation technology to improve user experience across the spectrum of activities that Worldline's customers engage in, including banking, shopping, driving, communication and entertainment. It includes augmented reality solutions, solutions to make interactions more intuitive, solutions to enable payments across multiple platforms, solutions to analyze data generated by connected devices, peer-to-peer solutions, recommendation services and new devices and accessories. Key innovations that have come out of this process include:

- **Smart Shelfs:** a seamless experience, no user interface (UI) and zero effort are the main drivers of the digital experience. This is true in all businesses, including Retail for which promises like Amazon Go shops do generate lots of discussions and expectations. Just like those major players, Worldline has been working on this in its labs for years now, presenting to its Retail customers innovations like smart shelfs. Instead of using an active device as wallet and passive device as tags (active wallet reads the price of all passive tags), Smart Shelfs enable to reverse the paradigm: here, any passive device like a credit card, a parking NFC badge, a transport badge (that are all bearing a unique ID) will be tapped to all (active) price tags of any product a customer can put in his basket. This way, each tap adds the product in a 'virtual shopping bag'. The user then taps a last time his passive device to the cash register and the virtual shopping bag is transformed into a payment;
- **Smart Cooler:** still enhancing retail customer experience, Worldline has developed for Coca-Cola a self-service cooler embedding Artificial Intelligence-powered image recognition & payment. It allows a seamless refreshing experience such as: 1-You tap your card to authenticate & pass your payment method information to the cooler for the upcoming sale. 2-You open the cooler, take your product(s) and close the door. That's it. The cooler recognized the products picked and created the matching payment transaction automatically. Day after day, Worldline creates more seamless purchase experiences;
- **New UIs:** One of the most popular User Interfaces at the moment are the **(chat) bots**, these little robots that answer questions, whether it happens through written requests by email or instant messages, or during voice requests *via* software interfaces like SIRI popularized by Apple, or hardware interfaces like Alexa from Amazon or Google Home. Not only are these services filled with new technologies, but they also introduce new uses, such as personal driving assistants (requests for information while driving), home assistants and all conversational channels with brands and institutions.

High volume data processing

High volume data processing gather innovative solutions for processing high volumes of data, proposing new generations of tools for equipment and infrastructure architecture, as well as algorithms, in order to enable "device-to-cloud" application processing and off-loading. It includes high-performance computing, liquid computing solutions, cloud and context services, artificial intelligence and machine learning. Key innovations that have come out of this process or that are currently in development include the following:

- **"Machine Intelligence" and "Deep Learning"** are very important in Worldline's work because it enables computers to learn by themselves, to create reasoning or rules for analyzing information in order to take the decisions expected of them. This work is vital for all real-time information processing services. Fraud detection in payments is an excellent example;
- **Artificial Intelligence (AI)** work also complements the two previous research focuses, with the help of image recognition and searching for elements defined in an image or a video stream (searching for people in a crowd, recognition in a store, recognition of a user), the data flow analysis and weak signal detection, which allow, for example, to predict a problem, a failure, an unforeseen event from its beginning in order to trigger corrective action as quickly as possible;
- **Transfer learning** is another critical aspect of AI. When there is not enough relevant data on a given topic but that there is data on a close enough other topic, the learning will start with the big data set, and be refined on the smaller data set. Just like if you can play the piano, you will learn faster the accordion (than if you did not play the piano or if you played tuba). Applied to a Worldline's business example, it allows to leverage AI-powered payment fraud detection mechanisms inherited from learning applied to a massive existing historical dataset from a given location like Western Europe to jump-start the creation of a similar mechanism but this time applied to a region where only a smaller dataset would be available (and insufficient to create a meaningful learning process on its own).

Worldline has close relations and established long-term partnerships with leading European universities on data analytics and encryption (University of Passau in Germany, Université Libre de Bruxelles in Belgium). Worldline's international Research and Development teams are working with researchers and students to find innovative solutions, pooling their knowledge and expertise to identify future technological challenges on an international scale. These close, long-term relationships between the business and academic worlds promote both university research, by providing real business opportunities to test algorithm models, and innovation for Worldline, by orienting research to critical business needs that require advanced expertise in fraud, encryption, security and data analytics. The partnerships also provide a great opportunity for Worldline to implement a worldwide technology watch, which is a key competitive advantage for meeting Worldline's international growth goals.

Worldline has also been working for years on the **Blockchain technology**, which is broader and more disruptive than only cryptocurrencies/bitcoin. Blockchains are first and foremost an advanced tool for Trust and Traceability in all of digital businesses. As a first industrial implementation, Worldline has created in partnership with Bureau Veritas, an audit and certification company, a full End 2 End digital traceability platform called Origin. It is first targeted for food traceability, allowing us as end customer to simply flash a product's QR code to have the Bureau Veritas certification. This certification confirms that products and their components have been procured and transformed in line with what the label claims (Organic for instance). This platform can also be used to trace any type of products, whether they are for consumers, industrials, food & beverage or even pharmaceutical. Worldline also leverages the Blockchain to trace the prescription and use of drugs, to ensure the security of patients and allow a very fine and real time ability to control and call back any drugs that would generate a risk for humans. Based on those concrete realizations, Worldline has developed a full "from idea to product" process for Blockchain-based services. It encompasses evangelization, trainings, use-case selection & refining, modelization, target Blockchain selection, pilot development/test/live trial up to industrialization and deployment. Worldline leverages the major Blockchain providers today and services all the Atos and Worldline business verticals.

Worldline also develops and nurtures deep relationships with schools and universities at the education level. Whether it is about Innovation, Blockchain or Artificial Intelligence, Worldline's experts share and teach their passion and knowledge on those groundbreaking topics with students (from graduates to executive MBAs) from Tier 1 schools such as HEC, Ecole Polytechnique, Columbia University, TelecomParisTech, Nanterre University.

Worldline's innovative approach [WL2] [WL8]

Worldline actively seeks to promote a culture of innovation designed to spur its employees to greater creativity and encourage the design and implementation of value-creating initiatives. Worldline's Research and Development department is a key enabler of Worldline's capacity for innovation and improvement of its products and solutions.

To this end, customer innovation workshops enable Worldline to present new emerging technologies and trends to its customers. In 2018, 15 innovation sessions [WL8] were organized to dialog with customers about their needs and expectations and the best ways to meet them. Worldline's research and development teams are international. Many of Worldline's research and development engineers are closely integrated within Worldline's operational teams and focus primarily on incremental innovation, while other research and development engineers are focused on longer-term research and development projects dedicated to disruptive innovation.

Worldline's staff is highly skilled and creative, as demonstrated every year by the WIN Awards' (Worldline Innovation Network) projects. Bottom-up processes enable employees to present their innovative projects to their peers and get the best projects awarded and sponsored by Management for further development. Within Worldline, 49% of R&D department employees are PhDs and PhD students [WL2]. Moreover, the Worldline Innovation Network (WIN) had 47 members around the world in 2018.

Projects can be launched only internally or with the support of university labs and teams with which Worldline employees collaborate. These bonds are also present with the major industrial and service players with which Worldline collaborates on national and European programs like H2O (following from the eGo program on which Worldline had previously worked), a skin conductivity biometric authentication system that Worldline developed with Gemalto, STMicroelectronics and others.

Thus, Worldline has a twofold approach to innovation:

Incremental Innovation

Part of Worldline's innovations represents improvements in existing services and processes that Worldline develops in its day-to-day work with customers. Worldline's approach to innovation strengthens its ability to proactively design, propose and implement solutions to improve existing processes and meet customer challenges. The culture of trust and intimacy established with its customers also strengthens Worldline's value creation by providing a better understanding of their needs and issues.

Worldline's presence in multiple markets and its end-to-end approach to the design and development of solutions is a valuable asset that enables it to offer its solutions in new markets by applying the feedback it receives from one market, to the others. For example, one of the incremental innovation processes that has emerged from this strategy is the evolution of Worldline's offering in the telecommunications sector that grew from basic webmail services to a more advanced and innovative offering of multi-device consumer cloud solutions using convergent messaging technology. Worldline's incremental approach to innovation has also led to cross-fertilization within its connected vehicles' business, as illustrated by Worldline's connected trucks applications, which have been built upon its earlier experience with connected cars.

Disruptive Innovation

While Worldline continues to innovate and upgrade the business activities of its existing customers, it also focuses its research and development efforts on proactively developing disruptive innovations. Worldline develops disruptive technologies that solve customers' current and future issues from a new standpoint, from a new angle. Worldline then adapts its innovations to its customers and markets them through customer innovation workshops, "proof-of-concept" demonstrations and other means to promote their adoption. In these areas, Worldline often partners with other companies with relevant expertise to accelerate some "non-critical" developments and share risk to bring the innovation to the point where it can be more broadly marketed to target customers.

Examples of disruptive innovation processes that have emerged from this strategy include Worldline's early and proactive development of Blockchain technology. Since this technology can be applied to many different markets and uses, Worldline joined its experts and engineers in one common workforce, primarily focusing on training teams to work with the technology, sharing information, market requests and customer interests, and pooling work and developments. The very first projects integrated Bitcoin payments into SIPS (Worldline on-line payment solution) and with Worldline terminals to enable physical use of this crypto-currency. New offers based on this technology bring many benefits in terms of data traceability/accountability, while ensuring privacy.

In 2018, the research and development expenditures have been €49.1 million (for more information, please refer to this present document Section C.8).

D.2.1.2 Manage business risks and market expectations

Following the extra-financial risk analysis conducted in 2018 (refer to Section D.1.2.2), Worldline has identified 4 significant extra-financial business risks as described below.

System security, reliability & continuity

Description: Cyber-criminality has become increasingly material in recent years and threatens the security, reliability and continuity of Worldline's systems. To deliver highly available services to its customers and maintain a high level of trust, Worldline must guarantee the safety and the security of its internal and external business processes. For more details, refer to 2018 Registration Document, Section F.2.1.

Risk mitigation: To minimize the impact of security incidents, reduce delay of reaction and enforce the management of cyber-security defenses, Worldline's and Atos' security organization has defined a set of 101 Global Security and Safety policies, standards and guidelines, mandatory and binding for all Worldline entities and employees. For more details, refer to 2018 Registration Document, Sections D.2.2.1 "Ensure security with a robust and proven IT system" and F.3.1.

Main KPIs to monitor risk management and efficiency of mitigation actions:

- TRUST 2020 WL1 Services availability rate;
- TRUST 2020 Incident responses compliant with Worldline security policy.

Data protection

Description: The digital sector faces growing challenges in terms of data protection (*e.g.* rising threat of quantum computers). To implement its solutions and respect its legal obligations, Worldline must ensure a high level of data protection and work hand in hand with research laboratories around the world to develop solutions. For more details, refer to 2018 Registration Document, Section F.2.1.

Risk mitigation: To ensure a high level of data protection, Worldline has implemented a comprehensive personal data protection approach in coordination with the Atos group Binding Corporate Rules which have been approved by the European data protection authorities. Worldline is thus able to ensure the same level of protection for its employees than when acting as a data processor for all its customers' personal data. To better coordinate the implementation of this approach, Worldline has established in 2018 a strong network of data protection officers, in compliance with the new GDPR European Regulation. For more details, refer to Registration Document, Section D.2.2.2 "Data protection and Customer Privacy" and F.3.1.

Main KPIs to monitor risk management and efficiency of mitigation actions:

- TRUST 2020 % of Compliance Assessment of Data Processing (CADP) performed for all processing activities;
- AO3 WL3 Number of security incidents.

Customer relationship management & cross-selling

Description: The ability of Worldline to ensure its products and services fulfill its customers' needs is crucial to contribute to the Company's value creation. Overall revenue is spread among a relatively large number of customers. However, a significant percentage of revenue is attributable to a limited number of customers. Thus, Worldline's ability to maintain the highest levels of trust, invest in sales staff training to increase skills and aptitude to propose innovative solutions is of the uttermost importance. For more details, refer to 2018 Registration Document, Section F.2.5.3.

Risk mitigation: In order to ensure its customers satisfaction, Worldline conducts customer satisfaction surveys on a regular basis. The results of these different types of surveys are used to analyze whether changes need to be made in Worldline's business processes to increase its customers' overall satisfaction and loyalty. For more details, refer to 2018 Registration Document, Sections D.2.1 "Meet customer needs and expectations", more particularly D.2.1.5 "Continuously improve customer experience" and F.3.5.3.

Main KPIs to monitor risk management and efficiency of mitigation actions:

- GRI 102-44 Overall Customer Satisfaction from Tactical surveys;
- GRI 102-44 Net promoter score;
- GRI 418-1 Total number of substained complaints.

Sustainable innovation

Description: Innovation is key to meet Worldline customers' expectations. In order to make sustainability part of its business and of the IT transformation process, innovation must be sustainable and enable the creation of new secured solutions in different fields of expertise (*e.g.* energy and carbon management, social collaboration, public services, etc.). For more details, refer to this document, Section F.2.4.

Risk mitigation: Reinforcing value for customers and society through sustainable and innovative solutions is a key challenge in Worldline's CSR strategy, that's why the Company has assessed the impacts of its solutions and products on the UN Sustainable Development Goals. For more details, refer to 2018 Registration Document, Sections D.2 "Building customer trust with reliable, secured, innovative and sustainable solutions", more particularly D.2.3 "Driving customer sustainability challenge through Worldline sustainable offers" and F.3.4.

Main KPIs to monitor risk management and efficiency of mitigation actions:

- WL8 Innovation sessions delivered by Worldline for customers;
- TRUST 2020 AO7 Revenue of "sustainability offering".

D.2.1.3 Creating a high trust environment for our customers through Compliance [GRI 203-1] [GRI 102-6]

In a context of complex and rapidly changing regulations, Worldline strives not only to ensure full compliance with the applicable laws and regulations, but also to ensure that it conducts business in an ethical, respectful, fair and safe manner. Guided by the Code of Ethics, Worldline is committed to protecting its reputation and conducting all aspects of the business in a way that promotes and reflects ethical practices. This commitment is all the more critical as Worldline is in business with two very heavily regulated industries: the financial and the health sector, detailed hereafter. In these two examples, the Company leverages its know-how and compliance experience to innovate within the framework of strong regulatory constraints and ensure utmost ethics standards by working with regulatory bodies.

D.2.1.3.1 Compliance for the financial industry

As Europe's leading payment services provider, Worldline combines long-standing proven expertise in traditional mass payment systems (issuing, acquiring, intra- and interbank payment processing) and innovative e-commerce and mobile payment solutions. Worldline provides Europe's most extensive end-to-end service portfolio both for payments and card transactions and offers cross-border availability of value-added services for banks, financial institutions and corporations.

The European payments market is characterized by rapidly evolving technologies, regulatory requirements, standardization trends and increased customer focus on cost awareness, process control and risk management. The regulatory focus is shifting from a banking view towards a broader view that includes the payment industry. As new parties enter the payment landscape, the complexity and dependencies are increasing but Worldline is equipped to ensure full compliance with its financial customers in this evolving regulatory and legal environment.

The Eurosystem, part of the European Central Bank, promotes the safety and efficiency of payment, clearing and settlement systems under its oversight mandate. The systems play important roles not only in the stability and efficiency of the financial sector and the euro area economy as a whole, but also in the smooth conduct of the single monetary policy of the euro area and in the stability of the single currency. The Eurosystem oversight of Financial Market Infrastructures is based on the internationally accepted CPSS-IOSCO Principles for Financial Market Infrastructures (PFMIs), which were adopted by the ECB's Governing Council in June 2013 as the standards for Eurosystem oversight of all types of FMIs in the euro area under the Eurosystem's responsibility.

Worldline complies with these principles in all of its regulated countries and with the regulatory oversight regimes applicable in Belgium, Netherlands and Latvia. Along with supervision by regulators in some countries, there is also an increase in requirements imposed on the suppliers of financial institutions, especially in the payments market. Worldline is fully compliant with all these additional requirements. For example, in Germany the BAFIN has released in October 2017 an update of the Main Risk requirements with more strict controls/requirements for outsourcing.

As a Financial Market infrastructure, Worldline further ensures compliance with applicable laws, rules and regulations and customer expectations by the standardization of key certifications. Certifications for Information Security (ISO 27001), Business Continuity (ISO 22301), PCI-DSS and Quality (ISO 9001) support the Company's ambition and, together with the ISAE 3402, reports provide this high level of assurance. Moreover, Worldline is working closely with the European Commission and the entire payment ecosystem to define and improve the payment value chain to reduce risks, facilitate competition and transparency while encouraging innovation and standardization for the benefit of the consumer and the merchant.

D.2.1.3.2 Compliance for the health industry in France

Worldline's activity in the e-health sector is reflected in services that include the development of information systems that process personal health data and the hosting of this data. This data is particularly critical since it is confidential and personal information, as highlighted in the new General Data Protection Regulation (GDPR): "personal data relating to the physical or mental health of a person, including the providing health care services, which reveals information about the state of health of that person". Indeed, the system deal with information including family or the social situation for instance.

The software development and hosting activities related to these sensitive data require a specific compliance with a normative and regulatory framework.

There are definitions of several standards allowing e-health stakeholders to adopt "good practices" in the software development, interoperability and security of health e-services by the agency of shared health information systems ("agence des systèmes d'information partagés en santé" or ASIP Santé). Since2009, Worldline has regularly taken part in the discussions and consultations on these standards, in synergy with the ASIP. Among the main standards that have emerged: Interoperability Framework for Health Information Systems (CI-SIS), General Security Policy for Health Information Systems (PGSSI-S). In addition to its contributions to the CI-SIS, Worldline has also been actively involved in several working groups dealing with interoperability and, more broadly, the standardization of exchanges and the structuring of health data: Edisanté, Hprim/HL7 France, Healthcare GS1 France, IHE Europe. Since 2005, Worldline has participated several times in the "Connectathon", an annual European meeting which approves the interoperability of the developed solutions and allows displaying true expertise in interoperability.

These standards are meant to evolve over time. Worldline therefore conducts systematic monitoring that allows it to integrate any changes in its own analysis and in the resulting services and tools. The implementation of the principles and rules described in these standards provides Worldline's customers with the guarantee of compliance with the state of the art, and the control of these standards by Worldline's experts. For instance, references and solutions developed by Worldline include three computer security standards that became applicable in 2018: The "INS-C" referencing, the "DMP-Compatibility" certification (intended to validate the software's ability to interface with the shared medical file (DMP) implemented by the CNAMS) and the "prescription assistance software" certification, obtained for two applications in order to secure medication prescriptions in addiction centers on the one hand, and in maternal and child health centers on the other hand. Therefore, Worldline is in the position to support and advise customers on the achievement of quality and safety objectives.

Worldline (through its health insurance subsidiary) is one of the first providers as from 2010 to be granted authorization for the hosting of personal health data. Several approvals are currently operational through various projects operated by Worldline. In case of regulatory hosting, an approval procedure was defined by the law in 2006, leading to the production of a referral system for the constitution of accreditation application files. The law provides that this procedure will be transformed from 2018 into a certification of hosts. Here again, Worldline took part in the consultation steps with ASIP Santé in order to help build a certification reference system based on its own feedback and pragmatic bases. Worldline is already anticipating the transition to the future procedure by ensuring compliance with the requirements set out in the provisional version of the certification framework.

Besides, the implementation of the GDPR is the subject of an inventory of all the processing of personal data operated by Worldline on behalf of its customers, with particular vigilance on the hosting of health data. Accordingly, Worldline offers to support its customers, enabling them to align the compliance of their treatments with the requirements of the GDPR.

D.2.1.4 Extending offer possibilities through strategic partnerships [GRI 102-49] [GRI 203-1]

The digital world is evolving quickly and innovations are multiplying, particularly in the field of electronic transactions. To manage the complexity of this new world, Worldline needs to reach the highest level of agility and credibility through partnerships and alliances with specific solutions that complement its capabilities and geographic footprint.

These partnerships and alliances can also result in acquisitions through a traditional M&A process. The first objective is to generate new business opportunities at the local level, win deals by teaming with local partners and generate additional profit by pooling marketing, listing and training costs.

Medium-term partnership objectives are to:

- Bring disruptive and innovative offerings to market and pursue strategic partnerships with technology leaders;
- Further expand Worldline's foothold in Europe and accelerate growth in emerging markets.

To achieve these objectives, Worldline is creating its own ecosystem through leveraging:

- The experience of innovative partners and customer relationships to pro-actively propose transformation initiatives to customers;
- Long-term bilateral industrial partnerships with large industrial groups to improve the innovation portfolio;
- Commercial partnerships to deploy joint projects to improve the rate of new contract signatures.

Since 2016, Worldline has implemented several methods to increase the number of partnerships, notably the creation of a dedicated team reporting to the Chief Sales Officer. This team is centrally managed and has built a dedicated network in the main Worldline geographic areas to be able to work with global strategic partners. These partnerships with key market players enable Worldline to leverage on its strengths and to quickly capture significant market opportunities. In 2017 Worldline has extended its portfolio of partners by signing agreements with Fintech companies such as Accepteasy in e-billing or Isignthis in remote identity verification.

In 2018, Worldline has accelerated its engagement with Fintechs and startups, especially in the context of the organization of its first e-Payments Challenge "Hackathon". 15 Fintechs worked with Worldline experts on the challenges proposed by 7 customers. Worldline is developing a partnership with the 7 winners. This initiative is part of Worldline's ambition to foster open innovation with fintech startups and customers.

Worldline is also teaming with partners to address large digital transformation opportunities for example on Traceability (with Bureau Veritas in the food chain through a Blockchain solution, with the tobacco industry through the solution "Fracture Code", etc.), ATM management, smart ticketing, Digital identify and in the IOT domain (with G&D), etc.

D.2.1.5 Continuously improve customer experience [GRI 102-44]

Listening to and addressing the expectations of its customers is at the heart of Worldline's business. That is why the Company created its Customer Experience Program to build strong relationships with its customers in order to better understand their objectives and culture, thus providing services with higher added-value.

Improve customer experience through the customer satisfaction process

In this context, customer satisfaction surveys are conducted on a regular basis and the results are used to analyze whether changes need to be made to increase its customers' overall satisfaction and loyalty:

- It allows Worldline to consistently measure customer satisfaction;
- It provides baselines for each customer contract to improve upon;
- It identifies generic areas of concern to be addressed;
- It supports communication with all stakeholders demonstrating Worldline's commitment to sustainability.

Two kinds of customer satisfaction survey are conducted:

- **Strategic survey** for general perception measurement on overall quality of the relation. Each Atos division has to assign client sponsors who will conduct the face-to-face interviews with the selected accounts. Strategic surveys target the customers' top management at the account level. They aim to improve customer loyalty even more and stimulate the creation of "vocal apostles" within Worldline.
- **Tactical survey** for performance measurement in individual contracts.

These two surveys follow the same main process steps as described below:

- Measure phase - Once a year Worldline surveys its contracts based on Atos Methodology, targeting at least 60% of its key customers. The survey targets IT management, IT coordinators and contract managers. Using a proven methodology aligned with leading expertise from Gartner, Satmetrix and Forrester, Worldline measures the satisfaction through the widely used Customer Satisfaction Score (CSAT), together with service KPIs to help drive continuous improvement and address the needs of its customers;
- Improve phase - Improvement action plans are defined and shared with the customers to ensure that Worldline addresses their needs and concerns expressed in these survey results;
- Act and transform phase - As of 2017, additional "effectiveness checkpoints" regarding those improvement actions were defined and implemented. By closely following up on the implementation of the defined improvement actions, Worldline ensures a direct link between the customers' expectations and the relevance of these actions. In other terms, for CSAT improvement actions to be considered as completed, a closure meeting with the involved customer contacts is required to verify that the implemented actions have been effective and accepted by the customer.

Thus, customer engagement and customer experience is continually improving in four areas:

- Strategy;
- Governance;
- Employee awareness;
- Corporate Programs focusing on Customer Experience.

Increase the reliability of the customer satisfaction process

Launch in 2015, the customer satisfaction process strategy aims to increase the overall maturity and end-to-end execution of the process to increase customer experience. Since 2017, one of the main focus and achievements of this strategy has been to increase the reliability of customers' satisfaction surveys data by stimulating the overall response rate to surveys and correlating the surveys feedbacks at tactical and account level. In order to visualize the response rate, metrics are put in place to measure the effective response rate. Besides, in 2017, the CSAT survey did not target N-2 anymore but the top management of the customer's organizations in order to obtain their strategic feedback, which is complementary to the feedback from day-to-day operations interlocutors.

In 2018, this strategy also focused on promoting a more proactive approach to apprehend and to anticipate customer's expectations not only in terms of quality of delivery but also in terms of the perceived value and innovation.

These sustained efforts resulted in a significant improvement in the Worldline customer satisfaction process performance featuring an Overall Customer Satisfaction (OCS) metric of 8.1 [GRI 102-44]. Furthermore, Worldline has calculated its Net Promoter Score (NPS) used for measuring and improving customer loyalty. Based on customers replies to the question: "How likely is it that you would recommend Worldline to a friend or colleague?", Worldline calculates its NPS which is equivalent to the difference between the number of promoters and detractors, divided by the total number of replies. In 2018, the NPS was 41%.

Governance and monitoring of action plans

Worldline has implemented a series of governance measures around the Customer Satisfaction process to ensure achievement of process targets. Improvement actions are monitored on a monthly basis during various governance structures and implemented throughout the organization *via* two levers:

- Integration of the CSAT performance indicators in the management bonus scheme to ensure appropriate level of management attention on the topic;
- Employee awareness through a dedicated training program designed to enhance customer experience. In addition to customer experience training, regular awareness sessions are organized globally to promote the appropriate behaviors – importance of understanding customers' business needs and pro-actively adapt Worldline's solutions and services, maximizing value and managing the relationship with customers to become a true partnership.

Corporate Programs focusing on Customer Experience

To support and better coordinate the implementation of improvement actions, Worldline has created the three following corporate programs.

Voice of Customer program

This program, launched in 2017, is complementary to CSAT process, with the goal of identifying improvement areas and defining mitigation actions linked a set of strategic contracts. The objective of this initiative is to assess Worldline's delivery capabilities by examining a set of delivery KPIs, the effectiveness of the relation with the customers in addressing operational and strategic matters and the degree to which Worldline delivers its promises. The overall assessment exercise is conducted by Worldline Operational and Performance team. Following completion of the assessment, a bi-monthly follow-up is put in place with the customer-facing team to endorse their ability to implement a set of actions which are agreed-upon with the customer and approved by the Worldline management team.

Objective Zero Incidents initiative

As part of the corporate transformation program, Worldline would like to improve the quality of the services delivered to its customers, targeting a drastic reduction of incident occurrence and unresolved problems that hurt customer experience in terms of reliability and robustness, and dampen much internal energy. *Via* the OZI initiative, a systematic follow-up of both the incident and problem management processes is put in place. Process improvements are identified through a continuous service improvement method, and systematically enhanced throughout the organizations, in all geographical areas worldwide.

First Time Right Delivery

Worldline launched "First Time Right" in order to share the experience of better connecting the Agile, DevOps and Test Automation culture at Worldline. Worldline is seeking to refine its preferred ways of working by promoting the best examples and highlighting key lessons learned across the Group. To improve systematically and become a fully agile organization, Worldline is continuously evaluating the benefits offered by this way of conducting business and how the hurdles can be overcome.

KEY RESULTS

GRI Standards	Indicators	2018	2017	2016	2015	2014
GRI 102-44	Overall customer Satisfaction from Tactical surveys	**8.1**	8.1	7.67	7.26	6.67
GRI 102-44	Net promoter score	**41%**	40%	29%	1%	-

D.2.2 Build customer trust with fully available and secured platforms

D.2.2.1 Ensure security with a robust and proven IT system [GRI 418-1]

D.2.2.1.1 Worldline Security Strategy

The Worldline Security Strategy provides a common taxonomy and mechanism for the organization to:

- Describe its current cybersecurity posture;
- Describe its target state for cybersecurity;
- Identify and prioritize opportunities for improvement within the context of a continuous and repeatable process;
- Assess progress toward the target state;
- Communicate among internal and external stakeholders about cybersecurity risk.

This Security Strategy is based on the NIST *(National Institute of Standards and Technology)* Cybersecurity Framework and complements, but does not replace, Worldline's risk management process and cybersecurity program. Worldline is using its current processes and leverages this Security Strategy to identify opportunities to strengthen and communicate its management of cybersecurity risks while aligning with industry practices. It is organized in five main functions that are defined below. These functions or areas are not intended to form a serial path, or lead to a static desired end state. Rather, the functions can be performed concurrently and continuously to form an operational culture and address the dynamic cybersecurity risk:

- ***Identify*** – Develop the organizational understanding to manage cybersecurity risk to systems, assets, data and capabilities. Understanding the business context, the resources that support critical functions and the related cybersecurity risks enables Worldline organization to focus and prioritize its efforts, consistent with its risk management strategy and business needs;
- ***Protect*** – Develop and implement the appropriate safeguards to ensure delivery of critical infrastructure services. The Protect function supports the ability to limit or contain the impact of a potential cybersecurity event;
- ***Detect*** – Develop and implement the appropriate activities to identify the occurrence of a cybersecurity event. The Detect function enables timely discovery of cybersecurity events;
- ***Respond*** – Develop and implement the appropriate activities to take action regarding a detected cybersecurity event. The Respond function supports the ability to contain the impact of a potential cybersecurity event;
- ***Recover*** – Develop and implement the appropriate activities to maintain plans for resilience and to restore any capabilities or services that were impaired due to a cybersecurity event. The Recover function supports timely recovery to normal operations to reduce the impact from a cybersecurity event.

D.2.2.1.2 Worldline comprehensive Security Policy

Worldline's and Atos' security organization has defined a set of Global Security and Safety policies, standards and guidelines. These security policies are mandatory and binding for all Worldline entities and employees in order to guarantee the safety and the security of Worldline's internal and external (*i.e.* "customer related") business processes. The policies apply to all staff, contractors and consultants throughout the Worldline organization. Worldline's Security and Security policies cover the protection of all of Worldline's assets, whether owned, used or held by Worldline on behalf of its customers (information, intellectual property, sites, network, personnel, software and hardware). In order to meet its business specificities, Worldline has developed since 2009 a comprehensive set of information relating to security policies and standards that may include some local variations to take into account local constraints. All these policies are aligned with the Worldline Group Safety and Security policies and are compliant with the ISO 27001:2013 standard.

A Security Policies Governance plan is in place to define, support implementation and maintain those policies. To ensure a high level of security in its business, Worldline structured its security policy to focus on and achieve the five following commitments:

- **Maintain a full coverage of ISO 27001 Security certification throughout the organization and consolidate a Global ISMS at Worldline Group level.** Worldline is engaged in an ISO 27001 multi-site certification program with Atos group to clearly state that Worldline is committed to a continuous security improvement process. ISO Multisite Certification means that all Atos entities following AIMS (Atos Integrated Management System) are certified by one Global External Auditor. This multisite approach provides assurance to Worldline customers that the Company produces consistent service delivery worldwide. The ISO/IEC 27000 helps the Company manage the security of its assets such as financial information, intellectual property, its employee details or information entrusted to it by third parties. ISO/IEC 27001 is the best-recognized standard relating to requirements for an Information Security Management System (ISMS). An ISMS is a systematic approach to managing sensitive company information so that it remains secure. It includes people, processes and IT systems by applying a risk management process. Worldline enriched the Atos ISMS core with additional policies on specific business scopes (health, payment institution, financial transactions, etc.) or with stringent requirements in entities managed by different teams and applying local repositories. **The current scope for Atos MSC ISO/IEC 27001:2013 covers 38 of 42 Worldline's eligible sites.**

  Worldline's two main objectives for 2020 are:

  - The consolidation and rationalization in one single repository of all existing documents with ownership at Worldline Group level,
  - All Worldline sites with more than 50 people to be included in the Atos Multisite Certificate.
- **Strengthen services related to Security Operation Center** (SOC) to proactively monitor and identify anomalies and set the appropriate action plan. The services provided by the SOC are the following:
  - **IT Threat Detection Management.** SOC is in charge of the identification, analysis, communication, investigation and reporting on threatening IT incidents. It aims to identify possible cyber-attack or intrusions on the applications monitored by the service and to determine if it is a genuine malicious threat (incident) that could have an impact on business. Security events are monitored by collecting logs coming from infrastructure, middleware and applications, which provides a consolidated and global view of the security system;

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- **File Integrity Monitoring.** FIM service is meant to detect undue or unforeseen filesystem access (read) and/or change (write) within the timespan requested on all or part of the filesystem. This service is providing a monthly report to the Accountable Security Officer to continuously improve the reliability and effectiveness of the detection;
- **Vulnerability Watch & Scan Operation.** Security Operations performs vulnerability watch and warns stakeholders in a relevant delay. For that purpose, the SOC relies on external information sources, including, but not limited to: some specialized firms, CERT-EU and each specific and relevant country CERT (CERT-FR, CERT-BE, etc.);
- **Certificate Lifecycle Management.** Security Operations provides a PKI-regardless x509 certificate monitoring service. This notification process service that must guarantee data integrity aims to rigorously monitor and update security codes;
- **Cryptographic Secret Management.** This cryptographic key management service includes both the organization and the technical solutions with Key Management Systems (KMS) and Hardware Security Modules (HSM based on Customer defined SLAs. KMS & HSM products aim to support cryptographic algorithms and meet applicable standards for key ceremonies (at minimum French RGS v2 and eIDAS regulation). They also comply with sector or country specific certification schemes, such as FIPS 140-2 for PCI or ANSSI certified products for French governmental projects. Additionally, they ensure deployment of security hotfixes and the regular upgrade to supported and certified versions of firmware and software components. Besides, they propose network-based and add-on card solutions to protect the authentication process and data exchanged of connected clients;
- **Identity & Logical Access Management.** This service allows managing access control, notably through synchronization of a user identity with the HR Information System, and processing user authorization workflow. This centrally managed service supports strong authentication mechanisms and is deployed on all equipment (servers, storage, etc.), operating systems and software based on integrated mechanisms or as specific replacement agents. It also enables traceability of all service administration actions, periodical access right review and complete audit trails of user access right modifications. Thus, in case of specific event, a report is transferred to IT Threat Detection Management;
- **Penetration Testing.** This service consists in the execution of penetration tests on IT platforms (*i.e.* system, network equipment, infrastructure, applications). A Test Program is created by the Security Operations Team and validated by the Security Stakeholders to report vulnerabilities, possible exploitation with evidences and proposed Remediation Plan;
- **Firewall-rule audit.** This service reports on network filtering rules to provide quality checks in regard to network filtering rules best practices and aims to alert on non-compliance, such as rules created outside defined process or temporary rules still active after their expiration time.

These services have been precisely defined, including the service scope, detailed responsibilities of the service provider, expected service level and associated KPIs to measure adequacy with expected requirement.

- **Continue to keep Incident resolution at 100% consistent with security policy.** Incidents are reported and root causes are well understood to avoid re-occurrence. The reporting and recording of Security Incidents accompanied by sound root cause analysis help maintain existing risk mitigation at the right level and provide valuable input for regular Security Risk Assessments. This practice is even more valuable in the international context as Worldline provides its services to customers worldwide. Weekly communication between the Worldline Chief Security Officer and all regional Security Officers ensures close monitoring of recorded Security Incidents and follow up on agreed upon improvement actions. In 2018, 98.74% of incident responses were fully compliant with Worldline security policy, against 97% in 2016;
- **Train 100% of its employees yearly regarding PCI-DSS** in order to strengthen and maintain data security awareness. In addition, as part of the annual e-learning mandatory for all employees, 90% of Worldline's employees completed in 2018 the "Security & Safety" learning session in order to develop their awareness in this area. Specifically regarding the growing threat of phishing attacks (malware), Worldline organized awareness trainings and simulations in 2017 and 2018 to provide employees with a more concrete view on cyber and physical threats that they can face, through concrete examples and practical prevention actions;
- **Achieve defined Security Key Performance Indicators.** Technical monitoring and reporting are in place to proactively act on security anomalies: weekly security watch analysis, monthly monitoring of firewall configurations, weekly vulnerability scans, yearly penetration tests, reviews of access rights, intrusion detection systems including DDoS mitigation systems, and monitoring and logging of system events. All of these measures are part of the Worldline Security Strategy.

In addition to ensuring security in its business, Worldline has implemented measures and policies to protect its own intellectual property assets and confidential information, including, but not limited to, the use of confidential agreements, encryption and logical and physical protection of information where required. Furthermore, Worldline Legal & Compliance department advises on all commercial transactions to ensure that appropriate provisions are included in its contracts with customers and suppliers and that confidential matters are appropriately handled and in compliance with applicable laws.

D.2.2.1.3 Providing robust and reliable business IT infrastructure [WL1]

In order to deliver highly available services to its customers, Worldline has implemented a global Security Policy at two levels to ensure business continuity regardless of context: first, a secure and redundant technical infrastructure and second, a monitoring team that is responsible for ensuring that applications, network, servers remain fully operational to deliver the services to its customers.

1) Security by design embedded in Worldline's robust and redundant platforms. Worldline ensures highly available services through a redundant system at multiple levels which includes: robust base hardware (redundant components, RAID, etc.), sub-services running on several distinct servers, servers located in separate data centers, data centers located in different countries. This design allows high global resiliency, preventing a single element outage to generate unavailability of the global service. Worldline integrates the high availability requirement at the earliest design step of all platforms. In practice, this is implemented by traffic load-balancing (active-active) or failover (active-passive) on multiple sites. In the case of a breakdown, traffic is directed to another available site, ensuring that users can always reach an available service. Similar redundancy principles are applied for servers, databases and storage, to prevent any single point of failure. Data replication ensures that business continuity can be achieved, with several technologies available depending on the RTO/RPO (Recovery Time Objective/Recovery Point Objective).
2) Continuous monitoring & testing processes to ensure highest possible platform availability
   - *Regular tests to verify the redundancy effectiveness and the robustness of the platforms.* Security audits, penetration tests and scans are regularly performed for each key component of the Company's infrastructure to check the redundancy effectiveness and the robustness of the platforms. Moreover, a patching process is in place to cover the security breaches detected by the software vendors or open-source community. This is translated in its diverse security certifications (PCI, ISO 27001, TÜV IT).
   - *Global incident response process compliant with the highest standards.*
     1) Monitoring of Worldline data centers and services delivered to its customers by a 24/7 First Line Support teams. The role of the First Line Support team is to:
        - Ensure the permanent follow-up of the correct availability of the customer services;
        - Fix any incident with a maximum of autonomy in accordance with the SLA;
        - Track all the incidents and report to the management;
        - Coordinate with the second Level Support teams if needed.
     2) To deliver high quality problem solving, the First Line Support team receives training to obtain a broad range of technical skills. The team is dispatched on two different sites to ensure a non-stop service in case of major disaster. Worldline is committed to a permanent process of monitoring to provide its teams with reliable monitoring tools. Thus, the Monitoring is fully automated and industrialized:
        - Any risk of potential dysfunction is automatically detected and sent to a centralized tool;
        - The information received is analyzed in a global context and then a predefined procedure is applied;
        - Any alert received or action launched is tracked and auditable.
   - *Alignment of Worldline processes with the ITIL best practices.* Because technology and organization are not enough to ensure a good level of availability and security, Worldline rolled out international processes in line with the ITIL best practices, such as change management, configuration management, incident management.

Worldline's own data centers and its consequent end-to-end management is key to deliver High Critical Real-time Services with strict Service Level Agreements (SLA). This end-to-end management is indeed providing high quality and agility for services production as well as cost reductions (through virtualization, SaaS, Red Current).

Thus, in 2018, Worldline's services availability rate was over 99.97% for SIPS Solution highlighting a secure and robust platform [WL1].

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KEY RESULTS AND OBJECTIVES

Indicator	2015	2016	2017	2018	2020 Targets
% of alignment with the Service Level Agreements (SLA) on service availability	-	95.54%	95.49%	**95.82%**	100%
% of alignment with the Service Level Agreements (SLA) on response time	-	98.52%	98.58%	**97.95%**	100%

D.2.2.1.4 Worldline's fight against cyber-criminality

There are multiple factors that indicate that the security threat landscape is continuously changing:

- Attack surface is expanding (endpoints, networks, mobile devices, internet of things, cloud systems, industrial systems, etc.);
- Attack actors are increasingly structured (insiders, hacktivists, organized crime, nation sponsored, etc.);
- Attack vectors are more targeted and complex (ransomware, cross-platform malware, IoT botnet, swiftboating/hoax, watering hole, spear phishing, DDoS smokescreening, etc.).

The Atos Computer Security Incident Response Team (CSIRT), which is part of the Atos Big Data & Security Division (BDS) is providing services that are implemented through various processes, providing reports such as:

- Scanning of the different systems and cascading vulnerabilities to assets owners, *i.e.* WL managerial business units;
- Weekly Digital Surveillance reports detailing the lists of anomalies and events that happened during the week;
- Daily Brief including detailed information about threats, vulnerabilities and security news;
- Threat analysis on some zero-day exploits or known vulnerabilities.

All these inputs are supporting Worldline Security Operations Center (SOC) in fighting against cyber-criminality, facilitating the increase of Worldline defenses and reducing the probability and impact of a cyber-attack. This fight against cyber-criminality is done in three main aspects (*i.e.* prevention, detection and analysis) as part of the Worldline's Security Strategy.

These services provided by the CSIRT and SOC teams are:

- **Global Threat Management/Intelligence.** Atos global threat intelligence provide targeted information to asset owners about emerging threats, new patches, evolving Tactics, Techniques and Procedures (TTP) of threat actors, known threat infrastructure and newly identified vulnerabilities, and provide clear actionable guidance to enhance security profiles.

  The basic Threat Intelligence Service provides:

  - **Vulnerability Feed Service:** detailed descriptions and recommendations to address current vulnerabilities;
  - **Threat Feed:** in-depth analyses of emerging threats, including detailed decompositions of Trojan horses, worms, root kits and other forms of malware;
  - **Advisory Feed:** strategic security reports that focus on significant events and trends across the current threat landscape, using security data collected from monitoring security activity across thousands of customer networks;
  - **Emerging Threat Bulletins:** Emerging Threat Bulletins provide the analysis of threats currently being investigated;
  - **Microsoft Update Analysis:** Published within 24 hours of regular and out-of-cycle Microsoft patch releases, the Microsoft Update Analysis report provides a thorough examination of the patch content and the vulnerabilities addressed.

  Add on services include:

  - **Attacker Database Feed:** The Attacker Database contains IP addresses and domain names of servers hosting exploits and malware, botnet Command and Control (C&C) servers, and other known malicious activity. XML feeds are updated daily, giving valuable context to security teams;
  - **Custom Malware Analysis:** To determine the purpose and methods used by specific malware, our security engineers analyze suspicious files using commercial and public toolsets, providing a customized report detailing the composition of the malware;
  - **Targeted Threat Intelligence:** Targeted threat intelligence is intelligence that is specific to the environments, organizations and executives. This intelligence is tailored to the requirements of the customer to identify potential threats and threat actors that represent a direct and credible risk. Worldline's analysis monitors suspicious activities online and in underground channels based on customer brand and company affiliation information, IP/domain information, executive profiles and other attributes of interest to the customer;
- **Incident Coordination and Management** is handled through the three following measures:
  - A central third line is mobilized for all in- and external security incidents;
  - A communication system (24x7 Incident hot line, Email, Web Site, Queue management) is dedicated to informing and alerting main stakeholders;
  - An incident analysis and treatment is rolled-out, in coordination with CSOs, GBUs and other Service Lines.

- **Investigations & Forensics Analysis:** a post-incident review is performed after closure of each security incident in order to ensure a continuous improvement of its detection rules.
  - Investigation of forensic cases (remote in Atos Forensic Lab or onsite): on demand, onsite or in cooperation with customer teams, saving the evidence to analyze and investigate on the saved data;
  - Remote service for critical systems: Agent based, Remote Activation, Online Investigation, Binary Copies of RAM and disk, No downtime of systems required.

D.2.2.1.5 Worldline specific policy for mobile security challenges

Mobile applications now realize more flow than conventional navigation. These applications today represent the critical link of information systems (4 out of 5 intrusions are made on mobiles), whereas regulations like PSD2 or GDPR clearly indicate a global desire to improve cybersecurity. Thus, it is essential that companies implement an end-to-end strategy: from the design of the applications to their operation to prevent and detect intrusion attempts, theft of identity and provide new means of authentication. Within the Atos group, Worldline has carried out the two following specific measures to secure mobile application systems from cyber-attacks.

1) Creation of a Worldline Mobile Security Center

The Mobile Security Center is made up of experts in security, cryptography, data scientists and developers. Their goal is to support the product managers, delivery teams and our security officers in projects involving Mobile Security. With more than 10 years of experience in mobile cyber security applied to sensitive sectors such as banking, finance, or health, Worldline's Mobile Security Center allows the securing of more than 40 mobile applications in various sectors like Financial Service, Identity & Health. In 2018, the Mobile Security Center secured more than 200 million transactions.

2) Implementation of an adaptive security paradigm

Worldline has opted for an adaptive security paradigm able to optimally and dynamically respond to any cyber threat that may lead to the damage of the data, service or image of the Company. Worldline's Mobile Security Center offers a set of expertise & tools:

- In prediction by publishing regularly mobile security reports to customers, co-created with academic research and supporting business teams in the certification & security evaluations;
- In prevention by providing an end-to-end mobile security hardening that aims to package all security features like an HSM and apply obfuscation & tamper resistant mechanisms;
- In detection & response by detecting intrusions on the end user smartphones and by managing alerts in the Company's monitoring system.

D.2.2.2 Data protection [GRI 102-13] and [GRI 103-1 Customer privacy]

D.2.2.2.1 Worldline's comprehensive data protection approach

Every day, Worldline processes huge volumes of personal data for its own use and on behalf of its customers. The importance and value of personal data used in day to day business is obvious. Personal data from both, Worldline's customers and employees, is managed with special attention.

As a fundamental right, the protection of personal data is a key topic for Worldline's employees who expect their employer to comply with the strictest applicable local legal provisions. In addition, the business opportunities created by the processing of personal data are tremendous, as the debate on big data demonstrates. For these very important reasons, the processing of personal data requires Worldline to adopt formal commitments as well as implement strong organizational and security measures to guarantee a high level of protection to employees' and customers' personal data.

Worldline has implemented a comprehensive personal data protection approach based on three pillars:

- Data protection policy;
- Data protection procedures;
- Raising employee awareness of personal data protection issues.

This approach has been strengthened by the approval of the European data protection authorities in coordination with the Atos group Binding Corporate Rules. This approval constitutes an official recognition of Worldline's comprehensive approach to data protection based on the highest European standards of regulations.

Binding Corporate Rules: the first IT Company certified to process customers' personal data

Indeed, on November 4, 2014, the Atos group, including Worldline, obtained approval from the European data protection authorities of its Binding Corporate Rules (BCR) for the processing of personal data both as a data controller (*i.e.* for its own purposes) and as a data processor (*i.e.* for the processing of its customers' data). This means that the European personal data protection authorities have recognized and validated Atos group's global and stringent approach to personal data protection and that the personal data processed by Worldline benefits from a high level of protection as defined in the European Union Directive. All Atos group entities worldwide are bound by the same obligations and processes, regardless of the country in which they are located.

With the General Data Protection Regulation (GDPR, Regulation (EU) 2016/679) that has come into force on May 25, 2018, Atos Binding Corporate Rules have been evolving: the updated BCR are currently awaiting approval by the Supervisory Authority. This new European data protection regulation aims at protecting individuals' rights as well as allowing free movement of personal data. Following a risk-centered approach, data controllers and data processors have to fulfill stricter obligations, to do more detailed assessments and ultimately to demonstrate their compliance with the rules and regulations set out in the GDPR. Worldline is prepared to meet the new requirements of GDPR, with a specific focus on, but not limited to, the enhanced data subjects' rights, the assessment and mitigation of risks for data subjects and the comprehensive documentation of all activities related to data protection.

D.2.2.2.2 Data protection policy and procedures

The first pillar of Data Protection is the Atos Data Protection Policy that sets up protection principles based on the provisions of the General Data Protection Regulation (GDPR). These are considered to be the most stringent personal data protection principles. Although GDPR harmonized data protection legislation throughout the EU, the opening clauses and additional local legislation within the EU Member States still lead to a certain degree of variation. In order to guarantee compliance with all applicable national laws, the Atos group, including Worldline, has adopted a consistent policy that is obligatory for all of its entities and their employees.

In order to implement this policy, the Atos group Head of Data Privacy and Data Governance reports directly to the group Head of Compliance – one of the key executives of the group *Legal, Compliance and Contract Management (LCM)* department. The group LCM and Security departments as well as other significant resources manage all the data protection topics, including the fact that the Atos group is an 80-member strong Personal Data & Privacy Protection Organization. This organization has been restructured in close cooperation with the Security Organization in order to improve its efficiency. And thus, the compliance with personal data protection policies, practices and tools is a fundamental element in the continued implementation and extension of this strategy.

Proceeding with this continuous improvement and in compliance with the new GDPR regulation, Worldline has established a strong network of data protection officers and data protection coordinators, led by the Worldline Global Data Protection Officer. Close collaboration and regular exchanges within this network of experts ensures governance for the data processing of both Worldline's employees and its customers. This network of officers and local coordinators aims to support the implementation of the new requirements in all activities related to data protection: in the daily routines, proceedings and processing activities.

Worldline structured its data protection policy to focus on and achieve the following commitments:

- **Ensure data privacy as standard in Worldline solutions to address data protection already during design and as a default.** "Privacy by design" drives data protection at Worldline, based on procedures that are also described in the Atos group Data Protection Policy. These procedures ensure that privacy is embedded in all processing of personal data by Worldline and as early as possible in the design stage. Well before the GDPR, Worldline has been addressing data privacy at an early stage and by default (using restrictive settings for instance). As a result, Worldline implements data protection by design and by default to the extent possible, taking into account the nature, scope and context of the processing activity as well as possible risks and state of the art technologies;
- **Achieve 100% of Compliance Assessment of Data Processing (CADP) performed for all processing activities by 2020 (part of TRUST 2020 commitment)** to ensure adequate measures to protect personal data in Worldline's systems. The deployment and use of practical and effective tools such as Compliance Assessment of Data Processing (CADP) – replacing in 2018 the Privacy Impact Assessment and addressing requirements defined in GDPR, has allowed the Atos group to remain at the forefront of data protection compliance. This is made by anticipating and integrating both the "accountability" principle and the privacy by design approach in the creation and implementation of its systems and services. In the course of preparing for GDPR Worldline assessed the overall inventory of processing activities and already covered most of these by CADPs. In 2018, 97% of Compliance Assessment of Data Processing (CADP) were performed for all processing activities;
- **Train 100% of the Company's employees on a yearly basis regarding security and data** protection to strengthen and maintain awareness regarding data protection. Worldline is convinced that personal data protection would not be sufficiently addressed if its employees lacked awareness and knowledge on the matter. Worldline has therefore developed a training program targeting all Worldline's employees to create general awareness on the topic as well as more specific trainings to point out the issues employees face in their particular domain of expertise. In 2018, 82% of Worldline employees attended mandatory online training programs related to personal data protection;
- **Ensure Data Privacy based on European standards *via* Atos Binding Corporate Rules on all sites.** Thus, in addition to offer such a high level of protection to its employees' personal data only, Worldline is able to ensure the same level of protection when acting as a data processor for all its customers' personal data, which allows the Company to meets customer requirements in terms of security and compliance regarding personal data of end users, customers and employees.

Worldline's Data Protection Procedures are also managed within Worldline Security policy, which supports incidents risk mitigation (refer in this document to D.2.2.1.1).

In 2018, Worldline received zero complaint concerning a breach of customer privacy [GRI 418-1].

KEY RESULTS AND OBJECTIVES

Indicator	2015	2016	2017	2018	2020 Targets
% of incident responses compliant with Worldline security policy	-	97%	98.67%	**98.74%**	100%
% of Compliance Assessment of Data Processing (CADP) performed for all processing activities	-	-	-	**97%**	100%

D.2.2.2.3 PCI-DSS Standard

Worldline is also certified under the Payment Card Industry Data Security Standard (PCI-DSS), reflecting its adoption of global consistent data security measures. The PCI-DSS was developed to encourage and enhance cardholder data security and facilitate the broad adoption of consistent data security measures globally. As Worldline processes a huge quantity of cardholder data on behalf of many of its clients' customers, it fully must comply with the PCI-DSS standard. As a payment services provider, Worldline is audited every year by a Qualified Security Assessor (QSA) to keep its PCI-DSS certification.

The PCI-DSS standard consists of 12 main requirements that can be summarized as follows:

- To build and maintain a secured network;
- To protect cardholder data;
- To maintain a vulnerability management program;
- To implement strong access control measures;
- To regularly monitor and test networks;
- To maintain an information security policy.

Concretely, that means regular security training for employees, a review of the security policy and its application, and the management and updating of many security measures.

Worldline has been PCI-DSS certified for ten years. It began certification with its e-Commerce solution (SIPS). Its acquisition, issuing, clearing and settlement services are now also compliant with major e-payment standards such as VISA and 3D Secure.

D

D.2.3 Driving customer sustainability challenges through Worldline sustainable offers [GRI 203-1] [AO7] and [GRI 103-2 Indirect Economic Impacts]

D.2.3.1 Creating CSR value for customer and contributing to SDGs through our portfolio [AO7]

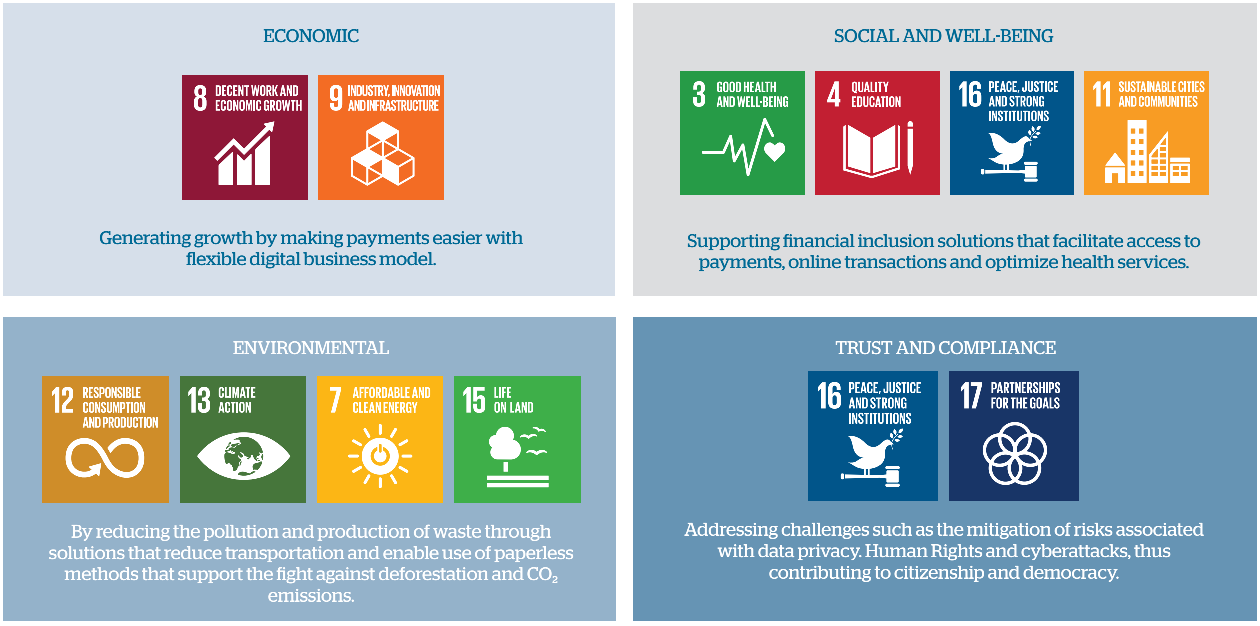
Worldline has embedded sustainability in its corporate purpose and actively supports its customers to efficiently manage the sustainability challenges that they face in their activities and markets. Indeed, Worldline customers receive a large range of sustainable offers that take into account the their environmental, economic and social needs, adding value to the services provided. Reinforcing value for customers and society through sustainable and innovative solutions is a key challenge in Worldline's CSR strategy, which is why the Company has assessed the impacts of its solutions and products on SDGs. This analysis highlights that Worldline's sustainable solutions provide their customers with benefits that mainly contribute to the SDG 16 "Peace, justice and strong institutions," SDG 8 "Decent work and economic growth," SDG 9 "Industry, innovation and infrastructure," SDG 13 "Climate action," SDG 10 "Reduced inequalities." Thanks to this universal language, Worldline is able to answer the needs of customers who are actively seeking this information for their own sustainability performance. Worldline is thus strengthening its customers' commitment through their supplier chain.

In addition, client's expectations regarding sustainability aspects of the offers have considerably risen over the past years. Indeed, CSR aspects are increasingly present in the Request for Proposals (RFP) and Request for Information (RFI), and show how much sustainability is an integral part of Worldline's business. For instance, in 2018 the CSR department of Worldline has received 19 RFPs which contained a sustainability part and approximately 10 client´s requests.

Sustainability Analysis [AO7]

Worldline calculates its financial contribution to the SDGs using the following methodology:

1. Worldline has performed a detailed and analytical sustainability analysis of all its offers to identify and measure their various economic, social, environmental and ethics benefits. Each offer has been screened by product managers and sustainability experts over these 4 categories of benefits: economic, social and wellbeing, governance, trust and compliance, environment footprint and climate change. For those four categories, subcriteria have been defined which allows a matching with the UN SDGs, as presented below;

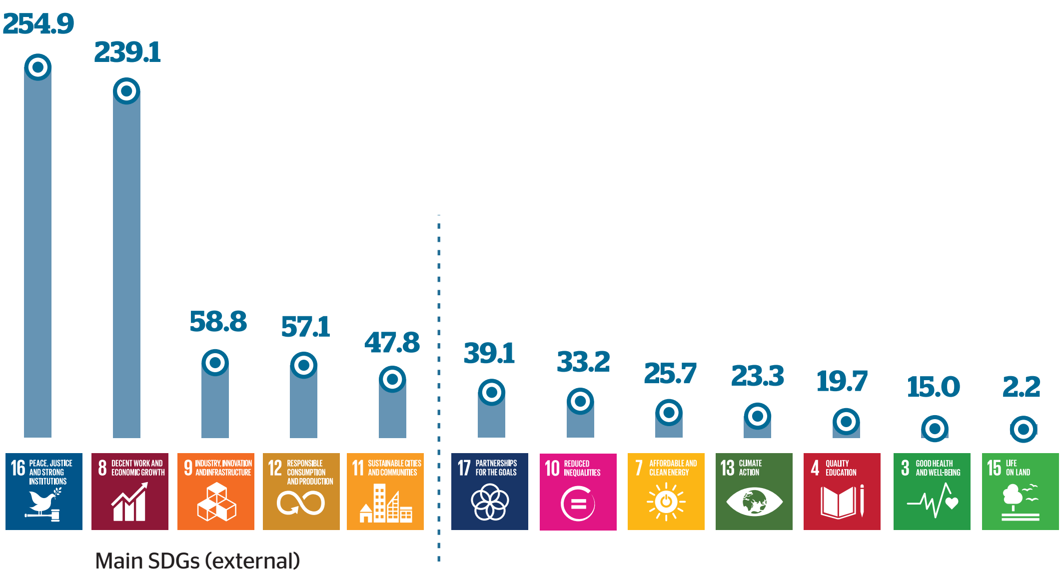


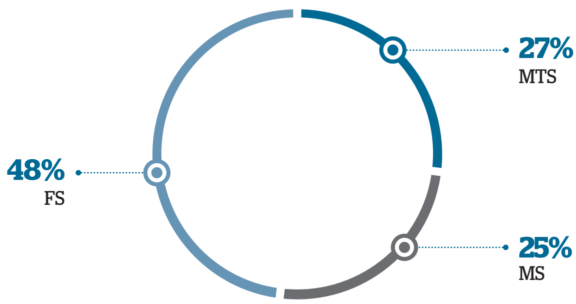
2. The entire analysis enables to assess whether the offer has a positive impact on each criterion and weight this impact in terms of percentage of sustainability per categories and per SDGs;
3. Based on the weight of the offer in its revenue, Worldline is then able to calculate its financial contribution to the SDGs.

Results

In 2018, Worldline has generated € 816 million of sustainable revenue, which is broken-down as below on the five main SDGs:

The figures are expressed in millions of euros.





In other words, at least 49% of the offers contributes directly to the Sustainable Development Goals.

The offers related to the FS GBL provide significant benefits to customers on topics related to Governance, Trust & Compliance challenges, reduction of fraud risks, for example. These solutions contribute to the development of citizen services like e-government, more collaborative ways of working with the organization of schemes and greater accessibility and flexibility for customers with online banking mobile apps, thus contributing to digital inclusion

The offers related to the MS GBL bring major economic benefits for customers by making payment processes easier due to new digital business models that enhance the customer experience and leverage market growth. These solutions enable the development of new payment methods and more customized customer relations by bringing new payment solutions to the market more rapidly and facilitating the circulation of e-money. These benefits therefore strengthen customer loyalty.

The offers related to the MTS GBL provide various benefits to customers in the different economic, social, governance and environmental dimensions. These offers contribute to improving the quality of life of end users by preserving health and safety and by contributing to the environment for example by reducing CO_2 emissions. Worldline has embedded sustainability in its corporate purpose and actively supports its customers to efficiently manage the sustainability challenges that they face in their activities and markets. Indeed, Worldline customers receive a large range of sustainable offers that take into account the customers' environmental, economic and social needs, adding value to the services provided.

KEY RESULTS AND OBJECTIVES

Indicator	2015	2016	2017	2018	2020 Targets
Revenue generated through sustainable solutions that contribute to societal and environmental progress in € million	575	586	770	816	725

D.2.3.2 Worldline's sustainable portfolio

The sustainability performance of Worldline solutions and the benefits it brings to Worldline's customers is thus expressed through the four dimensions described below. By committing to a sustainable solutions objective in its TRUST 2020 program, Worldline strives to increase the economic, ethical, social and environmental impacts of its offers.

1) Economic benefits

Worldline's solutions enable its customers to save time due to a more efficient user experience that reduces processing times and the need for a physical wallet, and increases customer loyalty by interacting in real time with them through personalized notifications from Worldline data analytics services, among others. For example, Instant Payments capabilities, acceptance solutions and digital ticketing assets help reduce the total time of payment during the acceptance stage or the transfer of money between accounts. In a nutshell, Worldline's offers generate economic growth by making payments easier with seamless business models.

Examples of Worldline offers with specific (but not limited to) economic benefits:

Digital Banking: This solution enables Worldline customers to provide *Digital Banking* services at any time and place, allowing end users to save time in daily life by viewing account balances, transferring funds and purchasing securities online. Thus, Worldline facilitates transactions through the use of mobile applications and help banks and financial institutions develop customized secure online banking services in countries with limited access to banking services, boosting digital inclusion;

Connected Living: Internet of Everything (IoE) is a fast-expanding market, where Worldline Services Delivery platform jointly with business partners such as manufacturers of home appliances, industrial appliances or vehicles, are developing solutions that help citizens while making their lives easier, more comfortable, safer, economically less impacted and sustainable. Some examples of this ecosystem could be the User Based Insurance, where you pay depending on how you drive, connected home, where your refrigerators make weekly home purchases considering your wishes and needs, avoiding journeys to the supermarket, or where you can pay for your gasoline directly from your car, saving time and energy or connected fleet, where fleet corporations can manage their fleet of vehicles ensuring costs efficiencies and road safety, managing different KPIs that allows to anticipate reparations or potential risks.

Otherwise, as a company specialised in payment processing, Worldline positively contributes to the issue of access to finance that affect the less privileged stakeholders including the un-banked communities or the under-served groups such as small businesses or rural businesses. As a business partner for the retail merchants, such as e-commerce, the Company has developed some specific offers in favour of the underserved communities in order to reduce their costs and to increase small businesses' profitability:

- In Belgium, the solution Bancontact is an acquiring offering that provides turn-key payment functionalities for merchants while implementing lower fees for small payments used by small merchants. By accepting Bancontact in their business, small merchants can meet their customers' payment habits and opt for security, speed and ease;

- Since 2017, Total and Worldline have signed a binding technological, commercial and financing agreement with the African fintech "InTouch". Worldline supports the deployment of the Guichet Unique solution in eight African countries: Burkina Faso, Cameroon, Côte d'Ivoire, Kenya, Mali, Morocco, the Republic of Guinea and Senegal. The Guichet Unique is an innovative digital solution that provides retail networks with a unique and customer-friendly device that makes it possible to securely and seamlessly accept all means of payment, including mobile money, payments through private label cards and cash. Thus, this solution facilitates payment transactions for people without bank account for instance. Deployed in more than 170 Total service stations and more than 600 independent points of sale, the Guichet Unique platforms manages more than 30,000 transactions per day and enables unprivileged population to have access to e-payment services;
- Worldline India has developed a solution in the Indian market that makes payment easier and more accessible for the local communities. The QR code solution helps to replace the use of hardware terminals at merchant point of sales, thus offering an acquiring solution at lower cost. Thanks to this solution, merchants are able to print and past on the wall of their shop this QR code, which can then be read by a mobile application. These QR codes have been deployed by more than 100,000 merchants and customers can scan those QR code in order to pay their purchases. This solution was implemented by Worldline with the support of the Indian government to encourage the acceptance of digital payment transactions by smaller merchants in towns and in rural areas.

2) Social and well-being benefits

Worldline's sustainable portfolio contributes to the protection of vulnerable populations with its payment solutions that support financial and social inclusion such as the e-health solution. It promotes online accessibility by easing the payment phase and making accessible operations that previously represented some type of restriction such as payment terminals that can be used by blind people, for example (Voice Over POS device). For example, payments solutions support financial and social inclusion, as well as small business or business without a bank account.

Examples of Worldline offers with specific (but not limited to) social and well-being benefits:

E-health services: solutions that provide *Trusted Digitization* services in the healthcare sector, ensuring the utmost security, availability and data privacy. These solutions facilitate health education and foster health prevention with coaching (*via* digital access for the patient files to their own health data). They also help increase efficiency of health system (for instance optimizing the information system of emergencies services). Finally, they improve practitioners' and patients' satisfaction by better sharing, securing and valuing data health through application;

Offence Processing Centre: traffic control solutions for governments or cities counts with traffic and parking fines, fine collection, automated plate recognition, fine sending, etc. These services tend to preserve drivers' health and safety by changing their behaviors with the objective to reduce fatalities on the road. Thus, they create a safer traffic environment, increasing drivers' well-being.

3) Governance, trust and compliance benefits

Worldline's sustainable solutions contribute to the promotion of Human Rights, notably by ensuring security, privacy and data protection through solutions like e-signature, e-Identity or "pseudonamization", contributing to citizenship and democracy. Its solutions strengthen the fight against fraud and corruption risks and are produced with the aim of preventing cyber threats and phishing. To this end, Worldline's digitization solutions are in conformity with the European Identification and Authentication Service and Commercial Acquiring, Payment Acceptance and other electronic payment services ensure trust and compliance with laws and mitigate supply chain risks. Additionally, Worldline Pay for issuing and acquiring, in combination with the online fraud detection application, dramatically reduces card fraud.

Examples of Worldline offers with specific (but not limited to) governance, trust and compliance benefits:

Digital Payments: Worldline's digital payments solutions embrace a wide range of offerings and services covering the whole payment value chain: processing services for customers related to card payments (issuing, acquiring), interbank clearing & settlement, account-payments, payment back-offices and secure transactions. Worldline is ideally positioned to benefit from recently adopted regulatory changes, as the PSD2 legislation encourages account-based payment solutions and the EPC's instant payment scheme quickly completes the entire payment process. Both involve new secured processing solutions with a major aim: to make payments easier and safer for citizens;

Fraud Risk Management: Worldline's complete and modular solution for issuers, acquirers and banks provides an end-to-end portfolio of effective fraud control services. This solution ensure an utmost compliance with EU data protection regulation (GDPR) to customers while combatting cyber-threats, thus enhancing fraud protection and loss reduction in supply chain. Moreover, it provides full transparency and accountability through record-keeping programs to collaborate with legal systems;

Digitization: Worldline offers e-contract, e-signature, e-archiving, e-safe and e-Identity solutions that are secure, simple and efficient, enabling improved citizenship empowerment, providing easy to access digital services and information for everyone, and promoting digital inclusion by increasing connectivity: with services that are available everywhere and anytime. This also means greater efficiency, accuracy and traceability for customers, in line with the European Identification and Authentication Services, it contributes to the reduction of fraud, cyber threats and phishing. It also provides mobile telecommunications services with cloud storage solutions for their customers' data as well as a multi-channel interaction management service, while also keeping safe content, helping them to securely capture and archive digital copies of legal documents.

4) Environmental benefits

Worldline's digital solutions contribute to the fight against climate change and preservation of the environment by reducing the pollution and production of waste. Digitization and online banking solutions enable to reduce transportation and use paperless methods that contribute to the fight against deforestation and CO_2 emissions. Providing online services, cloud solutions or remote payment solutions thus allow the possibility of eliminating travel to access the services.

Moreover, connected vehicles enable customers to have access to traffic flow anticipation, eco-driving practices and monitor fuel consumption. Additionally, smart home solutions (smart grid) enable the optimization of energy consumption.

Examples of Worldline offers with specific (but not limited to) environmental benefits:

Terminal Services: all Worldline terminals follow the ECMA 370 eco-declaration that includes critical environmental recommendations, thus making them the best in class eco-friendly devices in the industry. Through this declaration, the Company also ensures that its terminals are part of a certified system for the collection and recycling of end-of-life products, batteries and packaging materials, free from ozone depleting substances and in full compliance with the Reach and RoHS directives;

Transport e-Ticketing: Thanks to Worldline digitalization and automation services that provide electronic transport ticketing services, it is possible for railway and bus operators to optimize their route management (and thus their energy efficiency) as well as their internal services. Therefore, more real time, digital and secure information as well as advanced analytics allow lowering pollution and waste by reducing fuel consumption and printed paper used.

All these offerings, solutions and services are part of a bigger project: **Digital Transformation Factory**. The Digital Transformation Factory capitalizes on the Atos group technological strengths and people skills by bringing to market four end-to-end, customer-driven offerings that will help enterprises address the main challenges of their digital transformation. The Digital Transformation Factory combines pioneering expertise in digital applications, digital infrastructures, electronic transactions and security technologies. This ensures that Atos will remain the trusted partner of its customers as they address core transformation challenges in customer experience, business reinvention, operational excellence and trust and compliance on their journeys into the digital age.

By committing to a sustainable solutions objective in its TRUST 2020 program and continuously monitoring the sustainability impact of its services, Worldline strives to increase the economic, ethical, social and environmental impacts of its offers.

D.2.4 Key performance indicators about business and innovation

							2018 Perimeter		2017 Perimeter		2016 Perimeter	
GRI	Indicators	2018	2017	2016	2015	2014	Per employee	Per revenue	Per employee	Per revenue	Per employee	Per revenue
Services availability rate												
WL1	Services availability rate	**99.97%**	99.96%	99.88%	99.81%	99.74%	**-**	**53%**	-	100%	-	100%
Innovation												
WL2	Percentage of PhD and PhD students at R&D department	**49%**	49%	45%	46%	30%	**100%**	**-**	100%	-	100%	-
	Number of WIN members	**47**	45	44	45	42	**100%**	**-**	100%	-	100%	-
	External awards success rate	**0%**	0%	50%	20%	30%	**100%**	**-**	100%	-	100%	-
Customer satisfaction survey												
GRI 102-44	Overall customer satisfaction from Tactical surveys	**8.1**	8.1	7.67	7.26	6.67	**-**	**95%**	-	100%	-	100%
	Net promoter score	**41%**	40%	29%	1%		**-**	**95%**				
Financial implications and other risks and opportunities due to climate change												
GRI 201-2	Financial implications and other risks and opportunities due to climate change	**Quali-tative**	Quali-tative	Quali-tative	Quali-tative	Quali-tative	**-**	**-**	-	-	-	-
Development and impact of infrastructure investments and services supported												
GRI 203-1	Development and impact of infrastructure investments and services supported	**Quali-tative**	Quali-tative	Quali-tative	Quali-tative	Quali-tative	**-**	**-**	-	-	-	-
Revenue of "Sustainability offering"												
AO7	Total revenue of "sustainability offering" *(in € million)*	**816**	770	586	575	-	**-**	**100%**	-	100%	-	100%

							2018 Perimeter		2017 Perimeter		2016 Perimeter	
GRI	**Indicators**	**2018**	**2017**	**2016**	**2015**	**2014**	**Per employee**	**Per revenue**	**Per employee**	**Per revenue**	**Per employee**	**Per revenue**
AO7	Mobility and e-Transactional Services - Total revenue of "sustainability offering"	**225**	186	180	186	-	**-**	**100%**	-	100%	-	100%
	Mobility and eTransactional Services - Percentage of total revenue of "sustainability offering"	**28%**	24%	31%	32%	-	**-**	**100%**	-	100%	-	100%
	Merchant Services - Total revenue of "sustainability offering"	**202**	207	175	166	-	**-**	**100%**	-	100%	-	100%
	Merchant Services - Percentage of total revenue of "sustainability offering"	**25%**	27%	30%	29%	-	**-**	**100%**	-	100%	-	100%
	Financial Services - Total revenue of "sustainability offering" *(in € million)*	**389**	377	231	224	-	**-**	**100%**	-	100%	-	100%
	Financial Services - Percentage of total revenue of "sustainability offering"	**48%**	49%	39%	39%	-	**-**	**100%**	-	100%	-	100%
Initiatives regarding Innovative Services/Products Developments												
WL8	Innovation sessions delivered by Worldline for customers	**15**	9	10	17	18	**-**	**100%**	-	100%	-	100%

GRI	Indicators	2018	2017	2016	2015	2014	2018 Perimeter Per employee	2018 Perimeter Per revenue	2017 Perimeter Per employee	2017 Perimeter Per revenue	2016 Perimeter Per employee	2016 Perimeter Per revenue
Customer complaints												
GRI 418-1	Number of third party complaints regarding breaches of customer privacy higher than € 100,000	**0**	0	0	0	0	**-**	**100%**	-	100%	-	100%
	Number of customers complaints regarding breaches of customer privacy higher than € 100,000	**0**	0	0	0	0	**-**	**100%**	-	100%	-	100%
Number of security Incidents												
WL3	Number of security Incidents	**159**	150	110	126	89	**-**	**84%**	-	100%	-	100%
	Percentage of Open Security Incidents - Open vs closed	**27.04%**	10.7%	1.06%	0.79%	1.12%	**-**	**84%**	-	100%	-	100%
	Percentage of Employees attended Safety & Security E-learning	**90%**	94%	90%	86%	77%	**-**	**85%**	-	80%	-	100%
	Percentage of Employees attended Data Protection E-learning	**82%**	90%	89%	77.86%	77%	**-**	**85%**	-	80%	-	100%

WL1 Service availability rate: *Exclusion of Digital River, PaySquare and Equens.*

GRI 102-44 Overall customer Satisfaction from Tactical surveys: *As part of 2018 the reporting scope is based on the eligible revenues, representing each contract taken into account by the satisfaction survey.*

GRI 102-44 Net Promoter score:*As part of 2018 the reporting scope is based on the eligible revenues, representing each contract taken into account by the satisfaction survey. The indicator was calculated internally since 2014, but all of this data is published for the first time this year.*

WL2 External awards success rate: *In 2018, there was no application for awards.*

WL8 Customer innovation sessions delivered by Worldline for customers: *there was a change in the definition compared to 2017. As part of 2018, there is no need to have a member of the scientific community in the session. The values from 2014 to 2017 correspond to the previous definition of the indicator (AO10) who aimed to include the members of the scientific community into the organization of the innovation workshops.*

WL3 Number of security Incidents: *Exclusion of equensWorldline entities except for France, Belgium and Germany.*

D.3 Being a responsible employer

D.3.1 Ambitions, challenges and opportunities

D.3.1.1 Fostering wellbeing as a condition for performance

Worldline pays special attention to its employees and places them at the heart of its business plans as the true catalyst for innovation, creator of value for its customers and driver of growth for the Company. Through its Wellbeing@worldline program initiated by the Group management in 2015, Worldline's priorities are the wellbeing, health, motivation and creativity of its employees. Worldline therefore fosters a working environment and the right conditions for the development of skills and talents and encourages the work-life balance of its employees. That is why the Company's strategy is to increase employee satisfaction through the Great Place to Work® institute survey.

Human Resources TRUST 2020 objectives and actions

In order to drive this dynamic and strategy of continuous improvement in its performance, the Human Resources department at Worldline has committed, through the "TRUST 2020" CSR initiative, to making further progress in terms of the following objectives:

- To increase employee satisfaction by 10% as measured by the Great Place to Work® survey;
- To increase overall employee satisfaction related to training programs offered;
- To be cited in at least five employer brand rankings to promote Worldline's employer brand;
- To promote gender equality within the Company by increasing the number of women in management positions and a set of measurable actions cascaded down to the Organization.

Worldline has therefore rolled out a comprehensive strategy and various actions to address these different Human Capital challenges:

- **To meet new employee expectations,** Worldline has deployed a strong policy to attract and retain Worldline talent by improving the recruitment strategy and the sense of belonging with dedicated leadership programs. Through the Great Place to Work® Institute, Worldline has launched a survey to assess employee satisfaction and areas of improvement. Consistent with this survey, Worldline updates its Wellbeing@worldline program that is structured around top-down and bottom-up actions. Top-down actions cover notably global programs fostering employees' career evolution, skills development and inclusion. Additionally, a strong focus has been made to develop and improve Worldline employees' knowledge in term of business and strategy cross all geographies and divisions. Bottom-up actions aim to ensure a greater sense of belonging and commitment among employees, with a focus on Working Conditions and Recognition;
- **To develop and engage Worldline talent,** the Company has implemented a structured and efficient integration of new employees through several measures such as the individual development plan. The Company encourages professional mobility and internal promotion as key priorities to allow each employee to evolve, learn and develop their own professional career path, through diverse programs and trainings (Growing@worldline and Learning@worldline). Worldline talented individuals follow Worldline and Atos group's programs dedicated to talent development to help them in becoming best in class in their actions and accelerate their career growth. These programs include: Worldline Juniors Group, Atos Juniors Group, Gold for managers, Gold for experts, On the job experience;
- **To stimulate innovation and increase the Company's expertise,** Worldline has put in place a recognized Expert Community with top notch technological skills, developing an innovative mindset and facilitating knowledge-sharing across Worldline Group and within Atos group (2,200 experts in total). Through this community, Worldline aims to spread the expertise in the organization by fostering knowledge and know-how sharing and recognizing the value of its technical talents, thus enabling them to evolve in their areas of expertise. In an industry driven by innovation and marked by a rapid and always more complex technological evolution, the Expert Community represents a key asset to enhance the Company's attractiveness, keep the most talented experts and offer customers inspired and innovative solutions for the future.

These pragmatic and realistic action plans are the result of discussions and sharing of best practices between Worldline employees, and are systematically approved by the local management and Human Resources department in each country before being implemented. Senior management in each country is involved in the process of motivating its management staff for the deployment of the Wellbeing@worldline action plans.

These different plans, deployed to achieve these goals as part of the TRUST 2020 program, have delivered the first successes and gained recognition. Worldline received three additional employer brand recognitions in 2018, among which the renewal of the Happy Trainees label in France for the quality of the internships it offers to students. In 2017, Worldline was already selected as a "best recruiters company" by the French newspaper Figaro, whereas Worldline Chile was recognized for its wellbeing commitment to its employees with the "Best Chile 2017" award.

KEY RESULTS AND OBJECTIVES

Indicator	2015	2016	2017	2018	2020 Targets
Number of employer brand study citations	0	1	3	**3**	5
% of employees satisfied with the trainings provided by Worldline	-	86%	88.4%	**87.75%**	90%
% employee satisfaction as measured by the Trust Index of the Great Place to Work® survey	50%	57%	58%	**59%**	60%
Gap between the % of females in management positions and the % of females in the overall workforce		7.5%	7.5%	7.3**%**	0

D.3.1.2 Manage Human Resources Risks

Following the extra-financial risk analysis conducted in 2018 (refer to Section D.1.2.2), Worldline has identified 3 significant extra-financial responsible employers risk as described below.

Talent attraction & retention

Description: In the fast-moving sector in which Worldline operates, a wide-ranging set of expertise and intellectual capital is key to the business' success. The ability of the Company to attract and retain talents able to provide the expertise necessary to meet its customers' needs is crucial. Worldline has implemented several programs that propose different career paths with the aim to offer dedicated, personalized career management to its people.

Risk mitigation: Delivery quality is dependent on the establishment of robust and stable teams, committed to meeting client's needs. In order to attract and retain its talents, Worldline focuses on its people integration and careers development from one side, and promotes its employer brand from the other side. For more details, refer to 2018 Registration Document, Sections D.3 "Being a responsible employer", more particularly D.3.1 "My career development within Worldline: Growing@worldline" and F.3.2.

Main KPIs to monitor risk management and efficiency of mitigation actions:

- GRI 401-1 Employee hiring & attrition;
- WL6 Global turnover rate;
- TRUST 2020 Number of employer brand study citations.

Training & human capital development

Description: The qualification of the workforce is essential to adapt to the developments of the industry and training is crucial to maintain skills to the highest level of achievement. Worldline must ensure that its workforce defines and follows individual succession plans, securing and developing essential human capabilities needed to remain the leader in its industry.

Risk mitigation: In order to maintain its status of "Learning Company", Worldline puts a priority on employee training and development. Worldline has implemented a global training plan to enable the Company to maintain and exceed its level of excellence in its sector. Skills and performance enhancement is also managed through on-going investment in certifications, adaptive & multi-channel learning. For more details, refer to 2018 Registration Document, Sections D.3.2 "My skills development within Worldline: Learning@worldline" and F.3.2.

Main KPIs to monitor risk management and efficiency of mitigation actions:

- GRI 404-1 Average training hours per employee;
- TRUST 2020 Percentage of employees satisfied with the trainings provided by Worldline;
- GRI 404-2 Employability initiatives;
- GRI 404-3 Career development monitoring.

Employee well-being at work

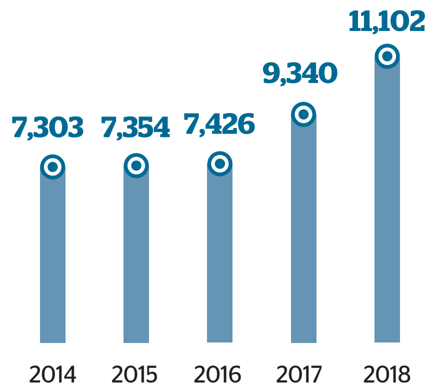
Description: The ability of the Company to foster an environment favoring well-being at work is essential to achieve Worldline's ambition to become a Great Place to Work® (GPTW). In turn, fulfilling employees' expectations is key to establish robust and stable teams committed to meeting clients' needs, as well as to build a strong brand to attract the best talents in the market.

Risk mitigation: Worldline is enhancing its wellbeing culture through the Wellbeing@worldline program in order to promote a stimulating working environment and the right conditions for the development of skills and talents and for a healthy work-life balance. That is why the Company's strategy is to increase its employee satisfaction through the Great Place to Work institute®. For more details, refer to 2018 Registration Document, Sections D.3 "Being a responsible employer" and more particularly D.3.5 "WorkingCondition@worldline".

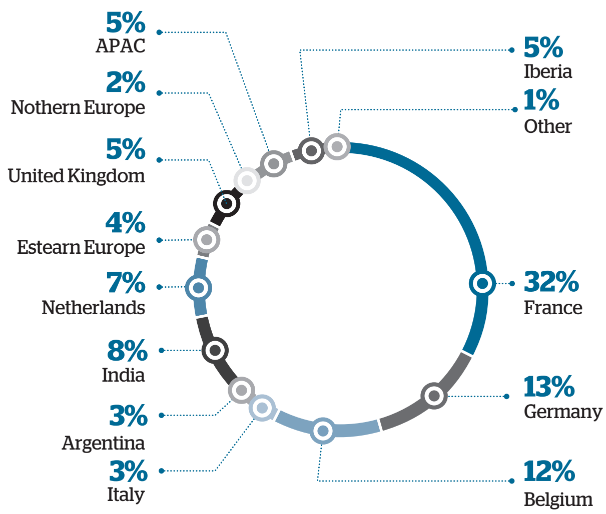
Main KPIs to monitor risk management and efficiency of mitigation actions:

- TRUST 2020 AO2 Employee satisfaction (Great Place to Work® Trust Index Rate);
- GRI 405-1 Diversity and equal opportunity;
- AO6 Diversity perception in GPTW;
- TRUST 2020 Gap between the percentage of females in management positions and the % of females in the overall workforce.

EVOLUTION OF THE NUMBER OF EMPLOYEES AT THE END OF THE REPORTING PERIOD (LEGAL STAFF)



BREAKDOWN OF THE TOTAL EMPLOYEES BY COUNTRY IN 2018



In the charts above, the SIX Payment Services entity is included.

LEGAL STAFF BREAKDOWN PER GENDER AND AGE

Age	Female	% total female employees	Male	% total male employees	Total	% Total employees
<30	734	24%	1 616	23%	2 350	23%
30-50	1 551	50%	3 852	54%	5 403	53%
>50	793	26%	1 627	23%	2 420	24%
Total	**3 078**	**30%**	**7 095**	**70%**	**10 173**	**100%**

In the table above, the Six Payment Services entity is not included.

D.3.2 My career development within Worldline: Growing@worldline [GRI 404-2] and [GRI 404-3]

Attracting and retaining skilled, enthusiastic and innovative people helps maintain Worldline's position as the business technologist of choice for clients. With this approach, employee careers and development are a priority within Worldline. Worldline has implemented several programs that propose different career paths with the aim to offer dedicated, personalized career management to its people. Throughout their careers, employees are offered trainings, support schemes such as mentoring, possibly talent development programs, alternative career development paths such as functional expertise or Project Management internal qualifications, and opportunities for business, international, geographic, functional mobility, which is recognized by employees as a crucial source of motivation.

D.3.2.1 Talent acquisition strategy [GRI 401-1] [GRI 103-2 Employment] and [WL6]

Worldline is a constantly growing, dynamic company. Our target is to attract and recruit the best talents, mainly in information technologies, but also expert profiles in Big Data or cyber-security. Worldline has made extensive efforts to reinforce its employer brand and to develop close relations with the leading engineering and business schools and universities.

We focus our talent acquisition strategy on a three-dimensional action plan:

1. Being recognized as an Employer of Choice

To be recognized as a first-choice employer and a learning organization, we have set up a wide recruiting campaign on different recruitment platforms and *via* career events to hire trainees, interns and young graduates. To ensure a high-quality workforce by attracting students from leading universities, engineering and business schools, Worldline has launched the Tier 1 Interns & Graduates program.

The goal of the Tier 1 program is to manage close relationships between an internal volunteer network of alumni and target universities and major schools of approximately fifty members. We aim to recruit the talented and best-performing students as interns or graduates, but always with a long-term engagement in mind.

Through its Wellbeing@worldline program, Worldline stays in close contact with its employees and their needs in the working place. Our focus is to create a working environment where our employees feel empowered and well-integrated within their team, customer project, and wider organization.

In line with this, Worldline has made a commitment through its TRUST 2020 CSR program, to appear on five “Hiring” rankings by 2020 to enhance its visibility and appeal and position itself as a first-choice employer.

2. Attracting top-notch talents through the employer brand

Worldline works on its brand as an employer to enhance its visibility on the market, and therefore its appeal and attractiveness to support its development ambition. As a leader in the payment and digital industries, Worldline is well-positioned to cover numerous business activities in all industries, to address emerging technological areas, to embrace all the professions of the IT value chain and to offer numerous career development opportunities. Worldline acts as a responsible and inclusive employer, with strong focus on gender equity.

In terms of hiring, the past 12 months have proven to be positive, with 1579 new hired employees who joined the Company around the world, of which 31% are women [GRI 401-1].

3. Welcoming and onboarding new joiners

Building on its long history marked by significant acquisitions, Worldline has developed a real and solid expertise in newcomers’ welcoming and integration that allows a seamless onboarding in the Worldline journey and to be immediately infused with the Company culture, values and way of life.

At both global and local level, numerous best practices are implemented to ensure a successful integration of new joiners, including the distribution of a welcome booklet detailing Worldline’s corporate history, culture, strategy and engagement and the organization of on-site welcome breakfasts to provide an overview of the Company internal organization, processes and activities.

NUMBER OF PEOPLE ENTERING THE COMPANY PER GENDER AND AGE

Age	Female	% total employees Female	Male	% total employees Male	Female and Male	% total employees
< 30	290	18%	608	39%	898	57%
30 - 50	163	10%	438	28%	601	38%
> 50	30	2%	50	3%	80	5%
Total	**483**	**31%**	**1 096**	**69%**	**1,579**	**100%**

NUMBER OF PEOPLE LEAVING THE COMPANY PER GENDER AND AGE

Age	Female	Rate of total leavers	Male	Rate of total leavers	Female and Male	Rate of total leavers
< 30	114	12%	255	27%	369	39%
30 - 50	129	13%	318	33%	447	47%
> 50	45	5%	95	10%	140	15%
Total	**288**	**30%**	**668**	**70%**	**956**	**100%**

In 2018, the turnover rate is 9.40%, compared to 8.21% in 2017

D.3.2.2 People development approach [GRI 103-2 Training and Education]

D.3.2.2.1 Individual development Framework

Annual People Reviews

Every year, people reviews are held by HR and managers consistently in most of the countries where Worldline operates and in each of the entities. They aim to anticipate individual and/or collective career moves and skills development needs in view of changes in the business units in terms of activity, technologies or organization. The information thus gathered offers a full cartography to identify possible career paths, major high performance and potentials, key skills, difficult jobs to staff, possible successors, and where support is needed, particularly in terms of training.

People performance management

Performance management is a key opportunity to enabling employees to give their feedback, develop their skills and achieve their business goals through half-year individual interviews led by managers. A full communication campaign is sent to all the employees each year to remind them of the expected benefits of performance management. Moreover, managers can attend webinars and training courses to help them conduct performance appraisals and goal-setting discussions.

The Individual Development Plan

The Individual Development Plan (IDP) is a personalized career and development tool that enables each Worldline employee to take charge of their individual career plan. It allows employees to discuss their career aspirations and benefit from the advice of their managers as to the feasibility of those plans, and to prepare a suitable action plan. Trainings for employees and managers, as well as guides and videos for the development of IDPs are provided to prepare the IDP.

KEY RESULTS

GRI	Indicator	2018	2017	2016	2015	2014
GRI 404-3	Percentage of total employees who received a regular performance and career development review during the year	**90.65%**	97.40%	94.23%	96.49%	97.15%

D.3.2.2.2 Development programs and events

Learning Days

Innovation and technological expertise drive the continuous development of Worldline engineers and, more generally, of all Worldline's people. Providing opportunities for all the employees in order to enhance their skills throughout their careers has always been one of the core challenges of Worldline.

"Learning Day" initiative, which began at Worldline Belgium, has been adopted in every Worldline country. The Learning Day is an entire day (or several days) dedicated to training. Employees, on a voluntary basis, are offered a learning experience as well as the opportunity to hear about all the training and development options in Worldline.

Dozens of topics are scheduled, spread out over five different formats: e-learning, discovering, meeting, self-testing, sharing and discussion. Each country has developed its own program for one – or several – days of custom-made training courses, workshops and information sessions. Global webinars are also organized, and can be followed by employees in Europe, Latin America, India and Asia Pacific.

In total, Worldline had more than 2,600 learners at the local "Learning Days" in France, United Kingdom, Netherlands, Spain, Belgium, India, etc.

Mentoring and Reverse Mentoring development programs

Since its launch in 2014, 800 employees (mentor-mentee pairs) in France and Belgium have taken part in this program, whose aim is to:

- Boost the development of young employees;
- Develop individual careers, strengthen internal mobility within the Company;
- Share the Company values, develop cooperation, and the network dynamic;
- Develop interpersonal skills and strengthen intergenerational ties.

In parallel of this Mentoring program, Worldline France rolled out the Reverse Mentoring program. Focusing on digital transition and dialogue with new generations born with digital technology, this six-month program aims to support personal and professional development, strengthen intergenerational links, and respond to the issues of digitalization in the Company. It is intended for experienced employees, advanced in their careers and not accustomed to using digital and social technologies. It aims to improve their digital skills through the help of a younger worker who is more experienced in collaborative tools, such as new media and social networks. This initiative was extended to the United Kingdom in 2018 where 5 senior managers expressed their interest in specific areas in which they want assistance.

Since the start of the pilot program in 2016, more than 350 workers have embarked on the innovative program of Reverse Mentoring.

The Company's ambition is to deploy Mentoring and Reverse Mentoring in others entities.

TechForum eXplore, a genuine catalyst for innovation

In 2018, Worldline organized the 9th edition of its yearly technical international event addressed to the Worldline technical community. The TechForum eXplore is regarded by its technical and expert community as a key milestone enabling better coordination and collaboration between teams from various countries and units. It is also regarded by the top management as Worldline's technological showcase with a concentration of energy, expertise, willingness to share and curiosity from participants. The success of this event lies in the quality of the 50 talks, workshops and numerous demos made by over 110 speakers who share their technical breakthroughs and expertise as well as laboratory works, prospective vision and solutions with their peers coming from various business lines, units, countries, etc. Worldline Experts are attending this event in numbers, and alike the other participants, regard the TechForum as a booster for their upcoming year. During the 2-day event, large time slots are dedicated to networking, with a specific informal time in the evening. Facing a steady growth over the years, TechForum has welcomed for the 4th year external partners who are proud to participate in the value of the event.

Hacky Days: new "Tech sessions" within Worldline

The Hacky Days are a bottom-up initiative which consists in the internal gathering of expert communities to experiment new methods of collaborative work, while sharing team building moments. In April 2018, the first edition of the Hacky Days took place in Seclin, with about thirty participants of different departments, including managers. During the two-day event, the teams worked on various topics related to security, DevOps approach, development tools. During the second edition of the Hacky Days in November, a hundred participants gathered on 3 Worldline locations simultaneously: Lyon, Blois and Seclin, with the aim to experiment and propose solutions to improve collaborative work. Eventually, over 9 projects were presented with concrete achievements in a closing ceremony in front of the teams and many guests. This new initiative reinforces the links between employees and fosters a mindset of innovative ways of working,

D.3.2.3 Career management approach [GRI 103-2 Training and Education]

D.3.2.3.1 Career & Internal Mobility

Worldline offers opportunities to grow through vertical or lateral promotions in different career paths: management, technical and functional expertise, project management, sales, support functions, etc. According to the Internal First initiative, our ambition is that 80% of all hiring is performed internally. We wish to provide a strong set of career alternatives for our staff, ensuring their growth and long-term employability.

To support our employees in achieving their developmental goals with us, we are running the following programs:

- Career Days events introducing all tools and programs to support employee career development;
- Career Talks for individually discussing employee career objectives, opportunities and needs;
- Career newsletters informing on job opportunities and employees who would like to take a step forward in their career;
- Global communities facilitating access to all job opportunities;
- Job Cafés fostering direct discussions between employees, line managers and recruiters.

An Expert Community to network and provide experts career paths

In 2013, Worldline initiated its Expert community which has expanded to 280 experts (with 50 new joiners during the 2018 campaign) from almost all of our geographies in just 5 years. Worldline experts are provided with numerous opportunities and a stimulating environment to nurture their skills, be recognized internally and externally and evolve in their technical discipline. Worldline experts also take part in the Atos Expert community and participate in workshops fostering sharing, emulation and creativity. In this way, they benefit from mentoring and coaching approaches from more experienced peers. In addition to a specific training path, they also participate in prestigious international seminars or conferences in technical and scientific fields. Finally, by formalizing a career path towards expertise with a dedicated compensation and benefits policy, Worldline experts have the opportunity to progress by being recognized, supported and valued, thus ensuring symmetry of attention with the managerial career path.

Creation of sales career paths

In 2018, the Worldline Global Sales entity has developed a Sales Career path to support Sales development and evolution across Worldline organization. All skills have been identified by job category in order to create a matrix of potential development in different job areas in Sales. This gives a reading grid for training path which gives perspective in the Sales evolution all along their career in Worldline. This career path gives the opportunity to develop talents among the sales community and continuously fit people profiles to business needs.

In 2018, the internal mobility rate was 15% (horizontal, vertical and geographical mobility).

D.3.2.3.2 International mobility

Worldline has always considered international mobility as a key enabler of its business strategy and its employees' skills development and careers. This strong commitment was illustrated by the appointment of a Head of International Mobility within Worldline whose mission is to define and promote the mobility strategy, support the operational HR teams in this respect, work closely with the Atos mobility teams, and provide support for employees throughout the process.

To anticipate this development requirement, Worldline ensures its employees' exposure and readiness through a wide range of mobility opportunities. Opportunities for international mobility within Worldline cover international projects, the organization of multi-country teams, the implementation of offshoring, and talent development programs. Worldline's policies and processes are designed to support this strategy as Worldline strives to reach a level of flexibility to better serve its business and clients.

D.3.2.4 Talent development approach [GRI 103-2 Training and Education]

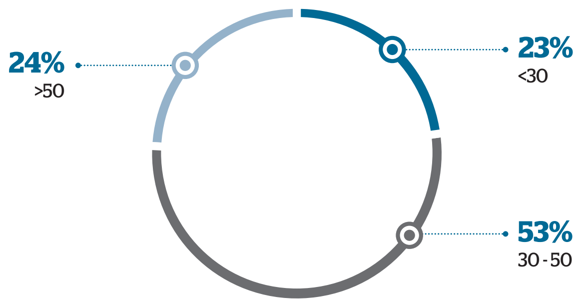
Worldline believes in talent development and career management. Developing soft skills as well as technical knowhow and offering new creative opportunities are indeed a strong motivational factor for people-driven career management, strategically owned and managed by the employee and the Company together. Within Worldline, talented employees also have the opportunity to follow international development programs such as Gold for Managers, Gold for Experts, Atos and Worldline Juniors Group Program and other career development programs. Also, locally initiatives are launched, such as the deployed program at Worldline Belgium which is spread over two years, and gives young workers with potential the opportunity to follow a mini-Management program guided by a personal mentor.

In order to strengthen and renew its talent base and business performance, Worldline is rolling out a Talent Review every year, on a global level for the N-2 and N-3 population as well as on a local level. The goals are to identify talented individuals - top performers with high potential for growth or with business critical expertise - to include them in key positions succession plans but also to build and follow up on individual development plans. The Talent Manager contacts the individuals identified and discusses their current role, career aspirations and needs for development in order to achieve their goals. The goals are to:

- Maximize visibility of talented employees, boost their mobility internally and accelerate their development and give them priority for the most critical positions in the Group;
- Support business success today and tomorrow by putting the right talent in the right job at the right time and build a stronger pipeline of ready high potential successors internally.

Worldline talented individuals follow Worldline and Atos group's programs dedicated to talent development to help them in becoming best in class in their actions and accelerate their career growth. These programs include: Worldline Juniors Group, Atos Juniors Group, Gold for managers, Gold for experts, On the job experience.

BREAKDOWN OF THE EMPLOYEES BY AGE IN 2018



Worldline Juniors Group

The Worldline Juniors Group is a global Worldline Talent Development program which has been set-up in autumn 2017. A first group of European Talents has been selected and is part of this cross-functional circle whose mission is to develop the best individual potential of its members thanks to a combination of personal development sessions and networking opportunities with Worldline top management and colleagues.

It is crucial that Young Worldline Talents get to know the Worldline Group, its strategy, ambitions, culture and portfolio and get insights into the three Global Business Lines and to be able to get a clear view on their own career aspirations.

Different two-day sessions have been organized at different Worldline locations during which participants took part in workshops, discussions with Worldline executive managers and training sessions.

Atos Juniors Group

Part of Atos and Worldline Talent management, the Juniors Group is a self-organized, international, cross-functional circle. Juniors Group mission is to develop the best individual potential of its 40 members thanks to a combination of personal development sessions, networking opportunities with top management and international colleagues. A dedicated curriculum has been designed especially for this group, which includes e-Learning, e-Books, and courses, provided by external experts during meetings to boost learning experience. After becoming a member of the Juniors Group, talented employees are part of the alumni network to keep sharing information and knowledge.

Gold for Managers

Nominated by the Atos and Worldline Executive Committees every year, 80 members of Group Talents are invited to take part in the prestigious Gold for Managers Program. In cooperation with HEC Paris, Europe's leading business school, the Gold for Managers Program aims to develop the future Company leaders and create ambassadors of the Company's values.

Throughout the Program, participants explore Atos' and Worldline's business strategy, work on a project proposed at the beginning of the program, and focus on solutions to the challenges of global profitable growth that Atos and Worldline face. It is a major opportunity to network with talented individuals from different Atos and Worldline organizations, disciplines and experiment cross cultural experiences.

The European Foundation awarded Gold status for the Managers Program for Management Development (EFMD) in the Talent Development category in 2013.

Gold for Experts

Gold for Experts Program was launched in 2013 in cooperation with the Institute for Manufacturing Education and Consultancy Services (IfM ECS) of Cambridge University and the Department for Computer Science of Paderborn University. The goal is to equip Atos and Worldline's Talents with expert profiles, with best in class capability to define and implement innovative end-to-end solutions for customers, helping them to gain competitive advantage.

The Gold for Experts Program includes three week-long modules in Cambridge and Paderborn, combining technological knowledge, business strategies and human insight. The Gold for Experts Intake One is sponsored at Executive Committee level.

D.3.2.5 Ensure fairness & efficiency through diversity promotion [GRI 202-2] [GRI 405-1] [GRI 405-2] [GRI 103-2 Diversity and equal opportunity] and [GRI 103-2 Market Presence]

Worldline seeks to ensure that all forms of diversity are represented in the Group: cultural differences, experienced staff, disabled employees and gender equality. Worldline commits to fight against all forms of discrimination and promote fair and ethical behaviors within its workforce. For this purpose, various task forces have launched long-term action plans. These actions aim for:

- **Gender equality:** equal opportunities for men and women, equal access for all to the same level of responsibility within Worldline. The right balance of men and women in Worldline enables innovation, creativity and collaboration in each team (see hereafter in part D.3.2.5.1);
- **Cultural differences:** capitalizing on Worldline's international diversity by learning to work better together and by encouraging the development of talent wherever Worldline operates. International diversity is the guarantee of the development of Worldline's global and cross-functional organizations. Diversity initiatives especially focus on trainings and local recruitment. "Working with" Aktéos trainings in France, Belgium and Germany or the e-learning on diversity in Chile and Argentina facilitate inclusion of diversity. Furthermore, Worldline supports local recruitment [GRI 202-2]: 93% of experienced managers are local, and 92% of the Company's employees in 2018 were local. Thus, although most of Worldline's employees are located in Europe, the Company employs people of 89 different nationalities and is present in 29 countries [GRI 405-1];
- **Sexual orientation, including LGBT.** In 2018, Worldline has signed the United Nations' Standards of Conduct for Business pledging its support to LGBT+ (Lesbian, Gay, Bisexual, Transgender, Intersex and others) people at work worldwide. Drawing on good practices, the United Nations' Standards of Conduct for Business set out actions to protect the rights of LGBT+ employees, such as eliminating workplace discrimination; making sure business operations do not contribute to discrimination against customers or suppliers; and working with business partners to address discriminatory practices up and down the supply chain. Through the Atos UK initiative, Worldline also joined the LGBT (lesbian, gay, bisexual, and transgender) network;
- **Experienced staff and intergenerational skills transfer:** making sure that Worldline employees, at whatever stage of their career they are in, are given professional opportunities in line with their skills and experience. The active career policy must ensure the right transfer of expertise and skills within Worldline. For instance, intergenerational skills transfers take the form of Mentoring and Reverse Mentoring Programs. These annual or multi-year programs support employee development and networking in the Company, through learning from younger generations or sharing with more experienced colleagues;
- **Disability:** inclusion of disabled people, to ensure continued employment and access to training and equality in career development. The policy of employment and employability of people with disabilities is at the heart of Worldline's CSR commitments. For instance, in France, Worldline has renewed in 2017 the signature of the Group's agreement applicable since 2008. Worldline promotes the inclusion of people with disabilities, as well as continuous employment and access to learning session and equality in their career development. Specific programs have been set up at various sites in collaboration with employees' representative bodies.

The local initiatives are analyzed so that Worldline can assess their possible development across the Company.

D.3.2.5.1 Focus 1: Promoting gender equality [GRI 401-1] [GRI 405-1] [GRI 103-3 Diversity and Equal Opportunity] and [WL7]

Worldline's commitment through the Gender Equity program

In Worldline's highly competitive markets, attracting, retaining and motivating the best talent is one of the most important levers for consistently reaching excellence. A growing part of this attractiveness is now based on the fairness, transparency and equity given to people in terms of recognition and promotion, notably in the form of broader responsibilities during their careers, regardless of gender and wherever the Company operates. Worldline commits to ensuring collective fairness, equality of treatment between genders and balanced access to managerial positions in order to work better together.

Many countries have adopted laws to enforce equal compensation for men and women for equal work value. This issue is the subject of International Labor Organization (ILO) Convention 100 concerning "equal remuneration for men and women workers for work of equal value."

In France, since 2017 the law recommends the internal preparation of an action plan aiming to significantly reduce these inequalities. Worldline did not wait for these instructions before making gender equality one of its top priorities across all its geographies. Although the fields of IT and engineering mostly appeal to men, Worldline employs 30.30% of female employees worldwide and constantly strives to improve this proportion. Thus, of the 81 people that are employed in Worldline's top management team, 18.52% are women [WL7]. In 2018, 5 women were Board members. In alignment with Atos Diversity Program, Worldline has identified new actions that will be deployed in 2019 to strengthen women representation in this category. This would include but not limited to clarifying the process and instructions to ensure that women and men are treated equally during the people review and that women representation criteria is systematically taken into consideration to establish the succession plan.

In Europe, in France and Spain in particular, plans and agreements promoting professional equality have been signed with the social partners. Among other things, these plans aim to promote gender equality at all organizational levels, ensure equal pay for men and women, and secure conditions favorable to the women' career development. Joint bodies have been created to manage and follow up on these measures. This is why Worldline is committed in the long term with its CSR ambition TRUST 2020 aiming to reduce the female capital gap to zero by 2020.

For this purpose, in 2017 Worldline launched its "Gender Equity program" with a dedicated diversity Steering Committee to be able to develop the needed action to achieve this objective. This program aims to ensure that the Company applies the principle of equity for management positions and has been built around three following main streams: Diversity stream, Human resources stream and Communication stream.

Implementation of the Gender Equity program and local initiatives

In 2018, the Diversity Committee has established a purposeful gender equity top twenty guidelines structured around the following pillars:

- **The "Women attraction" pillar** is aiming to provide concrete levers to better attract women and men talents and strengthen inclusivity in profiles Worldline recruits. These guidelines consist notably in ensuring that women and men are equally represented in all IT school partnerships, external events or corporate communication. Worldline has also required from the people in charge of its recruitments to ensure that the pool of applicant is systematically comprised of both women and men candidates;
- **The "Women development and promotion" pillars** were designed to grant development opportunities aligned with Worldline's intrinsic diversity (see examples of actions in HR and Communication streams);
- **The "Women retention" pillar** is aiming to better retain Worldline women and men including but not limited to ensuring that women and men are equally treated (see HR stream).

These different pillars are embodied through the three different streams of the Gender Equity program:

- **Diversity stream.** This stream is responsible for setting the Gender Diversity program as a critical component of Worldline people strategy. Its scope is notably covering the initiatives promoting Gender equity awareness and neutral mindset, the creation and deployment of a dedicated professional network regrouping women and men from Worldline to elaborate and sustain a concrete action plan for Gender Equity.

  In 2018, the Women's Guild of equensWorldline initiative was launched with the aim to create an international network of women sharing ideas and best practices on Gender Equity. This initiative takes the form of monthly webinars covering gender equity topics with up to 200 participants;
- **Human resources stream.** This stream is responsible for formalizing, promoting and deploying in all Worldline regions, the adjusted HR rules and actions to reach exemplary equal treatment for men and women in terms of recruitment, development, promotion and retention.

  In 2018, to better promote, develop and retain women, actions were carried out to ensure that:
  - Both women and men CVs are systematically proposed for internal management positions,
  - Trainings fostering both women and men leadership are provided,
  - Both women and men eligible to Talent programs are nominated,
  - Both women and men are equally treated with respect to people and salary reviews;
- **Communication stream.** In alignment with both the Diversity and Human resources streams, the Communication stream is responsible for driving and ensuring consistency in gender diversity in internal and external communication campaigns. These different communication deliverables aim to boost awareness and best practices, foster equal representation of women and men in testimonials and speaking opportunities, and ensure that corporate materials and recruitment messages are aligned with Worldline Gender diversity vision and strategy.

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Thus, in 2018, in the context of the "Meet the women and men of Worldline" campaign, women and men role models have been identified to represent the Company in both external and internal communication.

In 2018, the Gender Equity program was also integrated into the local actions plans that have been defined to leverage employee's assets and live up to Worldline's ambition and objectives. These actions relates to:

- Excellence of the academic and IT background and skills;
- Personal Involvement: contribution to the Company's development;
- Respect to the values of the Company: Behaviors & Mindset;
- Individual development: Continuous and regular efforts/ attention/willingness to grow as a person and within the Company all along the career.

To track, locally and globally, the progress of the Gender Equity Program, associated Key Performance Indicators (KPI) have been identified in term of woman manager representation, woman retention, attraction and evolution. These KPIs and corrective action requirements have been shared with each regional and Business Line Birectors to identify local actions. The evolution of these KPIs will be monitored monthly with the Gender Diversity Steering Committees and shared quarterly with Worldline Management Committee.

Along with the Gender Equity program, various initiatives are contributing to gender equity such as:

The deployment of a "Woman Leadership" training which has been launched in France and which is aimed to be deployed across the organization worldwide. In 2018, 3 sessions were held comprising 34 women. Likewise Germany has developed specific training empowering women working in a predominantly male environment.

Worldline has also launched in 2018 its association *MixIT*, which goal is to:

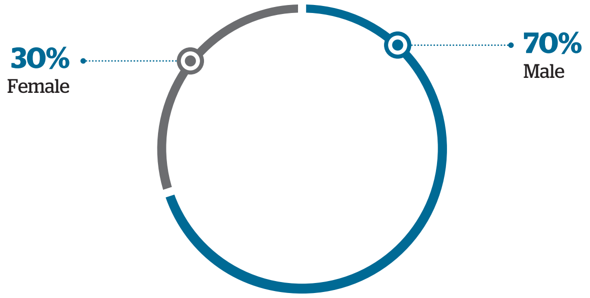
- Contribute to changing the image of digital among young women, making it an attractive field of activity to rebalance gender diversity in the sector;
- Strengthen the exemplarity of our Company in terms of gender diversity;
- Build a truly mixed Association with the support of many women and men members, an idea still pioneering in France. We want to reflect our society and make the subject of diversity, the business of all.

This association has already implemented some actions:

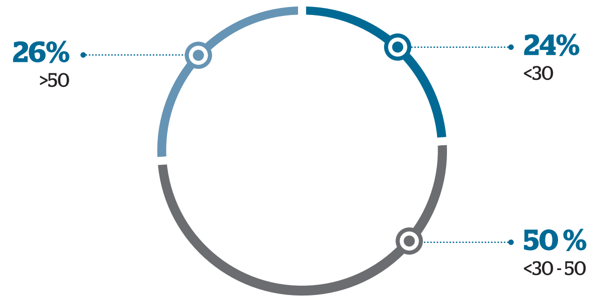
- Develop initiatives with the youngest (*e.g.* "coding snacks");
- Promote female testimonials in conferences (*e.g.* Duchess or Numériqu'elles) to encourage women to pursue an engineering career and provide presentations on the place of women in the digital world;
- Advise on internal training programs (*e.g.*: female leadership);
- Valorize model roles.

Moreover various countries have developed policies fostering work-life balance such as the flexible working policy UK & I policy or the extended maternity leave (when breastfeeding) and paternity leave duration above local legal regulation in Spain.

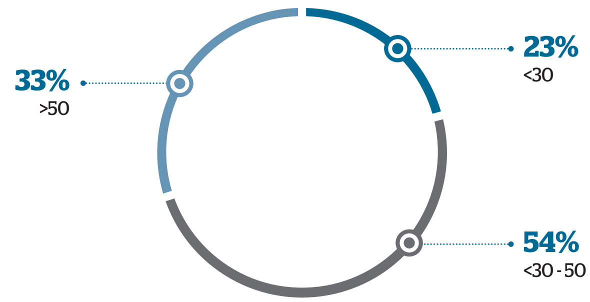
BREAKDOWN OF THE COMPANY HEADCOUNT BY GENDER [GRI 401-1]



BREAKDOWN OF WOMEN BY AGE IN 2018 [GRI 401-1]



BREAKDOWN OF MEN BY AGE [GRI 401-1]



KEY RESULTS AND TARGETS

Indicator	2015	2016	2017	2018	2020 Targets
Gap between the % of females in management positions and the % of females in the overall workforce		7.5%	7.5%	7.3%	0

D.3.2.5.2 Focus 2: Taking disabled people into account [GRI 405-1]

For 10 years, specific programs regarding disabled people have been set up at various sites, mostly in Europe, in collaboration with employee representative bodies. They aim to attract and train disabled people by offering them interesting jobs that accommodate their disabilities. In 2018, the percentage of disabled employees was 1.61% globally.

In France, Worldline promotes the training of disabled people, not only during their initial integration time, but also as part of the continuous training of people who have to face disability at some point in their careers. In 2016, Worldline applied the first social inclusion clauses for public procurement in France. In 2018, 12485 hours of social inclusion are signed for diverse projects at least, a third is already done, leading to 2 long terms hiring the same year.

Particular attention is paid to the integration of people with disabilities in order to adapt the workstation if necessary (by customizing the devices, etc.) or to providing awareness session to the work group, in agreement with the person concerned. Thus, Worldline relies on a network of 19 disability deputies located in all the French sites. These volunteer deputies each dedicate one week per year to guiding and assisting employees. Subject to absolute confidentiality, these key players in the Company disability policy coordinate the multi-disciplinary mechanisms to maintain employment. On average, 30 employees are provided a workplace adjustment each year, about 103 persons were declared to the disability and Employment program in 2017. Each type of disability is now represented within the population declared to HR department, from psychological diseases to severe illnesses or physical disabilities (38%).

Encouraging accessibility and integration at the workplace

Workplaces adjustments have been made in France, Belgium, Germany and Italy main sites and more recently in China, where equipment has been transformed to build offices accessible to people with disabilities (dedicated parking slots, adapted furniture, disabled-friendly toilets, special tables, extra phones for deaf people, etc.). In 2018, Worldline Belgium set up new workplace adjustments for people with disabilities such as a ramp outside going from the parking to elevators. Atos and Worldline organized expert conference days, workshops and demonstrations around digital accessibility at seven Business Technical and Innovation Center (BTIC). Besides, Worldline provides all of its employees with training programs in order to foster the inclusion of disabled people in their teams:

- In France, sign language lessons are provided to make communication between deaf employees and their colleagues easier;
- Actions are held throughout the year to better understand the consequences of illnesses and disability situations through convivial moments such as shows or sports competitions;
- In 2017, the Procurement department in France has been trained on the interest of using the Sheltered workshops;
- In 2018, a wide range of awareness event stood up to celebrate the 10th anniversary of the disability at work program, 20 events occurred in each location.

All these initiatives aim to support employees and applicants who are permanently or temporarily disabled, and also to encourage people to be open-minded about disabilities, both inside and outside of the Company.

Worldline commitment and involvement regarding people with disabilities

In January 2014, Worldline was added to the Group-wide Agreement approved by the French employee representative bodies, and which concerns the employment and professional inclusion of disabled people. In January 2017, Worldline renewed its commitment to the employment and professional integration of people with disabilities in France. A new Group agreement has been signed with French employee representative bodies and will be valid until the end of 2019.

Worldline also uses the support of the sheltered workshops sector on both internal purchases and response to tenders. For instance, Worldline relies on the services of specialized businesses, such as “Le Grain d’Or” in Blois, Tours and for recycling waste, and “ANRH” in Tours and “Illunion” in Madrid for the reception desk. Moreover, the recycling and reprocessing of the payment terminals is carried out by a sheltered workshop meeting Belgian national criteria. For instance, in France, collaboration with sheltered workshops represents the equivalent of 5.43 FTE hiring. Moreover, in 2017, Worldline renewed its trust with the GEIQ Emploi & Handicap by entrusting it with the support of a social integration clause for a new mission in France.

In November 2018, Worldline France has participated to the European Disability Employment Week (EASPD). This week aims at providing equal work opportunities for individuals with disabilities. Worldline has supported more than 200 disabled workers in the last 10 years. For instance, in Seclin, Worldline has offered to its employees a sign language course to encourage the hiring and integration of deaf people.

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In 2018, Worldline launched its first collaboration with two sheltered workshops specialized in computing, the qualification and audit center (CCQA) sub contracted with Avencod and the APF (Association des paralyses de France). Specifically in Italy, there is a special law compelling all companies to respect the percentage of 7% of disable people from direct employees. Workplaces adjustments have been made in Worldline buildings to ensure offices are accessible to people with disabilities.

In Spain, Worldline has been collaborating with Fundación Adecco since 2016, launching initiatives to help people with disabilities find a job. After the first year and corporate volunteer actions, Worldline Iberia trained 22 people with disabilities, among whom 2 have found a job, 4 are in a selection process for a job, 4 have been interviewed and 12 continue their training. In 2018, initiatives counted with the participation to a race that supports Diversity, the organization of two solidary markets at Worldline office in Madrid and the creation of a Family Plan ("Plan Familia") to support families with disable parents.

Additionally, Worldline and Atos UK offers put a specific focus in providing "Inclusive Design Thinking" with an Inclusive User Experience (IUX). For instance, products and services are customized to meet all customers 'experience with modular menus. Worldline also contributes to external standards in "assistive technology" or "adaptive technology" (AT) that includes assistive, adaptive, and rehabilitative devices & software for people with disabilities. AT includes things such as: Braille Devices (embossers & displays), Speech Recognition, Magnification Software & devices, Screen Readers, Recording Devices, Text Phones, Accessible POS (Card payments present challenges for blind & visually impaired people). Worldline and Atos have won several awards in the past years such as the European Digital Mindset Award, the Best Digital Campaign for Accessibility & Inclusion initiative, and the DisabilitySmart Award.

D.3.3 My skills development within Worldline: Learning@worldline [GRI 404-1] [GRI 404-3] and [GRI 103-2 Training and Education]

To create a competitive advantage, companies need to learn faster than their competitors, organizations need to maintain knowledge about new products and processes, understand what is happening in the outside environment and produce creative solutions using the knowledge and skills of all within the organization. Given the critical aspect of learning in an innovative and high-skilled IT company, Worldline puts a specific priority on the skills development of its employees. The inflow of new experience and knowledge keeps the organization dynamic and prepared for change.

In this regards, Worldline moves beyond a learning company and regularly thinks about how to bring learning to its people in different ways with high frequency customizing learning for the Company's culture. To ensure the quality and relevancy of its trainings, Worldline defined a new KPI in the area of Learning & Development in its TRUST 2020 program: 90% of its employees need to be satisfied with the trainings provided by the Company by 2020. In 2017, Worldline started working on a questionnaire and launched the first survey related to the classroom training performed. An action plan per country was conducted, based on the results of the survey to identify areas of improvement. A third survey has been conducted at the beginning of 2019. 4,772 individuals were targeted in the study and 1,135 surveys were completed. This is a participation rate of 23.78%. Overall 87.75% of the surveyed population was satisfied with the training course received.

KEY RESULTS

Indicators	2018	2017	2016	2015	2014
Average hours of training that employees have undertaken during the year	**26.32**	28.13	25.14	18.99	19.23

D.3.3.1 The global Training Plan

The Worldline Training Plan was developed in 2018 based on three priority areas (in continuity with 2017): to strengthen the technological expertise (IT delivery) of its employees, enrich the skills of the sales teams, and develop leadership in order to help managers grow in their jobs.

In 2018, 94% of the total workforce received training from the Company.

D.3.3.1.1 Technological expertise/IT delivery

Worldline strengthened the technological expertise of its employees by identifying both internal and external certification programs. It achieves 6377 internal and external certifications in 2018. Worldline will continue to put a strong focus on the internal and external certification in 2019. Below is an overview of the certifications that Worldline proposes.

EXAMPLES OF INTERNAL CERTIFICATIONS

Agile awareness	47 certifications in 2018
What should you know about payments?	13 certifications in 2018
Launch of PCI in new acquisitions	709 certifications in 2018
Payment certification	4203 certifications in 2018
Contract manager certification for business managers	16 certifications in 2018
Atos agile awareness	93 certifications in 2018
Team leader curriculum	30 certifications in 2018

EXAMPLES OF EXTERNAL CERTIFICATIONS

PRINCE2 foundation & practitioners	30 certifications in 2018
ISTQB	33 certifications in 2018
ITIL	44 certifications in 2018
Project leader	25 certifications in 2018

Project Management Academy

Within the framework of the global PM Academy, Worldline continued to introduce the Internal PM certification in the different countries. The main goals of the internal certification are to leverage the level of skills of project manager and homogenize the practices of project management;

Human Resources and business assessors in different countries as well as Certification centers were organized. Worldline has 69 certified project managers at the moment.

Contract Management Certification

The Contract Management Certification was designed together with the Legal, Compliance and Contract Management department and built jointly with Atos University to help especially Business Managers, through online courses, better perform contract management activities in the daily operations of the accounts. This certification covers the following areas of knowledge, which are directly related to Contract Management: Legal & Contracting (Key Contracting Principles and main legal policies), Finance, Rainbow & Risk Management, Contract Management Methodology for Business Managers, Soft skills (conflict management, negotiation).

D.3.3.1.2 Sales Academy

Launched in 2015, the Worldline Sales Academy aims to strengthen the Company competitive advantage by giving its sales staff the opportunity to develop their skills, increase their sales performance and customer relationships, enrich their knowledge of the market, and foster their personal growth. The Worldline Sales Academy includes a global catalog based on both global and local needs through *Miller Heiman* trainings. Worldline starts working on sales techniques as well as on soft skills.

Worldline has also launched training on payment, with a certification, for all its sales employees.

In 2018, local 150 sales employees participated in sales training courses such as Payment for sales, prospecting, pitching to win and sales Methodology, in order to apply common rules both internally and with customers.

Since 2016, Worldline has organized a Sales event in Barcelona, gathering 250 sales employees and managers, selected from all Worldline and equensWorldline countries by local managers. During this annual 2-day-business-and-teambuilding event, more than 30 teams learned and competed to win a specifically designed business game. This event aims to strengthen the sales community, to foster networking and to learn to pitch our strategic offerings, to give visibility on market and business challenges as well as to encourage best practices, and to share new tools and knowledge.

D.3.3.1.3 Company and leadership culture

Lead Program

For a number of years Worldline has successfully conducted the Lead! Program - the Leadership Development Program - dedicated to the needs of the managers in local countries and considered as a best practice. This program aims at the following strategic targets:

- Effective leaders develop a level of self-awareness and capacity to monitor their own learning and development because they know that leadership attributes can be defined, learned, practiced, improved and passed on to others;
- Create a common understanding of leadership;
- Have common criteria in order to establish a Worldline culture;
- Define guidelines for managers in order to understand their role in the organization and be able to make the link between the vision of Worldline and their daily job;
- Clarify to employees what they may expect from their managers.

In February 2018, a fourth international LEAD program was launched with 14 managers from eight different countries.

Furthermore, in 2018 a second International Lead Excellence program was launched with 18 managers. Worldline is acting in a highly competitive market and is currently going through a phase of massive change and growth initiatives. In this environment in which giving a strategic orientation is key, leaders have to build the capacity to successfully act in the VUCA-World (Volatility, Uncertainty, Complexity and Ambiguity world), displaying their leadership with respect to multiple stakeholders and boost their impact as leaders with respect to their different roles.

This program includes strategic development and entrepreneurial attitude as well as risk management issues and aligning the organization to the developed strategy.

Worldline is also pursuing local implementation of the "Lead! Induction" program. This is a further variant of the "Lead!" program for local and new managers.

Team Leader Curriculum

In 2016/2017 the Atos Team Leader Curriculum was launched within Worldline. This curriculum aims to enable the Company's first time managers and team leaders to create high performing teams, develop customer satisfaction, manage risks and drive collaborative innovation. The Team Leader Curriculum adds significant value by preparing team leaders to handle leadership challenges as well as serving Worldline clients the best way possible. In 2018, programs were launched in France and Belgium with 8 groups of 15 managers and were extended in 2018 to Argentina.

Essential program for managers

All managers of Atos group are keys to the success of the group and for attaining its Ambition 2019. As managers face multiple challenges, a new training program was offered in 2017: the "Essential Training for Managers – Internal First." This e-learning training is dealing with the critical aspects of people development and internal hiring. It is the first adaptive e-learning module. This means that the module provides individuals with different content and questions based on their knowledge and responses. Each person has its own content and questions, and the learner understanding is tested and validated as he moves through the module. Change Management Workshops are also organized every year to help managers understand their new environment, any changes that may have occurred and how to smooth transformation within the organization. Since the launch of the e-learning, 1127 managers have completed the training.

"VALUE" program with INSEAD School

Besides, in 2018, a specific Executives Program has been launched by the Atos group. Dedicated to Atos group's Senior Executives, this "VALUE" program was built with the Business School INSEAD. It deals with the following domains: new business models, new value chains, lead the transformation, networked leadership, and it is certified. The objective is to support our top management in delivering against the challenging Group ambitions.

D.3.3.2 Other training initiatives [GRI 404-1]

Worldline offers other specific programs, as presented here below.

Ethics and security mandatory trainings

Key to the success of Worldline ambition's to become one of the top payment companies is its ability to deliver excellence in all its operations. To achieve this in day-to-day tasks and meet its commitments to customers, it is critical that all Worldline employees work together and consistently follow the Company's compliance policies. Thus, Worldline focuses every year on compulsory training in the following areas: Safety and Security, Code of Ethics, Data Protection, Customer Satisfaction and a "PCI-DSS" training course especially focus on Worldline's core activities. In 2018, some of these courses were refreshed such as PCI-DSS and Data Protection to include GDPR.

In 2018, 82% of Worldline employees completed the Data protection course, 95% completed the Code of Ethics course, 90% completed the Security & Safety Awareness course and 90% completed the PCI-DSS course.

Payment certification

As the European leader in payment and transaction services with the clear intention to consolidate Europe's payment industry, Worldline has developed, together with an external specialist in payment industry and its internal experts from the different European countries, a basic training and certification program of its core business. Therefore, two e-learning modules have been developed ("what is an electronic payment system" and "the electronic payment methods available to the cardholder") along with a final assessment. Already, more than 6100 employees have successfully completed the certification.

Mandatory United Nations' anti-corruption e-learning

As Worldline employees are responsible for compliance and prevention from corrupt practices within the organization and towards third parties such as clients, suppliers and business partners, completion of a new a mandatory United Nations' anti-corruption e-learning was part of the Atos group's Ambition 2019. In that respect, and pursuant to the latest territorial and extra-territorial regulations, in 2018, Worldline asked its 635 top managers and critical employees (such as sales, procurement) to complete this mandatory United Nations e-learning aiming to fight against corruption.

Innovative management program

This program initiated in France aims to give access to all employees and managers the tools to enable them to develop autonomy, team cohesion and commitment. A 2-day training course is offered, where participants come in teams to discover and put into practice tools and methodologies (communication, ability to delegate, skills development, team building) to achieve a more agile organization.

Transconstellation

This is a 16 days talent development program leading to a postgraduate level diploma in financial services management. The program was developed in Belgium with four other financial sector companies and the support of an external partner. It is designed to provide an introduction to the fundamentals of financial analysis and principles, project valuation and the market's players.

Started in 2004, Transconstellation has already admitted 62 employees in the program, including 5 participants in 2018. During this program, attendees will select a business project to work on. They will present the outcome to the top management and sponsors at the end of the program.

D.3.4 Recognition@worldline [GRI 202-1] [GRI 401-2] [WL5] and [GRI 103-2 Market Presence]

D.3.4.1 Compensation and benefits policy [GRI 201-3]

Worldline's Total Remuneration and Recognition Awards Policy are designed to support Worldline Group's strategic ambition to remain the European leader in electronic payment and transactional services, as well as to become a reference wellbeing company.

Worldline relies on its people to achieve its business objectives. In order to attract the most qualified talents of tomorrow on the market, reward performance and innovation collectively and individually, motivate, retain, and accompany employees' career development within the Company, Worldline has designed an appealing, cost effective, fair, market competitive and flexible total remuneration and recognition awards package, in accordance with the local applicable legislation and in line with its business strategy, objectives, values and long-term interests.

In developing and implementing its remuneration package, Worldline mitigates the risks related to unacceptable behavior and strives to limit any incentive to take unwanted or undue risks.

Worldline approach to compensation is based on a total package that includes a fixed salary, a variable bonus for eligible employees and essential benefits coverage aligned with market practices and applicable local regulations. First managerial lines of Worldline and key talented experts may also receive Long Term incentives such as stock-options and/or performance shares. Worldline is also promoting a success based reward culture through recognition award programs, enabling managers to immediately reward their teams for exceptional performance or contribution.

In all its actions and decisions related to total reward and recognition awards, Worldline respects and promotes diversity (gender, race, political views, disability) and is committed to respecting internal equality.

Worldline regularly conducts benchmarking exercises of its competitors to ensure its competitiveness; both in performance level and structure, and ensure that compensation packages are in line with market practices in every location.

D.3.4.1.1 Comparison of minimum wages [GRI 202-1]

In all the countries in which Worldline operates, Worldline's entry level wage (lowest wage in Worldline paid to a permanent and full-time employee) is above the local minimum wage, in line with local policies. In 48% of countries where minimum wage is set up by law, Worldline pays at least 50% more than that minimum. [GRI 202-1].

D.3.4.1.2 Cover for healthcare, benefits for death and disability [GRI 401-2]

92% and 89%, respectively, of health care and disability benefits are offered to permanent employees. Nevertheless, additional occupational medical/health benefits are rare in Germany and Austria. Indeed, the compulsory health insurance is fairly comprehensive in these countries, so supplementary medical benefits are generally not necessary. At equensWorldline Italy, health care and disability benefits are offered to all permanent and temporary employees as required by the collective labor agreement of bank sector.

Death benefits are offered to a majority of permanent employees. In Austria and Germany, death benefits are included in the pension plans and provided in the form of a pension for the spouse and children [GRI 401-2]. As for the former Equens, part of equensWorldline Germany, the decision to pay death benefits will be made on a case-by-case basis.

In other countries, death benefits are mainly provided in the form of lump-sum payments. The principal lump sum amount is sometimes increased according to the family status (*e.g.* in France) and could be doubled for a death as a result of an accident in some countries. In equensWorldline Italy, death benefits are offered to 100% of permanent and temporary employees. The amount paid is defined with the trade unions in the internal collective labor agreement and is linked with the personal gross annual salary.

D.3.4.1.3 Variable compensation

Worldline believes that financial reward drives behavior which impacts business results. The objective of the short-term bonus plan is to focus managerial effort on the achievement of key objectives that drive shareholder value. In this way, the short-term bonus plan is specifically designed to support the Worldline strategy by pro-actively driving behavior required to achieve overall strategic company goals.

Participants are rewarded for the successes they bring to Worldline in meeting financial and qualitative objectives, providing excellent service to clients and inspiring colleagues to contribute to the ongoing increase in the profitable growth of the business.

The applicable Worldline short-term bonus guidelines are defined and reviewed by the Worldline Executive Committee at the beginning of each semester. Depending on local constraints and negotiated local collective agreements, deviations from those Global short-term bonus guidelines could apply.

Worldline's short-term bonus plan is based on financial criteria (mainly Stand Alone Revenue, OMDA, Contributive Cash Flow and Stand Alone Order Entry) and non-financial criteria (like individual Efficiency objectives and People objectives which could include Wellbeing@work initiatives roll-out). The bonus objectives are defined and weighted according to the importance of the business objective.

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Moreover, in order to reinforce the mitigation of the risks relating to unacceptable behavior:

- The scope of the financial objectives is determined collectively and based on audited financial targets as defined in the Company Budget;
- The payout curves per financial and non-financial indicator are capped.

D.3.4.2 Profit sharing agreements and incentives schemes

Profit Sharing Agreements

The establishment of Profit Sharing Agreements is mandatory in France in companies with 50 employees generating a tax profit higher than the remuneration of 5% of equity pursuant to Article L. 3322-2 of the Labor Code. As such, a Profit Sharing Agreement was signed on June 27, 2017 within the UES Worldline France for the 2017 financial year, following a previous agreement concluded on June 27, 2012 within the Atos group for an indeterminate duration. This agreement is applicable to all employees of companies of the UES Worldline in France having an effective seniority of 3 months, continuous or not, within one or more companies of the UES Worldline or the Atos group.

The management of the UES Worldline brought together the unions in the first half of 2018 to negotiate a new Profit Sharing Agreement applicable to the employees of the companies of the UES Worldline. Finally a new agreement has been signed on June 27, 2018 for the 2018 financial year improving the previous one.

Incentive Schemes

An incentive scheme is an optional device whose purpose is to allow the Company to associate more closely, by means of a calculation formula, employees in a collective way to the running of the Company and more particularly to its results and performance through the payment of immediately available premiums pursuant to Article L. 3312-1 of the Labor Code. As such, an incentive scheme was signed on June 27, 2011 for application from January 1, 2011 for a period of three years within the Company and its subsidiaries Mantis and Santéos. This agreement ended on December 31, 2013. A new agreement was signed on June 27, 2014 between the same companies for the 2014, 2015 and 2016 fiscal years.

The management of the UES Worldline signed a new agreement with the unions on June 27, 2017 applicable to the employees of the UES Worldline companies for the financial years 2017, 2018 and 2019.

Employees in Belgium are also associated in a collective way to the Worldline SA and equensWorldline SE results and performance, as well as to the achievement of collective Key Performance Indicators negociated every year, through the payment of immediately available premiums benefitting from a local specific tax and social security treatment.

D.3.4.3 Equity plans [WL5]

D.3.4.3.1 Group Savings Plan

A group or company savings plan is a collective savings system that offers employees of member companies the opportunity to build investment portfolios with the help of their employer. In particular, it may receive contribution from a profit-sharing or incentive scheme, as well as voluntary contributions. The sums invested in a company savings plan may not be withdrawn for five years, except in the case of early release provided by law. The establishment of a savings plan is mandatory in France in companies having set up a Profit Sharing Agreements pursuant to Article L. 3332-3 of the Labor Code.

A group savings plan was concluded within the Atos group on July 17, 2000 for an indeterminate duration and was subject to several riders, the last of which was dated on October 24, 2018. This plan is available to most of the Atos group's companies (including Worldline Group companies) and offers employees of these companies with more than three months of seniority the opportunity to immediately invest all amounts paid to them to subscribe for shares in company investment funds ("fonds communs de placement d'entreprise" –FCPE).

A company savings plan was created within Worldline on October 6, 2014 for an indeterminate duration. This plan is offered to Worldline Group member companies and offers employees of these companies with more than three months of seniority the opportunity to immediately invest all the amounts paid to them in the subscription of shares in company investment funds (FCPE), in connection with the Worldline's "Boost" employee shareholding. This plan was the subject of an amendment on September 1, 2015 and October 30, 2018.

D.3.4.3.2 Employee Stock Ownership Plans/Boost

The first Worldline Employee Stock Ownership Plan ("Boost") was launched on November 20, 2014. For a description of this plan, please refer to the Registration Document for the year 2014. Boost 2015 was launched on December 4, 2015, in accordance with the 17th resolution of the General Shareholders' Meeting of May 28, 2015. Respectively 22% and 23% of the eligible population participated in Boost 2014 and Boost 2015. For a description of this plan, please refer to the 2014 and 2015 Registration Documents

.In December 2018, Worldline employees had the opportunity to participate in both the Worldline Group employee stock ownership plan, Boost, and the Atos group employee stock ownership plan, Share.

The design of both plans is similar to the previous offers. Boost 2018 enabled employees to invest in Worldline shares at a preferential price through an employee shareholding fund (fonds commun de placement d'entreprise (FCPE)) that issues units representing Worldline shares. Share 2018 enabled employees to invest in Atos SE shares at a preferential price through an FCPE that issues units representing Atos shares. Employees were offered the possibility to participate to either Boost or Share or both. Those participating in the plans have therefore a direct association with the evolution of Worldline's and Atos SE' stock market values as Worldline and Atos realize their ambitions.

Both plans offered the following features:

- Benefit from a 20% reduction on the price of each purchased share, compared to a price calculated over a reference period;
- Possibility to receive a contribution equal to a number of matching shares depending on the number of purchased shares;
- No brokerage or administration fees as long as the subscriber stays within the Atos group.

For regulatory reasons, the plans were only offered to eligible employees in Argentina, Austria, Belgium, Brazil(1), China, Czech Republic, Estonia(2), Finland, France, Germany(3), Hong-Kong, Hungary(1), India, Indonesia(2), Italy(3), Latvia(2), Lithuania(2), Luxembourg, Malaysia, the Netherlands, Poland, Singapore, Spain, Sweden, Switzerland, Taiwan, United Kingdom and the United States of America(3).

More than 23% of the eligible population participated to either Boost 2018 or Share 2018 or the mixed option.

D.3.4.3.3 Stock Options/Performance Shares

Performance shares and stock-options plans decided on July 21, 2018

The Board of Directors decided, during its meeting held on July 21, 2018 and upon recommendation of the Nomination and Remuneration Committee, to proceed with the allocation of a maximum of 262,000 stock-options of the Company and of 366,685 performance shares of the Company in favor of the first managerial lines of Worldline, key talents, key experts and selected juniors. The characteristics of the performance shares and stock-options plans are identical to the plans described in Section G.3.2. to the benefit of the Senior Executive Officers.Performance shares and / or stock-options plans have also been decided in 2014, 2015, 2016 and 2017. The details of those plans are available in the registration document for the concerned year. Besides, detailed information on the number of outstanding shares or stock options relating to previous grants and on the achievement of the performance conditions are available in Sections G.3.2.8. and G.3.2.10.

Performance shares and stock-options plans decided on October 18, 2018

The Board of Directors decided, during its meeting held on October 18, 2018 (with a grant date set at January 2, 2019) and upon recommendation of the Nomination and Remuneration Committee, to proceed with the allocation of a maximum of 130,550 stock-options of the Company and of 93,700 performance shares of the Company in favor of key managers of the SIX Payment Services group of companies. The performance conditions are in line with those decided on July 21, 2018 but relate to the years 2019, 2020 and 2021.

D.3.4.3.4 Supplementary pension plan

Members of the Executive Committee of Atos SE who end their career within Atos SE or Atos International SAS benefit from a supplementary pension plan within the framework of Article L.137-11 of the French Social Security Code.

Terms and conditions of the supplementary pension plan applicable to employees or Directors of Atos International SAS or Atos SE, members of the Executive Committee of the Atos group.

The benefit of this scheme is subject to a presence condition within the companies Atos SE and Atos International SAS upon the liquidation of pension's rights in accordance with article L.137-11 of the French Social Security Code. In 2015, the supplementary pension plan rules were amended including the strengthening of the acquisition rights by providing for an acquisition of these rights conditioned upon the achievement of performance criteria as set annually by the Atos SE Board of Directors.

Change of the terms and conditions for determining the amount of the pension supplement

The annual amount of the pension supplement is 0.625% of the reference compensation per entire calendar quarters of seniority recognized by the scheme. The reference compensation is the average of the last sixty monthly compensation multiplied by twelve;

For the assessment of this reference compensation, only the followings are taken into account:

- The basic compensation;
- The annual bonus actually paid excluding any other form of variable compensation. This annual bonus is taken into account within the cap of 130% of the basic compensation. Entire calendar quarters of seniority are only taken into account to assess the amount of the pension supplement if they relate to a year during which the performance conditions set by the Board of Directors are achieve.

Cap on the pension supplement

The annual amount of the pension supplement paid under the present scheme cannot be superior to the difference between:

- 33% of the reference compensation above mentioned; and
- The annual amount of the basic, complementary and supplementary pensions.

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(1) In Brazil and Hungary only Share were offered.

(2) In Estonia, Latvia, Lithuania, Indonesia and China, only Boost was offered.

(3) In Germany, Italy and United States of America, subscription to Boost 2018 and/or Share 2018 was in direct shareholding and not through a FCPE.

D.3.5 WorkingConditions@worldline [GRI 102-8] [GRI 102-12] [GRI 102-13] [GRI 102-41] [GRI 403-2] [WL4] [GRI 103-2 Occupational Health and Safety] and [AO2]

D.3.5.1 Respect of Human Rights and social dialog [GRI 102-12] [GRI 102-13]

D.3.5.1.1 A culture of permanent and effective social dialogue [GRI 102-41]

Worldline acknowledges that employee representatives must play a comprehensive role concerning the most important and confidential issues faced by the Company. In each Worldline country, the Works Council and employee representatives meet on a regular basis as required by labor laws, or attend Extraordinary Meetings to address specific topics. For instance, each month, the French Works Council is informed by the management team on the Company's economic performance: turn-over detailed by entity, operating margin, sales pipeline among others. Each organizational change is commented and analyzed. In the German Works council, the management team shares strategies, projects and everything around Worldline employees in "Plenary Information Sessions". Employees are also informed through newsletters or weekly posts on the blueKiwi community about everything that is important to know locally and globally.

Worldline managers also take part regularly in the European Work Council Meetings to present Worldline's activities. The Secretary of the Atos group SE Committee is a Worldline employee. In addition, two of the six representatives from Atos group SE Committee are Worldline employees.

During Ordinary Meetings, topics of common interest are discussed at the Group level, such as Group strategy, announcements of financial results, acquisition plans, sales forecasting, quality issues and *Wellbeing@work* projects. Social dialog is a fundamental part of Worldline culture. Several Worldline employees also sit on the Board of Directors and have access to confidential and strategic information.

In addition to holding regular meetings with the Societas Europaea (SE) Committee, Worldline management and employee representatives have also agreed to set up other Committees to enable constructive, practical dialog, in the interest of all concerned. For example, subjects to be discussed in these Committees are:

- Participation Committee;
- Data Privacy;
- Wellbeing@work

Example of effective social collaboration

In 2018, all Worldline countries Works Councils were informed about the new SIX Payment acquisition and its consequences for employees. The employee representatives' body was involved from the very beginning of this project in the SE Committee and the Works Council in each country. Monitoring work on the integration of Six Payment into the Worldline Group was also part of the agenda.

D.3.5.1.2 Measures to ensure implementation of Human Rights through International Labor Rights

Worldline is determined to embed the respect and promotion of Human Rights into every function, role, and corner of its business. As a signatory of United Nations Global Compact since 2016 which includes commitments with ILO conventions, Worldline ensures the protection of international labor rights in its organization and its value chain and states that it is not engaged and have not been suspected/ accused in any form of breaches on international labor rights. The Company supports and respects the principles of the Universal Declaration of Human Rights of 1948, the OECD Guidelines for Multinational Enterprises, the United Nations Guiding Principles on Business and Human Rights and the International Labor Organization (ILO 87 or 98) Declaration on Fundamental Principles and Rights at Work. As an active participant of the UN Global compact, Worldline ensures compliance with the following principles regarding labor rights:

- Supporting and respecting the protection of internationally proclaimed Human Rights;
- Making sure that Worldline is not complicit in Human Rights abuses;
- Upholding the freedom of association and the effective recognition of the right to collective bargaining;
- Rejection of all forms of forced and compulsory labor;
- Effective abolition of child labor.

As part of the Atos group, Worldline commits to respect the International labor rights principles through the Atos Human Rights policy and the Human right policy statement. In this document, Atos and Worldline state that they act to prevent from infringements on internationally recognized human rights. The Group also commits to respect freedom of speech in all its entities.

In 2018, 11% of the total employees of Worldline worked in sensitive countries (China, India, Singapore, United States) regarding violations fundamental rights at work (against 12% in 2017 and 10% in 2016), according to the International Labor Organization (ILO) and the Freedom House research on political rights and on civil liberties. Worldline is fully aligned with the labor rights in each country and this compliance has always been satisfied and managed accordingly.

The Worldline's Human Rights commitments are also set by the Code of Ethics that confirms that Worldline will always make decisions based on skills without consideration for nationality, sex, age, disability, sexual orientation and political or religious conviction.

In addition, Worldline screens partners, including suppliers, before entering into contract with them in order to ensure due diligence and better select suppliers who do not use or accept that their own suppliers and subcontractors make use of child or forced labor. Also, suppliers must not practice or support any psychological or physical coercion and must respect individual and collective liberties and comply with labor laws as stated by the new supplier charter entitled *Business partner's commitment to integrity* shared with the Atos group. For more information, refer to the Section D.4.2 "Ethics in the supply chain" of this document.

D.3.5.1.3 Collective bargaining agreements [GRI 403-1] [GRI 403-4]

Worldline is convinced that developing collective bargaining agreements contributes to create a space of discussion between all Worldline's employees and managers, thus fostering a better work environment. Thus, Worldline not only follows local and international regulations and requirements regarding labor rights, but also covers 78.27% of its employees with collective bargaining agreements [GRI 102-41]. Indeed Worldline has signed collective bargaining agreements with trade unions and staff representative bodies that enable employees to benefit from favorable statutory requirements regarding working conditions.

Worldline's collective agreements and commitments cover health and safety matters, duration of maternity/paternity leave, working time, wages, notice periods, vacation time (usual and exceptional such as wedding, birth, relocation, etc.) as well as training. Thus, in France, the Unions and the HR department meet on a regular basis to negotiate company-level agreements about topics such as wage, gender equity, profit sharing, quality of work life, prevention of psycho-social risks. Worldline France has also signed specific agreements addressing the following topics at:

- Disability: "Agreement on the employment and inclusion of disabled workers" – January 25, 2017;
- Gender equality: "Agreement on gender equality" - May 11, 2015 (in the process of renegotiation);
- Employment of over-fifty: "Action plan for the generation agreement" - October 18, 2013;
- Teleworking: "Group agreement on teleworking" – December 8, 2016;
- Strategic Workforce Management: "Strategic Workforce Management" - September 9, 2013;
- Work-life balance and occupational health and safety: "Agreement on the prevention of psychosocial risks" – July 1, 2014 (in the process of renegotiation).

In Belgium, on top of the national collective labor agreements that are applicable in its sector, Worldline is also negotiating company labor agreements with Trade Unions on different topics such as: Collective bonuses, working schedules for specific functions, rules linked to standby hours etc. Collective parameters are determined together with employer and employee representatives and collective targets for the ongoing year are set. Each employee contributes to the achieving these targets.

In Austria, Worldline is also supporting the chamber of commerce with inputs on its negotiations with the Trade Unions regarding the applicable collective bargaining agreement.

EquensWorldline entities have also signed collective bargaining agreements with the Unions that enable employees to benefit from favorable statutory requirements regarding working conditions. The Collective Labor Agreement (CLA) of the Bank sector applicable to equensWorldline in Italy and the Netherlands requires this kind of internal agreement to guarantee to the employees specific benefits regarding health insurance, pension found, collective bonus, paternity leaving, part time rules, working time, bonus for student, etc. The last important agreement signed is related to the introduction in Italy of the "Smart Working" a new modality to work from home to balance the private life and work.

In the Netherlands, equensWorldline focuses on the reintegration objective during sickness period, aligned with Dutch law. Specifically for illness after two years, equenWorldline is also 'bearer of the risk' and has a dedicated insurance to protect its employees from any additional cost related to their reintegration for 10 years. If reintegration is not possible, equensWorldline has to provide for outplacement.

D.3.5.1.4 Social Collaboration & Knowledge Sharing [AO11]

Since the launch of the "Zero E-mail initiative" in 2011, Worldline has dedicated a specific team (SC&KS) on raising awareness about the benefits of the collaborative toolset as an alternative to emails as well as on widening and deepening the expertise in the Company when it comes to the tools: blueKiwi, Circuit and SharePoint.

The use of the collaborative tools is now widespread across Worldline with tools such as ZEN/blueKiwi and SharePoint now firmly anchored in the Company's working habits. Moreover, Circuit – our latest product – is now fully functional and ideally completes the Company toolset by enabling individual and group conversations, audio and video calls, screen sharing and guest access. This tool is progressively adopted by employees. As part of Atos Digital Workplace initiative, a reporting is set up in order to monitor the adoption and the use of these tools.

The collaborative toolset provides substantial benefits on several levels:

- For the employee: it streamlines collaboration with in and in between teams and contributes to a greater sense of belonging. It facilitates the access to expertise and enables employees to rapidly receive answers to their questions while showcasing their skills. This combination of community feeling, improved collaboration and information flow has a direct and positive impact on their wellbeing at work;
- For the Company: enhanced team collaboration has several effects on the Company. First, it makes the Company more responsive by simplifying the communications processes. Then, it creates new collaborative spaces where ideas can be discussed, knowledge produced and initiatives taken ensuring a company that is more flexible and reactive to a fast-evolving world. Finally, long-term storing of information eases the welcoming of new employees, be it through hiring or mergers;

- For Worldline's footprint: questioning working practices and improving digital collaboration can help Worldline employees to be more mindful regarding the environmental impact of new technologies.

The SC&KS Team recently launched new initiatives to ensure that the current needs are met within the Company. These actions fit within the broader strategy which aims to optimize the understanding and knowledge of the toolset within the Company and to ensure a greater autonomy in the daily use of blueKiwi, Circuit and SharePoint.

1. The creation of a centralized help center where users can access best practices, organize trainings and request spaces;
2. The planning of monthly calls with every new hire in Worldline to present our collaborative toolset;
3. The possibility to schedule *ad hoc* trainings for teams to answer to their specific needs and to adopt an employee-centric approach.

D.3.5.2 Health and safety policies and working conditions [GRI 403-1] [GRI 403-2] [GRI 403-3] [GRI 403-4] [AO16]

D.3.5.2.1 Smart Working Conditions

Worldline gives priority to permanent and full-time working relations with its employees: 97.50% of people in the total workforce are under a permanent employment contract and 91.20% of these people work full time. Nevertheless, Worldline accepts part-time work situation if an employee considers that it is better for his or her work-life balance [GRI 102-8]. Specifically in Germany and Austria, a lot of different part-time working models are offered to better answer employee's desire to reduce their working time in order to spend more time with their families.

Worldline operates in collaborative mode, allowing remote working, which offers more flexibility for employees in their work-life balance. Worldline France has a high percentage of telecommuters (who use remote working): 26.5%, of which 46.5% at the headquarters in Bezons. The telecommuters sign a contract amendment to organize their remote working. Worldline Italy also joined this practice in 2018 by offering all its employees the possibility to work remotely 1 day per week.

All these initiatives, used to create a healthy and smart working environment, help lower the Company's absenteeism rate. The absenteeism rate among operational employees was 2.7% in 2018 [GRI 403-2]. In 2018, 23 occupational accidents were reported [GRI 403-2].

D.3.5.2.2 Health and safety risk management

1) Health and Safety Committees

In France, Occupational Health and Safety (OHS) Committees composed of elected employees are the point of contact for matters relating to health, safety and working conditions. Convened by management at least on a quarterly basis and for Extraordinary Meetings when necessary, the OHS Committees are consulted by management prior to implementing any plan that may have consequences on working conditions for example premises or move. In Belgium, the Committee for Prevention and Protection at Work (CPPT) meets monthly. Improvements in the work place and working environment are shared with this Committee and working conditions are discussed with employee representatives. They are given the possibility to test new infrastructures proposed by external ergonomists (*e.g.* chairs, IT equipment) and provide their input on planned improvements and renovations. Beyond their regulatory role, the members of the OHS and the CPPT Committees are partners in managing issues related to working conditions and the protection of employees.

2) Assessing and preventing risks with safety instructions

Worldline, the OHS Committees and the CPPT work together to update a Unique Risk Assessment Document (or DUER) for all of Worldline's sites. This document lists all the potential risks to which the employees may be exposed to when working. It details, the level of occurrence, the probability and gravity of these risks, and the related preventive measures. In 2018, 100% of all operational sites have conducted an employee health & safety risk assessment in France.

In addition to the Unique Risk Assessment Document, Worldline management publishes safety instructions for each site to inform employees of the proper behavior to adopt on site with regard to potential risks. A yearly exercise is planned with all employees in order to test the proper execution of the security guidelines.

Besides, medical checks are conducted for all employees in major sites on a regular basis. Thus, in Italy, an external consultant is responsible to check that the Company is compliant with the safety laws.

Finally, Worldline succeeded in renewing in 2018 its OHSAS 18001 certification for its offices of Madrid and Barcelona in Spain the. This international standard provides a framework to identify, control and decrease the risks associated with health and safety within the workplace.

3) Training first aid volunteers at the workplace

On a regular basis, specific training regarding safety at work and regular fire drills involving all employees and the employees responsible for first aid and fire aid are organized on main sites.

Volunteer employees at every site are entitled to receive training funded by the Company in order to learn basic first aid and about occupational risks. The training leads to a qualification which is recognized on a national level, regardless of the Company. These employees are contacted to intervene, for example in the case of a workplace accident involving an employee, and are authorized to contact the ambulance service. These employees regularly attend training courses to refresh their knowledge. More specifically in Belgium, real life exercises are planned during the year to test the correct intervention by the first aid helpers.

D.3.5.2.3 Identify and mitigate psychosocial risks

Even though occupational diseases are not a material issue in the IT sector, Worldline is fully committed to preventing and controlling psychosocial risks. Since 2010, Worldline has worked with employees' representatives and outside experts to identify and measure stress in its workplaces.

As stipulated in an Atos group France agreement on the prevention of psychosocial risks (updated in 2018), Worldline has created a training module dedicated to the prevention of psychosocial risks in order to improve working conditions and the work-life balance. As the training of management is key to prevent diseases related to psychosocial risk among employees, members of management and the HR department as well as Trade Union members attend the training course. Additionally, in 2017, Worldline France has launched a specific survey on "psychosocial risks" in close collaboration with the Health Committee in order to proactively identify potential risks and take appropriate preventive actions in each site. This anonymous biannual survey is conducted by an independent auditor to address all employees about their stress level. The results are analyzed to improve the Company practices. Besides, in general, employees can consult with several confidants (on HR and on business side). These confidants are well trained to deal in a correct way with the most delicate topics related to the work environment.

Furthermore, in 2018 a new service has been launched for all French employees: an anonymous hot-line 24 hours a day, 7 days a week for employees to call psychologists in case of malaise.

In 2018, a dedicated action plan was set-up in Belgium to prevent chronic stress and burn-out after the "psychosocial risk analysis" conducted in 2017 in strong collaboration with the Committee for health and prevention. In addition to the existing "Learning & development" initiatives that have been put in place for managers to detect and recognize the first signs of a possible "burn-out", Worldline Belgium now offers to all managers and teams a special new course focused on both the prevention of burn-out and wellbeing:

- **Mental resilience trainings:** employees receive the opportunity to attend, on a voluntary base, an individual coaching with a certified coach to discuss personal situation and make them more resilient towards stress situations, etc.;
- **Co-determination workshops:** specifically designed for managers, these co-development workshops between peers, opened to all who wish to work on these subjects, foster knowledge sharing on managerial practices while taking the daily reality into account. They are facilitated by a trainer-coach using a specific methodology that enables them to learn from each other. A best practice identified for managers is, for example, to stay connected with their suffering workers to improve their mental condition and ease their return later on.

In Frankfurt and Aachen, Worldline also conducted a psychological risk analysis to ensure both physical work place and psychological environment fulfill the standards.

In the Netherlands as in Finland, equensWorldline offers physiotherapy and psychological counseling to employees. In 2017, Netherlands Yoga lessons were organized in the building to lower stress. In the Netherlands, Worldline offers once each couple of years a health check to our employees.

D.3.5.2.4 Employee awareness on health prevention

As part of the Wellbeing@worldline program, Worldline has implemented initiatives to create awareness on the importance of well-being and health prevention.

Some examples of these initiatives across countries are presented below:

- Worldline India annually organizes "Health Week," proposing various health-related activities such as yoga sessions and trainings, consultation by experts and health checkups;
- Worldline Germany and Austria regularly organize health events on their main sites every two months with different focuses such as fruit week, fitness, yoga or tai chi sessions as well as workshops on health. Worldline Austria also organizes free medical check-ups for all employees;
- Worldline Belgium has set up a dedicated Cafeteria Plan to implement specific actions in the workplace related to health and safety especially for older employees (50+ & 55+), such as: break-out moments, work-life balance measures, knowledge sharing, health and active ageing measures or paid medical checkup. Each older employee can choose two or three different activities from this cafeteria plan for the coming year. Worldline Belgium also offers other initiatives to all of its employees: sport week, representing different sports activities such as tai chi, yoga, football, fitness or dance, etc, health sessions with experts, health checkup, awareness relating to healthy food with the "Thursday is Veggie Day" or Mobility Days during which the use of more healthy and more sustainable ways to come to work are promoted.

Worldline also provides financial support to its employees on sport or fitness activities in its main geographies.

D.3.5.3 Promotion of well-being

D.3.5.3.1 Taking into account employee expectations [WL4] and [AO2]

Employee satisfaction – Great Place to Work® survey [AO2]	2018
Great Place to Work® Trust Index	59%

Great Place to Work® survey [WL4]	2018
Response rate	75%

	2018
Management trusts people to do a good job without watching over their shoulders	71%
People here are given a lot of responsibility	69%
Management shows appreciation for good work and extra effort	49%
Management genuinely seeks and responds to suggestions and ideas	51%
Management involves people in decisions that affect their jobs or work environment	42%

In addition to holding formal discussions with staff representative bodies, Worldline asks all its people to complete the annual satisfaction survey entitled Great Place to Work®. This international survey, which is administered by the independent Great Place to Work institute®, provides a detailed view of employee objectives and expectations and the areas for improvement that they would like to see the Company address. The survey is structured in five dimensions: credibility, respect, fairness, pride and camaraderie. In 2018, 27 countries took part in the Great Place to Work® survey [AO2].

The response rate for the participating countries was between 49% and 100%. This clearly means that the results obtained can be considered as representative. A global action plan will be established for Worldline and each individual country based on data analysis. The purpose of the action plans will be to increase the overall level of employee satisfaction to reach 60% in the Great Place to Work® Trust Index by 2020.

Following this survey, specific workshops are held on a regular basis in response to requests from managers in order to share information about the results of Great Place to Work® and to discuss the support received from HR teams and management to employees.

KEY OBJECTIVES

Indicator	2015	2016	2017	2018	2020 Targets
% employee satisfaction as measured by the Trust Index of the Great Place to Work® survey	50%	57%	58%	**59%**	60%

D.3.5.3.2 Initiatives to foster dialogue and well-being among employees

To move towards its ambition of being a Great Place to Work®, Worldline, through its local entities, has implemented many well-being initiatives with different purposes. The Company has identified an action plan that is adapted locally to cover specific needs and entails three dimensions of well-being:

- **Top-down initiatives.** Indeed, reports from the GPTW survey showed a strong need for information and communication on news and business strategies across all countries;
- **Bottom-up initiatives** to encourage dialog, improve the integration of employees' expectations and foster the employees' team spirit;
- **Networking and teambuilding initiatives,** in addition to the annual *Wellbeing@worldline* week organized in all countries, during which many different activities are proposed each day, from the health day (with healthy breakfast and workshops on health related topics), to the strategy sharing day, or the festive day with funny activities. Employees also have the opportunity to contribute to social initiatives for local communities.

Top-down initiatives, with two different kinds of actions that have been implemented:

- **Management roadshows** to better communicate about the Company vision and challenges. For example, at least once a year, the Manager of Production Services organizes General Meetings in the main European sites to present the strategic guidelines. All entities have implemented their own management roadshows to share top management's vision and forthcoming challenges, wherever it was possible: whether with the annual Claude France General Meeting in France, with the Town Hall Meetings in Belgium, India and Latam countries, with the quarterly executives roundtable at each site in the UK or with bi-yearly meeting "Commit & Empower" for managers or the "World Café" workshops in Belgium to enable employees to discuss vision and strategy with their management. Each region sets up one or more management sessions per year that highlights business priorities, insights, the management vision, ongoing projects and achievements. In, 2018, the Germany entity has initiated a new form of internal communication through the "Coffee clatsch". Once a month, the management team organizes a discussion on specific topics in an informal atmosphere. Colleagues may ask question and become a part of the discussion. Another appreciated initiative is the CEO Breakfast organized mainly at European sites and in France. Moreover, against the background of the recent equensWorldline joint venture, management initiatives were specifically strengthened in order to facilitate integration;
- **Global and local newsletters or magazines** to provide Worldline business and well-being related information to all employees on a regular basis. In addition to global newsletters managed on a world-wide level, some entities issue their own publications like the monthly newsletter "Sabías que" in Spain (launched in 2017) or the bi-annual Worldline-India Magazine that focus both on the Company's business news as on employees' contributions.

Bottom-up initiatives that include the following three different actions:

- **Establishing working groups to encourage dialog** and better understand employee expectations. Worldline France has been a pioneer in this regard by implementing the "Bottom-up initiative" that consists of ten working groups that help to understand everyday reality and identify areas for improvement. More than 110 volunteers have joined these working groups to address issues in the Wellbeing@worldline program (with topics such as communication, sharing, recognition and working conditions). These working groups represent a special channel for communication with as the employees are regularly informed about latest events and other changes in the Company. One of the new actions that resulted from this initiative is called "innovative management", and it goal is to train managers to new methods of management and collaborative sharing based on agile techniques. Similar initiatives have been organized in other regions such as the Dhamaal Buddies Meetings in India, the HR Newsflash webinar for all managers in Belgium or the Culture Program in the Netherlands that consists in brainstorming around the appropriation of Worldline values for newcomers in order to ease and give meaning to their integration;
- **Recognition actions.** The new Accolade Reward Program launched in 2016 and carried out both in 2017 and 2018, aims to strengthen the sense of belonging and recognition among employees. This program consists in enabling each employee to reward a colleague or a team that stands out for their work and involvement within the Worldline Group (a successful project, a commitment from a team, etc.). There are four types of Accolade Rewards: three individual rewards (gold, silver and bronze) and one team reward "Champagne". The second edition of Accolade Reward Program in France was a success: 82 awards were given by the employee representative jury (versus 55 last year). A total of 312 employees were rewarded: 68 individual awards (16 gold, 32 silver and 20 bronze) as well as 14 teams including a special prize of the Jury awarded to all the employees implicated in the recruitment of Worldline Talents. Beyond the numbers, Accolade rewards have confirmed the commitment of employees to appreciate, highlight and say thanks to their peers, across business line (43% of cases). This initiative was also implemented in Spain, Latam countries and the UK (together with the Worldline Star program).

  In addition, Worldline Luxembourg is well represented in the Innovation Award category (winning an innovation award three years in a row and Worldline India has its Spot Awards that reward employees on the floor during the workday for an extraordinary achievement or putting in extra effort to achieve business goals.

  More generally, India and LATAM regions celebrate employees completing long service in the organization (5 years, 10 years, 15 years and 20 years, etc.);
- **Working conditions actions.** Worldline constantly strives to improve the work environment of its employees, whether through the renovation of the building like in Brussels and Seclin, or by adding new spaces capable of responding to the arrival of new employees. The renovation of the workspaces by the Logistics & Housing team aims to make spaces more efficient by integrating new ways of working, interacting with a team that promotes motivation and productivity (such as the "day without meeting" a pilot in the MTS Service Line at Worldline Iberia every Tuesday afternoon, as well as the development of remote working).

Networking and teambuilding initiatives that can be divided in the two different types of actions:

- **Networking events** are organized in all regions, in the form of the "Fresh Connection" event in France and "Young Worldline" Belgium (gathering trainees, interns and young employees), regular different events in the UK (Sports Days, Cinema Events), regular informal sessions named "kwartaalborrel" in the Netherlands, "happy hours" after work in Germany (to celebrate won contracts) or through the "Fun Committee" in Luxembourg. These initiatives are often completed by an annual party/special day or a teambuilding event, such as the New Year's Evening Party or Company Parties in Germany, a yearly party as well as a "sinterklaas" celebration in the Netherlands, an Annual Event in Luxembourg or the Republic Day and Independence Day celebrations in India. APAC countries like France also put a special focus on networking with local universities to promote Worldline brand and facilitate future recruiting. In Finland, Christmas and summer parties are organized for all equensWorldline. In India, celebrations happen throughout the year such as Diwali celebrations, the Traditional Day or the Dandiya Evening or the Women's Day celebration;

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- **Sportive events** are also highly valued as part of the well-being program. France and the UK organize "Corporate Games": inter-company sporting events where employees proudly represent the Company's colors. In France, those games occurred for the second time in 2018, and involved 60 employees coming from five different countries in a-three-day competition. In addition, Worldline participates in different runs such as the Corporate Chase in Frankfurt, the 20 km of Brussels, and the Paris Versailles. In 2018 those runs have gathered numerous employees from all geographies, notably from France, Belgium, Italy, the Netherlands and Germany. The Company is also involved in the Standard Chartered Mumbai Marathon. Worldline India has also organized its own marathon for the second time in 2018. Over 130 employees participated in this run held in Sanjay Gandhi National Park in Mumbai. Football and cricket tournaments were held as well in 2018 in India with enthusiastic participation from Worldline employees. More generally, Worldline promotes alternative transports such as bicycle, especially in France and Belgium which contribute to the practice of physical activities.

D.3.6 Key performance indicators about Human Resources

The closing of the acquisition of SIX Payment Services was completed on November 30th 2018. Thus, the SIX Payment Services entity has been included in the workforce since December 1st 2018. For 2018, the total workforce including SIX Payment Services is 11,502 employees. However, SIX Payment Services is excluded from the scope of all other indicators below.

							2018 Perimeter		2017 Perimeter		2016 Perimeter	
GRI	**Indicators**	**2018**	**2017**	**2016**	**2015**	**2014**	**Per employee**	**Per revenue**	**Per employee**	**Per revenue**	**Per employee**	**Per revenue**
WL5	Employees stockplan	**Qualitative**	Qualitative	Qualitative	Qualitative	Qualitative	**-**	**-**	-	-	-	-
GRI 102-8	**Organizational workforce**											
	Number of employees at the end of the reporting period (legal staff)	**11,502**	9,340	7,426	7,354	7,303	**100%**	**-**	100%	-	85%	-
	Females at the end of the reporting period (legal staff)	**3573**	2,825	2,135	2,141	2,124	**100%**	**-**	100%	-	85%	-
	Males at the end of the reporting period (legal staff)	**7929**	6,513	5,291	5,212	5,179	**100%**	**-**	100%	-	85%	-
	Total employees (including supervised workers: interims + interns + subcos)	**15329**	9,611	8,392	7,689	8,097	**100%**	**-**	100%	-	85%	-
	Percentage of employees with a permanent contract	**97.50%**	98.46%	98.76%	98.46%	98.11%	**98%**	**-**	100%	-	85%	-
	Males with a permanent contract	**6815**	6,439	5,239	5,150	5,094	**98%**	**-**	100%	-	85%	-
	Females with a permanent contract	**2918**	2,755	2,095	2,090	2,071	**98%**	**-**	100%	-	85%	-
	Percentage of employees with a temporary contract	**2.5%**	1.54%	1.24%	1.54%	1.89%	**98%**	**-**	100%	-	85%	-
	Males with a temporary contract	**144**	74	52	62	85	**98%**	**-**	100%	-	85%	-
	Females with a temporary contract	**102**	70	40	51	53	**98%**	**-**	100%	-	85%	-
	Percentage of employees in full time working	**91.20%**	89.12%	91.92%	91.80%	91.81%	**97%**	**-**	100%	-	85%	-
	Number of males in full time employment	**6610**	6230	5125	5002	5030	**97%**	**-**	100%	-	85%	-
	Number of females in full time employment	**2351**	2092	1701	1664	1675	**97%**	**-**	100%	-	85%	-
	Percentage of employees in part time working	**8.8%**	10.88%	8.08%	8.20%	8.19%	**97%**	**-**	100%	-	85%	-
	Number of males in part time employment	**231**	283	166	148	149	**97%**	**-**	100%	-	85%	-
	Number of females in part time employment	**634**	733	434	446	449	**97%**	**-**	100%	-	85%	-

GRI	Indicators	2018	2017	2016	2015	2014	2018 Perimeter Per employee	2018 Perimeter Per revenue	2017 Perimeter Per employee	2017 Perimeter Per revenue	2016 Perimeter Per employee	2016 Perimeter Per revenue
GRI 401-1	**Hires**											
	New employees hired during the reporting period	**1579**	1097	759	663	636	**100%**	**-**	98%	-	85%	-
	Males hired during the reporting period	**1096**	778	572	493	505	**100%**	**-**	98%	-	85%	-
	Females hired during the reporting period	**483**	319	187	170	131	**100%**	**-**	98%	-	85%	-
GRI 401-1	**Departures**											
	Number of employees leaving employment during the reporting period	**956**	767	625	688	566	**100%**	**-**	97%	-	85%	-
	Males leaving employment during the reporting period	**668**	555	465	517	406	**100%**	**-**	97%	-	85%	-
	Females leaving employment during the reporting period	**288**	212	160	171	160	**100%**	**-**	97%	-	85%	-
WL6	**Global turnover rate**											
	Global turnover rate	**9.40%**	8.21%	8.42%	9.35%	7.75%	**100%**	**-**	97%	-	85%	-
GRI 102-41	**Social dialogue**											
	Percentage of employees covered by collective bargaining agreements	**78.27%**	79.03%	82.04%	86.24%	81.87%	**94%**	**-**	95%	-	85%	-
GRI 401-2	**Benefits to employees**											
	Percentage of Permanent employees participating in Death Benefits	**98%**	83%	100%	100%	100%	**79%**	**-**	93%	-	85%	-
	Percentage of Temporary employees participating in Death Benefits	**99%**	71%	97%	98%	99%	**79%**	**-**	93%	-	85%	-
	Percentage of Permanent employees participating in Disability benefits	**89%**	80%	100%	100%	100%	**79%**	**-**	93%	-	85%	-
	Percentage of Temporary employees participating in Disability benefits	**95%**	70%	97%	97%	99%	**79%**	**-**	93%	-	85%	-
	Percentage of Permanent employees participating in Health Care	**92%**	85%	95%	87%	88%	**79%**	**-**	93%	-	85%	-
	Percentage of Temporary employees participating in Health Care	**93%**	69%	90%	65%	72%	**79%**	**-**	93%	-	85%	-

							2018 Perimeter		2017 Perimeter		2016 Perimeter	
GRI	**Indicators**	**2018**	**2017**	**2016**	**2015**	**2014**	**Per employee**	**Per revenue**	**Per employee**	**Per revenue**	**Per employee**	**Per revenue**
GRI 403-2	**Absenteeism rate and health and safety indicators**											
	Global Absenteeism Rate	**2.70%**	2.78%	2.50%	2.73%	3.02%	**67%**	**-**	67%	-	76%	-
	Number of Worldline staff seriously injured work related	**23**	18	27	23	20	**100%**	**-**	100%	-	85%	-
	Number of Worldline staff dead work related	**0**	1	0	0	0	**100%**	**-**	100%	-	85%	-
GRI 404-1	**Average training hours per employee**											
	Average hours of training that employees have undertaken during the year	**26.32**	28.13	25.14	18.99	19.23	**100%**	**-**	86%	-	85%	-
	Average hours of training per male employee	**27.02**	29.53	26.38	20.13	20.04	**100%**	**-**	86%	-	85%	-
	Average hours of training per female employee	**24.60**	24.36	21.83	16.22	17.11	**100%**	**-**	86%	-	85%	-
GRI 404-2	**Employability initiatives**											
	Total number of certifications registered	**6377**	9,753	7,337	1,316	1,214	**100%**	**-**	100%	-	85%	-
	Average number of certifications per Employee	**0.63**	1.04	0.99	0.49	0.17	**100%**	**-**	100%	-	85%	-
	Number of different Skills owned by at least one Worldline Employee	**5226**	5,147	3,767	3,364	2,867	**100%**	**-**	100%	-	85%	-
	Total number of skills registered	**164 155**	172,451	135,684	120,764	104,297	**100%**	**-**	100%	-	85%	-
	Average number of skills per Employee	**16**	23	18.27	16.42	14.28	**100%**	**-**	100%	-	85%	-
	Number of employees who updated their profile during the year	**1,468**	5,153	3,112	2,216	1,061	**100%**	**-**	100%	-	85%	-
	Number of employees who updated their profile during the year	**14%**	80%	42%	30%	15%	**100%**	**-**	100%	-	85%	-

GRI	Indicators	2018	2017	2016	2015	2014	2018 Perimeter Per employee	2018 Perimeter Per revenue	2017 Perimeter Per employee	2017 Perimeter Per revenue	2016 Perimeter Per employee	2016 Perimeter Per revenue
GRI 404-3	**Career development monitoring**											
	Percentage of total employees who received a regular performance and career development review during the year	**90.65%**	97.40%	94.23%	96.49%	97.15%	**69%**	**-**	66%	-	85%	-
	Number of female who received a regular performance and career development review during the reporting period	**1,740**	1,664	1,589	1,756	1,813	**69%**	**-**	66%	-	85%	-
	Number of male who received a regular performance and career development review during the reporting period	**4,604**	4,334	4,062	4,433	4,484	**69%**	**-**	66%	-	85%	-
	Number of female who not received a regular performance and career development review during the reporting period	**207**	92	91	64	49	**69%**	**-**	66%	-	85%	-
	Number of male who not received a regular performance and career development review during the reporting period	**447**	220	255	161	136	**69%**	**-**	66%	-	85%	-
GRI 405-2	**Salary rate between men and women**											
	General ratio women/men Annual in Basic Salary within the Worldline's job families	**0.84**	0.87	0.88	0.84	0.85	**100%**	**-**	96%	-	100%	-
	General ratio women/men in Total Remuneration within the Worldline's job families	**0.85**	0.86	0.87	0.83	0.84	**100%**	**-**	96%	-	100%	-
GRI 201-3	**Coverage of the organization's defined benefit plans obligations**											
	Coverage of the organization's defined benefit plans obligations	**Quali-tative**	Qualitative	Qualitative	Qualitative	Qualitative	**-**	**-**	-	-	-	-

GRI	Indicators	2018	2017	2016	2015	2014	2018 Perimeter Per employee	2018 Perimeter Per revenue	2017 Perimeter Per employee	2017 Perimeter Per revenue	2016 Perimeter Per employee	2016 Perimeter Per revenue
GRI 202-1	**Minimum wage comparison**											
	Number of "Worldline countries" where Worldline entry wage > minimum national/IT sector wage [>50%]	**14**	14	9	10	8	**100%**	**-**	94%	-	100%	-
	Number of "Worldline countries" where Worldline entry wage > minimum national/IT sector wage [10%-50%]	**3**	4	5	5	7	**100%**	**-**	94%	-	100%	-
	Number of "Worldline countries" where Worldline entry wage > minimum national/IT sector wage [0%-10%]	**5**	5	2	1	0	**100%**	**-**	94%	-	100%	-
	Number of "Worldline countries" where Worldline entry wage < minimum national/IT sector wage	**0**	0	0	0	0	**100%**	**-**	94%	-	100%	-
	Number of "Worldline countries" with no minimum national local wage	**4**	2	1	1	2	**100%**	**-**	94%	-	100%	-
	Number of "Worldline countries" where Worldline females entry wage > minimum national/IT sector wage [>50%]	**14**	13	9	10	10	**100%**	**-**	94%	-	100%	-
	Number of "Worldline countries" where Worldline females entry wage > minimum national/IT sector wage [10%-50%]	**4**	5	6	5	6	**100%**	**-**	94%	-	100%	-
	Number of "Worldline countries" where Worldline females entry wage > minimum national/IT sector wage [0%-10%]	**5**	4	1	1	0	**100%**	**-**	94%	-	100%	-
	Number of "Worldline countries" where Worldline females entry wage < minimum national/IT sector wage	**0**	0	0	0	0	100%	**-**	94%	-	100%	-

							2018 Perimeter		2017 Perimeter		2016 Perimeter	
GRI	Indicators	2018	2017	2016	2015	2014	Per employee	Per revenue	Per employee	Per revenue	Per employee	Per revenue
GRI 202-1	Number of "Worldline countries" where Worldline males entry wage > minimum national/IT sector wage [>50%]	**15**	16	9	10	8	**100%**	**-**	94%	-	100%	-
	Number of "Worldline countries" where Worldline males entry wage > minimum national/IT sector wage [10%-50%]	**3**	5	5	6	7	**100%**	**-**	94%	-	100%	-
	Number of "Worldline countries" where Worldline males entry wage > minimum national/IT sector wage [0%-10%]	**5**	2	2	0	0	**100%**	**-**	94%	-	100%	-
	Number of "Worldline countries" where Worldline males entry wage < minimum national/IT sector wage	**0**	0	0	0	0	**100%**	**-**	94%	-	100%	-
GRI 202-2	**Proportion of senior management hired from the local community**											
	Number of national senior managers	**799**	272	222	205	197	**100%**		100%	-	85%	-
	Total number of senior managers	**862**	294	243	221	216	**100%**		100%	-	85%	-
	Percentage of national senior managers	**93%**	92.52%	91.36%	92.76%	91.2%	**100%**		100%	-	85%	-
	Number of national employees	**9372**	8687	6872	6263	6238	**100%**		100%	-	85%	-
	Total number of employees	**10173**	9340	7426	6758	6705	**100%**		100%	-	85%	-
	Percentage of national employees	**92%**	93.01%	92.54%	92.68%	93.04%	**100%**		100%	-	85%	-
	Number of national employees recruited	**1259**	953	671	596	564	**100%**		100%	-	85%	-
	Total number of employees recruited	**1595**	1097	759	653	624	**100%**		100%	-	85%	-
	Percentage of national employees recruited	**79%**	86.87%	88.41%	87.14%	90.38%	**100%**		100%	-	85%	-

							2018 Perimeter		2017 Perimeter		2016 Perimeter	
GRI	Indicators	2018	2017	2016	2015	2014	Per employee	Per revenue	Per employee	Per revenue	Per employee	Per revenue
A02	**Employee satisfaction**											
	Number of people participating in satisfaction surveys (Employees answering GPTW surveys)	**7285**	6721	5284	5253	5463	**93%**	**-**	94%	-	85%	-
	Participation rate to Great Place to Work Survey	**75%**	77%	79%	84%	86%	**96%**	**-**	94%	-	85%	-
	Percentage of positive responses to "Taking everything into account, I would say this is a great place to work"	**55%**	54%	53%	43%	45%	**96%**	**-**	94%	-	85%	-
	Great Place to Work Trust Index Rate	**59%**	58%	57%	50%	50%	**96%**	**-**	94%	-	85%	-
GRI 405-1	**Diversity and equal opportunity**											
	Percentage of female in Worldline's top positions		14.67%	20.97%	17.74%	24.56%		**-**	100%	-	85%	-
	Number of nationalities within Worldline	**89**	90	81	79	75	**100%**	**-**	100%	-	85%	-
	Percentage of females	**31.06%**	30.21%	28.75%	29.12%	29.08%	**100%**	**-**	100%	-	85%	-
	Percentage of males	**68.94%**					**100%**	**-**				
	Disabled employees	**155**	141	106	100	118	**92%**	**-**	65%	-	94%	-
	Percentage of disabled people	**1.47%**	2.31%	1.4%	1.4%	1.61%	**92%**	**-**	65%	-	94%	-
	Percentage of women that had promotions during the year	**8.9%**	13.33%	9.37%	8.56%	7.82%	**70%**	**-**	100%	-	85%	-
	Percentage of men that had promotions during the year	**11.1%**	11.31%	15.42%	15.40%	12.01%	**70%**	**-**	100%	-	85%	-
AO6	**Diversity perception in GPTW**											
	People here are treated fairly regardless of their age	**70%**	68%	71%	69%	65%	**96%**	**-**	94%	-	85%	-
	People here are treated fairly regardless of their gender	**81%**	80%	83%	82%	77%	**96%**	**-**	94%	-	85%	-
	People here are treated fairly regardless of their race or ethnicity	**87%**	88%	85%	84%	80%	**96%**	**-**	94%	-	85%	-
	People here are treated fairly regardless of their sexual orientation	**87%**	88%	86%	84%	81%	**96**	**-**	94%	-	85%	-
	People here are treated fairly regardless of disability	**86%**	87%	77%	76%	75%	**96%**	**-**	94%	-	85%	-
	Diversity Perception (GPTW)	**84%**	82%	81%	79%	76%	**96%**	**-**	94%	-	85%	-

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GRI	Indicators	2018	2017	2016	2015	2014	2018 Perimeter Per employee	2018 Perimeter Per revenue	2017 Perimeter Per employee	2017 Perimeter Per revenue	2016 Perimeter Per employee	2016 Perimeter Per revenue
AO11	**Collaborative technologies development (Zero email)**											
	Percentage of active Community users	**39%**	53%	27%	6%	11%	**100%**	**-**	100%	-	85%	-
	Percentage of Collaborative Communities	**62%**	28%	28%	50%	26%	**100%**	**-**	100%	-	85%	-
	Percentage of Dormant Communities	**38%**	72%	60%	27%	37%	**100%**	**-**	100%	-	85%	-
	Number of active users in Communities	**2,581**	3,117	1,800	474	825	**100%**	**-**	100%	-	85%	-
	Total number of collaborative working communities	**1,138**	267	218	271	285	**100%**	**-**	100%	-	85%	-
	Number of Dormant communities	**687**	678	472	146	410	**100%**	**-**	100%	-	85%	-
	Total number of communities	**1,825**	945	787	539	1,113	**100%**	**-**	100%	-	85%	-

GRI 102-41 Percentage of employees covered by collective bargaining agreements: *Exclusion of Brazil, Hungary, Switzerland and USA.*

GRI 401-2 Benefits to employees: *Exclusion of Belgium, Finland, Germany, Luxembourg, Brazil, Czech Republic, Estonia, Hungary, Italy, Poland, Sweden, Switzerland and USA.*

GRI 403-2 Global Absenteeism Rate : *Exclusion of First Data Baltics,, Digital River, EW Germany, WL Germany, WL Austria, WL Czech Republic, WL India, WL Netherlands Insourcing, WL Poland and indirect employees.*

GRI 404-3 Percentage of total employees who received a regular performance and career development review during the year: *Exclusion of Finland, Germany, Netherlands, Austria, Sweden and First Data Baltics.*

GRI 202-1 Minimum wage comparison: *Exclusion of Brazil, Hungary, Italy, Switzerland and USA.*

AO2 and AO6: *Exclusion of Casual workers, Subcontractors, Outside service providers, Specific helped contracts.*

AO11 Total number of collaborative working communities: *the significant increase compared to 2017 comes from the integration of the communities on Circuit into the calculation of the indicator.*

D.4 Being an ethical and fair player in business

D.4.1 Ethical excellence within Worldline [GRI 103-1 Anti-corruption] [GRI 103-1 Compliance] [GRI 419-1] [GRI 103-1 Socio-economic compliance]

D.4.1.1 Manage Risks & Compliance

D.4.1.1.1 Compliance governance and risks management within Atos group and Worldline

Atos has put in place a Legal and Compliance Risk Management process which was fully integrated within Atos Enterprise Risk Management function in 2016. As part of Atos group, Worldline is covered by this process. This Risk Management exercise consists in the evaluation of a series of legal risks (*i.e.* risks with a legal cause) by members of the Atos Legal, Compliance and Contract Management department, Worldline's top management and relevant non-legal stakeholders (Human Resources, IT, security). This evaluation allows Atos entities, including Worldline, to implement adequate remediation actions where necessary as well understand how the risks identified are perceived within the organization. The results of the Legal Risk Management exercise are presented to the Group's Audit Committee, with a clear mapping of the legal risks of the Group.

In 2017, to fit with new legal requirements(French transposition of the European Directive 2014/95/EU on the declaration of extra-financial performance, Duty of Diligence and Sapin II French laws, refer to the Section D.1.3.3 and D.4.2.1 of this document), Worldline, under the initiative of Atos Compliance department, has created a specific Compliance Risk Mapping leading to a Compliance Risk Heatmap allowing Compliance Officers to clearly identify the main risks within their areas of responsibility and related mitigation actions to implement.

In addition, the compliance review process of transactions is well established within Atos and Worldline, similar to the review systems for credit, commercial and legal risks, through the Rainbow Process, which sets out defined steps and escalation procedures [GRI 205-1]. As compliance approach relating to business opportunities represents an important part of the overall risk assessment framework, Atos group decided in 2017 to reinforce its country compliance approach relating to business opportunities. Thus, the Global Compliance department has gathered a multi-disciplinary team integrating legal and compliance, finance, security, insurance, rainbow, and internal risks to set up monitoring of Atos' operations in 124 countries identified as representing a compliance risk. Worldline is then able to closely monitor its operations in its different geographies.

In order to meet the latest ethics and compliance challenges that arise in Worldline activities throughout the world, the Company has put in place an effective compliance program, which is to a large extent based on the program developed by the Atos group. In particular, Worldline benefits from the assistance of the Atos group's Compliance team for all compliance matters. In April 2017, Worldline, as part of the Atos group Executive Committee, which decided to update and improve its ethics and compliance organization, presented the following similar objectives:

- To set up an agile Worldline compliance governance function to meet rapidly changing regulatory requirements as well as new activities;
- To enhance Worldline local entities ethics and compliance organization matching their operational risks and culture;
- To reinforce the "tone from the top" and management involvement in ethics and compliance matters.

Following the Atos group's Executive Committee and to embrace its new objectives, the Atos group compliance team has released a new global ethics & compliance policy on September 15, 2017. Pursuant to this policy, the Atos ethics and compliance global organization is managed by a Global Compliance department, headed by the Atos Chief Compliance Officer who reports to the Atos group's Executive Committee, chaired by the Atos Chief Executive Officer. The Atos group's Executive Committee's task is to determine is tasked with determining the direction and priorities of the ethics and compliance actions plan, allocating the necessary resources and monitoring, on a yearly basis, with a quarterly report.

The main objectives of Worldline Compliance function is to:

- Embed compliance with applicable laws, regulations, rules, professional standards and ethical principles as well as with a Code of Ethics;
- Establish and maintain effective compliance management and control systems, including monitoring and reporting;
- Identify compliance risks and implementation of controls to protect the Company from those risks;
- Advise the business on relevant changes and controls in the compliance environment;
- Increase awareness of all employees on compliance rules and risks of non-compliance through the Code of Ethics.

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In 2018, no significant fine for non-compliance [GRI 419-1] or claim related to corruption [GRI 205-3] was reported for Worldline.

In 2018, no cases deemed critical were reported at global level through this process [GRI 102-34].

D.4.1.1.2 Ethics & Value chain specific risks [GRI 102-15] [GRI 102-16] [GRI 102-17]

Following the extra-financial risk analysis conducted in 2018 (refer to Section D.1.2.2), Worldline has identified 3 significant extra-financial ethical and value chain risks as described below.

Compliance with laws and regulations

Description: Compliance is one of the main challenges for Worldline concerning its value chain and local communities. In a context of rapidly changing regulations, a number of ethics and compliance challenges arise in Worldline activities throughout the world. The Company has to ensure full compliance with the applicable laws and regulations. For more information, refer to 2018 Registration Document, Section F.2.5.2.

Risk mitigation: The Group is closely following the evolution of regulations in countries where it operates through the representatives of its legal Director part of the operational units. In addition, the Group Compliance department releases weekly legal watch on the main regulations impacting the Group. For more details, refer to 2018 Registration Document, Sections D.4.1 and F.3.5.2.

Main KPI to monitor risk management and efficiency of mitigation actions: GRI 419-1 Significant fines for non-compliance.

Bribery and corruption

Description: Endorsing business ethics within the value chain is not only key to protect Worldline's reputation and prevent the Company from undergoing legal proceedings, but also crucial to respond to stakeholders' expectations, mainly communities. The impact of one of Worldline's technologies being used to facilitate fraud, or one of its employees being bribed or resorting to corruption, would severely impair the Company's image. For more information, refer to 2018 Registration Document, Section F.2.5.2.

Risk mitigation: The Company's Code of Ethics, based on the Atos group's Code of Ethics, was approved by Worldline Board of Directors. This Code of Ethics has been included in every employee's employment contract since January 1, 2011. The principle of anti-corruption is part of Worldline's Code of Ethics that aims to prevent fraud and non-compliance. Additionally, as a signatory of the United Nations Global Compact since 2010, and as an affiliate of the Atos group, Worldline has implemented several internal policies to prevent compliance risks such as bribery, corruption, and violations of competition laws and export control laws, and fraud in general.

The policies available across the Atos group are among others: Assessment of partners' ethical behaviors; Anti-fraud policy; business related fraud risk management, Fair competition policies, contribution policy regarding gifts or benefits. For more details refer to 2018 Registration Document, D.4.1 and F.3.5.2.

Main KPI to monitor risk management and efficiency of mitigation actions:

- GRI 205-2 Percentage of employees trained in Code of Ethics;
- GRI 205-3 Actions taken in response to incidents of corruption;
- GRI 419-1 Total value of significant fines

Responsible procurement & due diligence in the value chain

Description: Violations of fundamental human rights, poor or unacceptable working conditions, or harm being caused to the environment can be witnessed in the value chain. The ability of the Company to work with suppliers and subcontractors upholding Worldline's CSR values is key to ensure the absence of unethical behaviors in the value chain and meet the Company's legal obligations (including under Law No. 2017-399 of March 27 on the Duty of Vigilance). For more information, refer to 2018 Registration Document, Section F.2.5.4.

Risk mitigation: Worldline is engaged in a continuous dialog with its suppliers to foster more sustainable business practices and CSR performance all along its value chain. Worldline has defined different levels of commitment with its suppliers to reduce technical, social, environmental and financial risks to ensure fair and ethic business practices (then protecting its brand reputation) and to limit dependencies. Thus, Worldline notably shares a code of conduct with its partners: the *Business partner's commitment to integrity*, and assess its suppliers through the EcoVadis ratings to select them and to encourage them to improve their CSR performance on a regular basis. For more details, refer to 2018 Registration Document, D.4.2 "Ethics in the supply chain". For more information, refer to 2018 Registration Document, Section F.3.5.4.

Main KPI to monitor risk management and efficiency of mitigation actions:

- TRUST 2020 Level obtained in the EcoVadis supply chain Assessment;
- A017 Percentage of strategic suppliers evaluated by EcoVadis;
- GRI 204-1 Proportion of spending on local suppliers.

D.4.1.2 Ensure legal and ethical compliance [GRI 102-33] [GRI 102-34] [GRI 205-3] and [GRI 419-1]

D.4.1.2.1 Worldline's Code of Ethics & policies to prevent risks [GRI 102-16] [GRI 102-17]

The Code of Ethics as the backbone of Worldline's ethics

Worldline's Code of Ethics, based on the Atos group's Code of Ethics, was reviewed and approved by Worldline Board of Directors in 2016. The Code of Ethics makes a direct reference to Worldline Corporate Values, establishing ethical practices as the backbone of Worldline's business strategy: Responsibility, Trust, Sustainable competitiveness, Service quality and listening to clients, innovation, Wellbeing@Work and Excellence. This principle of integrity implies that Worldline treats its employees as well as third parties with integrity, based on merit and qualifications, prohibiting any form of discrimination. The Code of Ethics also reminds employees the need to act honestly, impartially and with integrity in their day-to-day work, and in compliance with the legal framework applicable to each country where Worldline conducts its business. To this end, the Code of Ethics has been included in every employee's employment contract since January 1, 2011. Suppliers, partners and third parties who assist Worldline in its business activities must formally commit to respecting the principles of the code.

The Code of Ethics enhances the role of the compliance function in providing leadership and guidance to global operations, to protect the Worldline brand and to ensure sustainable business. Additionally, the Code of Ethics introduces the right of any Group employee to disclose behaviors or actions deemed inconsistent with the values and principles of the Code of Ethics.

The Code of Ethics was initially rolled out across all global operations in early 2016. Strong involvement by the Human Resources department has ensured a consistent and thorough implementation, particularly in countries requiring representatives of employee councils to be involved, such as several European countries.

Additionally, the Legal department of each country reviewed the content of the Code of Ethics to ensure alignment with local laws and regulations. Consequently, certain countries have adopted a slightly modified Code of Ethics, particularly with respect to issues carrying legal implications, such as national whistleblowing systems. The deployment of the new Code of Ethics has continued throughout 2018, notably with its deployment in the new entities in the Baltic countries.

GRI	Indicator	2018	2017	2016	2015	2014
GRI 205-2	Percentage of employees trained in Code of Ethics - E-learning	**95%**	95%	82%	71%	50%

Policies to prevent compliance risks [GRI 102-17]

As a signatory of the United Nations Global Compact at its own initiative since 2016, and as an affiliate of the Atos group since 2010, Worldline has implemented several internal policies to prevent compliance risks such as bribery, corruption, violations of competition laws and export control laws, and fraud in general all along its value chain. The following policies are applied throughout Atos and Worldline Groups:

- **Assessment of partners' ethical behavior:** any intermediaries, consortium partners or consultants assisting Worldline in developing/retaining its business are screened before the beginning of any business relationship (using a specific piece of software, the Business Partner Tool): their behavior and knowledge of ethics are essential criteria that are checked upstream;
- **Anti-Fraud policy:** Worldline has also rolled out an anti-fraud policy (as part of the Atos group's policy), that defines roles and responsibilities of the management and support for prevention of fraud. The assets owned by Worldline which consist, in particular, in material such as hardware, or intellectual property rights or financial equity are used only for conducting Worldline business and pursuant to the law and rules defined by the Group. This policy also prohibits Worldline from any discriminatory or disciplinary measure against workers who report illegal practices in good faith to line management or, if applicable, to the competent public authorities. If an allegation of fraud/non-compliance is raised by an employee or assumed by an internal control, the Group Compliance Team of Atos in coordination with Worldline's General Counsel is responsible for internal investigations;
- **Worldline's business related Fraud risk management:** Worldline Group, as an issuer processor, has taken all necessary measures, in accordance with best practices in place (*e.g.* PCI certification) to minimize the risk of data breaches. As a commercial acquirer, the Group must ensure compliance with payment security rules established by the organizations that issue PCI certifications and address money laundering risks. The Group's Fraud Risk Management department has implemented various policies and procedures to address these risks. For example, Worldline SA/NV, the Group's Belgian subsidiary, has had an anti-money laundering (AML) policy in place since 2011 (overseen by the local banking regulator). It sets out the general principles of AML, the "Know Your Customer" (KYC) principle as applied at Worldline SA/NV, and the allocation of responsibility between the Sales and Marketing (S&M) and the Customer Services (CS) Divisions. The Group has also developed a Fraud Detection & Reaction (FD&R) application that allows the detection of fraud in near real time based on a data analysis application. Furthermore, the Group's risk mitigation process has been enhanced with additional features to better manage residual risks, such as geo-blocking, real time blocking, fall back de-activation and back-up systems;

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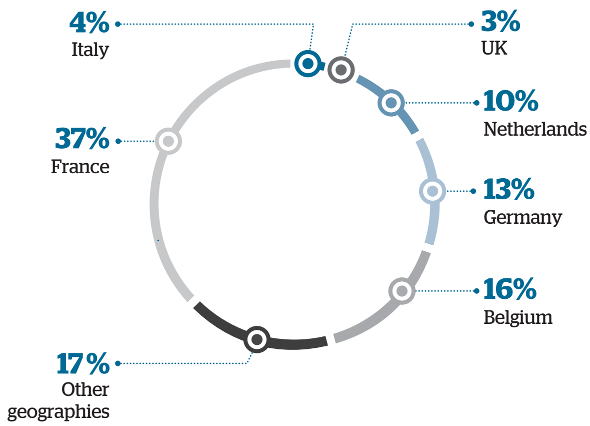
- **Fair competition policies:** a policy stipulates the main rules of fair competition to adhere to through meetings with potential and known competitors. Worldline treats its customers, suppliers, partners and intermediaries with respect and shall not take unfair advantage nor practice discriminatory conditions. Consequently, Worldline refuses that its employees or third parties when assisting Worldline in developing business take part in an agreement, understanding or concerted practice which would contravene the applicable laws and regulations concerning anti-competitive practices. An Export Control policy also explains the main principles and prohibitions related to Export Control Regulations, and provides clear processes to mitigate risks. Thanks to these measures, the Group was not subject to any penalties or any major non-monetary sanctions for non-compliance with laws and regulations in 2018. It received no complaints from customers or suppliers related to corruption;
- **Anti-corruption policy (regarding gifts or benefits):** To protect Worldline from any disproportionate gift or benefit given or received by a Worldline employee, a policy was implemented in 2013, aiming to screen gifts, invitations and other benefits of which Worldline is provider or recipient. Worldline refuses all form of corruption as well as dishonest and illegal practices designed to obtain a commercial advantage or other, or to launder money. As participant to the United Nations Global Compact, Worldline subscribes to anti-bribery principles in "all its forms, including extortion and bribery". This policy further enhances the compliance efforts relating to corruption and prevents Worldline employees from accepting or offering any disproportionate gift, invitation, hospitality package or any other similar contribution. When in doubt, an employee is required to seek approval from management that can carry out checks in case of identified risk. Moreover, Worldline supports and promotes the UN Convention Against Corruption as well as the related local and international frameworks;
- **Policy to prevent tax evasion**
  - **Tax compliance:** Worldline is committed to full compliance with tax law and practice in countries where the Group operates. In this respect, Worldline pays taxes in the jurisdictions where business activities generate profits and value is created. This behavior is achieved in accordance with domestic and international rules and standards as well as applying the OECD principles to transactions within the Group,
  - **Tax risk management:** Worldline seeks to reduce the level of tax risk arising from its operations by ensuring that a strong care is applied in relation to all processes which could affect compliance with its tax obligations. Towards tax planning the Group takes benefit of available tax incentives, reliefs and exemptions in line with tax legislation and the business of the Group,
  - **Tax transparency:** In order to prevent any case of tax avoidance, where tax law is subject to interpretation, the Group may take a written opinion so as to support the decision-making process or may engage transparent discussions with tax authorities to secure alignment on interpretation of tax rules,
  - **Allocation of taxes and social contributions:** In 2018 the Group expenses relate to taxes and social contributions amounts to €230 Million;



- **Duty to act in Good Faith, Protection of confidentiality and privileged information:** Worldline protects both its own confidential information and the information provided by its customers, suppliers and partners (see Section D.2.2.2 Data protection and Customer privacy). Moreover, Worldline sets up rules to prevent insider trading and misconduct. In addition, Worldline ensures that in their decisions and actions, Worldline employees act in good faith, such as refraining from acting in an inappropriate manner of any kind, including disparaging the services provided by Worldline to its clients and misappropriating the use of Worldline services and assets for personal benefit;
- **Conflicts of Interest:** Worldline undertakes to ensure that all decisions taken by anyone of its employees within the framework of professional duty are taken objectively and impartially, in the interest of Worldline and not based on personal interest, whether financial or family. Consequently, employees are asked to inform the Company in the event they would be in a situation of conflict of interest with Worldline's competitors, partners, customers or suppliers.

The Code of Ethics' principles are not the only mandatory provisions applicable within Worldline. A standard of policies established by the different departments and adopted by the Group, governs each employee activities, who must comply with these rules regarding, in particular, delegations of authority, mandatory contractual clauses for clients and suppliers' contracts, the selection of potential employees and their training or the selection process for business partners among other requirements.

Privileged information and insider trading

In order to ensure market transparency and integrity in Worldline securities, the Company aims at providing its investors and shareholders, under conditions that are equal for all, information on its activities and performance. The Company requires all senior managers or employees having access to critical information to follow special rules, contained in a guide, to prevent insider trading:

- **Insider Trading:** The undue use or disclosure of inside information constitutes a stock market regulation or legal violation which are liable to criminal, regulatory (Autorité des marchés financiers - AMF) and civil proceedings. Accordingly, no employee shall disclose any inside information to third parties or deal in Worldline securities when he or she is in possession of any inside information;
- **Dealing during closed periods:** Employees who are likely to have access on a regular basis to privileged information must not deal in Worldline securities, whether directly or indirectly, during any "closed period". A closed period is defined as six weeks prior to the publication of Worldline's annual financial results, 30 days prior to the publication of Worldline's half-year statements and four weeks prior to the financial information for the first, second and third quarters;
- **Hedging of stock-options and performance shares.** All staff members are prohibited to put in place, by means of derivatives or otherwise (right to purchase or sell at a certain price or any other term and conditions) against Worldline stock price changes from their exposure to the potential value of:
  - stock options they are entitled to until the beginning of such options' exercise period;
  - performance shares they were awarded, during acquisition and blocking periods.

D.4.1.2.2 Compliance enhanced governance and monitoring [GRI 103-2 Anti-Corruption]

Compliance governance

The implementation of compliance governance approved by the Atos group Executive Committee in 2017, and applicable to Worldline, continued to be rolled out in 2018. This new compliance governance facilitates Worldline alignment with the utmost ethics policies, notably based on ISO 37001 standards related to Anti-Bribery and Corruption Management Systems.

This governance aims to achieve the three following objectives:

- **Even stronger connection with top management through the Group Compliance Steering Committee.** This Committee focuses on strategies and priorities of the Compliance program, as defined by the Group Legal Compliance Team, and is led by the Atos group's Chief Compliance Officer. Worldline is also entrusted to lead this program, which is under the responsibility of the Worldline Chief Compliance Officer;
- **Stronger involvement of operations through the different operational entities within Worldline** and an enhanced cross-functional approach in the Operational Compliance Committee of the Atos group: Chaired by the Group Chief Compliance Officer, the Operational Compliance Committee focuses on cross-functional compliance actions;
- **Implementation of a global compliance approach by setting up GBU Compliance Committees within local operations.** All local Compliance Committees were launched in 2015. In 2018, the Worldline Group continued to maintain regular GBU Compliance Committee Meetings. The goal is to improve the consistency of the Group's compliance approach by rolling out and monitoring compliance matters processed with the Group Operational Compliance Committee (top down) and by improving compliance related to reporting with the Group Compliance Steering Committees (bottom-up).

Additionally, Atos recently enhanced the compliance governance framework with several concrete measures initiated and implemented by the Group Legal Compliance Team, such as:

- **Creation of a Global Legal Compliance Board** involving all the General Counsels of Atos, aiming to strengthening local leadership in compliance matters under the guidance of the Group Compliance Team;
- **Development of country compliance dashboards** to provide greater visibility on the strength of the compliance culture. Composed of compliance KPIs, they aim to improve the reporting to the Group Compliance Steering Committee and the monitoring of the effectiveness of the compliance programs within the GBU Compliance Committees;
- **Improving the role of the compliance function** including clarification of the scope of responsibilities and duties;
- **Enhancing compliance leadership and the overall Group compliance culture** by greater visibility of the compliance program through presentations and trainings on a variety of key compliance topics;
- **Communicating on the milestones and accomplishments** related to the Group Compliance Program to the Group Executive Committee.

Thus, a triple line of defense is in place in all countries where Worldline operates and this defense articulates responsibility for risk and compliance matters, as follows:

1) **Front line staff and operational management.** Internal control and systems as well as the culture developed and implemented by these business units is crucial in ensuring compliance ;
2) **Risk management and compliance functions.** These functions provide the oversight and the tools, systems and advice necessary to support, challenge and monitor the front line in identifying, managing and monitoring risks and ensuring compliance ;
3) **Internal audit function.** This function provides a level of independent assurance that the risk, compliance management and internal control framework works as designed.

Compliance monitoring

Any suspected non-compliance detected within the Company must be reported to the Head of Legal and Compliance and/or to the Head of Internal Audit (both within Worldline and Atos), who will launch the Atos group Alert System Procedure (including Worldline) [GRI 102-33].

The Atos group Alert System Procedure is an internal process (defined in the Group's anti-fraud policy) to be followed in the event of breaches of the Code of Ethics, and/or infringements of the applicable laws and regulations. This process defines how to investigate report and take decisions, such as remediation actions in a measureable and consistent manner, in case of non-compliant behaviors.

Any case investigated by the Atos group Alert System Procedure is reported to the Group Chief Compliance Officer, who will report to the Group Executive Committee any case investigated and confirmed as a critical concern at Group level through the Atos group Alert System Procedure. All governance matters as far as compliance is concerned are described in Chapter F. Risk Factors in this Registration Document.

Compliance tools and processes

Worldline has implemented several measures to prevent bribery and corruption, in support of its Code of Ethics principles relating to business integrity, and in line with the practice followed within the Atos group [GRI 205-3]:

- **Implementation of a Business Partner Tool (BPT):** Worldline's business partners, including agents, intermediaries, consortium partners and consultants assisting Worldline in developing and retaining its business are subject to a due diligence and validation process. The level of risk assessment enables to identify the appropriate validation process, ranging from a simple approval process by the Head of Sales for low-risk business partners, to complex approval processes by the Group CFO and Group General Counsel, for high-risk business partners. Thus, if a business partner appears on any of the main international sanction lists, it is automatically rejected by the BPT. Additionally, the business partner contract templates developed by Atos group's Compliance department reflects best practices in the area of business partner management.
- **The Dawn Raids policy:** Worldline also has a "Dawn Raids" policy that provides a list of rules and procedures to be followed in the event of inspection by local authorities. Prevention of fraud and non-compliance with Worldline values and the Code of Ethics is a key Group priority.

D.4.1.2.3 Anchor a culture of compliance through awareness trainings, the whistleblowing procedure and Internal Investigations [GRI 103-2 Anti-Corruption] [GRI 102-16] and [GRI 205-2]

Improving awareness, creating and enforcing a culture of compliance

Worldline aims to build and maintain a strong compliance culture with appropriate dissemination of compliance policies through:

- **An efficient communication to all employees.** All compliance policies, such as the policy on gifts are presented to local management and personnel representative bodies, which makes the policies' content enforceable within the Group. The compliance policies are regularly communicated on a global and local level to reach all employees. In addition, Worldline's social network, blueKiwi, is a direct communication channel with employees, who can join a specific community called the "Legal Compliance Organization". The objective is to circulate information on compliance matters, as well as applicable internal rules and policies and enable employees to ask questions about compliance and the application of policies;
- **A comprehensive and mandatory online training on Worldline's compliance program.** Since, 2014, Worldline has impose to all its employees an e-learning on the Code of Ethics, regardless of their jobs function, country and hierarchical level. This training aims to ensure a better understanding of Worldline's Code of Ethics and promote the adoption of fair practices on a daily basis. In 2018, 95% of Worldline employees completed the program [GRI 205-2].

Additionally, to ensure a deeper understanding of the specific risks related to corruption, the top 800 of Atos group must complete and be certified in the "fight against corruption" training program developed by the United Nations. Thus, in 2018, Worldline asked its 635 top managers and critical employees to complete this mandatory United Nation e-learning.

A whistleblowing system with Internal Investigations
[GRI 103-2 Anti-Corruption]

Worldline's Code of Ethics establishes the right for all employees to raise an alert in the event of a suspected non-compliance with the values and principles of the Code of Ethics. The Code of Ethics alert system has been established in compliance with the requirements of the French Data Protection Authority [GRI 102-17]. Local General Counsels, management, and Group Compliance are points of contact for any employee raising an alert, ensuring that the rights of employees, and the sender or subject of the alert, are protected accordingly. The employee who raises the alert is assured complete confidentiality in relation to the alert.

The employee shall not be subjected to any penalty or retaliatory measure or discrimination, provided that he/she acted in good faith and without the intention to cause harm, even if the events relating to the alert prove inaccurate or no action is subsequently taken. If necessary, the employee's protection may be assured, on his/her request, by mobility within the Group. All alerts that reveal fraudulent behavior, significant lapses or material shortcomings in internal controls result in corrective measures and/or disciplinary measures and/or legal action. Anonymous reports are not considered, except if permitted by local laws. The Atos group alert system, including Worldline, in its new version elaborated in accordance with the Sapin II law, also includes breaches regarding the duty of vigilance.

Any allegations of non-compliance detected within the Company are to be reported to the Head of Compliance and/or to the Group Head of Internal Audit, who will launch the Internal Investigations procedure [GRI 102-33]. Such procedure was reviewed in 2016 in order to:

- Reinforce the governance of any internal investigation;
- Enhance collaboration between global function and local teams;
- Provide clear guidelines on how to conduct an internal investigation.

Such Internal Investigations are tracked at corporate level, and communicated to the Group Executive Committee, through the annual review of internal investigations during a Group Compliance Steering Committee Meeting.

After consultation of the Ethics Committee and in the context of the Sapin 2 Law, the Atos group reviewed its alert system in 2018 within the entire Group, including the Worldline Group. The updated alert system processes all the matters listed within the AU-004 (the CNIL's unique authorization). It is made available to internal and external employees, as well as partners, and has been communicated individually to all employees and to a broader audience through the Atos website.

D.4.2 Ethics in the supply chain [GRI 102-9] [GRI 205-1] and [GRI 103-2 Indirect Economic Impacts] [GRI 103-1 Procurement practices]

D.4.2.1 Ensuring compliance with the Duty of Vigilance (duty of care) regulations

French Corporate law "Devoir de Vigilance" N° 2017-399 (March, 27th 2017) obliges the Atos group, including Worldline, to prevent environmental, social and governance risks in its activities, among its subsidiaries and all along its supply chain. Beyond French and European Regulations, other Duty of Vigilance laws exist, such as the Modern Slavery Act in the U.K.

In 2017, Atos group Compliance department defined a plan of vigilance ("plan de vigilance") around the four main topics provided for in article L. 225-102-4 of the French Commercial Code, as presented hereafter. This plan was presented to a specific Steering Committee dedicated to the duty of vigilance, co-managed with the Group Purchasing department:

1. **Risk mapping of the supply chain:** in addition to the legal risk mapping that encompasses the categories "Human Rights", "Health and Safety" and "Environment", it was decided to include these risk categories into the Atos compliance risk mapping (including Worldline), performed for the first year in 2017, through specific questions. This new version of the compliance risk mapping is now used by all Atos Compliance Officers since 2018;
2. **Assessment of suppliers and subcontractors:** in addition to the CSR assessment performed by EcoVadis on Atos and Worldline suppliers, it was decided to integrate all potential Atos and Worldline suppliers and subcontractors into the Business Partner Tool which supports the due diligence and the validation of potential business partners. This tool has been modified accordingly in 2018;
3. **Adapted risk prevention actions:** the Atos *Sustainability Supplier Charter* (including Worldline's suppliers) was reviewed to integrate the obligations related to the duty of vigilance (Human Rights, Health & Safety, and Environment) and renamed: the *Business partner's commitment to integrity*. For more information, refer to Section D.4.2 Ethics in the supply chain, of this document;

4. **Whistleblowing system (procedures and policies):** the Atos group whistleblowing system, including Worldline, in its new version elaborated in accordance with the Sapin II Law, will include breaches regarding the duty of vigilance. The new *Business partner's commitment to integrity* also gives the right to suppliers and subcontractors to report breaches. For more information, refer to Section D.4.1.2.3 Anchor a culture of compliance through awareness trainings, the whistleblowing procedure and Internal Investigations, of this document.

Worldline due diligence approach relies heavily on the application of the French "Sapin II Law", Order No. 2017-1162 of July 12, 2017 dedicated to the fight against corruption and on the French transposition of the European Directive 2014/95/EU focused on the reporting of extra-financial information (*i.e.* social, Human Rights, corruption and environmental related topics).

D.4.2.2 Develop sustainable relations and CSR actions with suppliers [GRI 102-9]

Worldline's ambition is to make Corporate Social Responsibility a key element of its ecosystem, integrating sustainable criteria all along its value chain, notably with its suppliers and in its procurement practices.

Thus, Worldline, with Atos group, is continuously striving to ensure integrity in its supply chain and is strongly committed to develop responsible purchasing. Besides, in alignment with its risks analysis (see Section D.1.2.2 of this document), Worldline has defined different levels of commitment with its suppliers to reduce its technical, environmental (green IT), human (social) and financial risks in order to improve its performance, protect its brand reputation and limit dependencies.

In order to concretize its CSR ambition in supply chain, Worldline has articulated its procurement strategy around 3 axes (detailed hereafter), meaning that relevant Category Manager, Lead Buyer or GBU Buyer with the support of the Global Procurement Process Manager, for global and key local suppliers, must implement consistently the following activities:

- **Supplier selection & supplier qualification** by using CSR criteria (QCDIMS: Quality, Cost, Delivery, Innovation, Management and Sustainability) and specific clauses in all tenders to take into account social and environmental performance into the selection and qualification of suppliers or project;
- **Promotion of CSR in the supplier relationship** through the charter shared with all suppliers *Business partner's commitment to integrity* and through the EcoVadis ratings;
- **Regular assessment of subcontractors and suppliers** by auditing suppliers at risks (according to risks mapping) through questionnaires, EcoVadis ratings or on-site audits. For instance, Atos and Worldline's objective is to encourage their suppliers with an EcoVadis ranking below 40/100 to implement a corrective action plan. When sustainability weaknesses are identified, this intermediate step is essential before any breach of contract as it positively contributes to change the entire ecosystem with sustainability practices, while maintaining an economic prosperity.

In 2018, following a first interview with its main manufacturer of payment terminals in late 2017, Worldline leveraged this initiative to create an annual momentum with its main suppliers. Indeed, between July and September 2018, Worldline CSR team with the Procurement department, organized a series of interviews of the Company's main suppliers (in terms of total spending). The objectives of these meetings were to:

- Assess the maturity of their CSR policies and governance (extra-financial ratings, ISO 14001 and OHSAS 18001 certifications, commitment to UN Global Compact, policy on minerals sourcing);
- Identify their Green IT practices (reduction of energy consumption, CO_2 emission and use of renewable energy, reduction of packaging waste, product LCA and software Eco conception);
- Share concrete action to implement with Worldline by 2019, for instance the systematic recycling of used products in Worldline sites.

Following the 12 interviews that took place in 2018 (in addition to one in 2017), and in the perspective of the next series of interviews in 2019, Worldline asked its suppliers in an official letter to share for next year their roadmap on reaching the six following key global CSR challenges:

1. Use 50% of renewable energy in their sites;
2. Neutralize (offset) the remaining 50% non-renewable energy or use decarbonized energy;
3. Ensure all their employees are annually trained on cybersecurity and data protection;
4. Deliver 100% of products in mutualized packaging to reduce and optimize waste;
5. Ensure 100% of products delivered are sourced with minerals from conflict-free areas;
6. Implement an employee satisfaction survey (such as Great Place to Work® survey).

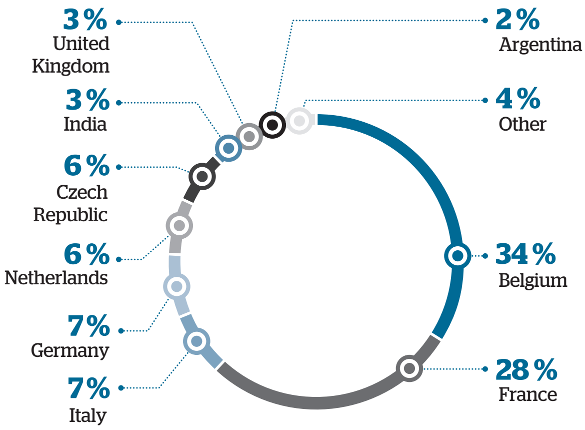
Worldline also asked its suppliers to present their contribution to the UN SDGs. Additionally, Worldline Global Environmental Manager has planned to implement an action between Worldline operations and two suppliers' delivery department regarding the packaging optimization process.

More specifically, regarding its new business activity in Worldline India, the CSR department organized a detailed meeting with its new Chinese supplier for the delivery of payment terminals in India on behalf of its clients. Following this interview, the supplier provided its main ISO 14001 certification. Worldline asked complementary information and action plans to be provided for 2019 on various topics such as: a CO_2 emission reduction plan, a policy on minerals sourcing to ensure 100% of products delivered are sourced with minerals from conflict-free areas, working conditions policies to ensure health and safety in your production plant. Worldline also requested in priority an EcoVadis rating for this supplier, which is ongoing.

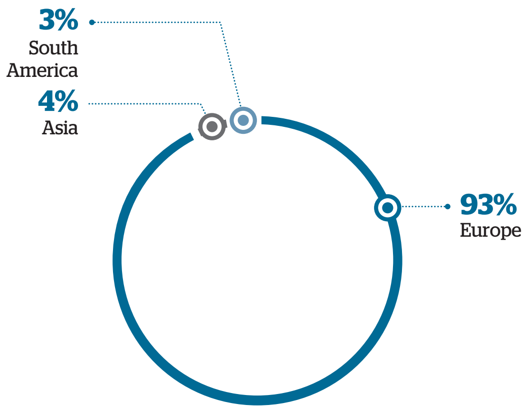
In 2018, the new French Corporate law "Devoir de Vigilance" N° 2017-399 (March, 27th 2017) (see Section D.4.2.1 of this document) has also reinforced the need for more sustainable procurement. In order to meet the requirements of this new law, Worldline and Atos have set up several working groups made up of representatives of the Procurement, Human Resources, Internal Audit, Production and Legal departments to establish a vigilance plan applicable to all companies in the Atos and Worldline Groups.

Thus, in addition to consolidating and developing the 3 existing axes of the procurement strategies (presented before), and in accordance with the new Duty of Vigilance French law, Worldline has decided with the procurement management to: systematically favor ecolabels products and suppliers with certified management systems; increase the percentage of suppliers assessed by EcoVadis. In 2018, the percentage of strategic suppliers evaluated by EcoVadis was 38.4%. In parallel, the CSR Officer conducts regular meeting with the Procurement department to raise CSR awareness among suppliers and share best practices, CSR criteria and ecolabels information.

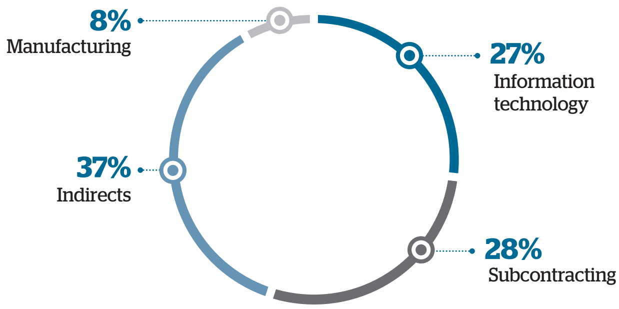
BREAKDOWN OF SPENDING OF WORLDLINE BY COUNTRY IN 2018 [GRI 203-2] [GRI 102-9]



BREAKDOWN OF SUPPLIERS BY GEOGRAPHICAL LOCATION IN 2018



BREAKDOWN OF SPENDING BY PURCHASING CATEGORY IN 2018



D.4.2.3 Sustainable procurement management and policy [GRI 102-9]

Worldline promotes sustainable behavior within its supply chain by raising CSR awareness among its Procurement department so that sustainability criteria are integrated in the decision-making process.

D.4.2.3.1 Sustainability as a criteria for supplier selection and qualification [GRI 103-2 Procurement Practices]

Systematic criteria for selection

Due to its large presence in the IT domain, Worldline has a large supplier base. Suppliers are selected on the basis of specific criteria: Qualification QCDIMS (Quality, Cost, Delivery, Innovation, Management, and Sustainability) in order to build strategic relationships which bring a high level of quality and a positive impact on sustainability, while providing competitive price in the services delivered. Sustainability has become a key topic in the decision-making process for selecting new partners, suppliers and subcontractors. This is why the sustainability weighting in the QCDMIS qualification represents 10%. These criteria are used during Request for Proposal (RFP) processes and factored into the contractual agreements. In addition, Worldline has implemented e-sourcing tools and automated contract management systems to directly include CSR criteria in the supplier's selection.

As detailed (hereafter), in the *Business partner's commitment to integrity*, the Global Procurement policy notably requests suppliers to minimize their impacts on the environment, ensure that products are free from hazardous waste and select their suppliers based on sustainability criteria.

Additionally, in 2018, the proportion of spending on local suppliers represented 86% of total spending [GRI 204-1], reducing Worldline's impact on the environment.

Identification and risk assessment

The main risks identified for the Worldline Group are notified in sections D.1.2.2 and F of this document. The section below details the different processes and devices for the management of external risks with suppliers. A supply chain monitoring program was established in Atos group, including Worldline, to better evaluate and manage risks related to the value chain. It is applied within all subsidiaries and monitored at the headquarter level.

Code of Conduct and Procurement department awareness

Worldline's employees who perform procurement-related activities on behalf of the Company or who have regular contacts with suppliers must abide by a strict code of conduct. All the members of the Procurement department must take notice and sign this document. This code of conduct establishes the elementary rules each employee must follow in the performance of their work. The code of conduct is applicable to the entire Atos group, and each entity is responsible for implementing the applicable objectives and principles (in accordance with national legislation and regulations). Failure to comply with this code of conduct may result in disciplinary actions, up to and including termination of employment.

Besides, Worldline's buyers are regularly informed about the different ways to implement sustainability best practices *via* the intranet, the Company's social network and the Sharepoint space dedicated to sustainable procurement. They also receive online training on sustainability and can directly exchange with Worldline CSR Officer.

D.4.2.3.2 Promote sustainability & CSR performance with suppliers [GRI 203-2] [GRI 204-1] and [AO17]

Business partner's commitment to integrity charter

The Atos group's *Business partner's commitment to integrity* charter, including Worldline and available on the Atos' website, is systematically shared in all tenders and included in all suppliers' contracts. The charter's objective is to summarize principles and actions all Worldline suppliers should comply with. Thus, it aims to encourage suppliers to follow the principles of the United Nations Global Compact in the areas of human rights, labor, the environment and anti-corruption in order to be able to work with Worldline. More specifically, the *Business partner's commitment to integrity* lists the environmental requirements for its suppliers: to support a precautionary approach to environmental challenges, undertake initiatives to promote greater environmental responsibility and encourage the development of environmentally friendly technologies. This charter was updated in 2018 to reinforce and broaden social and environmental commitments expected from suppliers, notably on responsible minerals sourcing for instance.

Responsible mineral sourcing

In October 2018, Worldline also shared with its main hardware suppliers (that provide terminals and data center components for instance) a letter signed by Worldline CSR Officer on responsible minerals sourcing.This document sets forth the commitments and expectations Worldline's suppliers have to follow regarding conflict minerals and complements the *Business partner's commitment to integrity* which already includes requirements for a transparent and conflict-free supply chain. Indeed, the Company is committed to ensuring that the minerals used in its hardware's components are not sourced from conflict regions (*e.g.* Democratic Republic of Congo, Rwanda, Tanzania, Uganda, Zambia), nor finance armed group. In this regards, Worldline strongly supports the efforts of the OECD Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas. Therefore, the letter, based on the Group policy, clearly states that Worldline's Electronic Manufacturing Services (EMS) suppliers should comply with the following principles:

- Take steps to determine if their products contain conflict minerals;
- If so, inform Worldline and adopt due diligence policy and procedures to reasonably assure that the 3TG (tin, tungsten, tantalum and/or gold) metals in their products or components do not directly or indirectly benefit armed groups;
- Identify all smelters in their supply chain that supply the 3TG metals. If you do not source directly from smelters, please cascade this request to your suppliers;
- Provide further evidences and statements on responsible sourcing when requested, especially during audits that may be conducted to verify compliance with the regulation.

Worldline also shares in this letter a list of conflict-free validated smelters available on the RMI website.

Specifically regarding Worldline's payment terminals designed in Belgium, none of Worldline suppliers has been considered at risk in 2018 based on the analysis of the main terminals producer located in Indonesia and Singapore. To ensure compliance on conflict-free minerals, the Group has carried out a two-phase analysis in 2017:

- First, in a comprehensive approach ambition, Worldline sent to its main manufacturers a questionnaire to assess their due diligence for conflict-free sourcing, then allowing Worldline to identify potential risk linked to these suppliers;

- Second, in order to cover more efficiently most of its terminals produced, Worldline decided to target in priority the assessment of its major manufacturer that represents 80% of the total payment terminals production. Thus, as requested by Worldline during a dedicated interview, the main supplier explained its policy regarding conflict minerals, and ensured that all of its own suppliers are asked to make a statement regarding conflict-free sourcing, as it is mandatory in the U.S market. Following the meeting, Worldline's supplier shared the different statements that are registered in an in-house database as evidences.

To note, this evaluation is covering all terminals produced by Worldline (*i.e.* the Yomani, YONEO and Yomova family of devices).

Additionally, Worldline Procurement department can access a specific tool that provides information relating to electronic components data for electronic equipment manufacturers, which can uphold a more informed and sustainable choice of suppliers.

Worldline's commitment to the adapted sector in purchasing decision

As presented in Section D.3.2.5.2 of this document, Worldline commits to involving the adapted sector through social integration partners (like GEIQ) in its different business activities, such as: facility management, WEEE disposal, information processing, event organization, etc. To do so, the Company increasingly incorporates CSR criteria into its procurement requirements.

For instance, Worldline relies on the services of specialized businesses, such as "Le Grain d'Or" in Blois and Tours for recycling waste, as well as "ANRH" in Tours and "Illunion" in Madrid for the reception desk. To promote social cohesion and sustainable employment, Worldline also renewed in 2017 its trust with the GEIQ "Emploi & Handicap" program that supports integration of people with disabilities and meets the recruitment needs of member companies, to work together towards the implementation of the social inclusion clause. Social inclusion clauses are currently present in all public contracts and involve, for the submitting company, reserving some hours of work to people far from employment during the execution of the contract, such as disabled and long-term unemployed workers among others.

Responsible subcontracting [GRI 103-2 Procurement Practices]

Worldline sometimes depends on subcontractors to deliver services in particular contexts. Reliance on third parties is a common practice in the IT industry but represents a business risk that must be closely monitored on the basis of quality, cost, delivery, innovation, management and sustainability requirements. Subcontractors may be used in areas or projects where Worldline does not have the specific expertise or skills necessary to meet the terms of a particular contract or requires such expertise or skills for a limited period of time. All requests to use subcontractors are initiated locally by the operational teams. The subcontracting process is managed by the workforce management team, which is part of the Human Resources department and directly interacts with the operational teams to define needs and propose relevant profiles. There are local Workforce Managers in place in each region where Worldline operates to manage the subcontracting process locally. The most common subcontractors are IT developers or Project Managers.

The business relationships with subcontracting companies are managed by the Procurement Team through negotiated contracts.

On December 31, 2018, Worldline recorded 438 subcontractors.

D.4.2.3.3 Supplier sustainability assessment

EcoVadis ranking to improve CSR performance in the supply chain

Worldline asks its main and strategic suppliers to be assessed by the third-party EcoVadis on their CSR performance at any time during their contract.

Additionally, as part of its trust 2020 program, worldline has obtained gold level certification by ecovadis since 2016. in 2018, worldline improved its rating by 4 points (after a 12 points increased from 2016 to 2017) and reached a score of 81/100. ecovadis also evaluates worldline's risk of corruption while analyzing supplier policies and practices [gri 205-1]. additionally, worldline makes sure that 100% of its suppliers that are rated below 40/100 on ecovadis score do implement action plans to increase their performance. if a supplier refuses to participate to an ecovadis' assessment or is not willing to cooperate with worldline in order to improve its csr performance, this supplier risks losing its contract with worldline eventually.

Thus, in 2018, 96 suppliers were assessed by EcoVadis, representing 50.2% of total spending [AO17]. The selection of suppliers that will be evaluated is based on three factors: the level of spending, the risk category and the geographic risk. Through the use of ZEN (collaborative knowledge sharing tool from Atos group), the procurement community is aware of the relationship with EcoVadis and the status of the ongoing assessments. The average rating awarded to these 96 suppliers by EcoVadis was 62/100, a result systematically challenged by Worldline to make sure its suppliers make positive progress towards more sustainable solutions.

Supplier audit

Worldline can perform different audits to its suppliers. These audits are carried out by the Industrialization and Quality Management team on request from the Procurement department. They require the supplier to provide information about its health and safety management, its safety policy, and whether or not it complies with the *Business partner's commitment to integrity*.

In case of serious noncompliance with the principles of the charter, the supplier shall report to Worldline within one week after the discovery. Within one month after the reporting of this non-compliance, the supplier will determine an appropriate action plan to become compliant and Worldline will determine with the supplier an appropriate timeline for its implementation.

D.4.2.3.4 Ensure a sustainable value chain for payment terminals

This graph is a representation of the value chain for Worldline payment terminals and how the Company sustainably manages and creates value at the different phases of the product lifecycle and across the value chain, from designers and suppliers to customers. This value is expressed through the Worldline contribution to the UN Sustainable Development Goals (SDG).

All production sites of Worldline's main suppliers are ISO 14001 certified.

Example of responsible subcontracting with payment terminals [GRI 103-2 Procurement Practices]

For many years, Worldline procurement has been working in partnership with the sheltered workshop "Beschermde Werkplaats Zottegem" (Entreprise adaptée and the Etablissement et Service d'Aide par le Travail) in Flanders, Belgium. BWZ was founded more than 40 years ago and has approximately 250 employees. Their aim is to promote the employment of people with minor mental or physical disabilities and integrate them into the professional world. This company provides the following services for Worldline:

- The customization of payment Terminals: BWZ receives bulk shipments of naked devices and transforms these into finalized individual products that they ship afterwards to the various distributors around the world. This work includes technical inspection, the loading of specific software and security keys, inclusion of accessories and final packaging of more than 150,000 devices per year;
- The repair of returned Terminals: distributors send damaged Terminals directly to BWZ where they are tested and diagnosed. The repair process includes also the disassembly and exchange of modules in order to reload the customer's software and security keys before sending them back.

D.4.3 Developing a positive and responsible local footprint across countries [GRI 201-1] [GRI 203-1] [GRI 203-2] [GRI 103-1 Economic performance] [GRI 103-1 Indirect economic impact]

Worldline is firmly committed to having a positive impact on the economic and social development of the regions in which the Company operates. The Company's ambition goes beyond creating jobs, developing solutions and supplying services for its customers. Indeed, Worldline believes that the Company's economic performance goes hand in hand with its social progress, thus creating a direct, positive effect on its entire ecosystem, and more generally, on society overall. This social inclusion commitment takes the form of several voluntary social initiatives across countries, articulated around the Company's three main societal objectives:

- Provide social care especially for youth empowerment;
- Promote education and employability through digital inclusion and skill sponsorship;
- Fight the disease and contribute to the welfare and inclusion of disabled people.

Based on the London Benchmark Group model, Worldline has adopted a standard way of collecting and monitoring the voluntary social initiatives. In 2018 Worldline invested a total of € 1,381,657 for the social initiatives for local communities and society at large [GRI 201-1].

This amount includes four categories from the London Benchmark group model: donations to charity and social communities, involvement in responsible IT projects and commercial initiatives for good causes, relationships and partnerships with schools and universities, as well as skills sponsorship.

The total amount of € 1,381,657 includes cash contribution, staff time cost (employee volunteering in working hours), in kind contribution and management cost of the initiatives.

KEY RESULTS

GRI	Indicators	2018	2017	2016	2015	2014
GRI 201-1	Total community investments *(in €)*	1,381,657	1,254,704	1,272,959	67,331	145,782

Moreover, a total amount of € 13,508,000 was received in financial assistance from governments in 2018 [GRI 201-4].

D.4.3.1 Providing social care to children for youth empowerment

Worldline launches and promotes initiatives to raise funds to help sick children or those living in needy areas. The Company and its employees lend support to child protection services and even health and education services. Many of the initiatives linked to such issues and presented below are organized worldwide, including a number of fundraising campaigns at the initiative of employees.

In the United Kingdom, the most emblematic action of employees is the Railway children Charity that raises funds to help homeless children who often seek shelter in train stations, in the UK or in India, the main regions in which the association works. As a player in the railway industry in the UK (with its *e-Ticketing* activity), Worldline and its employees participated in 2018 to the National Three Peaks Challenge, an event in which participants attempt to climb the highest mountains of England, Scotland and Wales within 24 hours.

In Belgium, Worldline participated in the YOUCA Action Day (Youth for Change and Action) initiative that promotes mutual aid and stimulates social engagement for youth around the world. On October 2018, eight teenagers joined Worldline in order to play the role of an employee for one working day. The money they earned for the participation in the daily work of the Company was donated to support a youth development project in El Salvador.

In Germany, Worldline has been supporting children from the Monikahaus family center, *via* its Frankfurt site, since 1999. This is a social project run by the Catholic Church that focuses on the psychosocial education of children and teenagers with difficult family backgrounds and behavioral disorders. The Aachen site also gives donations and employees working hours or free time to projects of the Kinder- und Jugendhilfe Brand project, an institution offering care as well as in-patient and out-patient services to children.

In Italy, Worldline has made donations to the Foundation Francesca Rava dedicated to the healthcare of the poorest children of Italy and to the 'Punti Luce' project for schools and educational spaces dedicated to the children in poor areas in 22 Italian cities.

In India, Worldline made donation to the Catalysts for Social Action program (CSA) that promotes child welfare and adoption through nutrition, hygiene & health, education & vocational skills, infrastructure support and recreation activities. More than 3,400 children have been supported throughout two projects:

- "Preventive Healthcare Partner at Orphanages", enabling to monitor children's health and treat minor health issues in Kandhamal district in Odisha supporting 1,000 children;
- "Adopt a Home".

Additionally, Worldline gave financial support to the Jan Madhyam organization which aim is to support the differently disabled children through speech and occupational therapy, helping them develop their speech and movement capacity to become more articulate and mobile.

In Argentina, Worldline has also been supporting the Fundacion Si through various campaigns to encourage employees across the country to collect coats and food in order to help homeless people. During the Children Day's event for children's employees in August 2018, more than 170 employees were invited to bring toys to be donated to a rehabilitation center for disabled children.

In other countries such as Malaysia, some Worldline employees have also visited in 2018 a poor orphanage house and organized some activities with the children. In Latvia, Worldline has organized a charity campaign called "Dod Pieci" which aim was to help kids from unprivileged families. Employees made their own contributions and the Company matched the final contribution in the end.

D.4.3.2 Promoting education and employability through digital inclusion

Worldline employees volunteer their time and share their knowledge, skills and expertise of the IT industry in schools and their local communities in order to provide equal access to education (girls and boys) and fight against social exclusion. Below are some examples of activities implemented in different countries.

Since 2011, Atos and Worldline have a partnership with "Energie Jeunes", a non-profit organization in France which aim is to fight school drop-out in secondary schools located in underprivileged neighborhoods and to encourage teenagers to persevere in their studies, while fighting their sense of "failure."

More specifically dedicated to the learning of the basics of coding, Worldline France continue its initiative launched in 2017 that consists in offering Coding Courses to a high school in Bezons (France). Five volunteers dedicate two hours each week, for several months, to the high school in order to teach a group of 18 pupils computer programming through games.

In addition, in June 2018, 15 Belgium Worldline employees rode their bikes to raise money for Close the Gap, an international non-profit organization that aims to bridge the digital divide by offering high-quality, pre-owned computers donated by European companies to educational, medical and social projects in developing and emerging countries.

D.4.3.3 Fight the disease and contribute to the welfare and inclusion of disabled people

Worldline and its employees are actively involved in health and well-being initiatives worldwide *via* the local charities and NGOs networks where the Company has a presence, to raise funds for research and provide better access to healthcare and improve people's quality of life. Worldline has also developed innovative solutions to facilitate donations in support of this cause as part of its skills sponsorship.

For example, Worldline France has been a faithful partner of the Téléthon for almost 20 years, providing its multi-channel secure payment gateway for donations made by credit cards online or by mobile devices free of charge during the national campaign led by AFM-Téléthon. Within the scope of this partnership, fund-raising activities are also organized in 2018 by employees at different Worldline sites in France for the benefit of the Téléthon. This great solidarity initiative is possible due to employee involvement: approximately 40 volunteers help make the event a success every year.

In 2018, Worldline continued launching some Donation Box operations in France, a solution that consists in micro-donation *via* contactless NFC bank card. For instance, in May 2018, Worldline has lent 18 donation boxes during 1 month to the ARSEP Foundation, committed to supporting and developing national and international multiple sclerosis research projects.

Also in France, Worldline has organized a one month collect of old cell phones for the association "Pour la vie" that aims to fulfill the dreams of children with Duchenne muscular dystrophy through the recycling and revaluation of unused mobiles, smartphones and tablets. Additionally, Worldline made donation to "Handi'Chien" aiming to provide dog to blind people for free.

Other programs have also received support from Worldline, such as Big against breast cancer in Belgium that supports women, in healthcare settings, suffering from cancer during pregnancy and "Vivre comme avant", a charity for patients suffering from, or diagnosed with, breast cancer and which offers help and support *via* open discussion, shared experience and support groups etc.

In Austria, Worldline has supported the Jugend am Werk organization that helps teenagers and young adults with disabilities or with problems to find a job or to get education. During Easter and Christmas, some markets have been set up with items produced by these teenagers in the Atos and Worldline building in Austria.

In Spain, Worldline continued to support in 2018 the Addeco foundation. Employees organized the "Mercadillo solidario" in Madrid and welcomed people from the Amanecer Foundation (employees of the Adecco Foundation) to show us part of the work they do every day. Also, in June 2018, some employees participated in a race which was organized by Adecco Foundation for the integration of people with disabilities.

D.4.3.4 Other initiatives impacting on economic and social development in the communities

Worldline has a wide set of other voluntary social initiatives destined to the society in general, which focuses on social impacts and community wellbeing.

In Belgium, Worldline organized the Warsmte Week before Christmas to present the projects of employees already working for a social cause and help them collect more funds for their cause during the "charity day". In addition, in May 2018, 52 Belgian employees have taken part in the Brussels' 20 km run to raise money for "Iles de Paix", a Belgian non-governmental organization that wishes to give the possibility to all people to be active in and responsible for the improvement of living conditions. This year, "Iles de Paix" supported social projects in Benin, Burkina Faso, Ouganda, Peru and Tanzania.

Through various initiatives, Worldline also promotes social inclusion among its employees to encourage them to get involved. For example, six years ago in France, the Company launched the program "Engagement associatif" (Associative involvement) whose purpose is to encourage the social commitment of employees who are involved or wish to be involved in association projects with a social dimension. If a project is selected by the jury, employees are allowed some time to contribute to it during their work time and 28 days were offered by Worldline in 2018.

In Argentina, Worldline has set up an activity between employees and volunteers of the Foundation SI, consisting in the preparation of meals for the "Night Tours" carried out by the volunteers of the Foundation, for people in street situation in Buenos Aires and 100 employees have participated in the activity.

D.4.4 Key performance indicators about Ethics and value chain

							2018 Perimeter		2017 Perimeter		2016 Perimeter	
GRI	Indicators	2018	2017	2016	2015	2014	Per employee	Per revenue	Per employee	Per revenue	Per employee	Per revenue
GRI 205-2	Percentage of employees trained in Code of Ethics											
	Percentage of management employees trained in Code of Ethics - Virtual Classroom	0%	77%	-	68%	-	-	-	100%	-	100%	-
	Percentage of employees trained in Code of Ethics - E-learning	95%	95%	79%	71%	50%	85%	-	80%	-	100%	-
	Number of employees trained in Code of Ethics	8523	7071	664	625	3652	85%	-	80%	-	100%	-
	Number of targeted employees	8973	7555	7426	7354	7303	85%	-	80%	-	100%	-
GRI 205-3	Number of claims from clients or suppliers related to corruption											
	Number of claims from clients or suppliers related to corruption (= or > € 100,000)	0	0	0	0	0	100%	-	100%	-	100%	-

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GRI	Indicators	2018	2017	2016	2015	2014	2018 Perimeter Per employee	2018 Perimeter Per revenue	2017 Perimeter Per employee	2017 Perimeter Per revenue	2016 Perimeter Per employee	2016 Perimeter Per revenue
GRI 419-1	**Significant fines for non-compliance**											
	Total value of significant fines (> € 100 000)	**0**	0	0	0	0	**100%**	**-**	100%	-	100%	-
	Number of significant fines (> € 100 000)	**0**	0	0	0	0	**100%**	**-**	100%	-	100%	-
GRI 201-1	**Direct economic value generated and distributed**											
	Total community investments *(in €)*	**1 381 657**	1 254 704	1 272 959	67 331	145 782	**99.6%**	**-**	94%	-	92%	-
	Number of employees in the main social initiatives	**742**	505	524	13	-	**99.6%**	**-**	94%	-	92%	-
	Total number of employees involved in social responsibility initiatives	**877**	707	767	381	642	**99.6%**	**-**	94%	-	92%	-
	Donations to Charity *(in €)*	**243 418**	111 724	172 427	65 011	93 982	**99.6%**	**-**	94%	-	92%	-
	Contribution to Commercial initiatives for good causes *(in €)*	**20 400**	46 512	17 016	2000	19 800	**99.6%**	**-**	94%	-	92%	-
	Contribution to Universities *(in €)*	**1 115 991**	1 096 468	1 083 516	320	0	**99.6%**	**-**	94%	-	92%	-
	Contribution to Responsible IT Projects *(in €)*	**1848**	0	0	0	32 000	**99.6%**	**-**	94%	-	92%	-
	Management cost of Social contribution initiatives *(in €)*	**-**	23 023	20 799	404	11 129	**99.6%**	**-**	94%	-	92%	-
	Total Financial assistance from governments *(in €)*	**13 508 000**	11 516 745	5 338 840	5 192 587	6 480 667	**-**	**95%**	-	94%	-	85%

GRI	Indicators	2018	2017	2016	2015	2014	2018 Perimeter Per employee	2018 Perimeter Per revenue	2017 Perimeter Per employee	2017 Perimeter Per revenue	2016 Perimeter Per employee	2016 Perimeter Per revenue
GRI 204-1	**Proportion of spending on local suppliers**											
	Proportion of spending on local suppliers	**86%**	86%	88%	84%	85%	**-**	**98%**	-	70%	-	93%
AO17	**Supplier screening**											
	Percentage of strategic suppliers evaluated by EcoVadis	**38.4%**	30%	26%	-	-	**-**	**98%**	-	99%	-	98%
	Total spend evaluated by EcoVadis *(in €)*	**331 962 637**	285 455 354	222 980 543	-	-	**-**	**98%**	-	99%	-	98%
	Percentage of total expenses assessed by EcoVadis	**50.20%**	49.04%	47%	-	-	**-**	**98%**	-	99%	-	98%

GRI 205-2 Percentage of management employees trained in Code of Ethics: *this training is taking place every two year. Indeed, it took place in 2017 and consequently the next one will be in 2019.*

GRI 205-2 Percentage of employees trained in Code of Ethics: *Exclusion of Germany and MRL Postnet (India).*

GRI 201-1 Total community investments *(in €): Exclusion of Brazil, Luxembourg and the USA.*

GRI 201-4 Total Financial assistance from governments ***(in €)****: Exclusion of Poland, Czech Republic, Finland, Lithuania, Latvia, Estonia, USA, Brazil, Sweden.*

AO17 and GRI 204-1 Proportion of spending on local suppliers at significant locations of operation: *Exclusions of Indonesia, Poland, Lithuania, Latvia, Estonia, USA, MRL Postnet.*

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D.5 Reducing our environmental footprint through eco-efficient operations [GRI 419-1]

D.5.1 Environmental challenges, ambition and governance [GRI 103-1 Energy] [GRI 103-2 Energy] [GRI 103-3 Energy] [GRI 103-1 Emissions] [GRI 103-2 Emissions] [GRI 103-3 Emissions]

D.5.1.1 Tackling climate change: the number one ambition [GRI 103-2 Energy] [GRI 103-2 Emissions]

The exponential growth of digital, with the processing and hosting of a growing amount of data, causes a sharp increase of global energy demand. In this respect and in order to reduce its environmental footprint, Worldline is committed to lowering its energy consumption and carbon emissions linked to its business activity: processing large amounts of data in its data centers and manufacturing payment terminals.

Launched in collaboration with Atos group in 2016 worldwide, Worldline has therefore designed a low-carbon environmental strategy consistent with the 2°C scenario developed at the Paris Climate Change Conference (COP21). This strategy aims at the widespread implementation of environmentally sustainable measures targeting all of the major climate issues identified in its materiality matrix:

- Energy efficiency of data centers and offices, as well as the eco-conception of its solutions;
- Management of emissions linked to operations and business travel;
- Sustainable manufacture of payment terminals (including the sustainable management of electronic waste produced).

As a member of the Atos group, Worldline is part of the Atos submission to the Carbon Disclosure Project (CDP) platform launched with the *We Mean Business Coalition*. This way, the Atos group, including Worldline, can take action and gain recognition as a major player in the fight against climate change. Moreover, Atos has joined the "Science Based Targets" initiative in 2017, including Worldline in the process to ensure CO_2 emission reduction targets are aligned with the 2-degree trajectory to limit the rise of climate change below 2°C. In October 2017, Atos SBT were officially approved by the SBT initiative.

Worldline is actively involved in the ambitious environmental program drawn up by the Atos group, which seeks to:

- Constantly shrink its global footprint and actively contribute to the fight against climate change and the conservation of biodiversity;
- Factor in stakeholder expectations and changing requirements in relation to environmental matters;
- Help Atos lead the IT sector and win recognition for its environmental best practices from the major climate performance indexes and leading international third parties.

Thus, Worldline structured its environmental policy to focus on the following commitments :

- Certify ISO 14001 all its data centers and sites above 500 employees;
- Reduce Worldline's carbon intensity each year by 2% in alignment with Atos target (which is to reduce by 10% its overall carbon intensity from 2015 to 2020);
- Supply 100% of the Group's total electricity consumption in renewable energies;
- Offset all CO_2 emissions resulting from its activities (data centers, offices and business travels) and CO_2 emissions linked to its payment terminals lifecycle by 2020 – TRUST 2020;
- Obtain a PUE (Power Usage Effectiveness') of 1.65 by 2020 for its strategic data centers.

This commitment is consistent with Worldline's adhesion to the City of Paris climate charter "Paris Action Climat" in 2018.

KEY RESULTS AND OBJECTIVES

CSR Challenge	Indicator	2015	2016	2017	2018	2020 Targets
Leveraging the eco efficiency of our data centers and offices	% of CO_2 emissions offset from data centers, buildings and business travels	32%	31%	83%	**100%**	100%
	% of CO_2 emissions offset from payment terminals based on a Life Cycle Assessment (LCA)	0%	100%	100%	**100%**	100%

D.5.1.2 Manage Environmental Risk [GRI 201-2] [GRI 305-5 Reduction of GHG emissions]

D.5.1.2.1 Environmental risks for Worldline's sector

Following the extra-financial risk analysis conducted in 2018 (refer to Section D.1.2.2), Worldline has identified 2 significant extra-financial environmental risks as described below.

Climate change

Description: The exponential growth of the digital industry in recent years has led to a critical increase of energy consumption and related air emissions linked with the exchange and storage of data. The activity of processing large amounts of data and manufacturing payment terminals contributing to air emissions, Worldline has a responsibility in setting ambitious carbon reduction targets supporting the world effort to limit the rise of climate change and using renewable energy sources. This risk is actually two-fold, with from one side, the risk of energy prices rising and challenges to competitiveness and, from the other side, the risk of tightening of regulations and reputation (carbon taxes, etc.). For more information, refer to Section F.2.5.11 of the present document.

Risk mitigation: In case of rising energy prices due to climate change, long-term contracts have been signed *via* the Atos group related to energy supply with a strong control of top management and the Procurement department. Besides, Worldline ensures compliance with national and local environmental regulations governing energy. The Company's practices are audited by an outside company as part of ISO 14001 certification. For more information, refer to Sections D.5.2 and F.3.5.10 of the present document.

Main KPI to monitor risk management and efficiency of mitigation actions:

- A014 Compliance with environmental laws and regulations ISO 14001;
- GRI 302-1 Energy consumption within the organization;
- GRI 302-2 Energy consumption outside the organization;
- GRI 302-3 Energy intensity;
- GRI 302-4 Energy saving initiatives;
- GRI 302-4 Energy requirements of products and services;
- GRI 305-1, GRI 305-2, GRI 305-3 Greenhouse gas emissions DCs and Offices Scope 1, 2, 3;
- GRI 305-4 Greenhouse Gas emissions intensity;
- GRI 305-5 Reduction of greenhouse gas (ghg) emissions;
- TRUST 2020 Percentage of CO_2 emissions offset from data centers, buildings and business travels;
- TRUST 2020 Percentage of CO_2 emissions offset from payment terminals based on a Life Cycle Assessment (LCA).

Circular economy

Description: The finitude of natural resources, especially the rare raw materials used in electronical components, constitute a challenge for the industry as a whole, which will have to adapt and develop new solutions linked with eco-design and management of end-of-life products. Worldline, through its activity of payment terminals, is also directly concerned with the collection and recycling of electronic waste.

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Risk mitigation: Worldline is strongly committed to ensure that its solutions, notably its hardware payment terminals, are eco-designed, properly used and recycled to have the minimum impact on the environment all along their lifecycle. Worldline thus complies with the WEEE regulation for the recycling of waste. Moreover, Worldline pays specific attention to its supply chain in the production process, notably to ensure all minerals used as components of its payment terminals come from conflict-free areas. For more information, refer to Section D.5.2 of the present document.

Main KPI to monitor risk management and efficiency of mitigation actions: AO19 Waste Electrical and Electronic Equipment (WEEE).

During its risk analysis, Worldline also identified Natural Disasters among a physical risk as scientists tell us that climate change will result in more frequent and extreme natural events. However as this risk is of weak occurrence, it was not presented together with the significant risks. The main consequences of such a risk would be power supply disruptions affecting data centers, for which Worldline is already prepared to some extents. Indeed, the Company takes into account natural disasters resilience for activities on the one hand, and the safety of employees on the other. The resilience of activities must consider the upstream preparation, the resistance capacity during an event and the recovery capacity after an event. Thus, Worldline's data center locations are chosen where there is no major risk of extreme natural events. In addition, data centers count with diesel emergency power tested on a monthly basis with fuel autonomy for some days in accordance with business service level agreements. Besides, the strategic datacenters of Seclin have full duplication capacity (synchronous data and IT infrastructure replication). Such business continuity strategies can minimize the effects of local phenomena and aim to mitigate wider extreme natural events as well as other disruption causes like fires or civil disturbances. In 2017, Atos also launched its own Safety and Emergency Response Tool (SERT), including Worldline, which is activated in areas where an event has occurred that could put employees' safety at risk.

D.5.1.2.2 Global monitoring to mitigate these environmental risks

The Company monitors these risks through different tools and processes such as:

- The Environmental Program action plans;
- The EMS (Environmental Management System);
- The Enterprise Risk Management Process (monitoring main risks that can impair the achievement of the Group's objectives);
- The Book of Internal control (BIC);
- The Legal Risk Mapping.

It must also be noted that extensive business continuity strategies, as mentioned previously, have been implemented, resulting in the ability to provide services from different locations.

Under Atos initiatives, an impact valuation and scenario analysis was carried out to assess the resilience of the Group's activities, considering different climate-related scenarios, including a 2 °C scenario and a business as usual scenario at 4 °C. Atos has also acknowledged the recommendations from the Financial Stability Board (TCFD - Task force on Climate-related Financial Disclosures) to assess and anticipate the consequences of climate change (risks, opportunities) whether in terms of prevention, mitigation, adaptation or transformation.

Improving the performance of Worldline's environmental challenges enables concrete benefits and mitigates environmental risks. In particular, the energy efficiency and carbon reduction challenges are clearly seen as opportunities leading to alternative ways of working, improved internal processes, better operating efficiency and potential cost savings.

D.5.1.3 Green IT@Worldline

Since 2010, Worldline has implemented a global environmental-friendly management of its data centers to optimize energy consumption. Since 2016, other commitments, policies and actions mentioned above and hereafter have structured a more holistic and comprehensive approach towards a Green IT initiative with greater reach.

D.5.1.3.1 Green IT Scope @Worldline [GRI 103-2 Energy] [GRI 103-2 Emissions]

WWF France and Club Green IT have identified three complementary approaches of sustainable ICT:

- The Green (for) IT initiative, which aims to reduce the environmental and social footprint of ICTs, particularly in companies, linked to flows (like the use of paper and electricity, etc.);
- The IT for Green approach, which consists in leveraging digital innovation for the benefice of social and environmental progress;
- The eco-conception of ICT services that makes it possible to design more energy-efficient and environmental friendly digital solutions.

In 2018, Worldline has participated to WeGreen IT study initiated by WWF France and the club Green IT to:

- Better quantity the environmental footprint of its IT system (French scope);
- Identify new areas of improvement;
- Gather new methods, tools and good practices from key digital players, notably regarding eco-conception of digital solutions.

The WeGreen IT study has analyzed the 10 following domains:

1. **Responsible purchasing:** actions and clauses implemented by the Procurement department;
2. **Duration and life of equipment:** actions to extend the life of equipment, including reuse and recycling;

3. **Governance:** strategy, budget, KPIs… implemented to integrate the Green IT topic into the Company;
4. **Workstation:** actions to optimize purchase and use with less impact individual IT equipment;
5. **Telephony:** actions to optimize the purchase and use of phones;
6. **Printing:** actions to reduce print volumes and associated impacts;
7. **Training and awareness:** action to make a responsible use of tools in the workstation;
8. **Software:** actions to optimize energy consumption of solutions by raising awareness on good practices;
9. **Digital services for IT sector:** actions to implement good R&D practices to eco-design digital services;
10. **Data centers:** actions to reduce their energy consumption and environmental impacts.

This study was also an opportunity for Worldline to assess its Green IT maturity among 24 big French companies. Worldline's index of global maturity resulted in 70% (whereas the average index was 59%). If the study demonstrated Worldline's maturity regarding the management of its data centers, other areas of improvement have emerged. Thus, since the publishing of the results in October 2018, Worldline has been working to strengthen its Green IT governance, involving the IT and R&D departments, in order to jointly develop eco-conception best practices for its future solutions. Besides, Worldline has also identified purchasing sustainable practices in terms of IT equipment (eco-labeled computers, printers) that the Company will share with Atos and Worldline Procurement departments.

More generally, Worldline's objective is also to raise awareness on all the environmental and social best practices throughout its entire organization across all its departments linked to its IT operations. This initiative aims to design, manufacture, operate and manage EOL of computer-related products (data centers, software & hardware conception and workstation materials) in the respect of Human Rights and with a view to limit their environmental impact.

Besides, in 2018, Worldline joined the Green IT working group ("Conception Numérique Responsable") which gathers experts as well as both private and public organizations with the aim to develop eco-conception of digital services.

Through its low-carbon strategy launched in 2016 and its new Green IT approach, Worldline is addressing in 2018 a more comprehensive scope of intervention, ranging from the energy efficiency of its data centers and offices to the eco-production of its payment terminals, including transversal actions like raising awareness on eco-friendly behaviors, implementing responsible procurement policies or working with business departments and the Expert community on eco-design best practices for software and applications.

D.5.1.3.2 Governance and policy [GRI 103-2 Energy] [GRI 103-2 Emissions]

To be effective in monitoring environmental activities, a specific governance framework has been set up to identify priorities and draw up an action plan in line with environmental policies. Thus, Worldline has trained a team of specialists to manage the various processes and regular external assessments relating to the environment. In 2018, Worldline appointed a Global Environment Manager, directly reporting to Worldline's CSR Officer. The Global Environment Manager is responsible for all environmental matters and is supported by the local environmental teams monitoring each site.

The Environment Manager is responsible for implementing the environmental policy at the Group level, managing Worldline's environmental performance, implementing environmental action plans in accordance with the strategy, and monitoring environmental audits and certifications. The data used to determine the environmental KPIs, and the associated supporting documents, are collected at central level by the CSR Reporting team.

To coordinate teams at all group levels, a number of meetings are conducted on a regular basis. At Global level, the Environmental Board is meeting quarterly. This board is chaired by Worldline Global Environment manager, who coordinates the proceedings and organizes the work for upcoming months. It is composed of the Global Environment Managers of Worldline and Atos, the Real Estate Director, the ISO 14001 Country Environmental Managers of the main geographies, and the Worldline CSR Officer. The purpose of this board is to:

- Follow up on environmental initiatives including target-setting and roadmap;
- Review ISO 14001 certification and the associated progress plan;
- Ensure full alignment within Atos environmental strategy;
- Share the environmental strategy and the joint opportunities with the Atos group.

For multi-site countries, like France, a monthly coordination call is also taking place and chaired by the Country Environmental Manager.

In 2017, Worldline has implemented its global environmental policy. The policy is aligned with the strategic ambitions of the Atos group and with its CSR program. The purpose of this policy is to provide high level principles, over the short and long term regarding the Company's environmental challenges and also to be a reference document for stakeholders so that they can better understand the Worldline commitment. The environmental policy covers procurement actions, recycling and data center energy optimization policies. It also sets targets for carbon emissions, energy consumption, electronic waste management, protection of natural resources and reduction of dependency on non-renewable resources.

D.5.1.3.3 Environmental Management System and energy audit [AO14] [GRI 103-3 Energy] [GRI 103-2 Emissions]

With its history and know-how, Worldline has also implemented its own Environmental Management System (EMS) in line with the Atos group's environmental policy and the ISO 14001 standard. The EMS seeks to address environmental issues specific to sites and introduce regular additional actions to reduce Worldline's environmental footprint. The EMS covers all topics, including: Purpose of the organization, Stakeholders, Risks and Opportunities, Leadership, Legal compliance, Environmental Analysis and Significant aspects identification, Planning, Communication and awareness, Monitoring, surveillance, performance evaluation and continuous improvement. In recent years, this approach has already proved effective and is in line with local and global environmental regulations. The Worldline environmental roadmap encourages its suppliers to be compliant with environmental standards and engages all Worldline employees to apply its environmental policy. In 2018, Worldline also engaged news initiatives towards its main suppliers and encouraged them to reduce their own environmental footprint.

Since 2012, Worldline has decided to seek ISO 14001 certification for its main offices sites (over 500 employees) and all its strategic data centers. That year, Vendôme data center achieved ISO 14001:2004 certification. In 2016, the data center and the office of Brussels in Belgium and the site of Frankfurt in Germany were certified ISO 14001:2004. Shortly after, the sites of Blois, Seclin Dassault and Seclin La Pointe in France were also certified. In total, nine strategic sites of Worldline are certified [AO14] and with the multisites certification it represents 53% of the total headcount in 2018. In 2018, Worldline started the EMS deployment project at Utrecht (The Netherlands) and Villeurbanne (France) locations in order to achieve certification by end of 2019.

Regarding the sites with more than 500 employees, 75% of operational facilities were ISO 14001 certified in 2018.

As part of its ISO 14001 certifications, Worldline has embarked on the generalization of actions to reduce the environmental footprint of its offices such as:

- Systematic deployment of high-performance computing devices (printers, computers, photocopiers, etc.);
- Investment in lighting based on LED technologies and setting of motion sensors in public spaces;
- Fostering employee awareness of eco-responsible actions to empower them to change their practices.
- The supply of 100% of the Group's total electricity consumption in renewable energies. For example, from this year, 100% of the electricity of Worldline France is renewable.

Worldline also increased its Green IT initiatives by engaging a number of actions towards sales, technical and operation's teams to better take into account the environmental footprint of Worldline products and services throughout the whole life cycle (eco design). These initiatives will last over the coming years.

During the 2018 financial year, Worldline was not fined or subject of any administrative, legal or arbitration proceedings (including those of which Worldline is aware and which could pose a threat to the Company) having taken place or which could have a significant impact on Worldline's financial position or profitability. The Company confirms that it complies fully with local environmental regulations [GRI 419-1].

D.5.2 Concrete actions to reduce our environmental footprint [GRI 302-4 Reduction of energy consumption] [GRI 305-5 Reduction of GHG emissions]

As described earlier, energy, carbon and electronic waste are the main environmental challenges for Worldline. The Company is therefore conducting specific assessments and actions in these areas of concern according to place of consumption and impact (offices, data centers, and terminals, travels) in order to reduce its environmental footprint.

D.5.2.1 Global actions on climate change

As greenhouse gas emissions continue to rise, Worldline chose to contribute to one of the greatest threats facing society, climate change, by focusing its environmental strategy on reducing CO_2 emissions across its data centers, offices and business. This low-carbon strategy mainly comes down to improving its energy efficiency and switching to renewable energies which also develops the trust of its customers, investors and other stakeholders at large.

D.5.2.1.1 Reducing our carbon footprint [GRI 305-1] [GRI 305-2] [GRI 305-3] [GRI 305-4]

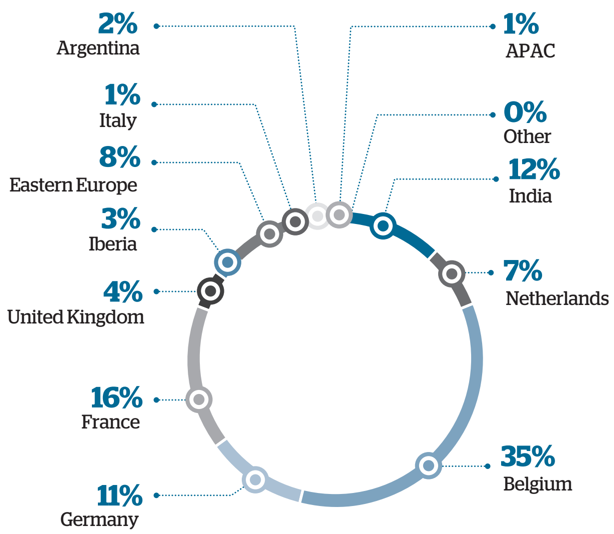
Worldline considers environmental performances and targets have to be rigorously quantified. That's why, since 2014, the Company has realized periodic measurements of the CO_2 footprint and implemented transformation programs to progressively reduce CO_2 emissions. Following this policy, Worldline has for instance, since 2014, reduced the emissions by 85% for its data centers and by 11% for all its activities.

Taking into account its new acquisitions, Worldline decided to release its carbon footprint both on a constant scope and an enlarged scope with new countries included in the reporting. All along this chapter, data will be released with the new scope of reporting.

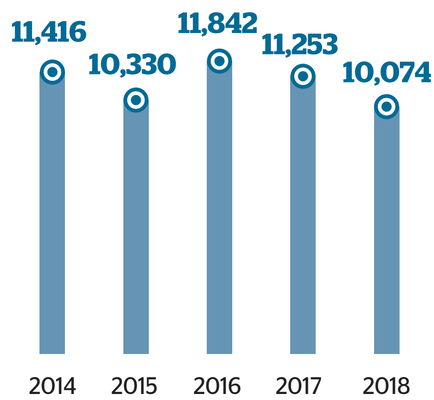
The Company calculates its carbon footprint using the most widely adopted standard: the Green House Gas emissions protocol. As defined in this protocol, the emissions are sub categorized between Scopes 1, 2 and 3. With this, the Company ensures compliance with the new obligations of the article 173 of the Energy Transition Act for green growth, which requires that companies report greenhouse gas emissions throughout their value chain and the measures taken in their low-carbon strategies.

In 2018, Worldline GHG emissions are 10,074 tons CO_2 emissions worldwide [GRI 305-4].

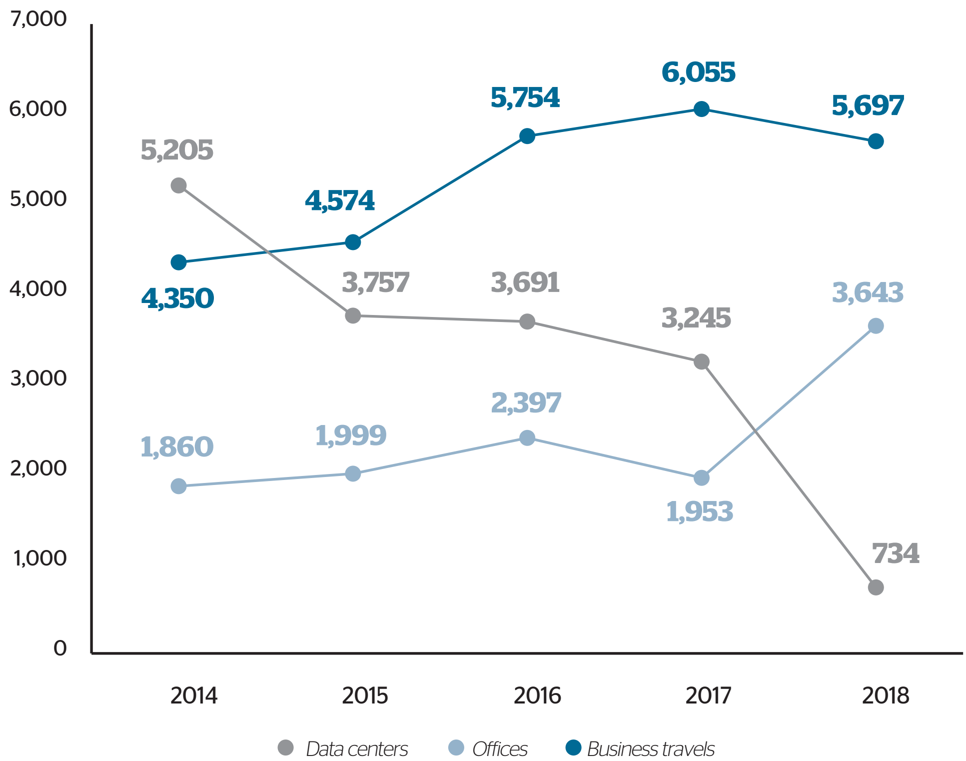
BREAKDOWN OF CO_2 EMISSIONS BY COUNTRY IN 2018



EVOLUTION OF THE CO_2 EMISSIONS IN WORLDLINE FROM 2014 TO 2018 (IN TONS CO_2 EQUIVALENT)



EVOLUTION OF THE CO_2 EMISSIONS IN WORLDLINE BY CATEGORY FROM 2014 TO 2018 (IN TONS CO_2 EQUIVALENT)



D

Taking into account all the Scope 3 emissions, Worldline GHG emissions amounts to 429,587 tons CO_2 worldwide. Overall, Scope 3 emissions represent around 423,615 tons CO_2.

The main source of Worldline's carbon footprint (*i.e.* Scopes 1, 2 and 3 included, as per the Greenhouse Gas Protocol), is the purchase of equipment and services.

Direct emissions (Scope 1)

Scope 1 emissions concerns direct emissions from the combustion of fossil fuels used for the energy consumption of Worldline offices, data centers and business travel. In 2018, Worldline Scope 1 emissions are 4062 tons CO_2 emissions worldwide [GRI 305-1] (new scope).

Indirect emissions (Scope 2 and 3)

Scope 2 emissions concerns indirect emissions from electricity and district heating consumption in Worldline offices and data centers. In 2018, Worldline Scope 2 emissions are 1911 tons CO_2 emissions worldwide (new scope) [GRI 305-2]. Due to the increasing use of renewable energies especially in France for offices and data centers thanks to the guarantees of origin, the Scope 2 emissions have highly decreased in 2018 by 45% with respect to 2017.

Worldline has calculated its Scope 3 emissions following the Atos group methodology, thus dividing these emissions into two categories:

- **Scope 3 A** (operational scope): it regroups categories covering Worldline main challenges and activities under operational control or direct influence. This category includes energy emissions from offices, data centers and business travels;
- **Scope 3 B** (other scope emissions): it regroups other categories not under Worldline direct control or influence. The methodology for calculating Scope 3 emissions relies on the "Scope 3 calculator" created by the Greenhouse Gas Protocol and Quantis.

This category includes emissions from the following sources:

- Purchased goods and services;
- Capital goods;
- Fuel and energy related activities, not included in Scope 1 or Scope 2;
- Upstream transport;
- Waste generated in operations;
- Employee commuting;
- Upstream leased assets;
- Downstream transport;
- Processing of sold products;
- Use of sold products;
- End of life of sold products.

The Company has excluded several categories that are not relevant for the calculation of Scope 3 emissions such has downstream leased asset, investments and franchises and the travels of visitors and customers. Regarding Scope 3 emissions, Worldline emitted 423,615 tons of CO_2 equivalent in 2018, for all its activities worldwide, vs. 374,426 tons CO_2 in 2017. Emissions of the Scope 3 A category described above represent 4,042 tons of CO_2 equivalent and those of the Scope 3 B represent 419,573 tons of CO_2 equivalent.

Carbon intensity [GRI 305-4]

The rapid external growth of the Company has direct impacts on its carbon emissions in absolute value by integrating new companies, new activities in new countries or new production capacities accompanied by additional emissions. Thus, CO_2 emissions in absolute terms can hardly be compared from year to year. That is why carbon intensity figures are much more relevant than absolute values to reflect Worldline's progress in terms of energy efficiency. In 2018, Worldline's carbon intensity figures were 6.81 tons of CO_2 per € million and 1.07 tons of CO_2 per employee [GRI 305-4].

The progress made in terms of intensity in 2018 (tCO_2e/millions of euros in sales) is directly linked to the reduction of emissions (numerator), changes in turnover or the number of employees (denominator) and changes in conversion factors. The reduction also comes from energy saving initiatives in Worldline's data centers and offices.

Other atmospheric emissions [GRI 305-6] and [GRI 305-7]

Unlike the CO_2 emissions described above, ozone-depleting substances (ODS), including sulfur oxides (SOx) and nitrogen oxides (NOx), have not been identified as a priority in Worldline's operations. The Company's materiality matrix analysis has highlighted that Worldline's operations do not have a significant or critical impact on other forms of pollution, such as noise pollution. As a consequence, no relevant and appropriate actions or measures need to be taken in this area.

D.5.2.1.2 Offsetting our carbon footprint

As part of its low-carbon strategy and TRUST 2020 objectives, and to offset the impact of its unavoidable carbon emissions, Worldline has implemented a voluntary carbon offsetting program. Since 2010, as part of the Atos group, Worldline has offset 100% of the CO_2 emissions from its data centers. Since 2016, Worldline has offset its CO_2 emissions from its payment terminals over their entire lifecycle. In 2017, the Company reached 83% of emissions offset by neutralizing 100% of the CO_2 emissions from its employees' business travel. In 2018, Worldline decided to offset 100% of its GHG emissions. This initiative, which provides carbon neutral footprint hosting, allows customers to declare "zero" in their carbon public reporting (Scope 3, outsourced services) for services hosted by Worldline.

In terms of offsetting program, the Atos group and the Worldline Group have chosen to fund a wind farm project, enabling the development of renewable electricity in India, a region where Worldline has 8% of its employees and where renewable energies development is a critical challenge for society. This project is certified according to the best internationally recognized standards such as the Verified Carbon Standard and the Gold Standard in partnership with Ecoact. It allows generation of 160 mW of power with 200 wind turbines and thus avoids burning the equivalent of 750,000 tons of coal.

This offsetting program also brings other economic, social and environmental benefits for local communities such as the electrification of 647,700 households in rural areas, the prevention of water pollution, the creation of 88 skilled jobs (technicians and maintenance supervisors) and 36 unskilled jobs from construction to operation and maintenance of the wind farm, and eventually a more stable and accessible energy network (with a consequent better access to health care and food aid).

D.5.2.1.3 Switching to renewable energy supply [GRI 302-4 Reduction of energy consumption] [GRI 305-5 Reduction of GHG emissions]

Worldline continuously introduces more renewable energy sources into its electricity mix.

As part of the Company's commitments to carbon reduction and neutrality, Worldline commits in 2018 to supply 100% of its total electricity consumption in renewable energies. Indeed, each year Worldline supports the renewable energy adoption on its own offices and data centers and reviews its supply contracts to identify countries likely to switch to renewable energy.

Several countries now meet part of their energy requirement using renewable energy, following the Atos group's program, which aims to gradually and when possible migrate from non-renewable electricity to renewable electricity. These advancements jointly taken by local procurement teams in coordination with the central teams reflect the commitment and day-to-day efforts made by employees to reduce Worldline's carbon footprint. Thus, in 2018, Worldline France has chosen to contribute to the development of renewable energies by subscribing to a new contract with its energy provider EDF. Thus, renewable electricity is generated on Worldline's behalf for its offices and data centers.

Worldline Belgium has a green electricity contract since 2009 (renewed in 2018) which provides 100% of Worldline Belgium's energy requirement. The contract with Electrabel/GDF is based on the hydro-electricity produced by GDF in France (AlpEnergy). Also, Worldline Belgium has a solar panel system on the roofs of its data center and car park since 2015. Through this investment (500 solar panels), Worldline's environmental commitments are visible and tangible, not only for site employees but also for all local stakeholders, including visitors, suppliers and customers.

Therefore, the Company is currently using renewable energy in its sites in France, Belgium, Germany, Italy, as well as in the equensWorldline co-located data centers in Netherlands and in Italy

In 2018, energy consumption totaled 301 349 GJ [GRI 302-1], with an intensity by revenue of 188.5 GJ/€ million and 30.4 GJ/employee [GRI 302-3].

In 2018, the normalized total electrical power use value was 278 044 GJ.

In the meanwhile, the total of energy used that is derived from renewable sources increases from 49,367 GJ in 2017 to 249 817 GJ in 2018 [GRI 302-1]. Thus, the percentage of energy used that is derived from renewable sources is 90% in 2018. The energy used that is derived from non-renewable sources was 10% in 2018 which represent a total of energy used that is derived from non-renewable sources of 51 532 GJ

D.5.2.2 Environmental friendly offices [GRI 302-1] [GRI 302-2] [GRI 302-3] [GRI 302-4] [GRI 302-5]

The Real Estate Logistic and Housing Policy promotes the energy efficiency criteria such as smart design, low energy building techniques, highly energy efficient appliances and public transportation availability for the selection of new locations and for the extension and rationalization projects. In addition, the Smart Campus concept includes innovative ways of working such as open spaces, desk sharing and digital tools that positively contribute to the environmental footprint of the offices.

All Company environmental commitments and actions related to offices are structured in four dimensions:

- Energy efficiency;
- Waste management;
- Water savings;
- Biodiversity.

D.5.2.2.1 Energy efficiency initiatives

Selection of office sites. Energy efficiency is one of the main criteria when considering a new office location.

Devices consumption. In the framework of ISO 14001, Worldline has implemented a series of measures to reduce the environmental footprint of its office devices: computers/printers/copiers/screens. Those electrical devices have been equipped with auto sleep-mode setups. Another example of measures is the automatic setups in all its printers of the double-side printing parameter since 2017 and the secure printing parameter in 2018.

Equipment upgrade. Systematic replacement of standard lamps by LEDs in the different buildings is ongoing for all areas such as: offices, restaurants and parking. The setup of motion sensors is also a priority to replace switches when possible. In addition, energy efficient equipment related to the building infrastructure is scrutinized such as: heat pumps, boilers, etc.

D.5.2.2.2 Circular economy and waste management [AO19]

ISO 14001 and waste tracking. As part of its optimization program, Worldline has decided to seek ISO 14001 certification for all its sites above 500 employees to achieve high quality waste management, by better identifying areas of improvement and monitoring progress. At those sites, waste sorting, collection and recycling are optimized through collective bins at each floor for different materials such as cardboard, paper, cartridges, toners, batteries, etc. Additionally, in 2018, Worldline France also launched new "Cy-Clope" ashtrays in all its buildings on its main sites: Seclin, Villeurbanne and soon also in Blois and Tour. By adopting these "Cy-Clopeurs", the Company strengthens its objective to valorize butts consumed in the workplace. Indeed, this innovative solution enables both to trace butts thrown inside the Cy-Clope until their destruction and also to collect and use them to replace fossil energy for the creation of cement. For example, 2.5 ton of waste collected and recovered *via* this sector save 1 ton of fossil fuel. In Worldline Belgium, plastic cups used are also recycled into garden furniture. Besides, Worldline Argentina partners with a supplier that recycles paper (a certificate for the number of trees saved is then issued).

Waste Electrical & Electronic Equipment (WEEE). Worldline is compliant with the European WEEE Directive (Directive 2012/19/EU) and supports all actions related to circular economy. In Worldline business context, WEEE includes IT servers, storage robots, network switch, computers (laptops and desktops), monitors, printers, ink cartridges, battery chargers, adapters and electrical appliances. Furthermore, as part of its dialog with suppliers, Worldline promotes waste optimization and recycling in the delivery of its IT equipment. Thus, in 2018, Worldline Global Environmental Manager has planned meetings with two major suppliers to automatically set up bulk packaging to reduce waste for its computers and servers. Besides, for its customers, Worldline offers efficient waste management services in connection with terminal services. The Company collects electronic equipment from its customer and offers a worldwide repair service as well as an efficient after-sales service. This equipment is also repurposed to encourage circular economy. For instance, Worldline Austria donates its old electronic equipment to "AfB", an organization that repairs and refurbishes the equipment for reuse. Worldline is fully committed to the circular economy and prioritizes WEEE management as an important way of addressing the impacts caused by its activities and payment solutions. This approach ultimately reduces CO_2 emissions and dovetails with its CSR strategy.

In 2018, Worldline collected 119 984 kg of e-waste (WEEE) and 100% have been professionally disposed [AO19]. The rest of waste amounts to 488 464 kg, 84% of which was professionally disposed.

Food Waste. Worldline has carried out actions to reduce food waste in its canteens, as demonstrated by the reuse of organic waste through the implementation of composters in Blois (France), or through the creation of biomass energy in Seclin (France). Since its implementation in February 2018, 3.276 tons of wastes have been collected, which has allowed the production of 559 m^3 biogas or 894 kWh of renewable energy. Posters explaining how to sort waste for composter are also displayed in the canteens in Seclin to encourage employees to adapt this practice at home.

KEY RESULTS

Indicators	2018	2017	2016	2015	2014
E-waste collected *(kg)*	**119 984**	92 110	64 369	81 460.7	-
E-waste collected or recovered and reused/recycled *(kg)*	**119 984**	92 110	64 369	81 460.7	-
Other waste collected *(kg)*	**488 464**	518 446	657 947	568 535	-
Other waste collected or recovered and reused/recycled *(kg)*	**410 323**	466 626	617 958	640 480.5	-

D.5.2.2.3 Water savings

The monitoring of water consumption is part of Worldline's responsibility in offices even if it is not a critical concern. Thus, the Worldline Logistic and Housing team is permanently looking for investment to reduce water consumption in offices or canteens. For instance, Worldline France subscribes to a monthly water consumption report for the Seclin sites, which allows the Company to track any over-consumption and limit the size of leaks by anticipating repairs to be done. In 2018, other initiatives to raise awareness among employees in India and Argentina have been organized to limit water consumption on these sites. The total water consumed within Worldline has reached 31,355 m^3 in 2018 [GRI 303-5].

D.5.2.2.4 Initiatives promoting biodiversity [GRI 305-6] [GRI 305-7]

Employee awareness. Because the Company's current local operations do not directly impact biodiversity, air pollution and land use, these issues have not been considered as critical for Worldline. However, the Company supports local biodiversity initiatives on its different sites. These initiatives mainly consist in raising awareness and paying attention to the environment in various areas such as: land use, energy consumption, GHG production, waste generation, etc. For instance, Worldline France supported an initiative from its employees and set up bee hives at Blois and Seclin sites. Thus, beekeeper clubs have been created on several sites in order to train Worldline colleagues in honey production. This initiative helps contribute to the protection of biodiversity by supporting bee's preservation. Similarly, the Brussels site has a 1,500 m² garden that was designed to attract a variety of plant and insect species. This garden, including a kitchen garden since 2017, is also an opportunity for the Belgium Environmental Manager to raise employee awareness on the importance of pollinators in the biodiversity preservation. In 2018, four Belgian employees were able to attend a gardening course in the kitchen garden of the site. In 2018, Worldline has also planned to carry an initiative proposed by an employee to reforest the Seclin French site with the help of the association "Planteurs Volontaires". Program to develop hedgerows, orchards, meadows and ponds to promote biodiversity and improve the environmental quality of the site are currently at study.

Responsible food sourcing. In the context of the new Article 55 of the French law of October 30, 2018 which aims to promote and develop a "healthy, sustainable and accessible food to all", Worldline reinforces its commitment to provide a responsible, fair and sustainable food in its canteens even though this topic has not been identified as critical in its materiality analysis. That is why the Company will include in 2019 its major food catering suppliers in its annual supplier meeting to improve the traceability, the quality and environmental impact of the food proposed in all its canteens. Commitments such as organic and local food, MSC label for sea products, animal welfare or alternatives to the use of palm oil will be topics covered. Additionally, Atos group, including Worldline, is preparing a Charter for Sustainable Food to share with its main food catering suppliers.

Worldline Belgian is also working to obtain the Gold level of the Good Food label for its canteens in 2019, focusing on the choice of local suppliers, as well as seasonal products that tend to preserve biodiversity and natural resources. Part of this initiative, 50% of Belgian employees participate to the weekly "veggie" day, choosing a low-carbon vegetarian meal. Similarly, the canteen at Frankfurt sites serves fish certified by the MSC label (Marine Stewardship Council) and favors locally produced food.

In May 2018, during the European Sustainable Development Week, Worldline also organized a specific day on Sustainable Production and Consumption focusing on responsible eating. During this event, a specific newsletter was sent to all European employees sharing an infographic with best practices to choose low-carbon meal and specific vegetarian options were proposed in the French, Belgian and Dutch canteens in collaboration with food catering suppliers. In Belgium, to promote the new Environmental Charter for employees, the site also organized a tombola (for which the prize was honey pots from bee hives of the site). Utrecht site also joined the initiative by setting up a "Bike 'n Blend" challenge: in exchange of cycling on a blender bike, employees could get a free smoothie and encourage equensWorldline to donate to a charity organization.

D.5.2.3 Data centers energy efficiency initiatives [GRI 302-5]

Since 2013, Worldline has managed five data centers in three different countries with a dedicated energy efficiency optimization program. Over the years, many actions and best practices have been implemented in Worldline data centers such as cooling systems that use water circuits or the implementation of adiabatic cooling that avoids the sizing of the infrastructure for the hot peak days allowing making substantial gains in energy savings. Besides, in 2018, Worldline has reinforced its rationalization strategy regarding its data centers locations to optimize infrastructure efficiency, for instance by closing its minor data center in Aachen.

Worldline applies three types of actions to its data centers in favor of the environment: energy efficiency, waste management notably through server virtualization and water savings. These three categories are presented hereafter together with initiatives applied across all Worldline data centers.

D.5.2.3.1 Energy efficiency category

Worldline is committed to follow the *European Code of Conduct for Data Centres* that was launched in 2008. This voluntary initiative aims at improving the energy efficiency in data centers, and sets ambitious energy-efficiency standards for companies willing to participate.

- **Worldline selects the most energy-efficient servers and components by:**
  - Carefully choosing products used in data centers (such as Transformers, UPS, cooling units, for the infrastructure, but also servers, disks, rooters) with the highest environmental and energy-efficiency standards at the time of purchase and constantly optimizing the existing systems;
  - Leveraging all available technologies to gain energy savings like for instance using server virtualization in all its data centers to reduce the number of physical servers;
  - Optimizing the hundreds of lighting in rooms and technical areas with LEDs;
  - Buying 100% renewable energy since 2018 for al Worldline's data centers;
- **Worldline optimizes the use of its resources to save energy by:**
  - Increasing the data center room temperatures to the maximum levels compliant with the operating standards of servers;
  - In the peak periods of temperature, using an additional adiabatic system to help the air conditioning systems;
  - Implementing the Kyoto protocol for energy recovery;
  - Organizing rooms alternately in cold aisles and hot aisles and, with the containment of cold aisles when possible, using free Cooling and Free Chilling techniques respectively at Vendôme and Dassault data centers.

Besides, Worldline has purchased the PMP Dassault data center components according to the ramp up of the site. The Dassault data center is the latest built in 2008-2009 and aims to a PUE of 1.6, which is a good performance for a ten-year-old data center.

- **Worldline monitors and has verified the energy-effectiveness of its infrastructures by:**
  - Having proceeded to a complete energy balance report of its infrastructures with a specialized company, which conclusion and proposals have enabled to improve the data centers' PUE through new innovations such as free chilling and adiabatic systems deployment or low power servers implementation for instance;
  - Using an infrastructure management solution (DCIM) for very precise, real-time monitoring of energy consumption and monitoring on a monthly basis the PUE.

Thus, the latest internal report on data center power consumption showed that, overall, the various actions taken (migration, adoption of cloud solutions, virtualization, increased use of energy-efficient hardware and other optimization measures) have saved energy. The average power usage effectiveness (PUE) for Worldline's data centers continuously improves from a current 1.70 in 2018, to an objective of 1.65 achieved in 2020 [GRI 302-5].

Besides, these energy-efficient actions in the data centers used by Worldline aim to be implemented across all the Company's geographies, including new ones like Latvian and Lithuania. Thus, Latvian data center is already running on free cooling and the Lithuania data centers rationalize their service by reducing the number of their physical servers end of 2018.

D.5.2.3.2 Waste management and reduction notably through server virtualization category

In addition to PUE enhancement, all the data centers at La Pointe, Dassault, Vendôme, Brussels and the technical room in Frankfurt are ISO 14001 certified. This certification also provides new levers on IT waste reduction, especially on the server recycling process.

Moreover, since 2009, the Company has decided to systematically develop the move to server virtualization for all of its datacenters. The Company's policy is to maximize server virtualization in order to reduce the number of physical servers. Indeed, from an environmental and technical point of view, virtualization yields savings by limiting the number of servers in datacenters, resulting in:

- Less transport of hardware;
- Less ground space used by delivered services, and thus reduced need to enlarge or build new datacenters;
- Less travel, handling and set-up cabling;
- Less waste, reducing packaging (pallets, plastic wrapping, cables);
- Less treatment of this waste (storage, waste recycling, disposal, etc.).

D.5.2.3.3 Water savings category

The water used in data center is mainly required for cooling servers. As water is used *via* a special closed-loop circuit, its consumption is not significant. Moreover, datacenters are equipped to monitor water consumption and track any leaks, which limits water overconsumption.

D.5.2.4 Sustainable terminals

D.5.2.4.1 Product life-cycle assessment for green terminals

One of Worldline's main equipment produced and delivered to customers is the payment terminal. They are designed by Worldline Belgium. Production is carried out by two suppliers at four different sites: mainly in Singapore and Indonesia manufactures (for 80% of the terminals production), the remaining being produced in Czech Republic and Hungary manufactures.

In order to produce, use and recycle this hardware product in the most environmental-friendly way, Worldline first proceed to a carbon assessment of the life-cycle of its terminals in 2014 to be able to offset 100% of their carbon impact in 2016. Second, in 2016, the Company performed an environmental assessment of the life cycle of its payment terminals according to the ECMA 370 standard (European Computer Manufacturers Association), already used worldwide and recognized in the electronics sector. Thus, Worldline has followed ECMA 370 eco declaration guidelines to assess the high level of compliance and environmental performance of all its payment terminals in the entire lifecycle process. By mid-2018, 100% of the terminals catalog has been labelled with the ECMA standard (including portable and unattended devices).

In parallel in 2017, Worldline and its partners (Sirris and Agoria) have started to organize eco-design workshops to reduce both costs and eco-impact, putting in place a process for continuous improvement in line with the ambitious CSR policy of the Worldline Group. As a result, Worldline can now measure, monitor and address through specific requirements the eco-impact of its products, from the design phase to production and recycling phase, including delivery and use by customers. At each stage, engineers have to consider factors such as power consumption, the use of recyclable materials and environmentally friendly packaging. Compliance with applicable environmental regulations is also taken into account.

More specifically, three dimensions have been studied during the eco-design assessment:

- **Plastic housing.** The housing contributes largely to the overall weight and eco-impact of the terminals. Thus, actions are currently taken to identify alternatives to the plastic materials. The demanding characteristics of housing materials (UV stability, mechanical requirements, fire retardant, etc.) require a thorough selection and testing process. Worldline is working even more closely with suppliers and subcontractors to explore and evaluate new materials, which also makes it possible to investigate needs, expectations and new opportunities, guiding a continually evolving process for materials selection;
- **Packaging.** To reduce unnecessary packaging, Worldline investigated the underlying requirements at different stages of the process: individual packaging, bulk packaging, installation, etc. By reviewing core requirements and challenging unquestioned habits, Worldline has identified new concepts to help reduce wasteful packaging and streamline logistics;

- **Process of continuous improvement** is now an integral part of Worldline's management systems. For instance, as part of this process, reducing merchant consumption of thermographic paper has been identified as an objective. Indeed, providing mandatory printed receipts at every transaction has a significant impact whose usefulness or necessity can be challenged with customers. Indeed, providing mandatory printed receipts at every transaction has a significant impact whose usefulness or necessity can be reviewed with customers. Thus, the new *Lugano* Worldline terminal will be the first terminal to be delivered without ticket printer.

In addition, selection of production sites and transport modes has significant economic and environmental consequences because the multi-phase production process involves locations in Europe and Asia to address global market. Being able to measure the eco-impact of products makes it possible to analyze different scenarios and optimize the supply chain in terms of cost and eco-impact. Developing additional criteria for scenario evaluation strengthens Worldline's strategic decision-making processes. Thus, in 2018, Worldline has assessed the possibility to use ship transport more frequently in order to reduce the volume of terminals transported by air freight.

Finally, regarding the minerals used as components of the terminals, Worldline has conducted in 2017 a large survey of its suppliers to assess the way they handle "conflict minerals" concern. For more information, refer to Section D.4.2.3.2 of this document.

D.5.2.4.2 Circular economy applied to the terminal lifecycle [AO19]

Worldline Belgium adopts an exemplary approach to the circular economy for electrical and electronic equipment regarding the production of its terminals all along the value process creation. Worldline terminals follow the same waste policy as offices for the collection and processing of used or end-of-life WEEE (refer to Section D.5.2.2.2 of this document).

At the end of their life-cycle, terminals are collected, disassembled and recycled by certified companies, in accordance with best practices, ensuring the best environmental solution for each component. Worldline Belgium also offers its customers a collection and recycling service for used or end-of-life payment terminals. The collection and preparation of waste electrical and electronic equipment (WEEE) for recycling has been officially authorized since 2015. The merchant customers can either use special recycling containers for payment terminals, or return them directly, as required by law. The terminals are then sent to warehouses where they are held in temporary storage.

The repair process is organized to maximize the recycling and repurpose of usable parts of the terminals in the second-hand market. Once cleaned and reprogrammed, a significant part of these payment terminals can be reused, thus contributing to circular economy. Other terminals that cannot be reused are disassembled and their components salvaged. After a rigorous quality control, these components can be used as spare parts for new terminals. Non-recoverable components (cables, batteries, printed circuit boards, metal parts, housings) are sorted in special containers.

In 2018, Worldline started to use the service of the MCA Company (instead of Galloo) notably to gain additional waste sorting services. Printed circuit boards are managed and processed by Umicore, which specializes in the recovery of precious metals. Worldline officially applied for "Hazardous Waste Collector" approval from the official environmental management body for the Brussels region (IBGE), which reinforces its obligation to follow strict rules on storage, safety and other environmental precautions. On average, Worldline Belgium processes 50 tons of WEEE each year. The management of waste payment terminals is similar in France. Waste is processed by Lumiver Optim and Defabnord, in accordance with the European WEEE Directive (2012/19/EU).

Worldline is also a member of Recupel, which recycles used electronic appliances and light bulbs, and Bebat, which repurposes old batteries by collecting, sorting and recycling them.

D.5.2.5 Business travel: Encouraging sustainable mobility [GRI 103-2 Emissions] [GRI 302-2] [GRI 305-5]

Promotion of alternative modes of transport to reduce CO_2 emissions of individual vehicles

Business travel represents a significant portion of Worldline's carbon footprint. As part of its environmental commitment to promote sustainable mobility, Worldline intends to limit business travel and encourages the use of smart and responsible modes of transportation. To this end, the Company develops different incentives with the Works Councils to promote alternative mobility options other than individual cars such as (electric) bicycles, carpooling or fostering the use of electric cars, thus limiting the CO_2 emissions related to its employees' mobility. To encourage the use of smart and eco responsible means of transportation, in some countries, Worldline finances the public transportation cards of employees. For example, equensWorldline Netherlands employees receive a "Radiuz Mobility Card" that enables automobile users, alongside their lease vehicle, to opt for alternative forms of mobility, such as public transport. The Radiuz card is offering employees increased flexibility and options regarding mobility.

In addition, the use of remote working and digital collaboration is strongly promoted by the Company as a lever to reduce environmental footprint while generating benefits to the work/life balance of employees.

In 2018, the implementation of a mobility plan (PDM) in companies in France has also become mandatory. Worldline France was then able to continue and deepen its sustainable mobility approach. Following a survey of French employees planned under the PDM, Worldline will install charging stations for electric vehicles at its Seclin, Blois and Vendôme sites in response to the growing expectations of its employees for the electric alternative. In general, the communication on the use of public transport for each site has also been improved and working groups are organized with town halls and other neighboring companies to develop global alternative transport solutions to private car.

Focus on bicycle alternative: implementing a subsidy for bicycle use, granting parking spaces, easing bike lease, etc. In 2016, Worldline Belgium enlarged the bicycle underground parking area and set up a loading station for electric bikes, consistent with its participation in the Belgium "bike to work" program, which aims to promote commuting without carbon emissions. In France, Worldline has launched a "use your bike" subsidy for people who use their own bicycle to go to work. In Germany, a "Company bicycle" agreement was signed in 2016 with the Works Council. In the Frankfurt site, specific bicycle parking spaces were created in 2017. Germany sites also offer their employees to lease bicycles or hybrid cars thanks to the JobRad platform.

Focus on electric cars alternative: in Worldline France (in Bezons), electric cars are available for employees' business travel and some free charging stations have been installed. The Frankfurt site has acquired an electric-car fleet in order to limit its environmental footprint. In the French sites of Blois, Vendôme and Seclin, Worldline has invested in recharging stations for employees' private electric vehicles to encourage them to use this mode of transport for commuting. Worldline Belgium also invested, in 2017, in a loading station for electric cars. A workgroup in Belgium is also working on offering a greener fleet to employees through the introduction of electric cars and Compressed-Natural-Gas cars to support the energy transition.

Focus on carpooling alternative: the Company promotes a carpooling platform that was launched in France in 2017 for its employees through a mobile application fostering social connections and empowering an eco-responsible behavior. After 18-month-use, the number of people registered on the platform has increased by 34%. The number of carpooling rides also progressed, especially on the sites of Bezons, Seclin and Blois. Thus, 91 tons of CO_2 were avoided in 2018.

KEY RESULTS

Indicators	2018	2017	2016	2015	2014
Total km travelled per employee	**4762**	4994	5497	5457	7436

D.5.2.6 Educating and engaging our employees on environmental issues

D.5.2.6.1 Worldline supports scientific research through *Under The Pole* expeditions

Since end of 2017, Worldline has committed to support an ambitious scientist research program for the next 3 years to accelerate research and help protect the environment by bringing its technological expertise and by raising awareness among its employees. This scientific program takes the form of *The Under The Pole III* submarine expeditions.

Through Worldline's highly secure Cloud hosting solutions, explorers and scientists will be able to centrally store all data and media content collected during the expedition on a dedicated server, with unlimited storage capacity. This fully secured information will be made available and accessible close to real-time by the scientific community worldwide, while the indexation and the creation of a search engine will ease the work of scientists and film directors. All media content, including photos and video created during the expedition, will also be stored and shared in this cloud solution to better highlight the discoveries of the scientific research and thus raise the general public's awareness on the preservation of oceans.

This expedition *Under The Pole III* is supported by Explore private funding organization, created in 2013 under the impulse of the explorer Roland Jourdain to develop exploration projects combining science, innovation and awareness and responding to major environmental issues. This third adventure of the *Under the Pole* expedition series is dedicated to an underwater exploration of the deep ecosystems of the "Twilight Zone" (between 30 and 150 meters below the surface) from 2017 to 2020, in the four oceans. It aims to bring a better knowledge of these almost unexplored areas and thus to promote the development of a more sustainable world.

In 2018, Worldline engineers designed the UTP Media Asset Management solution that will be developed to be operational by mid-2019. In the meantime, *Under The Pole* explorers and scientists from CRIOBE-CNRS and the Ecole Pratique des Hautes Etudes navigated from the North Pole to Polynesian hot waters to follow their research program and study mesophotic coral reefs up to 120 m deep (The Deep Hope program) as well as great sharks threatened with extinction (bulldog and hammers sharks).

To raise awareness and embark its employees in the journey, Worldline organized in 2018 roadshows on three of its main sites (Bezons, Frankfurt and Brussels) with Ghislain Bardout, the leader of the UTP expeditions, to present this new partnership and how it supports the protection of the environment. This visit was also an opportunity to organize an environmental awareness session with the young public of the college of Bezons. Three other roadshows on other sites are planned for 2019.

This innovative digital partnership leverages Worldline Corporate Social Responsibility policy and actions, especially regarding its environmental commitments. Through this partnership, Worldline's objective is to raise awareness of all Worldline employees globally on key environmental issues such as global warming. This large-scale mobilization is at the heart of Worldline's societal commitment and is consistent with the Company's skills sponsorship approach for the benefit of local communities.

D.5.2.6.2 Local and global initiatives to encourage eco-friendly behaviors in office

Worldline has implemented several initiatives to increase its employees' awareness on environmental issues and encourage them to actively adopt eco-responsible behaviors that thus reduce the environmental impact of their site. Internal communications are also regularly made to share Worldline's sustainability strategy, commitments and achievements through posters, online trainings or newsletters.

European Sustainable Development Week event. In 2018 during the European Sustainable Development Week, Worldline involved its employees on a daily basis by presenting different CSR topics every day during five days through dedicated and global newsletters, with the specific focus on the World Environment Day. These communications shared information about the Company's commitment as well as infographics on best practices regarding sustainable eating, Green IT, social initiatives, etc. Local initiatives were also organized to offer specific vegetarian meals and other animations in the canteens in France, Belgium and the Netherlands. Worldline Bezons and Seclin also set up a collect of used smartphones for an association to recycle them while offering holidays to children with myopathy disease.

Worldline launched and shared an Environment Charter for its employees available in five languages to highlight the 10 key eco-gestures to apply every day for the benefits of the environment: from switching off the light to avoiding printing and encouraging bicycle to go to work, including using reusable mugs for coffee or choosing low carbon meal at the canteens. This charter was signed by 200 employees at the occasion of an offer of bioplastic reusable mugs during the same event.

Posters. In 2018, the environmental infographics that are displayed on all Worldline's sites and convey key figures on Worldline's footprint as well as key eco-practices to implement for employees, were updated in France. This update will be extended to all sites in 2019. The two main topics presented are energy consumption and CO_2 emissions.

Training sessions. In 2018, in addition to the launch of its specific online global training session for new joiners on CSR challenges, Worldline, under Atos initiative, also provided to its employees new e-learning on environmental topics, especially the ISO 14001 certification in 5 languages. Another online training course entitled "Sustainability Improvement" is also available in four languages. Its training modules aim to explain what sustainability is, especially for the IT sector and how Atos group is addressing the key environmental challenges of its sector through its sustainability program.

D

D.5.3 Key performance indicators for Environment

The environmental indicators for the year 2018 below are presented on an extended scope (2018*) and on a constant scope (2018).

								2018 Perimeter*		2017 Perimeter		2016 Perimeter	
GRI	**Indicators**	**2018***	**2018**	**2017**	**2016**	**2015**	**2014**	**Per employee**	**Per revenue**	**Per employee**	**Per revenue**	**Per employee**	**Per revenue**
AO14	**Compliance with environmental laws and regulations ISO 14001**												
	Number of sites certified ISO 14001	**9**	**9**	9	9	9	4	**-**	**100%**	-	100%	-	100%
GRI 302-1	**Energy consumption within the organization**												
	Energy Consumption within the organisation *(GJ)*	**301,349**	**279,011**	281,972	265,636	248,258	290,552	**-**	**99.6%**	-	83%	-	98%
	Energy consumption within the offices *(GJ)*	**90,216**	**77,617**	79,105	73,321	53,837	58,864		**98.6%**		81%		91%
	Energy consumption within the Data Centers *(GJ)*	**211,133**	**201,394**	202,866	192,315	194,421	231,688		**100%**		84%		100%
	Total electricity consumption *(GJ)*	**278,044**	**260,060**	264,015	248,137	229,818	276,740		**99.6%**		83%		98%

								2018 Perimeter*		2017 Perimeter		2016 Perimeter	
GRI	**Indicators**	**2018***	**2018**	**2017**	**2016**	**2015**	**2014**	**Per employee**	**Per revenue**	**Per employee**	**Per revenue**	**Per employee**	**Per revenue**
GRI 302-2	Total district heating consumption *(GJ)*	**9,244**	**5,250**	6,030	3,394	3,170	2,962		**99.6%**		83%		98%
	Total fuel oil and diesel consumption *(GJ)*	**2,131**	**2,107**	1,349	1,357	1,089	1,117		**99.6%**		83%		98%
	Total gas consumption*(GJ)*	**11,930**	**11,594**	10,577	12,748	12,111	9,732		**99.6%**		83%		98%
	Total Direct Energy Consumption in Data Centers & Offices *(Gj)*	**14,061**	**13,701**	11,926	14,054	13,200	10,849	**-**	**99.6%**	-	83%	-	98%
	Direct energy consumption in Offices *(Gj)*	**12,382**	**12,022**	10,605	12,748	12,111	9,732	**-**	**98.6%**	-	81%	-	91%
	Direct energy consumption in Data Centers *(Gj)*	**1,679**	**1,679**	1,321	1,357	1,089	1,117	**-**	**100.0%**	-	84%	-	100%
GRI 302-1	Total Indirect Energy Consumption in Data Centers & Offices *(Gj)*	**287,288**	**265,310**	270,046	251,531	235,058	279,703	**-**	**99.6%**	-	83%	-	98%
	Indirect Energy Consumption in Offices *(Gj)*	**77,834**	**65,595**	68,501	60,573	41,726	49,132		**98.6%**	-	81%	-	91%
	Indirect Energy Consumption in Data Centers *(Gj)*	**209,454**	**199,715**	201,545	190,958	193,332	230,571	**-**	**100.0%**	-	84%	-	100%
	Total electricity consumption from renewable sources *(Gj)*	**249,817**	**243,935**	49,367	19,792	22,033	17,321		**99.6%**		83%		98%
	% of the electricity consumption from renewable sources *(GJ)*	**90%**	**94%**	19%	8%	10%	6%		**99.6%**	-	83%	-	98%
GRI 302-2	**Energy consumption outside the organization**												
	Total km travelled per employee	**4,762**	**4,871**	4,994	5,497	5,457	7,436	**87%**		82%	-	81%	-
	Total km travelled by car	**21,858,923**	**21,118,280**	21,362,963	19,599,863	18,246,304	17,741,306	**87%**		82%	-	81%	-
	Total km travelled by train	**8,360,847**	**8,312,093**	9,331,236	8,302,857	7,856,171	12,151,026	**87%**		82%	-	81%	-

GRI	Indicators	2018*	2018	2017	2016	2015	2014	2018 Perimeter*		2017 Perimeter		2016 Perimeter	
								Per employee	Per revenue	Per employee	Per revenue	Per employee	Per revenue
GRI 302-2	Total km travelled by taxi	**233,770**	**211,239**	401,884	176,349	171,182	318,989	**87%**		82%	-	81%	-
	Total km travelled by plane	**11,809,921**	**11,809,921**	6,830,277	5,067,421	4,106,038	4,668,907	**87%**		82%	-	81%	-
	Total km travelled per revenue	**30,932**	**31,805**	30,257	30,934	33,158	39,991		**84%**	-	81%	-	88%
	Percentage of company cars below 120 gr CO_2/km	**95.11%**	**95.11%**	98.94%	95%	85.10%	38%	**-**	**100%**	-	100%	-	100%
	Number of cars below 120 gr CO_2/km	**758**	**758**	744	786	735	325	**-**	**100%**	-	100%	-	100%
	Number of company cars	**797**	**797**	752	829	864	848	**-**	**100%**	-	100%	-	100%
	Average of emissions in companies fleet cars *(Gr/km)*	**109.94**	**109.94**	110.04	112.9	110.02	113	**-**	**100%**	-	100%	-	100%
GRI 302-3	**Energy intensity**												
	Energy consumption by revenue *(Gj/€ million revenue)*	**188.53**	**220.13**	225	240	232.39	292.22	**-**	**98.6%**	-	83%	-	91%
	Energy consumption by employee *(Gj/Employee)*	**30.40**	33.74	37.13	42.18	41.17	52.64	**97.5%**	**-**	87%	-	85%	-
GRI 302-4	**Energy saving initiatives**												
	Estimated energy savings in data centers *(Gj)*	**0**	**0**	0	55	636	3,167	**-**	**91%**	-	81%	-	86%
	Cost savings due to improved energy efficiency data centers *(in €)*	**15,500**	**15,500**	0	200	27,000	79,148	**-**	**91%**	-	81%	-	86%
	Estimated energy savings in offices due to initiatives *(Gj)*	**198**	**198**	0	84	550	0	**-**	**91%**	-	81%	-	86%
	Cost savings due to improved energy efficiency in offices *(in €)*	**5,214**	**5,214**	585	13,272	16,642	0	**-**	**91%**	-	81%	-	86%

GRI	Indicators	2018*	2018	2017	2016	2015	2014	2018 Perimeter* Per employee	2018 Perimeter* Per revenue	2017 Perimeter Per employee	2017 Perimeter Per revenue	2016 Perimeter Per employee	2016 Perimeter Per revenue
GRI 302-4	**Energy requirements of products and services**												
	Power usage effectiveness (PUE)	**1.7**	**1.7**	1.7	1.7	1.7	1.71	**-**	**100%**	-	100%	-	100%
GRI 305-4	**Total Greenhouse Gas emissions**												
	Total CO_2 emissions *(tCO_2e)*	**10,074**	**8,373**	11,253	11,842	10,330	11,416	**-**	**91%**	-	82%	-	92%
	Total CO_2 emissions in data centers *(tCO_2e)*	**734**	**559**	3,245	3,691	3,757	5,205	**-**	**100%**	-	84%	-	100%
GRI 305-4	Total CO_2 emissions in offices *(tCO_2e)*	**3,643**	**2,334**	1,953	2,397	1,999	1,860	**-**	**99%**	-	81%	-	88%
	Total CO_2 emissions in travels *(tCO_2e)*	**5,696**	**5,557**	6,055	5,754	4,574	4,350	**-**	**84%**	-	81%	-	88%
GRI 305-1	**Direct Greenhouse gas emissions DCs and Offices**												
	Total CO_2 emissions (Scope 1) (tCO_2e)	**4,062**	**3,977**	4,755	4,038	3,959	3,939	**-**	**91%**	-	82%	-	92%
GRI 305-2	**Indirect Greenhouse gas emissions DCs and Offices**												
	Total CO_2 emissions (Scope 2) *(tCO_2e)*	**1,911**	**1,232**	3,492	5,189	4,703	5,437	**-**	**91%**	-	82%	-	92%
GRI 305-3	**Other indirect Greenhouse gas emissions (Scope 3)**												
	Total CO_2 emissions (Scope 3 A) *(tCO_2e)*	**4,042**	**3,255**	3,006	2,614	1,730	2,039	**-**	**91%**	-	82%	-	92%
GRI 305-4	**Greenhouse Gas emissions intensity**												
	CO_2 emissions by revenue *(tCO_2e/€ million revenue)*	**6.81**	**6.55**	8.98	11.05	9.67	11.48	**-**	**91%**	-	82%	-	92%
	CO_2 emissions by employee *(tCO_2e/employee)*	**1.07**	**1.00**	1.48	1.96	1.71	2.07	**98%**	**-**	84%	-	87%	-

								2018 Perimeter*		2017 Perimeter		2016 Perimeter	
GRI	**Indicators**	**2018***	**2018**	**2017**	**2016**	**2015**	**2014**	**Per employee**	**Per revenue**	**Per employee**	**Per revenue**	**Per employee**	**Per revenue**
GRI 305-5	**Reduction of greenhouse gas (ghg) emissions**												
	Estimation of reductions achieved *(tCO_2e)*	**11**	**11**	0	15	77.1	55.3	**-**	**91%**	-	81%	-	86%
	CO_2e reductions due to the energy saved in data centers *(tCO_2e)*	**0**	**0**	0.0	7.0	33.5	55.3	**-**	**91%**	-	81%	-	86%
	CO_2e reductions due to the energy saved in offices *(tCO_2e)*	**11**	**11**	0	0	43.6	0	**-**	**91%**	-	81%	-	86%
GRI 419-1	**Significant fines for non-compliance concerning the provision and use of products and services**												**-**
	Significant fines for non-compliance concerning the provision and use of products and services	**Qualitative**	**Qualitative**	Qualitative	Qualitative	Qualitative	Qualitative	-	-	-	-	-	-
AO19	**Waste management**												
	E-waste collected *(kg)*	**119,984**	**119,984**	92,110	64,369	81,460.7	-	**-**	**59%**	-	61%	-	75%
	E-waste collected or recovered and reused/recycled *(kg)*	**119,984**	**119,984**	92,110	64,369	81,460.7	-	**-**	**59%**	-	61%	-	75%
	Other waste collected *(kg)*	**488,464**	**488,464**	518,446	657,947	568 535	-	**-**	**59%**		61%		75%
	Other waste collected or recovered and reused/recycled *(kg)*	**410,323**	**410,323**	466,626	617,958	640,480.5	-	**-**	59**%**		61%		75%
GRI 303-5	**Water consumption**												
	Water consumption *(m^3)*	**31,355**	**31,355**	28,442.2	29,101.7	26,209	-	**-**	**59%**		61%		75%

GRI 302-1 Energy consumption within the organization: *Exclusion of Luxembourg, Indonesia, Hong Kong, Taiwan, China, USA, Brazil.*

GRI 302-2 Energy consumption outside the organization: *Exclusion of Netherlands, Indonesia, Malaysia, Taiwan, China, Finland, Sweden, USA and Brazil.*

GRI 302-3 Energy intensity: *Exclusion of Luxembourg, Indonesia, Hong Kong, Taiwan, China, USA, Brazil.*

GRI 302-4 Energy saving initiatives: *Exclusion of Luxembourg, Indonesia, Malaysia, Singapore, Hong Kong, Taiwan, China, USA, Brazil and Chile.*

GRI 305-4 GHG emissions intensity: *Exclusion from Indonesia, Taiwan, China. For business travels, Finland and the Netherlands were excluded and estimation was made for the Netherlands, Malaysia, Sweden and Finland based on an average ratio of CO2 emitted per employee (in tons e CO2-. For offices, Luxembourg and Hong Kong are excluded.*

AO19 Total Waste: *Inclusion of Belgium, Germany and France.*

GRI 303-5 Water consumption: *Inclusion of Belgium, Germany and France.*

D.6 Information about the report

This chapter describes the scope of 2018 Worldline's Corporate Social Responsibility report and the guidelines on which it is based. It also addresses how Worldline reports according to globally-accepted reporting standards and the process used to obtain the information presented in the report.

D.6.1 Scope of the report [GRI 102-10] [GRI 102-45] [GRI 102-48] [GRI 102-49] [GRI 102-50] [GRI 102-51] [GRI 102-52] [GRI 102-54] [GRI 102-56] and [GRI 103-1]

D.6.1.1 French legal requirements for information of listed companies [GRI 102-12]

For further information, see Section D.1.3.3 of this report.

D.6.1.2 Application of the principles of standard AA1000

For further information, see Section D.1.2.3 Respect of AA1000 Standards of this report.

D.6.1.3 Global Reporting Initiative [GRI 102-12] [GRI 102-46] [GRI 103-1] [GRI 103-1 Indirect Economic Impacts] [GRI 103-1 Market Presence] [GRI 103-1 Procurement Practices] [GRI 103-1 Anti-Corruption] [GRI 103-1 Energy] [GRI 103-1 Emissions] [GRI 103-1 Employment] [GRI 103-1 Occupational Health and Safety] [GRI 103-1 Training and Education] [GRI 103-1 Diversity and Equal Opportunity] [GRI 103-1 Customer Privacy] and [GRI 103-1 Economic Performance]

Worldline reports on the full general disclosures and on the material topics clustered into general categories (economic performance, market presence, indirect economic impacts, procurement practices, anti-corruption, energy, emissions, employment, health and safety, training and education, diversity and equal opportunity, customer privacy and socioeconomic compliance) plus 16 Worldline Sector specific indicators. Worldline has produced its report in accordance with the GRI Standards: Comprehensive option; and has successfully completed the GRI Content Index Service.

Worldline is committed to transparent and public reporting on sustainability. This report covers the period from January 1, 2018 to December 31, 2018 in a comparable period (one year) to the previous 2017 report. In term of scope, the geographical perimeter has changed compared to 2017. Detailed explanations are provided in next paragraphs.

For further information, see the sections D.1.3.1.2 Global Reporting Initiative regarding the report presentation and Worldline's Comprehensive approach.

GRI standard topics [GRI 102-45] [GRI 103-1]

The following topics of the Standards from the GRI have material significance for Worldline. Outside the organization, these aspects are material for the mentioned stakeholders.

Topics	Topic boundaries outside the organization
Economic performance	Communities, Customers, Investors and analysts
Market presence	Communities, Public bodies, Suppliers and partners
Indirect economic impacts	Communities, Public bodies, Suppliers and partners
Procurement practices	Communities, Public bodies, Suppliers and partners
Energy	Customers, Investors and analysts
Emissions	Customers, Investors and analysts
Employment	Not material outside the organization
Training and education	
Diversity and equal opportunity	
Occupational health and safety	Suppliers and Partners
Anti-corruption	Customers, Investors and analysts, Public bodies, Suppliers and partners
Socioeconomic compliance	Investors and analysts, Public bodies, Suppliers and partners
Customer privacy	Customers

Process for defining report content [GRI 102-4]

Firstly, the selection of the KPIs is aligned with Worldline strategy and based on its materiality assessment (See Section 1.3.1.3 Materiality Analysis). The Corporate Social Responsibility strategy includes a prioritization of topics which is an essential requirement for the non-financial performance dashboard and internal project follow up.

In 2018, Worldline conducted a review of its inherent extra-financial risks with an independent consulting company. This review has been carried out consistently with the Atos group's global risk review framework, including Worldline, which entails a regular risk analysis (Enterprise Risk Management, ERM). This extra-financial analysis had confirmed the most relevant topics (aligned with GRI Standards) and the prioritization of its sustainable issues and its strategic axes. It confirmed that the Key Performance Indicators released in Worldline's previous CSR reports were still relevant.

The GRI Content Index table can be found in the Corporate Responsibility Report. It states which subjects have been considered applicable and then included in the report. The required profile information and an overview of the management approach for each indicator category is also provided.

Worldline asked Deloitte to conduct a review in order to obtain a level of assurance for its main key performance indicators (see Independent verification's report on Section D.6.3).

Reporting scope for the indicators resulting from the materiality study [GRI 102-45] and [GRI 102-49]

Worldline obtains its Corporate Social Responsibility data from internal measurements and external sources (third parties). The frequency of the extra financial reporting will be annually. For the year 2018, the scope of the CSR reporting is organized as follows:

- APAC: China, Hong Kong, Indonesia, Malaysia, Taiwan and Singapore;
- BENELUX. Belgium, The Netherlands and Luxembourg;
- CEE: Austria; Czech Republic, Estonia, Latvia, Lithuania, Poland;
- FRANCE;
- GERMANY;
- IBERIA: Spain;
- INDIA: India;
- LATAM: Argentina, Brazil and Chile;
- UK: The United Kingdom;
- OTHER: Italy, Finland, Sweden, USA.

The tables of the Key Performance Indicators in Sections D.1.4, D.2.4, D.3.6, D.4.4 and D.5.3 specify the scope associated with each indicator provided.

D.6.1.4 Reporting tools [GRI 103-3 Indirect Economic Impacts] [GRI 103-3 Market Presence] [GRI 103-3 Procurement Practices] [GRI 103-3 Anti-Corruption] [GRI 103-3 Energy] [GRI 103-3 Emissions] [GRI 103-3 Employment] [GRI 103-3 Occupational Health and Safety] [GRI 103-3 Training and Education] [GRI 103-3 Diversity and Equal Opportunity] [GRI 103-3 Customer Privacy] [GRI 103-3 Economic Performance]

As part of the Atos group, Worldline has drawn up a reporting protocol with reporting methods for the TRUST 2020 indicators and for its main key performance indicators in the Business, Human Resources, Society and environmental areas.

This frame of reference includes the scope, collection and consolidation procedures and definitions of each indicator. As Worldline is engaged in a process of improvement, the Company works to adapt its reporting protocol to changes in the Group and update this document every year.

The Worldline Corporate Social Responsibility office is the contact point for questions regarding the report and includes representatives from each country and representatives from the global functions. Representatives are responsible for the collecting process and evidence archiving.

In 2011, Atos group launched the implementation of SAP Sustainability Performance Management (SuPM) as a new Global Tool to facilitate the gathering of information, global workflows, validations, exploitation and visualization of KPIs results.

Most of the indicators are gathered using the sustainability global tool – SuPM – at country level. Most of HR indicators data have been extracted from the Atos group's HR tool – Clarity – and uploaded into SuPM *via* linking and interfaces. A few indicators are still not gathered into the sustainability global tool but have been collected at Atos group and Worldline level in other tools.

All the procedures, template, CSR reporting protocol and final data are stored on the Atos group SharePoint and blueKiwi with worldwide access.

D.6.2 Methodology of indicators [GRI 103-1] [GRI 103-2]

D.6.2.1 Detailed information related to indicators from TRUST 2020 program

The TRUST 2020 indicators are calculated by the CSR department of Worldline. These indicators have a group level scope with specific levels of coverage for each indicator.

This section describes the reporting process for each objective, each representing an indicator.

100% of alignment with the Service Level Agreements (SLA) on service availability and response time

When applicable and agreed with the Customer, Worldline's contracts have attached Service Agreements, composed of different Service Level Agreements (SLA) in order to define the level of fulfillment of the service produced. The SLA are categorized in terms of "Service Availability" and/or "Response Time and all SLA fulfillments are reported on a monthly basis from January to December. Monthly reports are done for an annual consolidation.

The Service Availability SLA fulfillment rate is calculated by dividing "the total number of fulfilled Service Availability KPI's" by the "total number of Service Availability KPI's". The Response Time SLA fulfillment rate is calculated by dividing "the total number of fulfilled Response Time KPI's" by the "total number of Response Time KPI's".

In 2018, Worldline has decided to focus on the most business critical contracts and platforms and a limited number of SLA to ensure actionable improvement plans for the contract and/or platform owners in case of breaches. Thus, the contract scope has been reduced.

100% of incident responses compliant with Worldline security policy

The number of security incidents and the number of security events correspond to the number of tickets that have been opened to signal an incident during the reporting period. There are three principal ways of opening a ticket:

- When the system logs a security event considered as being security relevant An alarm is created, a team analyses all the alarms and decides if a ticket needs to be opened or not;
- When a client warns Worldline about a wrong information treatment;
- When an employee is subject to a security incident;

The different types of security incidents are defined through Worldline security policy. The compliance rate is calculated by dividing the Number of incident responses compliant with Worldline security policy by the total number of incident responses.

The number of security incident is the sum of all tickets that have been opened during the reporting period.

100% of Compliance Assessment of Data Processing (CADP) performed for all processing activities

Worldline has committed in its CSR strategy to perform privacy impact assessments for all critical services it provides. These impact assessments are regularly performed as Compliance Assessments of Data Processing (CADP) according to the Atos Data protection policy.

As of 2018, the indicator related to the Private Impact Assessments (PIA) has been replaced by an indicator related to the completion of Compliance assessment of data processing (CADP). Up to now, Worldline has been collecting the PIA coverage by interviewing local Data Protection Officers all across the organization. The process has been re-shaped since October 2017 following the aim to cover 100% of processing activities and the GDPR implementation for 2018. This indicator aims to ensure that the necessary assessments and records of processing activities regarding data protection are performed in Worldline. In other words, it indicates the performance in covering inventory by CADP (both submitted and validated). Indeed, data protection legislation obliges data processors and data controllers to document the processing activities they perform.

Worldline considers all processing activities which include processing of personal data as critical services in the sense of CSR. As a consequence, within Worldline each service processing personal data has to be assessed by a CADP. In case of absence of a CADP, an existing Privacy Impact Assessment (PIA) may be used as a substitute for the missing CADP.

A CADP performed is a CADP that has been be done (processing activities have been assessed) but there is no certainty that the CADP has been validated and consequently completely realized.

The indicator is obtained by dividing the number of inventory covered by CADP/by the number of inventory.

For this indicator, the scope is limited to the entities and countries of Worldline in Europe and it represents 76% of the revenue.

725 millions of euros generated through sustainable solutions that contribute to societal and environmental progress in € million

This is the AO7 indicator, described below.

An overall Customer Satisfaction (OCS) score of 8 points

The term "Customer Satisfaction" refers to all activities related to discover whether or not Worldline's customers are satisfied with the products or services that the Company delivers.

The term "Overall Customer Satisfaction" is a metric used to evaluate the overall customer satisfaction at various levels.

The tactical surveys enable to perceive performance measurement for individual contracts or projects. They are delivered every 6 months, on-line or face-to-face. They are based on the type of activity.

Worldline performs twice per year tactical customer satisfaction surveys. The question "Overall, how satisfied are you with Atos?" is used to evaluate the overall customer satisfaction at various levels. The indicator is calculated over a scale of 0 to 10 with 10 as the highest level of satisfaction. The country Overall Customer Satisfaction is calculated as the average of all customers/contracts OCS results.

5 employer brand study citations

These quotations in employer brands could be quotations in newspapers, social networks or other media and quotations in employer brand study. It also concerns some employer brand certifications obtained (such as for instance the Happy Trainees certification). For instance, the citation is considered as an employer brand citation when the Company is recognized as a good employer or when good working conditions are acknowledged.

90% of employees satisfied with the trainings provided by Worldline

In order to measure the employees satisfaction regarding the trainings they received during the year, Worldline has developed a yearly survey that aims to deliver on a yearly basis the employee satisfaction KPI for each training they attended, to ensure that this information can be audited and provide inputs for the Learning and Development department that will set action plans when necessary to increase the quality of the trainings.

The calculation is the ratio of the number of respondents who state being satisfied with the trainings received/ Number of respondents

60% employee satisfaction as measured by the Trust Index of the Great Place to Work® survey

This indicator is monitored by the Trust Index rate provided by the results of the Great Place to Work® survey.

This statement is part of a survey launched every year. The survey is led by the Great Place to Work® institute, independent from the Company. In this survey, there are 59 closed ended statements from GPTW and 13 additional closed ended statements defined by Atos that have to be answered. Among those 59 statements is: "Taking everything into account, I would say this is a great place to work®". If this answer is "Often true" or "Almost always true" then it is considered as a positive response. Based on the positive response, the institute calculates a Trust Index.

In 2018, for all the indicators concerning the Great Place to Work survey, the interns and employees in an apprenticeship are now included in the reporting scope.

Gap of 0 between the % of females in management positions and the % of females in the overall workforce

With this indicator, Worldline calculates the share of women in the total workforce as well as the share of women in the manager population. Then, a difference is calculated between the share of women (in %) in the total overall workforce and the share of women in the manager population (in %).

In 2018, Worldline has modified the calculation methodology of this indicator in order to be consistent with the indicators communicated internally. From now, the calculation took into account the share of women in the overall workforce instead of the share of women in the employees population (excluding the managers). Data from previous (2016 and 2017) were also recalculated using the same methodology.

Level obtained in the EcoVadis supply chain assessment

This commitment measures the level of performance of Worldline regarding its responsible supply chain management. The EcoVadis assessment corresponds to a documentary study that enables Worldline to make an evaluation of its performance on topics related to the environment, labor practices and human rights, fair business practices and sustainable procurement. Being gold level on EcoVadis means that the Company got a score higher than 62/100 points.

100% of suppliers evaluated by EcoVadis with a score below 40 encouraged to have an action plan to solve critical findings identified

This commitment measures the ability of Worldline to enhance the level of responsibility of Worldline among its strategic suppliers and consequently to ensure that the Group is responsible among its whole value chain.

If the supplier has a score below 40 points, Atos and Worldline initiate each year a corrective and collaborative action plan with the supplier. This action plan is not mandatory for the supplier, as well as the EcoVadis evaluation: suppliers can decide to not do the assessment and/or the corrective action plan. The calculation is the number of suppliers who have a score below 40/100 for which WL asked action plans to solve critical issues identified by EcoVadis/total number of suppliers who have a score below 40/100

100% of CO_2 emissions offset from data centers, buildings and business travels

This commitment measures the level of performance of Worldline in the roadmap to become a carbon neutral company. This CO_2 emissions offset is performed thanks to the company Ecoact which propose voluntary carbon offsetting programs for greenhouse gas emissions for companies.

It means to offset the emissions produced by data centers, buildings and business travel of Worldline. The amount of CO_2 emissions is then multiplied by a carbon price (number of € per ton of CO_2) and it enables to obtain an amount of emissions in euros. In 2018, the carbon price was € 1.08/ton CO_2. The indicator will cover the CO_2 emissions induced by business travels, data centers and offices reported during the full year data collection of the present year already audited by Deloitte.

100% of CO_2 emissions offset from payment terminals based on a Life Cycle Assessment (LCA)

This commitment measures the level of performance of WL in the roadmap for becoming a carbon neutral company. It means the level of compensation of CO_2 emissions produced by its terminals lifecycle assessment.

This CO_2 emissions offset is made thanks to the company Ecoact which propose voluntary carbon offsetting programs for greenhouse gas emissions for companies.

Each year Worldline is reporting the tons of CO_2 emissions produced by its payment terminals. Worldline multiplies the total number of terminal produced during the year by an emission factor that take into account all the lifecycle of the terminal (production, use, transportation, end of life). Based on this inputs, the CO_2 emissions are calculated and are audited by Deloitte.

D.6.2.2 Detailed information related to environmental indicators

In line with the GRI Standards "comprehensive" recommendations, Worldline is monitoring a broad range of environmental KPIs related to energy consumption, waste, water and CO_2 emissions. The scope of environmental reporting is that of ISO 14001 certifed sites and c non-certifed sites on a voluntary basis sites with at least more than 50 people. The scope of the reporting regarding the GHG emissions covers about 91% of the revenue and about 98% of employees and reports on environmental KPIs are produced twice a year. Some of these indicators are then audited and verified by external auditors (see the list in the Independent verification's report on Section D.6.3).

For the 2018 Registration Document and in particular for the KPI table (Section D5.3), Worldline decided to report 2 pieces of information so that environmental performance can be compared from one year to the next to release its data on constant scope (a) compared to 2017 and with a new scope (b):

- Data at constant scope (*) include France, Germany, Belgium, the United Kingdom, Spain, Italy and sometimes Argentina;
- Data in new scope (b) include Netherlands, Latvia, Lithuania, Estonia, the Czech Republic, Poland, Austria, Sweden, Chile, Finland, Sinagpour and Malaysia and new sites in India and Argentina.

Employees from equensWorldline, equens SE, Paysquare, Cataps, Mantis, Santeos, DZ Services have been taken into account in calculation of the scope and are included in the 2018 CSR reporting of Worldline. Employees from Six Payment Services are not included into the reporting scope in 2018 and will be included in 2019.

Comments on the indicators are included in the corresponding chapters.

Detailed information related to GRI 302-1 KPI "Energy consumption within the organization"

Data collection for the environmental KPIs involves a significant portion of Worldline's countries. In 2018, Worldline has included Netherlands, Latvia, Lithuania, Czech Republic, Chile, Estonia, Sweden and new sites in India and Argentina in its reporting scope. Those countries provided the information necessary to obtain a reliable estimate of the carbon footprint except for the Netherlands, Sweden, Finland and Malaysia, from which information could not be obtained for business travels, which entailed an estimation for calculating the Group's carbon footprint.

To align the GRI collecting process with the Carbon Disclosure Abatement Project, Atos group used a collection methodology based on the GHG protocol and the GRI Guidelines. In this way the two processes can be integrated and the data for both reports can be gathered.

For the CO_2 calculations, country regulations and calculation methods have been applied. The conversion factors have been adjusted according to country and type of energy consumed (fuel oil, diesel, gas, electricity).

Conversion factors are based on Defra and the International Energy Agency (IEA). The electricity conversion factors for all countries are gathered from the document "CO_2e Emissions from Fuel Combustion 2017" available at:

http://www.iea.org/bookshop/
757-CO2_Emissions_from_Fuel_Combustion_2017.

The rest of the conversion factors are gathered from the DEFRA´s last updated version "Conversion Factors 2017.MS Excel Spreadsheet" available at:

https://www.gov.uk/government/publications/
greenhouse-gas-reporting-conversion-factors-2017.

The methodology used is provided directly through the local power supplier or landlord:

- Concerning electricity, meters are installed at the site level to measure the energy consumed in kWh. The measurement recorded by the meters is used by suppliers or *via* landlords for issuing invoices;
- Concerning natural gas, meters are installed at site level to measure the energy consumed in m^3 and converted in kWh according to local conversion ratios, in many cases directly by the supplier. The invoice is provided directly by the gas supplier or *via* the landlord.

Invoices state the total amount consumed in kWh and/or its monetary value (local currency). If only the monetary value is provided, the respective consumption in kWh is calculated by using a respective cost per unit rate.

Worldline has included some assumptions and techniques for underlying estimations applied to the compilation of the Indicators and other information in the specific KPIs.

For example, in the case of unavailability of actual consumption data, estimates based on previous period consumption have been used to calculate actual consumption. In the case of unavailability of consumption data, estimates based on footage and average consumption from other sites have been used to calculate actual consumption. The corresponding data is entered into the organization's application for each site.

The cooling purchased through local district cooling schemes, for DC and offices is zero (0) Gj and the total of steam purchased through district heating schemes to heat sites is not available. Worldline does not sell electricity, heating, cooling, or steam to third parties.

Detailed information related to GRI 302-3 KPI "Energy intensity"

The Energy intensity ratio is calculated by dividing the absolute energy consumption during the reporting year (the numerator) by the revenue metric expressed in € (the denominator) produced by the organization, in the same reporting year. The Energy intensity ratio expresses the energy required per unit of activity.

For the Energy intensity ratio per revenue is covered by 98.6%. Within that scope, the revenue corresponds to the turnover generated by these countries within the baseline during the year (reporting period: January 1 – December 31) under analysis.

For the Energy intensity ratio per employee is the total headcounts registered at the end of the financial year for all countries within the baseline as on December 31 and covered 97.5%.

The types of energy included in the intensity ratio are: vehicle fuel, electricity, gas, district heating, backup generator fuel (diesel and fuel oil).

The ratio uses energy consumed only within the organization (energy required to operate).

Detailed information related to GRI 302-4 KPI "Reduction of energy consumption"

The types of energy included in the energy reductions are: vehicle fuel, electricity, gas, district heating, backup generator fuel (diesel and fuel oil).

Worldline reports on initiatives implemented during the reporting period that have the potential to contribute significantly to reducing energy consumption. As these primarily arise through investment in infrastructure changes, the savings published are based upon full-year savings and will usually continue over several years (although each initiative is only published in its first year).

For data centers, where multiple small activities take place, savings are calculated through PUE reductions measured in conjunction with site energy consumption. For offices, individual initiatives are justified based upon energy savings (cost savings), and are implemented based upon their merits. Those that are implemented are recorded and consolidated for this value. Data Centre and Office totals are then combined.

Detailed information related to GRI 302-5 KPI "Reductions in energy requirements of products and services"

The PUE is a standard calculation: total kWh consumed by the entire site infrastructure divided by the kWh consumed by the IT infrastructure. The PUE is the industry standard indicator used to measure and monitor the energy efficiency of a datacenter.

The base year is the reporting period (January 1 to December 31). Considering the external growth of the Company, the geographical scope can progressively change to include additional countries.

Detailed information related to GRI 305-3 "Direct (Scope 1) GHG emissions", GRI 305-2 "Energy indirect (Scope 2) GHG emissions", GRI 305-3 "Other indirect (Scope 3) GHG emissions" and GRI 305-4 "GHG emissions intensity" KPIs

The base year is the reporting period (January 1 to December 31). Considering the external growth of the Company, the geographical scope can progressively change to include additional countries.

Worldline is applying the GHG protocol methodology for all GHG Scopes (Scopes 1, 2 and 3). The Greenhouse Gas (GHG) Protocol, developed by World Resources Institute (WRI) and World Business Council on Sustainable Development (WBCSD), sets the global standard for how to measure, manage, and report greenhouse gas emissions.

The gases included in Scope 2 are CO_2. The gases included in the calculation of Gases included in Scope 1 and Scope 3 are CO_2 plus fugitive emissions of refrigerant gases converted to CO_2 equivalents. These gases include R134a, R22, R404a, R407c, R410a, R422d, R508b.

Where possible, Worldline uses conversion factors provided by the energy generating company. Where this is not available, the conversion table used is based on the DEFRA table which provides country average ratio.

The table is available at

http://www.ukconversionfactorscarbonsmart.co.uk/

The chosen consolidation approach for emissions is based on an operational control. Site related data are collected at site level, then consolidated with travel data which is collected at country level. This is then consolidated at GBU level then at Global level.

For the 11th category of used products, Worldline based its calculation on the CO_2 emissions of the lifecycle production of the payment terminal Yomani in order to estimate the CO_2 emissions of other payment terminals. The Yomani model represents 42% of the payment terminals sold by Worldline in 2018.

Worldline includes 3rd party fugitive refrigerant leaks, which are converted into CO_2 equivalent values.

For the GHG emission intensity ratio, the denominator for revenues is the complete organization. Within that scope, the revenue is corresponding to the turnover generated by all countries within the baseline (all Service Lines) during the year (reporting period: January 1 – December 31) under analysis.

For the GHG emission intensity ratio, the denominator for employees is the total headcounts registered at the end of the financial year for all countries within the baseline as on December 31.

For the Netherlands, Sweden, Finland and Malaysia, the information could not be obtained for business travels, which resulted in an estimation to calculate the Group's carbon footprint. For this, a carbon intensity per employee and per € millions of revenue has been calculated for Worldline. Then, for each country, these carbon intensities were multiplied by the corresponding number of employees and the corresponding turnover of the country.

Worldline is not producing any biogenic CO_2 emissions.

Detailed information related to GRI 305-5 KPI "Reduction of GHG emissions"

The reductions in GHG emissions occurred in direct (Scope 1), energy indirect (Scope 2), other indirect (Scope 3) emissions.

Detailed information related to GRI 305-6 KPI "Emissions of ozone-depleting substances (ODS)"

In order to calculate the Global Warming Potential, Worldline has identified the emission of substances to the atmosphere through fugitive refrigerant gas leakage from cooling systems, for example R22, R404a, R407 and R410a. Additionally, these gases are mainly reported for the DCs.

The conversion table used is based on the DEFRA table which provides refrigerant gas GWP tables. The tables are available at

http://www.ukconversionfactorscarbonsmart.co.uk/

Detailed information related to the AO14 KPI "Number of sites certified ISO 14001"

Worldline reports this KPI only for the sites that are directly controlled by the Company. Therefore, sites such as Worldline Spain and Worldline Austria have been reported in the ISO 14001 list of Atos group because these country sites are shared with Atos. In total, two offices from Worldline in Spain and two in Austria are certified but reported on Atos group.

D.6.2.1.3 Detailed information related to Human Resources indicators

All Human Resources indicators derived from the HR Information System (GRI 401-1, GRI 401-2, GRI 401-3, GRI 404-1, GRI 404-2, GRI 404-3, GRI 405-1, GRI 405-2, GRI 202-1, GRI 202-2, and AO6) are based on an extraction made on January 2019. Due to late and retroactive entries on staff movements into the HR Information System, the actual situation as of December 31 is different from the one presented through the HR dedicated indicators. This difference however remains limited: it is approximately 1% of the total workforce at the end of the period.

Employees from equensWorldline, equens SE, Paysquare, Cataps, Mantis, Santeos, DZ Services have been taken into account in calculation of the scope and are included in the 2018 CSR reporting of Worldline. Employees from Six Payment Services are not included into the reporting scope in 2018 and will be include in 2019.

SIX Payment Services employees are only included in the 2018 global workforce indicator (11 502 employees).

Detailed information related to AO6 KPI "Diversity perception in Great Place to Work® survey"

In the KPI AO6 relating Diversity perception, the countries assessed have a percentage of positive responses to each Great Place to Work® item which has been converted into a group "percentage of Diversity perception" by dividing the total positive punctuations between the number of respondents. In 2018, for all the indicators concerning the Great Place to Work® survey, the interns and employees in an apprenticeship are now included in the reporting scope.

Detailed information related to AO2 KPI "Employee satisfaction from the Great Place to Work® survey"

This indicator is based on the Great Place to Work® survey. After recommendation by the Great Place to Work Institute®, the calculation method has been changed for the Trust Index. Since 2016, a weighted average of the scores is provided by taking into account the number of people answering the GPTW survey by country. In 2018, for all the indicators concerning the Great Place to Work® survey, the interns and employees in an apprenticeship are now included in the reporting scope.

Detailed information related to GRI 404-1 "Average hours of training per year per employee"

Average training by employee is calculated using the headcount closing 2018. This includes the hours recorded in the Atos formal training tools (SABA, McGaw-Hill, etc.).

Detailed information related to AO16/ GRI 403-2 KPI "Absenteeism rate and health and safety indicators"

The scope of the data taken into account to calculate absenteeism hours is related to sickness and accident leave.

Detailed information related to WL6 KPI "Taux de turnover"

The method for calculating turnover rate divides the number of employees leaving the Company by the final headcount at the end of the year.

Detailed information related to AO11 KPI "Total number of collaborative working communities"

In 2016, active communities were those notified with a "3 stars" or more. In 2017, this criteria is no longer available and the value is based on the existence or not of the active users in the communities. As of 2018, these communities include both Buekiwi/ZEN and Circuit.

D.6.2.1.4 Detailed information related to other indicators (innovation, customer satisfaction, data protection, compliance, value chain, local communities)

Detailed information related to GRI 102-44 "Net promoter score"

The Net Promoter Score (NPS) is used for measuring and improving customer loyalty. This methodology is based on the perspective that the customers can be divided into three categories: Promoters (score 9-10), Passives (score 7-8) and Detractors (score 0-6). The question "How likely is it that you would recommend Atos to a friend or colleague?" is used to calculate the NPS. Worldline calculates the Net Promoter Score by using the difference between those who have been promoters and detractors divided by the total number of contracts. Regarding the reporting scope, Worldline takes into account the eligible revenue for 2018.

Detailed information related to GRI 419-1 "Total value of significant fines (>100 000€)"

The reporting of the significant fines for non-compliance is linked to a Global procedure called "Litigation Docket," which requires the reporting from the Countries to the Group Litigation department of all fines, claims and penalties greater than € 100,000. The reporting follows this procedure and the results of zero (0) means that Worldline has no fines for non-compliance greater than € 100,000. Compared to other companies, this threshold is very low, and enables Atos to have a clear and efficient control of the litigation issues within the Atos group.

Detailed information related to GRI 205-1 "Operations assessed for risks related to corruption" and AO17

AO17 information contains data provided by EcoVadis. EcoVadis assessment not only covers corruption, but also HR and environment. Worldline works with EcoVadis to assess strategic suppliers' risks related to corruption (total number and percentage of operations assessed for risks related to corruption and significant risks identified).

Information published after 2015 is no longer comparable with previous year values as the definition of strategic supplier was changed to reflect the Atos procurement supplier consolidation strategy. According to the new three-year plan, Atos is focusing on the top 250 vendors, which represents 70% of the total expenditure. The supplier scorecard is shared with Atos group thanks to the supplier evaluation campaign made by EcoVadis.

Detailed information related to GRI 102-9 "Supply chain"

The reported value in Section D.4.2.1.6 Responsible subcontracting is the number of external onshore subcontractors (headcount) present within Worldline on December 31, 2018.

Detailed information related to GRI 205-2 KPI "Communication and training about anti-corruption policies and procedures"

Awareness in Code of Ethics KPI is divided in the e-learning training for all employees available in the training platform of Worldline and virtual classroom webinar training for management employees. The calculation method of GRI 205-2 KPI for e-learning training takes into account all current Worldline employees who had taken the training since 2013.

Detailed information related to AO7 "Revenue generated through sustainable solutions that contribute to societal and environmental progress in € million"

AO7 KPI is calculated based on the revenues of sustainably-oriented offers that Worldline sells to its customers. These revenues are multiplied by an index that assesses the degree of sustainability within each offer. Sustainably-oriented offers are identified and the associated indexes (degrees of sustainability) are set by Worldline Solution Managers based on their screening of offerings on 15 aspects (regrouping economic, social and environmental benefits provided by the offering). The overall process is coordinated by a dedicated person in the Corporate Social Responsibility team. Worldline portfolio continually evolves and the KPI definitions are subject to updates.

Worldline has made an effort to estimate the revenue linked to its sustainable solutions. To obtain this information, Worldline has calculated the revenue by business division and grouped the list of offers that are part of this division in proportion of their total contract value as reported on 2018. Then, Worldline applies the sustainability percentage obtained to the revenue, thus obtaining the revenue linked to sustainable offers. The percentage of sustainability is 0% when the sustainability analysis could not be finalized.

Detailed information related to the KPIs GRI 201-1 "Direct economic value generated and distributed" and GRI 203-1 "Infrastructure investments and services supported"

The information required in GRI 201-1 is mostly included in the financial statement of this document, however for the part relating to community investments Worldline reports the total social contribution reached in 2018.

The reporting of this information is aligned with the guidelines of the London Benchmark Group related to the measurement of the community investment made by companies. It is detailed in Section D.4.3 of this document.

Detailed information related to the KPI WL8 "innovation sessions delivered by Worldline for customers"

This KPI represents the number of delivered Innovation sessions/workshops that are promoted by Global Markets among clients of Atos and Worldline with the support of BTIC network. In these sessions, selected IT topics of customers' interest are addressed to develop innovation awareness that help transform the customer's business.

For this specific indicator, the Innovation workshop doesn't have to be done only with the support of a Scientific Community member. It also can be considered as an Innovation Workshop as long as Worldline is the organizing entity. Worldline reports only the innovation workshops organized by its entities.

D.6.3 Report of one of the Statutory Auditors, as independent third-party, on the consolidated non-financial statement published in the group management report – year ended December 31, 2018 [GRI 102-55] [GRI 102-56]

To the Shareholders,

In our capacity as Statutory Auditor of WORLDLINE SA, as independent third party, we hereby report to you on the consolidated non-financial statement for the year ended December 31, 2018 (hereinafter the "Statement"), presented in the group management report on a voluntary basis, pursuant to the legal and regulatory provisions of Articles L. 225 102-1, R. 225-105 and R. 225-105-1 of the French Commercial Code (Code de commerce).

Company's responsibility

The Board of Directors is responsible for preparing a Statement pursuant to legal and regulatory provisions, including a presentation of the business model, a description of the main extra-financial risks, a presentation of the policies implemented with respect to these risks as well as the results of these policies, including key performance indicators. The Statement was prepared by applying the company's procedures (hereinafter the "Guidelines"), summarized in the Statement and available on the company's website or on request from its headquarters.

Independence and quality control

Our independence is defined by Article L. 822-11-3 of the French Commercial Code and the French Code of Ethics for Statutory Auditors (Code de déontologie). In addition, we have implemented a system of quality control including documented policies and procedures regarding compliance with the ethical requirements, French professional standards and applicable legal and regulatory requirements.

Responsibility of the statutory auditor appointed as independent third party

Based on our work, our responsibility is to express a limited assurance conclusion on:

- The compliance of the Statement with Article R. 225-105 of the French Commercial Code;
- The fairness of the information provided pursuant to part 3 of sections I and II of Article R. 225 105 of the French Commercial Code, i.e. the outcomes of policies, including key performance indicators, and measures relating to the main risks, hereinafter the "Information."

However, it is not our responsibility to provide any conclusion on:

- The company's compliance with other applicable legal and regulatory provisions, particularly with regard to the duty of vigilance, anti-corruption and taxation;
- The compliance of products and services with the applicable regulations.

Nature and scope of procedures

We performed our work in accordance with Articles A. 225 1 et seq. of the French Commercial Code defining the conditions under which the independent third party performs its engagement and the professional guidance issued by the French Institute of Statutory Auditors (Compagnie nationale des commissaires aux comptes) relating to this engagement and with ISAE 3000 (Assurance engagements other than audits or reviews of historical financial information);

We conducted procedures in order to assess the Statement's compliance with regulatory provisions, and the fairness of the Information:

- We familiarized ourselves with the Group's business activity, the report on the main social and environmental risks relating to this activity and the impacts thereof with regard to the respect for human rights and the fight against corruption and tax evasion, together with the subsequent policies and their results;
- We assessed the suitability of the Guidelines in terms of their relevance, completeness, reliability, neutrality and clarity, taking into account, where appropriate, best practices within the sector;
- We verified that the Statement covers each category of information stipulated in section III of Article L. 225 102 1 governing social and environmental affairs, the respect for human rights and the fight against corruption and tax evasion;
- We verified that the Statement includes an explanation justifying the absence of information required by paragraph 2 of section III of Article L. 225-102-1;

- We verified that the Statement presents the business model and the main risks relating to the Group's business activity, including, where relevant and proportionate, the risks generated by its business relations, products or services as well as policies, measures and outcomes, including key performance indicators;
- We verified that, when relevant to the main risks or policies presented, the Statement presents the information stipulated in section II of Article R. 225-105;
- We assessed the process of selecting and validating the main risks;
- We inquired as to the existence of internal control and risk management procedures set up by the Company.;
- We assessed the consistency of the results and key performance indicators used with regard to the main risks and policies presented;
- We verified that the Statement includes a clear and reasoned explanation justifying the absence of policy regarding one or more of these risks;
- We verified that the Statement covers the consolidated scope, i.e. all companies within the consolidation scope in accordance with Article L. 233-16, with the limits specified in the Statement;
- We assessed the collection process set up by the entity to ensure the completeness and fairness of the Information;
- For the key performance indicators and other quantitative outcomes[1] that in our judgment were of most significance, we carried out:
  - analytical procedures that consisted in verifying the correct consolidation of collected data as well as the consistency of changes thereto;
  - substantive tests, on a sampling basis, that consisted in verifying the proper application of definitions and procedures and reconciling data with supporting documents. These procedures were conducted for a selection of contributing entities[2] and covered 22% of the headcount between 18% and 40% of the environmental consolidated data for the key performance indicators and results selected for these tests;
- We consulted documentary sources and conducted interviews to corroborate the qualitative information (measures and outcomes) that in our judgment were of most significance[3];
- We assessed the overall consistency of the Statement in relation to our knowledge of the Company;

We believe that the procedures we have performed, based on our professional judgment, are sufficient to provide a basis for a limited assurance conclusion; a higher level of assurance would have required us to carry out more extensive procedures.

Means and resources

Our work engaged the skills of eight people between December 2018 and February 2019.To assist us in conducting our work, we referred to our corporate social responsibility and sustainable development experts. We conducted around thirty interviews with people responsible for preparing the Statement.

Conclusion

Based on our work, nothing has come to our attention that cause us to believe that the non-financial statement does not comply with the applicable regulatory provisions and that the Information, taken as a whole, is not fairly presented in accordance with the Guidelines.

D

Paris-La Défense, February 21, 2019

One of the statutory auditors

Véronique Laurent

Partner

1 *Services availability rate; Overall customer Satisfaction from Tactical surveys; Net Promoter Score; Innovative sessions delivered by Worldline for customers; Number of WIN members; Percentage of PhD and PhD students at R&D department; External awards success rate; Total number of substained complaints; Number of security incidents; Average hours of training that employees have undertaken during the year; Percentage of total employees who received a regular performance and career development review during the year; Participation rate to the Great Place to Work survey; Great Place to Work Trust index rate; Global turnover rate; Percentage of females; Diversity perception (GPTW); Percentage of female in Worldline's top positions; Absenteeism rate %; Total number of collaborative working communities; Percentage of management employees trained in Code of Ethics - Virtual Classroom; Percentage of employees trained in Code of Ethics - E-learning; Monetary value of significant fines and total number of non-monetary sanctions for non-compliance with laws and regulation; Proportion of spending on local suppliers at significant locations of operation; Percentage of strategic suppliers evaluated by EcoVadis; Percentage of total expenses assessed by EcoVadis; Energy consumption within the organization (Gj); Energy intensity revenue (Gj/million euros); Energy intensity employee (Gj/employee); Total CO2 emissions (t); CO2 emissions by revenue (tCO2/million euros); CO2 emissions by employee (tCO2/employee); Number of sites certified ISO14001; Number of employees at the end of the reporting period (legal staff); Total number of employees recruited. Worldline Belgium, Worldline Netherlands, Worldline Italy.*

2 *Worldline Belgium, Worldline Netherlands, Worldline Italy.*

3 *Worldline's fight against cyber-criminality; Offsetting our carbon footprint; Compliance enhanced governance and monitoring.*

E Financials

Introduction

Principal Factors Affecting the Group's Revenue and Profitability

Payment Services Industry Dynamics

The payment services industry is currently undergoing a period of significant change in response to changing consumer habits, new technology and regulatory developments. Trends in the payment services industry can have a significant impact on the underlying performance of the Group's business. As further described in Section B.1 Industry and market overview includes the following:

Transaction Volume Growth. The Group generates a substantial portion of its revenue from the processing of payment transactions charged primarily on either a per transaction or volume basis (based on a percentage of transaction value). These kinds of transactions are growing significantly as consumers gradually shift from cash to non-cash payments, driven by a number of factors including increased acceptance of non-cash payments by merchants in stores, growth in e-Commerce transactions and transactions using mobile devices, government initiatives to encourage non-cash payments and other factors. A.T. Kearney estimates that non-cash transactions in the European Union grew at a compound annual growth rate of 6% over the past 10 years. A.T. Kearney forecasts that the CAGR will grow to 7% between 2020 and 2015 to reach 238 billion transactions;

Regulatory changes. Recent regulatory changes in Europe have significantly decreased interchange fees and are expected to increase the ability of payment institutions to access European markets other than those of the originating member state in which they have a license (Visa/MasterCard) to issue payment cards or undertake Commercial Acquiring activities. Because the Group records its revenue net of interchange fees paid to issuing banks, and does not itself act as an issuing bank, the effects of the reduction of interchange fees on the Group's revenue will be indirect rather than direct. In the medium to long term the impact of these changes on the Group's revenue will be driven by their effects on the Group's merchant and banking clients and consumer behavior. The Group believes that the reduction in interchange fees will progressively encourage more merchants to accept credit and debit cards for small payments, thus driving additional growth in the number of transactions. In addition, the Group believes that issuing banks, which will see the amount of revenue they receive from interchange decrease, will increasingly consider outsourcing their payment processing services to reduce costs. They will also seek to add new value added services to generate new fees to offset the reduction in interchange fees. The Group has experienced pricing pressure in recent periods and expects pricing pressure from banks to continue to increase due to the changes to interchange fees.

Technology changes. Mobility and big data technology are creating new payment methods and new business models. These developments have the potential to drive additional growth in transaction numbers. Similarly, payment service hub services are becoming more and more important in order to adapt existing systems to new payment methods and models, which may create new outsourcing opportunities from banks whose near-term transaction volume is not sufficient to support investment in redesigning their own systems;

Emergence of new electronic payment methods. New electronic payment methods such as Online Banking enabled Payments (OBeP) and person-to-person electronic wallets are creating new non-card based methods for electronic payments that the Group believes will generate increased transaction volumes. Because these new services offer opportunities for fee structures that differ from the traditional credit card interchange fee system, they may also lead to further pressure on prices, which may in turn further fuel volume growth. The net impact on the Group will depend on whether the effect of increased volume outweighs the effect of any associated price decreases;

Pricing dynamics. The payment services industry is highly competitive, and the ability to deliver reliable, high quality processing services at competitive prices for high processing volumes is an important differentiator. The Group seeks to leverage its scale and global factory approach to achieve low costs and enhance its ability to provide highly competitive pricing without sacrificing reliability or profitability;

Emergence of new digital businesses. The digital revolution is creating new digital businesses that are expected to drive additional payment transaction growth in the coming years. E-Ticketing and automated fare collection, new government services and Connected Living services that leverage the "internet of things" are each creating new service ecosystems with new non-cash payment needs.

Contract Structure

Although each contract is tailored to the circumstances and the specific terms vary from client to client, the Group's contracts typically have one of two main structures:

Build to run contracts. The Group provides most of its services under mid- to long-term term "build to run" contracts. These arrangements typically include fixed fees paid to the Group upon completion of specified milestones during the "build" phase of the service, as well as ongoing "run" fees paid once the service has become operational. "Run" fees for operating and maintaining the system typically include a fixed component, typically with a pre-agreed capacity or assumed minimum number of transactions, and a variable component based on the number of transactions beyond a pre-agreed threshold;

Transaction value based contracts. The Group provides some services under contracts that are primarily based on the value of transactions processed, with minimal fees for initial set up of the service. These arrangements include the processing of credit (or debit) card transactions in the Group's commercial acquiring business and some of the Group's e-Ticketing contracts in Latin America. The Group recognizes revenue from transaction based contracts at the time of the transaction.

The Group's revenue and profitability recorded during any given period is affected by the mix of types of contracts and the development stage of those contracts.

From a revenue perspective, the Group generally records a significant amount of revenue from a build to run contract during the "build" phase. Once the "run" phase of a project begins, the Group typically earns lower transaction based revenue during the "ramp" phase of the project and higher transaction based revenue once the project reaches the "maturity" stage;

In terms of profitability, the most profitable stage of a contract is typically the "maturity" stage, where the Group earns increasing transaction based revenue (or they remain high) with relatively small additional cost. The "build" stage is typically less profitable because the costs of building a service are usually higher than the fixed costs of running a service once it is in place. During the "ramp" phase, a contract with "run" revenue priced on a per transaction or value basis may or may not be profitable, depending on the terms of the agreement and whether the minimum fees charged without reference to the number or value of transactions are high enough to offset the associated costs;

Given the front-end nature of build revenue and the lower associated profitability of the build and early ramp phases of a project, differences in the mix of development stages of the Group's projects from period to period may cause significant period to period fluctuations in revenue and profitability at the consolidated level, and the effect may be even more pronounced at the level of a particular Global Business Line or business division.

Composition of Global Business Line Revenue

The Group's consolidated revenue is generated by sales of services and products by its three Global Business Lines.

Revenue of the Merchant Services Global Business Line

The Group's Merchant Services Global Business Line generates revenue from two Business Lines:

Merchant Payment Services.

This Business Line includes:

Commercial Acquiring. The Group's Commercial Acquiring revenue is primarily derived from the processing of credit and debit card transactions. The fees the Group charges generally consist of either a percentage of the value of the transaction (in the case of credit card transactions) or a fixed fee per transaction (in the case of debit cards), or both (in the case of low-value debit transactions), and are recognized at the time of the transaction. The Group also generates revenue from ancillary value added services such as fraud detection, customer feedback surveys, loyalty and gift card solutions, DDC (dynamic currency conversion) services. Revenue from the Group's commercial acquiring business is affected primarily by average transaction values, the mix of merchant types in its client portfolio and the commercial performance of the Group's merchant clients;

Revenue linked to online secured payment (WL Sips and Worldline Online Payment Acceptance) is generated primarily from activation fees, monthly subscription fees and per transaction processing fees that incorporate volume discounts for higher numbers of transactions. The Group also includes in this Business Line revenue from other acceptance-related processing services. Revenue from its Online Services business is impacted primarily by the number of omni-commerce projects in the build phase during the relevant period, the number of omni-commerce transactions processed for projects in the run phase and the number of Sips and other acceptance transactions processed;

Payment Terminals. The Group's payment terminals are generally offered to merchants on a purchase or rental basis, with an initial installation fee and recurring monthly maintenance fees, and are often sold as a package with its Commercial Acquiring services in countries where the Group offers such services. The Group's terminals revenue is driven primarily by the number of terminals sold or rented out and the average price or rental fee per terminal, which is in turn influenced primarily by market conditions and the mix of terminals sold.

Merchant Digital Services.

This Business Line includes:

The Group's omni-commerce solutions are generally sold under mid- to long-term contracts that include fees for designing and implementing the service, and recurring fees generally with an assumed minimum number of transactions, and agreed per-transaction fees above the assumed minimum. Omni-commerce revenue also include revenue from the Group's redspottedhanky.com e-Commerce site, from which the Group earns commission revenue for the sale of train tickets and other travel-related purchases generally based on a percentage of the value of the items sold,

Private Label Cards & Loyalty Services. Revenue from the Group's private label card and loyalty services are driven primarily by the number of cards or loyalty accounts managed, the level of transactions per account, and average fee per managed account and per transaction. When designing a new loyalty program the Group also typically receives "build" fees for the initial implementation of the program;

Revenue of the Financial Services Global Business Line

The Group's Financial Services Global Business Line generates revenue from four Business Lines:

Issuing Processing:

The Group earns most of its *Issuing Processing* revenue from the processing of transactions under long term contracts under which fees are primarily based on the number of credit cards managed and the number of transactions processed. The Group's card issuing services revenue is therefore primarily a function of the number of cards managed, the average level of transaction activity and the average fee per managed card and per transaction. The Group typically offers volume discounts based on pre-determined bands of transaction volumes and cards managed. When the Group acquires a new client or helps implement new services such as electronic wallets, the Group typically earns a "build" fee for the initial set up of the service, then earns fees based on the number of business transactions processed,

Part of *Issuing Processing* revenue comes from payment Software Licensing fees, paid at the time the software is sold and ongoing maintenance and thereafter support fees charged annually based on a percentage of the initial license fee as well as project revenue to help banks roll out and integrate the software into their existing systems;

Acquiring Processing:

The Group's *Acquiring Processing* revenue is primarily driven by the number of acquiring transactions processed by the Group in countries where it is not itself the commercial acquirer and the average fee per transaction. Part of *Acquiring Processing* revenue comes from payment Software Licensing fees, as described above;

Digital Banking. The Group's *Digital Banking* revenue is generated from transaction fees for processing eBrokerage transactions, which are typically charged on a per transaction fee basis. The Group also generates revenue through this Business Line from projects such as enhancements to Online Banking and mobile banking sites, which are typically charged on a build and run project basis;

Account Payments. The Group's *Account Payments* division's revenue is generated from transaction fees for processing OBeP transactions, SEPA credit transfer and direct debit transactions, which are typically charged on a per transaction fee basis. The Group also generates revenue through this Business Line from projects such as adaptation of client systems to accommodate SEPA transactions, to comply with new regulations.

Revenue of the Mobility & e-Transactional Services Global Business Line

The Group's Mobility & e-Transactional Services Global Business Line generates revenue from three Business Lines:

E-Ticketing. The Group's *e-Ticketing* and journey management services are typically sold under mid- to long-term build to run project contracts. These include initial project implementation fees as well as ongoing fees over the life of the contract based on the number or value of tickets managed. This division's revenue is largely driven by the number of contracts the Group wins, the mix between projects in the build phase and those in the run phase, the volume or value of transactions, and average pricing terms;

Trusted Digitization. The Group's e-Government Collection Business Line offers a range of services, including large scale digitization services, road traffic enforcement, tax collection, healthcare information and reimbursement systems and other services to public sector entities under a range of contract types, often of significant size. Many of these services are provided on a build to run project basis where the Group earns an initial fee for the design and implementation of the project and thereafter earns ongoing fees for maintaining and running the program based on the system's capacity. The Group also earns some fees based on the number of transactions or records processed and additional system capacity. After a service has begun operations, the Group may also earn new project revenue to further expand its capabilities;

E-Consumer & Mobility. The Group's *e-Consumer & Mobility* Business Line offers a large range of services. Consumer cloud services are typically priced based on the number of end users and the average usage per user. Revenue from these services may also include some project revenue in connection with implementing new services. Contact services are typically based on the number and duration of connections. Connected Living projects typically include build revenue and then an ongoing fee based on the number of connected devices managed.

Contract Renewal Cycles

The Group's revenue and profitability can be significantly affected by contract renewal cycles. The Group's contracts generally range from three to five years in length, with some private sector contracts in Latin America having a length of up to ten years. When an agreement reaches the end of its term, a client may seek to renew it or renegotiate the terms of the agreement or may decide not to renew the agreement. The terms of a contract renewal, or failure to renew a contract, can have, depending on the relative size of the agreement in question, a significant impact on the revenue and profitability of the Group or a Global Business Line in any given period. Although the Group's business is spread across a large number of agreements and no single client represented more than c.5% of the Group's revenue in 2018, the relative weighting of a particular contract can be higher within a business division or Global Business Line.

General Economic Conditions

The Group generates the majority of its revenue from the processing of payment transactions on either a per transaction or percentage of transaction value basis. During economic downturns, consumers typically reduce spending, and card issuers often reduce credit limits and tighten their card issuance rates, which can have a negative effect on the overall value of transactions generated by consumers and number of cards managed. Although this effect exists, it has been far outweighed in recent years by the secular shift from cash to non-cash payments. Also, while consumers reduce spending during downturns, many consumers may make smaller but more frequent transactions. Because a majority of the Group's revenue is generated on the basis of the number of transactions that take place, this helps reduce the effect of overall spending declines. In addition, a significant portion of the Group's Merchant Services business is earned from retailers that are in non-discretionary spending categories such as groceries or fuel, the sales of which are less volatile, which further insulates the Group from the full effect of economic downturns.

Services Mix

The Group's revenue and profitability are also affected by the mix and stage of maturity of the services it sells. As noted in Section *Contract Structure*, while the highest revenue under a build to run contract is typically earned during the "build" phase, the most profitable stage of such contracts is typically the "maturity" phase of the "run" period. Each of the Group's three Global Business Lines has a mix of some services that have reached scale and others that are still in the build or ramp up phase. From a Global Business Line profitability perspective, the Group's Financial Services Global Business Line and Merchant Services Global Business Line have a higher proportion of services that have reached full scale, allowing it to generate OMDA margins of 30.5% and 21.2% respectively for these two Global Business Lines in 2018. Conversely, because the Group's Mobility & e-Transactional Services division tends to generate a proportionately higher portion of its revenue from projects in the build and ramp phase, it achieves higher revenue growth but lower margins (OMDA margin of 12.2% in 2018). Similarly, the Group earns higher average fees on credit card transactions than it does on debit, OBeP and certain electronic wallet transactions. To the extent that these categories of non-cash payments experience significant growth in future periods, the Group's profitability would be affected by the extent to which the new volumes generated by these payment methods outweigh the lower per transaction fees and the Group's success in building scalable platforms to process these volumes profitably.

Geographic Footprint

Although the Group provides services across the extended payment services ecosystem, it currently does not generate revenue from its full range of services across each of its principal jurisdictions. As part of its strategy, the Group intends to gradually expand the geographic footprint of its services throughout the markets where it operates, leveraging its new Global Business Lines structure and its increasingly integrated and standardized IT platforms.

Although most of the Group's revenue is currently generated in its core historical markets in Europe (approximately 90% in 2018), the Group is earning an increasing proportion of its revenue from emerging market countries in Latin America and Asia. The percentage of the Group's revenue generated in emerging markets in Latin America and Asia was 9.7% in 2018, and this percentage is expected to grow over time as the Group pursues further international growth. While penetration rates in the Group's core markets in Europe still show room for growth, growth rates in adoption of card-based and other non-cash payments are significantly higher in emerging markets, notably in India, where the Government has put in place a strong policy to promote non-cash payments.

Seasonality and Period to Period Variability

Although the Group's operations typically do not show strong seasonal variations, the fourth quarter of the year, which is favorably affected by higher shopping volumes during the end of year holidays, is the Group's highest revenue quarter, and the first quarter of the year, when new projects are often in their early phases, usually shows the lowest revenue. The effect of the end of year holiday season is offset to some extent by a slowdown in some of the Group's e-Government contracts that have lower volumes during holiday periods.

While the Group's results do not typically show strong seasonal variations, the Group may experience significant period-to-period fluctuations at the consolidated level or in a particular Global Business Line or business division. In particular, given the front-end nature of build revenue and the lower associated profitability of the build and early ramp phases of a project, a greater or lesser proportion of build revenue from one period to the next can have a significant impact on revenue and profitability. A range of other factors could cause or contribute to period to period fluctuations, including non-renewals of contracts or the end of life of a terminal product.

Changes in Scope [GRI 102-45] and [GRI 102-49]

The Group's scope of consolidation has evolved significantly in 2018, 2017 and 2016 as detailed in Section A.6.1 "Formation on the Group". The Group's scope of consolidation will continue to evolve given its external growth strategy.

TEAM and TEAM² projects

In early 2014, the Group had launched "TEAM", a four-year efficiency, industrialization, and standardization program whose underlying objective was to extract the full value and potential of the Group by improving the efficiency and integration of all of its component activities, globally. Through the TEAM program, the Group aims at improving its operating model, reducing costs and leveraging its resources and strengths across the Group's business to benefit from the strong growth in the markets and industries in which the Group operates, improve resource allocation and standardization across its network, and take full advantage of the Group's size and global reach. Through TEAM, the Group leveraged "continuous improvement" initiatives already begun as part of Atos' similar TOP Program, such as lean management and improved purchasing efficiency, while implementing new "efficiency through transformation" initiatives aimed at increasing the Group's production volumes, enhancing the globalization of its business, and integrating and standardizing the Group's IT infrastructure.

The TEAM program, which had an objective to generate € 150 million of cost saving by the end of 2017, was realized as soon as in 2016, by capturing the productivity gains and by finding additional leavers, which allowed compensating the price decreases requested by clients.

Given the good results of this program and the strong internal mobilization that it has created to deeply transform the Company, a new TEAM² program has been launched early 2017. This new program covers the next 3 years with an ambition similar to that of the first TEAM program, but incorporating news workstreams. TEAM² pursue the initiatives that have proven successful over the long term and where there is still potential improvement opportunities, while introducing new workstreams centered around transformation and innovation of our core business.

The initiatives Lean, Purchasing, Real Estate, Contract profitability and Workforce management have been taken into consideration in the TEAM² program with the objective to continue progressing in terms of performance and operational efficiency.

After a successful 2018 exercise with € 75 million of cost saving, 3 workstreams (Make or buy infrastructure, Robotics & automation, First time right development) will be transferred to a new specific transformation program: transversal platform industrialization. The TEAM² program will keep focus on the remaining streams:

Contract profitability. Further enhance the profitability of existing projects and contracts through improved monitoring of contract performance and by mobilizing expert task forces to implement remediation processes when necessary;

Purchasing. Continue to expand the involvement of the Group's procurement teams to leverage the Group's best practices and scale, by systematically involving procurement teams throughout a project's lifecycle, including them early on and in the decision-making process, expanding team sizes in response to greater demand levels, and creating specific purchasing milestones in bid and budget processes;

Workforce management. Reinforce the optimization of our production capacity management, by ensuring the right resources are allocated to the various projects whatever their localization. This includes the development of offshore services for our various countries in addition to onshore resources that are closer to the client;

Lean. Continue with and follow up on the implementation of the "lean" program initiated by Atos, which applies a standard methodology designed to strengthen operations across the Group, develop customer loyalty and leverage the skills and creativity of staff to increase operational efficiency, improve quality of service, promote well-being at work and attract and retain top talent;

Real estate. Optimize the Group's real estate in order to ensure adequate office space for our employees at the best market price.

Zero incident objective: Automate, reinforce and improve the incident management through tooling, process and organization optimization around three axis: incident forecasting, incident detection and problem solving. The purpose is to increase the visibility of the root cause and the frequency of the incident in order to perform deeper bug fixing in application, in procedures or in terms of organization;

Atos Services

Atos provides the Group with a number of support and IT services on an arm's length basis. The amount paid to Atos for these services was € 100.2 million and 108.4 million in 2018 and 2017 respectively. For a description of the agreements related to these services, see Section E.8 Related party Transaction and Note 14 to the Consolidated Financial Statements.

The principal categories of expenses billed to the Group by Atos include:

Rental costs. The Group pays Atos for its share of the rental cost of shared facilities. This charge is recorded under "Operating Expenses" under the line item "rent and lease expense";

Subcontracting costs. Atos rebills the Group, at a price based on Atos' actual costs plus an agreed margin, for the cost of Atos personnel that provide IT services and maintenance services to the Group. These expenses are recorded under the line item "subcontracting costs";

General and administrative expenses. Atos also provides the Group with support services for corporate office functions, including accounting and HR related services. These costs are recorded under the line item "Operating Expenses" under "other charges";

Financing charges. The Atos group provides the Group with funding on an arm's length basis. These costs are recorded under "financial expenses".

E.1 Operational review

E.1.1 Significant events of the year

E.1.1.1 Acquisition of SIX Payment Services

Worldline has announced on November 30, 2018 that it has closed the acquisition of SIX Payment Services, the payment services division of SIX.

SIX Payment Services (SPS), with circa € 560 million in 2018 estimated net revenue, c. 1,300 employees and 6 countries of significant direct presence, is the clear leader of the DACH region (Austria, Germany, Switzerland), with No. 1 commercial acquiring market positions in Switzerland, Austria and Luxembourg and a sizeable presence in Germany.

With circa 82% of its turnover in merchant services, SIX Payment Services is one of the largest and most successful non-bank commercial acquirers in Continental Europe, servicing c. 210,000 merchants both off-line and on-line. It also has a significant scale in Financial Services, delivering c. 18% of its revenue from financial processing services to c. 180 banks and financial institutions, in particular to the Swiss banking community.

A major transformational transaction for Worldline

The acquisition of SIX Payment Services by Worldline allows major enhancement to the business profile and positions of the combined group as follows:

- c. +30% Group revenue increase and staff increase of c.+1,300;
- c. +65% increase in the Merchant Services business attaining over € 1 billion annual revenue and a No. 1 position in continental Europe;
- major rebalancing of Worldline European geographic presence thanks to the acquisition of many new leading positions in the DACH region;
- c. +12% increase in the Financial Services business, which will reach c. € 900 million revenue, further reinforcing its existing No. 1 position;
- a new 10 year commercial relationship, through and with SIX, to deliver financial processing services to the Swiss banking ecosystem.

In Merchant Services, the acquisition of SIX Payment Services is a clear quantum leap allowing Worldline to establish itself as the No. 1 non-bank acquiring platform in Continental Europe.

Key transaction financial terms

The consideration for the acquisition by Worldline of SIX Payment Services from SIX is composed of:

- 49,066,878 newly issued Worldline shares (resulting in a c. 26.9% stake for SIX Group AG); and
- CHF 338 million in cash, subject to customary net debt and working capital adjustments.

After the completion of the transaction, Atos owns 51% of Worldline shares and SIX becomes the second largest shareholder of the Company.

- The agreement also includes a mechanism to potentially compensate SIX up to CHF 166 million in Q2 2020 depending on Worldline value creation by then;
- The transaction comprises a 10-year commercial contract with SIX to deliver a wide range of processing services to the Swiss banking community. In that context, Worldline has become a 20% shareholder in TWINT (the Swiss next-generation bank owned mobile and P2P payment scheme and solution) for a CHF 30 million investment, alongside SIX and other banking actors;
- Transaction costs are estimated at circa € 20 million.

Synergy plan

A detailed industrial program has been implemented with the objective to reach c. € 110 million additional run-rate OMDA in 2022, of which c. 25% will be achieved in 2019 and c. 50% in 2020. The cost to implement the synergies is estimated at € 110 million.

Governance

The Corporate governance of Worldline has been adapted in order to take into account the partnership with SIX. Worldline's Board of Directors was enlarged to 12 Board members and one censor, out of which two Board members and one censor designated by SIX and one new independent Director to be recruited in 2019.

In addition, SIX is represented by one or two representatives in each of the Board of Directors committees (Audit, Nomination & Remuneration, Investment, and a newly created Strategic & Innovation Committee).

E.1.1.2 New large contract: Commerzbank and equensWorldline form a strategic partnership for Payments Processing

During the first semester, equensWorldline has signed a strategic partnership and a very large contract with Commerzbank. The partnership will see equensWorldline process all SEPA, instant payments, multi-currency, and domestic payments for Commerzbank, for a period of ten years upon migration on Worldline's platforms. equensWorldline will onboard and transition Commerzbank's applications to its newest platform technologies. After this migration, approximately 4 billion additional SEPA transactions will be processed per year by equensWorldline for Commerzbank.

In a separate contract signed earlier in 2018, Commerzbank has granted the outsourcing of its Financial Messaging SWIFT Infrastructure to equensWorldline.

E.1.2 Executive Summary

At constant scope and exchange rates, Worldline revenue stood at **€ 1,720.2 million** representing an organic growth of **+6.2%** (€+100.9 million) compared with 2017. Revenue growth accelerated as planned during the year, with +6.7% in H2 2018 (+7.0% in the fourth quarter of the year).

- **Merchant Services**, which represented 36% of Worldline's revenue, grew by **+4.0%** organically or **€+24.0 million** and reached **€ 624.3 million,** mainly led by *Merchant Payment Services* and in particular by *Commercial Acquiring*. The strong acceleration of *Commercial Acquiring* was nonetheless partly offset by the anticipated slowdown of *Payment Terminal Services*;
- Accounting for 45% of total revenue, **Financial Services** revenue reached **€ 777.0 million**, improving organically by **€+54.7 million** or **+7.6%** compared to 2017. All four business divisions contributed to that growth with solid transaction volumes, software license sales and high level of project activities;
- Representing 19% of total revenue, **Mobility & e-Transactional Services** revenue reached **€ 319.0 million**, increasing by **+7.5%** organically or **€+22.2 million** compared to last year. This growth could be achieved thanks primarily to *Trusted Digitization* and *e-Consumer & Mobility*.

Sales through Atos increased organically by €+2.1 million (+4.9%) and reached € 45.9 million in 2018.

By geography, organic revenue growth was mostly driven by:

- Emerging Markets (€+30.0 million or +22.0%) reflecting in particular the strong growth of the Group's operations in Latin America and in India;
- UK, Germany & CEE (€+26.6 million or +6.8%), thanks notably to the ramp up of the Commerzbank contract;
- North & South Europe (€+24.0 million or +22.0%) benefiting from a high project activity;
- France (€+22.6 million or +6.0%) thanks to new contracts signed in 2017 and 2018 with government agencies.

As a percentage of revenue, Worldline's **OMDA** improved by **+100bp**, reaching **€ 391.1 million** or 22.7% of sales, in the upper end of the objective bracket set for the year of between 22% and 23%:

- This strong improvement was driven by **Financial Services**, which improved organically by **+150 basis points** compared to 2017. This performance was driven by savings in the cost base resulting from the implementation of the synergy plan that started with the integration of equensWorldline and by good business trends in all four Business Lines;
- **Merchant Services' OMDA** increased by **+40 basis points** compared with 2017, reflecting the top line performance and the contributive effect of MRL Posnet and former Digital River World Payments integration;
- **Mobility & e-Transactional Services OMDA** decreased by **-120 basis points**. During the first semester, the OMDA of the Global Business Line was indeed impacted by the investment phase linked to numerous recently won contracts. To cope with the challenges of fast resource ramp-up, a strong productivity improvement plan has been launched mid-year and as a result OMDA percentage improved sequentially by **+380 basis points** in H2 compared with H1 2018.

The **backlog** at the end of December 2018 increased to **€ 3.5 billion** following the acquisition of SIX payment Services.

The **total headcount** was **11,474** at the end of December 2018, **compared to 9,467 at the beginning of 2018**. The increase of +21.2% (or +2007 staff) of the Group total workforce was mainly due to:

- The acquisition of Six Payment Services, resulting in 1340 new employees, mainly in Switzerland, Austria, Luxembourg and Germany;
- Strong business development, in particular in India and in France.

E.1.3 Statutory to constant scope and foreign exchange rates reconciliation [GRI 102-45] [GRI 102-49]

For the analysis of the Group's performance, revenue and OMDA for 2018 is compared with 2017 revenue and OMDA at constant scope and foreign exchange rates and restated from IFRS 15 impacts.

Reconciliation between the 2017 reported revenue and OMDA and the 2017 revenue and OMDA at constant scope and foreign exchange rates and restated from IFRS 15 impacts are presented below (per Global Business Lines and geography):

	Revenue					
(In € million)	FY 2017	IFRS 15	Internal transfers	Scope effects	Exchange rates effects	FY 2017*
Merchant Services	535.5	-0.7	-1.8	+75.9	-8.6	600.3
Financial Services	708.3	-9.2		+23.9	-0.7	722.3
Mobility & e-Transactional Services	350.0	-31.7	+1.8		-23.4	296.7
Worldline	**1,593.9**	**-41.5**	**0.0**	**99.8**	**-32.8**	**1,619.3**

* *At constant scope and December 2018 YTD average exchange rates and restated from IFRS 15.*

(In € million)	FY 2017	IFRS 15	Internal transfers	Scope effects	Exchange rates effects	FY 2017*
France	402.7	-27.8		-0.7		374.1
Belgium	358.5	-6.9		-2.5		349.1
Germany, Central & Eastern Europe	236.0		+41.8	+5.8	+0.7	284.3
Netherlands	194.1		+11.0			205.1
Emerging markets	156.9	-4.5		+14.3	-30.4	136.4
North and South Europe	137.8	-2.2	-52.8	+82.9	-2.1	163.5
United Kingdom	107.9				-0.9	107.0
Worldline	**1,593.9**	**-41.5**	**0.0**	**99.8**	**-32.8**	**1,619.3**

* *At constant scope and December 2018 YTD average exchange rates and restated from IFRS 15.*

	OMDA					
(In € million)	FY 2017	IFRS 15	Internal transfers	Scope effects	Exchange rates effects	FY 2017*
Merchant Services	112.3		-0.3	+16.0	-3.1	124.9
Financial Services	202.1			+8.0	-0.3	209.9
Mobility & e-Transactional Services	43.6		+0.3		-4.2	39.7
Corporate costs	-22.6					-22.6
Worldline	**335.4**	**0.0**	**+0.0**	**+24.0**	**-7.6**	**351.8**

* *At constant scope and December 2018 YTD average exchange rates.*

IFRS 15 accounting standard "Revenue from contracts with customers" is applicable from January 1, 2018 onwards and its impact on the FY 2017 revenue is -2.6%;

Internal transfers correspond to transfer and refocus of some contracts between Merchant Services and Mobility & e-Transactional Services. Also, revenue of certain countries presented within "North and South Europe" has been reclassified under the "Germany, Central and Eastern Europe" geography for €44.3 million.

Scope effects on revenue and OMDA correspond to:

- In Merchant Services:
  - Addition for SIX Payment Services (1 month), MRL Posnet and Digital River World Payments (10 months), and
  - Deduction for Paysquare Belgium (3 months),
- In Financial Services:
  - Addition for SIX Payment Services (1 month), First Data Baltics (9 months) and Diamis (12 months), and
  - Deduction for Chèques Services (6 months).

Exchange rate effects correspond mainly to the depreciation of the Argentinian Peso and of Asian currencies.

The 2017 figures presented in this Operational review are based on the constant scope and foreign exchange rates data, restated from IFRS 15 impact.

E.1.4 Revenue profile

Financial Services was in 2018 the largest Service Line of the Group, representing 45.2% of the total revenue. Revenue breakdown by Service Line is presented below:

	Revenue		
(In € million)	**FY 2018**	**FY 2017***	**% of total revenue**
Merchant Services	624.3	600.3	36.3%
Financial Services	777.0	722.3	45.2%
Mobility & e-Transactional Services	319.0	296.7	18.5%
Worldline	**1,720.2**	**1,619.3**	**100.0%**

* *At constant scope and December 2018 YTD average exchange rates and restated from IFRS 15.*

Europe remained Worldline's main operational base, generating c.90% of total revenue.

	Revenue		
(In € million)	**FY 2018**	**FY 2017***	**% of total revenue**
United-kingdom, Germany and CEE	417.9	391.3	24.3%
France	396.7	374.1	23.1%
Belgium	356.7	349.1	20.7%
Netherlands	195.1	205.1	11.3%
North & South Europe	187.5	163.5	10.9%
Emerging markets	166.4	136.4	9.7%
Worldline	**1,720.2**	**1,619.3**	**100.0%**

* *At constant scope and December 2018 YTD average exchange rates and restated from IFRS 15.*

E.1.5 Performance by Global Business Line

	Revenue			OMDA		OMDA %		
(In € million)	**FY 2018**	**FY 2017***	**% Organic growth**	**FY 2018**	**FY 2017***	**FY 2018**	**FY 2017***	**Diff.**
Merchant Services	624.3	600.3	+4.0%	132.3	124.9	21.2%	20.8%	+0.4 pt
Financial Services	777.0	722.3	+7.6%	237.1	209.9	30.5%	29.1%	+1.5 pt
Mobility & e-Transactional Services	319.0	296.7	+7.5%	38.8	39.7	12.2%	13.4%	-1.2 pt
Corporate Costs				-17.1	-22.6	-1.0%	-1.4%	+0.4 pt
Worldline	**1,720.2**	**1,619.3**	**+6.2%**	**391.1**	**351.8**	**22.7%**	**21.7%**	**+1.0 pt**

* *At constant scope and December 2018 YTD average exchange rates and restated from IFRS 15.*

E.1.5.1 Merchant Services

	Merchant Services		
(In € million)	**FY 2018**	**FY 2017***	**% growth**
Revenue	624.3	600.3	+4.0%
OMDA	132.3	124.9	
% OMDA	21.2%	20.8%	+0.4 pt

* *At constant scope and December 2018 YTD average exchange rates and restated from IFRS 15.*

Revenue

Merchant Services revenue reached **€ 624.3 million** in 2018, improving organically by **+4.0%:**

Growth in ***Merchant Payment Services*** was primarily fueled by *Commercial Acquiring* services, thanks notably to:

- A strong revenue growth in Continental Europe, triggered by a positive product mix evolution in Belgium as well as positive developments in all other European countries ;
- A double digit growth in India ; and
- A positive contribution of Six Payment Services for the month of December, in line with it acquisition business plan.

This strong acceleration of *Commercial Acquiring* was nonetheless partly offset by the anticipated slowdown of *Payment Terminal Services* in 2018. Indeed, despite the successful commercial start of the newly launched unattended payment terminal VALINA, the volumes of payment terminals sold in 2018 did not reach the high level of 2017. In 2018, the growth of Merchant Services without *Payment Terminal* would have been above +7%.

Merchant Digital Services grew as well, thanks mainly to *Digital Retail* project revenue in the United Kingdom and to Private Label Cards in Spain, partly offset by lower sales of digital ticketing kiosks in the United Kingdom.

OMDA

Merchant Services' OMDA reached **€ 132.3 million** at the end of December or **21.2% of revenue**, increasing organically by €+7.5 million (**+40 basis points** compared with 2017), reflecting:

- The top line performance ;
- The contributive effect of MRL Posnet and former Digital River World Payments integration ; and
- The impacts of transversal productivity improvement actions.

E.1.5.2 Financial Services

(In € million)	Financial Services		
	FY 2018	**FY 2017***	**% growth**
Revenue	777.0	722.3	+7.6%
OMDA	237.1	209.9	
% OMDA	30.5%	29.1%	+1.5 pt

* *At constant scope and December 2018 YTD average exchange rates and restated from IFRS 15.*

Revenue

Accounting for 45% of total revenue, **Financial Services** revenue reached **€ 777.0 million**, improving organically by **€+54.7 million** or **+7.6%** compared to 2017. All four business divisions contributed to that growth.

- ***Account Payments*** benefitted from good SEPA payment transaction volumes, strong volume growth on transactions on the Dutch iDEAL scheme as well as from a significant project activity for Instant Payments and SWIFT payments. This division also benefited from the recognition of software license revenue linked to a large outsourcing contract ;
- ***Acquiring Processing*** grew thanks to high project activity as well as to strong growth in authorization volumes, notably in France, Southern Europe and Germany ;
- Growth in ***Digital Banking*** was fueled by new projects in France in e-Brokerage and in digital banking platforms related to Access to Accounts (PSD2) ;
- ***Issuing Processing*** enjoyed a continuous increase in e-Payment strong authentication services and e-Wallet transactions. Worldline Baltics also contributed to growth beyond its acquisition business plan.

OMDA

Financial Services reached an **OMDA** of **€ 237.1 million** (**30.5% of revenue**) representing an organic increase of **+150 basis points** or €+27.2 million, compared to 2017. This performance was driven by savings in the cost base resulting from the fast implementation, notably in H1 2018, of the synergy plan that started with the integration of equensWorldline and by good business trends in all four Business Lines, supported by software license revenues and the specific revenue linked to contract renegotiations.

E.1.5.3 Mobility & e-Transactional Services

	Mobility & e-Transactional Services		
(In € million)	**FY 2018**	FY 2017*	% growth
Revenue	319.0	296.7	+7.5%
OMDA	38.8	39.7	
% OMDA	12.2%	13.4%	-1.2 pt

* *At constant scope and December 2018 YTD average exchange rates and restated from IFRS 15.*

Revenue

Representing 19% of total revenue, **Mobility & e-Transactional Services** revenue reached **€ 319.0 million**, increasing by **+7.5%** organically or **€+22.2 million** compared to last year:

- Growth was driven by ***Trusted Digitization***, which grew double digit, benefiting from a strong momentum with French government agencies following the good order entry recorded in 2017. In addition, business was robust in Latin America, both in healthcare transactional services and in tax collection services ;
- Growth in ***e-Consumer & Mobility*** was fueled notably by Connected Living activities in Germany and in Iberia and the implementation of Contact platforms in France ; and
- Despite good business growth in Latin America and the ramp-up of Tap-2-Use projects in France based on the new Open Payment technologies, revenue in ***e-Ticketing*** decreased, impacted by lower project revenue in the United Kingdom.

OMDA

Mobility & e-Transactional Services OMDA reached **€ 38.7 million** or **12.1% of revenue**, decreasing by €-0.9 million or **-120 basis points**. During the first semester, the OMDA of the Global Business Line was indeed impacted by the investment phase linked to numerous recently won contracts. To cope with the challenges of fast resource ramp-up, a strong productivity improvement plan has been launched mid-year and as a result OMDA percentage improved sequentially by **+380 basis points** in H2 compared with H1 2018.

E.1.6 Performance by geography

The primary operating segments of the Group are the *Global Business Lines* (“GBLs”). The secondary axis is by geography, for which revenue is presented below.

The revenue presented in one geography can refer to sales or services rendered in different countries or regions (for example, most of the sales of payment Terminals worldwide are reported under Belgium revenue).

	Revenue			
(In € million)	**FY 2018**	FY 2017*	Var	Organic Growth %
United-Kingdom, Germany and CEE	417.9	391.3	26.6	6.8%
France	396.7	374.1	22.6	6.0%
Belgium	356.7	349.1	7.6	2.2%
Netherlands	195.1	205.1	-9.9	-4.8%
North & South Europe	187.5	163.5	24.0	14.7%
Emerging markets	166.4	136.4	30.0	22.0%
Worldline	**1,720.2**	**1,619.3**	**100.9**	**6.2%**

* *At constant scope and December 2018 YTD average exchange rates and restated from IFRS 15.*

In **UK, Germany and CEE**, revenue amounted to € 417.9 million in 2018, representing an organic growth of **+6.8%**, driven by a double digit growth in Financial service, reflecting in particular the ramp-up of the Commerzbank contract and good transaction volume growth. Merchant services slightly grew while revenue in MeTS decreased due to lower projects in e-Ticketing in the United Kingdom.

France posted revenue of € 396.7 million, increasing organically by **+6.0%** in 2018, primarily thanks to a double digit growth recorded in Mobility & e-Transactional Services mainly driven by *Trusted Digitization* projects. Contact platform implementations and the ramp-up of Tap2Use programs in e-Ticketing also contributed to growth. Financial Services grew as well, while revenue in Merchant Services was stable.

Belgium had revenue of € 356.7 million in 2018, up **+2.2% organically**. That growth was primarily fueled by Commercial Acquiring thanks to a better price mix (higher proportion of transactions on International card schemes), offset by a decrease in Payment Terminal services. Financial Services, in particular *Issuing Processing*, also contributed to growth.

Netherlands revenue stood at € 195.1 million and decreased by **-4.8%** organically: the good performance in *Account Payments* (increase in iDEAL number of transactions by c.+40%) could not compensate less revenue in Payment Terminals and the negative comparison effect arising from a high non-recurring activity in *Issuing Processing* last year.

Revenue in **North & South Europe** (€ 187.5 million, **+14.7%** organically) was supported by overall good transaction volume growth as well as by a specific revenue linked to contract renegotiations.

Emerging markets revenue (€ 166.4 million) grew by **+22.0%** organically. Revenue in India continued to grow significantly. Good business trends in APAC and in Latin America contributed positively as well.

E.1.7 Commercial activity

E.1.7.1 Main achievements and contract signings

Merchant Services

Beyond good volumes and overall good level of merchant signings both for Worldline and former SIX Payment Services:

Good momentum and top line synergies with recently acquired companies

- **Business in India** remained strong and as of December 31, 2018, Worldline India manages over 1.4 million payment acceptance points (circa 1 million POS payment terminals as well as circa 400 thousand QR codes). Important contracts were renewed, in particular with Bank of Baroda, Yes Bank, Central Bank of India, Axis bank and Sodexo. Last, revenue synergies with MRL Posnet, which was acquired in November last year, materialize fast with in particular already 27,000 MRL customized payment terminals sold to historical Worldline India customers.

Regarding online payments, the relevance of the acquisition of Digital River World Payments last year was demonstrated by several new contracts signed with:

- **AvailPro**, Europe's leading centralized hotel booking engine. Worldline will deliver an end-to-end solution in e-Commerce, helping the hotels via AvailPro to take payment directly. That solution relies on Worldline Online Payment Acceptance solution, covering gateway and commercial acquiring services for a period of 3 years ;
- **FASTBOOKING**, a centralized hotel booking engine for 4,500 hotels in 90 countries and **HotelsPro**, a hotel booking engine with offices in 40 countries. Notably, Worldline will provide for these clients an end-to-end online payment solution with maximum payment methods and like for like settlement currencies, enabling a reduction of chargebacks and transaction costs ;
- **Intrum AB**, a leading credit management service company. Worldline will become Intrum's sole provider for debit card acceptance and acquiring, replacing 12 local acquirers in various European countries ;
- **LeadTech**, an internet based service provider, for a full gateway and acquiring solution for 3 years.

Very solid growth in online acquiring

- After a specific commercial push, Worldline is experiencing a strong double digit revenue growth in e-acquiring services in Europe.

Commercial successes of Worldline mobile payment & omni-channel solutions

- A digital platform was sold to a major French appliance retailer. In addition, Total, in collaboration with Worldline, has launched Total e-wallet, a 100% digital and connected solution for customers to fill up and pay for purchases through their mobile phone in just a few clicks.

Payment terminals

- Despite a difficult market context in Europe, good orders were recorded for Worldline's newest unattended **payment terminal VALINA**, in particular in the United Kingdom for London city shared bike infrastructure.

Two new PSD2 licenses

- Worldline has obtained two new licenses, linked to the PSD2, from the National Bank of Belgium enabling the Company to become a Payment Initiation Service Provider (PISP) and an Account Information Service Provider (AISP).

Financial Services

Significant contract signatures and renewals

- Worldline signed, beyond the large Commerzbank deal, significant **contract renewals**, such as the payment processing contract with De Volksbank that was extended for another five years. That contract includes issuing services and iDEAL services, together with the set-up of a new Instant Payment Engine for the back office and a multi-currency payments back office module ;
- Also, a card fraud risk management solution was signed with a **new bank client in Finland**.

In online and mobile payments:

- equensWorldline is supporting Commerzbank with technology based on its **mobile payment platform** for the launch of Google Pay, Google's mobile payment system. This project completes the long list of GAFAs, NATUs, BATX related projects ; and
- Worldline's **3 D secure solution** was successfully sold for the first time in the Netherlands.

Regarding Account Payment processing and Instant Payment:

- The Group reaffirmed its technology leadership with the French bank BRED and Banco BPM selecting Worldline's **CRISTAL Instant Payments licensed software** for the implementation of their Instant Payment platform ;
- Also, equensWorldline will process the **Instant Payments back-office transactions** of the Dutch bank KNAB. In total, a total of 18 contracts related to Instant Payments have been signed.
- Worldline's **Access to Account Services** was altogether sold in 2018 to more than 20 clients in 6 major countries (Belgium, Germany, France, Luxemburg, the Netherlands, and the United Kingdom) in the context of the implementation of the PSD2 ; and
- The **Mobile Proxi Forum**, a body of the European Payment council (EPC), appointed equensWorldline as its preferred Standardized Proxy Lookup (SPL) service. This service is designed to allow and operate interoperability between participating mobile peer-to-peer payment solutions.

Mobility & e-Transactional Services

In *e-Ticketing*:

Toward the end of 2018, Worldline in a consortium with Conduent was selected by Ile-de-France Mobilités for the new Paris region public transport ticketing system. Worldline and Conduent will build and then operate the central system of the new Greater Paris transport pass "Smart Navigo", which is the largest ticketing transformation project in France

This contract consolidates the success of Worldlines' ***e-Ticketing*** solutions, which was already demonstrated earlier in the year by:

- The successful launch of Tap2Use for public transport in Dijon, enabling passengers to pay for their journeys directly on board using their usual contactless bank debit card and where, after only 2 months, the operator has reached half the objectives set for 2020 ; and
- Two other contracts based on the same Tap2Use solution:
  - One in the French "Grand Est" Region, where Worldline will implement and operate a cross-border ticketing solution with Germany ;
  - The other with the metropolis of Amiens where Worldline will implement a multi-service platform allowing citizens to access with a single identifier (mobile, contactless card) to a wide variety of mobility, cultural and sports services.

In *Trusted Digitization*:

- A contract was signed with the ANCV (Agence Nationale des Chèques Vacances – holiday vouchers), with whom Worldline will implement a secured digital platform to transition from paper vouchers, integrating technologies developed for Merchant Services and Financial Services ;
- Worldline signed a new contract in France with the pension fund *CNSA* to build and run new services allowing handicapped and elderly people to remotely manage their payment benefits ;
- Also, in Austria, Worldline renewed its contract with the city of Vienna for their mobile parking payment solution ; and
- Worldline will build and run the new public procurement marketplace for the public agency dealing with procurements for the entire Paris "Ile-de-France" Region.

In *e-Consumer & Mobility*:

- Worldline omni-channel consumer engagement "Contact" platform continues to sell remarkably well, notably winning new contracts in Great Britain with an insurance company and in France with a new major bank to provide a multi-channel solution with artificial intelligence, semantic analysis, biometry and legal archiving ;
- A new contract was signed in Austria with Worldline Energy Security Suite, a solution to secure smart meters communications ; and
- The very successful Go-to-Market of Worldline Track & Trace solution was demonstrated by further contracts this year with tobacco manufacturers in the context of the EU Directive to secure the proper tax payments in the various member states.

E.1.7.2 Backlog and commercial outlook

The **backlog** at the end of December 2018 increased to **€ 3.5 billion** following the acquisition of SIX payment Services.

On the commercial side, **the outlook is very solid.** Altogether and despite the large signings recorded during 2018, the Worldline **weighted pipeline of commercial opportunities** is still significantly stronger than at the end of 2017:

- In 2019, **Merchant Services** is expected to benefit from the strong momentum of the acquiring business, enhanced by its new leadership position as a consequence of the SIX Payment Services acquisition. It will also leverage the success of its e-payment collecting and acceptance solutions for global e-merchants, of its Pan-European acquiring service and of the launch of the new omni-channel payment platform One Commerce Hub. Payment terminals sales should benefit from the YUMi and VALINA new products ;
- In **Financial Services,** Worldline anticipates another year of robust commercial development thanks to its strong pipeline of large card and non-card payment processing outsourcing opportunities and to Instant Payment & API management platforms, for which there is a currently a proven market appetite in the context of the Instant Payment and PSD2 Regulation implementations ;
- Lastly, for **Mobility & e-Transactional Services**, Worldline anticipates the continued deployment of its Open Payment technologies for *e-Ticketing* as well as new implementations of its Contact platform for banks and industrial companies.

E.1.8 Integration and synergy plans

SIX Payment Services integration plan was carefully prepared during the pre-integration phase, which occurred between the signing of the transaction in May last year and its closing end of November. As a result, the teams were completely ready to start working on delivering the synergies as of Day1, with full accountability of the various work streams transferred to the new line management. Extended management team frequent and regular meetings are set up to monitor and measure the progresses as per Worldline's proven methodology.

The Group therefore fully confirms the total of circa € 110 million run rate synergies with SIX Payment Services in 2022, of which circa 25% in 2019 and circa 50% in 2020.

E.1.9 Human resources [GRI 102-4] [GRI 102-7] [GRI 102-8]

The **total headcount** was **11,474** at the end of December 2018, **compared to 9,467 at the beginning of 2018**. The increase of +21.2% (or +2007 staff) of the Group total workforce was mainly due to:

- The acquisition of Six Payment Services, resulting in 1340 new employees, mainly in Switzerland, Austria, Luxembourg and Germany ;
- Strong business development, in particular in India and in France ;

The business growth of the North and South Europe geography, especially Finland, Italy and Spain, has also contributed to these movements.

The number of direct employees at the end of December 2018 was 10,452, representing 91.1% of the total Group headcount. Indirect staff was 1,022, the increase is mainly due to the acquisition of SIX Payment Services.

Attrition rate slightly increased to -7.25% at Worldline Group level for the period from January 2018 to December 2018. Attrition rate for direct employees was -7.21% and indirect staff attrition rate was -7.66%.

Headcount movements for 2018 are detailed by nature and country here below:

Headcount	Opening January 2018	Scope effects	Hiring	Leavers	Dismiss/Restruc	Other	Closing December 2018
France	**2,804**	48	468	-131	-6	-101	**3,083**
Belgium	**1,073**	0	149	-89	-7	-11	**1,115**
United-Kingdom, Germany & CEE	**1,760**	1,116	347	-134	-28	-75	**2,986**
Netherlands	**583**	0	69	-26	-4	-15	**607**
Emerging markets (Americas, Asia)	**1,486**	-2	407	-257	-5	-32	**1,597**
North & South Europe	**976**	0	204	-39	-56	-21	**1,064**
Direct	**8,682**	**1,162**	**1,644**	**-676**	**-106**	**-255**	**10,452**
Indirect	**785**	**226**	**155**	**-80**	**-9**	**-55**	**1,022**
Total (D+I)	**9,467**	**1,388**	**1,799**	**-756**	**-115**	**-310**	**11,474**

2018 opening has been adjusted according to the reclassification of +50 employees coming from Diamis in "Scope effects".

E.2 2019 Objectives

Fully in line with 2021 ambition, the 2019 objectives are as follows:

Revenue

The Group expects to achieve an organic growth of its revenue, at constant scope and exchange rates, of **between 6% to 8%**.

OMDA

The Group targets an OMDA margin between **24.8% and 25.8%** [1].

Free cash flow

The Group has the ambition to generate a free cash flow of between **€ 275 million and € 290 million** including synergy implementation costs.

1 *Corresponding to an initial guidance of 23% to 24% pre IFRS 16 impact estimated at c.+180 basis points on OMDA.*

E.3 Financial review [GRI 102-7]

E.3.1 Income statement

The Group reported a net income (attributable to owners of the parent Worldline SA) of € 100.5 million for the full year 2018 (€ 105.5 million for the full year 2017), which represented 5.8% of Group revenue for the period. The normalized net income before unusual and infrequent items (net of tax) for the period was € 154.2 million, representing 9.0% of revenues compared to € 144.1 million in 2017.

E.3.1.1 Reconciliation from operating margin to net income

(In € million)	12 months ended December 31, 2018	% Margin	12 months ended December 31, 2017	% Margin
Operating margin	**292.9**	**17.0%**	**253.1**	**16.3%**
Other operating income/(expenses)	-87.0		-67.6	
Operating income	**205.9**	**12.0%**	**185.5**	**11.9%**
Net financial income/(expenses)	-20.4		-8.1	
Tax charge	-45.3		-44.1	
Share of net profit/(loss) of associates	-0.8		0.1	
Non-controlling interests and associates	-38.9		-27.9	
Net income – Attributable to owners of the parent	**100.5**	**5.8%**	**105.5**	**6.8%**
Normalized net income – Attributable to owners of the parent [1] [2]	**154.2**	**9.0%**	**144.1**	**9.3%**

1 *Defined hereafter.*

2 *This reconciliation includes the impact of the fair value adjustment of the contingent liability linked to the acquisition of SIX Payment Services for €-18.1 million as explained below and in Note 1 Main changes in the scope of consolidation. Excluding that impact, normalized net income would have amounted to € 172.3 million (10.0% of revenue).*

<u>For information: accounting treatment of the contingent liability corresponding to the potential compensation to be paid to SIX Group AG by Worldline as part of the acquisition of SIX Payment Services (See Note 1 Change of scope)</u>

As a reminder and in the context of the acquisition of SIX Payment Services finalized on November 30, 2018, Worldline and SIX Group AG have agreed that a contingent additional consideration of a maximum amount of CHF166 million (c.€ 147 million as of December 31, 2018) may have to be paid in cash by Worldline to SIX Group AG in Q2 2020:

- The compensation is payable if Worldline share price in March 2020 is below € 50.17 ;
- No compensation is due if this share price exceeds € 53.00 ;
- If this share price is between € 50.17 and € 53.00, Worldline shall pay to SIX Group AG an amount calculated on a linear basis (from CHF 166 million to zero).

This contingent liability has been booked as a financial liability and:

- Has been valued at € 99.5 million at acquisition date (November 30, 2018) ;
- Has been included in the calculation of the total consideration transferred for the acquisition of SIX Payment Services ;
- And is re-evaluated at fair value at each closing date through profit and loss statement.

Due to the observed strong global equity market volatility during H2 2018 and its corresponding impact on Worldline share price in December 2018, the contingent liability has been re-evaluated to € 117.6 million as at December 31, 2018.

The corresponding fair value adjustment expense of €-18.1 million has been booked as financial expense in the profit and loss statement.

In conclusion, already c. € 118 million out of the c. € 147 million potential additional consideration has been conservatively booked in the 2018 financial statements.

E.3.1.2 Operating Margin before Depreciation and Amortization

Operating margin before depreciation and amortization (OMDA) represents the underlying operational performance of the current business and is analyzed in the operational review.

(In € million)	12 months ended December 31, 2018	12 months ended December 31, 2017	Variation
Operating margin	**292.9**	**253.1**	**39.8**
+ Depreciation of fixed assets	94.9	90.5	4.4
+ Net book value of assets sold/written off	4.2	1.1	3.1
+/- Net charge/(release) of pension provisions	4.8	-10.1	15.0
+/- Net charge/(release) of provisions	-5.6	0.8	-6.4
OMDA	**391.1**	**335.4**	**55.8**

E.3.1.3 Other operating income and expenses

Other operating income and expenses relate to income and expenses that are unusual and infrequent. They represent a net cost € 86.9 million in 2018. The following table presents this amount by nature:

(In € million)	12 months ended December 31, 2018	12 months ended December 31, 2017
Staff reorganization	-3.6	-4.9
Rationalization and associated costs	-3.9	-4.3
Integration and acquisition costs	-39.8	-25.6
Equity based compensation	-16.2	-7.9
Customer relationships and patents amortization	-20.9	-14.2
Other items	-2.5	-10.8
Total	**-86.9**	**-67.6**

Staff reorganization expenses of € 3.6 million decreased by € 1.3 million compared to last year and correspond mainly to the restructuring costs induced by the recent acquisitions.

The € 3.9 million of **rationalization and associated costs** resulted mainly from costs linked to the acceleration of the TEAM² program, including administrative back office transformation. Those costs have decreased by € 0.4 million compared to 2017.

Integration and acquisition costs reached € 39.8 million which represents an increase of € 14.2 million compared to the prior period corresponding mainly to SIX transaction costs and to the costs related to the second year of equensWorldline synergy plan.

The 2018 **customer relationships amortization** of € 20.9 million corresponds mainly to:

- € 10.1 million of Equens and Paysquare customer relationships ;
- € 4.3 million of SIX Payment Services customer relationships, technologies and patents (for one month) ;
- € 2.2 million of MRL Posnet customer relationships and technologies ;
- € 2.2 million of Cataps (KB Smartpay) customer relationships.

E.3.1.4 Net financial expense

Net financial expense amounted to € 20.4 million in 2018 compared to € 8.1 million in 2017 and was composed of a net cost of financial debt of € 0.8 million (compared to € 1.1 million in 2017) and non-operational financial costs of € 19.6 million (compared to € 6.9 million in 2017).

The non-operational financial expenses were mainly composed of:

- The recognition of the fair value adjustment in the month of December of the contingent liability linked to the acquisition of SIX Payment Services representing an expense of € 18.1 million (*cf.* Note 1 Main changes in the scope of consolidation);
- The recognition in the consolidated income statement of the variation of the fair value of the Visa preferred shares for a profit of € 1.3 million, following the adoption of IFRS 9 from January 2018 (*cf.* "Accounting rules and policies – IFRS 9");

- Pension financial costs for € 1.9 million. The pension financial costs represent the difference between interest costs on defined benefit obligations and the interest income on plan assets for plans which are funded (*cf.* Note 10 Pensions and similar benefits); and
- Foreign exchange losses for € 0.5 million.

E.3.1.5 Corporate tax

The tax charge at the end of December 2018 was € 45.3 million with a profit before tax of € 185.5 million. The annualized Effective Tax Rate (ETR) was 24.4% (24.9% in 2017).

E.3.1.6 Non-controlling interests and associates

The non-controlling interests and associates at the end of December 2018 was € 38.9 million compared to € 27.9 million in 2017 and represent 36.4% of the net result of equensWorldline.

E.3.1.7 Normalized net income

The normalized net income is defined as net income excluding unusual, abnormal, and infrequent items (Group share), net of tax. For 2018, the amount was € 154.2 million.

(In € million)	**12 months ended December 31, 2018**	**12 months ended December 31, 2017**
Net income – Attributable to owners of the parent	**100.5**	**105.5**
Other operating income and expenses	-75.9	-54.7
Tax impact on unusual items	22.2	16.1
Normalized net income – Attributable to owners of the parent*	**154.2**	**144.1**

* *This normalized net income includes the impact of the fair value adjustment of the contingent liability linked to the acquisition of SIX Payment Services for €-18.1 million (cf. Note 1 Main changes in the scope of consolidation). Excluding that impact, normalized net income would have amounted to € 172.3 million (10.0% of revenue).*

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E.3.1.8 Earning per share

The number of shares as at January 1, 2018 was 132,898,963 shares. The weighted average number of shares amounts to 137,263,059 shares for the period. As at the end of December 2018, potential dilutive instruments comprised stock subscription (equivalent to 1,016,824 options).

(In € million)	**12 months ended December 31, 2018**	**% Margin**	**12 months ended December 31, 2017**	**% Margin**
Net income [a]	**100.5**	**5.8%**	**105.5**	**6.8%**
Normalized net income [b]	154.2	9.0%	144.1	9.3%
Average number of shares [c]	137,263,059		132,557,598	
Impact of dilutive instruments	1,016,824		773,178	
Diluted average number of shares [d]	138,279,882		133,330,775	
(In €)				
Basic EPS [a]/[c]	**0.73**		**0.80**	
Diluted EPS [a]/[d]	**0.73**		**0.79**	
Normalized basic EPS [b]/[c]	**1.12**		**1.09**	
Normalized diluted EPS [b]/[d]*	**1.12**		**1.08**	

* *This normalized diluted EPS includes the impact of the fair value adjustment of the contingent liability linked to the acquisition of SIX Payment Services for €-18.1 million (cf. Note 1 Main changes in the scope of consolidation). Excluding that impact, normalized diluted eps would have amounted to €1.25.*

E.3.2 Cash flow

(In € million)	12 months ended December 31, 2018	12 months ended December 31, 2017
Operating Margin before Depreciation and Amortization (OMDA)	**391.1**	**335.4**
Capital expenditures	-105.5	-107.0
Change in working capital requirement	21.1	33.8
Cash from operation	**306.7**	**262.2**
Taxes paid	-49.9	-44.1
Net cost of financial debt paid	-0.8	-1.1
Reorganization in other operating income	-3.5	-6.5
Rationalization & associated costs in other operating income	-3.9	-4.1
Integration and acquisition costs	-36.1	-20.1
Net Long term financial investments	-1.9	-2.0
Other changes*	-3.1	-8.4
Free Cash Flow	**207.5**	**176.0**
Net material acquisitions	-387.8	-220.1
Contingent liability at fair value	-117.6	-
Capital increase	8.3	10.7
Share buy-back	-45.1	-
Dividends paid	-6.8	-
Change in net cash/(debt)	**-341.5**	**-33.5**
Opening net cash/(debt)	**309.1**	**347.7**
Change in net cash/(debt)	-341.5	-33.5
Foreign exchange rate fluctuation on net cash/(debt)	-2.7	-5.1
Closing net cash/(debt)	**-35.0**	**309.1**

* *"Other changes" include other operating income and expense with cash impact (excluding reorganization, rationalization and associated costs, integration costs and acquisition costs), and other financial items with cash impact, net long term financial investments excluding acquisitions and disposals*

Starting January 1, 2018, dividends paid to non-controlling interests are no longer a component of the Free Cash Flow but are reported in the line "Dividends paid" (no dividend paid to non-controlling interests in 2017).

Free cash flow represented by the change in net cash or net debt, excluding equity changes (notably cash received from the exercise of stock options), dividends paid, impact of foreign exchange rate fluctuation on opening net cash balance, and net acquisitions and disposals, reached € 207.5 million compared to € 176.0 million in 2017 corresponding to an increase of +17.8%.

Cash from Operations amounted to € 306.7 million and increased by € 44.5 million compared to last year, including the following items:

- OMDA (€+55.7 million);
- Higher capital expenditures (€-1.4 million);
- Lower improvement in change in working capital requirement (€-12.7 million).

OMDA of € 391.1 million, representing an increase of €+55.7 million compared to December 2017, reached 22.7% of revenues against 21.0% of revenues in 2017.

Capital expenditures amounted to € 105.5 million or 6.1% of revenue slightly below the level of 2017 at 6.7%. Main part is related to investment in software platforms through capitalized cost, in connection with the modernization of proprietary technological platforms for € 43.1 million.

The positive **change in working capital requirement** was € 21.1 million mainly thanks to an improvement of the DSO ratio. The DSO ratio reached 33 days at the end of December 2018, while the DPO was 87 days as of December 2018. Worldline may factor part of its account receivables in the normal course of its day to day treasury management. Amount of receivables factored as at December 31, 2018 is non-significant.

Cash out related to **taxes paid** reached € 49.9 million increasing by € 5.8 million compared to 2017.

Net outflow related to **cost of net debt** of € 0.8 million decreased by € 0.3 million compared to the year 2017.

Cash outflow linked to **reorganization costs** and **rationalization costs** represented respectively € 3.5 million and € 3.9 million.

Integration costs reached € 36.1 million. They include a large part of costs linked to the acquisition of SIX Payment Services and cost related to post acquisition integrations.

Net financial investments amounted to € 1.9 million and related mainly to investments in non-consolidated companies and payments of deposit.

Other changes of €-3.1 million corresponded to foreign exchange losses and other financials costs for € 0.4 million and other non-recurring items for € 2.7 million.

As a result, the **Free Cash Flow (FCF)** generated in 2018 was € 207.5 million.

The **net acquisitions** of € 387.8 million represented mainly the net cash effects linked to the acquisitions of SIX Payment Services for € 385.7 million in December 2018.

The **fair value** as at December 31, 2018 of the **contingent liability** linked to the acquisition of SIX Payment Services for € 117.6 million (*cf.* Note 1 Main changes in the scope of consolidation);

The € 8.3 million **Capital increase** corresponded to issuance of common stock following employee's exercise of stock options issued in September 2014 and in September 2015.

The impact of the **share buy-back program** of 930,000 shares to be delivered to beneficiaries of performance share plans, share purchase plans and stock option plans, was € 45.1 million. It was launched in August 2018 and completed within the year.

Dividends paid to minority shareholders of equensWorldline amounted to € 6.8 million.

Foreign exchange rate fluctuation which is determined on debt or cash exposure by country had a negative impact on net cash of €-2.7 million.

E.3.3 Financing policy

Financing structure

Worldline's expected liquidity requirements are currently fully covered by the gross cash and long-term committed credit facility.

In this respect, on December 20, 2018, Worldline SA (as Borrower) signed a five-year Revolving Credit Facility (the "Facility") for an amount of € 600 million, maturing in December 2023 with an option for Worldline to request the extension of the Facility maturity date until December 2025.

Under the terms of the agreement, the Facility includes one financial covenant, which is the consolidated leverage ratio (net debt divided by Operating Margin before Depreciation and Amortization) that may not be greater than 2.5 times.

The leverage ratio is 0.07 at the end of December 2018. It is calculated on a *pro forma* basis taking into account full year OMDA 2018 for Six Payment Services.

The Facility has been arranged by a syndicate of 13 international banks. The Facility will be available for general corporate purposes and is replacing the existing € 300 million facility signed with the Atos group.

Investment policy

Worldline has a policy to lease its office space and other real estate assets either administrative or technical. Some other fixed assets such as IT equipment and company cars may be financed through leases depending on the cost of funding and on the most appropriate type of financing for each new investment.

E.4 Consolidated financial statements

E.4.1. Statutory Auditors' report on the consolidated financial statements for the year ended December 31, 2018

This is a translation into English of the Statutory Auditors' report on the consolidated financial statements of the Company issued in French and it is provided solely for the convenience of English speaking users.

This Statutory Auditors' report includes information required by European Regulation and French law, such as information about the appointment of the statutory auditors or verification of the information concerning the Group presented in the management report.

This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To Annual General Meeting of Worldline,

Opinion

In compliance with the engagement entrusted to us by your General Meetings we have audited the accompanying consolidated financial statements of Worldline for the year ended December 31, 2018.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at December 31, 2018 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

The audit opinion expressed above is consistent with our report to the Audit Committee.

Basis for Opinion

Audit Framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the "Statutory auditors' responsibilities for the audit of the consolidated financial statements" section of our report.

Independence

We conducted our audit engagement in compliance with independence rules applicable to us, for the period from January 1, 2018 to the date of our report and specifically we did not provide any prohibited non-audit services referred to in article 5 (1) of Regulation (EU) No. 537/2014 or in the French Code of ethics (*Code de déontologie*) for statutory auditors.

Justification of Assessments – Key Audit Matters

In accordance with the requirements of Articles L. 823-9 and R. 823-7 of the French Commercial Code (*Code de commerce*) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the consolidated financial statements.

Revenue recognition related to development projects and/or migration of platform with customers
Note 4 Revenue, segment information and trade accounts of consolidated financial statements

Key Audit Matter	Our audit approach
Regarding fixed-price contracts performed over the course of several years, particularly related to development projects and/or migration of platform with customers, revenues are recognized in accordance with IFRS 15 – Revenue from contracts with customers, when the control of the goods or services are transferred to the customer. For multi-element service contracts, which may be a combination of different services, revenue is accounted for distinctly for each identified performance obligation when the control of the solutions or services is transferred to the customer. The revenue accounted for depends on the total estimated transaction price and its allocation between the different performance obligations. Total contract costs and expected remaining costs are subject to regular monitoring and estimates to determine the contract's stage of completion and the margin to be recognized. If these estimates indicate that the contract will be unprofitable, the entire estimated loss for the remainder of the contract is recorded immediately through a provision for onerous contract. We have considered revenue recognition on these contracts and the associated costs as a key audit matter considering that the identification of the performance obligations and the allocation of transaction prices to each of them require management's estimate and judgement. Furthermore, when revenue is recognized based on costs incurred, the assessment of stage of completion is based on operational assumptions and estimates that have a direct impact on revenue and margin recognized in the consolidated financial statements.	We have assessed the internal control environment relating to contract monitoring, total contract costs and margin estimate. We tested the operating effectiveness of the key controls implemented by the financial controllers and the operational managers, in particular those relating to the costs incurred by contract and those relating to the costs to complete. Furthermore, for a number of contracts that were selected based upon quantitative and qualitative criteria (including contracts that are experiencing technical difficulties or low profitability), we performed the following procedures: • For new contracts: ◦ When they include multiple elements, we corroborated the Company's analysis (identification of performance obligations, allocation of the transaction price to the different performance obligation) and accounting treatment with the contractual terms and our understanding of the services provided, ◦ We also corroborated initial budget margin to the financial data within the signed contract and the associated cost estimation; • For contracts in progress: ◦ We reconciled the financial data (revenue, billing and work-in-progress) including in the work progress spreadsheet that is updated monthly by the financial controllers to the accounting records, ◦ We corroborated the amount of costs incurred, including projects timesheets, with the data from the application system involved, ◦ We analyzed standard hourly rates' calculation methodology, ◦ We performed interviews with financial controllers and/or operational managers to assess the remaining estimated costs to be incurred and the percentage of completion of the contract, which is the basis on which revenue and margin are accounted for; we have furthermore analyzed the appropriateness of these estimates by comparing the forecasted data with the actual performance of the contract and by reconciling, if necessary, with the information obtained since the contract was signed, ◦ When necessary, we analyzed assumptions used by management to determine the loss recognized on any unprofitable contracts and confirmed these assumptions with historical performance on the contract and the remaining technical milestones to be achieved.

E

Revenue arising from transactional activities

Note E.4.7.2. Accounting rules and policies of consolidated financial statements

Key Audit Matter	Our audit approach
Regarding the revenue arising from transactional activities, in particular those in relation with payments, the transactions are recognized over the period during which the treatment has been completed. Those activities are relying upon numerous and complex IT applications which are collecting and processing high volume of data in order to calculate and record the revenue. The accounting treatment on the balance sheet and the P&L is dependent upon the nature of each transaction and the contractual agreements with the merchants, the banks and the card schemes. We have considered the revenue arising from transactional activities as a key audit matter due to the reliance upon a highly complex IT environment, the high number of transactions processed through those IT applications, and the necessary manual inputs to process the invoices.	We have tested the internal controls in relation with the transactional activities internal processes in order to ensure the validity and completeness of the revenue recorded in the financial statements. Our IT specialists have assisted us in order to perform the following procedures: • We have tested the general IT controls of the main IT applications supporting transactional activities revenue streams; • We have also tested the operating effectiveness of the manual or automated controls securing the completeness and the validity of the accounting records. Moreover, we have performed substantive testing on manual journal entries impacting transactional revenue in order to ensure the validity of the accounting entries booked in the financial statements. Finally, we have reviewed the accounting treatment of each revenue streams in order to ensure the consistency of the accounting treatment with the contractual arrangements of the Company with the clients, the banks and the card schemes.

Accounting treatment of the payment services division of the SIX Group (“SPS”)

Note 1 Main changes in the scope of consolidation of consolidated financial statements

Key audit matter	Our audit approach
The Group has completed the acquisition of the payment services division of the SIX Group (“SPS”) on November 30, 2018, for an amount of € 2,826 m. As described in Note 1 of the consolidated financial statements, at December 31, 2018, the consideration transferred was subject to a preliminary allocation to the identifiable assets acquired and liabilities assumed, based on an estimate of their fair value and the information available at that date. This provisional allocation has led to the recognition of intangible assets for an amount of € 589 million net of deferred tax and a preliminary goodwill of € 2,078 million; the Group will have one year to adjust the provisional amounts recognized at the acquisition date. We have considered the provisional allocation of the transaction price was a key audit matter, given the materiality and the use of management's estimates and judgment, in the determination of the consideration transferred, the provisional allocation to the identifiable assets and liabilities, to the goodwill acquired and the disclosures provided in the notes to the consolidated financial statements.	We have examined the determination of the fair value of the consideration, including the assumptions and methods used to determine the fair value of the contingent consideration. The consolidated opening balance sheet of Six Payment Services as of December 1, 2018 was subject to specific audit procedures covering the main subsidiaries. Worldline has appointed an independent appraiser to assist in the identification and valuation of intangible assets acquired. Our approach consisted in reviewing the preliminary expert’s report and assessing the consistency of the assumptions and estimations used with the business plans obtained: • We have interviewed the independent expert on the scope of his work, the valuation methodologies used and the main assumptions used; • We have reviewed the relevance of the valuation methods used, with the support of our own valuation specialists; • We have interviewed the management to corroborate the assumptions used in the business plans supporting the valuation of the intangible assets. Finally, based on these elements, we have reviewed the calculation of the preliminary goodwill and assessed the appropriateness of the disclosures related to the acquisition provided in the notes to the consolidated financial statements

Specific verifications

As required by law, we have also verified in accordance with professional standards applicable in France the information pertaining to the Group presented in the management report of the Board of Directors.

We have no matters to report as to the fair presentation and the consistency with the consolidated financial statements.

Report on other legal and regulatory requirements

Appointment of the statutory auditors

We were appointed as statutory auditors of Worldline by the Annual General Meeting held on June 30, 1997 for Deloitte & Associés and April 30, 2014 for Grant Thornton.

As at December 31, 2018, Deloitte & Associés and Grant Thornton were respectively in their 22nd year and 5th year of total uninterrupted engagement, which represent the 5th year of engagement for both statutory auditors since the Company securities were admitted to trading on a regulated market.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risks management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The consolidated financial statements were approved by the Board of Directors.

Statutory auditors' responsibilities for the audit of the consolidated financial statements

Objectives and audit approach

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As specified in article L. 823-10-1 of the French Commercial Code (Code de commerce), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- Identifies and assesses the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control;
- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the consolidated financial statements;
- Assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein;
- Evaluates the overall presentation of the consolidated financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation;

- Obtains sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. The statutory auditor is responsible for the direction, supervision and performance of the audit of the consolidated financial statements and for the opinion expressed on these consolidated financial statements.

Report to the Audit Committee

We submit a report to the Audit Committee which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report, if any, significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the consolidated financial statements of the current period and which are therefore the key audit matters, that we are required to describe in this report.

We also provide the Audit Committee with the declaration provided for in article 6 of Regulation (EU) No. 537/2014, confirming our independence within the meaning of the rules applicable in France such as they are set in particular by Articles L. 822-10 to L. 822-14 of the French Commercial Code (*Code de commerce*) and in the French Code of Ethics (*Code de déontologie*) for statutory auditors. Where appropriate, we discuss with the Audit Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Paris-La Défense and Neuilly-sur-Seine, February 21, 2019

The statutory auditors
French original signed by

Deloitte & Associés	Grant Thornton
Véronique Laurent	Virginie Palethorpe

E.4.2. Consolidated Income Statement [GRI 201-1]

(In € million)	Notes	12 months ended December 31, 2018	12 months ended December 31, 2017*
Revenue	**Note 4**	**1,720.2**	**1,552.4**
Personnel expenses	Note 5	-692.6	-611.6
Operating expenses	Note 5	-734.8	-687.7
Operating margin		**292.9**	**253.1**
% of revenue		**17.0%**	**16.3%**
Other operating income and expenses	Note 6	-87.0	-67.6
Operating income		**205.9**	**185.5**
% of revenue		**12.0%**	**11.9%**
Financial expenses		-26.8	-11.5
Financial income		6.4	3.4
Net financial expenses	**Note 7**	**-20.4**	**-8.1**
Net income before tax		**185.5**	**177.4**
Tax charge	Note 8	-45.3	-44.1
Share of net profit/(loss) of associates		-0.8	0.1
Net income		**139.4**	**133.4**
Of which:			
• **attributable to owners of the parent**		**100.5**	**105.5**
non-controlling interests	Note 12	38.9	27.9
Weighted average number of shares		137,263,059	132,557,598
Basic earnings per share - attributable to owners of the Parent	**Note 12**	**0,73**	**0,80**
Diluted weighted average number of shares		138,279,882	133,330,775
Diluted earnings per share - attributable to owners of the Parent	**Note 12**	**0,73**	**0,79**

* *December 31, 2017 adjusted to reflect change in presentation disclosed in "Basis of preparation and significant accounting policies".*

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E.4.3. Consolidated statement of comprehensive income

(In € million)	12 months ended December 31, 2018	12 months ended December 31, 2017
Net income	**139.4**	**133.4**
Other comprehensive income		
• **To be reclassified subsequently to profit/(loss) recyclable:**	**-19.5**	**-16.2**
Cash flow hedging	0.3	-0.1
Change in fair value of financial assets	0.0	3.7
Exchange differences on translation of foreign operations	-21.3	-20.6
Deferred tax on items recyclable recognized directly on equity	1.5	0.8
• **Not reclassified to profit/(loss) non-recyclable:**	**-11.7**	**9.2**
Actuarial gains and (losses) generated in the period on defined benefit plan	-14.0	11.5
Deferred tax on items non-recyclable recognized directly on equity	2.3	-2.3
Total other comprehensive income	**-31.2**	**-7.0**
Total comprehensive income for the period	**108.2**	**126.4**
Of which:		
• **Attributable to owners of the parent**	**68.7**	**97.7**
• Non-controlling interests	39.4	28.7

E.4.4. Consolidated statement of financial position

Assets

(In € million)	Notes	As at December 31, 2018	As at December 31, 2017*
Goodwill	Note 9	3,013.0	933.8
Intangible assets	Note 9	1,094.6	352.6
Tangible assets	Note 9	146.0	129.2
Non-current financial assets	Note 7	112.0	35.4
Deferred tax assets	Note 8	51.5	52.4
Total non-current assets		**4,417.2**	**1,503.4**
Trade accounts and notes receivables	Note 4	361.1	315.6
Current taxes		31.0	14.1
Other current assets	Note 5	184.2	136.3
Assets linked to intermediation activities	Note 5	1,151.4	316.6
Current financial instruments		0.4	0.4
Cash and cash equivalents	Note 7	212.8	355.8
Total current assets		**1,940.9**	**1,138.9**
TOTAL ASSETS		**6,358.1**	**2,642.2**

Liabilities and shareholders' equity

(In € million)	Notes	As at December 31, 2018	As at December 31, 2017*
Common stock		124.1	90.4
Additional paid-in capital		2,538.4	259.2
Consolidated retained earnings		904.1	843.6
Translation adjustments		-67.9	-47.3
Net income attributable to the owners of the parent		100.5	105.5
Equity attributable to the owners of the parent		3,599.3	1,251.3
Non-controlling interests	Note 12	208.9	175.1
Total shareholders' equity		**3,808.2**	**1,426.4**
Provisions for pensions and similar benefits	Note 10	125.5	116.0
Non-current provisions	Note 11	17.4	14.2
Borrowings	Note 7	120.3	3.1
Deferred tax liabilities	Note 8	191.7	57.4
Total non-current liabilities		**455.0**	**190.7**
Trade accounts and notes payables	Note 4	363.8	264.1
Current taxes		43.7	51.2
Current provisions	Note 11	20.7	12.0
Current financial instruments		0.0	0.2
Current portion of borrowings	Note 7	127.5	43.6
Liabilities linked to intermediation activities	Note 5	1,151.4	316.6
Other current liabilities	Note 5	387.9	337.5
Total current liabilities		**2,094.9**	**1,025.2**
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**6,358.1**	**2,642.2**

* *December 31, 2017 adjusted to reflect change in presentation disclosed in "Basis of preparation and significant accounting policies".*

E.4.5. Consolidated cash flow statement

(In € million)	12 months ended December 31, 2018	12 months ended December 31, 2017
Profit before tax	**185.5**	**177.4**
Depreciation of assets	94.9	90.5
Net charge/(release) to operating provisions	-0.8	-9.3
Net charge/(release) to financial provisions	1.9	2.1
Net charge/(release) to other operating provisions	7.4	12.1
Customer relationships & Patent amortization	20.9	14.2
Losses/(gains) on disposals of fixed assets	4.0	0.4
Net charge for equity-based compensation	16.2	7.8
Losses/(gains) on financial instruments	16.9	-
Net cost of financial debt	0.8	1.1
Cash from operating activities before change in working capital requirement, financial interest and taxes	**347.6**	**296.3**
Taxes paid	-49.9	-44.1
Change in working capital requirement	15.7	33.8
Net cash from/(used in) operating activities	**313.5**	**286.0**
Payment for tangible and intangible assets	-105.5	-107.0
Proceeds from disposals of tangible and intangible assets	0.2	0.1
Net operating investments	**-105.4**	**-106.8**
Amounts paid for acquisitions and long-term investments	-421.4	-238.5
Cash and cash equivalents of companies purchased/sold during the period	36.4	17.9
Proceeds from disposals of financial investments	0.0	1.7
Cash and cash equivalents of companies sold during the period	0.0	-2.6
Net long-term investments	**-385.0**	**-221.4**
Net cash from/(used in) investing activities	**-490.4**	**-328.2**
Common stock issues on the exercise of equity-based compensation	8.3	10.7
Purchase and sale of treasury stock	-45.1	-
Dividends paid to minority shareholders of subsidiaries	-6.8	-
New borrowings	0.6	18.3
New finance lease	2.4	0.1
Repayment of long and medium-term borrowings	-15.8	-2.6
Net cost of financial debt paid	-0.8	-1.1
Other flows related to financing activities	-2.7	0.0
Net cash from/(used in) financing activities	**-59.8**	**25.5**
Increase/(decrease) in net cash and cash equivalents	**-236.7**	**-16.8**
Opening net cash and cash equivalents	**334.2**	**357.0**
Increase/(decrease) in net cash and cash equivalents	-236.7	-16.8
Impact of exchange rate fluctuations on cash and cash equivalents	-2.4	-6.1
Closing net cash and cash equivalents	**95.1**	**334.2**

E.4.6. Consolidated statement of changes in shareholder's equity

(In € million)	Number of shares at period-end *(in thousands)*	Common Stock	Additional paid-in capital	Retained earnings: Retained earnings	Retained earnings: Business combination impact	Translation adjustments	Net income	Equity attributable to the owners of the parent	Non controlling interests	Total shareholders' equity
At January 1, 2017	**132,347**	**90.0**	**248.7**	**629.0**	**46.0**	**-26.7**	**144.2**	**1,131.1**	**160.9**	**1,292.0**
• Common stock issued	552	0.4	10.5					10.9		10.9
• Appropriation of prior period net income				144.2			-144.2	0.0		0.0
• Equity-based compensation				7.1				7.1		7.1
• Scope Changes					14.5			14.5	-14.5	-
• Transaction under common control				-9.9				-9.9		-9.9
Transactions with owners	**552**	**0.4**	**10.5**	**141.3**	**14.5**	**-**	**-144.2**	**22.6**	**-14.5**	**8.1**
• Net income							105.5	105.5	27.9	133.4
• Other comprehensive income				12.8		-20.6		-7.8	0.7	-7.1
Total comprehensive income for the period	**-**	**-**	**-**	**12.8**	**-**	**-20.6**	**105.5**	**97.7**	**28.6**	**126.3**
At December 31, 2017	**132,899**	**90.4**	**259.2**	**783.1**	**60.5**	**-47.3**	**105.5**	**1,251.4**	**175.0**	**1,426.4**
• Common stock issued	589	0.4	7.8					8.2		8.2
• Capital increase for the SIX PS transaction	49,067	33.4	2,271.3					2,304.7		2,304.7
• Appropriation of prior period net income				105.5			-105.5			
• Dividends paid to the shareholders									-6.7	-6.7
• Equity-based compensation				10.9				10.9	1.1	12.0
• Changes in Treasury stock				-44.6				-44.6		-44.6
Transactions with owners	**49,656**	**33.8**	**2,279.1**	**71.7**	**-**	**-**	**-105.5**	**2,279.1**	**-5.6**	**2,273.6**
• Net income							100.5	100.5	38.9	139.4
• Other comprehensive income				-11.3		-20.6		-31.8	0.5	-31.3
Total comprehensive income for the period	**-**	**-**	**-**	**-11.3**	**-**	**-20.6**	**100.5**	**68.7**	**39.4**	**108.2**
At December 31, 2018	**182,555**	**124.1**	**2,538.4**	**843.6**	**60.5**	**-67.9**	**100.5**	**3,599.2**	**208.9**	**3,808.2**

E.4.7. Appendices to the consolidated financial statements

E.4.7.1. General information

Worldline SA, the Worldline Group's parent company, is a public limited company under French law whose registered office is located at 80, Quai Voltaire, 95870 Bezons, France. The Company is registered with the Registry of Commerce and Companies of Pontoise under the reference 378,901,946 RCS Pontoise. Worldline SA shares are traded on the Euronext Paris market under ISIN code FR0011981968. The shares are not listed on any other stock exchange and Worldline SA is the only listed company in the Group. The Company is administrated by a Board of Directors.

Worldline is a European leader and a global market player in the electronic payment and transactional services sector. Worldline activities are organized around three axes: Merchant Services, Financial Services and Mobility & e-Transactional Services.

Worldline SA is majority-owned by Atos SE, its parent company, whose shares are traded on the Euronext Paris market, under ISIN code FR0000051732.

These consolidated financial statements were approved by the Board of Directors on February 18, 2019. The consolidated financial statements will then be submitted to the approval of the General Meeting of Shareholders scheduled to take place on April 30, 2019.

E.4.7.2. Accounting rules and policies

Basis of preparation of consolidated financial statements

Pursuant to European Regulation No. 1606/2002 of July 19, 2002, the consolidated financial statements for the twelve months ended December 31, 2018 have been prepared in accordance with the applicable international accounting standards, as endorsed by the European Union as at December 31, 2018. The international standards comprise the International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB), the International Accounting Standards (IAS), the interpretations of the Standing Interpretations Committee (SIC) and the International Financial Reporting Interpretations Committee (IFRIC). Accounting policies applied by the Group comply with those standards and interpretations.

As of December 31, 2018, the accounting standards and interpretations endorsed by the European Union are similar to the compulsory standards and interpretations published by the International Accounting Standards Board (IASB). Consequently, the Group's consolidated financial statements are prepared in accordance with the IFRS standards and interpretations, as published by the IASB. Except the impacts of IFRS 15 and IFRS 9 implementations separately disclosed, the other new standards, interpretations or amendments whose application was mandatory for the Group effective for the fiscal year beginning January 1, 2018 had no material impact on the consolidated financial statements:

- Amendment to IFRS 2 – Share based payments classification and measurement of share-based payment transactions;
- Amendments to IFRS 4 – Insurance contacts, regarding implementation of IFRS 9;
- Amendment to IAS 40 – Investment property regarding the transfer of property;
- Annual Improvements to IFRS Standards 2014-2016 – Cycle – various standards;
- IFRIC 22 – Foreign currency transactions and advance consideration.

Changes in accounting policies

IFRS 15

IFRS 15 establishes a comprehensive framework for determining whether, how much and when revenue is recognized. It replaces existing revenue recognition guidance, including IAS 18 Revenue, IAS 11 Construction Contracts and related interpretations. The Group has adopted IFRS 15 using the full retrospective method. Accordingly, the information presented for 2017 has been restated.

Principal versus agent

The Group has performed an analysis of the nature of its relationship with its customers to determine if it is acting as principal or as an agent in the delivery of its contracts or part of it and in particular in the commercial acquiring and issuing businesses, resale of IT services and telecommunication embedded in the delivery to customers. Under IAS 18, the Group applied a risks and rewards analysis to determine whether it was acting as principal or as an agent in a transaction. Under IFRS 15, the Group is considered as acting as principal if it controls goods and services before delivering them to the client by exercising judgments that are further disclosed in Note 4. It has been considered that the Group acted as an agent for some services as described below. This change has been translated by a decrease in 2017 revenue and linked operating expenses of €41.5 million.

Segmenting versus combining obligations of contracts including build phases

The Group performed an analysis of the contracts where the IFRS 15 criteria may change the current revenue recognitions rules.

For the run phases, no changes have been identified. Worldline will apply the practical expedient of IFRS 15 and recognize revenue when invoiced as invoicing is phased with delivery to the customer. In some specific contracts, invoicing of the run embeds performance obligation which are not fully phased with the invoicing flow. In that case, revenue allocated to this dedicated performance obligation is recognized as soon as the performance obligation is achieved.

As Worldline is providing stand-alone value to its customers as part of the build phases, build phases will be considered as a separate obligation under IFRS 15 and revenue will be recognized with respect to contract costs (no expected changes compared to previous practices).

Financial impacts at Group level

2017 revenue under IFRS 15 decreases by € 41.5 million compared to the revenue recognized in accordance with IAS 18 and mostly relates to the agent versus principal restatement (see above). The cumulative effect in equity as of January 1, 2018 is nil.

IFRS 9

IFRS 9 Financial Instruments replaces IAS 39 Financial Instruments: Recognition and Measurement. The following three main areas have been amended by IFRS 9. The Group elected not to present a comparative restated period as permitted under IFRS 9.

Classification of Financial assets

IFRS 9 defines a new classification and measurement approach for financial assets. There are three principal classification categories for financial assets: Measured at Amortized Cost, Fair Value through Other Comprehensive Income (FVOCI), Fair Value through Profit & Loss. Those new reclassification requirements have no material impact on the Group's accounting for trade receivables, loans and cash and cash equivalent.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis.

On the Visa preferred share, under IFRS 9, the analysis applied is the approach for debt instrument. The accounting treatment of debt instruments is determined by the business model of the financial instrument and the contractual characteristics of the incoming cash flows of the financial instruments. The understanding is that Visa's Convertible preferred stock does not pass the SPPI (Solely Payment of Principal and Interests) test because the cash flows generated by those stock include an indexation to the value of the Visa shares, and such equity indexation gives rise to a variability that do not solely represent a payment of principal and interests. In this situation, the accounting treatment of the debt instruments is fair value through P&L.

Impairment of financial assets and contract assets

IFRS 9 introduces a new forward-looking "expected loss" impairment model that replaces the existing "incurred loss" impairment model.

For trade receivables including contract assets, the Group applies the IFRS 9 simplified approach. Therefore, impairment requirement at January 1, 2018 results has no material impact.

The cash and cash equivalents are held with bank and financial institution counterparties, majority of which are rated from A- to AA-. The estimated impairment on cash and cash equivalent is calculated based on the current default probability at closing date is not material.

IFRS 16

IFRS 16 replaces existing leases guidance IAS 17 – Leases, IFRIC 4 – Determining whether an Arrangement contains a Lease, SIC 15 Operating Leases-Incentives and SIC-27 Evaluating the Substance of Transactions Involving the Legal Form of a Lease.

IFRS 16 introduces a single on-balance sheet lease accounting model for lessees. Worldline Group, as a lessee, will have to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments.

The Group will apply IFRS 16 initially on January 1, 2019, using the modified retrospective approach. Therefore, the cumulative effect of adopting IFRS 16 will be recognized as an adjustment to the opening balance of retained earnings at January 1, 2019, with no restatement of comparative information.

The Group plans to apply the practical expedient to grandfather the definition of a lease on transition. This means that it will apply IFRS 16 to all contracts entered into before January 1, 2019 and identified as leases in accordance with IAS 17 and IFRIC 4. The Group also plans to apply exemptions allowed by IFRS 16.5 to not recognize short term leases (less than 12 months) and leases for which the underlying asset is of a low value.

When assessing the residual lease commitments duration for Real Estate, the Group has made an analysis of its main strategic sites to consider renewals reasonably certain to be exercised. The Group used incremental borrowing rates to calculate its lease liability as of January 1, 2019.

The Group has assessed the impact that initial application of IFRS 16 will have on its consolidated financial statements. The Group will recognize a right-of-use for Real Estate, IT equipment and cars used by employees and the underlying lease liability. The lease liability to be recognized as of January 1, 2019 will be in a range from € 220 to € 260 million. The main impacts relate to Real Estate. This lease liability will be excluded from the Group net debt definition. Existing finance lease liability under IAS 17 as of January 1, 2019 will be reclassified from net debt to lease liability.

The nature of expenses related to those leases will now change as IFRS 16 replaces the straight-line operating lease expense with a depreciation charge of right-of-use assets and interest expense on lease liabilities. The final impacts of adopting the standard on January 1, 2019 will be fine-tuned and fully disclosed in June 30, 2019 interim financial statements.

Other standards

The Group does not apply IFRS standards and interpretations that have not been yet approved by the European Union at the closing date. A number of new standards are effective for annual periods beginning after January 1, 2019 and an earlier application is permitted. The Worldline Group has not early applied those amended standards in preparing these consolidated statements. Except for IFRS 16, Worldline Group does not anticipate any significant impact from the implementation of those new standards:

- IFRIC 23 – Uncertainty over Tax Treatments;
- Amendments to IFRS 9 – Prepayment Features with Negative Compensation;
- Amendments to IAS 28 – Long-term Interests in Associates and Joint Ventures;

- Amendments to IAS 19 – Plan Amendment, Curtailment or Settlement;
- Annual Improvements to IFRS Standards 2015–2017 Cycle – various standards;
- Amendments to References to Conceptual Framework in IFRS Standards;
- IFRS 17 – Insurance Contracts.

Transaction of entities under common control

In order to better reflect the economics of those transactions between entities under common control the Group has elected to account for the assets and liabilities, of acquired companies under common control, at their historical value in the IFRS consolidated account of Worldline. Difference between the purchase price and the net assets is recognized directly in retained earnings.

Accounting estimates and judgments

The preparation of consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, income and expense in the financial statements and disclosures of contingent assets and liabilities at the closing date. The estimates, assumptions and judgments that may result in significant adjustments to the carrying amounts of assets and liabilities are essentially related to:

- Goodwill impairment tests (see Note 9);
- Revenue recognition and associated costs on long-term contracts (see Note 4);
- Capitalization of development costs (see Note 9);
- Valuation of asset acquired and liability assumed in a business combination (see Note 2).

Consolidation methods

Subsidiaries

Subsidiaries are entities controlled directly or indirectly by the Group. Control is defined by the ability to govern the financial and operating policies generally, but not systematically, consolidated with a shareholding of more than 50 percent of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible, the power to appoint the majority of the members of the governing bodies and the existence of veto rights are considered when assessing whether the Group controls another entity. Subsidiaries are included in the consolidated financial statements from the date on which control is transferred to the Group. They are excluded from the consolidation from the date on which control ceases.

Associates

Associates are entities over which the Group has significant influence but not control or joint control, generally, but not systematically, accompanying a shareholding of between 20 and 50 percent of the voting rights. Investments in associates are accounted for by the equity method.

Translation of financial statements denominated in foreign currencies

The balance sheets of companies based outside the euro zone are translated at closing exchange rates. Income statement items are translated based on average exchange rate for the period. Balance sheet and income statement translation adjustments arising from a change in exchange rates are recognized as a separate component of equity under "Translation adjustments".

Goodwill and fair value adjustments arising on the acquisition of a foreign entity have been treated as assets and liabilities of that foreign entity and translated into euro at the closing date.

The Group does not consolidate any entity operating in a hyperinflationary economy except in Argentina. Argentina is a hyperinflationary Economy since July 1, 2018. As such, all Profit & Loss items from Argentinian entities have restated from inflation in accordance with IAS 29. Correction has been calculated month by month applying inflation since January 1 to end of each month until the end of year. This led to a gross up of Profit and Loss items in pesos. Those flows have been converted at the € vs. pesos rate as end of December 2018. Impact of this restatement on the Group net result is not material.

Translation of transactions denominated in foreign currencies

Foreign currency transactions are translated into the functional currency using the exchange rate prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the income statement under the heading "Other financial income and expenses", except where hedging accounting is applied.

Operating margin and Operating Margin before Depreciation and Amortization (OMDA)

The underlying operating performance on the Group ongoing business is presented within operating margin, while unusual operating income/expenses are separately itemized and presented below the operating margin, in line with the ANC (Autorité des Normes Comptables) recommendation No. 2013-03 (issued on November 7, 2013) regarding the financial statements presentation.

The Operating Margin before Depreciation and Amortization is based on Operating margin minus items without impact on the cash flows from operations and excluding amortization and depreciation.

These consolidated financial statements are presented in euro, which is the Group's functional currency. All figures are presented in € million with one 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.

The policies set out below have been applied in consistency with all years presented.

E.4.7.3. Notes to the consolidated financial statements

Note 1 Main changes in the scope of consolidation

Accounting policies/principles

Business combination and goodwill

A business combination may involve the purchase of another entity, the purchase of all the net assets of another entity or the purchase of some of the net assets of another entity that together form one or more businesses.

Major services contracts involving staff and asset transfers that enable the Group to develop or significantly improve its competitive position within a business or a geographical sector are accounted for as business combinations when fulfilling the definition of a business under IFRS 3.

Valuation of assets acquired and liabilities assumed of newly acquired subsidiaries

Business combinations are accounted for according to the acquisition method. The consideration transferred in exchange for control of the acquired entity is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree.

Direct transaction costs related to a business combination are charged to the income statement when incurred and presented as part of the Other Operating Income.

During the first consolidation, all the assets, liabilities and contingent liabilities of the subsidiary acquired are measured at their fair value.

Purchase of non-controlling interests and sale of interests in a controlled subsidiary

Purchase of non-controlling interests and sale transactions of interests in a controlled subsidiary that do not change the status of control are recorded through shareholders' equity (including direct acquisition costs).

If control in a subsidiary is lost, any gain or loss is recognized in net income. Furthermore, if an investment in the entity is retained by the Group, it is re-measured to its fair value and any gain or loss is also recognized in net income.

SIX Payment Services

After Worldline Extraordinary General Meeting that had approved the issuance of new Worldline shares in exchange for the contribution of SIX Payment Services to Worldline and the completion of the regulatory process, the transaction with SIX was finalized on November 30, 2018.

SIX Payment Services is the payment services division of SIX delivering at scale, both commercial acquiring and financial processing services. SIX Payment Services is the clear leader of the DACH [(1)] region, with No. 1 commercial acquiring market positions in Switzerland, Austria and Luxembourg and a sizeable presence in Germany. As result of the acquisition, Worldline expect to create the leading and largest European payments provider. The respective markets of both partners complement each other very well. New technologies can be jointly and efficiently developed and implemented from a position of strength.

Worldline acquired 100% of SIX Payment Services which is fully consolidated since December 1, 2018.

(1) Germany, Austria and Switzerland.

CONSIDERATION

(In € million)

Equity instruments (49,066,878 ordinary shares of Worldline SA)	2,308.1
Cash	418.5
Contingent consideration arrangement	99.5
Total Consideration transferred	**2,826.1**

As part of the transaction, Worldline issued 49.1 million new ordinary shares representing 26.9% of the share capital of Worldline, fully paid up. The fair value of the shares issued was measured using the opening market price of Worldline SA's ordinary shares on the acquisition date.

The cash transferred was denominated in Swiss francs (CHF). To hedge potential currency fluctuations, Worldline has set up a foreign currency hedge to partly freeze the exchange rate for the completion of the Contribution.

The contingent consideration arrangement requires Worldline to pay the former owner of SIX Payment Services if the conditions based on the Worldline stock price at end of March 2020 are completed. Fair value was estimated using the usual valuation method based on Worldline share price at the acquisition date. The fair value was € 99.5 million at the acquisition date and was reassessed to € 117.6 million at end of December. The variation of € 18.1 was recognized through P&L as a financial expense in 2018.

RECOGNIZED AMOUNTS OF IDENTIFIABLE ASSETS ACQUIRED AND LIABILITIES ASSUMED

The fair value of SIX Payment Services net assets acquired is set out in the table below:

(In € million)	**Assets acquired and liabilty assumed**
Fixed assets	783.2
Net Cash/(Debt)	32.8
Provisions	-19.2
Other net assets/liabilities	-49.2
Fair value of acquisition	**747.7**

PRELIMINARY GOODWILL

(In € million)	**Preliminary Goodwill**	
Total consideration transferred 31.12.2018	2,826.1	
Total Consideration	**2,826.1**	**a**
Equity acquired	158.7	
Fair value adjustments net of deferred tax	589.0	
Fair Value of net assets	**747.7**	**b**
Total 31.12.2018	**2,078.5**	**c = a - b**

The valuation of assets acquired and liabilities assumed at their fair value has mainly resulted in the recognition of backlog and new customer relationships for a total amount of € 430.1 million and developed technologies for € 275.2 million. Those new intangibles had been determined by an independent expert and are mainly amortized over 14 to 19 years. An amortization expense of € 4.3 million was recorded for the one-month period ended December 31, 2018.

These estimates are still preliminary, as closing account are not finalized yet, and may be adjusted within one year of the acquisition depending on facts and circumstances existing at the acquisition date.

The residual goodwill is attributable to SIX Payment Services' highly skilled workforce and some know-how. It also reflects the synergies expected to be achieved from integrating SIX Payment Services operations into the Group.

The goodwill arising from this acquisition is not tax deductible.

Acquisition-related costs

The Group incurred € 19.9 million of acquisition-related costs. These costs have been recognized in "other operating income and expenses" in the Group's consolidated income statement.

Note 2 *Pro forma* financial information

Regulatory framework

The *pro forma* consolidated financial information, which includes *pro forma* selected items of the consolidated income statement for the year ended December 31, 2018 and a *pro forma* segment consolidated financial information, reflects the acquisitions of SIX Payment Services (please refer to Note 1 to the consolidated financial statements), referred to as the "Acquired Companies" or the "Acquisition", as if they had been effective as of January 1, 2018.

This *pro forma* consolidated financial information is prepared in accordance with the provisions of Appendix II *Pro forma* financial information module of European Regulation No. EC 809/2004, the recommendations issued by ESMA (formerly known as CESR) in February 2005 concerning the application of the European Regulation No. EC 809/2004, and in accordance with Guideline No. 2013-08 of the French Financial Markets Authority ("Autorité des Marchés Financiers").

The *pro forma* consolidated financial information is presented for illustrative purposes only and is not indicative of Worldline's results of operations or financial condition that would have been achieved had the Acquisitions been completed as of January 1, 2018, nor is the *pro forma* financial information indicative of the Group's current or future results of operations or financial position.

Basis of preparation

The *pro forma* consolidated financial information has been prepared based on:

- The audited consolidated financial statements of the Group as of and for the year ended December 31, 2018, prepared in accordance with IFRS as adopted by European Union;
- The unaudited consolidated interim financial statements of SIX Payment Services for the period from January 1 to November 30, 2018, prepared in accordance with IFRS as adopted by European Union. This information already includes the impact from the carve-in and carve-out of SIX Payment Services from SIX Group.

All reclassifications were made to align the Acquisitions available historical information with Worldline's consolidated financial statement presentation.

All *pro forma* adjustments are directly attributable to the Acquisitions. These adjustments have been prepared and computed based on available information and certain assumptions that the management of the Group consider to be reasonable. The *pro forma* consolidated financial information does not include any economies of scale that may result from synergies and cost savings. Historical financial information for the acquired companies for the January 1, 2018 to November 30, 2018 period prior to the acquisition by Worldline are converted at average of first eleven months of 2018 foreign exchange rate.

	α	β	γ	δ	α + β + γ + δ
(In € million	**Audited financial information for Worldline for the twelve-month period ended December 31, 2018**	**Historical financial information for the acquired companies for the January 1, 2018 to November 30, 2018 period prior to the acquisition by Worldline**	**Total *pro forma* reclassification**	**Total *pro forma* adjustment**	**Worldline 2018 *pro forma* financial information**
Revenue	1,720.2	782.9	-288.8	7.0	2,221.4
OMDA	391.1	100.1	17.1	-37.8	470.4
Operating margin	292.9	90.0	16.6	-47.3	352.1

Please refer to Note 4 of the consolidated financial statements for a definition of OMDA (Operating Margin Before Depreciation and Amortization).

2.1 *Pro forma* reclassifications reflected in the *pro forma* revenue, OMDA and operating margin for the year ended December 31, 2018

There are certain differences between the way Worldline and the Acquired Companies present their respective IFRS income statements. Therefore, items below in the Acquired companies' income statement for the 11 months period ended November 30, 2018 were reclassified in order to align with the Group's accounting principles and policies:

(In € million)	Pass-through accounting [1]	Harmonization of accounting treatment for other revenues [2]	Restatements of presentation for costs [3]	Total *pro forma* reclassification
Revenue	-290.6	1.9		-288.8
OMDA		1.9	15.1	17.1
Operating margin		2.5	14.1	16.6

1 *The Group presents its revenue for Commercial Acquiring net of interchange bank commissions received on behalf of card issuing banks. Accordingly, this adjustment corresponds mainly to pass-through accounting applied to the interchange bank commissions that were booked during the first eleven months of 2018.*

2 *Several items in SIX Payment Services accounts recognized initially in revenue have been reclassified in accordance with the Group accounting policies.*

3 *Restatements of presentation have been performed, among which reclassification of the amortization expense for customer relationships and costs related to the transaction, which have been presented as other operating expenses in compliance with Group's accounting principle.*

2.2 *Pro forma* adjustments reflected in the *pro forma* revenue, OMDA and operating margin for the year ended December 31, 2018

The following *pro forma* adjustments were recorded:

(In € million)	Intra-group transaction eliminations [4]	Agreements entering into force with the SIX Group and recurring impacts from carve-out from SIX Group [5]	Adjustments to the corresponding acquired scope [6]	Resumed bookings of assets depreciation after signing [7]	Total *pro forma* adjustments
Revenue	-8.5	23.2	-7.8		7.0
OMDA		-28.7	-9.1		-37.8
Operating margin		-28.7	-9.1	-9.5	-47.3

4 *Consolidation elimination of transactions between Worldline and SIX Payment Services during the first eleven months of 2018.*

5 *All bookings with SIX Group which have been eliminated are replaced by new third-part agreements entering into force as from closing of the deal. We also added costs in order to reflect SIX Payment Services as a stand-alone company.*

6 *Pre-closing contract losses or price reductions granted having an effect either prorata temporis or full-year after the closing. Therefore, the impacts have been restated to correspond to the acquired scope i.e. the scope that will continue in the Worldline environment.*

7 *According to IFRS 5, assets are no longer depreciated when assets are announced for sale. Consequently, the SIX Payment Services database in from May to November 2018 does not show any depreciation of the assets. In order to make 2018 comparable again, these depreciations have been added.*

2.3 *Pro forma* segment financial information

The information in the tables below presents, for illustrative purpose only, the breakdown of consolidated operating segments' revenue and OMDA of the new Group, had the Acquired Companies been consolidated from January 1, 2018:

Revenue *(In € million)*	Audited financial information for Worldline for the twelve-month period ended December 31, 2018	Acquired companies January to November 2018	Total revenue
Merchant Services	624.3	414.4	1,038.7
Financial Services	777.0	86.7	863.7
Mobility & e-Transactional Services	319.0	0.0	319.0
Total revenue	**1,720.2**	**501.1**	**2,221.4**

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OMDA *(In € million)*	Audited financial information for Worldline for the twelve-month period ended December 31, 2018	Acquired companies January to November 2018	Reallocation of shared costs between Business Lines according to new structure*	Total OMDA
Merchant Services	132.3	48.8	-4.1	177.0
Financial Services	237.1	30.5	2.1	269.6
Mobility & e-Transactional Services	38.8	0.0	2.0	40.9
Corporate costs	-17.1	0.0	0.0	-17.1
Total OMDA	**391.1**	**79.3**	**0.0**	**470.4**

* *Due to new weight of each Business Line after the acquisition of SIX Payment Services, the shared costs have been reallocated accordingly.*

Note 3 Other significant event of the year

MRL Posnet

During the second half of 2018, the liability linked to the contingency consideration of MRL, partly due on 2018, had been paid for € 4.2 million. The remaining part is recorded as current borrowing for € 8.8 million.

Cataps

On 2018, and in accordance with the agreement signed in 2016 with Komercni Banka for the acquisition of Cataps, the financial liability corresponding to the put option belonging to Cataps s.r.o (KB SmartPay) minority shareholders on 19% of the share capital, has been fully paid for € 6.8 million.

Note 4 Revenue, segment information and trade accounts

Accounting policies/principles

Revenue is recognized if a contract exists between Worldline and its customer. A contract exists if collection of consideration is probable, rights to goods or services and payment terms can be identified, and parties are committed to their obligations. Revenue from contracts with customers is recognized either against a contract asset or receivable, before effective payment occurs.

Multiple arrangements services contracts

The Group may enter into multiple-element arrangements, which may include combinations of different goods or services. Revenue is recognized for each distinct performance obligation which is separately identifiable from other items in the arrangement and if the customer can benefit from it.

When a single contract contains multiple distinct performance obligations, the total transaction price is allocated between the different performance obligations based on their stand-alone selling prices. The stand-alone selling prices including usual discounts granted are determined based on the list prices at which the Group sells the goods or services separately. Otherwise, the Group estimates stand-alone selling prices using a cost-plus margin approach and/or the residual approach.

Principal versus agent

When the Group resells telecommunication embedded and IT services purchased from third-party suppliers, it performs an analysis of the nature of its relationship with its customers to determine if it is acting as principal or as agent in the delivery of the good or service. The Group is a principal if it controls the specified good or service before it is transferred to the customer. In such case, revenue is recognized on a gross basis. If the Group is an agent, revenue is recognized on a net basis (net of suppliers costs), corresponding to any fee or commission to which the Group is entitled. When the Group is providing a significant service of integrating the specified good or service, it is acting as a principal in the process of resale. If the specified good or service is distinct from the other services promised to its customer, the Group is acting as a principal notably if it is primarily responsible for the good or service meeting the customer specifications or assumes inventory or delivery risks.

Revenue generated by acquiring activities is recognized net of interchange fees charged by issuing banks. The Group does not provide a service of integrating the service performed by the issuing bank and is not responsible for the execution of this service. These fees are transferred to the merchant in a pass-through arrangement and are not part of the consideration to which the Group is entitled in exchange for the service it provides to the merchant. In contrast, scheme fees paid to the payment schemes (Visa, MasterCard, Bancontact...) are accounted for in expenses as fulfillment costs and recognized as revenue when invoiced to merchants. The Group provides commercial acquiring services by integrating the services purchased from the payment schemes.

At a point of time versus over time recognition

Revenue is recognized when the Group transfers the control of a good or service to the customer, either at a point in time or over time.

For recurring services, the revenue is recognized over time as the customer simultaneously receives and consumes the benefit provided by the Group's performance as the Group performs. If the Group has a right to invoice a customer at an amount that corresponds directly with its performance to date, the revenue is recognized at that amount. Otherwise, revenue is recognized on a straight-line basis or based on the costs incurred if the entity's efforts are not expensed evenly throughout the period covered by the service.

When the Group builds an asset or provides specific developments, revenue is recognized over time, generally based on costs incurred, when the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced or when the performance does not create an asset with an alternative use and the Group has an enforceable right to payment for the performance completed to date by the contract and local regulations. Otherwise, revenue is recognized at a point in time.

Contract costs – Costs to obtain and fulfill a contract

Incremental costs to acquire a multi-year service contracts are capitalized and amortized over the life of the contract.

Transition & Transformation costs that do not represent a separate performance obligation of a contract are capitalized as contract costs if they create a resource that will be used to perform other performance obligations embedded in the contract. Other costs incurred to obtain or fulfill a contract are expensed when incurred.

Balance sheet presentation

Contract assets primarily relate to the Group's rights to consideration for work completed but not yet billed at the reporting date. When the rights to consideration are unconditional, they are classified as trade receivables.

Contract liabilities relate to upfront payments received from customers in advance of the performance obligation. Capitalized contract costs are presented separately from contract assets.

Certain service arrangements might qualify for treatment as lease contracts under IFRIC 4 if they convey a right to use an asset in return for payments included in the overall contract remuneration. If service arrangements contain a lease, the Group is considered to be the lessor regarding its customers.

Revenue recognition and associated costs on long-term contracts

Total projected contract costs are based on various operational assumptions such as forecast volume or variance in the delivery costs that have a direct influence on the level of revenue and possible forecast losses on completion that are recognized. A provision for onerous contract is booked if the future costs to fulfill a contract are higher than its related benefits.

Financing component

When Worldline expects the period between customer payment and the transfer of goods and services to be greater than 12 months, it assesses whether the contract is embedding a financing component granted or received. When significant, interests generated by this financing component are booked separately from Revenue.

4.1. Segment information

Accounting policies/principles

According to IFRS 8, reported operating segments profits are based on internal management reporting information that is regularly reviewed by the chief operating decision maker, and is reconciled to Group profit or loss. The chief operating decision maker assesses segments profit or loss using a measure of operating profit. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Company CEO who makes strategic decisions.

The internal management reporting is designed based on Global Business Lines (Merchant Services, Financial Services and Mobility & e-Transactional Services). Global Business Lines have been determined by the Group as key indicators by the Chief operating decision maker. As a result, and for IFRS 8 requirements, the Group discloses Global Business Lines (GBL) as operating segments. Each GBL is managed by a dedicated member of the Executive Committee.

The P&L indicators as well as the assets have been allocated according to these GBL segments. On OMDA, a part of the cost related to Global Structures has not been allocated by GBL. Regarding Group Assets, the shared assets not allocated by GBL primarily relate to shared infrastructure delivering mutualized services to those three GBL.

The geographical scope and the activities covered by each operating segment are as follows:

Operating segments	Business divisions	Geographical areas
Merchant Services	Commercial Acquiring, Terminal Services, Omnichannel Payment Acceptance, Private label Card & Loyalty Services, Digital Retail	Argentina, Austria, Belgium, Brazil, Czech republic, France, Germany, India, Luxembourg, Malaysia, Poland, Spain, Sweden, Switzerland, The Netherlands, United Kingdom, USA
Financial Services	Issuing Processing, Acquiring Processing, Digital Banking, Account Payments	Austria, Belgium, China, Estonia, Finland, France, Germany, Hong Kong, Indonesia, Italy, Latvia, Lithuania, Luxembourg, Malaysia, Singapore, Spain, Switzerland, Taiwan, The Netherlands and the United Kingdom.
Mobility & e-Transactional Services	Trusted Digitization, e-Ticketing, Contact & consumer cloud, Connected Living & Mobility	Argentina, Austria, Belgium, Chile, China, France, Germany, Spain, The Netherlands and United Kingdom,

Inter-segment transfers or transactions are entered into under normal commercial terms and conditions that would also be available to unrelated third parties.

No external customer generates more than 10% of total Group sales.

The operating segment information for the period was the following:

(In € million)	Merchant Services	Financial Services	Mobility & e-Transactional Services	Total Group
12 months ended December 31, 2018				
External revenue by Global Business Lines	**624.3**	**777.0**	**319.0**	**1,720.2**
% of Group revenue	36.3%	45.2%	18.5%	100.0%
12 months ended December 31, 2017*				
External revenue by Global Business Lines	**534.9**	**699.2**	**318.4**	**1,552.4**
% of Group revenue	34.5%	45.0%	20.5%	100.0%

* *December 31, 2017 adjusted to reflect change in presentation disclosed in "Basis of preparation and significant accounting policies".*

The "Merchant Services" external revenue is presented net of interchange bank commissions received on behalf credit card companies.

(In € million)	Merchant Services	Financial Services	Mobility & e-Transactional Services	Global structures	Total Group
12 months ended December 31, 2018					
Operating Margin before Depreciation and Amortization (OMDA)	**132.3**	**237.1**	**38.8**	**-17.1**	**391.1**
% revenue	21.2%	30.5%	12.2%	-1.0%	22.7%
12 months ended December 31, 2017*					
Operating Margin before Depreciation and Amortization (OMDA)	**112.3**	**202.1**	**43.6**	**-22.6**	**335.4**
% revenue	21.0%	28.9%	13.7%	-1.5%	21.6%

* *December 31, 2017 adjusted to reflect change in presentation disclosed in "Basis of preparation and significant accounting policies".*

Operating margin before depreciation and amortization (OMDA) represents the underlying operational performance of the current business and is determined as follows:

(In € million)	**12 months ended December 31, 2018**	12 months ended December 31, 2017	Variation
Operating margin	**292.9**	**253.1**	**39.8**
+ Depreciation of fixed assets	94.9	90.5	4.4
+ Net book value of assets sold/written off	4.2	1.1	3.1
+/- Net charge/(release) of pension provisions	4.8	-10.1	15.0
+/- Net charge/(release) of provisions	-5.6	0.8	-6.4
OMDA	**391.1**	**335.4**	**55.8**

The assets detailed above by *Global Business Lines* are reconciled to total assets as follows:

(In € million)	Merchant Services	Financial Services	Mobility & e-Transactional Services	Shared (Not allocated)*	Total Group
As at December 31, 2018					
Total fixed assets by Global Business Lines	**2,821.2**	**1,316.0**	**53.8**	**62.6**	**4,253.6**
Goodwill	**2,050.2**	**936.9**	**25.8**	**-**	**3,013.0**
% of Group goodwill	68.0%	31.1%	0.9%	-	100.0%
Other intangible assets	**714.7**	**342.7**	**25.8**	**11.4**	**1,094.6**
Tangible assets	**56.3**	**36.4**	**2.2**	**51.2**	**146.0**

* *Part of intangible and tangible assets are not directly attributable to one single Global Business Line as they are mutualized assets usable and shared between the three GBL.*

(In € million)	Merchant Services	Financial Services	Mobility & e-Transactional Services	Shared (Not allocated)*	Total Group
As at December 31, 2017					
Total fixed assets by Global Business Lines	**605.6**	**690.6**	**56.7**	**62.7**	**1,415.6**
Goodwill	**427.3**	**480.6**	**25.8**	**-**	**933.8**
% of Group goodwill	45.8%	51.5%	2.8%	-	100.0%
Other intangible assets	**136.3**	**171.7**	**27.5**	**17.1**	**352.6**
Tangible assets	**42.0**	**38.3**	**3.3**	**45.5**	**129.2**

* *Part of intangible and tangible assets are not directly attributable to one single Global Business Line as they are mutualized assets usable and shared between the three GBL.*

The geographical segment information for the period was the following:

(In € million)	France	Belgium	UK, Germany & CEE	Netherlands	North & South Europe	Emerging Markets	Total Group
12 months ended December 31, 2018							
External revenue by geographical area	**396.7**	**356.7**	**417.9**	**195.1**	**187.5**	**166.4**	**1,720.2**
% of Group revenue	23.1%	20.7%	24.3%	11.3%	10.9%	9.7%	100.0%
12 months ended December 31, 2017*							
External revenue by geographical area	**374.8**	**351.6**	**343.9**	**194.1**	**135.6**	**152.4**	**1,552.4**
% of Group revenue	24.1%	22.6%	22.2%	12.5%	8.7%	9.8%	100.0%

* *December 31, 2017 adjusted to reflect change in presentation disclosed in "Basis of preparation and significant accounting policies".*

The non-current assets are mainly comprised of goodwill and capitalized development expenses which are non-attributable by geographical area because they are allocated to several areas. The rest is composed of tangible assets which are not significant.

Therefore, it is not relevant to present the non-current assets by geographical area.

4.2. Trade accounts and notes receivables

Accounting policies/principles

Trade accounts and notes receivable

Trade accounts and notes receivable are recorded initially at their fair value and subsequently at their amortized value. The nominal value represents usually the initial fair value for trade accounts and notes receivable. In case of deferred payment over one year, where the effect is significant on fair value, trade accounts and notes receivables are discounted. Where appropriate, a provision is raised on an individual basis to take likely recovery problems into account.

Certain service arrangements might qualify for treatment as lease contracts if they convey a right to use an asset in return for payments included in the overall contract remuneration. If service arrangements contain a lease, the Group is considered to be the lessor regarding its customers. Where the lease transfers the risks and rewards of ownership of the asset to its customers, the Group recognizes assets held under finance lease and presents them as "Trade accounts and notes receivable" for the amount that will be settled within 12 months, and "Non-current financial assets" for the amount to be settled beyond 12 months.

(In € million)	As at December 31, 2018	As at December 31, 2017*
Contract assets	152.8	115.3
Trade receivables	216.4	205.9
Expected credit losses allowance	-8.1	-5.7
Net asset value	**361.1**	**315.6**
Contract liabilities	-128.7	-106.5
Net accounts receivable	**232.4**	**209.0**
Number of days sales outstanding (DSO)	**33**	**41**

* *December 31, 2017 adjusted to reflect change in presentation disclosed in "Basis of preparation and significant accounting policies".*

Net accounts receivable represents 13.5% of total revenue at end of 2018 (13.5% at end of 2017), corresponding to a similar evolution of contract assets and contract liabilities.

For balances outstanding for more than 60 days, the Group considers the need for depreciation on a case-by-case basis through a quarterly review of its balances.

Expected loss model and DSO

The new forward looking "expected loss" impairment model introduces by IFRS 9 had no major impact on the overall impairment of contract assets and trade receivables.

AGEING OF PAST DUE NET RECEIVABLES

(In € million)	As at December 31, 2018	As at December 31, 2017*
0-30 days overdues	16.4	16.5
30-60 days overdues	10.6	8.1
60-90 days overdues	4.0	3.0
Beyond 90 days overdues	15.0	13.0
Total	**46.0**	**40.6**

* *December 31, 2017 adjusted to reflect change in presentation disclosed in "Basis of preparation and significant accounting policies".*

Note 5 Operating items

5.1 Personnel expenses

(In € million)	12 months ended December 31, 2018	% Revenue	12 months ended December 31, 2017	% Revenue
Wages, salaries & social security charges	-684.0	39.8%	-617.2	39.8%
Tax, training, profit-sharing	-4.0	0.2%	-5.0	0.3%
Net (charge)/release to provisions for staff expenses	0.2	0.0%	0.6	0.0%
Net (charge)/release to provisions for pensions and similar benefits	-4.8	0.3%	10.1	-0.7%
Total	**-692.6**	**40.3%**	**-611.6**	**39.4%**

In 2017, the net charge to provision for pensions and similar benefit has been impacted by the change in the plan rules for the Railways Pension Scheme in the UK. See Note 10 – Pensions and similar benefits.

5.2 Non-personnel operating expenses

Glossary

Subcontracting costs direct

Subcontracting costs consist of the cost for subcontracted services, roughly half of which is typically IT subcontracting, mostly on a time & materials basis. The other half comes from other outsourced services, which mainly include non-IT services such as printing, mailing and other statement preparation activity and ATM services. The level of these expenses in any given period is mainly driven by the number of projects in the project phase, some aspects of which the Group may decide to outsource rather than handle in-house, and customer volumes, which drive costs that are dependent on volume, such as printing, mailing and statement activity.

Scheme fees

Include the fees paid to Visa, MasterCard and Bancontact (Belgium debit card scheme) as part of the Group's Commercial Acquiring activities;

Capitalized production costs

Operating expenses are reported net of capitalized production costs. Costs of specific application development for clients or technology solutions made available to a group of clients with a useful life of the underlying asset greater than one year are capitalized. Their aggregate amount is offset in the profit and loss statement through this line item.

(In € million)	12 months ended December 31, 2018	% Revenue	12 months ended December 31, 2017*	% Revenue
Operating costs	-324.2	18.8%	-332.6	21.4%
Subcontracting costs direct	-290.4	16.9%	-265.4	17.1%
Scheme fees	-65.4	3.8%	-39.2	2.5%
Subtotal expenses	**-680.0**	**39.5%**	**-637.2**	**41.0%**
Depreciation of assets	-94.9	5.5%	-90.5	5.8%
Net (charge)/release to provisions	5.3	-0.3%	-1.4	0.1%
Gains/(Losses) on disposal of assets	-4.0	0.2%	-1.0	0.1%
Trade Receivables write-off	-4.4	0.3%	-4.3	0.3%
Capitalized Production	43.1	-2.5%	46.6	-3.0%
Subtotal other expenses	**-54.8**	**3.2%**	**-50.5**	**3.3%**
Total	**-734.8**	**42.7%**	**-687.7**	**44.3%**

* *December 31, 2017 adjusted to reflect change in presentation disclosed in "Basis of preparation and significant accounting policies".*

5.3 Trade payable and notes payable

(In € million)	As at December 31, 2018	As at December 31, 2017*
Trade payables and notes payable	363.8	264.1
Trade payables and notes payable	**363.8**	**264.1**
Advance payments	-1.6	-1.9
Prepaid expenses	-60.6	-60.9
Net accounts payable	**301.6**	**201.3**
Number of days payable outstanding (DPO)	**87**	**85**

* *December 31, 2017 adjusted to reflect change in presentation disclosed in "Basis of preparation and significant accounting policies".*

Trade payable and notes payable are expected to be paid within one year.

5.4 Other current assets and other current liabilities

Accounting policies/principles

Currents assets and current Liabilities – presentation rules

Assets and liabilities classified as current are expected to be realized, used or settled during the normal cycle of operations, which can extend beyond 12 months following period-end. All other assets and liabilities are classified as non-current. Current assets and liabilities, excluding the current portion of borrowings, financial receivables and provisions represent the Group's working capital requirement.

Inventory

Inventory recognized under "Other current assets", which mainly consists in payment Terminals, are assessed at the lower cost or net realizable value. The net realizable value is the estimated selling price in the normal course of business, less estimated costs deemed necessary to sell. Inventory cost is determined according to the weighted average method and include the acquisition costs and incidental expenses.

OTHER CURRENT ASSETS

(In € million)	Notes	As at December 31, 2018	As at December 31, 2017
Inventories		35.0	19.7
State – VAT receivables		43.9	27.4
Prepaid expenses	Note 5.3	60.6	60.9
Other receivables & current assets		43.2	26.5
Advance payment	Note 5.3	1.6	1.9
Total		**184.2**	**136.3**

OTHER CURRENT LIABILITIES

(In € million)	As at December 31, 2018	As at December 31, 2017*
Contract liability	128.7	106.5
Employee-related liabilities	99.2	80.7
Social security and other employee welfare liabilities	46.2	45.3
VAT payable	61.1	46.7
Other operating liabilities	52.6	58.3
Total	**387.8**	**337.5**

* *December 31, 2017 adjusted to reflect change in presentation disclosed in "Basis of preparation and significant accounting policies".*

Other current liabilities are expected to be settled within one year, except for deferred income that is released over the particular arrangement of the corresponding contract.

5.5 Intermediation activities

Accounting policies/principles

Acquiring is part of the business of Worldline consisting in contracting with merchants for payment card acceptance. The key role of an acquirer is to transfer to the merchant's bank account the funds received in a card transaction from the cardholder's issuing bank.

Through this intermediation activity, Worldline and its affiliates are facing cash fluctuations due to the lag that may exist between the payment to the merchants and the receipt of the funds from the payment schemes (Visa, MasterCard or other schemes). Payment Schemes also define interchange fees that apply except if there is a bilateral agreement between the Acquirer and the Issuer. Worldline has no such bilateral agreement with the Issuers. Interchange fees are consequently completely driven by the rates defined by the Schemes.

The Group records isolate in dedicated lines assets and current liabilities related to its intermediation activities (including interchange fees)

(In € million)	As at December 31, 2018	As at December 31, 2017
Receivables linked to intermediation activities	786.4	171.7
Funds related to intermediation activities	365.1	145.0
Total assets linked to intermediation activities	**1,151.4**	**316.6**
Payables linked to intermediation activities	1,151.4	316.6
Total liabilities linked to intermediation activities	**1,151.4**	**316.6**

The increase is mainly due to the acquisition of SIX Payment Services.

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Note 6 Other operating income and expenses

Accounting policies/principles

“Other operating income and expenses” covers income or expense items that are unusual, abnormal and infrequent. They are presented below the operating margin.

Classification of charges to (or release from) restructuring and rationalization and associated costs provisions in the income statement depends on the nature of the plan:

- Plans directly in relation with operations are classified within the “Operating margin”;
- Plans related to business combinations or qualified as unusual, abnormal and infrequent are classified in the “Other operating expenses”;
- If a restructuring plan qualifies for “Other operating expenses”, the related real estate rationalization & associated costs expenses regarding premises and buildings is also presented in “Other operating expenses”.

“Other operating income and expenses” also include major litigations, and capital gains and losses on the disposal of tangible and intangible assets, significant impairment losses on assets other than financial assets, the amortization of the Customer Relationships, the amortization cost of equity based compensation plans or any other item that is infrequent, abnormal and unusual.

Equity-based compensation

Stocks options and free shares are granted to management and certain employees at regular intervals. These equity-based compensations are measured at fair value at the grant date using the Black and Scholes option-pricing model. Changes in the fair value of options – taking into account assumptions such as personnel turnover and fulfillment of performance conditions – after the grant date have no impact on the initial valuation. The fair value of the instrument is recognized in “Other Operating Income”, on a straight-line basis over the period during which those rights vest, using the straight-line method, with the offsetting credit recognized directly in equity.

Employee Share Purchase Plans offer employees the opportunity to invest in Group’s shares at a discounted price. Shares are subject to a lock-up period restriction. Fair values of such plans are measured taking into account:

- The exercise price based on the average opening share prices quoted over the 20 trading days preceding the date of grant;
- The percent discount granted to employees;
- The number of free shares granted linked to the individual subscriptions
- The consideration of a lock-up restriction to the extent it affects the price that a knowledgeable, willing market participant would pay for that share; and
- The grant date: date on which the plan and its term and conditions, including the exercise price, is announced to employees.

(In € million)	12 months ended December 31, 2018	12 months ended December 31, 2017
Staff reorganization	-3.6	-4.9
Rationalization and associated costs	-3.9	-4.3
Integration and acquisition costs	-39.8	-25.6
Equity based compensation	-16.2	-7.9
Customer relationships and patents amortization	-20.9	-14.2
Other items	-2.5	-10.8
Total	**-86.9**	**-67.6**

Staff reorganization expenses of € 3.6 million decreased by € 1.3 million compared to last year and correspond mainly to the restructuring costs induced by the recent acquisitions.

The € 3.9 million of **rationalization and associated costs** resulted mainly from costs linked to the acceleration of the TEAM² program, including administrative back office transformation. Those costs have decreased by € 0.4 million compared to 2017.

Integration and acquisition costs reached € 39.8 million which represents an increase of € 14.2 million compared to the prior period corresponding mainly to SIX transaction costs and to the costs related to the second year of equensWorldline synergy plan.

The 2018 **customer relationships amortization** of € 20.9 million corresponds mainly to:

- € 10.1 million of Equens and Paysquare customer relationships;
- € 4.3 million of SIX Payment Services customer relationships, technologies and patents (for one month);
- € 2.2 million of MRL Posnet customer relationships and technologies;
- € 2.2 million of Cataps (KB Smartpay) customer relationships.

Equity-based compensation

The € 16.2 million expense recorded within "Others Operation Income" for equity-based compensation (€ 7.9 million in 2017) is mainly related to 2016, 2017 & 2018 free share plans, the 2016 & 2018 stock option plans and previous Atos & Bull free share plans.

(In € million)	12 months ended December 31, 2018	12 months ended December 31, 2017
Free share plans	14.9	6.5
Stock option plans	0.4	1.3
Free share plan Bull	0.9	0.1
Total	**16.2**	**7.9**

Free share plans

Rules governing the free share plans are as follows:

- To receive the share, the grantee must generally be an employee or a corporate officer of the Group or a company employee related to Worldline;
- Vesting is also conditional on both the continued employment condition and the achievement of performance criteria, financial and non-financial ones;
- The financial performance criteria are the following:
  - Group Free Cash Flow (FCF),
  - Group Operating Margin before Depreciation and Amortization (OMDA), and
  - Group revenue growth;
- The vesting period varies according to the plans rules but never exceeds 3.5 years;
- The number of shares is subject to a multiplier from 85% to 115% according to an under/over performance;
- The lock-up period is 0 to 1 year;
- Free shares plans give the right to issue Worldline shares.

The Group has implemented a new free shares plan in July 21, 2018.

The plans impacting the 2018 charge for € 14.9 million are detailed as follows:

	July 25, 2016				
Grant Date	**French plan**	**Foreign plan**	**January 2, 2017**	**July 24, 2017**	**July 21, 2018**
Number of shares granted	229,250	133,000	229,500	441,000	366,685
Share price at grant date *(in €)*	26.87	26.87	26.78	33.24	51.10
			February 1, 2019		
Vesting Date(s)	July 25, 2018	July 25, 2019	September 1, 2019	July 24, 2020	July 20, 2021
			April 1, 2020		
Expected Life	2 years	3 years	2,0/2,65/3,25 years	3 years	3 years
Lock-up period	1 year	-	-	-	-
Risk free interest rate	-0.047%	-	-	-	-
Borrowing-lending spread	4.0%	-	-	-	-
Expected dividend yield	1.10%	1.10%	1.10%	1.10%	1.10%
Fair value of shares granted *(in €)*	**26.28**	**25.99**	**26.17/26.00/25.84**	**32.16**	**49.44**
Expense recognized in 2018 *(in € million)*	**3.7**	**1.3**	**2.3**	**5.5**	**2.1**

Stock option plans

Rules governing the stock options plans are as follows:

- To exercise the option, the grantee must generally be an employee or corporate officer of the Group or a company employee related to Worldline;
- Vesting is also conditional on the achievement of performance criteria, financial and non-financial ones;
- The financial performance criteria are the following:
  - Group Free Cash Flow (FCF),
  - Group Operating Margin before Depreciation and Amortization (OMDA), and
  - Group revenue growth;
- The vesting period varies according to the plans rules but never exceeds 2 years;
- The option expiration date varies according to the plans rules but never exceeds 8.5 years after the vesting date;
- The exercise of the option is equity-settled.

The Group recognized a total expense of € 0.4 million on stock options detailed as follows:

Grant Date	2018 Expense *(in € million)*	Number of options initially granted	Vesting Date	Number of options vested
May 25, 2016	0.1	196,000	May 25, 2018	179,000
August 16, 2016	0.1	45,000	May 25, 2018	45,000
July 21, 2018	0.2	262,000	July 20, 2021	N/A
Total	**0.4**	**503,000**		

The characteristics of each current stock options plan are detailed as follows:

Grant Date	May 25, 2016	August 16, 2016	July 21, 2018
Number of options granted	196,000	45,000	262,000
Share price at grant date *(in €)*	27.10	27.35	51.00
Strike price *(in €)*	26.82	28.58	52.91
Vesting date	May 25, 2018	May 25, 2018	July 20, 2021
Expected volatility	21%	21%	21%
Expected maturity of the plan	5 years	5 years	5 years
Risk free interest rate	-0.196%	-0.325%	0.019%
Expected dividend yield	1.10%	1.10%	1.10%
Fair value of options granted *(in €)*	**4.21**	**3.67**	**7.31**
Expense recognized in 2018 *(in € million)*	**0.1**	**0.1**	**0.2**

The change of outstanding share options for Worldline SA during the period was as the following:

	12 months ended December 31, 2018		12 months ended December 31, 2017	
	Number of shares	Weighted average strike price *(in €)*	Number of shares	Weighted average strike price *(in €)*
Outstanding at the beginning of the year	**2,270,174**	**21.2**	**2,851,641**	**20.9**
Granted during the year	262,000	52.9	-	-
Forfeited during the year	-14,500	26.8	-29,500	22.9
Exercised during the year	-392,197	22.4	-551,967	19.7
Outstanding at the end of the year	**2,125,477**	**24.8**	**2,270,174**	**21.2**
Exercisable at the end of the year, below year-end stock price*	**1,863,477**	**20.9**	**2,270,174**	**21.2**

* *Year-end stock price: €42.20 at December 31, 2018 and €40.67 at December 31, 2018*

Note 7 Financial items

7.1 Net Financial Result

Net financial expense amounted to € 20.4 million for the period (compared to € 8.1 million in 2017) and was made up of:

- A net cost of financial debt of € 0.8 million (€ 1.1 million in 2017); and
- A non-operational financial loss of € 19.6 million (€ 6.9 million in 2017)

Net cost of financial debt of € 0.8 million is made up of:

- € 2.0 million of cost of gross debt of the Group's subsidiaries representing an average interest rate of 0.5%; and
- € 1.3 million of remuneration of gross cash of the Group's subsidiaries representing an average interest rate of 0.2%.

The non-operational financial expenses were mainly composed of:

- The recognition of the fair value adjustment in the month of December of the contingent liability linked to the acquisition of SIX Payment Services representing an expense of € 18.1 million (*cf.* Note 1 Main changes in the scope of consolidation);
- The recognition in the consolidated income statement of the variation of the fair value of the Visa preferred shares for a profit of € 1.3 million, following the adoption of IFRS 9 from January 2018 (*cf.* "Accounting rules and policies – IFRS 9");
- Pension financial costs for € 1.9 million. The pension financial costs represent the difference between interest costs on defined benefit obligations and the interest income on plan assets for plans which are funded (*cf.* Note 10 "Pensions and similar benefits"); and
- Foreign exchange losses for € 0.5 million.

7.2 Cash and cash equivalents

Accounting policies/principles

Cash and cash equivalents include cash at bank and financial instruments such as money market securities. Such financial instruments are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value. They are held for the purpose of meeting short-term cash commitments and have a short maturity, in general three months or less from the date of acquisition. Some instruments, such as term deposits, that have at inception a longer maturity but provide for early withdrawal and a capital guarantee may also be classified as cash equivalents under certain circumstances. Money market securities are recognized at their fair value. Changes in fair value are recorded in the income statement under "Other financial income and expenses".

Cash and cash equivalents are measured at their fair value through profit and loss.

For entities having subscribed to the Group cash pooling agreement, the cash/debt balance sheet positions which are linked to this agreement are mutualized and only the net position is presented in the consolidated balance sheet.

The cash and cash equivalents are held with bank and financial institutions counterparties, majority of which are rated A- to AA-. Impairment on cash and cash equivalent is calculated based on S&P default probability.

(In € million)	As at December 31, 2018	As at December 31, 2017
Cash and cash equivalents	214.8	350.2
Current accounts with Atos entities – Assets	-2.6	5.6
Money market funds	0.5	0.1
Total cash and cash equivalents	**212.8**	**355.8**
Overdrafts	-98.4	-17.0
Current accounts with Atos entities – Liabilities	-19.2	-4.7
Total overdrafts and equivalents	**-117.6**	**-21.6**
Total net cash and cash equivalents	**95.2**	**334.2**

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7.3 Non current financial Assets

Accounting policies/principles

Investments in non-consolidated companies

The Group holds shares in companies without exercising significant influence or control. Investments in non-consolidated companies are treated as recognized at their fair value. For listed shares, fair value corresponds to the share price at the closing date.

Visa preferred shares

Under IFRS 9, the analysis applied is the approach for debt instrument. The accounting treatment of debt instruments is determined by the business model of the financial instrument and the contractual characteristics of the incoming cash flows of the financial instruments. The understanding is that Visa's Convertible preferred stock does not pass the SPPI (Solely Payment of Principal and Interests) test because the cash flows generated by those stock include an indexation to the value of the Visa shares, and such equity indexation gives rise to a variability that do not solely represent a payment of principal and interests. In this situation, the accounting treatment of the debt instruments is fair value through P&L.

(In € million)		As at December 31, 2018	As at December 31, 2017
Pension prepayments	Note 10	8.9	2.0
Fair value of non-consolidated investments		78.1	21.3
Investments in associates		2.9	3.8
Other*		22.1	8.3
Total		**112.0**	**35.4**

* *"Other" include loans, deposits and guarantees.*

The increase in fair value of non-consolidated investments is mainly due to the consolidation of SIX Payment Services and the recording of:

- The Visa preferred shares formerly owned by SIX Payment Services for € 27.6 million;
- The TWINT shares for € 26.5 million.

The increase in other is mainly due to the deferred payment related to the disposal of Visa Europe share formerly owned by SIX Payment Services for € 8.3 million.

7.4 Borrowings

Accounting policies/principles

Borrowings

Borrowings are recognized initially at fair value, net of directly attributable debt issuance costs. Borrowings are subsequently measured at amortized cost. The calculation of the effective interest rate takes into account interest payments and the amortization of the debt issuance costs.

Debt issuance costs are amortized in financial expenses over the life of the loan through the use of amortized method with the effective interest method. The residual value of issuance costs for loans derecognized is fully expensed as soon as it is probable that the loan maturity is reduced, with respect to the intention to exercise the anticipated refund clause.

Bank overdrafts are recorded in the current portion of borrowings.

Leases

Asset leases where the Group has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalized at the lease's inception at the lower of the fair value of the leased asset and the present value of the minimum lease payments. Assets acquired under finance lease are depreciated over the shorter of the assets' useful life and the lease term.

Leases where the lessor retains substantially all the risks and rewards of ownership are classified as operating leases.

Terminals leases are treated as an operating lease and their revenue is recognized according to the accounting rules described in this note (§ "Revenue recognition").

(In € million)	As at December 31, 2018 Current	Non-current	Total	As at December 31, 2017 Current	Non-current	Total
Finance leases	0.6	2.7	3.3	0.2	1.4	1.6
Overdrafts	98.4	-	98.4	17.0	-	17.0
Current accounts with Atos entities	19.2	-	19.2	4.7	-	4.7
Other borrowings	9.3	117.6	126.9	21.7	1.7	23.4
Total borrowings	**127.5**	**120.3**	**247.8**	**43.6**	**3.1**	**46.7**

Current accounts with a short-term maturity – less than one month – have no remuneration.

The decrease of "Other current Borrowings" is due to:

- € 6.8 million payment related to Cataps acquisition; and
- € 4.2 million paid as part of the contingency consideration to be paid to the former MRL Posnet owners. The remaining part is recorded as current borrowing for € 8.8 million.

The € 117.6 million in non-current other borrowing is the contingent liability recognized for the SIX Payment Services transaction (*cf.* Note 1 Main changes in the scope of consolidation), valuated at fair value at end of December 2018. This contingent consideration arrangement requires Worldline to pay the former owner of SIX Payment Services if the conditions based on the Worldline stock price at end of March 2020 are completed. Fair value was estimated using the usual valuation method based on Worldline share price. The fair value was € 99.5 million at the acquisition date and was reassessed to € 117.6 million at end of December. The variation of € 18.1 million was recognized through P&L as a financial expense in 2018.

BORROWINGS IN CURRENCIES

(In € million)	CHF	EUR	SGD	Other currencies	Total
December 31, 2018	202.3	33.3	8.8	3.5	**247.8**
December 31, 2017	-	30.0	13.9	**2.8**	**46.7**

NON-CURRENT BORROWINGS MATURITY

(In € million)	2020	2021	2022	2023	>2023	Total
Finance leases	0.6	0.6	0.6	0.4	0.5	2.7
Other borrowings	117.6	-	-	-	-	117.6
As at December 31, 2018 long-term debt	**118.2**	**0.6**	**0.6**	**0.4**	**0.5**	**120.3**

(In € million)	2019	2020	2021	2022	>2022	Total
Finance leases	0.2	0.2	0.2	0.1	0.7	1.4
Other borrowings	0.7	0.9	-	-	-	1.7
As at December 31, 2017 long-term debt	**1.0**	**1.1**	**0.2**	**0.1**	**0.7**	**3.1**

The evaluation of financial liabilities has been conducted based on:

- Exchange rates prevailing as at December 31, 2018; and
- Interest rate presented hereafter.

The effective interest rates in 2018 were as follows:

(In € million)	Carrying value	Fair value	Effective interest rate
Finance leases	3.3	3.3	3.44%
Other borrowings	126.9	126.9	
Total borrowings	**130.2**	**130.2**	

CHANGE IN NET CASH/(DEBT) OVER THE PERIOD

(In € million)	As at December 31, 2018	As at December 31, 2017
Opening net cash/(debt)	**309.1**	**347.7**
New borrowings	-0.6	-18.3
Contingent liability at Fair value	-117.6	-
Repayment of long and medium-term borrowings	15.8	2.6
Variance in net cash and cash equivalents	-236.7	-16.8
New finance leases	-2.4	-0.1
Long and medium-term debt of companies acquired during the period	0.0	-0.7
Impact of exchange rate fluctuations on net long and medium-term debt	-2.4	-5.1
Closing net cash/(debt)	**-35.0**	**309.1**

NET CASH/(DEBT)

(In € million)	As at December 31, 2018	As at December 31, 2017
Cash and cash equivalents	212.8	355.8
Borrowings	-120.3	-3.1
Current portion of borrowings	-127.5	-43.6
Total	**-35.0**	**309.1**

Note 8 Income tax

Accounting policies/principles

Current and deferred taxes

The income tax charge includes current and deferred tax expenses. Deferred tax is calculated wherever temporary differences occur between the tax base and the consolidated base of assets and liabilities, using the liability method. The deferred tax is valued using the enacted tax rate at the closing date that will be in force when the temporary differences reverse.

In case of change in tax rate, the deferred tax assets and liabilities are adjusted counterpart the income statement except if those change related to items recognized in other comprehensive income or in equity.

The deferred tax assets and liabilities are netted off at the taxable entity, when there is a legal right to offset. Deferred tax assets corresponding to temporary differences and tax losses carried over forward are recognized when they are considered to be recoverable during their validity period, based on historical and forecast information.

Deferred tax liabilities for taxable temporary differences relating to goodwill are recognized, to the extent they do not arise from the initial recognition of goodwill.

Deferred tax assets are tested for impairment at least annually at the closing date, based on December actuals, business plans and impairment test data.

Measurement of recognized tax loss carry-forwards

Deferred tax assets are recognized on tax loss carry-forwards when it is probable that taxable profit will be available against which the tax loss carry-forwards can be utilized. Estimates of taxable profits and utilizations of tax loss carry-forwards were prepared on the basis of profit and loss forecasts as included in the 3-year business plans (other durations may apply due to local specificities).

8.1 Current and deferred taxes

(In € million)	12 months ended December 31, 2018	12 months ended December 31, 2017
Current taxes	-56.0	-52.0
Deferred taxes	10.7	7.9
Total	**-45.3**	**-44.1**

8.2 Effective tax rate

The difference between the French standard tax rate and the Group Effective tax rate is explained as follows:

(In € million)	12 months ended December 31, 2018	12 months ended December 31, 2017
Profit before tax	185.5	177.4
French standard tax rate	34.4%	34.4%
Theoretical tax charge at French standard rate	**-63.9**	**-61.1**
Impact of permanent differences	11.0	5.8
Differences in foreign tax rates	17.6	11.1
Movement on recognition of deferred tax assets	-6.4	4.5
Equity-based compensation	-3.4	-2.4
Change in deferred tax rates	0.8	-2.3
Withholding taxes	-1.2	-1.1
CVAE net of tax	-3.0	-2.4
French Tax credit	1.9	2.4
Other	1.3	1.4
Group tax expense	**-45.3**	**-44.1**
Effective tax rate	**24.4%**	**24.9%**

8.3 Deferred taxes

(In € million)	12 months ended December 31, 2018	12 months ended December 31, 2017
Deferred tax assets	51.5	52.4
Deferred tax liabilities	191.7	57.4
Net deferred tax	**-140.2**	**-5.0**

8.4 Breakdown of deferred tax assets and liabilities by nature

(In € million)	Tax losses carry forward	Intangible assets recognized as part of PPA	Fixed assets	Pensions	Other	Total
As at December 31, 2016	**17.6**	**-27.6**	**-37.2**	**33.8**	**11.6**	**-1.8**
Charge to profit or loss for the year	7.5	4.1	-9.5	0.4	5.3	7.8
Change of scope	-	-13.8	5.3	0.2	-	-8.3
Charge to equity	-	-	0.9	-2.4	0.1	-1.4
Reclassification	-0.2	3.9	-14.2	-0.2	10.5	-0.2
Exchange differences	-0.1	0.4	-0.2	-0.1	-1.0	-1.0
As at December 31, 2017	**24.8**	**-33.0**	**-54.9**	**31.7**	**26.5**	**-5.0**
Charge to profit or loss for the year	8.2	5.6	2.5	2.8	-8.5	10.6
Change of scope	0.6	-161.3	-1.7	1.0	11.3	-150.1
Charge to equity	0.0	0.0	-0.1	2.3	1.5	3.8
Reclassification	0.0	-0.2	4.3	0.0	-3.0	1.2
Exchange differences	-0.1	0.6	-0.4	0.0	-1.1	-0.8
As at December 31, 2018	**33.6**	**-188.2**	**-50.2**	**37.8**	**26.8**	**-140.2**

8.5 Tax losses carry forward schedule (basis)

	12 months ended December 31, 2018			12 months ended December 31, 2017		
(In € million)	Recognized	Unrecognized	Total	Recognized	Unrecognized	Total
2021	0.3	8.9	9.2	3.0	6.6	9.6
2022	-	-	-	-	-	-
Tax losses available for carry forward for 5 years and more	0.0	0.9	0.9	0.0	0.0	0.0
Ordinary tax losses carry forward	**0.3**	**9.8**	**10.1**	**3.0**	**6.6**	**9.6**
Evergreen tax losses carry forward	**116.4**	**84.3**	**200.7**	**84.8**	**3.0**	**87.7**
Total tax losses carry forward	**116.7**	**94.1**	**210.8**	**87.8**	**9.5**	**97.3**

Countries with the largest tax losses available for carry forward were France (€ 87.1 million), Luxembourg (€ 82.0 million), Spain (€ 17.9 million), Germany (€ 9.8 million) and Poland (9.7 million).

8.6 Deferred tax assets not recognized by the Group

(In € million)	12 months ended December 31, 2018	12 months ended December 31, 2017
Tax losses carry forward	25.3	1.8
Temporary differences	24.0	20.0
Total	**49.3**	**21.8**

Note 9 Goodwill and fixed assets

9.1 Goodwill

Accounting policies/principles

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, of the amount of any non-controlling interests in the acquiree and of the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognized immediately in profit or loss as a bargain purchase gain.

Goodwill is allocated to Cash Generating Units (CGU) for the purpose of impairment testing. Goodwill is allocated to those CGUs that are expected to benefit from synergies of the related business combination and represent the lowest level within the Group at which management monitors goodwill.

A CGU is defined as the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets. CGUs correspond to Global Business Lines defined by IFRS 8.

The recoverable value of a CGU is based on the higher of its fair value less costs to sell and its value in use determined using the discounted cash-flows method. When this value is less than its carrying amount, an impairment loss is recognized in the operating income.

The impairment loss is first recorded as an adjustment of the carrying amount of the goodwill allocated to the CGU and remainder of the loss, if any, is allocated pro rata to the other long-term asset of the unit.

Goodwill is not amortized and is subject to an impairment test performed at least annually by comparing its carrying amount to its recoverable amount at the closing date based on December actuals and latest 3-year plan, or more often whenever events or circumstances indicate that the carrying amount could not be recoverable.

Such events and circumstances include but are not limited to:

- Significant deviance of economic performance of the asset when compared with budget;
- Significant worsening of the asset's economic environment;
- Loss of a major client;
- Significant increase in interest rates.

Impairment tests:

The Group tests at least annually whether goodwill has suffered any impairment, in accordance with the accounting policies. The recoverable amounts of Cash Generating Units are determined based on value-in-use calculations or on their fair value reduced by the costs of sales. These calculations require the use of estimates.

(In € million)	As at December 31, 2017	Disposals Depreciations	Impact of business combination	Exchange rate fluctuations	As at December 31, 2018
Gross value	934.4	-	2,087.4	-8.2	3,013.6
Impairment loss	-0.6	-	-	-	-0.6
Carrying amount	**933.8**	**-**	**2,087.4**	**-8.2**	**3,013.0**

(In € million)	As at December 31, 2016	Disposals Depreciations	Impact of business combination	Exchange rate fluctuations	As at December 31, 2017
Gross value	767.0	-	175.6	-8.2	934.4
Impairment loss	-0.6	-	-	-	-0.6
Carrying amount	**766.4**	**-**	**175.6**	**-8.2**	**933.8**

As of December 31, 2018, goodwill mainly corresponds to:

- € 2,079.2 million related to acquisitions of SIX Payment Services (see Note 1 for more details at acquisition date);
- € 437.5 million related to acquisitions of Equens/Paysquare and Cataps. The impact of business combination includes € 32.0 million related to Cataps acquisition;
- € 243.3 million related to Banksys acquisition;
- € 49.5 million related to the acquisition of MRL Posnet;
- € 41.3 million related to the acquisition of First Data Baltics;
- € 33.8 million related to the acquisition of Digital River World Payment.

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Goodwill is allocated to Cash Generating Units (CGUs) which correspond to the three operating segments disclosed in Note 4.1 “Segment information”.

(In € million)	As at December 31, 2018	As at December 31, 2017
Merchant Services	2,050.2	427.3
Financial Services	936.9	480.6
Mobility & e-Transactional Services	25.8	25.8
Total	**3,013.0**	**933.8**

The recoverable amount of a CGU is based on the following assumptions:

- Terminal value is calculated after the three-year period, using an estimated perpetuity growth rate of 0.7%. This rate reflects specific perspectives of the payment sector, and;
- Discount rates are applied by CGU based on the Group’s weighted average cost of capital and adjusted to take into account specific tax rates. The Group considers that the weighted average cost of capital should be determined based on a historical equity risk premium of 8.9%, in order to reflect the long-term assumptions factored in the impairment tests.

The discount rate of 8.3% is used for all the CGUs (Merchant Services, Financial Services and Mobility & e-Transactional Services).

On the basis of impairment tests carried at year end, no loss of value has been identified as at December 31, 2018.

A varying plus or minus 50 basis points of the key parameters (operating margin, discount rates and perpetual growth rate) did not reveal the existence of any risk on the Group’s CGUs.

9.2 Intangible assets

Accounting policies/principles

Intangible assets other than goodwill consist primarily of software and user rights acquired directly by the Group, internally developed IT solutions as well as software and customer relationships and technologies acquired in relation with a business combination.

To assess whether an internally generated intangible asset meets the criteria for recognition, the Group classifies the generation of the asset into a research phase and a development phase. Under IAS 38, no intangible asset arising from research (or from the research phase of an internal project) shall be recognized. Such expenditure is therefore recognized as an expense when it is incurred.

An intangible asset arising from development (or from the development phase of an internal project) shall be recognized if, and only if, an entity can demonstrate all of the following:

- The technical feasibility of completing the intangible asset so that it will be available for use or sale;
- Its intention to complete the intangible asset and to use or sell it;
- Its ability to use or sell the intangible asset;
- How the intangible asset will generate probable future economic benefits;
- The availability of adequate technical, financial and other resources to complete the development and;
- Its ability to measure reliably the expenditure attributable to the intangible asset during its development.

Development expenses correspond to assets developed for the own use of the Group, to specific implementation projects for some customers or innovative technical solutions made available to a group of customers. These projects are subject to a case-by-case analysis to ensure they meet the appropriate criteria for capitalization. Are capitalized as development costs only those directly attributable to create produce and prepare the asset to be capable of operating in the manner intended by management.

Capitalized development expenditure is accounted for at cost less accumulated depreciation and any impairment losses. It is amortized on a straight-line basis over a useful life between 3 and 12 years, for which two categories can be identified:

- For internal software development with fast technology serving activities with shorter business cycle and contract duration, the period of amortization will be between 3 and 7 years ;
- For internal software development with slow technology obsolescence serving activities with long business cycle and contract duration, the period of amortization will be between 5 and 12 years with a standard scenario at 7 years. It is typically the case for large mutualized payment platforms.

An intangible asset related to the customer relationships and backlog brought during a business combination is recognized as customer relationships. The value of this asset is based on assumptions of renewal conditions of contract and on the discounted flows of these contracts. This asset is amortized on an estimation of its average life.

The value of the developed technology acquired is derived from an income approach based on the relief from royalty method. This method relies on (i) assumptions on the obsolescence curve of the technology and (ii) the theoretical royalty rate applicable to similar technologies, to determine the discounted cash flows expected to be generated by this technology over their expected remaining useful life. The developed technology is amortized on an estimation of its average life. The cost approach may also be implemented as a secondary approach to derive an indicative value for consistency purposes. This method relies on assumptions of the costs that should be engaged to reproduce a similar new item having the nearest equivalent utility as the asset being valued. On the contrary, if technology is believed to be the most important driver for the business, an Excess Earning method could also be implemented.

Intangible assets are amortized on a straight-line basis over their expected useful life, for internally developed IT solutions in operating margin. Customer relationships, patents, technologies and trademarks acquired as part of a business combination are amortized on a straight-line basis over their expected useful life, generally not exceeding 19 years; any related depreciation is recorded in other operating expenses.

Impairment of assets other than goodwill

At the end of each reporting period of the financial information, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss.

If it is not possible to assess the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. If a reasonable and consistent method of allocation can be identified, corporate assets are also allocated to cash-generating units individually; otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation method can be determined.

The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the estimated recoverable amount (or cash-generating unit) is less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount.

(In € million)	Software & Licenses	Customer Relationships/Patent	Other assets	Total
Gross value				
As at January 1, 2018	**377.5**	**192.8**	**24.1**	**594.3**
Additions	10.9	0.0	0.8	11.7
R&D capitalized	43.1	0.0	0.0	43.1
Impact of business combination	339.8	417.9	0.0	757.7
Disposals*	-5.9	0.0	0.0	-5.9
Exchange differences	-0.8	-2.2	-0.7	-3.7
Other	3.2	0.0	-0.9	2.4
As at December 31, 2018	**767.9**	**608.5**	**23.2**	**1,399.6**
Accumulated depreciation				
As at January 1, 2018	**-175.1**	**-45.7**	**-21.0**	**-241.7**
Depreciation charge for the year	-49.1	-21.0	0.0	-70.1
Disposals/reversals*	5.5	0.0	0.0	5.5
Exchange differences	0.6	0.0	0.3	0.8
Other	0.2	0.0	0.0	0.2
As at December 31, 2018	**-217.8**	**-66.7**	**-20.7**	**-305.2**
Net value				
As at January 1, 2018	**202.4**	**147.1**	**3.1**	**353.6**
As at December 31, 2018	**550.0**	**541.8**	**2.5**	**1,094.3**

* *Writte-off of fully depreciated assets*

(In € million)	Software & Licenses	Customer Relationships/Patent	Other assets	Total
Gross value				
As at January 1, 2017	**333**	**128**	**25**	**487**
Additions	11	-	0	12
R&D capitalized	47	-	-	47
Impact of business combination	-11	66	-	54
Disposals*	-1	-	-	-1
Exchange differences	-1	-1	-1	-3
As at December 31, 2017	**377**	**193**	**24**	**594**
Accumulated depreciation				
As at January 1, 2017	**-122**	**-32**	**-21**	**-175**
Depreciation charge for the year	**-55**	**-14**	**-0**	**-70**
Disposals/reversals*	1	-	-	1
Exchange differences	1	-	1	1
As at December 31, 2017	**-175**	**-46**	**-21**	**-242**
Net value				
As at January 1, 2017	**211**	**97**	**4**	**312**
As at December 31, 2017	**202**	**147**	**3**	**353**

* *Writte-off of fully depreciated assets*

Development capitalized cost is related to the modernization of proprietary technological platforms for € 43 million. At December 31, 2018, the net book value of those capitalized projects amounted to € 185 million.

9.3 Tangible assets

Accounting policies/principles

Tangible assets are recorded at acquisition cost. They are depreciated on a straight-line basis over the following expected useful lives:

- Buildings : 20 years;
- Fixtures and fittings : 5 to 20 years;
- Computer hardware : 3 to 5 years;
- Vehicles : 4 years;
- Office furniture and equipment : 5 to 10 years.

(In € million)	Land and buildings	IT equipments	Other assets	Total
Gross value				
As at January 1, 2018	**60.8**	**268.5**	**31.2**	**360.5**
Additions	4.0	32.1	12.4	48.5
Impact of business combination	0.0	22.8	1.9	24.7
Disposals	-1.5	-44.4	-1.3	-47.2
Exchange differences	-0.1	-2.6	-2.2	-4.9
Other	-0.5	1.0	-3.1	-2.6
As at December 31, 2018	**62.8**	**277.4**	**38.9**	**379.0**
Accumulated depreciation				
As at January 1, 2018	**-40.3**	**-171.6**	**-19.4**	**-231.4**
Depreciation charge for the year	-4.8	-38.2	-2.9	-45.8
Disposals/Reversals	1.4	40.5	1.3	43.1
Exchange differences	0.0	1.3	1.2	2.5
Other	-1.2	-0.2	-0.1	-1.4
As at December 31, 2018	**-44.8**	**-168.3**	**-19.9**	**-233.0**
Net value				
As at January 1, 2018	**20.5**	**96.9**	**11.8**	**129.2**
As at December 31, 2018	**18.0**	**109.1**	**19.0**	**146.0**

(In € million)	Land and buildings	IT equipments	Other assets	Total
Gross value				
As at January 1, 2017	**62.6**	**225.9**	**29.1**	**317.6**
Additions	2.4	48.8	4.1	55.3
Impact of business combination	-0.4	15.0	1.6	16.2
Disposals	-1.5	-15.2	-0.2	-16.9
Exchange differences	-0.1	-3.1	-1.4	-4.7
Other	-2.2	-2.8	-1.9	-7.0
As at December 31, 2017	**60.8**	**268.5**	**31.2**	**360.5**
Accumulated depreciation				
As at January 1, 2017	**-38.2**	**-157.7**	**-17.9**	**-213.8**
Depreciation charge for the year	-4.9	-35.3	-1.8	-42.1
Disposals/Reversals	1.2	14.7	0.2	16.1
Exchange differences	0.1	1.8	0.7	2.6
Other	1.8	4.9	-0.6	6.1
As at December 31, 2017	**-40.3**	**-171.6**	**-19.4**	**-231.4**
Net value				
As at January 1, 2017	**24.4**	**68.2**	**11.2**	**103.8**
As at December 31, 2017	**20.5**	**96.9**	**11.8**	**129.2**

Tangible capital assets of the Worldline Group mainly include computer equipment used in the production centers, particularly in the processing datacenters, and Terminals rented to merchants. Land and buildings are mostly composed of technical infrastructures of datacenters.

Note 10 Pensions and similar benefits

Accounting policies/principles

Employee benefits are granted by the Group through defined contribution and defined benefit plans. Costs relating to defined contribution costs are recognized in the income statement based on contributions paid or due in respect of the accounting period when the related services have been accomplished by beneficiaries.

The valuation of Group defined benefit obligation is based on a single actuarial method known as the "projected unit credit method". This method includes the formulation of specific assumptions which are periodically updated, in close liaison with external actuaries of the Group.

Plan assets usually held in separate legal entities are measured at their fair value, determined at closing. The fair value of plan assets is determined based on valuations provided by the external custodians of pension funds and following complementary investigations carried-out when appropriate.

From one accounting period to the other, any difference between the projected and actual pension plan obligation and their related assets is actuarial differences. These actuarial differences may result either from changes in actuarial assumptions used, or from experience adjustments generated by actual developments differing, in the accounting period, from assumptions determined at the end of the previous accounting period. All actuarial gains and losses generated on post-employment benefit plans on the period are recognized in "other comprehensive income".

Benefit plans costs are recognized in the Group's "Operating Margin", except for interest costs on net obligations which are recognized in "other financial income and expenses".

The total amount recognized in the Worldline balance sheet in respect of pension plans and associated benefits was € 116.7 million at December 31, 2018. It was € 114.0 million at December 31, 2017.

Worldline's obligations are located predominantly in Switzerland (42% of total obligations), Belgium (19.%), Germany (17.%), the United Kingdom (12.%), and France (8.%).

Characteristics of significant plans and associated risks

In Switzerland, the obligations flow from a legacy defined benefit plans, exceeding the minimum mandatory pension benefit required by the Swiss law (BVG). Pension contributions are paid by both the employees and the employer and are calculated as a percentage of the covered salary. The rate of contribution depends on the age of the employee. At retirement, the employees' individual savings capital is multiplied by the conversion rate, as defined by the pension fund regulations, and can be paid out as either a lifetime annuity or a lump-sum payment. In the event of disability, the pension plan pays a disability pension until ordinary retirement age. In the event of death before retirement, the pension plan pays a spouse pension for life.

In Belgium, the majority of obligations flow from a defined benefit pension plan which is closed to new entrants and a Defined Contribution plan with a minimum investment return guaranteed by the Company on both employer and employee contributions which is open to new entrants.

The DB plan is subject to the Belgian regulatory framework where funding requirements are based on a 6.0% discount rate and prescribed mortality statistics. In case of underfunding, a deficit must be supplemented immediately. The plan is insured with a professional insurance company. The investment strategy is set by the insurance company.

The DC plan with guaranteed return is subject to the Belgian regulatory framework. In case of underfunding when the employee leaves for retirement, a deficit must be supplemented. The plan is insured with a technical return (which is now set by the insurers below the legal minimum guaranteed return) as well as a possible profit share provided by the insurance company. The investment strategy is set by the insurance company.

In Germany, the majority of obligations flow from a defined benefit pension plan which is closed to new entrants. The plan is subject to the German regulatory framework, which has no funding requirements, but does include compulsory insolvency insurance (PSV). The plan is partially funded via an insurance company. The investment strategy is set by the insurance company.

Worldline's obligations are also generated by legacy defined benefit plans in the UK (closed to new entrants) and, to a lesser extent, by legal or collectively bargained end of service benefit plans and other long-term benefits such as jubilee plans.

These plans do not expose Worldline to any specific risks that are unusual for these types of benefit plans. Typical risks include, increase in inflation, longevity and a decrease in discount rates and adverse investment returns.

Worldline recognized all actuarial gains and losses and asset ceiling effects generated in the period in other comprehensive income.

Events in 2018

The acquisition of SIX Payment Services in November led to an increase in pension liabilities (mainly in Switzerland) of € 223.3 million covered by € 239.4 million of plan assets.

Amounts recognized in the financial statements

The amounts recognized in the balance sheet as at December 31, 2018 rely on the following components, determined at each benefit plan's level:

(In € million)	As at December 31, 2018	As at December 31, 2017
Amounts recognized in financial statements consist of:		
Prepaid pension asset – post employment plans	8.9	2.0
Accrued liability – post employment plans	-119.1	-112.4
Accrued liability – other long term benefits	-6.5	-3.5
Net amounts recognized – Total	**-116.7**	**-114.0**
Components of net periodic cost		
Service cost (net of employees contributions)	9.5	9.1
Past service cost, Settlements	0.0	-11.4
Actuarial (gain)/loss in other long term benefits	-0.1	0.1
Operating expense	**9.4**	**-2.2**
Interest cost	4.7	4.9
Interest income	-2.8	-2.8
Financial expense	**1.9**	**2.1**
Net periodic pension cost – Total expense/(profit)	**11.3**	**-0.1**
Of which, net periodic pension cost – post employment plans	*11.0*	*-0.2*
Of which, net periodic pension cost – other long term benefits	*0.3*	*0.1*
Change in defined benefit obligation		
Defined benefit obligation – post employment plans at January 1	251.9	262.9
Defined benefit obligation – other long term benefits at January 1	3.5	3.6
Total Defined Benefit Obligation at January 1	**255.4**	**266.5**
Exchange rate impact	3.7	-2.9
Service cost (net of employees contributions)	9.2	8.9
Interest cost	4.7	4.9
Employees contributions	1.0	0.6
Past service cost, Settlements	0.0	-11.4
Business combinations/(disposals)	273.4	-
Benefits paid	-8.7	-5.6
Actuarial (gain)/loss – change in financial assumptions	-1.4	-1.0
Actuarial (gain)/loss – change in demographic assumptions	-1.8	-3.4
Actuarial (gain)/loss – experience results	7.0	-1.0
Other movements	0.1	-0.2
Defined benefit obligation at December 31	**542.6**	**255.4**

The weighted average duration of the liability is 15.8 years.

(In € million)	As at December 31, 2018	As at December 31, 2017
Change in plan assets		
Fair value of plan assets at January 1	**141.5**	**136.4**
Exchange rate impact	3.8	-2.3
Actual return on plan assets	-7.6	8.4
Employer contributions	6.1	1.4
Employees contributions	1.0	0.6
Benefits paid by the fund	-6.2	-3.0
Business combinations/(disposals)	287.7	-
Fair value of plan assets at December 31	**426.3**	**141.5**
Reconciliation of prepaid/(accrued) Benefit cost (all plans)		
Funded status-post employment plans	-109.8	-110.5
Funded status-other long term benefit plans	-6.5	-3.5
Asset ceiling limitation at December 31	-0.4	-
Prepaid/(accrued) pension cost	**-116.7**	**-114.0**
Reconciliation of net amount recognized (all plans)		
Net amount recognized at beginning of year	**-114.0**	**-130.1**
Net periodic pension cost	-11.3	0.1
Benefits paid by by the employer	2.5	2.6
Employer contributions	6.1	1.4
Business combinations/(disposals)	13.9	-
Amounts recognized in Other Comprehensive Income	-14.0	11.4
Exchange rate	0.1	0.6
Net amount recognized at end of year	**-116.7**	**-114.0**

Actuarial assumptions

Worldline obligations are valued by independent actuaries, based on assumptions that are periodically updated. These assumptions are set out in the table below:

	United Kingdom		Eurozone		Switzerland	
(In € million)	2018	2017	2018	2017	2018	2017
Discount rate as at December 31	2.90%	2.70%	1.60% ~ 2.05%	1.50% ~ 1.95%	0.80%	n/a
Inflation assumption as at December 31	3.20%	3.20%	1.45%	1.45%	n/a	n/a

The inflation assumption is used for estimating the impact of indexation of pensions in payment or salary inflation based on the various rules of each plan.

Sensitivity of the defined benefit obligations of the significant plans to the discount rate and inflation rate assumptions is as follows:

	Discount rate +25bp	Inflation rate +25bp
United Kingdom main pension plan	-4.4%	+3.9%
Swiss main pension plan	-3.8%	-
German main pension plan	-5.0%	-
Belgian main pension plan	-2.4%	-

These sensitivities are based on calculations made by independent actuaries and do not include cross effects of the various assumptions, they do however include effects that the inflation assumption would have on salary increase assumptions for the United Kingdom. The defined benefit obligations of the plans in Switzerland, Belgium and Germany are not sensitive to the inflation assumption.

Plan assets

Plan assets were invested as follows:

	As at December 31, 2018	As at December 31, 2017
Equity	26%	36%
Bonds	29%	14%
Other*	45%	50%

* *of which 32% of insurance contracts in 2018 (vs. 49% in 2017)*

Of these assets the equity and bonds are valued at market value. Of the other assets a small proportion relates to illiquid investments where valuations are based on the information provided by the investment managers and the majority relates to insurance contracts.

Summary net impacts on profit and loss and cash

The net impact of defined benefits plans on Worldline financial statements can be summarized as follows:

Profit and loss

	As at December 31, 2018			As at December 31, 2017		
(In € million)	Post-employment	Other LT benefit	Total	Post-employment	Other LT benefit	Total
Operating margin	-9.1	-0.3	-9.4	2.3	-0.1	2.2
Financial result	-1.9	0.0	-1.9	-2.1	-	-2.1
Total (expense)/profit	**-11.0**	**-0.3**	**-11.3**	**0.2**	**-0.1**	**0.1**

Cash impacts of pensions

The cash impact of pensions in 2018 was mainly composed of cash contributions to pension or insurance funds for € 6.1 million, the remaining part of € 2.5 million being benefit payments directly made by the Group to the beneficiaries.

Contributions in 2019 are expected be of € 11.5 million. This increase mostly results from the legal obligation to contribute to the Swiss SIX Payment Services fund.

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Note 11 Provisions

Accounting policies/principles

The Group uses actuarial assumptions and methods to measure provisions. Provisions are recognized when:

- The Group has a present legal, regulatory, contractual or constructive obligation as a result of past events and;
- It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- The amount has been reliably quantified.

Provisions are discounted when the time value effect is material. Changes in discounting effects at each accounting period are recognized in financial expenses.

(In € million)	As at December 31, 2017	Charge	Release used	Release unused	Business combination	Other*	As at December 31, 2018	Current	Non-current
Project commitments	3.0	0.5	-0.6	-0.1	-	-0.1	2.7	1.6	1.0
Litigations and contingencies	21.3	2.0	-1.3	-6.0	15.0	-0.3	30.7	14.8	16.0
Reorganization	1.9	1.8	-1.7	-0.3	3.0	-	4.7	4.3	0.3
Rationalization	-0.0	-	-	-	-	-	-0.0	-	-
Total provisions	**26.2**	**4.3**	**-3.6**	**-6.4**	**18.0**	**-0.4**	**38.1**	**20.7**	**17.4**

* *Other movements mainly consist of currency translation adjustments.*

(In € million)	As at December 31, 2016	Charge	Release used	Release unused	Business combination	Other*	As at December 31, 2017	Current	Non-current
Project commitments	2.3	1.4	-0.5	-0.1	-	-0.1	3.0	1.5	1.5
Litigations and contingencies	24.5	1.5	-1.8	-0.7	1.0	-3.2	21.3	8.9	12.4
Reorganization	3.6	2.0	-3.2	-0.4	-	-0.1	1.9	1.6	0.3
Rationalization	0.2	-	-	-	-	-0.1	-	-	-
Total provisions	**30.5**	**4.9**	**-5.5**	**-1.2**	**1.0**	**-3.5**	**26.2**	**12.0**	**14.2**

* *Other movements mainly consist of currency translation adjustments.*

The closing position of contingency provisions of € 30.7 million included a number of litigation issues, such as tax contingencies and social disputes, guarantees given on disposals and other disputes with clients and suppliers.

The Legal department and the lawyers of the Group closely monitor these situations with a view to minimize the ultimate liability.

Note 12 Shareholder equity

12.1 Equity attributable to the owners of the parent

Accounting policies/principles

Treasury stock

Worldline shares held by the parent company are recorded at their acquired cost as a deduction from consolidated shareholders' equity. In the event of a disposal, the gain or loss and the related tax impacts are recorded as a change in consolidated shareholders' equity.

In March, in June, in July, in September, in October and in December 2018, 589,076 new shares were created following the exercise of the stock-options plan from the September 2014 and September 2015 plans.

At end of November, an increase of capital of 49,066,878 shares, fully subscribes by Six Group has occurred (*cf.* Note 1 Main changes in the scope of consolidation).

At the end of December 2018, the total of shares reached at 182,554,917 with a nominal value of € 0.68. Common stock was increased from € 90,371,294.84 to € 124,137,343.56.

12.2 Non-controlling Interests

(In € million)	As at December 31, 2017	2018 Income	Capital Increase	Dividends	Other	As at December 31, 2018
equensWorldline	175.1	38.9	-	-6.7	1.7	208.9
Total	**175.1**	**38.9**	**-**	**-6.7**	**1.7**	**208.9**

Non-controlling interests own 36.4% of equensWorldline.

12.3 Earnings per Share

Accounting policies/principles

Basic earnings per share are calculated by dividing the net income (attributable to owners of the parent), by the weighted average number of ordinary shares outstanding during the period. Treasury shares are not taken into account in the calculation in the basic or diluted earnings per share.

Diluted earnings per share are calculated by dividing the net income (attributable to owners of the parent), adjusted for the financial cost (net of tax) of dilutive debt instruments, by the weighted average number of ordinary shares outstanding during the period, plus the average number of shares which, according to the share buyback method, would have been outstanding had all the issued dilutive instruments been converted.

(In € million and shares)	12 months ended December 31, 2018	12 months ended December 31, 2017
Net income – Attributable to owners of the parent [a]	**100.5**	**105.5**
Impact of dilutive instruments	-	-
Net income restated of dilutive instruments – Attributable to owners of the parent [b]	**100.5**	**105.5**
Average number of shares outstanding [c]	137,263,059	132,557,598
Impact of dilutive instruments [d]	1,016,824	773,178
Diluted average number of shares [e]=[c]+[d]	138,279,882	133,330,775
Earnings per share *(in €)* **[a]/[c]**	**0.73**	**0.80**
Diluted earnings per share *(in €)* [b]/[e]	0.73	0.79

Basic and diluted earnings per share are reconciled in the table below. Potential dilutive instruments comprise stock options, which do not generate any restatement of net income used for the diluted EPS calculation. The number of stock options available and not exercised in December 2018 amounted to 1,863,477 shares. As of end of December 2018, potential dilutive instruments comprised stock subscription (equivalent to 1,016,824 options).

This diluted EPS includes the impact of the fair value adjustment of the contingent liability linked to the acquisition of SIX Payment Services for €-18.1 million (*cf.* Note 1 Main changes in the scope of consolidation). Excluding that impact, diluted eps would have amounted to € 0.86.

Note 13 Off-balance sheet commitments

CONTRACTUAL COMMITMENTS

The table below illustrates the minimum future payments for firm obligations and commitments over the coming years. Amounts indicated under the finance leases caption are recorded in the Group statement of financial position.

		Maturing			
(In € million)	As at December 31, 2018	Up to 1 year	1 to 5 years	Over 5 years	As at December 31, 2017
Finance	**3.3**	**0.6**	**2.7**	**-**	**1.6**
Recorded on the balance sheet	**3.3**	**0.6**	**2.7**	**-**	**1.6**
Operating leases: land, buildings, fittings	171.0	28.4	84.2	58.5	93.2
Operating leases: IT equipment	27.3	6.8	20.5	0.0	0.0
Operating leases: other fixed assets	12.1	4.7	7.4	0.0	9.3
Non-cancellable purchase obligations (> 5 years)	357.3	45.3	180.3	131.7	6.3
Commitments	**567.7**	**85.2**	**292.4**	**190.2**	**108.7**
Total	**571.0**	**85.8**	**295.1**	**190.2**	**110.3**

COMMERCIAL COMMITMENTS

(In € million)	As at December 31, 2018	As at December 31, 2017
Bank guarantees	**39.1**	**27.2**
• Operational – Performance	8.2	15.3
• Operational – Bid	0.6	0.4
• Operational – Advance Payment	2.9	4.7
• Financial or Other	27.4	6.8
Parental guarantees	**439.9**	**43.2**
• Operational – Performance	439.9	43.2
Pledges	**0.1**	**0.2**
Total	**479.1**	**70.6**

For various large long-term contracts, the Group provides parental guarantees to its clients. These guarantees amount to € 396.9 million as of December 31, 2018, compared to € 43.2 million at the end of December 2017. The increase is mainly due to a guarantee in relation with the signature of a new major contract and the acquisition of SIX Payment Services.

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Note 14 Related parties

Accounting policies/principles

The related parties include:

- Worldline's parent company (Atos SE) and its subsidiaries which are not part of the Worldline's consolidation scope;
- Worldline's parent company (SIX Group AG) and its subsidiaries which are not part of the Worldline's consolidation scope;
- The entities that are controlled or jointly controlled by the Group, the entities that are a post-employment defined benefit plan for the benefit of the employees of the Group or the entities that are controlled or jointly controlled by a member of the key management personnel of the Group; and
- The key management personnel of the Group, defined as persons who have the authority and responsibility for planning, directing and controlling the activity of the Group, namely members of the Board of Directors as well as the Chief Executive Officer and Deputy Chief Executive Officer.

Transactions between Worldline and its subsidiaries, which are related parties, have been eliminated in consolidation and are not disclosed in this note.

Transactions between the related parties

The main transactions between the related entities are composed of:

- The reinvoicing of the premises;
- The invoicing of delivery services such as personnel costs or use of delivery infrastructure;
- The invoicing of administrative services; and
- The interest expenses related to the financial items.

These transactions are entered into at market conditions.

The related party transactions are detailed as follows:

WITH ATOS

(In € million)	12 months ended, 2018	12 months ended 2017
Revenue	45.9	43.9
Operating income/expenses	-100.2	-108.4
Other operating expenses	-2.1	-4.2
Net cost of financial debt	-0.7	-0.9

The receivables and liabilities included in the statement of financial position linked to the related parties are detailed as follows:

(In € million)	As at December 31, 2018	As at December 31, 2017
Trade accounts and notes receivables	15.6	13.2
Other current assets	22.9	15.6
Current accounts & cash agreement – Assets	-2.8	5.6
Trade accounts and notes payables	28.0	59.6
Other current liabilities	6.2	2.9
Current accounts & cash agreement with Atos entities – Liabilities	19.3	4.8

The off-balance sheet commitments regarding the related parties are detailed as follows:

		Maturing			
(In € million)	As at December 31, 2018	Up to 1 year	1 to 5 years	Over 5 years	As at December 31, 2017
Operating leases: land, buildings, fittings	45.0	4.5	18.0	22.5	23.5
Operating leases: IT equipment	-	-	-	-	0.1
Commitments	**45.0**	**4.5**	**18.0**	**22.5**	**23.6**
Total	**45.0**	**4.5**	**18.0**	**22.5**	**23.6**

WITH SIX

(In € million)	1 month ended December 31, 2018*
Revenue	2.3
Operating income/expenses	-4.0
Other operating expenses	0.0
Net cost of financial debt	0.0

* *One month as SIX is a Worldline's shareholder since the acquisition of SIX Payment Services (cf. Note 1 Main changes in the scope of consolidation)*

The receivables and liabilities included in the statement of financial position linked to the related parties are detailed as follows:

(In € million)	As at December 31, 2018
Trade accounts and notes receivables	105.5
Other current assets	0.0
Current accounts & cash agreement – Assets	0.0
Financial liabilities	117.6
Trade accounts and notes payables	0.3
Other current liabilities	0.1
Current accounts & cash agreement with Six entities – Liabilities	0.0

The off-balance sheet commitments regarding the related parties are detailed as follows:

(In € million)	As at December 31, 2018	Maturing		As at December 31, 2017
		Up to 1 year	1 to 5 years	
Operating leases: land, buildings, fittings	53.2	6.4	26.4	0.0
Contractual engagements	348.4	45.5	170.6	0.0
Commitments	**401.6**	**51.9**	**197.0**	**0.0**
Total	**401.6**	**51.9**	**197.0**	**0.0**

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Cost of Key management personnel of the Group

In 2018, the expenses related to key management personnel included:

- Those related to the Worldline Chief Executive Officer in accordance with the agreement entered into with Atos in relation to his dedication and remuneration;
- The expenses related to Mr. Marc-Henri Desportes (General Manager until July 31, 2018 and Deputy Chief Executive Officer from August 1, 2018);
- The cost of the members of the Board (Director's fees expensed in 2018).

No cost was recorded in relation to the Chairman of the Board of Directors.

The distribution of the expense recorded in the consolidated financial statements for key management of the Group is as follows:

(In € million)	12 months ended 2018	12 months ended 2017
Short-term benefits	1.6	1.7
Employer contributions [1]	1.4	0.5
Performance share plans & stock options [2]	1.5	1.0
Total	**4.5**	**3.2**

1 *Employer contributions due on fixed salary and variable of the key management personnel of Worldline as well as on the vesting on July 25, 2018, of the Worldline performance shares plan granted to key management personnel of Worldline on July 25, 2016 and grant of the Worldline stock-options plan to key management personnel of Worldline on July 21, 2018.*

2 *IFRS 2 2018 accounted for the Worldline performance share plans granted to key management personnel of Worldline on July 25, 2016, July 24, 2017 and July 21, 2018 and for the Worldline stock-options plan granted to key management personnel of Worldline on July 21, 2018.*

Short-term benefits include salaries, bonuses and fringe benefits. On performance shares and stock options, the cost includes the IFRS 2 charge on the *prorata temporis* since the grant date.

Bonuses correspond to the total charge reflected in the income statement including the bonuses effectively paid during the year, the accruals related to current year and the release of accruals relating to previous year. No post-employment compensation has been paid to the key management personnel during the year.

Note 15 Market risk

Foreign exchange risk

Majority of the Group's revenues, expenses and obligations are denominated in euro. In 2018, 79.7% of the Group's revenues were generated in euro-zone countries whereas 20.3% were generated in non-euro zone countries, including 5.7% in pounds sterling.

Since the Group's financial statements are denominated in euros, its revenues are affected by the relative value of the euro versus the currency of the non-euro zone countries in which it generates revenues (currency translation exposure).

In terms of currency transaction exposure (*i.e.*, a mismatch between the currencies in which revenues are generated and costs are incurred), the Group considers its exposure to be limited as its costs in the euro zone are generally incurred in euros and its revenues are generated in euros and in non-eurozone countries it generally makes its sales and incurs the majority of its operating expenses in the local currency.

The Group maintains a policy for managing its foreign exchange position if and to the extent it enters into commercial or financial transactions denominated in currencies that differ from the relevant local currencies. Pursuant to this policy, any material foreign exchange rate exposure must be hedged as soon as it occurs using various financial instruments, including, principally, forward contracts and foreign currency swaps. As of December 31, 2018, the Group did not have any material foreign exchange rate exposure and did not have any such hedging instruments in place.

Interest rate risk

All of the Group's borrowings, the vast majority of which are with Atos group as lender, and deposits bear interest at floating interest rates mainly based on Euribor or EONIA plus or minus a margin. The Group considers that its exposure to interest rate fluctuations is not material considering it does bear a very limited net debt. Net debt (Borrowings net of cash and cash equivalents) of the Group as of December 31, 2018 was € 35 million.

Liquidity risk

Liquidity risk management involves maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities.

Worldline's policy is to cover fully its expected liquidity requirements by a long-term committed line of credit. Terms and conditions of the loans include maturity and covenants leaving sufficient flexibility for the Group to finance its operations and expected developments.

In this respect, on December 20, 2018, Worldline SA (as Borrower) signed a five-year Revolving Credit Facility (the "Facility") for an amount of € 600 million, maturing in December 2023 with an option for Worldline to request the extension of the Facility maturity date until December 2025. Under the terms of the agreement, the Facility includes one financial covenant, which is the consolidated leverage ratio (net debt divided by Operating Margin before Depreciation and Amortization) that may not be greater than 2.5 times. The Facility has been arranged by a syndicate of 13 international banks. The Facility will be available for general corporate purposes and is replacing the existing € 300 million facility signed with the Atos group. The leverage ratio is 0.07 at the end of December 2018. It is calculated on a *pro forma* basis taking into account full year OMDA 2018 for Six Payment Services

Credit and/or Counterparty Risk

Credit and/or counterparty risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group believes that it has limited exposure to concentrations of credit risk due to its large and diverse customer base. The Group's greatest credit risk position is borne with respect to its financial institution customers.

The Group manages this credit risk by consistently selecting leading financial institutions as clients and by using several banking partners.

The Group is also exposed to some credit risk in connection with its Commercial Acquiring. For each transaction, the Group provides a performance guarantee to the merchant in respect the cardholder's payment. Therefore, the Group is exposed to a credit risk in the event of non-payment by the cardholder. Additionally, the Group offers a guarantee of "service rendered" to the cardholder. Accordingly, in the event a merchant goes bankrupt (or ceases to operate) before delivering the product or rendering the service purchased by a cardholder, the cardholder can require the Group to reimburse it for the amount of the transaction. This credit risk exposure is especially significant where services are purchased through e-Commerce well in advance of the time that they are actually rendered (*e.g.*, ticket purchases through travel agencies). The Group monitors these risks by selecting financially sound clients, requesting guarantees (collateral build up, delegation of insurance, etc.) and checking daily transaction flows to avoid excessive exposure to these risks.

Note 16 Operating entities part of scope of consolidation as of December 31, 2018

	% of Interest	Consolidation method	% of Control	Address
France				
Worldline SA	100	FC	100	80, quai Voltaire -95870 Bezons
Mantis SAS	63.6	FC	100	55, rue de Rivoli -75001 Paris
Worldline Participation 1	100	FC	100	80, quai Voltaire -95870 Bezons
Santeos	100	FC	100	80, quai Voltaire -95870 Bezons
Worldline Bourgogne	100	FC	100	80, quai Voltaire -95870 Bezons
Similo SAS	100	FC	100	80, quai Voltaire -95870 Bezons
Germany				
Worldline Germany GmbH	100	FC	100	Hahnstraße 25 – 60528 Frankfurt – Germany
DZ Service GmbH	63.6	FC	100	Dieselstrasse 1 – 76227 Karlsruhe – Germany
BD-POS GmbH	100	FC	100	Hörselbergblick 1 – 99820 Hörselberg-Hainich – Germany
SIX Payment Services (Germany) GmbH	100	FC	100	Langenhorner Chaussee 92-94 – 22415 Hamburg – Germany
The Netherlands				
Worldline BV	100	FC	100	Wolweverstraat 18 – 2980 CD Ridderkerk – The Nederlands
equensWorldline SE	63.6	FC	100	Eendrachtlaan 315 – 3526 LB Utrecht – The Netherlands
InterEGI BV	63.6	FC	100	Eendrachtlaan 315 – 3526 LB Utrecht – The Netherlands
Paysquare SE	100	FC	100	Eendrachtlaan 315 – 3526 LB Utrecht – The Netherlands
Belgium				
Worldline NV/SA	100	FC	100	Chaussée de Haecht 1442 – B-1130 Brussel – Belgium
Worldline PropCo SA	100	FC	100	Chaussée de Haecht 1442 – B-1130 Brussel – Belgium
Other Europe – Middle East – Africa				
Austria				
Worldline Austria GmbH	100	FC	100	Siemensstraße 92 – 1210 Vienna – Austria
SIX Austria Holding GmbH	100	FC	100	Marxergasse 1B – 1030 Vienna – Austria
Czech Republic				
Cataps s.r.o.	100	FC	100	Lazarská 11/6 – 120 000 Praha 2 – Czech Republic
Luxembourg				
Worldline Luxembourg SA	100	FC	100	2, rue Nicolas Bové – L1253 Luxembourg
SIX Payment Services (Luxembourg) SA	100	FC	100	Rue Gabriel Lippmann – 10 5365 Munsbach Luxembourg
Cetrel Securities SA	100	FC	100	Rue Gabriel Lippmann – 10 5365 Munsbach Luxembourg
SIX Payment Services (Europe) SA	100	FC	100	Rue Gabriel Lippmann – 10 5365 Munsbach Luxembourg
Estonia				
OÜ Worldline Payment Estonia	100	FC	100	Lootsa str. 2a, Tallinn, Estonia
Lietuva				
UAB Worldline Lietuva	100	FC	100	Ukmerges str. 220, Vilnius, Lietuva
Latvia				
SIA Worldline Latvia	100	FC	100	Dzirnavu str. 37, Riga, Latvia
Spain				
Worldline Iberia SA	100	FC	100	Avda. Diagonal, 210-218 – Barcelona 08018 – Spain

	% of Interest	Consolidation method	% of Control	Address
Other Europe – Middle East – Africa				
Sweden				
Worldline Sweden AB (formerly DRWP Sweden)	100	FC	100	Textilgatan 31, 120 30 Stockolm, Sweden
Switzerland				
SIX Payment Services Ltd	100	FC	100	Hardturmstrasse – 201 8005 Zurich – Switzerland
The United Kingdom				
Worldline IT Services UK Limited	100	FC	100	4 Triton Square – Regent's Place – London, NW1 3HG- United Kingdom
Asia Pacific				
China				
Worldline (China) Co Ltd	100	FC	100	Building B, No. 7, Zhonghuan South Road WangJing, Chaoyang District Beijing 100102 People Republic of China
Hong Kong				
Worldline International (Hong Kong) Co Limited	100	FC	100	8/F Octa Tower, 8 Lam Chak Street, Kowloon Bay, Kowloon, Hong Kong
India				
Worldline India Private Ltd	100	FC	100	Raiaskaran Tech park, 2nd Floor of Tower I, Phase II, Sakinaka, MV Road, Andheri (East), Mumbai – 400072 India
MRL Posnet Limited	100	FC	100	Sunny Side, Central Block, 8/17 shafee Mohammed Road – B Block CHENNAI 600034 – India
Indonesia				
PT Worldline International Indonesia	100	FC	100	Plaza Sentral – 19th Floor, Jl. Jend. Sudirman No. 47 Jakarta 12930 Indonesia
Malaysia				
Worldline International (Malaysia) Sdn. Bhd	100	FC	100	Suite 19.02, Level 19 Centrepoint South Mid Valley City Lingkaran Syed Putra 59200 Kuala Lumpur Malaysia
Singapore				
Worldline IT and Payment Services (Singapore) Pte Ltd	100	FC	100	Blk 988 Toa Payoh North, #07-02/03, Singapore 319002
Taiwan				
Worldline (Taiwan)	100	FC	100	5F, No. 100, Sec.3, Min Sheng E. Road – Taipei 105 -Taiwan – ROC
Americas				
Argentina				
Atos IT Solutions and Services SA	100	FC	100	Cnel. Manuel Arias 3751 – piso 18 – CABA
Brazil				
DRWP Servicos Ltd	100	FC	100	Av Das Nacoes Unidas 12551, 17 Andar – Brooklin Paulista – CEP:04578-000 SAO PAULO – BRAZIL
Chile				
Worldline Chile SA	100	FC	100	Av. Andres Bello 2115, piso 7, Providencia 7510094 – Santiago de Chile – Chile
USA				
MRL PAY Inc.	100	FC	100	790, Turnpike Street – Suite 204 North and Over – MA – 01845. US
Worldline US, Inc. (formerly DRWP US)	100	FC	100	4851, Regent Blvd, Irving TX 75063, USA

Note 17 Auditors' Fees

	Deloitte				Grant Thornton			
	Deloitte & Associés		Réseau		Grant Thornton		Réseau	
(In € Thousands and %)	Fees	%	Fees	%	Fees	%	Fees	%
Audit and limited review of individual and consolidated financial statements								
Parent company	206.5	28%	-	-	340.0	67%	-	-
Subsidiaries	71.0	10%	785.6	79%	21.0	4%	224.0	100%
Sub-total Audit	**277.5**	**38%**	**785.6**	**79%**	**361.0**	**71%**	**224.0**	**100%**
Non audit services								
Parent company	447.9	62%	-	-	148.0	29%	-	-
Subsidiaries	-	-	209.8	21%	-	-	-	-
Sub-total Non Audit	**447.9**	**62%**	**209.8**	**21%**	**148.0**	**-**	**-**	**-**
Total fees 2018	**725.4**	**100%**	**995.4**	**100%**	**509.0**	**100%**	**224.0**	**100%**

In 2018, non-audit services related to services provided at the Company's request and notably correspond to (i) certificates and reports issued as independent third party on the human resources, environmental and social information pursuant to article of the French Commercial Code, (ii) due diligences, and (iii) tax services, authorized by local legislation, in some foreign subsidiaries.

	Deloitte				Grant Thornton			
	Deloitte & Associés		Réseau		Grant Thornton		Réseau	
(In € Thousands and %)	Fees	%	Fees	%	Fees	%	Fees	%
Audit and limited review of individual and consolidated financial statements								
Parent company	190.0	62%	-	-	200.0	90%	-	-
Subsidiaries	74.0	24%	749.0	75%	21.0	10%	182.0	100%
Sub-total Audit	**264.0**	**86%**	**749.0**	**75%**	**221.0**	**100%**	**182.0**	**100%**
Non audit services								
Parent company	42.0	14%	218.0	22%	-	-	-	-
Subsidiaries	-	-	27.6	3%	-	-	-	-
Sub-total Non Audit	**42.0**	**14%**	**245.6**	**25%**	**-**	**-**	**-**	**-**
Total fees 2017	**306.0**	**100%**	**994.6**	**100%**	**221.0**	**100%**	**182.0**	**100%**

In 2017, non-audit services related to services provided at the Company's request and notably correspond to (i) certificates and reports issued as independent third party on the human resources, environmental and social information pursuant to article of the French Commercial Code, (ii) due diligences, and (iii) tax services, authorized by local legislation, in some foreign subsidiaries.

Note 18 Subsequent events

On January 29, 2019, Atos' Board of Directors, following a specific governance process, proposed to submit to its shareholders the project to distribute in kind around 23.4% of Worldline's share capital, out of the 50.8% currently owned by Atos. Post transaction, Atos would retain approximately 27.4% of Worldline's share capital and Worldline's free float would be increased to approximately 45.7%.

Worldline's Board of Directors met on January 29, 2019 and unanimously welcomed this planned change in ownership structure.

The shareholders' agreement between Atos and SIX will be amended to reflect the continued partnership between the two groups post distribution, and both parties are expected to commit to a 6-month joint lock-up on their respective stakes in Worldline post distribution.

E.5 Parent company financial statements

E.5.1 Statutory Auditors' report on the financial statements for the year ended December 31, 2018

This is a translation into English of the Statutory Auditors' report on the financial statements of the Company issued in French and it is provided solely for the convenience of English speaking users.

This Statutory Auditors' report includes information required by French law, such as information about the appointment of the statutory auditors or verification of the management report and other documents provided to shareholders.

This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the General Meeting of Shareholders of Worldline.,

Opinion

In compliance with the engagement entrusted to us by your general meetings, we have audited the accompanying financial statements of Worldline for the year ended December 31, 2018.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company as at December 31, 2018 and of the results of its operations for the year then ended in accordance with French accounting principles.

The audit opinion expressed above is consistent with our report to the Audit Committee.

Basis for Opinion

Audit Framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the "Statutory auditors' responsibilities for the audit of the financial statements" section of our report.

Independence

We conducted our audit engagement in compliance with independence rules applicable to us, for the period from January 1, 2018 to the date of our report and specifically we did not provide any prohibited non-audit services referred to in article 5 (1) of Regulation (EU) No. 537/2014 or in the French Code of Ethics for statutory auditors (*Code de déontologie de la profession de commissaire aux comptes*).

Justification of Assessments

In accordance with the requirements of Articles L. 823-9 and R. 823-7 of the French Commercial Code (*Code de commerce*) relating to the justification of our assessments, we inform you of the following assessments that, in our professional judgment, were of most significance in our audit of the financial statements of the current period.

These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the financial statements.

Valuation of participating interests

Note Rules and accounting methods – Financial assets of statutory financial statements and Note 3 Financial fixed assets

Key Audit Matter	Our audit approach
As of December 31, 2018, Participating interests are recorded on the balance sheet at a net book value of € 3,090.1 million, or 91% of total assets. Participating interests are initially booked at their acquisition cost. An impairment loss is recognized when the acquisition cost exceeds the value-in-use. Value-in-use is determined based on the Company's part of interest in shareholding equities of the related entities as well as on estimated future profitability. Estimated future profitability requires management to use its judgement especially relating to cash flow forecasts. We considered the correct valuation of participating interests as a key audit matter, given the weight of these assets in the balance sheet and the importance of management's judgments in the determination of cash flow assumptions.	Our assessment of the net book value of the participating interests is based on the procedures implemented by the Company to determine the value-in-use of the participating interests. Our procedures mainly consisted in assessing the reasonableness of the cash-flows forecasts considered for the valuation of participating interests and in particular: • Obtain the cash flow forecasts of the related entities and assess their consistency with the business plans for each GBL (Global Business Line) approved by management ; • Verify the consistency of the assumptions used with the historical performance of the Group, the GBL and the entities, and confirm through interviews with management, the future expected growth ; • Review the consistency of the terminal value and the underlying assumptions.

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Revenue recognition related to development projects and/or migration of platform with customers

Note Rules and accounting methods – Revenue and Note 13 Revenue

Key Audit Matter	Our audit approach

Regarding fixed-price contracts performed over the course of several years, particularly related to development projects and/or migration of platform with customers, revenues are recognized, based on the costs incurred to date as a percentage of the total estimated costs to fulfil the contract.
 	
For multi-element service contracts, which may be a combination of different services revenue is recognized separately for each of the service when it is separately identifiable.
 	
Total contract costs and expected remaining costs are subject to regular monitoring and estimates to determine the contract's stage of completion and the margin to be recognized. If these estimates indicate that the contract will be unprofitable, the entire estimated loss for the remainder of the contract is recorded immediately through a provision for onerous contract.
 	
We have considered revenue recognition and the estimate of the associated margin as a key audit matter as they are based on operational assumptions mentioned above.
	We have assessed the internal control environment relating to contract monitoring, total contract costs and margin estimate. We tested the operating effectiveness of the key controls implemented by the financial controllers and the operational managers, in particular those relating to the costs incurred by contract and those relating to the costs to complete.
	
	Furthermore, for a number of contracts that were selected based upon quantitative and qualitative criteria (including contracts that are experiencing technical difficulties or low profitability), we performed the following procedures:
	
	• For new contracts, we also corroborated:
	  • The initial budget margin to the financial data within the signed contract and the associated cost estimation,
	  • The Company's analysis and accounting treatment with the contractual terms and our understanding of the services provided, when they include multiple elements;
	
	• For contracts in progress:
	  • We reconciled the financial data (revenue, billing and work-in-progress) including in the workprogress spreadsheet that is updated monthly by the financial controller to the accounting records,
	  • We corroborated the amount of costs incurred with the data from the timesheet application system,
	  • We analyzed standard hourly rates' calculation methodology,
	  • We performed interviews with financial controllers and/or operational managers to assess the estimated costs yet to be incurred and the percentage of completion on the contract, which is the basis on which revenue and margin is recognized, we have furthermore analyzed the appropriateness of these estimates by comparing the forecasted data with the actual performance of the contract and by reconciling, if necessary, to the information provided with the client since the contract was signed,
	  • When necessary, we analyzed assumptions used by management to determine the loss recognized on any unprofitable contracts and confirmed these assumptions with historical performance on the contract and the remaining technical milestones to be achieved.

Specific verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by French law.

Information given in the management report and in the other documents provided to shareholders with respect to the financial position and the financial statements

We have no matters to report as to the fair presentation and consistency with the financial statements of the information given in the management report and in the other documents provided to shareholders with respect to the financial position and the financial statements. In accordance with French law, we report to you that the information relating to payment times referred to in Article D. 441-4 of the French Commercial Code (*Code de commerce*), pursuant to article L. 441-6-1 of the French Commercial Code, are not mentioned in the management report.

Report on corporate governance

We attest that the Board of Directors' report on corporate governance sets out the information required by Articles L. 225-37-3 and L. 225-37-4 of the French Commercial Code.

Concerning the information given in accordance with the requirements of article L. 225-37-3 of the French Commercial Code (*Code de commerce*) relating to remunerations and benefits received by the Directors and any other commitments made in their favour, we have verified its consistency with the financial statements, or with the underlying information used to prepare these financial statements and, where applicable, with the information obtained by your company from controlling and controlled companies. Based on this work, we attest the accuracy and fair presentation of this information.

With respect to the information relating to items that your company considered likely to have an impact in the event of a public purchase or exchange offer, provided pursuant to article L. 225-37-5 of the French Commercial Code, we have verified their compliance with the source documents communicated to us. Based on our work, we have no observations to make on this information.

Other information

In accordance with French law, we have verified that the required information concerning the identity of the shareholders and holders of the voting rights has been properly disclosed in the management report.

Report on Other Legal and Regulatory Requirements

Appointment of statutory auditors

We have been appointed as statutory auditors of the Company by your General Meetings of June 30, 1997 for Deloitte & Associés, and April 30, 2014 for Grant Thornton.

As at December 31, 2018, Deloitte & Associés was in its 22nd year mandate, without any interruption, and for Grant Thornton in its 5th year mandate, without any interruption, and for both statutory auditors, on 5th years of exercise of mandate since the Company securities had been admitted to trading on a regulated market.

Responsibilities of management and those charged with governance for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with French accounting principles, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risk management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The financial statements were approved by the Board of Directors.

Statutory auditors' responsibilities for the audit of the financial statements

Objectives and audit approach

Our role is to issue a report on the financial statements. Our objective is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As specified in article L. 823-10-1 of the French Commercial Code (*Code de commerce*), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- Identifies and assesses the risks of material misstatement of the financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control;
- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the financial statements;
- Assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein;
- Evaluates the overall presentation of the financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.

Report to the Audit Committee

We submit a report to the Audit Committee which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report significant deficiencies, if any, in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the financial statements for the current period and which are therefore the key audit matters that we are required to describe in this report.

We also provide the Audit Committee with the declaration provided for in article 6 of Regulation (EU) No. 537/2014, confirming our independence within the meaning of the rules applicable in France as set out in particular in Articles L. 822-10 to L. 822-14 of the French Commercial Code (*Code de commerce*) and in the French Code of Ethics for statutory auditors (*Code de déontologie de la profession de commissaire aux comptes*). Where appropriate, we discuss with the Audit Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Paris – La Défense and Neuilly-sur-Seine, February 21, 2019

The statutory auditors

French original signed by

Deloitte & Associés
Véronique Laurent

Grant Thornton
French Member of Grant Thornton International
Virginie Palethorpe

E.5.2 Statutory auditors' special report on regulated agreements and commitments with third parties – Shareholders' Meeting held to approve the financial statements for the year ended December 31, 2018

This is a free translation into English of the statutory auditors' special report on regulated agreements and commitments that is issued in the French language and is provided solely for the convenience of English speaking users. This report on regulated agreements should be read in conjunction with, and is construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

In our capacity as Statutory Auditors of your Company, we hereby report to you on regulated agreements and commitments with third parties.

The terms of our engagement require us to communicate to you, based on information provided to us, the principal terms, the conditions and the reasons for the Company's interest in those agreements and commitments brought to our attention or which we may have discovered during the course of our audit, without expressing an opinion on their usefulness and appropriateness or identifying such other agreements and commitments, if any. It is your responsibility, pursuant to Article R. 225-31 of the French Commercial Code (*Code de Commerce*), to assess the interest involved in respect of the conclusion of these agreements and commitments for the purpose of approving them.

Our role is also to provide you with the information provided for in Article R. 225-31 of the French Commercial Code in respect of the performance of the agreements and commitments, already authorized by the Shareholders' Meeting and having continuing effect during the year, if any.

We conducted the procedures we deemed necessary in accordance with the professional guidelines of the French National Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*) relating to this engagement. These procedures consisted in agreeing the information provided to us with the relevant source documents.

Agreements and commitments submitted for approval to the Shareholders' Meeting

Agreements and commitments authorized and concluded during the year

Pursuant to Article L. 225-40 of the French Commercial Code (*Code de commerce)*, we have been informed that the following agreement, concluded during the past financial year, which was previously authorized by your Board of Directors.

Suspension of Marc-Henri Desportes' employment contract, Deputy Chief Executive Officer, with effect as from August 1, 2018

Your Board of Directors has previously authorized, on July 21, 2018, the agreement of suspension of the employment contract between Worldline and Marc-Henri Desportes, Deputy Chief Executive Officer, with effect as from August 1, 2018. This agreement was signed on July 23, 2018.

The employment contract of Mr. Marc-Henri Desportes has been suspended during the term of his office and will be automatically reactivated as soon as his office terminates whatever the reason for the termination (including if his office is revoked, whatever the reason might be) .

This agreement includes a clause of reinstatement of the seniority acquired during his office and a clause related to the compensation and the individual and other benefits when his employment contract resumes.

Your Board of Directors considered that this agreement has been concluded in your Company's best interest, as (i) it allows to contractually define the terms and conditions of a return to an employed activity at the termination of his office and (ii) as Marc-Henri Desportes served in your Company as an employee since 2009, this agreement's objective is to grow the best talents of your Company to the highest management roles, without having to lose the rights and benefits that they would have received if they had remained employees.

Agreements and commitments already approved by the Shareholders' Meeting

We hereby inform you that we have not been advised of any agreement or commitment previously approved by the Shareholders' Meeting which remained in force during the year.

Paris-La Défense and Neuilly-sur-Seine, March 4th, 2019

The Statutory Auditors

French original signed by

Deloitte & Associés	Grant Thornton *French Member of Grant Thornton International*
Véronique Laurent	Virginie Palethorpe

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E.5.3 Worldline SA financial statements

E.5.3.1 Balance sheet

ASSETS

(In € thousand)	Notes	December 31, 2018	December 31, 2017
Intangible fixed assets	Note 1	15,553	4,822
Tangible fixed assets	Note 2	37,609	32,716
Participating interests	Note 3	3,090,145	647,531
Other financial investments	Note 3	1,363	1,343
Total fixed assets		**3,144,670**	**686,411**
Advances paid on orders in progress		455	459
Trade accounts and notes receivable	Note 4	140,015	104,054
Other receivables	Note 5	26,953	20,648
Cash and securities	Note 6	39,575	9,396
Total current assets		**206,998**	**134,556**
Prepaid expenses	Note 7	28,842	23,666
TOTAL ASSETS		**3,380,510**	**844,634**

LIABILITIES AND SHAREHOLDERS' EQUITY

(In € thousand)	Notes	December 31, 2018	December 31, 2017
Common stock		124,137	90,371
Additional paid-in capital		2,292,861	259,217
Legal reserves		12,414	9,000
Other reserves and retained earnings		217,570	242,107
Net income for the period		-34,561	-24,392
Shareholders' equity	**Note 8**	**2,612,421**	**576,303**
Provisions for contingencies and losses	**Note 9**	**18,046**	**16,309**
Borrowings	Note 10	419,519	67,854
Payments on account		2,458	2,136
Trade payables & associated accounts	Note 11	104,157	97,064
Tax and social security	Note 11	65,431	62,709
Debts on fixed assets and associated accounts	Note 11	336	740
Other liabilities	Note 11	122,767	8,193
Total liabilities		**714,669**	**238,696**
Deferred income	Note 12	35,374	13,326
Total liabilities and shareholders' equity		**3,380,510**	**844,634**

E.5.3.2 Income statement

(In € thousand)	Notes	December 31, 2018	December 31, 2017
Sales of goods		42,354	17,172
Sales of services		333,797	329,560
Revenue	**Note 13**	**376,151**	**346,732**
Reversals of depreciations and provisions; transfers of costs		7,282	6,225
Other income		9,148	13,175
Total operating income		**392,582**	**366,133**
Cost of sales		-22,288	-15,133
Other purchases and external charges		-136,678	-147,314
Taxes (other than corporation tax)		-7,793	-7,596
Salaries and stipends		-126,620	-114,595
Social security costs		-57,289	-49,602
Depreciation amortisation and provisions		-15,160	-13,383
Other expenses		-39,405	-35,798
Total operating expenses		**-405,235**	**-383,421**
Operating result		**-12,652**	**-17,288**
Financial income		8,414	3,185
Financial expenses		-8,901	-1,462
Net financial result	**Note 14**	**-488**	**1,723**
Non-recurring items income		16,247	2,816
Non-recurring items expenses		-36,032	-10,997
Non-recurring items result	**Note 15**	**-19,785**	**-8,181**
Employee profit sharing		-1,422	-2,793
Corporate income tax	**Note 16**	**-214**	**2,147**
Net income for the period		**-34,561**	**-24,392**

E.5.4 Notes to Worldline SA statutory financial statements

E.5.4.1 Worldline Activity

Worldline continued its main activities through three Global Business Lines:

- Merchant Services (2018 revenue: € 73.2 million, 19.5% of total revenue). Worldline's Merchant Services Global Business Line offers merchants an extensive range of solutions and services, allowing them to accompany their customers across the entire sales cycle, while optimizing payment-related activities, whatever the sales channel used. This Global Business Line has three business divisions: online services, private label card & loyalty programs and terminals;
- Mobility & e-Transactional Services (2018 revenue: € 204.9 million, 54.5% of total revenue). Worldline's Mobility & e-Transactional Services Global Business Line goes beyond its traditional client base of merchants and banks and financial institutions to address the needs of private and public sector clients by proposing new digital solutions and business models that take advantage of the digitization of the physical world. This Global Business Line has three business divisions: e-Ticketing, e-Government Collection and e-Consumer & Mobility;
- Financial Services (2018 revenue: € 7.2 million, 1.9% of total revenue). Worldline's Financial Services Global Business Line came from the integration of Diamis and especially its main software, Cristal, which is used by many European banks to manage large number of SEPA payment with "Mass Payment Highway" as well as intraday liquidity of payments and exchanges of interbank securities ("Proactive Liquidity Manager" and "Target2-Securities" modules).

2018 revenue amounts to € 376.2 million, increasing by 8.5% compared with last year, with evolutions on the three Global Business Lines:

- Financial Services generated new revenue with Diamis activities. This company integrated the Group in 2017 and was merged in 2018;
- On Mobility & e-Transactional Services increased on recent awarded contracts in 2017 (SI SAMU, Bracelets Electroniques) and 2018 (Contact Solution in La Banque Postale and BNPP);
- Merchant Services volume slightly declined due to some end of contracts, but new contracts signed in 2018 (Boulanger, Pathé) offset this decline.

Worldline posted an operating result of €-12.7 million impacted by the nature of the revenue growth in 2018 (more development than operating) requiring more human resources and subcontracting. Growth in turnover nevertheless leads to better absorption of fixed and central costs compared to 2017.

The company Worldline SA is the parent company of the Worldline Group and consequently establishes consolidated financial statements.

Worldline acts as the parent company for the Worldline Group and as such supports a significant share of the costs related to overhead, corporate and central functions. It also establishes financial flows with its subsidiaries to reflect the services rendered from the parent company to the companies of the Group.

E.5.4.2 Highlights

The Worldline Group has finalized an agreement with SIX to acquire SIX Payment Services. SIX Payment Services (SPS) is the payment services division of SIX providing large-scale merchant acquisition and transaction processing services. This will enable the Worldline Group to make a strategic transformation that will strengthen its position as a European leader, notably through the complementary nature of the two companies in terms of geographic coverage and product offering.

This operation is structured by:

- A capital increase in favor of SIX Group AG of 49,066,878 new Worldline shares (i.e. a stake of SIX Group AG of approximately 26.6% in the capital of Worldline SA) ;
- Cash payment of approximately 338 million of Swiss francs (approximately € 286 million).

This transaction was finalized on November 30, 2018.

Worldline signed on December 20, 2018 a Revolving Credit Facility (RCF) with a pool of banks on a € 600 million revolving credit facility.

Worldline SA has announced the implementation as of August 3, 2018 of an irrevocable mandate with an independent financial services provider (PSI) for the repurchase of its own shares up to a limit of 930,000 shares until March 31, 2019, for a price that can not exceed the ceiling of € 65.50 per share as set in the 10th resolution voted by the Combined General Meeting of May 24, 2018. All the shares were purchased in the 2018 financial year. Securities portfolio has been transferred to Société Générale.

E.5.4.3 Rules and accounting methods

In application with anc No. 2016-07, the financial statements of Worldline have been prepared in accordance with generally accepted accounting principles in France and with the provisions of the french general accounting plan (*plan comptable général*).

General conventions were applied, in the respect of:

- Principle of prudence ;
- Principle of going concern ;
- Permanence of the accounting methods from one exercise to another ;
- Cut off principle.

As a principle, items are booked based on historical cost. The annual accounts are established and presented in thousands of euros.

Intangible assets

Intangible assets are booked at their acquisition cost and consist mainly of software, licenses, merger deficit and goodwill.

Software created for an internal use and development costs of application used for operational needs are recognized as an expense.

Software is amortized on a straight-line basis over their expected useful life, not exceeding 3 years.

If need be, a provision on goodwill can be booked based on the value in use.

Tangible assets

The tangible fixed assets are evaluated at their acquisition value excluding any financial expenses.

The depreciation calculation is based on a straight-line method over the useful life of the assets, as follows:

- Buildings: 20 years ;
- Fixtures and fittings: 5 to 20 years ;
- Computer hardware: 3 to 5 years ;
- Vehicles: 4 years ;
- Office furniture and equipment: 5 to 10 years.

Financial assets

Financial assets consist of participating interests and other financial investments (security deposit, loans).

Financial assets are initially booked at their acquisition cost. Acquisition expenses are expensed.

The value-in-use takes in account net assets and earnings outlooks. An impairment loss is recognized when the acquisition cost exceeds the value-in-use.

Profitability outlook calculations are based on cash flow forecast using management approved 3 year business plans by Global Business Lines (GBL) and a terminal value.

Trade accounts and notes receivable

Trade accounts and notes receivable are recorded at their nominal value. They are individually analyzed and, if necessary, are subject to an impairment loss.

In the balance sheet they are recorded under "trade accounts and notes receivables". When invoicing exceeds the revenue recognition, this excess is presented under "deferred income".

Securities

Securities are recorded at their acquisition cost. They are depreciated when the carrying amount is lower than the book value.

Provisions

Provisions are recognized when:

- Worldline has a present legal, regulatory, contractual or constructive obligation as a result of past events ;
- It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation ; and
- The amount has been reliably quantified.

Pensions

Long-term staff benefits provisions are recognized in accordance with the ANC recommendation 2013-02.

Provision is accrued under the "corridor" method. Worldline only recognizes in its income statement, the cumulative actuarial gains and losses exceeding a normal fluctuation margin of 10% at year end. This amortization is made on the remaining working lives of the beneficiaries of each plan.

Loans

The Company has taken the option of spreading its debt issuance costs over the term of the loan as authorized by Section 212-11 of the PCG.

Revenue

Services constitute the major part of the revenue of the Group.

Revenues arising from transactional activities, particularly in the area of payments are recognized over the period during which the treatment has been completed.

The proceeds from subscriptions are recognized on a straight line basis over the term of the contract.

Revenues for development projects and/or migration of platform with customers are recognized as and when the service is performed, based on the stage of completion when the outcome can be determined reliably. The percentage of completion is determined by comparing the cumulative costs incurred, on a given date, with the expected total costs of the contract. Benefits from these contracts are recorded in the balance sheet under "trade accounts and notes receivables" for the share of proceeds to be received and under "other current liabilities" for the portion of deferred revenue. When the outcome of a fixed price contract cannot be estimated reliably, revenue is recognized only to the extent of contract costs incurred probably recoverable.

Income relating to other services performed on behalf of clients is recognized at the completion of the service.

The Group may sign in some cases service contracts with multiple elements, which may include a combination of different services. Revenue is recognized separately for each of the elements when they are separately identifiable. A set of contracts is combined and treated as a single contract when the group of contracts is negotiated as a single package, the contracts are so closely interrelated that they are, in fact, part of a single project with an overall margin and that the contracts are performed concurrently or following one another without interruption.

The Group performs regularly and in special circumstances, profitability studies on service contracts to determine whether the latest estimates of revenue, costs and percentage of completion need to be revised. If these estimates indicate that the contract will be unprofitable, a provision for loss is recorded immediately covering the loss in its entirety.

Other operating income and expenses

"Other operating income and expenses" include exceptional items coming from ordinary activities and extraordinary items.

Exceptional items from ordinary activities are those whose achievement is not related to the current operation of the business either because they are unusual in amount or impact or because they rarely occur.

Tax consolidation agreement

As per article 223-a of the French Fiscal Code, Worldline signed a group tax consolidation agreement with its french subsidiaries with effect as of January 1, 2015. Subsidiaries which are part of this tax consolidation are:

- Worldline participations 1 ;
- Similo ;
- Santeos ;
- Worldline Bourgogne.

Following Equens's operation, the subsidiaries Mantis and Arabor are not part of the tax consolidation anymore since 2016.

Worldline as parent company of the Group is designated as the only entity liable for the corporate tax of the group tax consolidation.

The main features of the agreement are:

- The result of the consolidated companies is determined as if they had been taxed individually ;
- Tax savings related to the use of the tax losses of the tax consolidation members will be only temporary since the subsidiaries concerned will still be able to use them.

The agreement uses the same neutrality principles to the extent that each entity have to report in their accounts, during the integration period within the Group, a tax income or expense equal to what it would report if it was not integrated to the Group.

The french tax unit has tax losses that can be carried forward indefinitely.

Tax credit for competitiveness and employment (CICE)

The relative income to CICE is € 2.8 million for 2018. CICE is reported as a reduction in staff costs.

During 2018, this CICE was used to invest in different projects, to develop new features which reinforce offers to our customers.

E.5.4.4 Identity of Worldline Holding company

Worldline is fully consolidated by Atos SE, its parent company.

E.5.4.5 Notes to the financial statements

Note 1 Intangible assets

NET VALUE OF INTANGIBLE FIXED ASSETS

(In € thousand)	December 31, 2017	Increase	Decrease	December 31, 2018
Software	23,419	2,208		25,627
Concessions and similar rights	1,034			1,034
Goodwill	1,587	11,128		12,715
Gross value of Intangible assets	**26,040**	**13,336**	**0**	**39,376**
Software	-19,462	-2,604		-22,066
Concessions and similar rights	-1,034			-1,034
Goodwill	-722			-722
Total of amortisation & depreciation	**-21,219**	**-2,604**	**0**	**-23,823**
Software	3,957	-396		3,561
Concessions and similar rights	0	0		0
Goodwill	865	11,128		11,993
Net value of intangible assets	**4,821**	**10,732**	**0**	**15,553**

The business assets were essentially formed at the end of the Universal Asset Transfer of Atos Worldline Financial Markets in 2013 for a net value of € 0.8 million.

The increase in goodwill is linked to the universal inheritance of Diamis and the acquisition of the Sirus business.

Note 2 Tangible fixed assets

NET VALUE OF TANGIBLE FIXED ASSETS

(In € thousand)	December 31, 2017	Increase	Decrease	December 31, 2018
Land	869			869
Buildings	1,700	8	-120	1,589
Fixtures and fittings	85,451	10,398	-4	95,845
Other tangible assets	53,525	3,414		56,939
Tangible assets in progress	3,545	3,027	-2,288	4,284
Gross value of tangible fixed assets	**145,090**	**16,847**	**-2,412**	**159,525**
Land	-65			-65
Buildings	-454	-111		-565
Fixtures and fittings	-71,395	-6,190	4	-77,581
Other tangible assets	-40,461	-3,245		-43,706
Tangible assets in progress	0			0
Total of depreciation & amortization	**-112,375**	**-9,546**	**4**	**-121,917**
Land	804			804
Buildings	1,246	-103	-120	1,024
Fixtures and fittings	14,056	4,208		18,264
Other tangible assets	13,064	169		13,233
Tangible assets in progress	3,545	3,027	-2,288	4,284
Net value of tangible fixed assets	**32,715**	**7,301**	**-2,407**	**37,609**

Note 3 Financial fixed assets

NET VALUE OF FINANCIAL FIXED ASSETS

(In € thousand)	December 31, 2017	Increase	Decrease	December 31, 2018
Investments in associates	656,256	2,458,000	-21,684	3,092,572
Loans and accrued interests	49	28		77
Deposits	1,293		-8	1,285
Financial assets	**657,597**	**2,458,028**	**-21,692**	**3,093,934**
Investments in associates	-8,725		6,299	-2,426
Loans and accrued interests	0			0
Deposits	0			0
Total of depreciation & amortization	**-8,725**	**0**	**6,299**	**-2,426**
Investments in associates	647,531	2,458,000	-15,385	3,090,146
Loans and accrued interests	49	28		77
Deposits	1,293		-8	1,285
Net value of financial assets	**648,872**	**2,458,028**	**-15,393**	**3,091,508**

The increase in equity securities for € 2,458 million corresponds to the acquisition of SIX Payment Services.

Decreases in equity securities concerned the disposal of Diamis shares for € 15 million following the universal transfer of assets and the exit of Buyster shares for € 6 million following its write-off.

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MATURITY OF LOANS AND OTHER FINANCIAL FIXED ASSETS

(In € thousand)	Gross amount December 31, 2018	Up to 1 year	1 to 5 years
Loans and accrued interests	77	77	
Deposits	1,285		1,285
TOTAL LOANS AND OTHER FINANCIAL FIXED ASSETS	**1,362**	**77**	**1,285**

MAIN SUBSIDIARIES AND INVESTMENTS

(In € thousand)	Gross value at December 31, 2018	Net value at December 31, 2018	% interest	Revenue	Share capital	Dividend paid	Net Income at December 31, 2018	Shareholders' equity
A – Subsidiaries (50% or more)								
France								
Santeos	4,294	4,294	100%	4,957	1,500	968	49	1,701
Worldline Bourgogne	373	373	100%	2,248	38	438	577	621
Similo SAS	600	600	100%	5,334	322	159	24	366
Worldline participation 1 SA	2,426	0	100%	0	37	0	-4	14
Benelux								
Worldline SA (Luxembourg)	33,900	33,900	100%	28,040	33,819	0	21,791	132,312
Worldline NV/SA	324,466	324,466	100%	419,523	136,012	0	14,792	561,223
Equens SE	254,086	254,086	23%	725,652	366,274	4,315	104,979	945,125
Suisse								
Six Payment Services AG[1]	1,393,987	1,393,987	100%	563,206	5,746	0	1,903	77,738
Six Payment Services (Europe) SA[1]	1,040,799	1,040,799	100%	305,247	1,820	0	-4,605	161,286
Six Payment Services (Luxembourg)[1]	23,214	23,214	100%	1,304	255	0	141	566
Asie								
Worldline (Taiwan)	900	900	100%	1,618	1,008	0	324	1,096
B – Others (Less than 50%)								
Atos Intégration	620	620	5%	724,547	8,542	0	-7,651	13,864
Atos IT Solutions and Services SA (Argentine)	9,211	9,211	24%	21,526	2,122	0	-5,175	-3,126
In Touch	3,675	3,675	26%	5,338	28	0	-3,092	1,621
Other participations	20	20						
Total main investments	**3,092,572**	**3,090,146**						

1 *See E.5.4.2 Highlights for detail regarding fair value of investments in SIX Payment Services.*

Note 4 Trade accounts and note receivable

(In € thousand)	Gross amount at December 31, 2018	Depreciation	Net value December 31, 2018	Net value December 31, 2017
Trade accounts and note receivable	76,007		76,007	57,632
Doubtful debtors	1,036	-902	135	131
Invoices to be issued	63,873		63,873	46,291
Total trade accounts and note receivable	**140,917**	**-902**	**140,015**	**104,054**

The maturity of trade accounts and note receivable is less than one year.

Note 5 Other receivables

(In € thousand)	**December 31, 2018**	**December 31, 2017**
Debtor suppliers	5,745	1,296
Staff	94	108
Social-security receivables	75	48
Tax (Corporation tax, VAT, R&D tax credit…)	17,851	16,986
Group current accounts	2,382	2,065
Other	808	145
Total other receivable	**26,954**	**20,648**

The maturity of other receivables is less than one year.

ACCRUED INCOME

(In € thousand)	**December 31, 2018**	**December 31, 2017**
Trade accounts, notes receivable and other receivables	63,873	46,291
Other receivables	5,745	1,296
Total accrued income	**69,618**	**47,587**

Note 6 Cash and securities

(In € thousand)	**Gross amount at December 31, 2018**	**Depreciation**	**Net value December 31, 2018**	**Net value December 31, 2017**
Securities	44,115	-5,522	38,593	0
Cash at bank	981	0	981	9,396
Total cash and securities	**45,096**	**-5,522**	**39,575**	**9,396**

Investment values are short-term investments of surplus cash available.

In fiscal year 2018, 930,000 shares were purchased and 15,470 treasury shares were sold. The number of treasury shares held at December 31, 2018 amounted to 914,530.

At an average price of € 48.24, the gross amount of the portfolio is valued at € 44.1 million at December 31, 2018.

Given the decline in the market value of the Worldline share, an impairment loss of € 5.5 million was recognized over the year.

Note 7 Prepaid expenses

(In € thousand)	**December 31, 2018**	**December 31, 2017**
Support fonctions services	12,055	6,911
Maintenance	673	1,304
Rentals	4,766	5,410
Insurance	21	2,100
Other external expenses	11,327	7,941
Total prepaid expenses	**28,843**	**23,666**

In the other accrual accounts, the RCF (credit revolving facility) is included for € 2.4 million.

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Note 8 Shareholders' equity

COMMON STOCK

	December 31, 2018	December 31, 2017
Number of shares	182,554,917	132,898,963
Nominal value *(in €)*	0.68	0.68
Common stock *(in € thousand)*	**124,137**	**90,371**

During the financial year 2018, the change in the number of shares comes mainly from the capital increase carried out for the acquisition of SIX Payment Services.

CHANGES IN SHAREHOLDERS' EQUITY

(In € thousand)	December 31, 2017	Dividends	Appropriation of result	Capital increase	Net Income 2018	December 31, 2018
Common stock	90,371			33,766		124,137
Additional paid-in capital	259,217			2,033,644		2,292,861
Legal reserve	8,999			3,415		12,414
Retained earnings	242,107		-24,392	-145		217,570
Net income for the period	-24,392		24,392		-34,561	-34,561
Total of the shareholders's equity	**576,302**	**0**	**0**	**2,070,680**	**-34,561**	**2,612,421**

Note 9 Provisions

(In € thousand)	December 31, 2017	Charges	Release used	Release unused	Scope	December 31, 2018
Pensions	15,355	2,730			-1,303	16,782
Litigations and contingencies	706	1,239	-721	-175		1,049
Other provisions	247		-33			214
Total provisions	**16,308**	**3,969**	**-754**	**-175**	**-1,303**	**18,045**
Of which:						
• operating		3,019	-721	-70		
• financial		437				
• exceptional		513	-33	-105		

The reclassification column concerns Diamis universal wealth transfer for € 0.7 million and AXA pre-financing.

PENSIONS

Pension evolution over 2018 is presented below:

(In € thousand)	2018
Pensions at January 1, 2018	**15,356**
Service cost	2,308
Interest costs	422
Contributions paid	0
Scope	0
Amortization of actuarial gain and loss	0
Other	-1,303
Pensions at December 31, 2018	**16,782**

Reconciliation between pension commitments and computed provision is presented below:

(In € thousand)	2018
Commitment at January 1, 2018	**25,572**
Service cost	1,795
Interest costs	422
Contributions paid	0
Actuarial gain and loss generated during the period	151
Scope impact	0
Other	-1,149
Commitment at December 31, 2018	**26,791**
Non recognized actuarial gain and loss	-10,009
Pensions provision at December 31, 2018	**16,782**

Evaluation is carried out on an individual basis and main parameters of the calculation are described below:

- Discount rate: 1.6%;
- Future reevaluation of wages: 1.6%;
- Estimated turnover rate:
  - Executives (*i.e. cadres*): decreasing (from 7.80% at the age of 25 years old) according to the age and zero as from 56 years old,
  - *Non cadres*: decreasing (from 5.46% at the age of 20 years old) according to the age and zero as from 56 years old.

Note 10 Financial borrowings

CLOSING NET DEBT

(In € thousand)	Notes	Up to 1 year	1 to 5 years	Gross value December 31, 2018	Gross value December 31, 2017
Bank overdraft		419,223		419,223	67,265
Other borrowings		297		297	589
Total Borrowings		**419,519**	**0**	**419,519**	**67,854**
Group current accounts		-116,315		-116,315	-2,863
Securities	Note 6	38,593		38,593	0
Cash at bank	Note 6	981		981	9,396
Closing net debt		**-496,260**	**0**	**-496,260**	**-61,321**

Note 11 Trade accounts, notes payable and other liabilities

(In € thousand)	Gross amount December 31, 2018	Gross amount December 31, 2017
Accounts payable	104,157	97,064
Personnel	22,810	22,558
Social security and other employee welfare liabilities	27,264	24,814
VAT payable	15,357	15,337
Intercompany current account liabilities	118,698	4,927
Other liabilities	4,405	4,006
Total Payables	**292,691**	**168,706**

Maturity of accounts payable is up to one year.

ACCRUED LIABILITIES

(In € thousand)	December 31, 2018	December 31, 2017
Invoices to be received	65,631	57,730
State and employee related liabilities	38,224	39,079
Other accrued liabilities	4,069	3,178
Total Accrued Liabilities	**107,924**	**99,987**

Note 12 Deferred income

At the end of 2018, deferred income reaches € 35.4 million and mainly relates to timing difference on project revenue versus invoicing.

Note 13 Revenue

REVENUE SPLIT

(In € thousand)	December 31, 2018	%	December 31, 2017	%
Merchant Services	73,184	19.5%	73,387	21.2%
Financial Services	7,199	1.9%	0	0.0%
Mobility & e-Transactional Services	204,971	54.5%	185,948	53.6%
Other revenue from group services	90,797	24.1%	87,397	25.2%
Total revenue by Global Business Lines	**376,151**	**100%**	**346,732**	**100%**
France	307,319	81.7%	286,902	82.7%
Foreign countries	68,832	18.3%	59,830	17.3%
Total revenue by geographical area	**376,151**	**100%**	**346,732**	**100%**

In fiscal year 2018, Worldline's turnover was € 376.2 million, up 8.5% over the previous year, with changes in the three Service Lines:

- Following the integration within Worldline of the DIAMIS activities acquired at the end of 2017 and merged with Worldline SA by universal transfer of assets in 2018, the Financial Services business again generates revenue within Worldline France, thanks to the Cristal software;
- Mobility and Transactional Web Services posted growth thanks to development activities related to the contracts won in 2017 (Electronic Bracelets, SI SAMU) and in 2018 (Solution Contact at La Banque Postale and BNPP);
- Merchant Services was slightly down, due to some end of contracts, but new solutions development contracts signed in early 2018 (Boulanger, Pathé), has almost offset this decline.

Note 14 Financial result

(In € thousand)	December 31, 2018	December 31, 2017
Dividends received	5,878	1,643
Investment banking revenues	2,496	1,115
Other financial income	39	427
Total of the financial income	**8,413**	**3,185**
Other financial provisions	-5,959	-384
Foreign exchange losses	-1,044	-75
Other financial expenses	-1,899	-1,003
Total of the financial expenses	**-8,901**	**-1,462**
Net financial result	**-488**	**1,723**

Dividends received in 2018 were paid by Worldline Bourgogne, Santeos, Similo and equensWorldline.

Other financial provisions mainly concern marketable securities.

Note 15 Non recurring items

(In € thousand)	December 31, 2018	December 31, 2017
Selling price from disposal of financial investments	182	74
Reversal of provision for trade accounts receivable	6,437	439
Other income	9,628	2,303
Total of non recurring income	**16,247**	**2,816**
Net book value of financial investments sold		-94
Provisions for liabilities and charges	-6,812	-121
Other expenses	-29,219	-10,782
Total of non recurring expenses	**-36,032**	**-10,996**
Non recurring items	**-19,785**	**-8,181**

In 2018, other extraordinary income and expenses mainly relate to the costs related to the acquisition of SIX Payment Services for € 18 million, costs related to the Team program and costs related to the Chess program.

Note 16 Tax

Tax consolidation agreement

Worldline fiscal tax group presents indefinably usable loss carry forward which reach €-87.1 million at year end.

Decrease and increase of the future tax charge of Worldline taxed separately

At year end, decreases and increases of the future tax charge were broken down as follows:

(In € thousand)	Basis Decrease	Basis Increase
Temporary differences	18,614	-
Total Temporary Differences	**18,614**	**-**

No deferred tax assets or liabilities had been recognized.

BREAKDOWN BETWEEN NET INCOME ON ORDINARY ACTIVITIES AND NON-RECURRING ITEMS

(In € thousand)	Before tax	Computed tax	Net amount
Net income on ordinary activities	-13,140		-13,140
Non recurring items, tax credit and employee participation	-21,206	-214	-21,421
Total Corporate Tax	**-34,347**	**-214**	**-34,561**

During the year, Worldline received a tax credit for the research tax credit for € 1.4 million, the tax consolidation bonus of €-0.2 million and a withholding tax of € 0.5 million.

Note 17 Off-balance sheet commitments

Commitments given

(In € thousand)	December 31, 2018	December 31, 2017
Parantal guarantees	2,900	2,900
SIX Payment Services (SPS) contingent liability	117,600	
Total Commitments Given	**120,500**	**2,900**

The additional price, following the acquisition of SIX Payment Services, was decided during the drafting of the master agreement of May 2018.

COMMITMENTS RECEIVED

(In € thousand)	December 31, 2018	December 31, 2017
Bank guarantees	7,186	798
Total Commitments Received	**7,186**	**798**

Note 18 Related parties

INCOME STATEMENT

(In € thousand)	December 31, 2018	December 31, 2017
Financial expenses	-723	-745
Financial income	5,878	1,878
Other operating expenses	-6,227	-4,083
Other operating income	9,628	2,303
Total	**8,556**	**-647**

ASSETS

(In € thousand)	December 31, 2018	December 31, 2017
Trade accounts and notes receivables	75,169	49,749
Group current accounts	2,382	2,065
Other current assets	218	852
Total	**77,769**	**52,666**

LIABILITIES

(In € thousand)	December 31, 2018	December 31, 2017
Trade accounts and note payable	23,545	42,082
Group current accounts	118,698	4,927
Other current liabilities	803	251
Total	**143,046**	**47,260**

During 2018 there was no transaction referring to the article R. 123-198 11 of *Code de commerce* with related parties. Transactions made by the Company with those related parties were performed under market conditions.

Note 19 Other information

AVERAGE WORKFORCE PER CATEGORY

	December 31, 2018	December 31, 2017
Engineers and managerial staff	2,046	1,896
Employees, technicians and supervisory staff	410	387
Total Average Workforce	**2,456**	**2,283**

Cost of Key management personnel of the Group

In 2018, the expenses related to key management personnel include :

- Those related to the CEO since its appointment and in accordance with the agreement entered into with Atos in relation to the dedication and remuneration of the Worldline CEO.
- The expenses related to the Deputy CEO have been taken at 100% for the full year.

No cost was recorded in relation to the chairman of the board of directors.

Direct and indirect expenses related to key management personnel (CEO and Deputy CEO) amounted to € 3 million.

Director fee expense amounted to € 0.1 million.

Note 20 Subsequent events

On January 29, 2019, Atos' Board of Directors, following a specific governance process, proposed to submit to its shareholders the project to distribute in kind around 23.4% of Worldline's share capital, out of the 50.8% currently owned by Atos. Post transaction, Atos would retain approximately 27.4% of Worldline's share capital and Worldline's free float would be increased to approximately 45.7%.

Worldline's Board of Directors met on January 29, 2019 and unanimously welcomed this planned change in ownership structure.

The shareholders' agreement between Atos and SIX will be amended to reflect the continued partnership between the two groups post distribution, and both parties are expected to commit to a 6-month joint lock-up on their respective stakes in Worldline post distribution.

E.6 Worldline SA five years financial summary (from parent company financial statements)

Accounting year end	December 31, 2018	December 31, 2017	December 31, 2016	December 31, 2015	December 31, 2014
Duration *(in months)*	**12**	12	12	12	12
Share Capital At Year End					
Share capital	**124,137,343.56**	90,371,294.84	89,995,957.28	89,710,079.84	89,710,079.84
Number of common shares outstanding					
ordinary	**182,554,917.00**	132,898,963.00	132,346,996.00	131,926,588.00	131,926,588.00
prefered					
Maximum number of future shares to be created:					
through conversion of convertible bonds					
through exercise of equity warrants					
Operations And Results Of The Current Year					
Operating revenue	**376,151,440.06**	346,732,218.28	434,778,843.00	460,935,677.12	461,939,034.56
Income before taxes, profit sharing, amortization and provisions	**-12,635,864.99**	-13,296,606.95	249,316,554.70	14,120,685.48	40,689,643.13
Income taxes	**214,269.58**	2,147,387.36	2,010,426.95	3,268,301.65	-5,488,312.39
Profit sharing	**-1,421,748.66**	-2,793,095.65	-5,688,900.30	-5,645,502.58	-4,967,772.81
Amortization and provisions	**-20,717,692.38**	-10,449,665.85	-8,504,696.88	-14,364,944.20	-21,519,741.29
Net income/(losses)	**-34,561,036.45**	-24,391,981.09	237,133,384.47	-2,621,459.65	8,713,816.64
Distributed income					
Earnings Per Share					
but before amortization and provisions	**-0.08**	-0.10	1.86	0.09	0.23
Net earning	**-0.19**	-0.18	1.79	-0.02	0.07
Dividend per share					
Employee Data					
Average number of employee during the year	**2,456.00**	2,283.00	2,859.00	3,013.00	3,001.00
Total payroll	**126,620,274.46**	**114,595,338.95**	**139,668,169.06**	**148,434,264.07**	**140,721,615.24**
Total benefits	**57,289,332.12**	**49,601,786.47**	**63,445,419.20**	**66,255,079.11**	**64,014,913.04**

E

E.7 Non-IFRS financial measures

E.7.1 OMDA

In addition to IFRS measures, the Group uses an additional performance measure, operating margin before depreciation and amortization (OMDA), which excludes from operating margin the impact of depreciation and certain other expenses detailed in the table below. The following table provides a reconciliation of OMDA to operating margin. OMDA is a non-IFRS measure and has no standard definition. As a result, the definition used by the Group may not correspond to the definitions given to the same term by other companies. OMDA should not be used in lieu of IFRS measures.

The following table provides a reconciliation of OMDA to Operating Margin, on a consolidated basis.

(In € million)	12 months ended December 31, 2018	12 months ended December 31, 2017	Variation
Operating margin	**292.9**	**253.1**	**39.8**
+ Depreciation of fixed assets	94.9	90.5	4.4
+ Net book value of assets sold/written off	4.2	1.1	3.1
+/- Net charge/(release) of pension provisions	4.8	-10.1	15.0
+/- Net charge/(release) of provisions	-5.6	0.8	-6.4
OMDA	**391.1**	**335.4**	**55.8**

E.7.2 Free Cash Flow

In addition to cash flow calculated in accordance with IFRS, the Group presents the non-IFRS indicators "Operating Cash Flow" and "Free Cash Flow". These indicators are calculated based on OMDA, which is calculated as described above.

The following table sets forth a reconciliation of OMDA to Cash Flow from Operation, and then from Cash Flow from Operation to Free Cash Flow, for the periods indicated.

(In € million)	12 months ended December 31, 2018	12 months ended December 31, 2017
Operating Margin before Depreciation and Amortization (OMDA)	**391.1**	**335.4**
Capital expenditures	-105.5	-107.0
Change in working capital requirement	21.1	33.8
Cash from operation	**306.7**	**262.2**
Taxes paid	-49.9	-44.1
Net cost of financial debt paid	-0.8	-1.1
Reorganization in other operating income	-3.5	-6.5
Rationalization & associated costs in other operating income	-3.9	-4.1
Integration and acquisition costs	-36.1	-20.1
Net Long term financial investments	-1.9	-2.0
Other changes*	-3.1	-8.4
Free Cash Flow	**207.5**	**176.0**

* *"Other changes" include other operating income and expense with cash impact (excluding reorganization, rationalization and associated costs, integration costs and acquisition costs), and other financial items with cash impact, net long term financial investments excluding acquisitions and disposals.*

The following table sets forth a reconciliation of "Cash from operations" calculated on the basis set forth above to "Net cash flow from operating activities" on an IFRS basis.

(In € million)	12 months ended December 31, 2018	12 months ended December 31, 2017
Cash from operation	**306.7**	**262.2**
- Operating investments	105.5	107.0
Income tax paid	-49.9	-44.1
Reorganization (from other operating income and expense)	-3.5	-6.5
Rationalization and associated costs (from other operating income and expense)	-3.9	-4.1
Integration and acquisition costs	-36.1	-20.1
Other operating income and expense	-2.7	-3.5
Other financial income and expense	-2.6	-4.9
Net cash flow from operating activities	**313.5**	**286.0**

E.7.3 EBITDA

In addition to operating margin calculated in accordance with IFRS, the Group presents "EBITDA" calculated beginning with OMDA, which is calculated as described above. The Group uses this indicator primarily for purposes of calculating the ratio of net debt to EBITDA.

The following table provides a reconciliation of OMDA to EBITDA for the periods indicated.

(In € million)	12 months ended December 31, 2018	12 months ended December 31, 2017
Operating Margin Before Depreciation and Amortization (OMDA)	**391.1**	**335.4**
Reorganization (from other operating income and expense)	-3.5	-6.5
Rationalization and associated costs (from other operating income and expense)	-3.9	-4.1
Integration and acquisition costs	-36.1	-20.1
Other operating income and expense	-2.7	-3.5
EBITDA	**344.9**	**301.2**

E.8 Related Party Transactions

E.8.1 Agreements entered into in connection with the Reorganization Transactions

E.8.1.1 Services Agreements

Atos SE, Atos International SAS, Atos International BV, Atos International Germany GmbH and Atos UK International IT Services Ltd (the "Atos Service Providers") provide certain services to the Atos group's operating entities, including the Company and its operating subsidiaries. These services are re-invoiced by Atos International SAS on behalf of all of the Atos Service Providers, on terms that depend on their revenue and headcount, on the basis of the costs allocated plus a margin, pursuant to the same terms used within the Atos group for all intragroup services of a similar nature.

It is reminded that, between July and December 2013, all the payment services and transactional activities of the Atos group have been separated from the rest of the activities of Atos and its subsidiaries. Such activities have been regrouped within Worldline and/or its subsidiaries to create Worldline Group (thereafter the "Reorganization Transactions"). At the time of such transactions, it was agreed that the Company and its subsidiaries would continue to receive the services provided by the Atos Service Providers pursuant to the same terms as previously. Accordingly, a services agreement (the "Group Services Agreement") and a specific group services agreement (the "Specific Services Agreement") with effective dates of July 1, 2013 and January 1, 2013 respectively, were entered into between Atos International SAS, acting on its own behalf and on behalf of the other Atos Service Providers, and the Company. The Company acts on its own behalf and on behalf of its operating subsidiaries, in accordance with the mirror agreements entered into between the Company and its subsidiaries (with respect to the Group Services Agreement and the Specific Services Agreement, the "Intra-Worldline Group Services Agreements" and the "Intra-Worldline Specific Services Agreements", respectively).

The Group Services Agreement principally covers operational services and support function services. The Specific Services Agreement principally covers specific services that may be provided, as the case may be, in connection with reorganization projects, including in connection with the implementation of the Reorganization Transactions, and includes terms relating to the re-invoicing of services provided by external service providers as well as to the equitable redistribution of the Worldline Group companies' costs.

In addition, services agreements (the "Local Services Agreements") were entered into directly between an Atos group entity outside the Worldline Group perimeter and a Worldline Group entity in most countries in which, prior to the implementation of the Reorganization Transactions, Worldline activities and Atos activities had been conducted by the same entity, and in which the Reorganization Transactions had the effect of separating the historical Atos group business from the payment and transaction services activities being retained by or transferred to the local Worldline Group entity. These countries are Argentina, Austria, Spain, Hong Kong and the United Kingdom. The Local Services Agreements establish the terms pursuant to which the local Atos group subsidiaries provide the local Worldline Group subsidiaries with certain services that are necessary in order to conduct their activities following the implementation of the Reorganization Transactions.

E.8.1.1.1 Group Services Agreement

The operational services provided under the Group Services Agreement and the Intra-Worldline Group Services Agreements include the following: IT and telecommunications services, procurement services, global communication and talent management services, services relating to global sales strategy, services relating to global marketing strategy and product, client and partnership development services.

Support function services provided under these agreements cover services relating to management, sales, mergers and acquisitions, as well as financial, legal, compliance, internal control, human resources and innovation services.

The terms pursuant to which these services are rendered and the means of invoicing them depend on the service being provided.

In 2018, the Company paid Atos International SAS a total of € 22.3 million in connection with the Group Services Agreements.

The Group Services Agreement and the Intra-Worldline Group Services Agreement were renewable automatically for successive 12-month terms. They may be terminated at any time by the Company, with respect to its local operational subsidiaries and by Atos International SAS, with respect to the Company, by providing two months' prior notice.

The Group Services Agreement provides for automatic termination without prior notice (in the absence of an agreement to the contrary between the parties) in the event that Atos SE ceases to hold, directly or indirectly, more than 50% of the Company's share capital. Similarly, each of the Intra-Worldline Group Services Agreements provides for automatic termination without prior notice (in the absence of an agreement to the contrary between the parties) in the event that the Company ceases to hold, directly or indirectly, more than 50% of the relevant Worldline Group subsidiary.

E.8.1.1.2 Specific Services Agreements

The services provided under the Specific Services Agreement and the Intra-Worldline Specific Services Agreements relate to the implementation of reorganization projects, including in connection with the Reorganization Transactions, and the terms for re-invoicing the services provided in that context by external providers.

In 2018, the Company paid Atos International SAS a total of € 1.2 million in connection with the Specific Services Agreements.

The Specific Services Agreement and the Intra-Worldline Specific Services Agreement were entered into for an initial term of twelve months as from January 1, 2013 and are renewable automatically for successive twelve-month terms. They may be terminated at any time by the Company, with respect to its local subsidiaries and by Atos International SAS, with respect to the Company, by providing two months' prior notice. The Specific Services Agreement provides for automatic termination without prior notice (in the absence of an agreement to the contrary between the parties) in the event that Atos SE ceases to hold, directly or indirectly, more than 50% of the Company's share capital. Similarly, each of the Intra-Worldline Specific Services Agreements provides for automatic termination without prior notice (in the absence of an agreement to the contrary between the parties) in the event that the Company ceases to hold, directly or indirectly, more than 50% of the relevant Worldline subsidiary.

E.8.1.1.3 Local Services Agreements

1) Local Services Agreements between an Atos group entity outside the Worldline Group perimeter and a Worldline Group entity

The scope of the services provided under the Local Services Agreements is specified in the Support Function Services Agreements, the Operational Level Agreements and/or the Time and Material Services Agreements annexed to the Inter-company Services Agreements.

The services provided under the Support Function Services Agreements include, as applicable, the provision of financial, legal, management, sales, marketing, IT, telecommunications and/or human resources services, with the exception of the services provided by Atos International SAS under the Group Services Agreement.

The services provided under the Operational Level Agreements cover, as applicable, services relating to the Group's operational activities, including data centers, call centers, technical assistance and platform administration.

The Services provided under the Time and Materials Agreements include, in particular, technical, engineering, consulting and software development services. These services are provided on a one-off basis at the request of the local Worldline entity to the Atos service provider.

The services provided under the Support Function Services Agreements and Operational Level Agreements are invoiced monthly, with the fee reviewed at the beginning of each half-year period. Payment for the services provided under the Time and Materials Agreements is based on the time spent by the service provider's employees plus, where applicable, the cost of materials used to provide such services.

The Local Services Agreements were entered into for an indefinite term and may be terminated by either party by providing between six and eighteen months' notice, depending on the agreement.

2) Local Services Agreements within Worldline Group entity

Local Services Agreements between Worldline and equensWorldline

Following the acquisition of Equens and the carve out of some Worldline businesses into equensWorldline Group, the Company entered into service agreements with equensWorldline essentially in France, Belgium and Germany but also in the Netherlands.

These agreements relate to global services and local services.

Global services are essentially Global Service Agreements (global support functions and corporate services) and Trade Mark fees that are invoiced to equensWorldline.

Local services relate, on the one hand, to purchases from equensWorldline of local services regarding mainly delivery and production services (hosting, infrastructure services and resources support) but also support functions services (finance, human resources, legal, communication and marketing, puchasing, etc…). equensWorldline purchases also pass through services like terminals or telecom services that are resold to equensWorldline external clients. On the other side, equensWorldline renders services to the Company, notably in *Acquiring Processing* activities essentially in Belgium, Germany and in the Netherlands

As initially planned and contractualized between the Company and equensWorldline, services are priced at arm's length and according to Atos group transfer pricing rules. The services are invoiced and paid on a monthly basis. Prices are revised annually at budget period.

Tax consolidation agreements

Since the listing of the Company's shares on Euronext Paris, a consolidated tax group is in place in France between the Company and its French subsidiaries in which it holds at least 95% of the share capital, as from January 1, 2015. Upon creation of this group, the Company entered into tax consolidation agreements with each of the member companies of its consolidated tax group to govern the subsidiaries' contribution to the Group's taxes, for which the Company is the sole taxpayer in its capacity as the new parent company.

E.8.1.2 Cooperation and License Agreements

E.8.1.2.1 Specific Agreements

Specific agreements have been put in place in certain geographic regions, such as Hong Kong, where the Company's local subsidiary shares premises, services, equipment or software with the local Atos SE subsidiary. Certain resources (such as applications software) and equipment (such as central servers) owned by the local Atos SE subsidiary are used by the local subsidiary of the Worldline Group. These agreements relate, in particular, to cooperation agreements with respect to the processing of personal data. These agreements (Data Processing Agreements) are entered into between certain local subsidiaries of the Company and certain Atos SE subsidiaries located in the same jurisdiction. For example, the Company's local subsidiary in Hong Kong entered into such a cooperation agreement with the local Atos SE subsidiary in Hong Kong. The agreement sets forth the rights and obligations of the parties with respect to the protection of data (including personal data) resulting from access to or exchange or processing of the other party's data in connection with their existing collaboration with one another for purposes of performing client agreements and conducting their internal business relations.

E.8.1.2.2 Biometrics Technology Licensing Agreements

Atos IT Solutions and Services GmbH ("Atos ISS Austria"), an Austrian subsidiary of Atos SE (outside the Worldline Group perimeter) and Worldline Austria GmbH ("Worldline Austria"), a Group entity, entered into a technology licensing agreement effective retroactively as of July 1, 2013 for a term of five years, renewable automatically for one-year periods unless terminated by either party by providing three months' notice prior to the expiration of the relevant period. Pursuant to this agreement, the parties (i) mutually authorize each other to freely use and improve shared technology composed of source code, algorithms, libraries, methodologies, and software interfaces relating to biometrics and (ii) grant reciprocal, non-exclusive licenses to each other and each party's respective subsidiaries to any improvement made to the shared technology in all territories of the geographic area that Atos includes in its Central and Eastern Europe Business Unit. Similarly, Atos ISS Austria granted a non-exclusive license to Worldline Austria to use all of Atos ISS Austria's biometrics patents.

E.8.2 Other related party transactions

E.8.2.1 Assistance and Financial Agreements with the Atos group

1) Assistance Agreements

In France, Belgium and Germany, where the Group had entities dedicated exclusively to Worldline activities prior to the Reorganization Transactions, the Group and the Atos group have entered into local assistance agreements, in particular with respect to shared premises, equipment and services.

In the Asia-Pacific region, the Atos SE subsidiary in Singapore and the local subsidiaries of the Company located in China, Hong Kong, Malaysia, Singapore and Taiwan are parties to a services agreement (the "Regional Services Agreement"). The services provided under the Regional Services Agreement include financial, legal, marketing, communications and IT services. The services provided under the Regional Services Agreement are invoiced monthly on the basis of the costs borne directly or indirectly by the Atos SE subsidiary in Singapore in order to provide these services, plus a margin. The Regional Services Agreement was entered into for a term of twelve months and is automatically renewable for successive twelve-month periods. It may be terminated at any time by the Atos SE subsidiary in Singapore, by providing two months' prior notice.

Same applies for the Company's subsidiaries in Argentina, Spain and United Kingdom, which also benefit from the assistance of the Atos SE subsidiary in those respective countries.

Besides, the costs related to Atos SE performance shares granted to employees of Worldline Group are recharged, on normal market terms, by Atos SE to the relevant entities of the Worldline Group.

2) Financial Agreements

The Group entities entered into agreements with Atos SE and its subsidiaries in connection with certain Worldline Group financing aspects, in particular cash management and certain loans. Existing borrowings between the Group and the Atos group were repaid upon the listing of the Company's shares on Euronext Paris.

The Atos group has extended loans to Group entities that correspond to proceeds from the sale of trade receivables under the Atos group's securitization program. These loans were reimbursed before the listing of the Company's shares on Euronext Paris and the Group no longer participates in the Atos group's securitization program.

Since the listing of the Company's shares on Euronext Paris, the Group is no longer party to the Atos group's cash pooling arrangements. Following this listing, the Group put in place at the Company level a notional multicurrency cash pooling arrangement covering most Group entities. The Group will nevertheless have the possibility of placing short-term deposits with the Atos group at market conditions.

Since the listing of the Company's shares on Euronext Paris and up to December 20, 2018, the Group benefitted from a € 300-million revolving credit facility granted by Bull International, an Atos group subsidiary, in order to cover the Group's liquidity requirements, including temporary fluctuations in its working capital needs. On December 20, 2018, the Company has signed a five-year revolving credit facility for an amount of € 600 million, maturing in December 2023, with an option for Worldline to request the extension of the facility maturity date until December 2025. Such facility is available for general corporate purposes and has been arranged by a syndicate of 13 international banks.

E.8.2.2 Agreements with SIX group

In the context of the acquisition of SIX Payment Services, the Group entered into a series of agreements with SIX group. Such agreements relate to commercial, IT infrastructure services, transitional services, trademarks, real estate agreements and governance-related agreements.

1) Commercial agreement relating to services to the Swiss banking ecosystem (SBSA)

A Group entity (as service provider) entered into, with a SIX group company (as service recipient), a ten-year commercial relationship – Swiss banks services agreement governed by Swiss law (the "SBSA") – regarding the provision by SIX Payment Services AG to Swisskey AG of certain services including services such as debit card processing, ATM (Automated Teller Machine) processing and TWINT finance processing to the Swiss banking ecosystem, long-term oriented quality of services and best in-class innovation.

The SBSA provides for termination provisions which may, in particular, be triggered in the event of a direct or indirect change of control of SIX Payment Services AG (including, *inter alia*, where the legal or beneficial ownership of over 50% of its capital or similar is acquired by another entity, where it is merged with or into another unaffiliated entity, where all or substantially all of its assets are transferred, or where the power to direct or cause the direction of the management and policies of SIX Payment Services AG or the power to elect the majority of its board members is acquired by another entity).

In 2018, SIX Payment Services AG received from Swisskey AG approximately € 2 million in connection with the SBSA.

2) IT infrastructure services agreement (LTIA)

A Group entity (as service recipient) entered into, with a SIX group company (as service provider) a ten-year IT infrastructure services agreement whereby SIX Payment Services AG (and its affiliates) would receive, or continue to receive as applicable, certain services including system services, network services, security and compliance services, IT operations services and service desk services from SIX Group Services AG necessary for the continuation of the payment services business without interruption (the "LTIA").

In 2018, SIX Payment Services AG paid to SIX Group Services AG a total of € 2.6 million in connection with the LTIA.

3) Transitional services agreements

A Group entity (as service recipient) and a SIX group entity (as service provider) entered into a corporate transitional services agreement (the "CTSA") relating to the provision by SIX Group Services AG of certain transitional services to SIX Payment Services AG whose duration varies between six to 21 months depending on the service, it being specified that certain services may be extended subject to the payment of a price complement.

In 2018, SIX Payment Services AG paid to SIX Group Services AG a total of € 0.7 million in connection with the CTSA.

Conversely, a Group entity (as service provider) and a SIX group entity (as service recipient) entered into a reverse corporate transitional services agreement (the "RTSA") relating to the provision, by SIX Payment Services AG of certain transitional services to SIX Group AG whose duration varies between six to 21 months depending on the service, it being specified that certain services may be extended subject to the payment of a price complement.

In 2018, the amount of fees received by SIX Payment Services AG from SIX Group AG in connection with the RTSA is negligible.

4) Real-estate agreements

Facilities management agreements have been entered into between SIX management AG (as service provider and part of SIX group) and SIX Payment Services AG (as service recipient and part of the Group), relating to certain facilities services in respect of properties in Zurich, Olten and in Biel, Switzerland.

In addition, sub-lease or lease agreements have been entered into with certain entities of the SIX group pursuant to which such SIX group entities, acting as proprietors or main tenants, lease or sublease business-related property in Central and Eastern Europe to entities of the Group.

In 2018, the Group paid to SIX group a total of € 0.65 million in connection with the foregoing real-estate agreements.

5) Trademark agreement

A trademark license agreement has been entered into between SIX Group AG as licensor and various Group entities, as licensees, pursuant to which certain trademarks of SIX Group AG are licensed to these entities for use for the purpose of continuing the payment services business without interruption.

6) Governance agreement

Worldline SA and SIX Group AG entered into a shareholders' agreement. A detailed description of such agreement is available in Section G..1.4 "Provisions of the Shareholders' agreements with SIX Group AG".

7) Other agreements

Certain Worldline Group companies (which were part of the SIX Payment Services) provide services to certain SIX group companies, *inter alia*, for the purposes of monitoring services, pricing solutions, data integration and sub-contracting of certain customer agreements.

In 2018, SIX group paid to the Group a total of € 0.2 million in connection with the foregoing agreements.

F

Risk analysis

The Group operates in a constantly changing environment and is exposed to risks that, if materialized, may have a material adverse effect on its business, prospects, customers, partners, reputation, financial condition, including operating results and cash flows. The Group relies on a continuous process of identification and analysis of risks, their impact and probability of occurrence in order to identify those likely to affect the achievement of its objectives.

Risk assessment and management is an integral part of the Group's operational and strategic management. Risks are assessed and monitored through business lines and functions. Internal Audit, Risk Management, Compliance, Legal, Insurance, Security and Finance departments can be cited as Functions playing a key role in identifying and controlling the main risks, among other.

Risk assessment and management is based on a multi-level organization, which is detailed below. Risks are also appraised through the Internal Control initiatives and Internal Audit assignments (see Section F.5 "Internal Control" of this Registration Document). In addition to integrated process of risk management, dedicated activities are also deployed for transversal internal risk management (see Section F.1 "Risk management activities" of this Registration Document).

Investors should carefully consider all the information set forth in this Registration Document, including the risk factors set forth in this chapter. Risks described in Sections F.2 are, as of the date of this Registration Document, the risks that the Group believes, were they to occur, could have a material adverse effect on its business, results of operations, financial condition or prospects. Investors should note that there may be other risks that have not yet been identified as of the date of this Registration Document, or whose occurrence as of the date hereof is not considered likely to have a material adverse effect on the Group's business, results of operations, reputation, financial condition or prospects.

The extra-financial performance analysis assesses on a yearly basis, risks related to the four top areas underlined through the Corporate Responsibility and Sustainability program. This materiality assessment is aligned with the Enterprise risk management exercise described in Section F.1.1. The main extra-financial risks identified are "Business" (Cyber-attack; System security, reliability and continuity; Customer relationship management and cross-selling; data protection, sustainable innovation), "Being a Responsible employer" (Talent attraction & retention; Training & human capital development; Employee well-being at work), "Ethics & value chain" (Compliance with law and regulations, Bribery and corruption, Responsible procurement & due diligence in the value chain) and "Environment" (Climate change and circular economy). Their magnitude varies in terms of impact on the Group's business or results and/or likelihood to occur. Please refer to the mapping table in Section D.1.2.2 "Manage Worldline's extra-financial risks" for a description of those risks and the mitigation actions.

F.1 Risk management activities

Risk assessment and management is an integral part of the Group's operational and strategic management and is described in the paragraphs below. In addition to managing the risk embedded in each process, dedicated activities are also deployed for a transversal management of risks.

F.1.1 Enterprise risk management (ERM)

A risk mapping is revised each year under the sponsorship of general management. The selected methodology involves the most senior managers of the Group through workshops and questionnaires, to collect their perception of the main risks, their relative importance (inherent risk) and mitigation effectiveness (residual risk).

This assessment covers potential risks related to:

- External (external events, stakeholders' eco system, market environment);
- The organization & business development (organization alignment, ability to innovate, go-to-market);

- Services and product delivery (people, internal system performance, delivery); and
- Compliance and information used for decision making (Laws & Regulations, Corporate Social Responsibility, financial performance).

This recurring process, allows identifying evolutions from one year to another. Improvement plans for the main residual risks are designed at local and Group level, with assigned owners and milestones/timelines for follow-up and completion.

Results are shared with general management and Group Executive Committee, to ensure that appropriate measures are deployed to manage the main risks, and are presented to the Audit Committee and the Board of Directors.

In parallel, other dedicated risk assessments are performed within departments such as in Compliance, Security, Corporate Social Responsibility.

F.1.2 Business risk assessment and management

Regarding business risk assessment and management, the Group has deployed the approach developed by Atos, based on the following specific processes.

F.1.2.1 Business risk management system

Atos Rainbow™ (Risk Assessment in Named Business Opportunities Worldwide) is a set of procedures and tools, developed by Atos and implemented within the Group, that provides a formal and standard approach to bid execution and contract monitoring. The Group operates a risk management system that facilitates the analysis (by identification and assessment) and treatment (by control and financing) of business risks throughout the life cycle of a project. This process is integrated with the control and approval process when entering into new contracts. The objective is to ensure that the Group only bids for projects that can be delivered effectively and to provide an early warning system for any project that encounters problems or diverges from its original targets. Specifically, the risk management process:

- Identifies potential exposures, including technical, legal and financial risks that could have an impact during the life cycle of the project;
- Evaluates, both qualitatively and quantitatively, the significance and materiality of any such exposures;
- Ensures that appropriate and cost-effective risk control or risk mitigation measures are initiated to reduce the likelihood and impact of negative outcomes on the project; and
- Manages residual exposure through a combination of external risk transfer instruments and internal contingency reserves in order to optimize the use of exposed capital.

All operational projects are monitored on a monthly basis at different levels (from Reporting Business Units/Global Business Lines to Group level) according to their size and risk exposure, using the Rainbow Delivery Dashboard, providing status on financial, delivery and technology, customer, legal, human resources and supplier KPI's.

Bids are also monitored on a constant basis at different levels (from Reporting Business Units/Global Business Lines to Group level) according to their size, using review forms specific to bid phases (Pursuit, Strategy, solution, offer, contract…) to balance sales and risks while ensuring the re-use of experience/best practices and the adherence to Group standards.

F.1.2.2 Operational risk management

Operational risk is defined as the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. It is, more broadly, the risk that affects the Group's ability to execute its business plan. Operational risk management focuses on the risk evaluation and risk mitigation of business processes (services). A "business process" is defined as end-to-end work which delivers value to customers. The notion of end-to-end work is critical as it involves all of the work, crossing any functional or Reporting Business Units boundaries, necessary to completely deliver customer value. Note that a customer can be external as well as internal.

F.1.2.3 Bid Control and business risk management organization

The teams in charge of bidding and contracting activities report to the Atos Group Senior Vice-President for Bid Control and business risk management, ensuring the capturing and ongoing tracking of risks identified at the bidding stage throughout the delivery cycle.

The Group Rainbow manager reports directly to both the Group's Chief Financial Officer and the Atos Head of Bid Control.

F.1.2.4 Group Risk Management Committee

A Group Risk Management Committee convenes on a monthly basis to review the most significant contracts and the sensitive ones, the product and services. The Committee is chaired by the Group Deputy CEO. Permanent members of the Committee include the Group's CFO, the Group's COO, the Group Head of Legal and each Head of Global Business Line. On a quarterly basis, the Audit Committee conducts a thorough review of all the major critical contracts. The Global Business Lines and the Risk Managers perform the continuous monitoring of areas in deviation of their initial business case.

F.1.2.5 Specific risk management activities

Card data security

The Group as an issuer processor has, to its knowledge, taken all required actions (*e.g.* PCI certification, card scheme rules) to minimize the risk of data breaches. In its role as commercial acquirer, the Group must ensure compliance with payment scheme rules established by the organizations that issue PCI certifications. The Group's Fraud risk Management department has implemented various policies and procedures to address these risks.

Fraud risk management

The Group has developed a Fraud Detection & Reaction (FD&R) application that allows the detection of fraud in near-real-time based on a data analysis application.

The Group's risk mitigation process has been enhanced with additional features to further address the residual risks, such as geo-blocking, real-time blocking, fall back de-activation and back-up systems.

Service Not Rendered (Credit) risk management

The Group has developed a Services Not Rendered exposure assessment process to manage and limit acquiring exposure through risked based collaterals and guarantees. The processes allows for risk reward decision routine and includes an ongoing review of the financial exposure and the client's financial quality.

Anti-Money Laundering and Counter Terrorist Financing Policy

The Group has an anti-money laundering (AML) and Counter Terrorist Financing (CTF) policy in place. This policy applies, as the case may be, to the companies acquired by the Group. It sets out the general principles of AML and CTF, the 'Know Your Customer' (KYC) principle and the allocation of responsibility between the Sales and Marketing and the Customer Services Divisions.

The Group security risk management

The Group has put in place a specific function to manage security risk, covering security awareness, access and security management (*e.g.* review of access to production systems, data and functions, access to cardholder data by the banks and cryptographic key management) and security architecture & policies.

Security risk management measures relate in particular, but not exclusively to physical measures, network, system security, protection of person payment data, security patches, logical access, intrusion detection, logging and monitoring.

The Group's operational risk management process, supervised by the Operational Control division, analyzes security-related threats and vulnerabilities in order to avoid any unwanted increase in risk exposure.

A formal security awareness program is maintained to ensure that all personnel are aware of the importance of security. On a yearly basis, all employees of the Group have to attend this program and to acknowledge that they have read and understood the security policy and procedures of the Group.

Incident response plans are developed and deployed in order to be prepared to respond immediately in the event of a system breach.

F.1.3 Insurance

The Atos group's management coordinates the Group's policy with respect to insurance and is tasked with identifying the principal insurable risks and quantifying their potential consequences.

The Group's entities are covered by the insurance policies maintained by the Atos group, under which they are insured parties. These policies include general professional liability *(responsabilité civile professionnelle)* and operational and business interruption liabilities *(dommages/pertes d'exploitation)*. After the listing of the Company's shares on Euronext Paris, the Group continues to be covered under these insurance policies (in particular the policies maintained through the reinsurance company wholly owned by the Atos group).

The largest Atos group insurance policies under which the Group is covered are centrally negotiated by the Atos group. The general professional liability policy is renewed on January 1, and the operational and business interruption liability policy is renewed on July 1. In 2018, these two policies were renewed with coverage limits of € 150 million and € 180 million, respectively. The Group is insured under certain other policies covering other insurable risks for an amount adequate for the risks incurred, taking into account the size of, and risks incurred by, the Group. Deductibles are set at a level intended to encourage good risk management and to control premium costs.

The Group also maintains policies required for regulatory reasons or to cover existing commercial premises.

The Atos group formed a dedicated reinsurance company, which it wholly owns. This reinsurance company covers the Atos Group's entities in respect of certain portions of the general professional liability and operational and business liability policies.

The insured risks are also monitored by the Subscription Committee of the reinsurance company owned by the Atos group, which ensures that capital and technical reserves are sufficient for the risks incurred and seeks a satisfactory level of diversity in reinsurers. The Committee also performs studies and analyses on a regular basis to verify the adequacy of the Atos group's insurance coverage.

F.2 Risk factors

The above-mentioned risk management activities allowed the Group management to select, and rank in priority order, the risk factors specific to the Group which are the most material. They are classified by importance (decreasing in magnitude).

The Sections F.2.1 to F.2.4 describe the Group's major risks *i.e.* which could have a material adverse impact on its business or results (or its ability to achieve its objectives) and/or a significant likelihood to occur. The materiality of the risks has been assessed based on the probability of their occurrence and the expected magnitude of their negative impact. In addition, the Section F.2.5 describes the other risks that, if materialized, would affect the Group in its business, or results. However, their impact has been assessed as less significant compared to the risks described in Sections F.2.1 to F.2.4.

F.2.1 Cyber-attack, security of systems and data protection [extra-financial risks – Business challenges]

The Group's visibility, or the visibility of the brands for which it processes data, in the global payment and digital services industry may attract hackers to conduct attacks on its systems that could compromise the security of its data or could cause interruptions in the operations of its businesses and subject the Group to increased costs, litigation and other liabilities. The sensitivity of activities and increasing sophistication of cyber-crime contribute to intensify this risk.

As part of its business, the Group operates various services that involve the collection, accounting and management of cash inflows and outflows for different parties operating across the payment services chain. The Group electronically receives, processes, stores and transmits sensitive business information of its clients. In addition, depending on the services offered, the Group collects and processes a significant amount of sensitive personal consumer data, including names and addresses, bank account data, payment history records, personal medical data and tax information, among other consumer data. The confidentiality and integrity of the client and consumer information that resides on the Group's servers and other information systems is critical to the successful operation of its business.

An information breach in the system and loss of confidential information such as credit card and bank account numbers and related information could have a longer and more significant impact on the Group's business operations than a hardware failure and could result in claims against the Group for misuse of personal information, such as identity theft. The loss of confidential information could result in the payment of damages and reputational harm and therefore have a material adverse effect on the Group's business, results of operations or financial condition.

As a result, risks related to cyber-attack, security of systems and data protection are highly important for the Group in terms of impact and likelihood and are therefore proactively and closely monitored.

F.2.2 People [extra-financial risks – Responsible employer challenges]

All of the Group's businesses functions are at the intersection of rapidly changing technological, social, economic and regulatory developments that requires a wide-ranging set of expertise and intellectual capital. For the Group to successfully compete and grow, it must retain, recruit and develop the necessary personnel who can provide the needed expertise across the entire spectrum of the Group's intellectual capital needs.

The market for qualified personnel, particularly in the area of information and payment technology, is highly competitive and is a factor contributing to increase the risk related to people retention and acquisition.

As part of its acquisition strategy, the Group's ability to retain employees and key competences in the acquired companies is essential.

Failing in those domains might impact the company as it may limit the organization's ability to provide high quality services as contractually agreed followed by penalties/claims, win opportunities or loss of customers and reputation damage.

F.2.3 Service delivery quality and business continuity

The Group depends heavily on the efficient and uninterrupted operation of numerous systems, including its computer systems, software, servers and data centers. The services the Group delivers are designed to continuously, securely and reliably process very complex transactions—very often in real-time—and provide reports and other information on those transactions, all at very high volumes and processing speeds. Any failure to deliver an effective and secure service or any performance issue that result in significant processing or reporting errors or service outages could have a material adverse effect on a potentially large number of users, the Group's business and, ultimately, its reputation.

In addition, the Group's business entails, especially for fixed-fee contracts, the risk that development costs and expenses may prove to be much higher than initially anticipated, whether as a result of incorrect initial estimates, the emergence of new and unexpected challenges during the course of the project, or errors in the operational management of the project. In such cases, the Group may not be able to secure an upward revision to the fixed fee, either at all or sufficient to compensate for the increased cost. In such cases, the Group would record a provision, which could have a material adverse effect on its business, financial condition or results of operation.

F.2.4 Market challenges

The global payment and digital services industry as well as the e-consumer and mobility services area in which the Group operates is subject to rapid and significant technological change, new product and service introductions, evolving industry standards, changing customer needs and preferences and the entrance of non-traditional competitors.

F.2.4.1 Competitors' landscape

The Group is exposed to significant competition in the various markets in which it operates. Given the diversity of the Group's product and services portfolio, the Group's primary competitors vary depending on business line and product or service type.

With respect to its innovative digital and *e-Consumer & Mobility* services offered through its Mobility & e-Transactional Services global business line, the Group competes with a particularly broad spectrum of strong market participants that extends beyond its typical payment industry competitors, ranging from traditional information technology companies to specialist players and innovative startups. The Group also faces particularly intense competition in its Merchant Terminals business from actors who maintain a dominant position within the merchant Terminals market. The Group also faces heightened competition in its online and mobile payments businesses, as a wide range of payment platforms offered by an increasing range of players, including banks and telecommunication companies, co-exist in the various markets in which the Group operates.

The electronic payment industry is also facing new competition emerging from non-traditional competitors, such as GAFAs or Fintechs, which offer alternative peer-to-peer and "closed loop" payment methods that generally bypass the traditional interchange-based payment processing systems on which much of the industry's current business model is largely based. Moreover, these non-traditional competitors have considerable financial resources and robust networks and are highly regarded by consumers. Although many of the Group's services are designed to accommodate these new payment methods, the Group's role in processing these payments is less extensive and may be less profitable than its role in traditional card processing.

If the Group is unable to effectively respond and adapt to competition, demand for its services may materially decrease, which could have an adverse effect on its business, financial condition, results of operations or prospects. Moreover, given the level of competition the Group contends with across the markets in which it operates, the Group faces significant price pressure on its products and services, which could also materially and adversely affect its business, financial condition, results of operations or prospects.

F.2.4.2 Expansion to new markets

One of the core elements of the Group's strategy is to expand the geographic footprint for its services including by expanding services that have experienced success in one or more of the Group's markets to other markets served by the Group.

This strategy involves a number of significant risks including: the regulatory frameworks or consumer preferences in the new markets entered may make the Group's products less attractive, potential less favorable payment terms and increased difficulty in collecting accounts receivable and developing payment histories that support collectability of accounts receivable and revenue recognition, obstacles to its use of, and access to, property and data centers important for its operations, especially in emerging countries.

There can be no assurances that these markets will develop as expected or that the Group will fully recover the investments it has made to develop such products and services.

Similarly, there can be no assurances that the Group's efforts to expand its services into new markets will be successful, particularly in light of the competition it faces from incumbent providers of such services in these new countries. If the Group is not able to successfully expand its existing service to new markets, the Group's growth strategy may not be successful, which, in turn could have a material adverse effect on its business, financial condition, results of operation or prospects.

F.2.4.3 Innovative portfolio [extra-financial risks – business challenges]

The global payment and digital services industry in which the Group competes is subject to rapid and significant technological change, new product and service introductions, evolving industry standards, changing customer needs and preferences and the entrance of non-traditional competitors. In order to remain competitive, the Group must anticipate and respond to the fast-changing market environment, which requires significant investment in, and time spent on, research and development. The Group must also optimize its technological infrastructure, including its payment processing and other IT platforms to best position it to profit from market growth and new services.

While the Group expects innovative solutions developed to address the ongoing digital transformation of retailers and other businesses to comprise an important and increasing component of the Group's services portfolio going forward, the Group may fail to keep pace with these changes or to continue to develop and introduce attractive and innovative services. Any delay in offering new services, failure to differentiate the Group's services or to accurately predict and address market demand could render the Group's services less desirable to its clients or even obsolete, which, in turn, could have a material adverse effect on the Group's business, financial condition or results of operations.

Moreover, the projects that the Group undertakes to enhance its technological infrastructure in response to evolving market trends require significant investment and no assurance can be given that the trends, products or services such enhancements are designed to address will develop as expected or whether such efforts will be successful. If the Group invests significantly in research and development efforts targeting new services and solutions for which a market does not develop as anticipated or at all, it could have difficulty recovering the costs it has incurred in developing these new services and solutions and, to the extent that such investments have been capitalized, incur significant write-offs.

F.2.5 Other risks

F.2.5.1 Merger & Acquisition risk

As part of its growth strategy, the Group actively explores acquisition opportunities and alliance relationships with other businesses that will allow the Group to increase its market penetration, technological capabilities, product offerings and distribution capabilities. The Group's strategy of expanding through acquisitions exposes it to a number of risks associated with valuation and undisclosed liabilities (negotiating a fair price for the business based on inherently limited diligence) and integration of businesses (managing the complex process of integrating the acquired company's workforce, products, technology and other assets so as to realize the projected value of the acquired company and the synergies projected to be realized in connection with the acquisition.

The process of integrating operations could also cause an interruption of, or loss of momentum in, the activities of one or more of the Group's consolidated businesses and the possible loss of key personnel. The diversion of the management's attention and any delays with the delivery of the Group's services or difficulties encountered in connection with acquisitions and the integration of the two companies' operations could have an adverse effect on the Group's business, results of operations, financial condition or prospects.

In addition, as of December 31, 2018, € 3,013 million of goodwill was recorded on the Group's balance sheet. Goodwill represents the excess of the amounts the Group paid to acquire subsidiaries and other businesses over the fair value of their net assets at the date of acquisition. Goodwill has been allocated at the level of the Group operating segments set forth in the Appendices to the consolidated financial statements. Goodwill is tested for impairment at least annually, or more frequently when changes in the circumstances indicate that the carrying amount may not be recoverable.

The recoverable amounts of the Cash Generating Units are determined on the basis of value in use calculations, which depend on certain key assumptions, including assumptions regarding growth rates, discount rates, and weighted average costs of capital during the period. If management's estimates change, the estimate of the recoverable amount of goodwill could fall significantly and result in impairment. While impairment does not affect reported cash flows, the decrease of the estimated recoverable amount and the related non-cash charge in the income statement could have a material adverse effect on the Group's results of operations. Although no goodwill impairments were recorded in 2017 or 2018, no assurance can be given as to the absence of significant impairment charges in the future (see Note 2.5.1. to the consolidated financial statements).

Specifically, in the context of the acquisition of SIX Payment Services on November 30, 2018, the Group agreed to pay to SIX Group in 2020 an additional cash payment of up to CHF 166 million (corresponding to approximately € 139 million based on the spot CHF/EUR conversion rate of 1.19434 of May 11, 2018) in the event of an insufficient increase or downward fluctuations of Worldline shares market price or of the volume weighted average price of Worldline shares during the 20 trading days period ending on March 31, 2020 (inclusive). The payment of such contingent additional consideration may have a negative impact on the Group's financial position.

F.2.5.2 Regulatory and Legal risks [extra-financial risks – Ethics & value chain challenge]

F.2.5.2.1 Change in laws and regulations

The Group is subject to a wide array of stringent regulations, particularly in the following fields: competition law, payment regulations, corruption, controls on exports of dual-use goods, data protection, labor laws, human rights, international sanctions, money laundering and terrorist financing, fraud, harassment and discrimination and, to a lesser extent, tariffs and trade barriers, restrictions on the repatriation of funds.

Failure to comply with laws, rules and regulations or standards to which the Group is subject in different countries it is operating in, Europe and internationally, in particular the regulations applicable to payment institutions and systemic processors, which are considered critical to the local economy, may result, among other things, in the suspension or revocation of a license or registration, forced replacement of existing management, the limitation, suspension or termination of service, and the imposition of fines, sanctions or other penalties, any of which could have a material adverse effect on the Group's business, financial condition or results of operations, as well as damage the Group's reputation.

Regulation of the payments industry has increased significantly in recent years and continues to increase. For instance, the growing enthusiasm for Internet, mobile and IP-based communication networks have led to new laws and regulations regarding confidentiality, data protection, pricing, content and quality of products and services. Similarly, the Payment Services Directive Revised (the "PSD2") has entered into force on January 13, 2018 and enlarges the scope of the existing regulation and set forth extra regulatory requirements such as additional regulatory filing as to ensure keeping the payment institution licenses, the obligation to register agents with supervisory authorities and to establish local contact points towards regulators in countries where licenses are passported *via* group companies or *via* agents, additional reporting (*e.g.* fraud, incidents, etc.). In addition, the Group must adapt the solutions in accordance with the Regulatory and technical Standards that will come into force on September 13, 2019.

In order to comply with regulations applicable to its business, and in particular to the activities of payment institutions and subcontractors of credit institutions, the Group is required to adhere to a broad number of requirements in the countries in which it operates, especially as pertains to its IT infrastructure, internal controls and reporting rules. Compliance with these evolving standards, and the corresponding costs could have a material adverse effect on the Group's financial condition or results of operations. In particular, the Group could be subject to audits by the Belgian regulatory authority (the Banque Nationale de Belgique), the Dutch regulatory authority (the DNB – De Nederlandse Bank), the Swedish regulatory authority (Finansinspektionen) and the Luxembourg regulatory authority (the Commission de Surveillance du Secteur Financier - CSSF) in respect of the effectiveness of its internal controls and audit systems and risk management. In the event that such audit reveals that the Group is not in compliance with the relevant regulatory requirements, the Group's efforts to remedy such instances of non-compliance could have a material adverse effect on the Group's financial condition and results of operations.

Due to its core business, the Group can be positioned both as data processor (i.e. the party who processes personal data on behalf of the controller based on documented instructions from the controller) and as data controller when handling personal data of its employees and business contacts. European Regulation 2016/679 of April 27, 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data (the "General Data Protection Regulation" or "GDPR") and European Regulation on the protection of personal data in electronic communications (e-Privacy), expected to come into force within end of 2019, enlarge the scope of existing regulations by attributing additional rights to data subjects and imposing stringent compliance requirements. The compliance with GDPR, e-Privacy and free flow regulation for non-personal data may have material adverse effects both direct and indirect on the way the Group operates or the costs to operate the Group's business and is one of the focus areas of the Group management.

F.2.5.2.2 Card scheme registration

In order to provide its Visa, Mastercard and other payment schemes transaction processing services, the Group must be a member (commercial acquirer), and be registered as a processor, of Visa, Mastercard and other payment schemes in the territories where the Group provides such services. If the Group is unable to maintain its membership as a commercial acquirer or registration as processor of such payment schemes, which may be due to none-compliance with the payment schemes' rules or guidelines (including major security or fraud incidents) resulting in the suspension or cancellation of the Group's registration, the Group may no longer be able to provide acquiring or processing services to the affected customers, which would have a material effect on the Group's business, financial condition or results of operations.

F.2.5.2.3 Card Scheme Regulations and Fees and Interchange fees

Interchange fees correspond to the processing fees charged by the card issuers to the acquirers. Such fees have been limited to 0.2% of the transaction value for consumer debit cards and at 0.3% for consumer credit cards by European Regulation Nr.2015/735 of April 29, 2015 on interchange fees for card-based payment transactions that came into effect on December 9, 2015.

Card Scheme Regulations and Fees correspond to the fee that the Group pays to be registered with Visa and Mastercard and other card networks as members or service providers for member institutions. Visa, Mastercard, and other card networks, set the rules and standards that must be complied with. The relationship with these card networks, the termination of member registration or status as a certified service provider, or any changes in network rules or standards, including interpretation and implementation of the rules or standards, that increase the cost of doing business or limit the Group's ability to provide transaction processing services to or through its merchants or partners, could adversely affect its business, financial condition or results of operations. As such, the Group and its merchants are subject to card network rules that could subject it or its merchants to a variety of fines or penalties that may be levied by card networks for certain acts or omissions.

In addition, from time to time, card networks, including Visa and Mastercard, increase the fees that they charge to their members and their processors. With respect to increased costs charged by the schemes (*e.g.* increased network & processing fees…), the Group could be led to attempt to pass all or part of these increases along to its merchants, which could result in the loss of some of such clients to competitors if those latter competitors pursue a different strategy. If the Group was to absorb all or a portion of such fees, it could lead to an increase in the operating costs and reduce the earnings of the Group.

F.2.5.2.4 Tax laws

As an international group doing business in many countries, the Group is subject to multiple tax laws and must, accordingly, ensure that its global operations at once comply with the various regulatory requirements while all the while achieving their commercial, financial and tax objectives.

Because tax laws and regulations in effect in the various countries where the Group does business do not always provide clear or definitive guidelines, the Group's structure (including the Reorganization Transactions - as this term is defined in Section E.8.1.), the conduct of its business and the relevant tax regime are based on the Group's interpretation of applicable tax laws and regulations. More generally, any violation of tax laws and regulations in the countries where the Group or its subsidiaries are located or do business could lead to tax assessments or the payment of late fees, interest, fines and penalties. This could have a negative impact on the Group's effective tax rate, cash flow or results of operations.

Furthermore, the Group records deferred tax assets on its balance sheet to account for future tax savings resulting from differences between the tax values and accounting values of its assets and liabilities or tax loss carry forwards of its entities. The effective use of these assets in future years depends on tax laws and regulations, the outcome of current or future audits and litigation and the expected future results of operations of the entities in question.

Furthermore, changes in accounting policies can significantly affect how the Group calculates expenses and earnings.

F.2.5.3 Clients – [extra-financial risks – business challenge]

The Group's overall revenue is spread among a relatively large number of customers, although one customer represents more than 5.8% of the Group's total revenue in 2018. Within certain of the Group's global business lines, business divisions and key geographic areas in which the Group operates, a significant percentage of revenue is nevertheless attributable to a limited number of customers. For example, in Financial Services, the Group's five largest customers, accounted for 39% of total revenue for that global business line in 2018, while in Mobility & e-Transactional Services, the Group's five largest customers accounted for 27% of total revenue for that global business line in 2018. In France, the five largest customers accounted for 32% of total revenue in 2018. Given these concentrations, the loss of a customer could have a significant impact on the Group's business, particularly if the Group loses key customers for its smaller or newer business lines. .

The Group's client contracts typically vary in length from three to five years, while certain of its contracts with public sector clients in Latin America have terms of up to 10 years. At the end of a contract's term, the Group's clients have a choice to either renegotiate their contract with the Group, increase or decrease its scope, seek out the Group's competitors to provide the same or similar services or cease outsourcing the relevant activity. Failure to renew client contracts could negatively impact the Group's business. In addition, customers may seek price reductions from the Group when seeking to renew or extend contracts, or when the clients' business experiences significant volume changes. Further, certain clients may seek to lower prices previously agreed with the Group due to pricing competition or other economic needs or pressures being experienced by the customer. If the Group is unsuccessful in retaining high renewal rates and contract terms that are favorable to it, the Group's business, results of operations or financial condition may be adversely affected.

In addition, there have been a number of mergers and consolidations in the banking and Financial Services industry in recent years. Mergers and consolidations of financial institutions reduce the number of the Group's clients and potential clients, which could adversely affect its revenue or lead to the non-renewal of existing contracts.

F.2.5.4 Suppliers [extra-financial risks – Ethics and value chain challenges]

The Group utilizes a limited number of third party suppliers and service providers to supply certain of the IT hardware, software and other components, including chips, used in the development and operation of the Group's services and products. The Group relies upon these suppliers and on rare occasions a single supplier, to produce and deliver products on a timely basis and at an acceptable cost or to otherwise meet the Group's product demands. Additionally, the Group depends upon various financial institutions for clearing services in connection with its commercial acquiring business (namely, the transmission and processing of authorization requests and processing of clearing and settlement instructions).

As a consequence, there is always the possibility of failure of those suppliers' businesses and/or products and/or services, the difficulty finding alternative suppliers, or the inability to renew agreements on acceptable terms, which may have an impact on operations.

F.2.5.5 Intellectual Property

The Group's intellectual property may be challenged or infringed, and the Group may be subject to infringement claims, cross license agreement requests or license requirements under open source especially in areas such as China, India and Latin America.

While the Group strives to ensure that its intellectual property is sufficient to permit it to conduct its business independently, others, including the Group's competitors, may develop similar technology, duplicate the Group's services or design around the Group's intellectual property. In such cases the Group could not assert its intellectual property rights against such parties or the Group may have to obtain licenses from these third parties (including in the context of cross license agreements, pursuant to which the Group would also grant a license under its intellectual property). The Group may have to litigate to enforce or determine the scope and enforceability of its intellectual property rights, trade secrets and know-how, which is expensive, could cause a diversion of resources and may not prove successful. The loss of intellectual property protection or the inability to obtain third party intellectual property could harm the Group's business and ability to operate freely.

F.2.5.6 Commercial acquiring business – chargeback risk

In the event of a dispute between a cardholder and a merchant that is not resolved in favor of the merchant, the transaction is normally "charged back" to the merchant and the purchase price is credited or otherwise refunded to the cardholder. In the context of the Group's commercial acquiring business, if the Group is unable to collect such amounts from the merchant's account or reserve account (if applicable), or if the merchant refuses or is unable, due to closure, bankruptcy or any other reason, to reimburse the Group for a chargeback, the Group bears the loss for the amount of the refund paid to the cardholder. Additionally, the Group has potential liability for fraudulent electronic payment transactions or credits initiated by merchants or others. Any increase in chargebacks not paid by the Group's merchants could have a material adverse effect on the Group's business, financial condition, results of operations or prospects.

F.2.5.7 Macro-economic changes and country risks

The Merchant Services, electronic payments, payment processing, and digital services industries are influenced by the overall level of individual consumer, business, and government spending, and, with a significant retail and government client base, the Group's business is particularly dependent on these factors. The Group is exposed to general economic conditions that affect consumer confidence, consumer and government spending, consumer discretionary income or changes in consumer purchasing habits. A renewed deterioration in macro-economic conditions in key countries where the Group operates, particularly in Europe, may adversely affect the Group's financial performance by reducing the number or average size of transactions made using card and electronic payments. Moreover, during economic downturns, existing and prospective clients may be more reluctant to renew their IT hardware and software. Possible governmental austerity measures or changes in government policies may be imposed and could prompt decreases in government spending, which, given that a significant portion of the Group's revenue is derived from government clients (in France and the United Kingdom, in particular), could have a material adverse effect on the Group's business, results of operations and financial condition.

In the event of a closure of a merchant due to adverse economic conditions, the Group is unlikely to receive its fees for any transactions processed by that merchant in its final months of operation, which would negatively impact the Group's business, financial condition or results of operations. The Group's merchant clients and the other participants in the electronic payment system, including payment service providers, are liable for any fines or penalties that may be assessed by the card payment networks. Card payment network standards could require the Group to compensate consumers for services and products purchased but not provided following a merchant's bankruptcy. In the event that the Group is not able to collect such amounts from payment service providers and other agents, due to fraud, breach of contract, insolvency, bankruptcy or any other reason, the Group may find itself liable for any such charges.

The Worldline Group is limitedly exposed to the Brexit situation as for the year 2018, the Group has 5.7% of its sales in the United-Kingdom, mostly from recurring contracts. The business in the UK is composed primarily of local delivery around a core of local solutions.

As a potential No Deal Brexit would impact relationships between UK-based entities and entities based in the remaining EU states (e.g. PIN entry devices with Worldline SA/NV, passported services for several EU based Worldline entities, transfer of data) mitigation actions are on-going.

The Group's exposure to GBP fluctuation is limited, as revenue in GBP have corresponding costs in GBP and Indian Rupee. Though the exposure of GBP/Euro fluctuations is limited, it is increasing through enlarged cooperation between UK-based entities and entities based in the remaining EU states.

F.2.5.8 Organizational structure risk

As at the date of this Registration Document, Atos SE is the Group's majority shareholder and retains control of it. It may itself control decisions submitted for the approval of shareholders at Combined Annual General Meetings and, in particular, if quorum requirements are not met at Extraordinary Shareholders' Meetings. Atos SE will be able to control decisions that are important for the Group, such as those concerning the nomination of Directors, the approval of annual financial statements, the distribution of dividends and changes to the Company's capital and bylaws. Atos SE will, therefore, be able to exercise significant influence over the Group's operations and nomination of members of management as well as the Group's dividend policy.

The Group maintains many relationships with and is dependent to a certain extent on its principal shareholder, Atos SE. These include:

(i) Operational services such as internal information services, subcontracting services in connection with projects, global communication and telecommunication services, sales and global marketing strategy services, and purchasing services; and

(ii) Support functions such as management, mergers and acquisitions, finance, legal and compliance, internal audit, accounting, human resources, insurance and innovation. Therefore, to the extent that these functions remain with the Atos group, the Group is dependent on the Atos group for the provision of these services.

The services agreements between the Group and the Atos group pursuant to which such services are provided, which are automatically renewable for successive 12-month periods, contain change of control clauses under which they terminate automatically if Atos SE ceases to hold, directly or indirectly, more than 50% of the share capital of the Company. If the Atos group were to stop providing such services and the Group were unable to replace these services, including through recruiting the necessary workforce or entering into appropriate third-party agreements on terms and conditions, including cost, comparable to those with the Atos group, it could have a material adverse effect on the Group's business, financial condition or results of operations.

The Group also benefits from its relationship with and support from the Atos group through cooperation with regard to sales and marketing, which, in particular, permits the Group to take advantage of cross-selling opportunities offered by Atos' large portfolio of clients. Any interruption of such cooperation could have a material adverse effect on the Group's business, financial condition or results of operations.

It is reminded that the Worldline's Board of Directors has been informed, on January 29, 2019, of the project of Atos group to distribute in kind around 23.4% of the share capital of Worldline SA and to maintain the industrial and commercial partnership under an Atos-Worldline Alliance, which would also combine innovation in digital and payment services as well as talent pools and networks. Atos and Worldline groups have dedicated a team to shape the specifics of such alliance and, more generally, the future relationships between the two groups.

Besides, SIX Group AG directly holds 26,88 % of the share capital and 17,88 % of the voting rights of Worldline, which makes it the second largest shareholder after Atos SE (it being specified that, within two years of holding its shares in registered form and in accordance with the Worldline SA by-laws, SIX Group AG will be eligible to double voting rights). Depending on shareholder attendance at any given Shareholders' Meeting of Worldline, SIX Group AG's stake and the rights it is entitled to allow it to exercise significant influence on decisions that are submitted for shareholder votes, particularly so with respect to extraordinary decisions requiring a two third-majority of the votes of the shareholders present or represented such as those relating to the modification of the by-laws and share capital increases. In consideration of the above, SIX Group AG's stake may possibly have the effect of delaying, deferring or preventing a future change in the control of Worldline and may discourage future takeover bids for Worldline shares, unless undertaken with SIX Group AG's support.

The Group has contractual relationships with SIX Group AG and its affiliates. A description of those agreements is set forth in Section E.8. "Related Party Transactions". Certain of these agreements being material to the Group, it could potentially be in a position whereby services which are important for the conduct of its business are provided by or to SIX Group AG or its affiliates. Certain of these agreements (such as, for instance, the LTIA and the SBSA) have long-term durations, making it difficult to fully anticipate their proper performance over time and their impact on the Group's business and operations. Certain agreements (such as, for instance, the SBSA) may be closely linked with the fact that Worldline SA is controlled by Atos SE and could thus be terminated in the event of a change of a control of Worldline SA. Similarly, if the relations between the Group and SIX Group AG were to deteriorate, if SIX Group AG or its affiliates decides in the future to terminate or not to renew such agreements or if Atos SE ceases to control Worldline SA or certain of its affiliates or more generally if the obligations under such agreements are not performed as anticipated, it could potentially lead to the termination of a significant portion of the services provided to the Group or provided thereby to SIX Group AG or its affiliates and thus have an adverse impact on the Group's business, results of operations, or financial position which are dependent thereon, as well as to additional remedial costs (including replacement costs).

F.2.5.9 Financial risks

F.2.5.9.1 Exchange Rate Risk

The bulk of the Group's revenue, expenses and obligations are denominated in euro. In 2018, 79.7% of the Group's revenue was generated in euro-zone countries whereas 20.3% was generated in non-euro zone countries, including 5.7% in pounds sterling. Since the Group's financial statements are denominated in euros, its revenue is affected by the relative value of the euro versus the currency of the non-euro zone countries in which it generates revenue (currency translation exposure). In terms of currency transaction exposure (i.e., a mismatch between the currencies in which revenue is generated and costs are incurred), the Group considers it exposure to be limited as its costs in the euro zone are generally incurred in euros and its revenue is generated in euros and in non-eurozone countries it generally makes its sales and incurs the majority of its operating expenses in the local currency.

The intercompany reinvoicing of Central costs are labeled in Euros. The variation of the balances linked to exchange rate fluctuations are booked in financial statements of each subsidiary and may impact positively or negatively the financial result of the Group.

Since the acquisition of SIX Payment Services on November 30, 2018, the Group has a 1.7% portion of its revenue generated in Swiss francs. This proportion will become significant in 2019. The results and financial ratios of the Group could be subject to euro/Swiss franc exchange rate fluctuations. A negative variation of such exchange rate could have an adverse impact on the results or the financial ratios for the Group, despite the implementation of hedging strategies.

F.2.5.9.2 Interest Rate risk

All of the Group's borrowings, the vast majority of which are with Atos as lender, and deposits bear interest at floating interest rates mainly based on Euribor or EONIA plus or minus a margin. The Group considers that its exposure to interest rate fluctuations is not material in light of its relatively low level of indebtedness (€ 35 million) and of its net cash position of €309.1 million as of December 31, 2018.

On December 20, 2018, Worldline SA (as Borrower) signed a five-year Revolving Credit Facility (the 'Facility') for an amount of EUR 600 million, maturing in December 2023 with an option for Worldline to request the extension of the Facility maturity date until December 2025.

Under the terms of the agreement, the Facility includes one financial covenant, which is the consolidated leverage ratio (net debt divided by Operating Margin before Depreciation and Amortization) that may not be greater than 2.5 times.

The Facility has been arranged by a syndicate of 13 international banks. The Facility will be available for general corporate purposes and is replacing the existing €300 million facility signed with the Atos group

F.2.5.9.3 Liquidity risk

Nearly all of the Group's borrowings and cash consist of financing and cash deposits with maturities of less than two years provided by Atos through intercompany loans, current accounts and other financial instruments. As such, the Group currently benefits from the financial support of Atos for its liquidity requirements. For more information about the Group's financial liabilities, [see Note 23 of the consolidated financial statements.]

Until December 20, 2018, the Group benefitted from a € 300 million revolving credit facility granted by Bull International, maturing on June 26, 2019. Since this date, it benefits from a € 600 million revolving credit facility maturing in December 2023, with an option for Worldline to request the extension of the maturity date until December 2025.

F.2.5.9.4 Credit and/or counterparty risk

Credit and/or counterparty risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group believes that it has limited exposure to concentrations of credit risk due to its large and diverse customer base. The Group's greatest credit risk position is borne with respect to its financial institution customers.

The Group is also exposed to some credit risk in connection with its Commercial Acquiring. For each transaction, the Group provides a performance guarantee to the merchant in respect the cardholder's payment. Therefore, the Group is exposed to a credit risk in the event of non-payment by the cardholder. Additionally, the Group offers a guarantee of "service rendered" to the cardholder. Accordingly, in the event a merchant goes bankrupt (or ceases to operate) before delivering the product or rendering the service purchased by a cardholder, the cardholder can require the Group to reimburse it for the amount of the transaction. This credit risk exposure is especially significant where services are purchased through e-Commerce well in advance of the time that they are actually rendered (*e.g.*, ticket purchases through travel agencies).

F.2.5.10 Risk on shares

The risk on shares is limited to treasury shares.

F.2.5.11 Environmental risks [extra-Financial risks – Environment challenges]

The Group main global external environmental risks relate to climate change (adaptation, energy and carbon) and to circular economy. More details on environmental risks are contained in Section D.5 "Reducing our environmental footprint through eco-efficient operations".

F.3 Mitigation measures

F.3.1 Cyber-attack, security of systems and data protection [extra-financial risks – business challenges – for detailed programs refer to D.2.2.1 "Ensure security with a robust and proven IT system" and D.2.2.2 "Data protection and Customer Privacy"]

The Group security organization has defined, together with the Atos group, a set of Global Security and Safety policies, standards and guidelines and measures to address the security (internal & customers' systems) and cyber-attack risks. Those measures are further detailed in Section F.1.2.5 "Specific risk management activities", paragraph "Group Security risk management".

In this juncture, an internal Group program covering the whole organization has been developed. Respective priorities have been defined to ensure that main business areas have been addressed by that time and adequate action plans have been designed.

Regarding data protection, the existing Atos Data Protection Community organization composed of Data Protection Legal Experts and Data protection Officers, set Atos group policies applicable for all companies of the group including Worldline. Binding Corporate Rules are used as a legal framework for international transfer of data and to increase the level of personal data protection globally, practical internal processes and tools such as Data Protection standard clauses, Privacy Impact Assessment questionnaires and trainings are deployed.

F.3.2 People [extra-financial risks – People challenges – for detailed programs refer to D.3 "Being a responsible employer"]

TRUST 2020: The Group has rolled out a comprehensive strategy and various actions to address different human capital challenges:

- To be an attractive Great Place to Work® company, the Group has deployed a strong policy to attract and retain Group's talents by improving the recruitment strategy and the sense of belonging. The Group updates its Wellbeing@Worldline program that is structured around top-down and bottom-up actions. Top-down actions consist in the recruitment and the integration of digital talents (Integration@Worldline). Bottom-up actions aim to ensure a greater sense of belonging and commitment among employees, with a focus on WorkingConditions@Worldline and Recognition@Worldline ;
- The Group has implemented structured and efficient integration of new employees through several measures such as the individual development plan. The Group encourages professional mobility and internal promotion as key priorities to allow each employee to evolve, learn and develop their own professional career path, through diverse programs and trainings. (Growing@Worldline and Learning@Worldline) ;
- The Group has put in place a recognized expert network with top notch technological skills, developing an innovative mindset and facilitating knowledge-sharing across the Group.

Talent strategy: To attract and recruit the best talents from various backgrounds, mainly in information technologies, but also expert profiles in big data or cyber-security for instance, the Group has made extensive efforts to reinforce its employer brand and to develop close relations with the leading engineering and business schools and universities (Worldline Campus Program).

The Group has focused its talent acquisition strategy on a three-dimensional action plan:

- Being recognized as a first choice employer;
- Attracting top-notch talents through the employer brand [GRI 103-2 Employment] ;
- Welcoming and onboarding new joiners.

F.3.3 Service delivery quality and business continuity

The Group focuses on quality and excellence through putting in place standard processes, controls, including system redundancies, security controls, application development and testing controls and gathered in major initiatives or programs.

The "Objective Zero Incidents" (OZI) initiative has been put in place to improve the quality of the services delivered to customers, targeting a drastic reduction of incident occurrence and unresolved problems that hurt customer experience in terms of reliability and robustness, and dampen much internal energy.

The Group launched "Right First Time" in order to share the experience of better connecting the Agile, DevOps and Test Automation culture at the Group. The Group is seeking to refine its preferred ways of working by promoting the best examples and highlighting key lessons learned across the Group. To improve systematically and become a fully agile organization, the Group is continuously evaluating the benefits offered by this way of conducting business and how the hurdles can be overcome.

The "Shine" (SHarp INfallible Excellence) program supports the continuous focus on sustained operational excellence.

Critical business platforms operating model improvement is put in place to ensure strong and continuous solution assurance (design and build) and continuous operational excellence (run) for platforms supporting business critical services (high volumes, multi-tenant, multi-product, cross-GBL products), driven by the business platform delivery executive.

The "deal assurance and delivery assurance" focuses on risk management in projects, monitoring the commitments and the quality of multi-entity delivery.

F.3.4 Market challenges [extra-financial risks – business challenges – for detailed programs refer to D.2.1 "Meet customer needs and expectations" and D.2 "Building customer trust with reliable, secured, innovative and sustainable solutions"]

In order to remain competitive, the Group anticipates and responds to these changes, while investing in competitive intelligence to spot market evolution and services that are expected to be a source of future growth.

The Group will continue to increase the bundling or cross selling of its offers across business lines and also increases efforts to leverage its relationship with Atos group to capture cross-selling opportunities deriving from the Atos group's broad existing customer base.

The Group is also continuously adapting its portfolio to accommodate the emerging new payment methods. Sales transformation streams are creating and extending networks between sales of various countries and organizations, which support cross fertilization and cross GBL value proposition.

F.3.5 Other risks

F.3.5.1 Merger & Acquisition risk

In the context of regular and significant acquisitions such as the acquisition of SIX Payment Services on November 30, 2018, the Group has rolled out an integration program closely monitored by general management through a weekly "Integration Committee". This program is built around dedicated streams to ensure complete and adequate integrations and aimed at improving the global efficiency. It includes notably an in-depth review of contracts at risk in all countries in order to assess properly the fair value of contracts and implement corrective actions.

F.3.5.2 Regulatory and Legal Risks [extra-financial risks – Ethics & value chain challenges – for detailed programs refer to D.4.1 "Ethical excellence within Worldline"]

The Group has created internal rules that aim to ensure compliance with national and international laws and regulations, in support of the Code of Ethics principles relating to business integrity. They are continuously reviewed to ensure adherence to laws and regulations, as well as relevance and usefulness in guiding the behaviors of its employees and key stakeholders.

F.3.5.3 Clients [extra-financial risks – business challenges – for detailed programs refer to D.2.1 "Meet customer needs and expectations"]

In order to attract new clients and decrease the concentration of clients in some geographic areas and business lines the Group is exploiting the market evolution and promotes the diversity of its portfolio. The Group also increases efforts to leverage its relationship with Atos Group having a broader range of clients.

F.3.5.4 Suppliers [extra-financial risks – Ethics & value chain challenges – for detailed programs refer to D.4.2 "Ethics in the supply chain"]

Risks associated to vendors are jointly managed by the Procurement department and the Business Lines. The Procurement function is responsible for managing the cost base and for managing the commercial relationship with the vendors including their identification and selection, input into customer bids, contract negotiation and signature, cost savings actions and innovation ideas. The Business Lines are responsible for defining the specification of goods and/or services required and for managing the operational delivery to the right quality, cost and delivery indices.

To mitigate risks, the procurement process integrates the quality, cost, delivery, innovation, management and sustainability criteria. To assist in this risk mitigation, the Group receives regular assessments of its suppliers on corporate social responsibility risks from EcoVadis.

F.3.5.5 Intellectual Property

The Group relies on a combination of contractual rights and copyright, trademark, patent and trade secret laws to establish and protect the Group's proprietary technology. Third parties may challenge, invalidate, circumvent, infringe or misappropriate the Group's intellectual property.

In order to mitigate the intellectual property risk, the Group develops the Atos group's strategy by means of specific governance described in the "IP policy" and is providing dedicated resources which are entrusted with the implementation of appropriate policies and processes, and a strong worldwide patent applications filings campaign. This governance is headed by an intellectual property Steering Committee which convenes on a quarterly basis and gathers top management representatives and internal stakeholders and ramifies deeply into operations.

F.3.5.6 Commercial acquiring business – chargeback risk

In order to mitigate this risk, the Group has put in place policies to manage merchant-related credit risk by establishing reserve accounts, requesting collateral and setting caps for monthly processing insurance coverage are also in place (further details in Section F.1.3 "Insurance" of the Registration Document) to protect against such losses.

F.3.5.7 Macro-economic changes and country risks

To mitigate the risks related to macro-economic changes and country instability, the Group enlarges its worldwide presence, however, as some countries are more exposed than others to political or economic risks, the Group is focusing on "stable" and non-sanctioned countries.

A country compliance process is in place in order to secure operations in identified risked zones. A compliance dashboard is periodically updated for each country by the Legal & Compliance department with the support of Risk, Finance, Insurance and Security departments to monitor the specific risks of each country regarding regulations and compliance matters.

The Group makes also a periodic Strategic Operational Review of its activities in order to fully revisit all options in respect of portions of the business which would not have the critical size on their market, as well as activities considered as being non-core business.

F.3.5.8 Organizational structure risk

Please refer to Section G.5.6.8 "Control Structure".

F.3.5.9 Financial risks

The Group proceeds to a specific review of its financial risks. The Group maintains a policy for managing its foreign exchange position if and to the extent it enters into commercial or financial transactions denominated in currencies that differ from the relevant local currencies. Pursuant to this policy, any material foreign exchange rate exposure must be hedged as soon as it occurs using various financial instruments, including, principally, forward contracts and foreign currency swaps. As of December 31, 2018, the Group did not have any material foreign exchange rate exposure and did not have any such hedging instruments in place.

In addition, the Group manages the credit risk by consistently selecting leading financial institutions as clients and by using several banking partners. Regarding credit risk in connection with its Commercial Acquiring, the Group monitors these risks by selecting financially sound clients, requesting guarantees (collateral build up, delegation of insurance, etc.) and checking daily transaction flows to avoid excessive exposure to these risks.

F.3.5.10 Environmental risks [extra-financial risks – Environmental challenges – refer to section D.5.2 "Concrete actions to reduce our environmental footprint" for detailed programs]

Energy, carbon and electronic waste are the main environmental challenges for the Group. The Company is therefore conducting specific assessments and actions, in these areas of concern according to place of consumption and impact (offices, data centers, and terminals, travels) in order to reduce its environmental footprint. Please refer to section D.5.2 for details.

Regarding circular economy, Worldline SA/NV adopts an exemplary approach for electrical and electronic equipment regarding the production of its terminals all along the value process creation (collected, disassembled and recycled by certified companies). Please refer to Section D.5.2.4.2 "Circular economy applied to the terminal lifecycle" for further details.

F.4 Legal Proceedings

The Group is involved in legal, administrative and regulatory proceedings in the ordinary course of business. The Group records a provision in cases that it considers likely to result in financial loss to the Company or one of its subsidiaries, where the amount of such loss can reasonably be estimated.

The low level of claims and litigation is attributable in part to self-insurance incentives and the vigorous promotion of the quality of the services performed by the Group and the intervention of a fully dedicated Risk Management department, which effectively monitors contract management from offering through delivery and provides early warnings on potential issues. All potential and active significant claims and disputes are carefully monitored, reported and managed in an appropriate manner and are subject to legal reviews by the Group Legal department.

Group management considers that sufficient provisions have been made.

F.4.1 Labor claims

There are approximately 11,500 employees in the Group and relatively few labor claims. In almost every jurisdiction there are no or very few claims.

The Group is a respondent in very few labor claims and in the Group's opinion most of these claims have little or no merit and are provisioned appropriately.

The labor claims have been provisioned for an overall amount of € 0.3 million as inscribed in the consolidated financial statements as at December 31, 2018.

F.4.2 Commercial claims

There are a small number of commercial claims across the Group. Litigations are handled by the Group Legal department.

The Group is also facing a small number of IP or unfair practice cases which are, in the Group's opinion, of a speculative nature in which the claims are inflated and not founded.

The total amount of the provisions for commercial litigation risks in the consolidated accounts closed as of December 31, 2018, to cover for the identified commercial claims and litigations, added up to € 0.8 million.

F.4.3 Tax claims

The Group is involved in a number of routine tax claims, audits and litigations. Such claims are usually solved through administrative non-contentious proceedings. These claims have no material effect on the financial condition or results the Company or the Group and are provisioned appropriately.

No provisions have been accounted for tax litigation as on December 31, 2018.

F.4.4 Other legal proceedings

Argentina Investigations

The Group offers contactless "smart card" fare collection schemes for multi-modal transit platforms that, among other things, allow passengers to use travel cards, payment cards and mobile wallets to "touch in" and "touch out" at the start and finish of their journeys and automatically calculate and process fare prices. The Group currently operates several contactless smartcard schemes for municipal transportation networks in Argentina through its subsidiary Atos IT Solutions and Services SA ("Worldline Argentina"), including for the cities of Cordoba, Mendoza, Salta, Tucuman and La Rioja, as well as for the SUBE system in Buenos Aires. This business was originally started and conducted by Siemens and was included in the businesses acquired by Atos in mid-2011.

In respect of some of the fare collection schemes that Worldline Argentina operates, customers purchase or recharge cards with cash, which is then collected from the various points of sale and deposited in accounts of the municipalities with which Worldline Argentina has contracted to operate the schemes. Worldline Argentina outsources the cash collection and transportation function to subcontractors. Between mid-2011 and September 2012, Worldline Argentina subcontracted such services with respect to its fare collection scheme in Cordoba (the "Red Bus" scheme) to a local association of companies, UTE Ribelux Cordubensis, which included CBI Cordubensis SA ("CBI"). In September 2012, Worldline Argentina replaced CBI with another subcontractor, Logistica y Distribucion Cuyo Card SA ("LyD"), due to dissatisfaction with CBI's service and in particular the inclusion in the funds flow of third party cheques in lieu of cash collected.

In late 2013, the Group's management became aware of potential irregularities in connection with the Red Bus scheme upon receipt of anonymous e-mails, apparently from an internal source, which contained allegations about suspicious and possibly illicit behavior on the part of LyD. The Group promptly commenced an internal investigation into the allegations. In early 2014, the Group's internal investigation was expanded following the emergence of reports in the Argentine press relaying further allegations of irregularities and possible illegal activities, including money laundering and corruption, in the functioning of the Red Bus scheme.

On March 28, 2014, Worldline Argentina received a request from the Office of the Prosecutor for Economic Crime and Money Laundering (PROCELAC) of the Argentine National Public Prosecutor's Office to provide specified information and documentation relating to the Red Bus scheme. Worldline Argentina promptly provided the information requested. PROCELAC has since then opened a case file to investigate further the possible involvement of various parties in acts of "criminal association" (asociación ilícita) and tax evasion.

The Group's internal investigation into this matter, which has been conducted through its Internal Audit and Finance departments assisted by external advisors, has not found any proof that Worldline Argentina or any of its employees violated Argentine anti-corruption laws.

On June 30, 2017 the Chief Executive Officer and the Director of operations of Worldline Agentina were formally accused by the judge of the Tribunal of Cordoba of money laundering. On July 5, 2017, they filed an appeal against this decision and asked the Appeal Court of Cordoba to dismiss the charges. Should the Appeal Court not dismiss the charges as requested, the criminal proceeding will continue. There's no risk of involvement for the Company given the current stage of the case.

F.4.5 Miscellaneous

The Group is only involved in a small number of administrative proceedings relating to competition law inherited from the SIX Payment Services acquisition. The total amount of the associated provisions in the consolidated accounts closed as of December 31, 2018 is 8.3 million of euros.

As of the date of this Registration Document, other than the matters described above, the Group is not aware of any governmental, legal, judicial or arbitration proceedings likely to have, or which has had over the past 12 months, a material effect on the financial condition or results of operations of the Company or the Group.

F.5 Internal Control [GRI 102-16] [GRI 102-17] [GRI 102-25] [GRI 102-33] [GRI 102-34] [GRI 103-3 Social economic compliance]

The internal control system whose definition is stated in Section F.5.1 below relies on the internal control reference framework prescribed by the AMF (Autorité des Marchés Financiers).

The "general principles" section of the AMF framework has been used to describe in a structured manner the components of the internal control system – Section F.5.3 "Components of the internal control system". Specific attention has been given to the internal control system relating to accounting and financial information, in compliance with the application guide of the AMF - see Section F.5.4 "Systems related to accounting and financial information".

Internal control players are described in Section F.5.2 "Internal control system players".

F.5.1 Internal control definition and objectives

Internal control system put in place by the Company aims to ensure:

- Compliance with applicable laws and regulations;
- Application of instructions and directional guidelines settled by general management;
- Correct functioning of Company's internal processes in order to establish the operational effectiveness efficiency, the safeguarding of its assets and the reliability of financial information;
- Reliability of financial information.

One of the objectives of internal control procedures is to prevent and control risks of error and fraud. As for any internal control system, this mechanism can only provide reasonable assurance and not an absolute guarantee against these risks.

F.5.2 Internal control system players

The main bodies involved in the implementation of internal control procedures are as follows:

Board of Directors supported by Audit Committee

The Board of Directors prepares governance rules detailing the Board's role supported by its Committees. Those Committees enlighten the Board as to the quality of the internal control system. The Audit Committee, in particular, is informed of the content and the implementation of internal control procedures used to ensure the reliability and accuracy of financial information and operations and stays informed about the proper implementation of the Internal Control System.

General management, Executive Committee and Management Committees

General management is responsible for the management of the Group's business and focuses on strategic aspects to develop the Group as well as the operational management. As part of its role, general management defines the framework of the internal control system.

The Executive Committee is set up to lead the operational performance of the Group. Management Committees, at different levels, are responsible for implementing and monitoring the internal control system within their respective areas of responsibility.

Audit, Risk and Compliance (ARC) Committee

The Audit, Risks and Compliance Committee has been setup under the supervision of Group Internal Audit, in order to strengthen the local supervision of Internal Control topics. Its purpose is to share the main audit conclusions with local management, and to review action plans related to identified weaknesses or potential risks.

Operational Control

The role of Operational Control is to guide overall security, quality, compliance and operational governance in order to create and maintain strong relationships of trust with the Group's clients.

Internal Audit

Internal Audit department consists of mutualized teams between EquensWorldline team and Atos team in accordance with consistent methodology. In addition, dedicated teams are foreseen for regulated entities.

The Audit Committee receives regular reports on the execution of the audit plan, the mission objectives and the results and recommendations resulting therefrom. Internal Audit remains in contact with the statutory auditors to ensure effective coordination between internal and external audit.

In 2018, the Internal Audit department of the Atos group obtained the renewal of the French Institute for Internal Audit's IFACI certification. This accreditation attests to the quality of the Internal Audit (IA) function, the level of compliance with international standards and IA's degree of control over key challenges.

F.5.3 Components of the internal control system

F.5.3.1 Organization/control environment

The organization, competencies, internal policies (methods, procedures and practices) and systems represent the ground layer of the internal control system and the fundamental principles of the Group. The main components are presented hereafter.

Matrix organization: The Company runs a matrix organization structure that combines operational management (Regional Business Units (Geographies)/Global Business Lines) and functional management (Sales & Markets and Support Functions). This matrix structure allows a dual view on all operations and therefore enhances the control environment.

Responsibilities and powers: The following initiatives aim to frame the assignment of responsibilities:

- Delegation of Authority: In order to ensure efficient and effective management control from the country level to general management level, a formal policy sets out the authorization of officers of subsidiaries to incur legal commitments on behalf of the Group with clients, suppliers and other third parties. The delegation of authority policy approved by the Board of Directors and is being rolled-out under the supervision of the Group Legal & Compliance department;
- Segregation of Duties: the policy for segregation of duties (SOD) defines accountability for implementing and monitoring organizational and technical measures proportionate to the risks of errors or fraud. Tooling has been used to perform automatic assessments of those rules in the main systems.

Atos Rainbow™: Rainbow is a set of procedures and tools set by Atos group that provides a formal and standard approach to bid management, balancing sales opportunities and risk management for all types of opportunities. Rainbow is the means by which the Group management is involved in controlling and guiding the acquisition of the Group's contracts. Above specific thresholds Rainbow reviews are performed at general management level;

Human Resource management: The Group Human Resource management policy relies on the Global Capability Model (GCM), which is a standard for categorizing jobs by experience and expertise across the Group. A Group Policy on bonus scheme completes this system by setting incentives.

Policies and procedures: The policies and procedures contribute to an appropriate control environment. They are reassembled in the Book of Internal Policies and stored in a common standard. They include, among other, policies and procedures regarding the Code of Ethics, the Protection of Personal Data, Payments and Treasury, Security Rules, the Investment Committee and the Security Policy. The Group also implements whistleblowing policies as part of the practices put in place by the Atos group.

The Group participates in the Atos "Business process and rollout management" department, which focuses on creating an Business Process Center of Excellence (BPCOE) in coordination with business process owners and the functions related to Internal Control, Quality, security etc. The BPCOE community, supported by process analysts, is responsible for documenting existing and targeted business processes, including the supporting organization, KPIs, and internally and externally mandated compliance parameters.

Information Systems: Group Business Process and Internal IT department is in place at Group level to provide common internal IT infrastructures and applications for Atos staff worldwide. It supports functions like Finance (accounting and reporting applications), Human Resources (resourcing tool, global directory), Communication (Group website and intranet) or Project Managers (capacity planning and project management).

Security and access to these infrastructures and applications as well as their reliability and performance are managed by this department and benefit from the core expertise and resources from the Group.

F.5.3.2 Communication of relevant and reliable information

Several processes are in place to ensure that relevant and reliable information is provided within the Group.

Monthly reviews of operational performance by Global Business Line and Regional Business Units are organized under the responsibility of the Group Chief Financial Officer and in the presence of the relevant members of the Executive Committee.

A shared ERP system is deployed across the countries where the Group operates, except for entities recently acquired, enabling easier exchange of operational information. It allows cross border reporting and analysis (cross border project analysis, customer profitability, etc.) as well as business reports through different analytical axes (Business Line, geographical and market axis).

Formal information reporting lines have been defined, following the operational and the functional structures. This formal link, based on standard formats, concerns both financial and non-financial information. The Group participates to the various Committees set by the Atos group, such as for operational risks (through Risk Management Committees), treasury (with Payments and Treasury Security Committee), or financial restructuring (Equity Committee).

This information escalation is accompanied by top-down instructions, issued regularly, and especially for budgeting and financial reporting sessions.

F.5.3.3 System for risk management

Risk management refers to means deployed in the Group to identify, analyze and manage risks. Although risk management is part of a manager's day to day decision making process, specific formal initiatives have been undertaken concerning risk management, as described in Section F.1 "Risk management activities" of this document.

Risk management activities include a yearly Enterprise risk management assessment, identifying the key challenges that may impact the Company. The ERM methodology is also used to perform other risks assessment such as the Legal and Compliance Risk Mapping, the environmental risk assessment.

Operational risks on projects are managed by the risk management function (including a Group Risk Management Committee who meets monthly to review the most significant and challenging contracts). Similarly, the same process has been reproduced for R&D projects with a dedicated organization.

Risks related to logical or physical security are managed by the Security Function and coordinated at Group level.

All risk management activities include an assessment of the key risks, and a regular follow up of mitigation actions.

Control activities have also been implemented (through the Book of Internal Control), on the basis of main risks identified, as described in the following Section F.5.3.4 "Control activities".

F.5.3.4 Control activities

Key control activities of the Group are aligned with the Atos Book of Internal Control (BIC). This document, sent out to all entities complements the different procedures by addressing the key control objectives of each process to achieve a convenient level of internal control.

It covers not only the financial processes, but also the various operational processes as contract management (Opportunity to Order, Order to Cash, Product lifecycle, HR management) and Risk & Compliance activities (Security, Legal, Sustainability).

An updated version of the Book of Internal Control is released and distributed throughout the Group every year in order to take into account additional controls and some improvements in various processes. This framework will continue to evolve, according to growing maturity of processes and emerging risks.

An IT control framework (part of the BIC) has been defined, detailing control activities related to client service. This framework has been used to issue "ISAE 3402" reports for several of the Group's clients.

F.5.3.5 Monitoring

Monitoring of the internal control system is the responsibility of the different levels of management and is also supported by Internal Audit missions.

Control self-assessments (through questionnaires) and control testing are performed by the Functions and the divisions within the GBUs/Countries, and are reviewed at Group level. Action plans are initiated when deviations were reported.

Internal Audit is ensuring, through its reviews, that the internal control procedures are properly applied and supports the development of internal control procedures. Internal Audit also defined, in partnership with Group and local management, action plans for continuously improving internal control processes.

In 2018, Internal Audit carried out a total of 35 audit assignments (including investigations at the request of general management) assessing the functioning of internal control system: 9 in the domain of support functions (Finance, Human Resources, Purchasing, Sales) and 27 related to Operations/core business. All assignments have been finalized by the issuance of an audit report including action plans to be implemented by the related division or country.

Furthermore, twice a year, a full review of open recommendations is performed by Internal Audit with concerned owners and reported up to the Group Executive Committee and to the Audit Committee. In H1 2018, 89% of audit recommendations have been implemented in due time.

Internal audit also actively contributes to help the business meeting the compliance requirements to maintain the "payments institution" status for concerned entities. An annual assessment of the Group's control environment has therefore been included in the audit plan.

Audits on Service Organization Controls (SOC) have been performed by independent auditors for the main service providers who run processes on behalf of the Group, notably in the areas of payroll processing, purchases or general ledger accounting processing.

F.5.4 Systems related to accounting and financial information

The financial governance of the Group relies on a set of global financial processes, that are part of the Internal Control system of the Group and for which a specific attention is paid due to their sensitivity:

- Finance processes: general accounting, budgeting and forecasting, consolidation and reporting, treasury management, credit risk management…;
- "Expert" functions processes: taxes, insurance, pensions and the like, real estate transactions, most of them being outsourced to Atos;
- Operational processes: bidding, contract execution, financial business model.

F.5.4.1 Local and Group financial organization

The management of the Finance function is performed through two main Committees that meet on a bi-weekly basis and are chaired by the Group CFO:

- The Group Finance Committee (FICO) gathers the managers of the main functions within the Finance organization and the Finance Controllers of the Global Business Lines. This Committee deals with transversal topics critical for the Group;
- The Extended Group Finance Committee (Extended FICO) gathers in addition CFOs from the Regional Business Units ("RBU"). It deals with operational topics and RBU specific issues.

This organization is cascaded down at country level.

Direct reporting to Group Function, as for the other support functions, reinforces the integration of the financial function and contributes to the full alignment of key processes and provides an appropriate support to operational entities of the Group.

Group Finance department is in charge of piloting the financial processes, especially through the financial consolidation, the monitoring of financial compliance matters, the supply of expertise and the control of the reported financial information. It reviews accounting options, significant accounting items, as well as potential internal control weaknesses and initiates required corrective actions when needed.

F.5.4.2 Group finance policies & procedures

Group Finance has drawn up a number of Group policies and procedures to control how financial information is recorded and processed in the subsidiaries. These policies and procedures were discussed with the statutory auditors before issuance and included the following main elements:

- Financial accounting policies cover Group reporting and accounting principles, guidelines on how financial information must be prepared, with common presentation and valuation standards. They also specify the accounting principles to be followed by Atos entities in order to prepare budgets, forecasts and submit actual financial reporting required for Group consolidation purposes. Group Reporting Definitions (GRDs), internal guidelines for IFRS and accounting rules applicable in the Operations, are regularly updated;
- Training and information sessions are organized regularly in order to circulate these policies and procedures within the Group. A dedicated intranet site is accessible to all accounting staff, which facilitates the sharing of knowledge and issues raised by members of the financial community;
- Instructions and timetable: Financial reporting including budget of the entities, revised budget and annual and half-yearly financial statements by subsidiary is carried out in a standard format and within a timetable defined by specific instructions and procedures. Group Finance liaised with statutory auditors to coordinate the annual and half-year closing processes.

F.5.4.3 Information systems

Information systems play a key role in the establishment and maintenance of the internal control system related to the accounting and financial information, enabling automated preventive controls, but also monitoring and analysis capabilities.

An integrated ERP system supports the production of accounting and financial information in almost all the subsidiaries within the Group except for those recently acquired.

A unified reporting and consolidation tool is used for financial information (operational reporting and statutory figures). Each subsidiary reports its financial statements on a standalone basis in order to be consolidated at Group level. There is no intermediary consolidation level and all accounting entries linked to the consolidation remain under the direct control of Group Finance. Off balance sheet commitments are reported as part of the mainstream financial information and are reviewed by Group Finance.

F.5.4.4 Monitoring and control

In addition to the financial processes defined, monitoring and control processes aims to ensure that accounting and financial information complies with all the defined policies, rules and instructions.

The Closing File (which is closely linked with the Book of Internal Control) is updated periodically has been deployed at local level. It requires the main subsidiaries to complete a standard electronic closing file on a quarterly basis in order to formalize key internal controls performed over financial cycles and provide appropriate back up to support closing positions. Templates created by Group Finance illustrate the expected level of control for the main items.

Functional reviews are performed by Group Central Finance and Controlling on significant matters relating to financial reporting, such as tax issues, pensions, litigations, off balance sheet items or operational performance.

Operational and financial reviews: Group Central Finance and Controlling supports operations and general management in the decision-making process through monthly reviews and by establishing a strong link with country management in terms of financial analysis & monitoring, enhancing control & predictability of operations and improving the accuracy & reliability of information reported to the Group;

Representation letters: During the annual and half-year accounts preparation, the management and head of finance of each subsidiary are required to certify in writing:

- They have complied with the Group's accounting rules and policies;
- They are not aware of any cases of proven or potential fraud that may have an impact on the financial statements;
- The estimated amounts resulting from the assumptions made by management enable the Company to execute the corresponding actions; and
- That, to the best of their knowledge, there has been no major dysfunctions in the control systems in place within their respective subsidiaries.

Internal Audit department: The review of the internal control procedures linked to the processing of financial information is a component of the reviews conducted by the Atos Internal Audit department. The Atos Internal Audit department works together with Group Finance to identify the main risks and to focus its audit plan accordingly.

F.5.5 Outlook and related new procedures to be implemented

In 2019, financial, commercial and social performance improvement programs, as well as other transformation initiatives, will continue their effects to improve and streamline processes, with resulting benefits for the Internal Control System. In particular, entities recently acquired will be fully integrated within the Internal Control System.

Initiatives identified through the updated risk mapping will be controlled and monitored to ensure that proper attention is given to those topics.

The Internal Audit department will pursue the internal review program updated following the risk assessment performed in 2018 and will monitor the implementation of its recommendations.

G

Corporate Governance and Capital

G.1 Legal Information

G.1.1 Corporate form [GRI 102-5]

Worldline was initially formed as a limited liability company (société à responsabilité limitée) in 1990. It was converted into a limited liability corporation (société anonyme) in 1992, into a simplified stock company (société par actions simplifiée) on September 29, 2000, and then again into a limited liability corporation on April 30, 2014. Today Worldline is a limited liability corporation with a Board of Directors, governed by French law, including, in particular, Book II of the French Commercial Code.

G.1.2 Corporate purpose and other information [GRI 102-5]

- **Corporate purpose:** pursuant to article 2 of its bylaws, the Company's purpose, in France and in any other country, is to:
  - Conduct research, study, development and production in regard to all materials, software, systems or devices that use new techniques or new information technology (as well as the provision of related services), namely in the payment services sector, transactional services, digital services and telecommunications;
  - Perform customer service functions for telecommunications operators and service providers, in particular by creating and managing telephone call centers;
  - Manage telecommunications network and services subscription agreements, including providing information to subscribers and processing their claims, as well as related service offers;
  - Provide services to businesses, including marketing studies, direct marketing, data processing and training, as well as the provision of services and solutions to financial establishments;
  - Provide advice, assistance and operational support by any means, with respect to all banking and financial documentation, especially the processing, entering, postmarking, encoding, micro-filming, archiving and any existing or future type of handling of cheques or other banking or financial instruments;
  - Develop software for its own needs or third-party needs;
  - Use and market licenses, patents, trade secrets, formulas and any other similar intellectual property rights;
  - Provide technical support and maintenance for all devices and installations completed or marketed under the Company's purpose;
  - Represent any company, French or foreign, whose services, materials, software, systems or devices are directly or indirectly related to the purposes defined above;
  - Acquire interests and shareholdings in any French or foreign company with a similar purpose as that of the Company, or in order to develop its own business;
  - The foregoing, directly or indirectly on its own account or for the account of third parties, either on its own or with third parties, or through the creation of new companies, contributions to limited partnerships, mergers, alliances, joint ventures or taking of ownership rights through leasing or lease management of any property or rights, or otherwise;
  - And, generally, undertake all financial, commercial and industrial transactions on real or other property relating directly or indirectly to the above purposes or any similar or related purposes likely to further the Company's development or expansion.
- **Corporate name:** the corporate name of the Company is "Worldline".
- **Nationality:** French.
- **Registered Office:** Worldline's registered office is located at:

  80 quai Voltaire, Immeuble River Ouest, 95870 Bezons,

  France (Tel.: +33 (0)1 73 26 00 00).
- **Place of registration, registration number and share trading information**: the Company is registered with the Pontoise Trade and Companies Register under number 378 901 946.
- **Worldline SA shares** are traded on the Euronext Paris market under ISIN code FR0011981968. The shares are not listed on any other stock exchange.
- **Business identification Code (APE code):** 6311Z.
- **LEI number**: 549300CJMQNCA0U4TS33.
- **Date of incorporation and duration**: the Company was incorporated on July 31, 1990, for a period of 99 years from the date of its registration with the trade and companies register, except in the event of early dissolution or extension.

G.1.3 Provisions of the Bylaws

The Company's bylaws were prepared in accordance with the laws and regulations applicable to French limited liability corporations *(sociétés anonymes)* with a Board of Directors. Below are the main provisions of the Company's bylaws.

G.1.3.1 Governance, related party agreements

Fiscal year (article 36 of the Bylaws) [GRI 102-50] [GRI 102-52]

The Company has a fiscal year of twelve months, beginning on January 1, and ending on December 31 of each year.

Members of the Board of Directors (articles 13, 14 and 15 of the Bylaws)

The Company is governed by a Board of Directors composed of at least three members and at most twelve members elected by the Ordinary Shareholders' Meeting. The Board of Directors is renewed each year on a rolling basis, such that one-third of the members are renewed each year. Directors are appointed for a three-year term. A maximum of one-third of the members of the Board of Directors may be more than 70 years old.

Chairman (articles 19 and 21 of the Bylaws)

The Board of Directors elects a Chairman from among the members who are natural persons. He organizes and manages its work, and reports on such work to the General Shareholders' Meeting. He oversees the proper functioning of the Company's governing bodies and ensures, in particular, that the Directors are able to carry out their duties. He enjoys a casting vote in the event of a tie of a decision of the Board of Directors.

Chief Executive Officer (article 23 of the Bylaws)

At the option of the Board of Directors, the Company may be managed either by the Chairman or by a person appointed by the Board of Directors and given the title of Chief Executive Officer (CEO). The Chief Executive Officer is granted the broadest powers to act in all circumstances in the Company's name. He exercises these powers within the limits of the Company's purpose and subject to the powers that the law and the bylaws grant expressly to the Shareholders' Meeting or the Board of Directors. The Chief Executive Officer represents the Company in its relations with third parties.

Deputy Chief Executive Officers (article 24 of the Bylaws)

Based on a proposal of the Chief Executive Officer, the Board of Directors can appoint up to three individuals who will have the title of Deputy Chief Executive Officer, to assist the Chief Executive Officer. The Board of Directors determines the extent and the duration of the powers granted to the Deputy Chief Executive Officers but vis-à-vis third parties, the Deputy Chief Executive Officer has the same powers as the Chief Executive Officer.

Convening and Holding of Board of Directors' Meetings (article 18 of the Bylaws)

The Board of Directors meets as often as necessary in the Company's interest, but at least every three months. The Chairman convenes these meetings. If the Board of Directors has not met in more than two months, at least one-third of its members may request that the Chairman convene it to discuss a particular agenda. The Chief Executive Officer may also request that the Chairman convene the Board of Directors to discuss a particular agenda. Decisions are taken by a majority of members present or represented. In the event of a tie, the vote of the Chairman of the Board of Directors prevails.

Powers of the Board of Directors (article 17 of the Bylaws)

The Board of Directors determines the direction of the Company's business and ensures its implementation. Subject to the powers expressly granted to the Shareholders' Meeting and within the limits of the Company's purpose, the Board of Directors decides any question concerning the proper functioning of the Company and, through its decisions, settles matters concerning it.

The Board of Directors determines the limits to the Chief Executive Officer's authority, as the case may be, pursuant to its rules of procedure, by establishing the transactions for which Board authorization is required.

Related-Party Agreements (article 25 of the Bylaws)

Any agreement entered into either directly or through an intermediary party by the Company and its Chief Executive Officer, any Deputy Chief Executive Officer, any Director, any shareholder holding more than 10% of the Company's voting rights or, in the case of shares held by a company, its controlling Company within the meaning of article L. 233-3 of the French Commercial Code is subject to the procedure provided for in articles L. 225-38 to L. 225-43 of the French Commercial Code.

Compensation of Directors (article 20 of the Bylaws)

Members of the Board of Directors may receive Directors' fees, the aggregate amount of which is set by the Shareholders' Meeting and allocated freely by the Board of Directors among its members. The Board of Directors may grant a larger portion to those Directors serving on Committees.

G.1.3.2 Rights, Privileges and Restrictions Attached to Shares

Voting rights (articles 11 and 33 of the Bylaws)

Each share gives the right to one vote. The Company's bylaws confer double voting rights on fully paid-up registered shares held by the same person for at least two years.

Limitation on voting rights

The bylaws do not contain any provisions restricting the voting rights attached to the shares.

Preferential subscription rights

The Company's shares have a preferential right to subscribe for capital increases in accordance with the French Commercial Code.

Participation in General Shareholders' Meetings (article 28 of the Bylaws)

Every shareholder has the right to attend Shareholders' Meetings and to participate in its votes, either personally or by proxy. Every shareholder may be represented by his spouse, by another shareholder, or by his partner under a civil solidarity pact. Moreover, a shareholder may be represented by any other natural person or legal entity of his choice. The representative must show proof of his appointment.

Each shareholder's right to participate in Shareholders' Meetings is subject to his shares being registered in his name or in the name of the intermediary registered on his behalf in the conditions set forth by law. An owner of bearer shares may participate in the Shareholders' Meeting only if the approved intermediary holding his account provides a certificate of ownership (*attestation de participation*).

Upon decision of the Company's Board of Directors, shareholders may participate in Shareholders' Meetings by videoconference or other means of telecommunication, including the Internet, in particular through an electronic voting form available on the Company's website.

Identifiable Bearer Shares (article 9 of the Bylaws)

The Company may at any time verify the identity of the holders of bearer shares in accordance with applicable laws and regulations.

If a person who has been asked for information fails to provide such information within the time period required by applicable laws and regulations, or provides incomplete or inaccurate information either as to his capacity or as to the owners of the shares or the number of shares held by each of them, the shares or other securities giving immediate or future access to the share capital and for which such person is registered shall be stripped of their voting rights for any Shareholders' Meeting occurring before the information is corrected and payment of the corresponding dividend shall be delayed until such date.

Modifications of the rights of shareholders

The rights of shareholders may be modified in accordance with applicable laws and regulations. The bylaws do not contain any particular provisions with respect to modification of the rights of shareholders that are more stringent than the law.

Convening and Holding of Ordinary Shareholders' Meetings and Extraordinary Shareholders' Meetings (articles 34 and 35 of the Bylaws)

Shareholders' Meetings are called "Extraordinary" when their purpose is to modify the Company's bylaws or nationality, or when the law so provides. All other Shareholders' Meetings are "Ordinary". Decisions at Extraordinary Shareholders' Meetings are made by a two-thirds vote of the shares present or represented, and decisions at Ordinary Shareholders' Meetings are made by a simple majority of shares present or represented.

Shareholders' Meetings are convened and held in accordance with the rules and conditions provided for under French law.

Crossing of Bylaws Thresholds (article 10 of the Bylaws)

In addition to the thresholds provided for by applicable laws and regulations, any natural person or legal entity who comes to hold, acting alone or in concert, directly or indirectly, a number of shares representing at least 2% of the share capital or voting rights, or any multiple of 1% thereafter, including beyond the reporting thresholds provided for by laws and regulations, must inform the Company of the total number of shares, voting rights, or securities giving access to the share capital or voting rights of the Company that such person holds, as well as of any securities giving access to the share capital or to voting rights potentially attached thereto, by registered letter with return receipt requested sent to the Company's registered office within four trading days after crossing such threshold(s).

In the event of a failure to comply with the above provisions, the legal penalties for breach of the obligation to report crossing a legal threshold shall apply to thresholds provided for in the bylaws only upon the request, recorded in the minutes of the Shareholders' Meeting, of one or more shareholders holding at least 2% of the Company's share capital or voting rights.

Subject to the above provisions, this obligation under the bylaws is governed by the same provisions as those governing the legal obligation, including with respect to shares deemed to be held.

The Company reserves the right to report the information provided or a breach of the above obligation by the person in question to the public and to the Company's shareholders in accordance with applicable laws and regulations.

The same reporting obligation, with the same deadline and terms, applies each time the proportion of the share capital or voting rights held by a shareholder decreases to below any of the thresholds referred to above.

Control of the issuer

There are no provisions either in the Company's bylaws or in any internal charter or rules of procedure that could have the effect of delaying, postponing or preventing a change of control of the Company.

G.1.3.3 Financial Statements (articles 37, 38 and 39 of the Bylaws)

Legal Reserve

Five percent of each fiscal year's profit, after deduction of losses carried forward from previous years, if any, is allocated to a legal reserve fund whenever the amount in such fund is less than 10% of the share capital.

Approval of dividends

The General Shareholders' Meeting votes on the payment of dividends in accordance with articles L. 232-12 to L. 232-18 of the French Commercial Code. The General Shareholders' Meeting may give shareholders the option to receive payment in cash or in new shares of the Company, pursuant to legal conditions.

The General Shareholders' Meeting may also decide, upon the proposal of the Board of Directors, to distribute any profit or reserves in kind in the form of assets or securities. In the event of the distribution of securities that are not listed on a regulated market or traded on an organized multilateral trading facility, or whose admission to such a market or trading facility will not occur in connection with such distribution, the shareholders have the right to choose between payment in cash and the delivery of such securities.

G.1.4 Provisions of the Shareholders' agreements with SIX Group AG

On the occasion of the acquisition by the Company from SIX Group AG of its payment services division, Worldline and SIX Group AG entered into an agreement (the "**Worldline-SIX Shareholders' Agreement**") which shall remain in force until the earlier of (i) the tenth anniversary of its entry into force (November 30, 2018), unless SIX Group AG requests a ten-year period renewal and (ii) its termination by mutual agreement of Worldline and SIX Group AG. This Worldline-SIX Shareholders' Agreement also provides the termination of the rights and obligations of Worldline and SIX Group AG should SIX Group AG come to hold a number of Worldline Shares representing less than 4% of the capital or voting rights of Worldline.

SIX Group and Atos SE also entered into a shareholders' agreement (the "**Atos-SIX Shareholders' Agreement**") which shall remain in force until the earlier of (i) the tenth anniversary of its entry into force (November 30, 2018), unless SIX Group AG requests a ten-year period renewal, (ii) its termination by mutual agreement of Atos SE and SIX Group AG, (iii) the holding by SIX Group AG of a number of Worldline Shares representing less than 4% of the share capital or voting rights of Worldline or (iv) the holding by Atos SE of a number of Worldline Shares representing less than 40% of Worldline's voting rights. This Atos-SIX Shareholders' Agreement has been notified to Worldline on November 30, 2018.

The Worldline-SIX Shareholders' Agreement and the Atos-SIX Shareholders' Agreement (together the "**SIX Shareholders' Agreements**") contain two series of provisions:

Governance-related provisions

- **Composition of the Board of Directors** (subject to the appointment of the fourth independent Director as mentioned below): twelve Directors including:
  - Six Directors designated upon the proposal of Atos SE, including the Chairman who shall have a casting vote,
  - Two Directors designated upon the proposal of SIX Group AG,
  - Four independent Directors designated based on the recommendations of the Nomination and Remuneration Committee of the Board of Directors, it being agreed that a fourth independent Director shall be appointed by the end of the year 2019, and
  - One censor *(censeur)* designated upon the proposal of SIX Group AG.

  SIX Group AG's representation rights on the Board of Directors are subject to SIX Group AG holding a number of Worldline shares exceeding 8% of Worldline's share capital and voting rights, it being specified that: (i) where SIX Group AG's Worldline Shares represent less than 16% of Worldline's share capital or voting rights but over 8% of Worldline's share capital and voting rights, SIX Group AG shall only be entitled to be represented to the Board of Directors by one Director and one censor; and (ii) where SIX Group AG's Worldline shares represent more than 16% of Worldline's share capital and voting rights, SIX Group AG shall be entitled to be represented to the Board of Directors by two Directors and one censor;

- **Composition of the Committees of the Board of Directors**:
  - Designation by Atos SE of one member of the Audit Committee, one member of the Nominations and Remuneration Committee, two members of the Investment Committee and two members of the Strategy and Innovation Committee,
  - Designation by SIX Group AG of one member of the Audit Committee, one member of the Nomination and Remuneration Committee being the Chairman of such Committee, one member of the Investment Committee being the vice-Chairman of such Committee and two members of the Strategy and Innovation Committee;
- **Worldline/Atos transactions**: as long as SIX Group AG owns a number of Worldline shares representing more than 8% of the share capital and voting rights of Worldline, any transaction between a member of the Atos group and any member of the Worldline Group must be conducted on an arm's length basis and on normal commercial terms;
- **Reserved matters:** Should Atos SE come to own a number of Worldline shares representing less than 50% of the voting rights of Worldline and should SIX Group AG own a number of Worldline shares representing more than 8% of the share capital and voting rights of Worldline, neither Worldline nor any of its subsidiaries shall take any definitive action with respect to any of the following matters without the prior approval of the Board of Directors including the affirmative vote of at least one of the Directors designated upon the proposal of SIX Group AG:
  - The issuance of shares or of any other type of equity securities by Worldline with cancellation of preferential subscription rights and except for issuance of shares or of other type of equity securities issued (i) in connection with equity incentive plans or (ii) representing, in aggregate over a twelve month-period, less than 10% of the voting rights of Worldline,
  - Any material amendment of Worldline's bylaws which would have an adverse effect on SIX Group AG,
  - Any transformation, merger, de-merger or contribution of assets subject to the de-merger regime *(apport partiel d'actif soumis au régime des scissions)* involving Worldline, which may have a structural impact for the Worldline Group or otherwise have an adverse effect on SIX Group AG,
  - The incurrence of any new indebtedness or the grant of any guarantee or security interest, where such new indebtedness or grant of guarantee or security interest would result in the consolidated net debt of the Company exceeding 3 times the consolidated EBITDA of Worldline, and
  - Any agreement or undertaking to do any of the foregoing.

Provisions regarding the transfer of the shares

- **Orderly sale**: the Atos-SIX Shareholders' Agreement provides that any transfer of Worldline shares by Atos SE or SIX Group AG shall be carried out in a way which does not disrupt the orderly trading of the Worldline shares. The Worldline-SIX Shareholders' Agreement provides that Worldline undertakes to assist SIX Group AG;
- **Secondary listing**: provided SIX Group AG owns more than 16% of the share capital and voting rights of Worldline at the time of its request, the Atos-SIX Shareholders' Agreement provides that SIX Group AG may, for a period of one year starting on November 30, 2018, request a secondary listing of Worldline shares on the SIX Swiss Stock Exchange (in addition to the listing of the Worldline shares on the Euronext Paris regulated market). Worldline must, pursuant to the Worldline-SIX Shareholders' Agreement, make reasonable efforts to implement such request within a reasonable timeframe;
- **Lock-up**: the Atos-SIX Shareholders' Agreement provides that SIX Group AG shall not, subject to certain exceptions, during a period of six months starting on November 30, 2018, (i) directly or indirectly transfer any of its Worldline shares, (ii) enter into any derivative or any other agreement or transaction having substantially similar economic effects or consequences with respect to any of its Worldline shares (including hedging or swap agreements), or (iii) publicly announce its intention to perform one of the aforementioned transactions.

On January 30, 2019, in the context of the announcement by Atos of its project to distribute in kind around 23.4% of the share capital of Worldline, it was indicated that Atos and SIX Group would remain partners as co-shareholders with an amended shareholders' agreement and are expected to agree to a six-month lock-up on their respective stakes in Worldline. More information regarding the contemplated changes in the composition of the Board of Directors is available in Section G.2.3.1 Composition of the Board of Directors.

G.2 Corporate Governance [GRI 102-10] [GRI 102-18] [GRI 102-22] [GRI 102-24] [GRI 102-26]

This report contains, in particular, information relating to the compensation of company officers, various aspects of the practices of the Company's administrative and management bodies and factors likely to have an impact in the event of a public offering.

Information on internal control and risk management procedures is included in the management report which now contains information about the financial risks associated with climate change and presents the measures being taken by the Company to reduce said risks by implementing a low-carbon strategy in all aspects of its business activity (article L. 225-100-1 of the French Commercial Code) (see Section F.5 Internal Control).

G.2.1 Compliance with the AFEP-MEDEF Code – Frame of reference on corporate governance

French legislation and rules published by the financial market regulatory authorities apply to the Company's corporate governance.

Since the listing of the Company's shares on Euronext Paris, Worldline complies with the recommendations of the AFEP-MEDEF Corporate Governance Code for Listed Companies (the "AFEP-MEDEF Code"), in particular in connection with the preparation of the Board of Directors' report on corporate governance required by article L. 225-37 of the French Commercial Code.

In that respect, Worldline's Board of Directors performed on March 15, 2019 an annual review of the implementation by the Company of these governance principles.

The detail of the Board's assessment items on the implementation of the AFEP-MEDEF Code will be available in its entirety on Worldline's website www.worldline.com. The AFEP-MEDEF Code is available on the AFEP website: www.afep.com, in the Governance section.

As at the date of publication of this Registration Document, and in accordance with the rule "Comply or Explain" set forth in article L. 225-37-4 of the French Commercial Code and in article 27.1 of the AFEP-MEDEF Code, the following recommendation is not applied for the reasons hereafter indicated.

AFEP-MEDEF Code recommendation	Justification
Director's independence criteria (articles 8.5.1 and 8.7) One of the criteria to be reviewed by the Committee and the Board in order for a Director to qualify as independent and to prevent risks of conflicts of interest between the Director and the management, the corporation, or its group, is the following: • Not to be and not to have been within the previous five years an employee, executive officer or Director of the Company's parent company or a company consolidated within this parent company. Directors representing major shareholders of the corporation or its parent company may be considered independent, provided these shareholders do not take part in the control of the corporation. Nevertheless, beyond a 10% threshold in capital or voting rights, the Board, upon a report from the Nominations Committee, should systematically review the qualification of a Director as independent in the light of the make-up of the corporation's capital and the existence of a potential conflict of interest.	As part of its annual review during the meeting of February 18, 2019, the Board acknowledged that 36% of its Directors were considered independent (four out of eleven members), *i.e.* Aldo Cardoso, Danielle Lagarde, Luc Rémont and Susan M. Tolson. In particular, the Board considered that even though Danielle Lagarde has been designated upon proposal of Atos SE and has been an employee of the Atos group less than five years ago, she has shown, since she has first been appointed in 2016, freedom of judgment enabling her to act and make decisions in complete independence.

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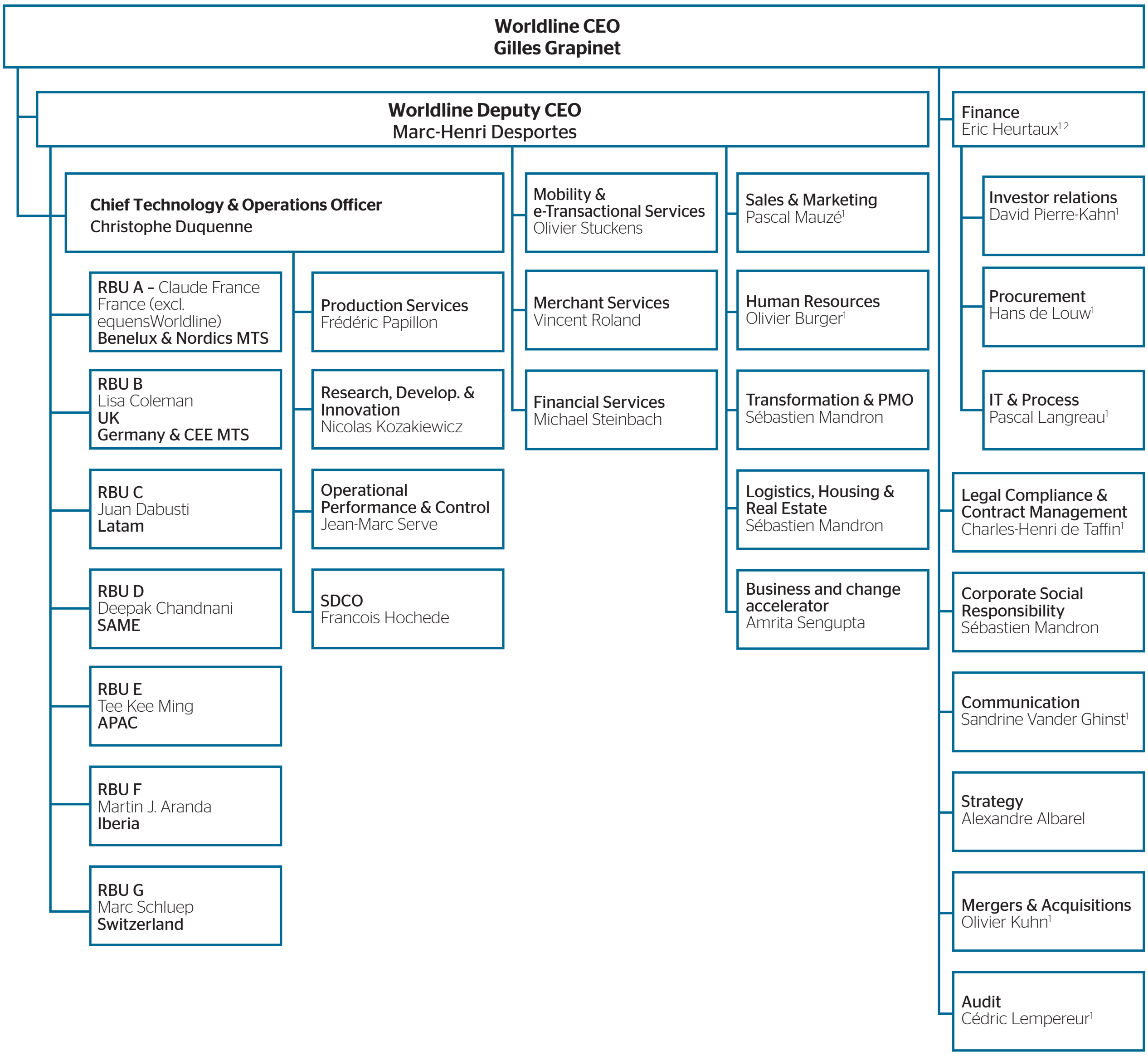
AFEP-MEDEF Code recommendation	Justification
Proportion of independent Directors in the Audit Committee (article 15.1) The proportion of independent Directors on the Audit Committee should be at least equal to two-third.	In line with the SIX Shareholders' Agreements, three out of the five members of the Audit Committee are independent Directors since November 30, 2018. The agreement provides for the appointment of an additional independent member before the end of 2019, in order for Worldline to have sufficient time to carefully consider and select a suitable candidate after the acquisition of SIX Payment Services, the resulting new shareholding structure of Worldline and the new composition of the Board of Directors. In this context, the General Meeting to be held on April 30, 2019 will decide, in particular, on the nomination of Ms. Mette Kamsvåg (subject to the approval of the contemplated distribution of Worldline shares by Atos SE at the General Meeting of Atos SE to be held on April 30, 2019) and Mr. Georges Pauget as independent Directors. It is expected that one of them be appointed at the Audit Committee on April 30, 2019 thus bringing the proportion of independent Directors at the Audit Committee in compliance with the recommendation.
Independence of the Chairman of the Compensation Committee (article 17.1) It is recommended that the Chairman of the compensation committee be independent	The SIX Shareholders' Agreements provide that the chairperson of the Nomination and Remuneration Committee will be designated upon the proposal of SIX Group AG. As a result, Atos and SIX Group AG have agreed that Worldline will not comply with the AFEP-MEDEF Code recommendation for the purposes of complying with the composition of the Committees intended by the SIX Shareholders' Agreements and reflecting its new shareholding structure. Only non-executive officers *(Administrateurs n'ayant pas de fonctions exécutives)* will be members of the Nomination and Remuneration Committee (including as regards the chairperson) and its composition will include a majority of independent Directors, namely three out of its five members, as prescribed by the AFEP-MEDEF Code, to ensure its proper functioning.
Cap on severance compensation (article 24.5.1) The indemnity shall not exceed, as the case may be, two years of the compensation (fix and variable).	Further to the announcement by Atos of its project to distribute in kind circa 23.4% of the share capital of Worldline to its shareholders, as from February 1, 2019, Mr. Gilles Grapinet does not retains duties nor activities within Atos and is fully assigned to Worldline as Chief Executive Officer. It has been decided by the Board of Directors, according to the recommendation of the Nomination and Remuneration Committee, that such assignment shall not affect the Chief Executive Officer's previously acquired rights within Atos, when Worldline was controlled by Atos SE. However, it is reminded that, as a result of his change of status, the Chief Executive Officer will lose the benefit of the pension rights that he previously validated under the performance conditions set forth in the Atos pension plan. Consequently, Worldline as per the decision of the Board of Directors upon proposal of the Remuneration and Nomination Committee, Worldline undertook to pay, to the Chief Executive Officer and subject to performance conditions, a compensatory allowance in the event of forced departure in order to compensate the loss of the rights previously acquired by Mr. Grapinet during his 10 years presence within the Atos group under the Atos pension plan. The conditions governing the payment of this allowance (could be paid in one instalment or a life-time pension under discretionary decision to be made by the Board of Directors) are described in Section G.3.2.1.2 Principles of the compensation of Gilles Grapinet – Chief Executive Officer and of Marc-Henri Desportes – Deputy Chief Executive Officer. It is reminded that no allowance will be paid to Mr. Grapinet in the event of resignation (except in case of 2nd or 3rd class invalidity, or death). Thus, Mr. Grapinet will not benefit from this allowance if he voluntary leaves the Company to claim his pension rights. The amount of this allowance is not determined at this stage and could be inferior to two years of compensation (fix and variable). Besides, the Board of Directors will meet when the Chief Executive Officer will have reached the legal retirement age in order to determine if this allowance is justified.

G.2.2 Management Mode [GRI 102-22] [GRI 102-24] [GRI 102-25] [GRI 102-26]

In accordance with article 22 of the Company's bylaws, the Board of Directors has decided to separate the functions of the Chairman of the Board of Directors and Chief Executive Officer of the Company. Since April 30, 2014, Mr. Thierry Breton serves as Chairman of the Board of Directors, while Mr. Gilles Grapinet serves as Chief Executive Officer.

In accordance with article 24 of the Company's bylaws, upon proposal of the Chief Executive Officer and recommendation of the Nomination and Remuneration Committee, the Board of Directors decided on July 21, 2018 to appoint Mr. Marc-Henri Desportes as Deputy Chief Executive Officer with effect from August 1, 2018. This decision is in line with the development of the Company. In his functions, Mr. Marc-Henri Desportes assist the Chief Executive Officer and supervise the operational activities (operations, business lines, sales & marketing, transformation & PMO) as well as the human resources, allowing the Chief Executive Officer to focus on the strategic development of the Company, including new acquisitions and partnerships with banks.

As of the date of this Registration Document, the management functions are organized as described in the following chart:



1 reporting with respective Atos Head of Function
2 TEAM Program under responsibility of CFO with the support of Transformation & PMO

In order to ensure a smooth transition, the following structure was put in place for a period of approximately 18 months following the listing of the Company's shares on Euronext Paris: the Chief Executive Officer of the Company, assisted by a Deputy Chief Executive Officer, three Global Business Line Directors, and a Chief Technology Officer and Chief Operations Officer of the Group, devotes two-thirds of his time to managing the Company.

In the context of the merger of Worldline and Equens operations, and given the associated need to fully mobilize all the integration know-how and proven capabilities of Atos group, Worldline's Board of Directors, based on the recommendation from the Nomination and Remuneration Committee, unanimously decided to extend for another 12 to 18 months the current governance structure of the Company.

Upon recommendation of the Nomination and Remuneration Committee, this governance structure was extended by the Board of Directors following the Combined General Shareholders' Meeting on July 24, 2017.

As underlined by the Nomination and Remuneration Committee and the Board of Directors, the relevance of the decision to separate the functions of Chairman and Chief Executive Officer has shown since the Company's listing on the stock market, as it enables the Chairman of the Board of Directors, who also leads Atos SE, to direct and organize the Board's governance and works; with the Chief Executive Officer taking responsibility for implementing strategy and managing operations.

In 2018, the Chairman of the Board of Directors supervised the works of the Board of Directors in particular on external growth and changes in Company governance, including with regard to the transaction with SIX Group AG. He also facilitated and oversaw the Board's works in defining and implementing Worldline's new 3-year strategic plan 2019-2021.

Executive Directors Succession plan

At least once a year, the Directors hold an informal meeting outside the Chief Executive Officer's presence during which they discuss the Company's affairs, and address, among other subjects, the Senior Executive Officers' succession plan.

Moreover, in the context of the Atos announced project to distribute in kind 23.4% of the share capital of Worldline, the Nomination and Remuneration Committee discussed this matter including the Senior Executive Officers' succession plan and it invited the Board of Directors to hold a discussion on this topic. In that respect, further discussions will take place between the Chief Executive Officer and the Board of Directors.

Limits to the powers of the Chief Executive Officer and of the Deputy Chief Executive Officer

The Chief Executive Officer and the Deputy Chief Executive Officer must submit the following decisions for the prior authorization of the Board of Directors:

- Purchase or sale of shareholdings exceeding €10 million;
- Purchase or sale of assets exceeding €10 million;
- Purchase of assets or shareholdings beyond the Group's usual activities;
- Purchase or sale of real estate assets exceeding €10 million;
- Strategic alliance or partnership which could have a structural impact for the Group;
- Parental company guarantees exceeding the limit of the delegation granted to the Chief Executive Officer;
- Entry of a third party as a shareholder of a material subsidiary of the Group;
- Financing and borrowing in excess of €10 million; and
- Any material transaction not within the scope of the current activities or the defined strategy (either exceeding € 10 million or deemed material to the Group).

G.2.3 The Board of Directors: composition and organization principles [GRI 102 -5] [GRI 102-18] [GRI 102-22] [GRI 102-23]

G.2.3.1 Composition of the Board of Directors

Evolution of the composition of the Board of Directors and its Committees

As from January 1, 2018 and up until the date of this Registration Document, the composition of the Board of Directors was modified as a result of the following events:

	Termination	Appointment	Renewal
Board of Directors	None	Dr. Romeo Lacher and Giulia Fitzpatrick as Directors on November 30, 2018 for mandates of a 3-year and a 2-year terms respectively Daniel Schmucki as censor on November 30, 2018 for a term that will expire at the end of the General Meeting convened to approve, in 2020, the financial statements of the Company for the financial year ending on December 31, 2019	Gilles Arditti; Danielle Lagarde and Sophie Proust as Directors on May 24, 2018 for mandates of a 3-year term
Audit Committee	None	Luc Rémont and Giulia Fitzpatrick on November 30, 2018, for the duration of their office as Director	None
Nomination and Remuneration Committee	Chairmanship of Mr. Rémont (remains member)	Aldo Cardoso and Dr. Romeo Lacher (as Chairman) on November 30, 2018, for the duration of their office as Director	None
Investment Committee	None	Dr. Romeo Lacher (as member and Vice-Chairman) on November 30, 2018, for the duration of his office as Director	None
Strategy and Innovation Committee	None	Thierry Breton (as co-Chairman); Romeo Lacher (as co-Chairman); Giulia Fitzpatrick; Gilles Grapinet and Luc Rémont on November 30, 2018, for the duration of their office as Director	None

Composition of the Board of Directors

As at the date of this Registration Document, the Board of Directors is composed of eleven members, four of whom were appointed by the Board of Directors as independent Directors pursuant to the criteria set forth in the AFEP-MEDEF Code and seven other non-independent Directors (including the Chairman).

	Personal information				Experience	Position at the Board				
Name	Age	Gender	Natio-nality	Number of shares held	Number of corporate mandates in other listed companies	Indepen-dency[1]	Date of first appointment	End of term of office	Seniority at the Board	Committee member
Thierry Breton[2]	64	M	French	1,501	3	No	April 30, 2014	AGM[a] 2020	4 years	N&R[a]/I[a]/SI[3]*
Romeo Lacher[4]	59	M	Swiss	750	0	No	November 30, 2018	AGM 2021	Less than 1 year	N&R[3]/I[3]/SI[3]
Gilles Grapinet	55	M	French	78,701	0	No	April 30, 2014	AGM 2020	4 years	I/SI[3]
Gilles Arditti	63	M	French	1,501	0	No	April 30, 2014	AGM 2021	4 years	A*
Aldo Cardoso[5]	63	M	French	1,500	3	Yes	June 13, 2014	AGM 2020	4 years	N&R[3]/A/I
Giulia Fitzpatrick	59	F	USA; Italian	750	0	No	November 30, 2018	AGM 2020	Less than 1 year	A[3]/SI[3]
Danielle Lagarde	58	F	French	1,500	0	Yes	December 12, 2016	AGM 2021	2 years	
Ursula Morgenstern[b]	53	F	German	1,501	0	No	April 30, 2014	AGM 2019	4 years	
Sophie Proust	54	F	French	1,500	0	No	December 12, 2016	AGM 2021	2 years	
Luc Rémont[b 6]	49	M	French	1,500	0	Yes	June 13, 2014	AGM 2019	4 years	N&R/A[3]/SI[3]
Susan M. Tolson[b]	57	F	USA	1,500	3	Yes	June 13, 2014	AGM 2019	4 years	N&R/A
Daniel Schmucki (censor)	50	M	Swiss	N/A	0	N/A	November 30, 2018	AGM 2020	-	-

a *AGM: Annual General Meeting; N&R: Nomination and Remuneration Committee; A: Audit Committee; I: Investment Committee; SI: Strategy and Innovation Committee.*

b *The renewal of the mandate of this Director is proposed at the General Meeting to be held on April 30, 2019.*

1 *The analysis of the independence of each Director is set forth under Section G.2.3.3 Review of the Directors' independence.*

2 *Chairman of the Investment Committee and co-Chairman of the Strategy and Innovation Committee as from November 30, 2018.*

3 *As from November 30, 2018.*

4 *Chairman of the Nomination and Compensation Committee, Vice-Chairman of the Investment Committee and co-Chairman of the Strategy and Innovation Committee as from November 30, 2018. This Director has resigned as Director of the Company with effect April 30, 2019.*

5 *Chairman of the Audit Committee.*

6 *Chairman of the Nomination and Compensation Committee until November 30, 2018.*

On January 30, 2019, following the announcement by Atos of its project to distribute in kind around 23.4% of the share capital of Worldline to its shareholders, and subject to the current social processes with the relevant works council's representatives and to the confirmation from Atos´ shareholders during their General Meeting planned on April 30, 2019, it is expected that the representation of Atos at the Board of Directors be reduced to 3 Board members (Mr. Thierry Breton as Chairman, Mr. Arditti and Ms. Morgenstern). The General Meeting to be held on April 30, 2019 will decide on the appointment of two new independent Directors (Ms. Mette Kamsvåg, subject to the approval of the contemplated distribution of Worldline shares by Atos SE at the General Meeting of Atos SE to be held on April 30, 2019, and Mr. Georges Pauget).

Should the foregoing resolutions be passed, the Board of Directors will then be composed of 12 members, out of which 6 independent Directors and one censor.

The corresponding resolutions will be published in the *Bulletin des Annonces Légales Obligatoires* (official legal gazette for listed companies) in a notice of meeting which will be followed by a convening notice. These notices will be posted on the Company's website ("Investors" section) as required by applicable laws and regulations.

Directors' biographies

Thierry Breton

Member of the Nomination and Remuneration Committee

Chairman of the Investment Committee

Co-Chairman of the Strategy & Innovation Committee

Professional address:
River Ouest –
80 quai Voltaire
95870 Bezons, France

Number of shares:
1,501

Date of birth (and age):
January 15, 1955
(64 years old)

Nationality:
French

Date of appointment:
April 30, 2014

Date of renewal:
May 24, 2017

Term expires on: AGM ruling on the accounts of the 2019 financial year

Biography - Professional experience - Fields of expertise

Chairman of the Board of Directors of Worldline and Chairman and Chief Executive Officer of Atos SE

Thierry Breton graduated from the *Paris Ecole Supérieure d'Electricité* (Supélec) and the *Institut des Hautes Etudes de Défense Nationale* (IHEDN, 46th class). In 1986, he became Project Manager of the Poitiers Futuroscope theme park, and then headed its teleport operations. He later served as an adviser to Education Minister René Monory in the area of new information technologies. He also served on the Poitou-Charentes Regional Council from 1986 to 1992 (as Vice-Chairman from 1988 on).

He then joined Bull as Director of Strategy and Development before becoming Deputy Managing Director. Member of the Board of Directors in February 1996, he was successively named Vice-Chairman of the Board then Group Delegated Director.

After being appointed Chairman and Chief Executive Officer of Thomson (1997-2002) then Chairman and Chief Executive Officer of France Telecom (2002-2005), he was France's Minister for the Economy, Finance and Industry between February 25, 2005 and May 16, 2007, before becoming a professor at Harvard University (USA) for "Leadership, Corporate Accountability".

In November 2008, he became Chairman of the management Board of Atos Origin. He is today Chairman and Chief Executive Officer of Atos SE. He is also Chairman of the ASEP (Alliance for Societas Europea Promotion), and he has also been Chairman of the French National Association for Research and Technology (ANRT) since March 2015 and member of the National Academy of Technologies (France) since 2015.

He has been Chairman of the Board of Directors of Worldline since 2014.

Main activities outside the Company (beside corporate mandates)

- President of the French National Association for Research and Technology (ANRT)
- Member of the National Academy of Technologies (France)
- President of ASEP (Alliance for Societas Europaea Promotion)

List of positions and offices held in French and foreign companies

Other positions and offices held at December 31, 2018

Within the Worldline Group

France:

- Chairman of the Board of Directors and CEO of Atos SE*

Outside the Worldline Group

France:

- Director of Carrefour SA*
- Director of BofA Securities Europe SA (as from February 4, 2019)

Foreign countries:

- Director of Sonatel* (Senegal)

Other positions and offices held during the last five years

Within the Worldline Group

None

Outside the Worldline Group

France:

- CEO of Atos International SAS
- Chairman of the Board of Directors of Bull

Foreign countries:

- Director of SATS* (Singapore)

* *Listed company.*

G

Dr. Romeo Lacher

Chairman of the Nomination and Remuneration Committee

Vice-Chairman of the Investment Committee

Co-Chairman of the Strategy and Innovation Committee

Professional address:
Pfingstweidstrasse 110
CH-8021 Zurich,
Switzerland

Number of shares:
750

Date of birth (and age):
February 11, 1960
(59 years old)

Nationality: Swiss

Date of appointment:
November 30, 2018

Date of renewal: N.A.

Term expires on:
AGM ruling
on the accounts
of the 2020 financial year

Biography - Professional experience - Fields of expertise

Chairman of the Board of Directors of SIX Group AG

Dr. Romeo Lacher joined Credit Suisse in 1990 and until the beginning of 2017 held multiple senior management positions within the Company, including Global Head of Private Banking Operations from 2004 to 2011. Before his appointment as Chief Operating Officer of the International Wealth management Division in 2016, he was Head Private Banking of Western Europe and EMEA from 2012 to 2016. In 2008 he became member of the Board of SIX Group AG and was elected Chairman of the Board in 2017. Dr. Romeo Lacher also was a Board member of Swisscard AECS and BANK-now for several years. He holds a graduate degree and Ph.D. in business Administration from University of St. Gallen in Switzerland.

Main activities outside the Company (beside corporate mandates)

- Board mandate Economiesuisse (from 2017)
- Foundation Board member of SFI (from 2017)

List of positions and offices held in French and foreign companies

Other positions and offices held at December 31, 2018

Within the Worldline Group

None

Outside the Worldline Group

Foreign countries:

- Chairman of the Board of Directors of SIX Group AG

Other positions and offices held during the last five years

Within the Worldline Group

None

Outside the Worldline Group

Foreign countries:

- Credit Suisse AG
  - Chief Operating Officer of the International Wealth management and member of the IWM Management Committee (2016-2017)
  - Head Private Banking Middle East and Africa (2014-2015)
  - Head Private Banking Western Europe (2012-2014)
  - Member of the Private Banking Committee (2004-2015)
- Board mandate bank-now (2012-2017)
- Board mandate Swisscard AECS (2004-2017)
- Chairman of the Board of Directors CS Luxembourg SA (2013-2017)

Gilles Grapinet

Member of the Investment Committee and of the Strategy and Innovation Committee

Professional address: River Ouest – 80 quai Voltaire 95870 Bezons, France

Number of shares: 78,701

Date of birth (and age): July 3, 1963 (55 years old)

Nationality: French

Date of appointment: April 30, 2014

Date of renewal: May 24, 2017

Term expires on: AGM ruling on the accounts of the 2019 financial year

Biography - Professional experience - Fields of expertise

Chief Executive Officer of Worldline

Gilles Grapinet is a graduate of the *Ecole Nationale d'Administration* and a French *Inspecteur Général des Finances* (General Finance Inspector). He was Director of Information Systems and Strategy at the French *Direction Générale des Impôts* (Tax department), and Director of the nation-wide Copernic program, charged with creating an "e-Tax department" for electronic filing of tax returns and payment of taxes. He was an economic and financial adviser to the French Prime Minister in 2003 and 2004, and then chief of staff *(Directeur de cabinet)* to two ministers of the Economy and Finances from 2004 to 2007. In 2007, he became a member of the Executive Committee of Crédit Agricole SA, in charge of Strategy and later of the Group's Systems and Payment Services division. Mr. Grapinet joined Atos in December 2008. Until February 1, 2019, he served as Senior Executive Vice-President in charge of Global Functions of the Atos group, in which capacity he has headed until July 2013 Global Support Functions, and until July 2013 ensured coordination and development of Global Sales and Marketing as well as of the Consulting and Technology Services division of the Atos group, and supervised the development of the Group's specialized transactional activities, including Atos Worldline. Mr. Grapinet has been Worldline's Chief Executive Officer since July 2013. He received the French *Légion d'Honneur* (*Chevalier*) in 2011.

Main activities outside the Company (beside corporate mandates)

- Member of the Board of Energie Jeunes (Association recognized as a public utility)

List of positions and offices held in French and foreign companies

Other positions and offices held at December 31, 2018

Within the Worldline Group

France:

- Senior Executive Vice President Global Functions of Atos SE*

Foreign countries:

- Chairman of the Supervisory Board of equensWorldline SE
- Member of Supervisory Board of Worldline (China)

Outside the Worldline Group

- Permanent representative of Atos SE*, Director of Atos Participation 2 SA

Other positions and offices held during the last five years

Within the Worldline Group

None

Outside the Worldline Group

France:

- Director of Saint Louis Ré SA and Bull SA

Foreign countries:

- Vice President of Atos IT Solutions and Services GmbH
- Member of the Supervisory Board of Atos Information Technology GmbH (Germany)

* *Listed company.*

G

Gilles Arditti

Member of the Audit Committee

Professional address: River Ouest – 80 quai Voltaire 95870 Bezons, France

Number of shares: 1,501

Date of birth (and age): November 24, 1955 (63 years old)

Nationality: French

Date of appointment: April 30, 2014

Date of renewal: May 24, 2018

Term expires on: AGM ruling on the accounts of the 2020 financial year

Biography - Professional experience - Fields of expertise

Executive Vice President Investor Relations & Financial Communication of Atos SE

Gilles Arditti holds a master in finance from the *Université de Dauphine* and a master in international finance from the *Ecole des Hautes Etudes de Commerce* (HEC) in Paris. He also holds an engineering degree from the *Ecole Nationale Supérieure des Techniques Industrielles et des Mines d'Alès* (ENSTIMA) and is a Certified Public Accountant. After six years at Bull and four at KPMG, he joined Atos group in 1990, where until 2004 he was, successively, Director of Mergers and Acquisitions, Director of Finance and Human Resources for Atos Origin in France, and CFO for France, Germany and Central Europe. In 2007, Mr. Arditti became head of Investor Relations and Financial Communication for the Atos group, a position he still holds. Mr. Arditti was a member of the Board of Directors of Worldline Germany from 1993 to 2006.

Main activities outside the Company (beside corporate mandates)

- Executive Vice President Investor Relations & Financial Communication of Atos SE

List of positions and offices held in French and foreign companies

Other positions and offices held at December 31, 2018	Other positions and offices held during the last five years
Within the Worldline Group None	**Within the Worldline Group** None
Outside the Worldline Group None	**Outside the Worldline Group** None

Aldo Cardoso*

Chairman of the Audit Committee

Member of the Nomination and Remuneration Committee and of the Investment Committee

Professional address: River Ouest – 80 quai Voltaire 95870 Bezons, France

Number of shares: 1,500

Date of birth (and age): March 7, 1956 (63 years old)

Nationality: French

Date of appointment: June 13, 2014

Date of renewal: May 24, 2017

Term expires on: AGM ruling on the accounts of the 2019 financial year

Biography - Professional experience - Fields of expertise

Director of companies

Aldo Cardoso is a graduate of the *École Supérieure de Commerce de Paris* and holds a Master's degree in business Law and is a Certified Public Accountant. From 1979 to 2003, he held several successive positions at Arthur Andersen, including consultant, partner (1989), Chief Executive Officer audit and financial advisory France (1993-1996), member of the Board of Directors of Andersen Worldwide (1996), Chairman of the Board of Directors (non-executive) of Andersen Worldwide (2000) and Chief Executive Officer of Andersen Worldwide (2002-2003). Since 2003, he has served as a Director of French and foreign companies.

Main activities outside the Company (beside corporate mandates)

None

List of positions and offices held in French and foreign companies

Other positions and offices held at December 31, 2018	Other positions and offices held during the last five years
Within the Worldline Group None	**Within the Worldline Group** None
Outside the Worldline Group France: • Director of Engie** • Director of Imerys** • Chairman of the Board of Bureau Veritas** Foreign countries: • Director of DWS** (Germany) • President of the Board of Directors of SMEG (Monaco)	**Outside the Worldline Group** • Censeur of Axa Investment Managers (France) • Director of Accor** • Director of Gecina** • Director of Rhodia** • Director of Mobistar (Belgium)** • Director of General Electric Corporate Finance Bank SAS

* *Independent Director.*
** *Listed company.*

Giulia Fitzpatrick

Member of the Audit Committee and of the Strategy and Innovation Committee

Professional address: Nadelstrasse 108 – CH-8706 Feldmeilen, Switzerland

Number of shares: 750

Date of birth (and age): December 29, 1959 (59 years old)

Nationality: Italian and American

Date of appointment: November 30, 2018

Date of renewal: N.A.

Term expires on: AGM ruling on the accounts of the 2019 financial year

Biography - Professional experience - Fields of expertise

Financial Services Expert

Mrs. Giulia Fitzpatrick has worked for global Financial Services and agricultural firms for over 30 years. After holding various managerial positions at Merrill Lynch from 2000 to 2008, she joined Bunge Ltd, one of the largest provider in agricultural commodities, until 2011. Then, she served at UBS AG as Managing Director in Global Technology until 2018. Mrs. Giulia Fitzpatrick has non-Executive Director experience on non-profit Boards. Giulia Fitzpatrick holds an MBA in Finance from the Wharton School and an MA in International Studies from the University of Pennsylvania, Philadelphia, USA. She has in excess of 30 years of professional experience in risk management, Information Technology and Organizational Transformation primarily in the Financial Services sector and agriculture industry.

Main activities outside the Company (beside corporate mandates)

None

List of positions and offices held in French and foreign companies

Other positions and offices held at December 31, 2018	Other positions and offices held during the last five years
Within the Worldline Group	**Within the Worldline Group**
None	None
Outside the Worldline Group	**Outside the Worldline Group**
Foreign countries:	Foreign countries:
• Director of PostFinance AG	• Managing Director in Global Technology of UBS AG (2011-2018)

Danielle Lagarde*

Professional address: 41, avenue Bosquet 75007 Paris, France

Number of shares: 1,500

Date of birth (and age): May 3, 1960 (58 years old)

Nationality: French

Date of appointment: December 12, 2016

Date of renewal: May 24, 2018

Term expires on: AGM ruling on the accounts of the 2020 financial year

Biography - Professional experience - Fields of expertise

Chief Human Resources Officer EMEA at Jones Lang Lasalle

Danielle Lagarde joined the Atos group in 2005 where she spent more than eleven years and where she served in several different roles. From June 2014 to January 2017, she served as group Senior Vice President, in charge of human resources executive management. Prior to this role and from 2008 to 2014, she was responsible for the group HR Center of Excellence, in charge of all HR expertise. Prior to Atos group, Danielle Lagarde served as Senior HR Director EMEA for several Service Lines at DELL, CEO France for RSL Com (US Telco company), HRD Europe for Viatel (US Telco), Managing Director at Millesime Human Resources Ltd. based in Hong Kong, and Corporate Communication Manager for a group of Airlines (EAS Europe Airlines). She is currently serving as Chief Human Resources Officer EMEA at Jones Lang Lasalle. Danielle Lagarde holds a Post Master degree (DESS) in Human Resources (IAE Aix en Provence), a Board Member Certification (IFA/Sciences Po Paris) and a "Women on Board" Certification from Harvard Business School.

Main activities outside the Company (beside corporate mandates)

- Chief Human Resources Officer EMEA at Jones Lang Lasalle

List of positions and offices held in French and foreign companies

Other positions and offices held at December 31, 2018	Other positions and offices held during the last five years
Within the Worldline Group	**Within the Worldline Group**
None	None
Outside the Worldline Group	**Outside the Worldline Group**
France:	None
• Chairman of Jones Lang Lasalle holding SAS France	

* *Independent Director.*

G

Ursula Morgenstern

Professional address:
Atos Information Technology GmbH
Otto-Hahn-Ring-6 81739 Munich, Germany

Number of shares:
1,501

Date of birth (and age):
April 12, 1965
(53 years old)

Nationality: German

Date of appointment:
April 30, 2014

Date of renewal:
May 26, 2016

Term expires on:
AGM ruling on the accounts of the 2018 financial year

Biography - Professional experience - Fields of expertise

Head of Germany, Atos group

Ursula Morgenstern joined Atos in 2002 through the acquisition of KPMG Consulting. From 2007 to 2009, she was Senior Vice-President responsible for Systems Integration, and then she was Senior Vice-President responsible for Private Sector Markets. Prior to that, she held a variety of roles in Systems Integration including management roles for sectors and various practices. Before taking on the role as CEO of UK&I in 2012 she was COO for UK&I. From July 2015 to February 2018 she was managing the Global Business & Platform Solutions division. Since February 2018 she is CEO of Atos's Germany GBU (Global Business Unit).

Main activities outside the Company (beside corporate mandates)

- Head of Germany, Atos group
- Bitkom Member of Executive Board
- International Data Space Association, Member of Executive Committee
- Acatech – Member of senate
- Allianz für Cybersicherheit – Alliance for Cyber Security (Bundesamt für Sicherheit in der Informationstechnik – Federal Office for Information Security) – Member of Advisory Board

List of positions and offices held in French and foreign companies

Other positions and offices held at December 31, 2018

Within the Worldline Group

None

Outside the Worldline Group

France:

- Director:
  - Bluekiwi Software SAS

Foreign countries:

- Director:
  - Canopy the Open Cloud Company Limited
  - Canopy the Open Cloud UK Limited (United Kingdom)
- Managing Director:
  - Atos DC Management GmbH
  - Atos DC Verwaltung UG (haftungsbeschränkt)
  - Atos Information Technology GmbH
  - Atos IT Services GmbH
- Vice-Chairman of the Supervisory Board
  - Science + computing Aktiengesellschaft
- Member of the Supervisory Board:
  - Atos IT Dienstleistung und Beratung GmbH
  - Wivertis Gesellschaft für Informations – und Kommunikationsdienstleistungen GmbH
- Chairman of the Advisory Council
  - Applied international informatics GmbH
- Permanent Representative:
  - Atos DC Management GmbH and Atos DC Verwaltung UG, associate of Atos DC Vermögensverwaltung GmbH und Co. KG Partnership
  - Atos Information Technology GmbH, associate of Unify Communications and Collaboration GmbH & Co. KG Partnership and Unify Software and Solutions GmbH & Co. KG Partnership

Other positions and offices held during the last five years

Within the Worldline Group

None

Outside the Worldline Group

Foreign countries:

- Director and CEO:
  - Atos IT Solutions and Services Limited (Ireland)
  - Atos IT Solutions and Services Limited (United Kingdom)
  - Atos Consulting Limited
  - Atos Esprit Limited
  - Atos International IT Limited
  - Atos Investments Limited
  - Atos IT Services Limited
  - Atos IT Services UK Limited
  - Atos Limited
  - Atos UK International IT Services Limited
  - Atos UK IT Holdings Limited
  - Atos UK IT Limited
  - Barabas Limited
  - BR business Systems Limited
  - Sema Investment UK Limited
  - Shere Limited
- Director:
  - Canopy the Open Cloud company USA, Inc.
  - Atos Scotland APF GP Limite
  - Atos Origin (Sema) Pension Trustees Limited
  - Atos Origin CS Pension Trustees Limited
  - Atos Origin Pension Trustees Limited
  - Atos ASPS Scotland GP Limited
- Permanent Representative:
  - Atos Scotland GP Limited, managing associate of Atos CS Scotland LP Partnership

Sophie Proust

Professional address:
Bull -
Avenue Jean Jaurès
78340 Les Clayes sous Bois, France

Number of shares:
1,500

Date of birth (and age):
February 4, 1965
(54 years old)

Nationality: French

Date of appointment:
December 12, 2016

Date of renewal:
May 24, 2018

Term expires on:
AGM ruling on the accounts of the 2020 financial year

Biography - Professional experience - Fields of expertise

Atos group Chief Technology Officer

Sophie Proust is a graduate from the *Ecole Supérieure d'Electricité* "Supélec" of Paris. She joined Bull in 1989 where she held various technical managerial positions in the mainframe, IT administration solutions and HW server design. In 2010, Sophie headed the Tera100 Project which delivered the CEA with the first Petaflops-scale calculator in Europe. She joined the Atos group in 2014 following the acquisition by Atos of Bull, where she held the position of Head of research & development. At Atos, Sophie was Head of research & development for the Big Data & Cybersecurity division, from 2014 to 2019. Alongside this, Sophie is part of the Atos Quantum Advisory Board, chaired by Thierry Breton with Serge Haroche (Nobel 2012). She has been a member of the Board of Directors of Worldline since December 2016 and a member of the Board of Directors of the *Université Technologique de Troyes* (UTT) since December 2018. In January 2019, Sophie was nominated Atos group Technology Officer (CTO), joining the Atos Executive Committee.

Main activities outside the Company (beside corporate mandates)

- Atos group Chief Technology Officer

List of positions and offices held in French and foreign companies

Other positions and offices held at December 31, 2018	Other positions and offices held during the last five years
Within the Worldline Group None	**Within the Worldline Group** None
Outside the Worldline Group France: • Director of *Université Technologique de Troyes* (UTT)	**Outside the Worldline Group** None

Luc Rémont*

Member of the Audit Committee, the Nomination and Remuneration Committee and of the Strategy & Innovation Committee

Professional address:
35 rue Joseph Monier
92500 Rueil-Malmaison, France

Number of shares:
1,500

Date of birth (and age):
September 7, 1969
(49 years old)

Nationality: French

Date of appointment:
June 13, 2014

Date of renewal:
May 26, 2016

Term expires on:
AGM ruling on the accounts of the 2018 financial year

Biography - Professional experience - Fields of expertise

Executive Vice President, International Operations, Schneider Electric

Luc Rémont graduated from *Ecole Polytechnique* and *Ecole Nationale Supérieure des Techniques Avancées* (Ensta) and started his career in 1993 as an engineer at the French Ministry of Defense. From 1996 to 2007, he held several positions at the French Ministry of Economy, Finance and Industry. Initially, he was responsible for the French Treasury's relations with international development banks (including the World Bank and EBRD) before representing the French State's shareholding interests in transportation companies. From 2002 to 2007, he served as technical advisor and then deputy chief of staff of the Minister of Finance. In 2007, he joined Merrill Lynch Investment Banking and then he was head of Bank of America Merrill Lynch Corporate and Investment Banking for France beginning from 2009 to 2014. In April 2014, he then joined Schneider Electric, where he served as President of Schneider Electric France between July 2014 and April 2017. Since then, he holds the position of Executive Vice President International Operations at Schneider Electric.

Main activities outside the Company (beside corporate mandates)

- Executive Vice President, International Operations, Schneider Electric*

List of positions and offices held in French and foreign companies

Other positions and offices held at December 31, 2018	Other positions and offices held during the last five years
Within the Worldline Group None	**Within the Worldline Group** None
Outside the Worldline Group France: • Director of Naval Group	**Outside the Worldline Group** • CEO of Schneider Electric France

* *Independent Director.*
** *Listed company.*

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Susan M. Tolson*

Member of the Audit Committee and of the Nomination and Remuneration Committee

Professional address:
3319 Prospect St NW
Washington, DC. 20007, USA

Number of shares:
1,500

Date of birth (and age):
March 7, 1962
(57 years old)

Nationality: American

Date of appointment:
June 13, 2014

Date of renewal:
May 24, 2017

Term expires on:
AGM ruling on the accounts of the 2018 financial year

Biography - Professional experience - Fields of expertise

Board member for corporations and non-profit entities

Susan M. Tolson graduated cum laude from Smith College in 1984 with a BA in economics and earned an MBA degree from Harvard Business School in 1988. Ms. Tolson started her career as a corporate finance analyst at Prudential-Bache Securities in 1984, and then joined Aetna investment management company in 1988 as an Investment Officer, managing private equity investments in media and entertainment companies. From April 1990 to June 2010, Ms. Tolson worked at Capital Research company (Capital Research), a subsidiary of The Capital Group Companies, Inc., one of the world's largest investment management organizations, successively as an analyst, portfolio manager and then Senior Vice-President, specializing in the high-yield bond market. Ms. Tolson has been an active Board member for several corporations and non-profit entities since 2010.

Main activities outside the Company (beside corporate mandates)

- Member of the Los Angeles World Affairs council, the Palay Center for Media and the Los Angeles Society of Financial Analysts

List of positions and offices held in French and foreign companies

Other positions and offices held at December 31, 2018

Within the Worldline Group

None

Outside the Worldline Group

France:

- Director of Lagardère group**

Foreign countries:

- Director of Take-Two Interactive Software**
- Director of Outfront Media**

Other positions and offices held during the last five years

Within the Worldline Group

None

Outside the Worldline Group

- Director of American Cinémathèque
- Advisory Board member of Terra Alpha Investments LLC.
- Director of American Media, Inc.
- Honorary President of the Council of the American Women's Group in Paris
- Director of the Fulbright Commission
- Board member of the American University of Paris
- Honorary President of American Friends of the Musée d'Orsay

* *Independent Director.*
** *Listed company.*

Daniel Schmucki

Censor

Professional address:
Pfingsteiwdstrasse 110
CH-8021 Zurich,
Switzerland

Number of shares: 0

Date of birth (and age):
June 6, 1968
(50 years old)

Nationality: Swiss

Date of appointment:
November 30, 2018

Date of renewal: N.A.

Term expires on:
AGM ruling
on the accounts
of the 2019 financial year

Biography - Professional experience - Fields of expertise

Chief Financial Officer of SIX Group AG

Mr. Daniel Schmucki is a member of the Executive Board at SIX Group AG and holds the position as Chief Financial Officer since March 2017. From 1994 to 1999 he has held various positions in finance at Bosch group in Switzerland and Germany. In 1999 he took on the role of Head Controlling, Treasury and Investor Relation at Flughafen Zürich AG, which he held for nine years. In 2008 he was promoted to Chief Financial Oicer and Managing Director Global Airport Operations and was since then also a member of the Executive management. Mr. Daniel Schmucki is also Member of the Board of Directors at Flaschenpost Services AG. He holds a qualification as Chartered Accountant.

Main activities outside the Company (beside corporate mandates)

- Chief Financial Officer of SIX Group AG

List of positions and offices held in French and foreign companies

Other positions and offices held at December 31, 2018

Within the Worldline Group

None

Outside the Worldline Group

Foreign countries:

- Chairman of the Board of Directors of SIX Global Services AG
- Director
  - Swisskey AG
  - SIX Group Services AG
  - SIX SIS AG
  - SIX x-clear AG
  - SIX Securities Services AG
  - SIX repo AG
  - SIX Swiss Exchange AG
  - Flaschenpost Services AG

Other positions and offices held during the last five years

Within the Worldline Group

None

Outside the Worldline Group

Foreign countries:

- Director
  - Aeropuerto do Belo Horizonte
  - Bangalore International Airport
  - Zurich Airport Latin America
  - Piavita AG
- Chairman of the Board of Directors of SIX Global Services AG
- Deputy Chief Executive Officer and Chief Financial Officer of Flughafen Zurich AG**

*** Listed company.*

The Board of Directors is renewed each year, subject to a staggered renewal process. In order to allow for staggered renewal of Directors, the Directors making up the initial Board of Directors were divided into three groups appointed for terms of one, two and three years. In order to ensure that the independent Directors have terms of sufficient length following the initial public offering of the Company, two independent Directors were appointed for a term of three years and one independent Director was appointed for a term of two years

G.2.3.2 Diversity Policy at Board level

The Board of Directors held on February 18, 2019 has, upon recommendation of the Nomination and Remuneration Committee, reviewed the composition of the Board of Directors and approved the diversity policy applicable at Board level. In that respect, after carefully analyzing the Board's and Committees' membership with respect to such criteria as age, gender, skills, professional experience, nationality and independence, and in light of the evolution of the Board composition over the past recent years, it set the following objectives:

(I) Age of Directors: Directors' age rank from 49 to 64 with an average of 57 years old. The Board considered that current age average is satisfactory;

(II) Gender diversity: five out of the total eleven members of the Board of Directors are women, *i.e.* 45% of the members, thus surpassing the threshold of 40% of same-sex Directors set out by law. The Board of Directors considered that the current ratio is satisfactory and aims at upholding it above the 40% minimum threshold required by law in the view of upcoming renewals and appointments;

(III) Diversity of skills and professional experience: The Board acknowledged that (i) Directors have extensive professional experience in various industries on high profile positions and are serving or have served as Directors or Corporate Officers in other French or non-French companies, some of which are listed on the stock exchange, and that (ii) the diversity of skills is well reflected in the variety of profiles of Board members who have different experiences and trainings: engineering, finance, education, management skills, etc. Consequently, the Board considered that the current diversity of skills is satisfactory and should be upheld. This is even truer since the appointment of Dr. Romeo Lacher and Ms. Giulia Fitzpatrick as Director who brought their extensive experience in the Merchant Services and Financial Services Business Lines;

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(IV) Diversity of nationalities: All members of the Board of Directors are of French nationality, except Ms. Giulia Fitzpatrick who is American and Italian citizen, Dr. Romeo Lacher who is a Swiss citizen, Ms. Ursula Morgenstern who is a German citizen and Ms. Susan M. Tolson who is an American citizen. The Board considered that the current ratio of 36% is satisfactory and has significantly increased by consequence of the acquisition of SIX Payment Services with the appointment of Dr. Romeo Lacher and Ms. Giulia Fitzpatrick reflecting the strengthened European leadership of Worldline since the acquisition of SIX Payment Services. The Board aims at upholding such ratio in line with the Group's identity;

(V) Directors' independence: During its meeting of February 18, 2019, the Board of Directors, relying on the preliminary work of the Nomination and Remuneration Committee, assessed the Board member's independence based on the criteria set out by the AFEP-MEDEF Code and considered that four out of the total eleven members of the Board of Directors are independent, *i.e.* 36% of the members (see Section G.2.3.3 Review of the Directors' independence), and aims at upholding it above the minimum threshold required in the view of upcoming renewals and appointments.

The Board of Directors decided on March 15, 2019 and in line with the foregoing diversity policy, to propose to the General Meeting on April 30, 2019 the renewal of the terms of office of Ms. Ursula Morgenstern, Ms. Susan M. Tolson and Mr. Luc Rémont which expire at the end of such General Meeting, the appointment of Ms. Mette Kamsvåg (subject to the approval of the contemplated distribution of Worldline shares by Atos SE at the General Meeting of Atos SE to be held on April 30, 2019) and Mr. Georges Pauget as independent Director and the appointment of Lorenz von Habsburg Lothringen as Director appointed under proposition of SIX Group AG as per the SIX Shareholders' Agreements.

Besides, Worldline commits to ensuring collective fairness, equality of treatment between genders and balanced access to managerial positions. More information on gender equality, in particular regarding managerial positions, is available in Section D.3.2.5.1 of this Registration Document.

G.2.3.3 Director's independence

G.2.3.3.1 Definition of an independent Director

The AFEP-MEDEF Code defines as independent, a Director when «**he or she has no relationship of any kind whatsoever with the corporation, its group or the management that may interfere with his or her freedom of judgment**». The AFEP-MEDEF Code also determines that a certain number of criteria must be reviewed in order to determine the independence of a Director:

Criterion 1: The Director shall not be, or shall not have been during the course of the previous five years:

- An employee or Senior Executive Officer of the Company;
- An employee, Senior Executive Officer or a Director of a company consolidated within the Company;
- An employee, Senior Executive Officer or a Director of the Company's parent company or of a company consolidated within this parent.

Criterion 2: The Director shall not be an Senior Executive Officer of a company in which the Company holds a directorship, directly or indirectly, or in which an employee appointed as such or an executive officer of the Company (currently in office or having held such office during the last five years) is a Director.

Criterion 3: The Director shall not be (or be linked directly or indirectly to) a customer, supplier, investment banker or consultant:

- That is significant to the Company or its Group;
- Or for which the Company or its Group represents a significant portion of its activities.

Criterion 4: The Director shall not be related by close family ties to a Corporate Officer.

Criterion 5: The Director shall not have been an auditor of the Company within the previous five years.

Criterion 6: The Director shall not have been a Director of the Company for more than twelve years. The loss of the status of independent Director occurs on the date at which this period of twelve years is reached.

Criterion 7: A non-Senior Executive Officer cannot be considered as independent if he is paid a variable compensation related to the performance of the Company or its Group.

Criterion 8: Directors representing, or designed upon proposition of, major shareholders of the Company or its parent company may be considered independent, provided these shareholders do not take part in the control of the Company. Nevertheless, beyond a 10% threshold in capital or voting rights, the Board of Directors, upon a report from the Nomination and Remuneration Committee, should systematically review the qualification of a Director as independent in the light of the make-up of the corporation's capital and the existence of a potential conflict of interest.

Independence criteria relating to the material nature of the relationship with the Company

As recommended by the AFEP-MEDEF Code, as part of the assessment of how significant the relationship with the Company or its Group is, the Board of Directors, during its meeting held on February 18, 2019, on the recommendation of the Nomination and Remuneration Committee, retained (as for the previous year):

- A quantitative criterion, being the consolidated turnover of 1% performed by the Company with a group within which a Worldline Director exercises a function and/or holds a mandate;
- Qualitative criteria, *i.e.*: (i) the duration and continuity of the business relationship (seniority of the relationship or impact of potential contract renewals…), (ii) the importance or intensity of the relationship (potential economic dependency), and (iii) the structure of the relationship (Director free of any interest…).

G.2.3.3.2 Review of the Directors' independence

During its meeting of February 18, 2019, the Board of Directors, relying on the preliminary work of the Nomination and Remuneration Committee, assessed the Board member's independence based on the criteria set out by the AFEP-MEDEF Code. The Directors considered as independent were: Aldo Cardoso, Danielle Lagarde, Luc Rémont and Susan M. Tolson, *i.e.* more than one third of the Board members, in conformity with the AFEP-MEDEF recommendations for controlled companies, it being reminded that an additional independent Director is to be appointed by the end of 2019 pursuant to the SIX Shareholders' Agreements.

The Audit Committee is chaired by an independent Director.

In particular, the Board, upon recommendation of the Nomination and Remuneration Committee, considered that even though Danielle Lagarde has been designated upon proposal of Atos SE and has been an employee of the Atos group until January 2017, she has shown, since she has first been appointed in 2016, freedom of judgment enabling her to act and make decisions in complete independence (see Section G.2.1 Compliance with the AFEP-MEDEF Code – Frame of reference on corporate governance).

Seven out of eleven members of the Board were not considered to be independent, namely, Thierry Breton due to his office as Chairman of the Board of Directors (and as Chairman and Chief Executive Officer of Atos SE, the Company's controlling shareholder), Dr. Romeo Lacher due to his office as Chairman of the Board of Directors of SIX Group AG, Gilles Grapinet due to his office as Company Chief Executive Officer and his functions within the Atos group management until February 1, 2019, Gilles Arditti, Ursula Morgenstern and Sophie Proust due to their functions within the Atos group management and Giulia Fitzpatrick due to her appointment as Director by SIX Group AG pursuant to the SIX Shareholders' Agreements.

Given the functions held by Thierry Breton, Gilles Arditti, Ursula Morgenstern and Sophie Proust within the Atos group and by Dr. Romeo Lacher within the SIX group, the Board of Directors took note of the significance of the business relations between these groups and the Worldline Group.

The detailed assessment of the Directors' independence based on the above-mentioned criteria is reproduced in the below table:

Criteria[1]	Thierry Breton	Dr. Romeo Lacher	Gilles Grapinet	Gilles Arditti	Aldo Cardoso	Giulia Fitzpatrick	Danielle Lagarde	Ursula Morgenstern	Sophie Proust	Luc Rémont	Susan M. Tolson
Criterion 1: Employee or corporate officer within the past 5 years	✖	✔	✖	✖	✔	✔	✔[2]	✖	✖	✔	✔
Criterion 2: Cross-directorships	✔	✔	✔	✔	✔	✔	✔	✔	✔	✔	✔
Criterion 3: Significant business relationships	✖	✖	✖	✖	✔	✔	✔	✖	✖	✔	✔
Criterion 4: Family ties	✔	✔	✔	✔	✔	✔	✔	✔	✔	✔	✔
Criterion 5: Auditor	✔	✔	✔	✔	✔	✔	✔	✔	✔	✔	✔
Criterion 6: Period of office exceeding 12 years	✔	✔	✔	✔	✔	✔	✔	✔	✔	✔	✔
Criterion 7: Status of non-executive officer	✔	✔	✔	✔	✔	✔	✔	✔	✔	✔	✔
Criterion 8: Status of the major shareholder	✖	✖	✖	✖	✔	✖	✔[2]	✖	✖	✔	✔
Independent	✖	✖	✖	✖	✔	✖	✔	✖	✖	✔	✔

1 *In this table, ✔ represents an independence criterium that is satisfied and ✖ signifies that a criterion foran independence criterium not satisfied.*

2 *More information regarding the assessment of Ms. Lagarde's independence, and in particular with regard to criteria 1 and 8, is available in Section G.2.3.3.2 Review of the Directors' independance.*

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G.2.3.4 Employee's participation in the Board of Directors

As of December 31, 2018, the Company had not appointed an employee Board member within the meaning of article L. 225-27-1 of the French Commercial Code, as the legal provision is not applicable to it as long as the Company is a subsidiary of Atos SE which is itself required to have employee representation on its Board.

In the context of the announcement by Atos SE of its project to distribute in kind circa 23.4% of the share capital of Worldline to its shareholders, the General Meeting of Worldline to be held on April 30, 2019 will resolve, under the condition that Atos SE shareholders vote in favor of such distribution, on a draft resolution regarding the amendment of the bylaws of Worldline for the purposes of setting forth the mechanism regarding the designation of a Director representing the employees.

G.2.3.5 Directors' training

As per the recommendations of the AFEP-MEDEF Code, upon the appointment of a new Director, various sessions are offered with the main Group executives on the Group's business, organization and governance.

A specific training is also proposed to Directors appointed on the Audit Committee, following their appointment, on the Company's specific accounting, financial or operational features and the Company's governance.

G.2.3.6 Shareholding obligations

Pursuant to the Internal Regulations of the Board of Directors, each Director (except the employee Directors and the Directors representing employee shareholders), as the case may be, must own at least 750 shares of the Company.

G.2.3.7 Statement regarding the Board of Directors and senior management

As of the date of this Registration Document, to the Company's knowledge, there are no family relationships among the members of the Company's Board of Directors and senior management.

To the Company's knowledge, over the course of the past five years: (i) none of the above persons has been convicted of fraud; (ii) none of the above persons has been associated with a bankruptcy, receivership or liquidation; (iii) no accusations or official public sanctions have been brought against any of the above persons by statutory or regulatory authorities (including designated professional bodies); and (iv) none of the above persons has been disqualified by a court from acting as a member of the administrative, management or supervisory body of any company, or from being involved in the management or performance of the business of any company.

G.2.3.8 Potential conflicts of interest and agreements

To the Company's knowledge, and subject to the relationships described in Section E.8 Related Party Transactions, as of the date of this Registration Document, there are no potential conflicts of interest between the duties of the members of the Board of Directors and senior management to the Company and their private interests.

To the Company's knowledge, as of the date of this Registration Document, except the SIX Shareholders' Agreements, there are no agreements or undertakings of any kind with shareholders, clients, suppliers or others pursuant to which any member of the Company's Board of Directors or senior management has been appointed to such position.

As of the date of this Registration Document, the members of the Board of Directors have not agreed to any restriction on their right to transfer shares of the Company, with the exception of rules relating to the prevention of insider trading and the recommendations of the AFEP-MEDEF Code with respect to the obligation to retain shares. To date, all Directors meet the requirement, contained in the Board of Directors' Internal Regulations, of holding at least 750 Company shares each.

To the Company's knowledge, there are no service contracts between members of the Company's Board of Directors and any of its subsidiaries, which provides for the granting of benefits.

G.2.3.9 Board of Directors' Internal Regulations

The Board of Directors of the Company has approved its Internal Regulations, which were last updated during the Board meeting held on November 30, 2018, setting forth its composition, responsibilities and procedural rules, in addition to those set forth in legislative and regulatory provisions and the Company's bylaws, and to which are annexed the Directors' Charter and the Guide to the Prevention of Insider Trading.

The Internal Regulations specify, in particular, rules on composition, operation and role of the Board, compensation of Directors, assessment of the works of the Board, information of Directors, the role, competence and operating rules of the Board's Committees, the specific missions and prerogatives that can be assigned to a Director, and the confidentiality obligations imposed on Directors.

As soon as appointed, a copy of the Internal Regulations as well as of the Directors' Charter and the Guide to the Prevention of Insider Trading are, *inter alia*, provided to the Directors who acknowledge the provisions of these documents. Extracts of the Guide to the Prevention of Insider Trading may be found in Section D.4.1.2.1 Worldline's Code of Ethics & policies to prevent risks.

Extracts of the Internal Regulations of the Board of Directors

The provisions of the Internal Regulations of the Board of Directors cover (i) the reserved matters of the Board of Directors, (ii) the operation of the Board of Directors, (iii) the missions and operation of the Committees and (iv) the assessment of the works of the Board of Directors and are summarized in dedicated sections of this Registration Document. The Internal Regulations provide for additional provisions, the main ones of which are listed below.

It is reminded that the complete version of the Internal Regulations of the Board of Directors is available on the Company's website.

Information supplied to the Directors

The Company shall be required to provide its Directors with any information necessary for the efficient participation in the work of the Board of Directors in such a way as to enable it to carry out their mandate under appropriate conditions. The same shall apply at any time in the life of the Company where the importance or urgency of the information so requires. This permanent information shall include any relevant information, including critical information, concerning the Company and particularly articles in the press and financial analysis reports.

The Board of Directors is informed about market developments, the competitive environment and the most important aspects facing the Company, including in the area of social and environmental responsibility.

A Director may request from the Chairman any complementary information that he or she deems necessary for the full accomplishment of his or her tasks, particularly in view of the agenda of the meetings. Should a Director believes that he or she is not in a position to deliberate in full knowledge of all the facts, he or she has a duty to inform the Board and to demand vital information.

Acceptance of new social mandates

The Chief Executive Officer and the Deputy Chief Executive Officer must seek the opinion of the Board of Directors prior to accepting any new social mandate in a French or foreign listed company, outside the Group.

Possibility to assign a task to a Director

When the Board of Directors decides to entrust an assignment to one (or more) of its members or to a third party (or parties), it shall establish the principle characteristics of such task.

When the person or persons entrusted with this assignment are members of the Board of Directors, they shall not participate in the voting.

Based on this resolution, the Chairman shall initiate the drafting of a commissioning letter, which shall:

- Define the specific purpose of the assignment;
- Determine the form that the report of the assignment shall take;
- Determine the duration of the assignment;
- Determine, where applicable, the compensation due to the person carrying out the assignment as well as the methods of payment of the amounts due to the interested party; and
- Provide for, where applicable, a maximum limit of reimbursement of travel expenses as well as expenses incurred by the interested party and those related to the carrying out of the assignment.

The Chairman of the Board of Directors shall submit the draft commission letter to the Nomination and Remuneration Committee for its opinion.

The report of the assignment shall be communicated by the Chairman of the Board of Directors to the Directors of the Company (and to the censor(s) where any).

Related party transactions with the Atos group

All transactions entered into by and between a member of the Group and any member of the Atos group shall be conducted on an arm's length basis and on normal commercial terms.

Compliance with SIX Shareholders' Agreements

The Board of Directors shall comply with (i) the Worldline-SIX Shareholders' Agreement (as may be amended from time to time) and (ii) the Atos-SIX Shareholders' Agreement, in both cases as regards the composition, powers and organization of the Board of Directors' Committees, and to the extent, in each case, that the relevant agreement is in force.

Extracts from the Charter of the Worldline Board of Directors

The Directors' Charter of Worldline summarizes the missions and obligations of the members of the Board of Directors. This Charter covers in particular the following points: prohibition to hold a corporate office and an employment contract, company interests, attendance, diligence, loyalty, independence, confidentiality, trading in the Group's shares, conflicts of interests and information of members. The following paragraphs are extracted from the Directors' Charter.

Appointment

Before accepting their mandates, each Director must be aware of his or her rights and obligations binding upon him or her. In particular, he or she must acknowledge the applicable laws and regulations applicable to his or her office, the provisions of the Company's bylaws, the Internal Regulations of the Board of Directors, the Directors' Charter and the Guide to the Prevention of Insider Trading. Directors must own in their own name at least the number of registered shares required by the rules governing the Company. If they do not own such shares at appointment, they must acquire them within six months of their date of appointment.

Directorship and Employment are mutually exclusive

A senior manager who becomes the main Corporate Officer of the Company shall undertake to terminate his or her employment contract with the Company (if such employment contract exists), either by contractual termination or by resignation. This provision does not apply to the Director representing the employee shareholders.

Defending the interest of the Company

Each Director represents all shareholders and must act at all times in the interest of said shareholders and in the interest of the Company. He or she must warn the Board of Directors of any event brought to his or her attention that he or she deems, could affect the Company's interests.

Conflicts of interest

The Director strives to strictly avoid any conflict that may arise between his or her own moral and material interests and those of the Company. Directors must inform the Board of Directors of any actual or potential conflict of interest that they are aware of. He or she must strictly refrain from participating in discussions or decisions on such matters where he or she should be in a situation of a conflict of interest. A conflict of interests arises when a Director or a member of his or her family could personally benefit from the way the Company's business is conducted, or could maintain a relationship of any kind with the Company, its affiliates or its management that could compromise the Director's judgment (particularly as client, supplier, business banker, legal representative).

Attendance – Diligence

By accepting their mandate, each Director agrees to spend the necessary time and care in performing their duties. Unless prevented from doing so, each Director must attend all Board of Directors' Meetings and, where applicable, the meetings of all Board Committees to which they belong. He or she shall keep informed about the work and specifics of the Company, including its stakes and values, by inquiring, if necessary, its management. He or she shall make a point of keeping updated on the knowledge that enables him or her to perform his or her functions.

The Director shall request any documents that he or she considers essential to deliberate on the issues on the agenda. If a Director considers that he or she does not have full knowledge of the facts, it is his or her duty to inform the Board and to demand any essential information.

Loyalty

Each Director is under an obligation of loyalty towards the Company. He or she shall not take any initiative that could harm the interests of the Company or other companies or entities within the Worldline Group and shall act in good faith in all circumstances. He or she shall not take on any responsibilities on a personal basis in any company or business practicing any activities in direct competition with those of the Company, without prior approval of the Chairman of the Board of Directors and of the Chairman of the Nomination and Remuneration Committee.

Independence

The Director carries out his or her function in complete independence. He or she undertakes to preserve in all circumstances his or her independence of analysis, judgment, decision and action. He or she does not tolerate being influenced by any factor outside of the corporate interest which he or she undertakes to protect. He or she commits to inform the Board of Directors of any issue which appears to be of such nature as to affect the Company's interests.

Confidentiality

The Directors are required to uphold professional secrecy, which exceeds the mere obligation of discretion provided for by legislation, in regards to any information gathered during or outside of the Board of Directors' Meetings. They commit to keep strictly confidential any information that has not been publicly disclosed, of which they have been informed or become aware during their mandate, as well as the contents of discussions and votes of the Board of Directors and of its Committees.

Inside information and trading in the Company's securities

Directors shall strictly refrain from using any privileged information he or she have access to, to his or her personal advantage or to the advantage of anyone else. He or she may not trade in the Company's securities other than in compliance with legal and regulatory provisions. He or she commits to comply with the Guide to the Prevention of Insider Trading approved by the Board of Directors. Board members must inform the Autorité des Marchés Financiers and the Company, in accordance with applicable rules, of any dealings in the securities of the Company.

G.2.4 Operation of the Board of Directors

G.2.4.1 Attendance to the meetings of the Board of Directors and its Committees in 2018

Global attendance

Global attendance to the meetings of the Board of Directors	Global attendance to the meetings of the Audit Committee	Global attendance to the meetings of the Nomination and Remuneration Committee	Global attendance to the meetings of the Investment Committee
95%	95%	100%	100%

Individual attendance

	Attendance to the Board	Attendance to the Audit Committee	Attendance to the Nomination and Remuneration Committee	Attendance to the Investment Committee	Attendance to the Strategy and Innovation Committee[1]
Thierry Breton	13/13	-	4/4	3/3	-
Romeo Lacher	2/2[b]	-	-[4]	-[5]	-
Gilles Grapinet	13/13	-	-	3/3	-
Gilles Arditti	13/13	6/6	-	-	-
Aldo Cardoso[a]	13/13	6/6	-[4]	3/3	-
Giulia Fitzpatrick	2/2[b]	1/1[b]	-	-	-
Danielle Lagarde[a]	13/13	-	-	-	-
Ursula Morgenstern	7/13	-	-	-	-
Susan M. Tolson[a]	13/13	6/6	4/4	-	-
Sophie Proust	13/13	-	-	-	-
Luc Rémont[a]	13/13	0/1[2 b]	4/4	-	-
Daniel Schmucki (censor)	2/2[b]	[3]	-	-	-

a Independent Director.

b Appointment on November 30, 2018.

1 The Strategy and Innovation Committee did not meet in 2018.

2 The Audit Committee met only once since Luc Rémont was first appointed to the Committee on November 30, 2018.

3 The Censor was invited to a meeting of the Audit Committee since he was first appointed on November 30, 2018 and did not participate.

4 The Nomination and Remuneration Committee did not meet since Dr. Romeo Lacher and Aldo Cardoso were first appointed to the Committee on November 30, 2018.

5 The Investment Committee did not meet since Dr. Romeo Lacher was first appointed to the Committee on November 30, 2018.

G.2.4.2 The Board of Directors' activity

Mission

The duty of the Board of Directors is to determine the strategy and trends of the Company's activity and to oversee their implementation. Moreover, the Board of Directors appoints Senior Officers and rules on the independence of Directors, on a yearly basis, possibly sets limits on the powers of the Chief Executive Officer and of the Deputy Chief Executive Officer, issues the report on corporate governance, convenes the Shareholders' Meetings and decides on their agendas, undertakes the controls and verifications which it deems fit, the control and audit of the sincerity of the financial statements, the review and approval of the financial statements, the communication to the shareholders and reviews communications to the market of high quality information.

The Board of Directors endeavors to promote long-term value creation by the Company by considering the social and environmental aspects of its activities. It regularly reviews, in relation to the strategy it has defined, the opportunity and risks, such as financial, legal, operational, social and environmental risks, as well as the measures taken accordingly.

The Board of Directors ensures the implementation of a mechanism to prevent and detect corruption and influence peddling.

The Board of Directors ensures that the Executive Officers implement a policy of non-discrimination and diversity, notably with regard to the balanced representation of men and women on the governing bodies.

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Operating rules

As per the Board of Directors' Internal Regulations, the Board of Directors, convened by its Chairman, shall meet at least four times a year and as often as necessary in the Company's interest. Board of Directors' meetings shall follow the agenda set by the Chairman and communicated to the Directors. Whenever possible, the necessary documents and elements are sent to the Directors with the agenda.

The Board of Directors shall elect a Chairman from among its members, who shall be a natural person and, if the Board deems it appropriate, one or more Vice-Chairmen. It shall determine the duration of their functions, which shall not exceed those of their mandate as Director, and which may be terminated by the Board at any time. The Board of Directors shall appoint, determining his or her term of office, a secretary who may be chosen from among the Directors or from outside.

In compliance with the provisions of article L. 225-37 of the French Commercial Code, meetings of the Board of Directors may be held by any means of video-conferencing or telecommunication allowing for the identification of the Directors and guaranteeing their actual participation, *i.e.* transmitting at least the voices of the participants and having the technical capabilities enabling continuous and simultaneous retransmission of the discussions in order to allow them to participate in the Board of Directors meetings.

Directors wishing to attend a meeting of the Board of Directors by way of videoconference or telecommunication as described above shall indicate such to the Chairman by email at least 24 hours before the date of the meeting so that the Chairman may supply the said Directors with videoconferencing or telecommunication facilities, as preferred.

For the purposes of calculating the quorum and the majority, the Directors participating in the meeting by way of videoconference or telecommunication shall be deemed present. Necessary measures shall be taken in order to ensure the identification of each speaker and the verification of the quorum. Otherwise, the meeting of the Board of Directors shall be adjourned.

The preceding provisions relating to participation in Board meetings by way of videoconference or telecommunication shall not be applicable to the adoption of decisions covered under articles L. 232-1 and L. 233-16 of the French Commercial Code, respectively related to the preparation of the Company's annual accounts and management report and to the preparation of the Group's consolidated accounts and the Group's management report.

The Directors shall have the option of being represented at Board of Directors' meetings by another Director. Each Director may only represent one of his or her colleagues during the same Board of Directors meeting.

The Board of Directors may only deliberate validly if at least half of its members are present. Decisions are taken by a majority of members present or represented. If the votes are equal, the Chairman of the Board of Directors shall cast the deciding vote.

Works in 2018

During the 2018 financial year, the Board of Directors met thirteen times. Attendance of Directors at these meetings was an average of 97%[1]. The highest individual rate of attendance was 100% (reached by 10 Directors) and the lowest individual rate of attendance was 64%[2].

In addition, during the 2018 fiscal year, the Directors held an unformal meeting outside the Chief Executive Officer's presence during which they discussed the Company's affairs.

The Board of Directors met to discuss the following topics in particular:

As far as financial statements, budget and financial commitments are concerned:

- Review and approval of the 2019 budget;
- Review of the financial information, quarterly reports and forecasts;
- Review of and closure of the consolidated half-year and yearly financial statements;
- Review of financial presentations and press releases;
- Review and approval of parent company guarantees;
- Review of the presentations to be made on the Investor Day;
- Review and approval of the Group's financing strategy and of the Group's financing agreements.

As far as strategic projects and operations are concerned:

- Review of the Group's strategic trends;
- Review of external growth operations and, in particular, the acquisition of SIX Payment services dedicated to payment and transactions.

As far as compensation is concerned:

- Setting the elements of the Deputy Chief Executive Officer's compensation and setting the objectives of the Deputy Chief Executive Officer's compensation for his variable part for H2 2018;
- Confirming the elements of the Chief Executive Officer's compensation, setting the objectives for his variable part for H2 2018, and confirming the results for his variable compensation related to H2 2017 and H1 2018;
- Review of the conformity of the Senior Executive Officers' compensation with the recommendations of the AFEP-MEDEF Code;
- Review of the resolutions to be submitted to the Annual General Meeting on the say on pay "ex post" and "ex ante" in relation to the compensation of the Senior Executive Officers as per the recommendations of the AFEP-MEDEF Code;
- Setting up of a performance share allocation plan and of a stock-options plan in favor of Group employees and the Senior Executive Officers;
- Setting up of a performance shares allocation plan and of a stock-option plan in favor of key employees of SIX Payment Services;

1 *The average attendance rate does not take into account the presence of the Censor at Board meetings.*

2 *The information on individual attendance rate to Board meetings is detailed in Section G.2.4.1 of the Registration Document.*

- Confirming achievement of performance conditions, including the achievement of the CSR performance conditions, and setting new annual objectives for the same in connection with on-going performance share plans;
- Deciding the implementation of a share buyback program in connection with the vesting of long-term incentive plans;
- Review of a project of employee stock ownership plan.

As far as governance is concerned:

- Convening the Annual General Meeting, reviewing and approving the Board of Directors' report to the Annual General Meeting;
- Convening a Shareholders' General Meeting on November 30, 2018, to approve the contribution in kind by SIX Group AG of 100% of the shares operating the SIX payment services business of the SIX group and reviewing the corresponding resolutions to be submitted to the Shareholders' General Meeting;
- Amendment of the Internal Regulations of the Board of Directors;
- Review of the 2017 Registration Document;
- Review of the operation of the corporate bodies and corporate governance (confirmation of the composition of the Committees after the renewal of the terms of office decided by the Annual General Meeting and the appointment of two new Directors during the Shareholders' General Meeting of November 30, 2018, renewal of certain delegation of powers of the Chief Executive Officer, proposition of renewal of Directors, assessment of the Board's work, review of the independence of Directors, conformity review of the Company's practices with the AFEP-MEDEF Code recommendations, annual review of related parties agreement authorized during previous financial years, allocation of Directors' fees); appointment of Mr. Marc-Henri Desportes as Deputy Chief Executive Officer);
- Creation of a Strategy and Innovation Committee;
- Discussions related to a plan for the succession of the Senior Officers; and
- Review of the diversity policy applicable at Board and Committees level.

The Board regularly heard the Statutory Auditors' reports as well as the works of the permanent Committees of the Board of Directors: the Audit Committee, the Nomination and Remuneration Committee, the Investment Committee. The Strategy and Innovation Committee did not meet in 2018 (it is reminded that such Committee was created on November 30, 2018).

G.2.5 Operation of the Committees of the Board of Directors [GRI 102-37]

Pursuant to article 17 of the Company's bylaws as adopted at the Company's Combined Shareholders' Meeting on November 30, 2018, the Company's Board of Directors may create Committees charged with examining questions submitted to it by the Board or its Chairman.

Two of the Company's Board of Directors' Committees were put in place on the listing date of the Company's shares on Euronext Paris: an Audit Committee and a Nomination and Remuneration Committee. Also, a third Committee was created by decision of the Board of Directors on December 12, 2016: the Investment Committee and a fourth Committee was created by decision of the Board of Directors on November 30, 2018: the Strategy and Innovation Committee. The powers of these Committees are governed by the Internal Regulations of the Board of Directors. The Committees are solely advisory in preparing the works of the Board which is the only decision-making and liable body. They report to the Board of Directors. Their recommendations are discussed at length during the meetings of the Board of Directors, where applicable, on the basis of the documentation generated by the Committees.

The composition, responsibilities and powers, and procedural rules of these Committees are described below.

G.2.5.1 The Audit Committee

Mission (article 9.3.2 of the Internal Regulations of the Board of Directors)

The Audit Committee's mission is to prepare and facilitate the work of the Board of Directors within its relevant fields of competence, as set forth in the Internal Regulations of the Board of Directors. It assists the Board of Directors in analyzing the accuracy and sincerity of the Company's corporate and consolidated financial statements and oversees the quality of internal controls and of the information disclosed to shareholders and the markets.

The Audit Committee may provide the Board with all opinion or recommendation within the areas described below. In particular, the Audit Committee receives from the Board of Directors the following assignments:

With respect to the financial statements

- To monitor the process of preparing financial information and, as the case may be, issue recommendations to guarantee its integrity;
- To proceed with a prior examination and give its opinion on the draft annual, half yearly and, where applicable, quarterly statutory and consolidated accounts of Worldline prepared by the Finance department;
- To assess the relevance and the permanence of the accounting principles and rules;
- To be presented with the evolution of the perimeter of consolidated companies;

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- To meet, whenever it deems necessary, with the statutory auditors, the general management, the financial and accounting management, the internal audit management or any other member of the management; these hearings may take place, when appropriate, without the presence of the members of the general management;
- To examine the financial documentation distributed by the Company upon approval of the annual accounts, as well as the important financial documents and press releases and those relating to material external growth operations;
- To report on the results of the financial statements certification, on the way this mission contributed to the integrity of the financial information and about the role that the Committee played in the process.

With respect to the external control of the Company:

- To examine questions relating to the appointment or renewal of the Company's statutory auditors;
- To monitor the conduct of the assignment entrusted to the statutory auditors;
- To approve the provision of services by the statutory auditors or by their network members for the benefit of the Company or its subsidiaries, other than the certification of accounts and the services required from the statutory auditors by the law. The Committee bases its recommendations on the analysis of the risk to the independence of the Statutory Auditor(s) and on the safeguard measures applied by them. Pursuant to the provisions of the French Sapin II Law dated November 8, 2016 and the new articles L. 822-11-2 and L. 823-20-5 of the French Commercial Code, and as from the date of their entry into force, the Board of Directors and the Audit Committee of the Company, which is controlled by Atos SE, are exempted from the application of this approval procedure, as long as the assignments usually entrusted to the statutory auditors with regard to a legal entity which belongs to the Worldline Group, are approved by the Audit Committee of Atos SE, in accordance with the applicable law. A report on any decisions taken under this procedure will be presented at each meeting of the Audit Committee;
- To ensure that the statutory auditors act in compliance with their duty of independence.

With respect to internal control and monitoring the Company's risks:

- To evaluate, together with Group-level management, the efficiency and the quality of the Group's internal control systems and procedures, to examine the significant off-balance sheet risks and undertakings, and to meet with the head of Internal Audit, to give its opinion as to the organization of the Internal Audit department, and to be informed of its planned work. The Audit Committee will receive internal auditor's reports or a periodic summary of such reports;
- To assess the reliability of the systems and procedures used in establishing the accounts, to review the methods and procedures for reporting and processing accounting and financial information;
- To monitor the effectiveness of the internal audit of the procedures relating to the preparation and processing of extra-financial and accounting information;
- To regularly make itself aware of the financial situation, the cash position and any significant undertakings and risks and to examine the procedures adopted to evaluate and manage those risks; and
- To monitor the effectiveness of the internal audit of the procedures relating to the preparation and processing of financial and extra-financial information.

With respect to agreements entered into by the Company:

- To review all drafts of framework agreements relating to the provision of services between Atos SE and/or its subsidiaries, on the one hand, and the Company and/or its subsidiaries, on the other hand, that involve annual payments in excess of € 10 million; and
- To review all drafts of financing or cash management agreements exceeding € 10 million entered into between the Company and/or one of its subsidiaries, on the one hand, and Atos SE and/or one if its subsidiaries, on the other hand.

Composition (articles 9.2.4 and 9.3.2 of the Internal Regulations of the Board of Directors)

The Audit Committee can be composed of a maximum of six members and, in principle, at least two-thirds of such members must be appointed from among the independent members of the Board of Directors, in accordance with the recommendations of the AFEP-MEDEF Code.

The Audit Committee is composed as follows[1]:

- Aldo Cardoso* (Chairman);
- Gilles Arditti;
- Giulia Fitzpatrick;
- Luc Rémont*;
- Susan Tolson*.

Although the ratio of independent Directors is not in line with the recommendations of the AFEP-MEDEF Code as at December 31, 2018, it is expected that a fourth independent Director be appointed to the Audit Committee by the end of the year 2019, thus bringing said ratio to 2/3 of the members of the Audit Committee (See Section G.2.1 Compliance with the AFEP-MEDEF Code – Frame of reference on corporate governance). All Audit Committee members have financial and accounting competences.

Aldo Cardoso, Chairman of the Audit Committee, has an in-depth and recognized knowledge of corporate finance and accounting, as well as of audit and control procedures, which he acquired during his long experience in the management of the audit and financial, legal and tax consulting firm Arthur Andersen and in exercising his various directorships as a Director of leading French and foreign companies. He is a Certified Public Accountant.

Susan M. Tolson has financial and accounting knowledge as well as investment and development skills acquired from her experience in various investment structures (particularly in investment management) and performing her duties as Director of non-profit companies and organizations in France and especially abroad.

Gilles Arditti has financial and accounting knowledge as well as mergers & acquisitions and investor relations skills (mainly in the IT and consulting sector) which he has developed in particular

*(1) Independent Directors are identified with this symbol: *.*

through the various management positions held within the Atos group (Mergers & Acquisitions Director of the Group, CFO France, Head of Investor Relations and Financial Communication of the Group…). He has a thorough knowledge of the procedures learned at KPMG and developed during his career. He is a Certified Public Accountant.

Luc Rémont has held several positions at the French Ministry of Economy, Finance and Industry where he was in particular responsible for the French Treasury's relations with international development banks and represented the French State's shareholding interests in transportations companies, before joining the Ministry of Finance where he served as technical advisor and then deputy chief of staff of the Minister of Finance. He then served as head of corporate and investment banking for France and Benelux at Bank of America Merrill Lynch and CEO France at Schneider Electric.

Giulia Fitzpatrick holds an MBA in Finance from the Wharton School. She has in excess of 30 years of professional experience in particular in finance with various firms active in the financing sector and agriculture.

More information regarding the backgrounds of Susan M. Tolson, Aldo Cardoso, Gilles Arditti, Luc Rémont and Giulia Fitzpatrick is available in their biography in Section G.2.3.1 Composition of the Board of Directors.

All members of the Audit Committee must, at the time of their nomination, be informed about the Company's accounting, financial and operational specificities.

The term of office of Audit Committee members is the same as their term of office as members of the Board of Directors. The term of a member of the Audit Committee may be renewed at the same time as such member's term as a member of the Board of Directors.

The Chairman of the Audit Committee is appointed from among its independent members by the Board of Directors, upon the proposal of the Nomination and Remuneration Committee. The Audit Committee may include neither the Chief Executive Officer nor the Deputy Chief Executive Officer.

The Committee's secretary is any person designated by the Chairman of the Committee or with the Chairman's approval.

Operating rules (article 9.3.2 of the Board of Directors' Internal Regulations)

The Audit Committee may validly deliberate either in a meeting or by telephone or video conference, when convened by its Chairman or secretary, as long as at least half of its members participate. The notice of the meeting must include an agenda and may be transmitted orally or by any other means. The decisions of the Audit Committee are subject to a majority vote by members participating in the meeting, with each member having one vote.

The Audit Committee meets as often as necessary and, at least, twice per year on the occasion of the preparation of the annual and half-yearly financial statements. Meetings take place prior to the meeting of the Board of Directors and, whenever possible, at least two days before such meeting when the Audit Committee's agenda includes examination of the annual or half-yearly financial statements due to be reviewed by the Board of Directors.

The Audit Committee should interview the statutory auditors, and also the persons responsible for finance, accounting and treasury matters. The review of accounts by the Audit Committee should be accompanied by a presentation from the statutory auditors stressing the essential points not only of the results of the statutory audit, in particular the adjustments resulting from the audit and significant weaknesses in internal control identified during the auditors' work, but also the accounting methods chosen. It should also be accompanied by the complementary report to the Audit Committee provided for by applicable law and a presentation from the Chief Financial Officer describing the corporation's risk exposures including those of a social and environmental nature, and its material off-balance-sheet commitments.

As far as internal audit and risk control are concerned, the Committee must interview those responsible for the internal audit. It should be informed of the program for the internal audit and receive internal audit reports or a regular summary of those reports. The Audit Committee may call upon external experts if need be.

In 2018, the Audit Committee, in its operation, benefited from Company and Atos group's internal skills, in particular the Group Chief Financial Officer, the Atos group Head of Internal Audit and Internal Control, the Atos group Senior Vice-President Bid Control and business risk management, the Group Head of Mergers and Acquisitions, Legal, Compliance and Contract management, as well as the statutory auditors who attended, as applicable and upon request from the Committee Chairman, meetings of the Audit Committee.

Works in 2018

During the 2018 financial year, the Audit Committee met six times. Attendance of members to the meetings was an average of 80%. The highest individual rate of attendance was 100% (reached by 4 members).

During the 2018 financial year, the Audit Committee reviewed the following items in particular:

- The Group's accounting and financial documents, including statements related to off-balance sheet, before their presentation to the Board; the main accounting items and methods; the quarterly financial reports on the Group's performance, the consolidated accounts for 2017, the half-yearly accounts 2018, and the draft financial press releases as well as the forecast information before their submission to the Board of Directors;
- The related party transactions with the Atos group;
- The financial markets' reaction following the announcement of the strategic partnership with SIX Group AG;
- The information document which has been prepared for the purpose of listing newly issued shares reserved for SIX Group AG (Document E);
- The integration of SIX Payment Services (integration program and new organization);
- The implementation of a share buyback program in connection with the vesting of long-term incentive plans;
- The annual mission plan of the Group Internal Audit department, the conclusions of the main missions and the summary reports concerning the activities of the Internal Audit;

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- The risks associated with the most critical contracts as well as the state of declared claims and litigations and the provisions.

The Committee heard the intermediate and final reports of the statutory auditors concerning the annual and half-yearly accounts, as well as the reports of their other works carried out in connection with their general audit mission.

G.2.5.2 The Nomination and Remuneration Committee [GRI 102-36] [GRI 102-37]

Mission (article 9.3.1 of the Internal Regulations of the Board of Directors)

The mission of the Nomination and Remuneration Committee is to prepare and facilitate the decisions of the Board of Directors, within its relevant fields of competence.

With respect to nominations, the general field of competence of the Nomination and Remuneration Committee is to seek and examine any candidacy to the position of member of the Board of Directors or to a position of management with a corporate mandate with the Company, and to formulate an opinion and/or recommendation with respect to such candidacy to the Board of Directors.

The Nomination and Remuneration Committee reviews important operations that involve a risk of conflict of interests between the Company and the members of the Board of Directors. The Nomination and Remuneration Committee makes a preliminary assessment of the independence of the members of the Board of Directors, which is then reviewed and discussed annually by the Board of Directors prior to the publication of the Registration Document.

With respect to compensation, the Nomination and Remuneration Committee is charged with formulating proposals regarding the compensation of the Chairman, the Chief Executive Officer and the Deputy Chief Executive Officer (fixed compensation amount and definition of the rules governing the variable compensation, ensuring the consistency of these rules with the annual evaluation of the performances and with the Company's medium-term strategy, and verifying the annual application of these rules and of the Directors).

The Nomination and Remuneration Committee also participates in preparing an incentive compensation policy for employees of the Company and its subsidiaries. In particular, it formulates proposals regarding the decisions to grant options for the subscription and/or purchase of Company shares, or of Company performance shares to the benefit of company officers and any or all employees of the Company and its subsidiaries.

The rules governing the compensation of senior officers are described in Section G.3 Executive compensation and stock ownership of this Registration Document.

With respect to members of the Board of Directors, the Committee is responsible for proposing to the Board of Directors to rule each year on the total annual amount of Directors' fees to be submitted to the approval of the Annual Shareholders' Meeting and the way such Directors' fees shall be distributed among the Directors, particularly taking into consideration the attendance of the Directors at Board and Committees meetings, the level of liability incurred by the Directors, and the time that they are required to devote to their functions.

The Committee also makes observations and/or recommendations relating to retirement and employment insurance schemes, benefits in kind and the financial rights granted to company officers of the Company and its subsidiaries.

Composition (articles 9.3.1 of the Internal Regulations of the Board of Directors)

The Nomination and Remuneration Committee is composed of a maximum of five members, the majority of whom must be appointed from among the independent members of the Board of Directors, in accordance with the recommendations of the AFEP-MEDEF Code.

The Nomination and Remuneration Committee members is composed as follows[1]:

- Dr. Romeo Lacher (Chairman);
- Thierry Breton;
- Aldo Cardoso*;
- Luc Rémont*;
- Susan Tolson*.

In accordance with the recommendations of the AFEP-MEDEF Code, the Nomination and Remuneration Committee is composed of a majority of independent members, and no Senior Executive Officer is a member.

Members of the Committee are appointed by the Board of Directors from among its members and taking into consideration their independence, experience and skills.

The term of office of the members of the Nomination and Remuneration Committee is the same as their term as members of the Board of Directors. The term of a member of the Nomination and Remuneration Committee may be renewed at the same time as such member's term as a member of the Board of Directors.

The Chairman of the Nomination and Remuneration Committee is appointed by the Board of Directors whether or not from among the independent members, upon the proposal of the Chairman of the Board of Directors.

The Committee's secretary is any person designated by the Chairman of the Committee or with the Chairman's approval.

Operating rules (article 9.3.1 of the Internal Regulations of the Board of Directors)

The Nomination and Remuneration Committee may validly deliberate either in a meeting or by telephone or video conference, when convened by its Chairman or secretary, as long as at least half of its members participate to its work. The notice of the meeting must include an agenda and may be transmitted orally or by any other means.

1 *Independent Directors are identified with this symbol: *.*

The decisions of the Nomination and Remuneration Committee are subject to a majority vote by members participating in the meeting, with each member having one vote. The Nomination and Remuneration Committee meets as often as necessary and at least three times per year, in particular before the Board of Directors meets to assess the independence of its members pursuant to the independence criteria adopted by the Company and, in any event, prior to any meeting at which the Board of Directors votes on the compensation of members of senior management or the allocation of Directors' fees.

The Chief Executive Officer is associated to the works of the Committee relating to appointments and to the long-term incentive policy related proposals.

The Nomination and Remuneration Committee may call upon external experts if need be.

Works in 2018

During the 2018 financial year, the Nomination and Remuneration Committee met four times. Attendance of members to the meetings was 100%.

The Nomination and Remuneration Committee met in 2018 in order to deal in particular with the following subjects:

- Proposal regarding the nomination of the Deputy Chief Executive Officer, the setting of the elements of the Deputy Chief Executive Officer's compensation and the setting of the objectives of the Deputy Chief Executive Officer's compensation for his variable part for H2 2018;
- Proposal regarding the setting of the objectives of the variable part of the Chief Executive Officer's compensation for H2 2018, and the confirmation of the results for his variable compensation related to H2 2017 and H1 2018;
- Review of the conformity of the Senior Executive Officers' compensation with the recommendations of the AFEP-MEDEF Code;
- Preparation of the "say on pay" vote on the Senior Executive Officers' compensation, review of the criteria set for their compensation and of the terms and conditions of presentation of such compensation to the shareholders;
- Proposals regarding the setting up of a performance shares allocation plan and a stock-options plan in favor of the Group employees and the Senior Executive Officers;
- Proposals regarding the setting up of a performance shares allocation plan and a stock-options plan in favor of key employees of SIX Payment Services;
- Proposals regarding the confirmation of the achievement of performance conditions, including the achievement of CSR performance conditions, and the setting of new annual objectives for the same in connection with on-going performance share plans;
- Proposal regarding the implementation of a share buyback program in connection with the vesting of performance shares;
- Review of a project of employee stock-ownership plan;
- Proposals regarding the composition of the Board of Directors and renewal of Directors at the 2018 Annual General Meeting;
- Proposals regarding the confirmation of the composition of the Board's Committees after the renewal of terms of office decided by the Annual General Meeting;
- Review of the proposals made by SIX Group AG regarding the appointment of two Directors and a censor at the Extraordinary General Meeting of November 30, 2018 and proposals regarding the composition of the Board's Committees after the appointment of new Board members decided by the Extraordinary General Meeting;
- Proposals regarding the total amount of Directors' fees *(jetons de présence)* envelope proposed to the 2018 Annual General Meeting and the terms and conditions of allocation of the said Directors' fees, in particular in the context of the acquisition of SIX Payment Services;
- Review of the independence of Board members;
- Diversity policy at Board of Directors level;
- Succession plan for Senior Officers.

G.2.5.3 Investment Committee

Composition (article 9.3.3. of the Board of Directors' Internal Regulations)

The Investment Committee is composed of a minimum of three and a maximum of four members, appointed by the Board of Directors among its members.

The Chairman of the Investment Committee is appointed by the Board of Directors, upon the proposal of the Chairman of the Board of Directors.

The term of office of the members of the Investment Committee is the same as their term as members of the Board of Directors. They can, however, resign during any meeting of the Board of Directors without cause or notice. The term of their office can be renewed. The Board of Directors may terminate their office *ad nutum*, without cause.

The Investment Committee is composed as follows[(1)]:

- Thierry Breton (Chairman);
- Dr. Romeo Lacher (Vice-Chairman);
- Gilles Grapinet;
- Aldo Cardoso*.

Operating rules (article 9.3.3. of the Board of Directors' Internal Regulations)

The Investment Committee's mission is to prepare and facilitate the decisions of the Board of Directors within its relevant fields of competence. It assists the Board of Directors in analyzing the main external growth projects led by the Company.

In order to carry forward its mission, the Investment Committee will be assisted from time to time or permanently by any employee whose expertise is of use for the Committee's works, and whose appointment will be made upon proposal of the Committee's Chairman subject to a decision of the Board of Directors.

The Committee shall be able to call upon external experts if need be.

*(1) Independent Directors are identified with this symbol: *.*

Works in 2018

The Investment Committee met three times during the 2018 financial year. Attendance of members to the meetings was 100%.

In 2018, the Investment Committee reviewed the various on-going acquisition projects and, in particular, the acquisition of SIX Payment Services.

G.2.5.4 Strategy and Innovation Committee

Composition (article 9.3.4. of the Board of Directors' Internal Regulations)

The Strategy and Innovation Committee, which has been created on November 30, 2018, is composed of a maximum of five members, including at least one independent member, appointed by the Board of Directors among its members.

The Chairman of the Strategy and Innovation Committee is appointed by the Board of Directors, upon the proposal of the Chairman of the Board of Directors.

The term of office of the members of the Strategy and Innovation Committee is the same as their term as members of the Board of Directors. They can, however, resign during any meeting of the Board of Directors without cause or notice. The term of their office can be renewed. The Board of Directors may terminate their office *ad nutum*, without cause.

The Strategy and Innovation Committee is composed as follows[1]:

- Thierry Breton (co-Chairman);
- Dr. Romeo Lacher (co-Chairman);
- Giulia Fitzpatrick ;
- Gilles Grapinet ;
- Luc Rémont*.

The rules related to remuneration for the other Committees are applicable to the newly created Committee, as described in Section G.3.1 Director's fees.

Operating rules (article 9.3.4. of the Board of Directors' Internal Regulations)

The Investment Committee's mission is to prepare the work and facilitate the decision process of the Board of Directors for the review of the corporate strategy, topics relating to the evolution, prospects and opportunities of the payments sector, notably in connection with innovations and disruptive technologies, as well as other relevant topics not falling within the scope of the responsibility of the Audit Committee, the Nomination and Remuneration Committee or the Investment Committee as defined in the Internal Regulations of the Board of Directors.

Works in 2018

The Strategy and Innovation Committee did not meet in 2018 (it is reminded that such Committee was created on November 30, 2018).

G.2.6 Assessment of the works of the Board of Directors [GRI 102-28]

The Board of Directors' Internal Regulations require the Board of Directors to assess its capacity to meet the expectations of the shareholders by periodically analyzing its composition, organization and its operation, as well as the composition, organization and operation of its Committees. In particular, it must analyze the rules governing the functioning of the Board and its Committees, reflect on the desirable balance in their composition, periodically ask itself whether their organization and functioning are adequate to their tasks, verify that important questions are properly prepared and debated, and measure the effective contribution of each Director to the work of the Board of Directors and of the Committees in light of such person's skills and involvement in deliberations.

The evaluation has three objectives:

(I) To assess the way in which the Board operates;

(II) To check that the important issues are suitably prepared and discussed;

(III) To measure the participation and the actual contribution of each Director to the Board's work.

For that purpose, the Internal Regulations provide that, once a year, the Board of Directors shall devote one item on its agenda to the discussion of its operation and inform the shareholders each year, in the Registration Document, of the conduct of these assessments and the subsequent follow up.

In accordance with the AFEP-MEDEF Code, the Board of Directors must conduct a formal assessment, on an annual basis, under the direction of the Nomination and Remuneration Committee and the supervision of the Group Secretary with the help, if necessary, of an outside consultant. For the 2018 financial year, the Board decided during its meeting held on October 18, 2018, to proceed with a formalized assessment under the same conditions as for the previous years.

The formalized assessment carried out on the works of the Board and its Committees during the 2018 fiscal year, allowed to deepen the appreciation of the works achieved at the Board level as well as in the Committees, as to the conditions in which meetings are prepared and in particular at the Committee's level (the latter also being subject to an assessment).

*(1) Independent Directors are identified with this symbol: *.*

The assessment was carried out pursuant to the following procedure:

- Under the direction of the Nomination and Remuneration Committee and the supervision of the Group Secretary, each Director answers a questionnaire which he or she is individually provided, with the possibility of individual interviews with key management personnel. The questionnaire addresses such topics as:
  - The suitability of the Board and Committees composition,
  - The suitability of the agenda and information provided in that respect, as well as of the time devoted to specific subjects,
  - The suitability of the means provided to the Committees to carry out their mission,
  - The quality of the recommendations from the Committees,
  - The quality of the minutes of meetings,
  - The documents/information the Directors wish to be addressed/provided,
  - The satisfactory nature of the actual contribution of each Director to the works of the Board,
  - The actual contribution of the Directors to the works of the Board,
  - The improvements to be made;
- At the end of these works, an item was put on the agenda of the Board of Directors' meeting of December 12, 2018 in order to report on the outcome of this assessment and consider the improvements to retain.

Generally speaking, for all the questions asked, the Directors gave a positive assessment of all the points of the questionnaire. Overall, for all questions asked, the situation is considered very satisfactory in 90% of cases (satisfaction level up by 1 point compared to last year). More specifically, the following points emerged from the Secretary's analysis, and were shared with all the Directors:

- The Directors were fully satisfied with the diversity of the Board's composition, with a higher proportion of women at the end of 2016 (4/9, *i.e.* 44% of Board members). The majority of Directors also considered that the diversity of skills was appropriate at the Board level and, one Director suggested adding more technological skills to the payment universe;
- The Board's functioning is stable this year, at a high level, and significantly improved compared to 2016 (82% of very positive judgments, *i.e.* +9 points more than in 2016), although several Directors believe that there is still room for improvement regarding deadlines for the transmission of documents, particularly with regard to the transmission of strategic documents. The holding of a strategy meeting as suggested last year as part of the Board's evaluation, as well as the creation of a Strategy and Innovation Committee is welcomed by several Directors. Several Directors also wanted more time to be devoted to competition, strategic aspects, benchmarks and sector risks;
- Several Directors would find it useful to receive more press reviews, financial analyses and, more generally, information on strategic issues, technological priorities and competitive developments. A presentation by one or more operational and/or geographical managers (for example in the form of a meeting with an extended Worldline Executive Committee) would also allow the Board to better understand the main business lines of Worldline and its managers, particularly at the N-2 level;
- Finally, one Director recommended the creation of a Corporate Social Responsibility (CSR) Committee of the Board.

In addition to being addressed through the questionnaire (in particular with the assessment of the actual contribution of each Director), the assessment of the performance of the general management took place twice in 2018, during the Board of Directors' meetings that ruled in February and July, respectively for the second semester 2017 and the first semester 2018, on the achievement of the performance criteria of the Chief Executive Officer's variable compensation.

G.2.7 Cross reference tables with the report on Corporate Governance and with the AFEP-MEDEF Code

The 2018 Registration Document includes all corporate governance-related items required under article L. 225-37 *et seq* of the French Commercial Code to be included in the Board of Directors' report on Corporate Governance. Consequently, the following table allows identifying in the 2018 Registration Document the required information.

Information required under L. 225-37 *et seq* of the French Commercial Code	Section of the 2018 Registration Document
Governance *(L. 225-37-4 CCom)*	
List of mandates and functions in any company exercised by each corporate officers during the financial year	G.2.3.2
Agreements entered into between a subsidiary and a corporate officer or a shareholder holding more than 10% of the voting rights	E.8
Table of on-going delegations to proceed to share capital increases	G.5.6.4
Choice of terms and conditions to exercise the general management of the Company	G.2.2
Composition of the Board of Directors and conditions of organization of the works of the Board	G.2.3; G.2.4; G.2.5
Diversity policy	G.2.3.2 D.3.2.5.1
Limitations of powers on the Chief Executive Officer	G.2.2
Recommendations of Corporate Governance Code which are not followed and place where Code may be consulted	G.2.1
Specific terms and conditions of participation in General Meetings	G.1.3.2
Executive Compensation *(L. 225-37-2 and L. 225-37-3 CCom)*	
Presentation of draft resolutions on compensation policy to be submitted to the General Meeting in the context of the *ex-ante* vote	G.3.2; G.4.3
Corporate officers' compensation paid during the closed financial year	G.3.2.2; G.3.2.6; G.4.2
Undertakings in favor of corporate officers in case of taking up, ending or change of functions.	G.3.2.2.1
Elements likely to have an impact in case of public offer *(L. 225-37-5 CCom)*	
Structure of share capital of the Company	G.5.1.2
Limitations on the exercise of voting rights and share transfers as per the articles of association	G.1.3.2; G.5.6.7
Direct or indirect shareholdings in the share capital of the Company	G.5.1.2
List of holders of any securities with special control rights	N/A
Control mechanisms in employee shareholding systems	N/A
Agreements between shareholders which may result in restrictions to share transfers and the exercise of voting rights	G.5.6.6
Rules applicable to the appointment and replacement of Board members and the amendment of the articles of association of the Company	G.1.3.1; G.1.3.2
Powers of the Board of Directors' (in particular for the issuance or buyback of shares)	G.1.3.1; G.5.6.4; G.5.6.10
Agreements entered into by the Company which are modified or terminated in case of change of control of the Company	E.8
Agreements providing for indemnities to Board members or employees upon termination of their employment contract, by resignation or termination without real and serious cause, or pursuant to a purchase or exchange public offer	N/A

In addition to the foregoing report on Corporate Governance items, the Registration Document includes the following additional corporate governance-related items recommended by the AFEP-MEDEF Code.

Information recommended under the AFEP-MEDEF Code	Section of the AFEP-MEDEF Code	Section of the 2018 Registration Document
Internal rules of the Board of Directors	2.2	G.2.3.9
Quantitative and qualitative criteria that led to the evaluation of the significance or otherwise of the relationship with the Company or its Group	8.5.3	G.2.3.3.1
Assessment of the works of the Board of Directors	9.3	G.2.6
Number of meetings of Board of Directors and of Board Committees held in the past financial year and information relating to Directors' individual attendance at such meetings	10.1	G.2.4.1; G.2.5.1; G.2.5.2; G.2.5.3; G.2.5.4
Start and end dates of Directors' term of office, Directors' nationality, age and principal position, list of names of the members of each Board's Committees	13.3	G.2.3.1
Description of the Committees activities in the past financial year	14.2	G.2.5
Number of shares held by the Directors	19	G.2.3.1
Rules for allocation of Directors' fees and individual amounts of payments made in this regards to the Directors	20.4	G.3.1
Minimum number of registered shares that the Senior Officers must retain during the term of their office	22	G.3.2.2

G.3 Executive compensation and stock ownership

G.3.1 Directors' fees [GRI 102-35] [GRI 102-36] [GRI 102-51]

The Chairman of the Board of Directors and the other members who discharge duties with Atos group or Worldline did not receive any Directors' fees in 2018 in their capacities as Directors of the Company. However, during its meeting held on February 18, 2019, the Board of Directors decided to distribute Directors' fees to the Directors and the Censor appointed upon proposal of SIX Group AG.

In accordance with the resolution adopted at Worldline's Shareholders Meeting dated May 24, 2018, the 2018 annual budget for Directors' fees was set at € 150,000.

The rules of payment of the Directors' fees are determined by the Board of Directors, based on the proposal of the Nomination and Remuneration Committee. For 2018, the fees were allocated on the basis of the following principles:

- For the Board of Directors: a fixed compensation of € 20,000 per Director plus a variable fee of € 1,000 per meeting (remuneration is based on the attendance to the Board meetings);
- For the Committees: compensation is based on attendance to the meetings: € 1,500 per attended meeting for the Chairman of the said Committee and € 750 per attended meeting for each member of the Committee;
- Successive meetings held on the same day account for one meeting as far as Directors' fees are concerned;
- As far as Directors' fees are concerned, the Censor is treated the same as a Director.

The members of the Board of Directors did not receive any other compensation from the Company for the fiscal year which ended on December 31, 2018 for their function of Director of the Company, with the exception of the Company's CEO as described hereafter.

G.3.1.1 Amount of Directors' fees paid and due in the fiscal year, per Director, in relation to attendance at Board of Directors and Committees meetings (AMF Table 3)

	2018		2017	
(in €)	Paid[1]	Due[2]	Paid[3]	Due[4]
Aldo Cardoso	44,000*	42,250*	41,500*	44,000*
Luc Rémont	36,000	37,000	35,500	36,000
Susan M. Tolson	38,250*	38,500*	40,000*	38,250*
Thierry Breton	-	-	-	-
Romeo Lacher[5]	0	3,667*	-	-
Gilles Grapinet	-	-	-	-
Gilles Arditti	-	-	-	-
Giulia Fitzpatrick[5]	0	4,417*	-	-
Danielle Lagarde	0	3,667	-	-
Ursula Morgenstern	-	-	-	-
Sophie Proust	-	-	-	-
Daniel Schmucki (censor)[5]	0	3,667*	-	-
Total	**118,250**	**133,167**	**117,000**	**118,250**

* *These fees granted to Directors and the Censor residing outside of France corresponds to the amounts, before withholding tax, paid or due by Worldline.*

1 *Directors' fees paid in 2019, for 2018.*

2 *Directors' fees due for 2018.*

3 *Directors' fees paid in 2018, for 2017.*

4 *Directors' fees due for 2017.*

5 *Appointed on November 30, 2018.*

Directors' fees for the year ended December 31, 2018 are paid in 2019.

For 2018, the amount of Directors' fees due was € 133,167, composed of an amount of € 66,667 for the fixed portion, and € 66,500 for the variable portion.

In accordance with the AFEP-MEDEF Code, the variable portion of the Directors' fees is structurally greater[1].

In order to enhance its compliance with the AFEP-MEDEF Code, the Board of Directors, during its meeting held on March 15, 2019, on the proposal of the Nomination and Remuneration Committee, decided to amend the allocation rules of the Directors' fees for 2019 in order to include a significant variable portion:

- For Board of Directors: a fixed compensation of € 20,000 per Director and a variable compensation of € 2,000 per attended meeting;
- For Committees: compensation remains unchanged and is only based on attendance: € 3,500 per attended meeting for the Chairman of the Audit Committee; € 2,500 per attended meeting for the Chairman of the other Committees and € 1,000 per attended meeting for the members of the other Committees;
- Successive meetings held on the same day account for one meeting as far as Directors' fees are concerned;
- As far as Directors' fees are concerned, the Censor is treated the same as a Director.

Given the contemplated composition of the Board of Directors further to the General Meeting on April 30, 2019 (12 Directors and a censor) and the foregoing allocation rules, it will be proposed to the General Meeting to increase the amount of Directors' fees to € 600,000[2].

Except from the amounts mentioned in the above table, non-Executive Directors do not receive any other compensation from the Company or its parent company, Atos SE.

1 *On the basis of an attendance of all the Directors and the Censor to the meetings of the Board of Directors and its Committees in 2018, the variable portion would have represented an amount of € 68,000, thus greater than the fixed portion.*

2 *It is reminded that the Chairman of the Board of Directors and the other members who discharge duties with Atos group or Worldline do not receive any Directors' fees in their capacities as Directors of the Company.*

G.3.2 Compensation of the Senior Officers of Worldline [GRI 102-35]

G.3.2.1 Principles and criteria for setting, allocating, and granting, all elements of compensation to the Senior Officers, submitted to the shareholders' vote

G.3.2.1.1 Principles of the compensation of Thierry Breton - Chairman of the Board of Directors

Mr. Thierry Breton was appointed Chairman of the Board of Directors on April 30, 2014, the date on which the Company was converted into a limited liability corporation *(société anonyme)*, for the duration of his term as a Director. Prior to such date, he had been Chairman of the Supervisory Board of the simplified stock company since July 31, 2013. His term of office as Director of the Company expires on the Annual Shareholders' Meeting that will take place in 2020 ruling on the financial statements of the 2019 fiscal year.

In accordance with the decision of the Board of Directors of April 30, 2014, Mr. Breton will receive no compensation in his capacity as Chairman of the Company's Board of Directors. Mr. Breton did also not receive any compensation for his position with the Company in 2013 and in 2014.

Mr. Breton does not receive Directors' fees in his capacity as member of the Board of Directors. Mr. Breton will not receive any severance or compensation under a non-compete clause in the event of termination of his mandate with the Company.

Mr. Thierry Breton benefits, as other members of the Executive Committee of Atos who end their career within Atos SE or Atos International SAS, of a supplementary pension plan within the framework of article L. 137-11 of the French Social Security Code. The population of beneficiaries is therefore larger than that of company officers *(mandataires sociaux)*. Further information is set forth in Section D.3.4.3.4 of this Registration Document and in the 2018 Registration Document of Atos SE.

For detailed information regarding the principles of the compensation of Mr. Thierry Breton in his capacity of Chairman and Chief Executive Officer of Atos SE which are submitted to the vote of Atos SE's shareholders during their Annual General Meeting, please refer to Section G.3 of the 2018 Registration Document of Atos SE.

G.3.2.1.2 Principles of the compensation of Gilles Grapinet - Chief Executive Officer and of Marc-Henri Desportes - Deputy Chief Executive Officer

General principles applicable to Senior Executive Officers

The following principles of the compensation of the Senior Executive Officers have been proposed by the Nomination and Remuneration Committee, approved by the Board of Directors and are submitted to the vote of the next Annual General Meeting. They have been established in compliance with the recommendations of the AFEP-MEDEF Code.

- Principle of **balance:** the Nomination and Remuneration Committee ensures that no element represents a disproportionate share of the global compensation of the Senior Executive Officers;
- Principle of **competitiveness**: the Nomination and Remuneration Committee also ensures the competitiveness of the compensation of the Senior Executive Officers, through regular compensation surveys. Within the context of the implementation of this principle, the Board of Directors held on December 12, 2016, proceeded with a comparative analysis of the compensations of Chief Executive Officers in various European companies working in the payment services sector with a profile similar to that of Worldline, established on multiple criteria (Organic Revenue Growth, OMDA, geographical presence, headcount) after having taken into account the increase in the size of the Company since 2011 (initial public offering, major acquisitions in 2016, increase of the market capitalization by 50% since the listing); this benchmark stressed the adequacy between the performance of the Company and the resulting compensation of the Chief Executive Officer. Likewise for the Deputy Chief Executive Officer, the Nomination and Remuneration Committee held on July 19, 2018 and the Board of Directors held on July 21, 2018 took note of the following elements when deciding on the new remuneration applicable to the Deputy Chief Executive Officer from the date of his appointment as Senior Officer: (i) the increase of the operational perimeter of the Company in particular with the acquisition of Six Payment Services, in terms of Revenue Growth (+30%), number of countries (30) and headcount in the scope (c. 11,000) as well as (ii) the focus of the Deputy Chief Executive Officer on the operational activities and Human Resources allowing the Chief Executive Officer to focus on the strategic development of the Company, including new acquisitions and partnerships with banks (see Section G.2.2);
- Related to **performance**: the compensation of the Senior Executive Officers is closely linked to the Group performance, notably through a variable compensation plan determined on a half-year basis. The payment of the semester bonuses is subject to the achievement of precise, simple, and measurable objectives which are closely linked to the Group's objectives, as regularly disclosed to the shareholders. In order to develop a community of interest with Worldline's shareholders and to associate Worldline's managers and the Senior Officers with the performance and financial results of the Company in a long-term perspective, a part of their compensation is based on multi-year long term incentive plans, which could include stock-options and/or performance shares. Finally, the compensation policy of the Senior Executive Officer supports Worldline's commitment to corporate responsibility. In this context, performance criteria related to the social and environmental responsibility have been established in the stock-options and performance shares plans granted as from 2014.

The principles set forth above will apply in the event of appointment of a new Senior Officer.

Principles applicable to Mr. Gilles Grapinet

Mr. Gilles Grapinet was appointed Chief Executive Officer on April 30, 2014, the date on which the Company was converted into a limited liability corporation *(société anonyme)*, for the duration of his term as a Director. Prior to such date, he had been Chairman of the simplified stock company since July 31, 2013. Mr. Grapinet did not receive any compensation for his position within the Company in 2013. His term as Director of the Company was renewed during the Annual Shareholders' General Meeting of 2017 for a period of three years.

During the period up until February 1, 2019, Mr. Gilles Grapinet's compensation was paid by Atos International SAS, a subsidiary of Atos SE, pursuant to his employment agreement for an unlimited duration. The Board of Directors of the Company had authorized, after review by the Nomination and Remuneration Committee, the signing of a service agreement between Atos International SAS and the Company in order to recharge the portion of Mr. Gilles Grapinet's compensation related to his functions as Worldline Chief Executive Officer, under the following conditions[1]:

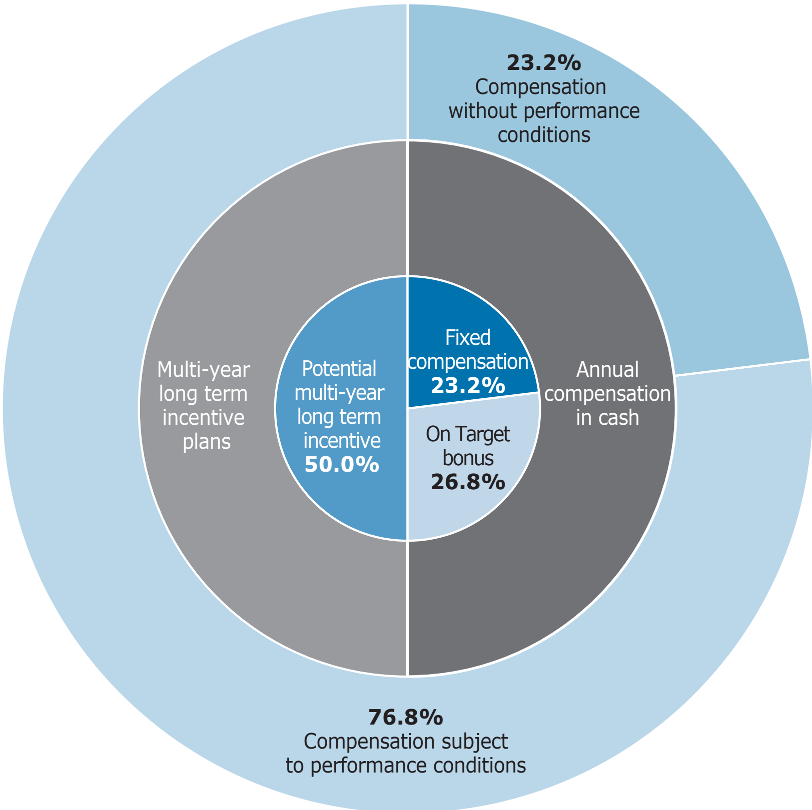
- Recharging of two-thirds of Mr. Gilles Grapinet's annual fixed base compensation (the portion of his fixed compensation relating to his duties as Chief Executive Officer of the Company representing two-thirds of the total fixed compensation provided for by his employment agreement with Atos International SAS);
- Recharging of the variable part of his compensation related to Worldline financial performance, which will be paid upon decision of the Worldline Board of Directors (depending on the achievement of targets which it determines in advance) (the target of the variable compensation relating to the duties of M. Gilles Grapinet as Chief Executive Officer of the Company being set at two-third of the total variable compensation provided for by his employment agreement with Atos International SAS);
- Recharging of expenses incurred in the interest of Worldline (two-thirds of the costs related to his workplace and other expenses);
- Recharging of two-thirds of benefits in kind granted to Mr. Gilles Grapinet (company car pursuant to the Atos group policy, and employee benefits and health coverage schemes);
- Coverage by Worldline of the costs related to the acquisition of rights by Mr. Gilles Grapinet under the defined benefit plan *(régime de retraite à prestations définies)* that is applicable to employees or Directors of Atos International SAS or Atos SE, members of the Executive Committee of the Atos group (*prorata* to the time spent with Worldline as Chief Executive Officer and up to a two-thirds limit, it being specified that the reference remuneration was limited to the one earned during the concerned period).

As of February 1, 2019, Mr. Gilles Grapinet retains no duty nor activities within Atos, his employment contract with Atos International SAS being terminated at the same date. From February 1, 2019, Mr. Gilles Grapinet is fully assigned to Worldline as Chief Executive Officer. Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company decided on February 18, 2019 to maintain in 2019 the total compensation and benefits package granted to Mr. Gilles Grapinet in 2018, including the defined benefit supplementary pension scheme, the reimbursement of health costs and "disability/death" policy as well as other benefits in kind like the company car, annual medical check-up and investment advisor. Such total compensation and benefits package will be fully borne by Worldline as from February 1, 2019.

The transfer agreement between Atos International, Worldline and Mr. Grapinet has been approved by the Board of Directors on February 18, 2019 and will be submitted to the approval of the General Meeting to be held on April 30, 2019 in accordance with article L. 225-38 of the French Commercial Code.

1 *In addition, Atos International SAS received a 2% mark-up of such recharged amounts, to compensate management costs.*

THE STRUCTURE OF THE COMPENSATION OF THE CHIEF EXECUTIVE OFFICER IS THE FOLLOWING ACCORDING TO THE WORLDLINE 2019-21 3-YEAR PLAN

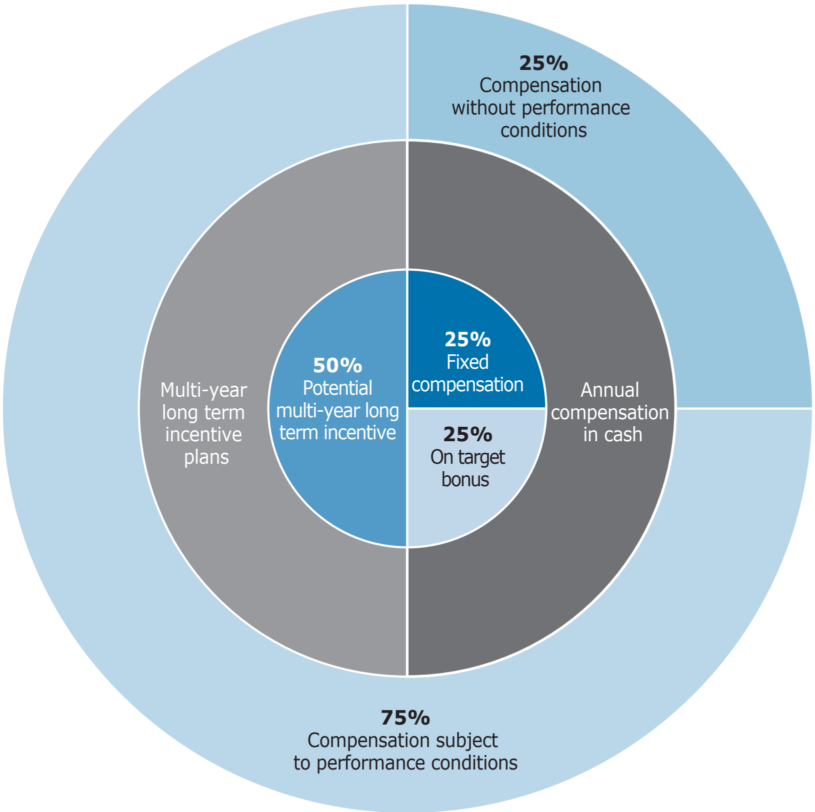


Principles applicable to Mr. Marc-Henri Desportes

In accordance with article 24 of the Company's bylaws, upon proposal of the Chief Executive Officer and upon recommendation of the Nomination and Remuneration Committee, the Board of Directors decided on July 21, 2018 to appoint Mr. Marc-Henri Desportes as Deputy Chief Executive Officer with effect as from August 1, 2018. Detailed information about the appointment and role of Mr. Marc-Henri Desportes as Deputy Chief Executive Officer is provided in Section G.2.2 Management Mode of the present Registration Document.

Consequently, the Board of Directors, upon recommendation of the Nomination and Remuneration Committee, decided on July 21, 2018 to authorize, pursuant to article L. 225-38 of the French Commercial Code, the signing of an agreement between Worldline and Mr. Marc-Henri Desportes providing for the suspension of his employment contract with Worldline during the term of his office as Deputy Chief Executive Officer. This agreement is submitted to the approval of the General Meeting on April 30, 2019 in accordance with article L. 225-38 of the French Code de commerce.

THE STRUCTURE OF THE COMPENSATION OF THE DEPUTY CHIEF EXECUTIVE OFFICER IS THE FOLLOWING ACCORDING TO THE WORLDLINE 2019-21 3-YEAR PLAN



Elements of the 2019 compensation of Gilles Grapinet, Chief Executive Officer

The Board of Directors decided on February 18, 2019, upon recommendation of the Nomination and Remuneration Committee, to maintain the following elements of the total compensation of Mr. Gilles Grapinet relating to his duties of Chief Executive Officer of the Company, applicable as from January 1, 2017. The following amounts of the total compensation have not changed since 2017. They remain applicable, in 2019, within the framework of the Worldline 2019-21 3-year plan and within the framework of the full assignment of the Chief Executive Officer to Worldline as Senior Executive Officer *(dirigeant mandataire social exécutif)* as from February 1, 2019.

1. Fixed annual compensation

A fixed annual compensation of € 622,500[1].

2. Variable compensation

A variable compensation, subject to performance conditions, the annual target which is equal to € 720,000[2], with a maximum payment capped at 130%(which corresponds to a cap of 150% of the fixed annual compensation) in case of overperformance and no minimum payment.

The variable compensation of the Chief Executive Officer is a conditional compensation, based on clear and demanding operating performance criteria exclusively related to quantitative and financial objectives which are annually fixed by Worldline Board of Directors, upon proposal of the Nomination and Remuneration Committee. These objectives are closely aligned with the Group's ambitions, as they are regularly presented to the shareholders.

In order to monitor the Group's performance more closely, and to accompany it proactively with respect to its 2019-21 3-year plan, the performance objectives for the Chief Executive Officer are set and reviewed on a half-year basis. H1 targets are set on the basis of the budget as approved by the Board of Directors in February 2019, and H2 targets are set on the basis of the « Full Year Budget 2 », to be approved in July 2019.

For each semester of 2019, the natures and weights of the performance criteria the variable compensation of the Chief Executive Officer is based on are the following:

- Group Organic Revenue growth (40%);
- Group Operating Margin before Depreciation and Amortization (OMDA) (30%);
- Group Free Cash Flow before acquisition/disposal and variation of equity and dividends (30%).

1 *Until February 1, 2019, such annual fixed remuneration was paid to Mr. Gilles Grapinet pursuant to his employment agreement with Atos International SAS. Two-thirds corresponding to the portion of his fixed compensation relating to his duties as Chief Executive Officer of the Company was re-invoiced in full by Atos International SAS to the Company.*

2 *Like the annual fixed compensation, until February 1, 2019, such variable was due to Mr. Gilles Grapinet pursuant to his employment agreement with Atos International SAS. Atos therefore recharged the variable part of his compensation relating to his duties as Chief Executive Officer of the Company, which were to be paid upon decision of Worldline Board of Directors (depending on the achievement of targets determined in advance).*

The Board of Directors decides, through the half year objectives determining the variable compensation of the Chief Executive Officer, the financial objectives of the Company 2019-21 3-year plan relating to Group Revenue growth, Group OMDA and Group Free Cash Flow. The budget objectives underlying such variable compensation are decided by the Board of Directors in order to carry out the achievement of the financial objectives announced to the market.

Therefore, for each performance indicator, the Board of Directors sets:

- A target in line with the Company 2019-21 3-year strategic plan (budget), the attainment of which results in getting 100% of the on-target variable compensation in respect of this indicator;
- A floor which defines the threshold below which no variable compensation for that component is due;
- A cap which defines the threshold above which the variable compensation for that indicator is limited to 130% of its on-target amount; and
- The elasticity curve which accelerates the amount of the variable compensation due upwards and downwards according to the level of achievement of each of the objectives.

The payment of the variable compensation for the first and second semesters 2019 will be subject to the approval of the Shareholders' General Meeting to be held in 2020 ruling on the 2019 financial statements.

3. Multi-year long term incentive plans

The Group is strongly committed to associating its employees with the long-term performance and results of the Company, notably through Long-Term Incentive (LTI) plans. Beneficiaries of such LTI plans are mostly the first managerial lines of Worldline, key talents, key experts and selected juniors, and include the Senior Executive Officers (see Section D.3.4.3 Equity plans for equity-based long term incentive plans).

The multi-year long-term compensation of the Chief Executive Officer is subject to the following conditions:

- It is limited to circa 50% of the global compensation of the Chief Executive Officer. When multi-year long term incentive plans are equity based, the value taken into account is based on the fair value set by reference to IFRS 2 recognized in the consolidated financial statements. Therefore, every year, the Board of Directors will adapt the multi-year long term compensation of the Chief Executive Officer in order to comply with this cap.
- The acquisition of the multi-year long term incentive plans (including performance shares and/or stock options) is subject to the achievement of internal and external performance conditions to be fulfilled over a certain number of years and based on clear and demanding criteria set by the Worldline Board of Directors, upon proposal of the Nomination and Remuneration Committee. These objectives are closely aligned with the Group's ambitions, as they are regularly presented to the shareholders.
- The long term incentive plans are subject to a condition of presence within the Worldline Group at the date of vesting of the concerned plan.

When it decides on the granting of performance shares, the Board of Directors also states the percentage (15%) of acquired shares that the Senior Officer must keep until the end of his duties. When it decides on the granting of stock options, the Board of Directors also states the percentage (5%) of shares issued upon exercise of the stock-options that the Senior Officer must keep in a nominative form until the end of his duties.

For 2019, it will be proposed to the General Meeting to be held on April 30, 2019 to renew the authorizations granted to the Board of Directors with the view to proceed with the issuance of performance shares and stock-options, the main characteristics of which are described below.

A. Continued-employment: Subject to certain exceptions provided for in the plan (*e.g.* death or invalidity), the exercisability of the stock-options and/or the acquisition of performance shares are subject to the preservation of the status of Group's employee or officer, by the beneficiary, during the acquisition period.

B. Performance condition: The allocation of performance shares and/or exercisability of stock-options are also subject to the achievement of the following internal and external performance conditions, calculated for the three years 2019, 2020 and 2021.

Performance Shares plan:

<u>Internal Performance Conditions:</u>

For each year 2019, 2020 and 2021, 3 internal performance indicators must be met:

- Group Organic Revenue growth;
- Group Operating Margin before Depreciation and Amortization (OMDA);
- Group Free Cash Flow before acquisition/disposal and variation of equity and dividends (FCF).

The performance target achievement levels will be in line with the guidance set forth by the Board of Directors and shared with the market for the relevant year, or for the Group Operating Margin before Depreciation and Amortization and Group Free Cash Flow before acquisition/disposal and variation of equity and dividends criteria, an increase defined by the Worldline Board of Directors versus the previous year.

In the situation where one of the criteria would not be met during the course of the last year of the plan, the latter would be considered as achieved if it reaches at least 85% of the target; however the grant of performance shares will be lowered to 75% of the initially granted aggregate number.

The indicators mentioned in the performance conditions will be calculated based on a constant exchange rate and a constant consolidation scope.

External Performance Conditions:

For each year 2019, 2020 and 2021, at least 2 out of 3 performance criteria must be met (or maintained if already at the highest level):

- The Worldline Group gets the GRI Standards "Comprehensive" option (or its equivalent if, during the plan, the terminology to define the highest achievable level is modified);
- The Worldline Group gets the Eco Vadis CSR label "Gold" (or its equivalent if, during the plan, the terminology to define the highest achievable level is modified);
- The Worldline Group gets the GAIA Index Certification general rating equal or above 70% (or its equivalent if, during the plan, this terminology is modified).

Stock-options plan:

Internal Performance Conditions:

For each year 2019, 2020 and 2021, the three internal performance indicators and defined targets are the following:

- Group Organic Revenue growth: at least equal to budget of the relevant performance year -1.5%;
- Group OMDA: 92.5% of the target set in the budget for the relevant year;
- Group FCF: 92.5% of the target set in the budget for the relevant year.

For each year, at least two out of three criteria must be met, if one is not, then it becomes mandatory for the following year.

External Performance Conditions:

For each year 2019, 2020 and 2021, at least 2 out of 3 performance criteria must be met (or maintained if already at the highest level):

- The Worldline Group gets the GRI Standards "Comprehensive" option (or its equivalent if, during the plan, the terminology to define the highest achievable level is modified);
- The Worldline Group gets the Eco Vadis CSR label "Gold" (or its equivalent if, during the plan, the terminology to define the highest achievable level is modified);
- The Worldline Group gets the GAIA Index Certification general rating equal or above 70% (or its equivalent if, during the plan, this terminology is modified).

C. Vesting and holding periods:

The beneficiaries of the performance shares and/or stock-options plans will acquire them and be able to exercise them three years after the grant, provided that all conditions (both performance and continued-employment conditions) set by the plan are achieved.

The performance shares acquired will not be subject to a holding period and will be immediately available for sale by their beneficiaries, subject to the "black-out periods" set by the Company in the Guide for the Prevention of Insider Trading, applicable legal rules, and, for the Senior Executive Officers, the 15% retention obligation.

The stock-options can only be exercised between the date of acquisition and the tenth anniversary of the date of grant excluded (with some exceptions provided for in the Plan Rules), in compliance with the "black-out periods" as set by the Company according to the Guide for the Prevention of Insider Trading and applicable laws. The Senior Executive Officers must keep, in a nominative form, at least 5% of the shares issued upon exercise of the stock-options, and this, until the termination of their function of Senior Executive Officer. The exercise price of the stock-options will be equal to the average opening share prices calculated on the 20 days preceding the grant date increased by 5%.

4. Exceptional compensation

The Chief Executive Officer does not receive any exceptional compensation.

5. Supplementary pension plan

Upon proposal of the Nomination and Remuneration Committee, the Board of Directors decided on February 18, 2019, that the change of status of Mr. Grapinet on February 1, 2019 should have no impact on his total compensation and benefits package, including the supplementary pension scheme.

On March 15, 2019, the Board of Directors decided to implement a supplementary pension plan to which the Chief Executive Officer benefits.

The acquisition of rights under the supplementary pension scheme is subject to performance conditions set annually by the Board of Directors, which may in particular refer to the performance conditions contained in stock option plans or performance shares plans or to any other condition which it will consider more relevant. The Board of Directors will meet annually, before the Annual General Meeting convened to approve the financial statements for the previous financial year, in order to verify the completion of the performance conditions and to determine the amount of the increased conditional rights acquired by Mr. Grapinet.

Entire calendar quarters will only be taken into account to assess the amount of the pension supplement if they relate to a year during which the performance conditions set by the Board of Directors will have been achieved. Only previously acquired calendar quarters of seniority related to the acquisition of rights that Worldline committed itself to take over is taken into account to assess the amount of the Mr. Grapinet's additional pension (*i.e.* 12.67 calendar quarters as at February 1, 2019). Moreover, for the award of the additional pension it is expected that at least two-thirds of the years are validated under the performance conditions during Mr. Gilles Grapinet's membership in Worldline's Executive Committee while performing his various terms of office (*i.e.* since 2014).

Subject to the above-mentioned conditions, the annual amount of the pension supplement is 0.625% of the reference compensation per entire calendar quarters of seniority recognized by the scheme, as was the case in the regime that the Chief Executive Officer was previously benefitting. The reference compensation is the average of the last sixty monthly compensation multiplied by twelve.

For the assessment of this reference compensation, only the followings are taken into account:

- The fixed compensation of the Senior Officer;
- The annual on-target bonus actually paid to the Senior Officer excluding any other form of variable compensation. This annual bonus is taken into account within the cap of 130% of the fixed compensation.

The annual amount of the pension supplement paid under the present scheme to the Chief Executive Officer cannot exceed the difference between:

- 33% of the reference compensation above-mentioned; and
- The annual amount of the basic, complementary and supplementary pensions.

Finally, it is reminded that the benefit of the plan is conditional upon a five years membership in Worldline's Executive Committee (*i.e.* since 2014 as far as Mr. Grapinet is concerned). The minimum age to benefit from the scheme is the statutory retirement age set by article L. 161-17-2 of the Social Security Code. Likewise, the age for liquidation of the pension supplement is the age at which the person may liquidate his full pension under the general scheme. This age cannot in any case be less than the one foreseen in article L. 161-17-2 of the Social Security Code.

This pension plan, which is the continuation of the Atos regime, will be submitted to the approval of the General Meeting to be held on April 30, 2019 in accordance with article L. 225-42-1 of the French Commercial Code.

6. Compensatory allowance in the event of forced departure

The Board of Directors decided, on February 18, 2019, that the change of the status of Mr. Grapinet will be neutral for him in terms of retirement plan.

However, because of this change of status Mr. Grapinet will lose the benefit of rights that he previously validated under performance conditions set in the Atos pension plan during his 10 years presence within the Atos group.

Therefore, the Board of Directors decided to implement, to the benefit of Mr. Grapinet, a compensatory allowance in the event of forced departure.

The amount of this compensatory allowance is equal to the difference between the net amounts (after payment of the social costs and social security contributions) of:

- The pension due to Mr. Grapinet on December 31, 2018 pursuant to the Atos SE and Atos International supplementary pension plan (*i.e.* € 291,000 gross);
- The pension actually received by Mr. Grapinet pursuant to Worldline's supplementary pension plans.

This allowance will take the form, at the discretion of the Board of Directors, of an allowance paid as a lump sum or a lifetime pension that will not benefit from the social treatment provided for in article L. 137-11 of the Social Security Code;

The benefit of this allowance is conditional upon the achievement of performance conditions assessed regarding Mr. Grapinet's tenure as Chief Executive Officer of Worldline since 2014: achievement during more than two thirds of those years of the performance conditions set forth in the LTI plans as determined by the Board of Directors (or any other conditions that the Board will deem fit).

No allowance will be paid to Mr. Grapinet in the event of resignation (except in case of 2nd or 3rd class invalidity, or death). Thus, Mr. Grapinet will not benefit from this allowance if he voluntary leaves Worldline to claim his pension rights.

This compensatory allowance will be submitted to the approval of the General Meeting to be held on April 30, 2019 in accordance with article L. 225-42-1 of the French Code de commerce applicable to severance pay.

7. Benefits in kind

The Chief Executive Officer benefits from a company vehicle with or without driver, which can be used for private purposes. Such benefit is treated as a benefit in kind for tax and social security purposes.

8. Other

Mr. Gilles Grapinet is entitled to the Group regime of reimbursement of health costs and "incapacity, disability/death" policy applicable to the employees of the Atos group as well as to the assistance contract in case of travel abroad in force within Worldline in France. He also benefits from an annual medical check-up and investment advisor.

This undertaking will be submitted to the approval of the General Meeting to be held on April 30, 2019 in accordance with article L. 225-38 of the French Commercial Code.

Elements of the 2019 compensation of Marc-Henri Desportes, Deputy Chief Executive Officer

The Board of Directors decided on July 21, 2018, upon recommendation of the Nomination and Remuneration Committee, the following elements of the total compensation of Mr. Marc-Henri Desportes relating to his duties of Deputy Chief Executive Officer of the Company, as from August 1, 2018. These elements remain applicable, for 2019, in the framework of the Company 2019-21 3-year plan:

1. Fixed annual compensation

A fixed annual compensation of € 350,000.

2. Variable compensation

A variable compensation, subject to performance conditions, annual target being equal to € 350,000, with a maximum payment capped at 130% of the fixed annual compensation in case of overperformance and no minimum payment.

The variable compensation of the Deputy Chief Executive Officer follows the same conditions and principles than those applicable to the Chief Executive Officer.

3. Multi-year long term incentive plans

As mentioned under the Chief Executive Officer section relating to the multi-year long term incentive plans, the Group is strongly committed to associating its employees with the long-term performance and results of the Company, notably through Long-Term Incentive (LTI) plans. Beneficiaries of such LTI plans are mostly the first managerial lines, key talents, key experts and selected juniors and include the Senior Executive Officers (see Section D.3.4.3 Equity plans for equity-based long term incentive plans).

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The multi-year long term compensation of the Deputy Chief Executive Officer follows the same conditions and principles than those applicable to the Chief Executive Officer.

4. Exceptional compensation

The Deputy Chief Executive Officer does not receive any exceptional compensation.

5. Severance Pay

In the event of termination of his duties as Deputy Chief Executive Officer, Mr. Marc-Henri Desportes will not receive any severance pay or compensation under a non-compete clause.

6. Benefits in kind

The Deputy Chief Executive Officer benefits from a company vehicle.

7. Complementary and supplementary pension plans

The Deputy Chief Executive Officer does not benefit from any complementary or supplementary pension plan.

8. Other

Mr. Marc-Henri Desportes is entitled to the Group regime of reimbursement of health costs and « invalidity, disability/death » policy applicable to the employees of the Atos group as well as to the assistance contract in case of travel abroad in force within Worldline in France.

G.3.2.2 Elements of the compensation due or awarded at the end of 2018 to Senior Officers, submitted to the shareholders' vote

Pursuant to article L. 225-37-2 of the French Commercial Code, the principles and criteria for setting, allocating, and granting the fixed, long-term variable, and exceptional elements making up the total compensation and all fringe benefits of the Chief Executive Officer and the Deputy Chief Executive Officer (as from his appointment in this capacity) due to their mandate and underpinning the remuneration policy that is relevant to them in 2018, have been approved by the shareholders' vote, during the Annual General Meeting which was held on May 24, 2018 (9th resolution).

Pursuant to article L. 225-100 of the French Commercial Code, the amounts resulting from the foregoing policy will be submitted to the approval of the shareholders during the meeting to be held on April 30, 2019 regarding the approval of the 2018 annual accounts.

MR. THIERRY BRETON

Remuneration Component	Amount	Comments
Fix and variable remuneration **Director fees** **Severance pay**	**€ 0**	Mr. Thierry Breton was appointed Chairman of the Board of Directors on April 30, 2014, the date on which the Company was converted into a limited liability corporation *(société anonyme)*, for the duration of his term as a Director. Prior to such date, he had been Chairman of the Supervisory Board of the simplified stock company since July 31, 2013. His term of office as a Director of the Company expires on the Annual Shareholders' Meeting that will take place in 2020 to approve the financial statements for the 2019 fiscal year. Mr. Breton did not receive any compensation for his position with the Company between 2013 and 2017. In accordance with the decision of the Board of Directors of April 30, 2014, Mr. Breton will receive no compensation in his capacity as Chairman of the Company's Board of Directors. Mr. Breton does not receive Directors' fees in his capacity as a member of the Board of Directors. Mr. Breton will not receive any severance or compensation under a non-compete clause in the event of termination from the Company.

For detailed information regarding the compensation of Mr. Thierry Breton paid by Atos for 2018, please refer to Section G.3 of the 2018 Registration Document of Atos SE.

MR. GILLES GRAPINET

Remuneration Component	Amount	Comments
Fixed annual compensation	**€ 415,000**[1] on an annual basis	Mr. Gilles Grapinet was appointed CEO on April 30, 2014, the date on which the Company was converted into a limited liability corporation *(société anonyme)*, for the duration of his term as a Director. Mr. Gilles Grapinet's compensation is determined pursuant to his employment agreement with Atos International SAS, a subsidiary of Atos SE. This employment agreement remained in effect after the listing of the Company's shares on Euronext Paris. The portion of his fixed compensation related to his duties as CEO of the Company represents two-thirds of the total fixed compensation provided for by his employment agreement with Atos International SAS, a subsidiary of Atos SE. This portion is re-invoiced in full by Atos International SAS to the Company. The fixed annual compensation of the Chief Executive Officer has been approved during the Shareholders' Meeting of the Company, dated May 24, 2018 under the 9th resolution.
Variable compensation	**€ 517,848**[2] due for 2018 *i.e.* 107.9% of the target variable compensation and 124.8% of the annual fixed compensation	In 2018, the nature and weighting of each indicator of the variable on-target bonus of the Chief Executive Officer are the following: • Worldline Group Organic Revenue Growth (40%); • Worldline Group Operating Margin before Depreciation and Amortization (30%); • Worldline Group Free Cash Flow before acquisition/disposal and variation of equity and dividends (30%). The achievement of these criteria and the subsequent variable compensation amount has been approved during the Board of Directors meetings of July 21, 2018 and February 18, 2019. The variable compensation due for the first semester 2018 was € 271,464, i.e. 113.1% of the on-target variable compensation for the first semester, and € 246,384, i.e. 102.7% for the second semester.

2018 Targets	Second Half		Second Half	
Indicator	**Weight**	**Payout***	**Weight**	**Payout***
Organic Revenue Growth	40%	107.2%	40%	93.1%
Operating Margin before Depreciation and Amortization	30%	104.1%	30%	101.0%
Free Cash Flow	30%	130%	30%	117.1%
Payout in % of the on target variable compensation for a semester		**113.1%**		**102.7%**

** After applying the 130% payout capped curves.*

So the annual variable compensation due for 2018 was € 517,848 *i.e.* 107.9% of the annual target variable compensation. Based on the semesters targets, the full year average achievements are the following:

2018	Achievement
Organic Revenue Growth	102.5%
Operating Margin before Depreciation and Amortization	100.9%
Free Cash Flow	109.3%

Budget targets are in line with the financial targets shared by the Company every year.

Remuneration Component	Amount	Comments
Fringe benefits	**€ 3,215**	Company car

1 *It is reminded that the CEO is entitled to a total annual fixed compensation of € 622,500 (of which € 207,500 is borne by Atos International SAS).*

2 *It is reminded that the CEO is entitled to a total annual on-target variable compensation of € 720,000 (of which € 240,000 is borne by Atos International SAS).*

Remuneration Component	Amount	Comments
Multiannual equity-based variable compensation	Grant of **81,000 stock-options** Valued at **€ 317,435*** ~ Grant of **20,250 Performance Shares** Valued at **€ 536,587***	In connection with the authorization granted by the Combined General Meeting of May 24, 2018 (nineteenth and twentieth resolutions), the Board of Directors decided, during its meeting held on July 21, 2018, and upon the recommendation of the Nomination and Remuneration Committee, to proceed to the allocation of 81,000 stock-options and 20,250 performance shares in favor of the Chief Executive Officer. These amounts take into account the recommendations of the AFEP-MEDEF Code applicable to the Chief Executive Officer. These performance shares are evaluated at € 536,587 and the stock-options at € 317,435 according to IFRS 2 standard retained for the consolidated financial statements of the Company. In their analysis, the Board of Directors also reviewed the following components: • The beneficiary is required to remain owner of 15% of his acquired shares for the duration of his duties as Corporate Officer and to keep on the nominative form, at least 5% of the shares issued on exercise of stock-options; • The prohibition to enter into financial hedging transaction relating to the granted performance shares and stock-options during the term of the Chief Executive Officer. In line with the commitments made on the occasion of previous share award plans, the Chief Executive Officer, on the occasion of the award of stock-options on September 3, 2014, September 1, 2015 and July 21, 2018, and of the award of performance shares on July 25, 2016, July 24, 2017 and July 21, 2018, took note of the Company's prohibition towards him not to engage in any risk hedging transactions over the shares which are the subject of the award throughout the duration of his social mandate.
Other compensation	**€ 1,481**	Recharge of 2/3 of the holidays bonus due by virtue of collective agreement to the Chief Executive Officer and other employees of Atos International SAS. As a reminder, the Chief Executive Officer does not receive exceptional compensation nor compensation elements or fringe benefits. He will not receive a severance payment at the end of his mandate nor any compensation for non-compete clause in the event of termination of his mandate. Moreover, the Chief Executive Officer has declined to accept his Director's fees.
Defined Benefit Supplementary Pension scheme	N/A	Mr. Gilles Grapinet is a beneficiary of a supplementary pension plan *(régime de retraite à prestations définies)* applicable to employees or Directors of Atos International SAS or Atos SE, members of the Executive Committee of the Atos group. The amount of the pension he will benefit from pursuant to this plan was estimated at € 291,000 on December 31, 2018. The terms of such supplementary pension plan are described in Section D.3.4.3.4 of this Registration Document. The Company agreed with Atos SE to bear the costs related to the acquisition of rights by Mr. Gilles Grapinet under the above defined benefit plan, prorata the time spent with Worldline as Chief Executive Officer and up to a two-thirds limit, it being specified that the reference remuneration was limited to the one earned during the concerned period. Upon proposal of the Nomination and Remuneration Committee, the Board of Directors decided on February 18, 2019, that the change of status of Mr. Grapinet on February 1, 2019 should have no impact on the supplementary pension scheme he benefits from.

* *Based on the fair value as determined according to IFRS 2 standard retained for the consolidated financial statements.*

MR. MARC-HENRI DESPORTES

The Board of Directors decided on July 21, 2018, upon recommendation of the Nomination and Remuneration Committee, the following elements of the total compensation of Mr. Marc-Henri Desportes relating to his duties of Deputy Chief Executive Officer of the Company as from August 1, 2018.

<table>
<tr><th>Remuneration Component</th><th>Amount</th><th>Comments</th></tr>
<tr><td>Fixed annual compensation</td><td>€ 350,000
on an annual basis</td><td>-</td></tr>
<tr><td>Variable compensation</td><td>€ 149,712.5[1]
due for 2018 i.e. 102.7%
of the target variable compensation*
and 102.7%
of the annual fixed compensation*</td><td>In the second semester 2018, the nature and weighting of each indicator of the variable on-target bonus of the Deputy Chief Executive Officer are the following:

Worldline Group Organic Revenue Growth (40%);
Worldline Group Operating Margin before Depreciation and Amortization (30%);
Worldline Group Free Cash Flow before acquisition/disposal and variation of equity and dividends (30%).

The achievement of these criteria and the subsequent variable compensation amount has been approved during the Board of Directors meeting of February 18, 2019. The variable compensation due for the second semester 2018 was € 149,712.5[1], i.e. 102.7% of the on-target variable compensation for the second semester[1].
<table>
<tr><th>2018 Targets</th><th></th><th>Second Half</th></tr>
<tr><td>Indicator</td><td>Weight</td><td>Payout*</td></tr>
<tr><td>Organic Revenue Growth</td><td>40%</td><td>93.1%</td></tr>
<tr><td>Operating Margin before Depreciation and Amortization</td><td>30%</td><td>101.0%</td></tr>
<tr><td>Free Cash Flow</td><td>30%</td><td>117.1%</td></tr>
<tr><td>Payout in % of the on target variable compensation for the semester</td><td></td><td>102.7%</td></tr>
</table>
* After applying the 130% payout capped curves.

Budget targets are in line with the financial targets shared by the Company every year.</td></tr>
<tr><td>Fringe benefits</td><td>€ 1,195.45</td><td>Company car (from August 1, 2018)</td></tr>
</table>

1 *Pro-rata 5 months from August 1, 2018.*

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Remuneration Component	Amount	Comments
Multiannual equity-based variable compensation	Grant of **62,000 stock-options** Valued at **€ 242,975*** ~ Grant of **15,500 Performance Shares** Valued at **€ 410,721***	In connection with the authorization granted by the Combined General Meeting of May 24, 2018 (nineteenth and twentieth resolutions), the Board of Directors decided, during its meeting held on July 21, 2018, and upon the recommendation of the Nomination and Remuneration Committee, to proceed to the allocation of 62,000 stock-options and 15,500 performance shares in favor of the Deputy Chief Executive Officer. This amount takes into account the recommendations of the AFEP MEDEF Code applicable to the Deputy Chief Executive Officer. These performance shares are evaluated at € 410,721 and the stock-options at € 242,975 according to IFRS 2 standard retained for the consolidated financial statements of the Company. In their analysis, the Board of Directors reviewed the following components: • The beneficiary is required to remain owner of 15% of his acquired shares for the duration of his duties as Senior Officer and to keep on the nominative form, at least 5% of the shares issued on exercise of stock-options; • The prohibition to enter into financial hedging transaction relating to the granted shares and options during the term of the Deputy Chief Executive Officer. The Deputy Chief Executive Officer, on the occasion of the award of stock-options and performance shares on July 21, 2018 took note of the Company's prohibition towards him not to engage in any risk hedging transactions over the shares which are the subject of the award throughout the duration of his social mandate.
Defined Benefit Supplementary Pension scheme	N/A	The Deputy Chief Executive Officer does not benefit from any complementary or supplementary pension plans.
Other	-	The Deputy Chief Executive Officer is entitled to the regime of reimbursement of health costs and «disability/death» policy as well as to the assistance contract in case of travel abroad in force within the Worldline Group in France.

* *Based on the fair value as determined according to IFRS 2 standard retained for the consolidated financial statements.*

G.3.2.3 Compliance of the Senior Officers compensation with the recommendations of AFEP-MEDEF Code

Since the listing of the Company's shares on Euronext Paris, the Company commits to comply with all of the recommendations of the AFEP-MEDEF Code, in particular, to the conditions of compensation of Senior Officers, and to regularly report thereon. Before taking any decision regarding the compensation of any Senior Officer, the Board of Directors completes a compliance analysis of such compensation with the recommendations of the AFEP-MEDEF Code. In addition, the Board of Directors of the Company met on March 15, 2019 to perform the annual review of the implementation by the Company of these compensation principles.

The Board assessed the implementation of these provisions by the Company and considered that the governance practices of the Company, in particular regarding the Senior Officer's compensation, are compliant with the AFEP-MEDEF Code recommendations.

G.3.2.4 Summary of the compensation due or paid to the Senior Officers – AMF Table 1 and 2

AMF TABLE 1: SUMMARY OF THE COMPENSATION, STOCK-OPTIONS AND PERFORMANCE SHARES GRANTED TO THE SENIOR OFFICERS

Mr. Thierry Breton – Chairman of the Board of Directors

	2018		2017	
(In €)	Related to Atos	Related to Worldline	Related to Atos	Related to Worldline
Remuneration due for the relevant year	2,723,321	0	3,246,764	0
Value of stock-options granted during the year	0	0	0	0
Value of performance shares granted during the year*	0	0	2,876,186	0
Total	**2,723,321**	**0**	**6,122,950**	**0**

* *Atos SE performance shares.*

Mr. Gilles Grapinet - Chief Executive Officer

	2018		2017	
(In €)	Related to Atos	Related to Worldline	Related to Atos	Related to Worldline
Remuneration due for the relevant year	412,585	937,544	513,283	954,586
Value of stock-options granted during the year	0	317,435	0	0
Value of performance shares granted during the year	123,827	536,587	143,055	654,883
Total	**536,412**	**1,791,566**	**656,338**	**1,609,469**

On each date of grant, the fair value of performance shares and stock-options granted is determined pursuant to IFRS 2 standard retained for the consolidated financial statements. Performance shares and stock-options granted are valued based on this fair value. Thus, the value of performance shares and stock-options granted as disclosed above is a historical value on the date of grant calculated for accounting purposes. This value does not represent a current market value nor the actual amounts that may be paid to the beneficiary if and when the performance shares are acquired or stock-options exercisable.

Mr. Marc-Henri Desportes – Deputy Chief Executive Officer (since August 1, 2018)

	2018	
(In €)	Related to Atos	Related to Worldline
Remuneration due for the relevant year	0	299,177
Value of stock-options granted during the year	0	242,975
Value of performance shares granted during the year	0	410,721
Total	**0**	**952,873**

On each date of grant, the fair value of performance shares and stock-options granted is determined pursuant to IFRS 2 standard retained for the consolidated financial statements. Performance shares and stock-options granted are valued based on this fair value. Thus, the value of performance shares and stock-options granted as disclosed above is a historical value on the date of grant calculated for accounting purposes. This value does not represent a current market value nor the actual amounts that may be paid to the beneficiary if and when the performance shares are acquired or stock-options exercisable.

AMF TABLE 2: COMPENSATION OF EACH SENIOR OFFICER

Mr. Thierry Breton – Chairman of the Board of Directors

	2018				2017			
	Related to Atos		Related to Worldline		Related to Atos		Related to Worldline	
(In €)	Due	Paid	Due	Paid	Due	Paid	Due	Paid
Fixed compensation	1,400,000	1,400,000	-	-	1,400,000	1,400,000	-	-
Variable compensation	1,304,821	815,430	-	-	1,840,410	1,824,383	-	-
Exceptional compensation	-	-	-	-	-	-	-	-
Director's fees	-	-	-	-	-	-	-	-
Fringe benefits	18,500	18,500	-	-	6,354	6,354	-	-
Total	**2,723,321**	**2,233,930**			**3,246,764**	**3,230,737**		

Mr. Gilles Grapinet - Chief Executive Officer

	2018[1]				2017[1]			
	Related to Atos		Related to Worldline		Related to Atos		Related to Worldline	
(In €)	Due	Paid	Due	Paid	Due	Paid	Due	Paid
Fixed compensation	207,500	207,500	415,000	415,000	207,500	207,500	415,000	415,000
Variable compensation	202,737	182,685	517,848	240,678	303,689	318,872	535,398	496,520
Exceptional compensation	0	0	0	0	0	0	0	0
Director's fees	0	0	0	0	0	0	0	0
Fringe benefits[2]	1,608	1,608	3,215	3,215	1,782	1,782	3,565	3,565
Other compensation[3]	741	741	1,481	1,481	312	312	623	623
Total	**412,585**	**392,533**	**937,544**	**660,374**	**513,283**	**528,466**	**954,586**	**915,708**

1 *For 2018, Mr. Gilles Grapinet's compensation was determined pursuant to his employment agreement with Atos International SAS, a subsidiary of Atos SE.*
The portion of his fixed compensation relating to his duties as Chief Executive Officer of the Company represents two-thirds of the total fixed compensation provided for by his employment agreement with Atos International SAS, a subsidiary of Atos SE. This portion is re-invoiced in full by Atos International SAS to the Company and is described in the above table.

2 *Company car.*

3 *Company labor agreement benefit (vacation bonus).*

Due variable compensation reflects amounts due for the first and second semesters of the relevant year. Paid variable compensation reflects amounts paid for the second semester of the previous year. The payment of the variable compensation due for the first and second semesters 2018 is subject to the approval of the Shareholders' General Meeting to be held on April 30, 2019 which will validate the 2018 statements.

The modalities of the recharge by Atos SE of the compensation of Mr. Gilles Grapinet related to his functions as Worldline Chief Executive Officer are described under Section G.3.2.1.2.

Mr. Marc-Henri Desportes – Deputy Chief Executive Officer (since August 1, 2018)

	2018 (since August 1, 2018)			
	Related to Atos		Related to Worldline	
(In €)	Due	Paid	Due	Paid
Fixed compensation	0	0	148,269	148,269
Variable compensation	0	0	149,713[2]	NA[1]
Exceptional compensation	0	0	0	0
Director's fees	0	0	0	0
Fringe benefits[a]	0	0	1,195	1,195
Other compensation[b]	0	0	0	0
Total	**0**	**0**	**299,177**	**149,464**

a *Company car.*

b *Company Labor Agreement benefit (vacation bonus).*

1 *The variable remuneration relating to H1 2018 and paid in October 2018 relates to a performance period where Mr. Marc-Henri Desportes was not deputy Chief Executive Officer.*

2 *Variable remuneration due only for the period from August 1, 2018 through December 31, 2018.*

Due variable compensation reflects amounts due for the second semester of 2018 (prorated for the 5 months period of duties as Deputy Chief Executive Officer). The payment of the variable compensation due for the second semester of 2018 is subject to the approval of the Shareholders' General Meeting to be held on April 30, 2019 which will rule on the 2018 financial statements.

Multi-year equity based compensation of Worldline Senior Executive Officers (Mr. Gilles Grapinet and Mr. Marc-Henri Desportes)

Additional details are available under Section G.3.2.1.2 setting forth the applicable provisions relating respectively to the multi-year equity-based compensation of the Chief Executive Officer and Deputy Chief Executive Officer.

G.3.2.5 Stock-options granted to or exercised by Senior Officers during the year – AMF Tables 4 and 5

AMF TABLE 4: OPTIONS GRANTED DURING THE FINANCIAL YEAR BY EACH SENIOR OFFICER

During 2018, the Chairman has not been granted any stock-options.

Name	Date of the plan	Number of options granted during 2018	Exercise price	Acquisition date	Expiration date
Gilles Grapinet	July 21, 2018	81,000	€ 52.91	July 21, 2021	July 20, 2028
Marc-Henri Desportes	July 21, 2018	62,000	€ 52.91	July 21, 2021	July 20, 2028

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AMF TABLE 5: SUBSCRIPTION OR PURCHASE OPTIONS EXERCISED DURING THE FINANCIAL YEAR BY EACH SENIOR OFFICER

The Chairman does not hold any outstanding Atos SE stock-options as of January 1, 2018.

Mr. Gilles Grapinet has exercised Atos SE and Worldline stock-options as indicated below.

Mr. Marc-Henri Desportes has exercised Atos SE stock-options as indicated below.

Name	Issuer	Date of the plan	Number of options exercised during 2018	Exercise price
Gilles Grapinet	Worldline	September 3, 2014	10,000	€ 17.22
	Worldline	September 1, 2015	10,000	€ 22.87
	Atos SE	December 23, 2008 T1	2,390	€ 18.40
	Atos SE	December 23, 2008 T2	16,930	€ 22
Marc-Henri Desportes	Atos SE	September 4, 2009 T2	6,300	€ 40.81
	Atos SE	September 4, 2009 T3	20,833	€ 48.97

G.3.2.6 Performance shares granted to Senior Officers during the year – AMF Table 6

The table below shows the performance shares granted to the Senior Officers, and in particular those granted during the year.

Pursuant to the authorization granted by the Worldline Shareholders' General Meeting held on May 24, 2018 (20th resolution), the Board of Directors, during its meeting held on July 21, 2018, upon recommendation of the Nomination and Remuneration Committee, decided the grant of performance shares. The Worldline Chief Executive Officer and Deputy Chief Executive Officer are among the beneficiaries of this grant. Performance conditions related to this Worldline plan are summarized in Section D.3.4.3 Equity plans.

Performance conditions related to the various Atos plans are summarized in the Atos SE Registration Document.

	Related to	Plan date	Number of shares	Vesting date	Availability date	Share valuation *(in €)* [1]
Mr. Thierry Breton Chairman of the Board of Directors	Atos SE	July 22, 2018	51,350	July 30, 2021	July 30, 2021	0[2]
Mr. Gilles Grapinet Chief Executive Officer	Worldline	July 21, 2018	20,250	July 21, 2021	July 21, 2021	536,587
	Atos SE	July 22, 2018	6,000	July 30, 2021	July 30, 2021	123,827
Mr. Marc-Henri Desportes Deputy Chief Executive Officer	Worldline	July 21, 2018	15,500	July 21, 2021	July 21, 2021	410,721

1 *Valuation of the shares at their grant date, pursuant to the application of the IFRS 2, after taking account of any discount related to performance criteria and the probability of presence in the Atos group after the vesting period, but before spreading the load under IFRS 2 throughout the vesting period. As from 2014, Atos and Worldline have taken into account the probability of achieving the performance conditions.*

2 *The total number of performance shares granted has become null and void as of December 31, 2018.*

G.3.2.7 Performance shares that have become available during the year for the Senior Officers – AMF Table 7

The Worldline performance shares granted on July 25, 2016, in accordance with the France Plan Rules, vested on July 25, 2018. The Chief Executive Officer and Deputy Chief Executive Officer were beneficiaries of this Plan. The shares vested are subject to a one year holding period until July 25, 2019. The vesting conditions are detailed in the 2016 Registration Document of Worldline, under Section 15.3.1.

The Atos SE performance shares, granted to the Chairman and the Chief Executive Officer on July 28, 2014 and vested on July 28, 2016, became available on July 28, 2018. The vesting conditions are detailed in the 2017 Registration Document of Atos, under Section G.3.3.1.

	Issuer	Plan date	Number of shares available during the financial year	Vesting date	Availability date
Mr. Thierry Breton **Chairman of the Board of Directors**	Atos	July 28, 2014	46,000	July 28, 2016	July 28, 2018
Mr. Gilles Grapinet **Chief Executive Officer**	Worldline	July 25, 2016	38,700	July 25, 2018	July 25, 2019
	Atos	July 28, 2014	6,666	July 28, 2016	July 28, 2018
Mr. Marc-Henri Desportes **Deputy Chief Executive Officer**	Worldline	July 25, 2016	25,460	July 25, 2018	July 25, 2019

G.3.2.8 Past awards of subscription or purchase options (up to December 31, 2018) – AMF Table 8

Atos SE has not granted any stock-options plan to its employees or Senior Officers since the stock-options granted on December 31, 2010. The past grants over the last ten years by Atos SE are detailed in the Atos SE Registration Document.

The table below shows the past grants by Worldline since 2014 to reward and retain its key-talents and top management.

Mr. Gilles Grapinet, as Company Chief Executive Officer, was granted 180,000 stock-options by Worldline SA on September 3, 2014 and on September 1, 2015. For further details regarding the 2014 and 2015 plans, please refer to respectively the Worldline 2014 and 2015 Registration Documents. On July 21, 2018, Mr. Gilles Grapinet, as Company Chief Executive Officer, was granted 81,000 stock-options by Worldline SA; on the same date Mr. Marc-Henri Desportes, as Company Deputy Chief Executive Officer, was granted 62,000 stock-options by Worldline SA.

Date of Shareholders Meeting	2014	2015	2016	2016	2018	2018	Total
Date of Board meeting	03/09/2014	27/07/2015[2]	22/02/2016[3]	25/07/2016[4]	21/07/2018	18/10/2018	
Exercise period start date	15/05/2016	15/05/2017	25/05/2018	25/05/2018	21/07/2021	31/03/2022	
Exercise period end date	03/09/2024	31/08/2025	24/05/2026	15/08/2026	20/07/2028	01/01/2029	
Strike price *(in €)*	17.22	22.87	26.82	28.58	52.91	46.69	
Options granted	1,527,220	1,558,500	196,000	45,000	262,000	130,550	**3,719,270**
of which to members of the Board[1]	202,660[5]	180,000[6]	0	0	81,000[6]	0	**463,660**
Number of beneficiaries	92	138	52	2	18	5	
Options exercised	704,799	457,645	38,999	0	0	0	**1,201,443**
Options cancelled or expired	90,300	154,500	17,000	0	0	0	**261,800**
Status on 31/12/2018	732,121	946,355	140,001	45,000	262,000	130,550	**2,256,027**
Value of unexercised options *(in € million)*	12,6	21,6	3,7	1,3	13,9	6,1	**59,2**

1 *Current Board of Directors.*
2 *The grant date has been set by the Board of Directors on September 1, 2015.*
3 *The grant date has been set by the Board of Directors on May 25, 2016.*
4 *The grant date has been set by the Board of Directors on August 16, 2016.*
5 *In addition to Mr. Gilles Grapinet to whom 180,000 stock-options were granted, stock-options were also granted to Mrs. Ursula Morgenstern (13,330) and Mr. Gilles Arditti (9,330).*
6 *Among the Directors, stock-options were only granted to Mr. Gilles Grapinet.*

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The overview of the performance conditions applicable to the above plans is set forth under Section 17.3.3 of the 2016 Registration Document. The performance conditions related to the plans dated July 21, 2018 and October 18, 2018 (with a grant date on January 2, 2019) are set forth under Section D.3.4.3 of this Reference Document.

The achievement of the performance conditions relating to the stock-options plan of May 25, 2016, August 16, 2016 and July 21, 2018 can be found in Section G.3.2.11.

The performance conditions of the 2018 and 2019 stock-options plans are listed below:

Performance conditions	21/07/2018	02/01/2019
Organic Revenue growth for the year is at least equal to:	The growth rate set forth in the Company's budget for the corresponding year minus a percentage defined by the Board of Directors.	The growth rate set forth in the Company's budget for the corresponding year minus a percentage defined by the Board of Directors.
and		
Group Operating Margin before Depreciation and Amortization in the relevant year is at least equal to:	92.5% of the Worldline Group Operating Margin before Depreciation and Amortization disclosed in the budget of the Company for the relevant year.	92.5% of the Worldline Group Operating Margin before Depreciation and Amortization disclosed in the budget of the Company for the relevant year.
and		
Group Free Cash Flow, before dividends and income generated from acquisitions/disposals in the relevant year, is at least equal to:	92.5% of the Worldline Group Free Cash Flow set forth, before dividends and income generated from acquisitions/disposals in the budget of the Company for the relevant year.	92.5% of the Worldline Group Free Cash Flow set forth, before dividends and income generated from acquisitions/disposals in the budget of the Company for the relevant year.
and		
	For each year, **at least 2 of 3 internal performance criteria's** must be met, and if one criteria is not met, it becomes compulsory for the following year.	For each year, **at least 2 of 3 internal performance criteria's** must be met, and if one criteria is not met, it becomes compulsory for the following year.
External Performance Condition linked to Environmental and Social Responsibility	For each relevant year, Worldline must fulfill the requirement of at least two out of the three target: • The Worldline Group gets the GRI Standards "Comprehensive" option (or its equivalent if, during the plan, the terminology to define the highest achievable level is modified); • The Worldline Group gets the Eco Vadis CSR label "Gold" (or its equivalent if, during the plan, the terminology to define the highest achievable level is modified); • The Worldline Group gets the GAIA Index Certification general rating equal or above 70/100 (or its equivalent if, during the plan, this terminology is modified).	For each relevant year, Worldline must fulfill the requirement of at least two out of the three target: • The Worldline Group gets the GRI Standards "Comprehensive" option (or its equivalent if, during the plan, the terminology to define the highest achievable level is modified); • The Worldline Group gets the Eco Vadis CSR label "Gold" (or its equivalent if, during the plan, the terminology to define the highest achievable level is modified); • The Worldline Group gets the GAIA Index Certification general rating equal or above 70/100 (or its equivalent if, during the plan, this terminology is modified).
Years	2018 – 2019 – 2020	2019 – 2020 – 2021

G.3.2.9 Stock-options granted to the top ten employees who are not Senior Executive Officers, and options exercised by the ten employees with the highest number of options purchased or subscribed-AMF Table 9

	Total number of options granted	Average price (exercise price of the year of grant)	Plans
Stock-options granted during the year by the issuer to the ten employees having the highest number of options granted (global information)	101,000	52.91	July 21, 2018
Stock-options held on the issuer exercised during the financial year by the ten employees of the issuer having the highest number of options purchased or subscribed (global information)	40,000	20.05	September 3, 2014 September 1, 2015

G.3.2.10 Past grants of Performance Shares – AMF Table 10

Date of Shareholders Meeting	26/05/2016[1]		26/05/2016[2]	24/05/2017[1]	24/05/2018	24/05/2018 and 30/11/2018	Total
Date of Board meeting	25/07/2016		12/12/2016	24/07/2017	21/07/2018	**18/10/2018[5]**	
Plan detail	France	International	-	-	-	**-**	
Number of beneficiaries	67	62	5	270	353	**48**	**-**
Shares granted	263,650	152,964	224,250	507,118	366,685	**93,700**	**1,608,367**
Of which to members of the Board	43,700	-	-	43,700	20,250	**0**	**107,650**
International mobility movement	1[4]	0	0	0	0	**0**	**1**
Shares cancelled or expired	52,308	30,477	0	9,831	3,660	**0**	**96,276**
Number of shares available on 31/12/2018	2,037	0	0	1,007	0	**0**	**3,044**
Of which to members of the Board	0	-	-	0	-	**-**	**0**
Status as of 31/12/2018	211,342	122,487	224,250	497,287	363,025	**93,700**	**1,512,091**
Acquisition date	25/07/2018	25/07/2019	01/04/2020[3]	24/07/2020	21/07/2021	**31/03/2022**	
Availability date	25/07/2019	25/07/2019	01/04/2020[3]	24/07/2020	21/07/2021	**31/03/2022**	

1 *The number of shares at grant takes into account a maximum multiplier of 115% (as per the performance conditions below).*
2 *The December 12, 2016 plan was deployed on January 2, 2017, please refer to Section 17.3.4 of the Registration Document of 2016 for further details.*
3 *Last vesting date of the third tranche of the plan.*
4 *1 movement from the international plan to the France plan for 764 shares vested on 25/07/2018*
5 *The plan was deployed on January 2, 2019.*

The 1,512,091 performance shares represented 0,83% of the share capital of Worldline on December 31, 2018. The terms and conditions of the plans granted on July 24, 2017, July 21, 2018, of which the Chief Executive Officer and the Deputy Chief Executive Officer are among the beneficiaries, as well as the Plans of January 2, 2017 and January 2, 2019 are described below.

The performance conditions of the 2017, 2018 and 2019 plans are listed below:

Performance conditions	02/01/2017	24/07/2017	21/07/2018	02/01/2019
Organic Revenue growth for the year is at least equal to:	(i) Target threshold is set at -1.5% of the equensWorldline growth target set in the budget for the relevant year (ii) a ceiling is set at +2.5% of the equensWorldline grow the rate set in the budget for the relevant year (iii) a linear payout multiplier is set between the threshold and the target (85%-100%) and between the target and the ceiling (100%-115%).	(i) The growth rate set forth in the Company's budget for the corresponding year minus a percentage defined by the Board of Directors; or (ii) the annual growth rate in reference to the growth targets of the Group.	The growth rate for 2018, 2019 and 2020 is at least equal to the guidance shared with the market for the relevant year.	The growth rate for 2019, 2020 and 2021 is at least equal to the guidance shared with the market for the relevant year.
and				
Group Operating Margin before Depreciation and Amortization in the relevant year is at least equal to one of the following two amounts:	(i) Target threshold set at 90% of the OMDA target for equensWorldline in the budget of the relevant year (ii) ceiling set at 110% of the OMDA target for equensWorldline in the budget of the relevant year (iii) a linear payout multiplier is set between the threshold and the target (85%-100%) and between the target and the ceiling (100%-115%).	(i) 85% of the Worldline Group Operating Margin before Depreciation and Amortization disclosed in the budget of the Company for the relevant year; or (ii) the Worldline Group Operating Margin before Depreciation and Amortization recorded in the previous year increased by 10%.	The OMDA in the relevant year is at least equal to (i) the OMDA guidance shared with the market for the relevant year; or (ii) an increase defined by the Worldline Board of Directors versus the previous year.	The OMDA in the relevant year is at least equal to (i) the OMDA guidance shared with the market for the relevant year; or (ii) an increase defined by the Worldline Board of Directors versus the previous year.

Performance conditions	02/01/2017	24/07/2017	21/07/2018	02/01/2019
and				
Group Free Cash Flow, before dividends and income generated from acquisitions/ disposals in the relevant year, is at least equal to one of the following two amounts:	(i) target threshold set at 90% of the Free Cash-Flow budget of equensWorldline for the relevant year (ii) ceiling is set at 110% of the Free Cash-Flow budget for the relevant year (iii) a linear payout multiplier is set between the threshold and the target (85%-100%) and between the target and the ceiling (100%-115%).	(i) 85% of the Worldline Group Free Cash Flow set forth, before dividends and income generated from acquisitions/disposals in the budget of the Company for the relevant year; or (ii) the Worldline Group Free Cash Flow before dividends and income generated from acquisitions/disposals recorded in the previous year increased by 10%.	The amount of the Group Free Cash Flow, before dividends and income generated from acquisitions/disposals in the relevant year, is at least equal to (i) the Group Free Cash Flow, before dividends and income generated from acquisitions/disposals, in the guidance shared with the market for the relevant year or (ii) an increase defined by theWorldline Board of Directors versus the previous year.	The amount of the Group Free Cash Flow, before dividends and income generated from acquisitions/disposals in the relevant year, is at least equal to (i) the Group Free Cash Flow, before dividends and income generated from acquisitions/disposals, in the guidance shared with the market for the relevant year or (ii) an increase defined by the Worldline Board of Directors versus the previous year.
and				
External Performance Condition linked to Environmental and Social Responsibility	For each year: • Customer Satisfaction: a target is set, the threshold is set at 90% of the target and the ceiling at 110%. A linear payout multiplier is set between the threshold and the target (85%-100%) and between the target and the ceiling (100%-115%). • equensWorldline Quality Measure: a target is set, the threshold is set at 90% of the target and the ceiling at 110%. A linear payout multiplier is set between the threshold and the target (85%-100%) and between the target and the ceiling (100%-115%).	Worldline must fulfill the requirement of at least two out of the three target: • The Company obtains the GRI G4 “Comprehensive” score (or equivalent if, during the Plan, the term used for the highest level is changed); • The Company obtains the Eco Vadis CSR - “Gold” score (or its equivalent if, during the Plan, the term used for the highest level is changed); • The Company obtains the general GAIA Index Certification score equal or higher than 70% (or equivalent if, during the Plan, the term is changed).	For each relevant year, Worldline must fulfill the requirement of at least two out of the three target: • The Worldline Group gets the GRI Standards “Comprehensive” option (or its equivalent if, during the plan, the terminology to define the highest achievable level is modified); • The Worldline Group gets the Eco Vadis CSR label “Gold” (or its equivalent if, during the plan, the terminology to define the highest achievable level is modified); • The Worldline Group gets the GAIA Index Certification general rating equal or above 70/100 (or its equivalent if, during the plan, this terminology is modified).	For each relevant year, Worldline must fulfill the requirement of at least two out of the three target: • The Worldline Group gets the GRI Standards “Comprehensive” option (or its equivalent if, during the plan, the terminology to define the highest achievable level is modified); • The Worldline Group gets the Eco Vadis CSR label “Gold” (or its equivalent if, during the plan, the terminology to define the highest achievable level is modified); • The Worldline Group gets the GAIA Index Certification general rating equal or above 70/100 (or its equivalent if, during the plan, this terminology is modified).
Years	2017 – 2018 – 2019	2017 – 2018 – 2019	2018 – 2019 – 2020	2019 – 2020 – 2021

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G.3.2.11 Achievement of the performance conditions relating to the Stock-Options plans and Performance Shares plans of the Company

The stock-options plan dated September 3, 2014 and September 1, 2015, were respectively vested on May 15, 2016 and May 15, 2017, and the options are exercisable since then. The stock-options plan dated May 25, 2016 and August 16, 2016, were vested on May 25, 2018 and the options are exercisable since then. The achievements of the performance conditions relating to those plans as well as the performance share plan dated July 25, 2016 were covered in previous Registration Documents.

Regarding the performance shares plan of July 24, 2017, the internal performance conditions have been achieved for 2017 and 2018. The external performance condition has been met as well. The final acquisition of the performance shares remains subject to the achievement of the internal and external performance conditions for the year 2019 as well as the attendance condition.

Worldline organic revenue growth Criteria validation	**2019** Pending	**2018** 99.7% – yes	**2017** 99.8% – yes
Worldline operating margin before depreciation and amortization (OMDA) Criteria validation	**2019** Pending	**2018** 100.3% – yes	**2017** 100.9% – yes
Worldline free cash flow Criteria validation	**2019** Pending	**2018** 105.7% – yes	**2017** 101.6% – yes
External performance condition linked to environmental and social responsibility Criteria validation	**2019** Pending	**2018** Yes	**2017** Yes
Performance conditions validation			**Pending**

Regarding the performance shares plan of July 21, 2018, the internal performance conditions have been achieved for 2018. The external performance condition has been met as well. The final acquisition of the performance shares remains subject to the achievement of the internal and external performance conditions for years 2019 and 2020 as well as the attendance condition.

Worldline organic revenue growth Criteria validation	**2020** Pending	**2019** Pending	**2018** 130.5% – yes
Worldline operating margin before depreciation and amortization (OMDA) Criteria validation	**2020** Pending	**2019** Pending	**2018** 105.9% – yes
Worldline free cash flow Criteria validation	**2020** Pending	**2019** Pending	**2018** 112.3% – yes
External performance condition linked to environmental and social responsibility Criteria validation	**2020** Pending	**2019** Pending	**2018** Yes
Performance conditions validation			**Pending**

Regarding the stock-options plan of July 21, 2018, the internal performance conditions have been achieved for 2018. The external performance condition has been met as well. The final acquisition of the right to exercise the stock-options remains subject to the achievement of the internal and external performance conditions for years 2019 and 2020 as well as the attendance condition.

Worldline organic revenue growth Criteria validation	**2020** Pending	**2019** Pending	**2018** 99.7% – yes
Worldline operating margin before depreciation and amortization (OMDA) Criteria validation	**2020** Pending	**2019** Pending	**2018** 100.3% – yes
Worldline free cash flow Criteria validation	**2020** Pending	**2019** Pending	**2018** 105.7% – yes
External performance condition linked to environmental and social responsibility Criteria validation	**2020** Pending	**2019** Pending	**2018** Yes
Performance conditions validation			**Pending**

G.3.2.12 Senior Officers benefits – AMF Table 11

Mr. Thierry Breton, Chairman of the Board of Directors, does not have an employment contract and will not receive a severance payment at the end of his mandate nor any compensation for non-compete clause in the event of termination of his mandate.

As from February 1, 2019, Mr. Gilles Grapinet does not retains duties nor activities within Atos and is fully assigned to Worldline as Senior Executive Officer. Upon proposal of the Nomination and Remuneration Committee, the Board of Directors decided on February 18, 2019, that the change of status of Mr. Grapinet on February 1, 2019 should have no impact on his total compensation and benefits package, including the supplementary pension scheme.

In this context, on March 15, 2019, the Board of Directors decided to implement a supplementary pension plan to which the Chief Executive Officer benefits and a compensatory allowance in the event of forced departure.

The labor agreement between Worldline and Mr. Marc-Henri Desportes, Deputy Chief Executive Officer, has been suspended as from his appointment as Deputy Chief Executive Officer and for the duration of the same mandate, in accordance with applicable legislation. Mr. Marc-Henri Desportes is not entitled to any contract-based severance or compensation under a non-compete clause in the event of termination of his position with the Company.

	Worldline employment contract		Worldline Supplementary Pension plan		Payments or benefits effectively or potentially due in the event of termination or change of position		Non-compete clause payment	
Senior Officers	**YES**	**NO**	**YES**	**NO**	**YES**	**NO**	**YES**	**NO**
Thierry Breton Chairman of the Board of Directors								
Beginning of term: April 30, 2014		✔		✔		✔		✔
End of term: Shareholder's Meeting called to approve the financial statements for the fiscal year ending on December 31, 2019								
Gilles Grapinet Chief Executive Officer								
Beginning of term: April 30, 2014		✔	✔*		✔*			✔
End of term: Shareholder's Meeting called to approve the financial statements for the fiscal year ending on December 31, 2019								
Marc-Henri Desportes Deputy Chief Executive Officer								
Beginning of term: August 1, 2018		✔		✔		✔		✔
End of term: Shareholder's Meeting called to approve the financial statements for the fiscal year ending on December 31, 2019								

* *For detailed information regarding the supplementary pension plan and the compensatory allowance, please refer to Section G.3.2.1.2 principles of the compensation of Gilles Grapinet – Chief Executive Officer and of Marc-Henri Desportes – Deputy Chief Executive Officer.*

G.4 Annual General Meeting of April 30, 2019

G.4.1 Resolutions submitted to the Annual General Meeting

Resolutions to be submitted to the shareholders' vote will be published in the *Bulletin des Annonces Légales Obligatoires* (official legal gazette for listed companies) in a notice of meeting which will be followed by a convening notice to the Annual General Meeting which will be held on April 30, 2019. These notices will be posted on the Company's website ("Investors" section) as required by applicable laws and regulations.

G.4.2 Elements of the compensation due or awarded for the 2018 fiscal year to the Senior Officers of the Company, submitted to the shareholders' vote

The elements of compensation due or awarded at the end of the 2018 financial year to the Chairman of the Board of Directors, to the Chief Executive Officer and to the Deputy Chief Executive Officer, which will be submitted to the shareholders' vote during the Annual General Meeting of April 30, 2019, are presented in Section G.3.2.2 of this Registration Document.

G.4.3 Principles and criteria for setting, allocating and granting the elements of the compensation of the Senior Officers of the Company for the 2019 fiscal year, submitted to the shareholders' vote

The principles and criteria for setting, allocating and granting the elements of compensation of the Chairman of the Board of Directors, of the Chief Executive Officer and of the Deputy Chief Executive Officer, in respect for the year 2019, which will be submitted to the shareholders' vote during the Annual General Meeting of April 30, 2019, are presented in Section G.3.2.1 of this Registration Document.

G.4.4 Summary of the transactions made in 2018 on the shares of the Company (article 223-26 of the AMF *Règlement Général*)

Name	Number of shares purchased or subscribed	Number of shares sold	Date	Purchase price/sale price *(in €)*
Gilles Grapinet	10,000[1]		05/03/2018	17.2200
	10,000[1]		05/03/2018	22.8700
	38,700		25/07/2018	0.0000[2]
Marc-Henri Desportes	25,460		25/07/2018	0.0000[2]
SIX Group AG	49,066,878[3]		30/11/2018	42.1064
Dr. Romeo Lacher	750		11/12/2018	46.3187
Giulia Fitzpatrick	750		19/12/2018	42.8400

1 *In stock-options exercise.*

2 *Vesting of performance shares pursuant to a plan set up by the Company (Plan of July 25, 2016).*

3 *Remuneration of the contribution in kind to the Company by SIX Group AG of the shares issued by SIX Payment Services (Europe) SA, SIX Payment Services (Luxembourg) SA and SIX Payment Services AG.*

G.5 Evolution of capital and stock performance

G.5.1 Basic data

G.5.1.1 Information on stock

Worldline SA shares are listed on the Paris Euronext Market since June 27, 2014, under code ISIN FR0011981968 and are not listed on any other stock exchange.

Number of shares:	**182,554,917** (as at December 31, 2018)
Sector classification	Information Technology
Main index	CAC All Shares
Other indexes	SBF 120, CAC Industrials, CAC Sup. Services
Market	Euronext Paris Segment A
Trading place	Euronext Paris (France)
Tickers	WLN (Euronext)
Code ISIN	FR0011981968
Payability PEA/SRD	Yes/Yes

Main tickers are:

Source	Code	Source	Code
Euronext	WLN	Reuters	WLN.PA
AFP	WLN	Thomson	WLN-FR
Bloomberg	WLN:FP		

G.5.1.2 Ownership of the Company's shares in the past three years and free float

The free-float of the Group shares excludes stakes held by the reference shareholders, namely Atos SE holding 50.8% and SIX Group AG holding 26.9% of the share capital. No other reference shareholder has announced its will to maintain a strategic shareholding in the Group's share capital. Stakes owned by the employees and the management are excluded from the free float.

To the Company's knowledge and based on notices received by it, no shareholder (except Atos SE and SIX Group AG) hold 5% or more of the Company's share capital and voting rights, as of the date of the registration of this Registration Document.

As at December 31, 2018	Number of shares	% of share capital	% of voting rights
Atos SE	92,802,579	50.84%	67.62%
SIX Group AG	49,066,878	26.88%	17.82%
Worldline SA	914,530	0.50%	0.00%
Board of Directors and senior executives	116,914	0.06%	0.05%
Employees	427,698	0.23%	0.16%
Free float	39,226,318	21.49%	14.29%
Total	**182,554,917**	**100.00%**	**100.00%**

As at December 31, 2017	Number of shares	% of share capital	% of voting rights
Atos SE	92,802,579	69.83%	82.23%
Board of Directors	32,004	0.02%	0.02%
Employees	290,211	0.22%	0.13%
Free float	39,774,169	29.93%	17.62%
Total	**132,898,963**	**100.00%**	**100.00%**

As at December 31, 2016	Number of shares	% of share capital	% of voting rights
Atos SE	92,802,579	70.12%	82.44%
Board of Directors	23,006	0.02%	0.01%
Employees	322,887	0.24%	0.14%
Free float	39,198,524	29.62%	17.41%
Total	**132,346,996**	**100.00%**	**100.00%**

G.5.1.3 Shareholding structure as of February 28, 2019

The following table sets forth the Company's shareholders as of February 28, 2019.

To the Company's knowledge and based on notices received by it, no shareholder (except Atos SE and SIX Group AG) hold 5% or more of the Company's share capital and voting rights, as of the date of the registration of this Registration Document.

As of February 28, 2019	Number of shares	% of share capital	% of voting rights
Atos SE	92,802,579	50.81%	67.58%
SIX Group AG	49,066,878	26.86%	17.87%
Worldline SA	827,306	0.45%	0.00%
Board of Directors and senior executives	117,664	0.06%	0.05%
Employees	493,669	0.27%	0.18%
Free float	39,336,607	21.55%	14.32%
Total	**182,644,703**	**100.00%**	**100.00%**

G.5.2 Dividends

No dividends were paid in 2015 2016, 2017 and 2018. During its meeting held on February 18, 2019 and considering the strategic priority given in 2019 to the development of the Company, the Board of Directors decided to propose at the next Annual General Meeting of Shareholders not to distribute any dividend on the 2018 results.

The Dividend policy is presented in Section B.4.5.

G.5.3 Documentation

In addition to the Registration Document, which is published in English and French, the following information is available to shareholders:

- A half year report;
- Quarterly revenue and operational review;
- Regular press releases, regulated information and general Group's information, available through the Worldline website at Worldline.com.

G.5.4 Financial calendar

April 24, 2019 First quarter 2019 revenue

April 30, 2019 Annual General Meeting

G.5.5 Contact

Institutional investors, financial analysts and individual shareholders may obtain information from:

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Requests for information can also be sent by email to investor-relations@worldline.com

G.5.6 Capital

G.5.6.1 Capital as at December 31, 2018

As at December 31, 2018, the Company's issued common stock amounted to € 124,137,343.56, divided into 182,554,917 fully paid-up shares of € 0.68 par value each.

Compared to December 31, 2017, the share capital was increased by € 33,766,048.72 corresponding to the issuance of 49,655,954 new shares resulting from the exercise of stock-options and the increase in capital for the SIX Payment Services Acquisition.

G.5.6.2 Stock evolution for the past 5 years

The Company's share capital has changed as followed during the last five years:

- Increase in the par value of the shares to € 6.80 per share, which occurred on April 23, 2014 and resulted in an increase in the Company's share capital from € 78,804,599.61 to € 79,028,274 followed by the division of the par value of the shares by 10, reducing it from € 6.80 to € 0.68. Therefore, 104,596,245 new shares have been created;
- As part of the initial public offering, capital increase was approved by Worldline Board of Directors on June 26, 2014. 15,548,780 new shares were issued with a nominal value of € 0.68;
- On December 29, 2014 with the Employee Shares Purchase Plan "Boost", 159,758 shares were created;
- On February 5, 2016, with the Employee Shares Purchase Plan "Boost", 163,129 shares were created;
- In 2016, 257,279 shares have been created following the exercise of stock-option rights by executives and employees of the Group.
- In 2017, 551,967 shares have been created following the exercise of stock-option rights by executives and employees of the Group.
- In 2018, 49,655,954 shares have been created following the acquisition of SIX Payment Services and the exercise of stock-option rights by executives and employees of the Group.
- As at December 31, 2018, the Company's share capital was therefore composed of 182,554,917 fully paid-up shares of € 0.68 par value each.
- On February 28, 2019, with the Employee Shares Purchase Plan "Boost", 89,786 shares were created.
- As at February 28, 2019 the Company's share capital was therefore composed of 182,644,703 fully paid-up shares of € 0.68 par value each.

G.5.6.3 Other Securities Giving Access to Share Capital

G.5.6.3.1 Stock option plans

Date of shareholders meeting	2014	2015	2016	2016	2018	2018	Total
Date of Board meeting	09/03/2014	07/27/2015	02/22/2016	07/25/2016	07/21/2018	10/18/2018	
Exercise period start date	05/15/2016	05/15/2017	05/25/2018	05/25/2018	07/21/2021	03/31/2022	
Exercise period end date	09/03/2024	08/31/2025	05/24/2026	08/15/2026	07/20/2028	01/01/2029	
Options granted	1,527,220	1,558,500	196,000	45,000	262,000	130,550	**3,719,270**
Options exercised	704,799	457,645	38,999	0	0	0	**1,201,443**
Options cancelled or expired	90,300	154,500	17,000	0	0	0	**261,800**
Status on 12/31/2018	732,121	946,355	140,001	45,000	262,000	130,550	**2,256,027**

If all stock options were to be exercised at year end, 2,256,027 new shares would have been created, representing a dilution percentage of 1.24%.

G.5.6.3.2 Performance shares plans

Date of shareholders meeting	05/26/16[1]	05/26/16[1]	01/02/17[1]	05/24/17[1]	05/23/18	05/23/18 and 11/30/18	Total
Date of Board meeting	07/25/16	07/25/16	12/12/16[2]	07/24/17	07/21/18	10/18/18[4]	
Plan detail	France	International	-	-	-	-	
Number of beneficiaries	67	62	5	270	353	48	**-**
Shares granted	263,650	152,964	224,250	507,118	366,685	93,700	**1,608,367**
Shares cancelled or expired	52,308	30,477	0	9,831	3,660	0	**96,276**
Status as of 12/31/2018	211,342	122,487	224,250	497,287	363,025	93,700	**1,512,091**
Acquisition date	07/25/18	07/25/19	04/01/20[3]	07/24/20	07/21/21	03/31/22	
Availability date	07/25/19	07/25/19	04/01/20[3]	07/24/20	07/21/21	03/31/22	

1 *The number of shares at grant takes into account a maximum multiplier of115% (as per the performance conditions defined in Section G.3.2.10).*

2 *The December 12th 2016 plan was deployed on January 2nd 2017, please refer to section 17.3.4 of the registration document of 2016 for further details.*

3 *Last vesting date of the third tranche of the plan.*

4 *The plan was deployed on January 2nd 2019.*

The 1,512,091 remaining performance shares rights represented 0.82% of the share capital of Worldline on December 31, 2018.

G.5.6.4 Current authorizations to issue shares and other securities

The following authorizations to modify the share capital and to issue shares and other securities are in force as of the date of this document:

Authorization	Authorization amount (value)	Use of the authorizations (par value)	Unused balance (par value)	Authorization expiration date
EGM May 24, 2018 10th resolution Authorization to buyback the Company shares	10% of the share capital adjusted at any moment	632,400	11,781,334.36	11/24/2019 (18 months)
EGM May 24, 2018 11th resolution Share capital decrease	10% of the share capital for any 24-month period	0	10% of the share capital adjusted on the day of the decrease	07/24/2020 (26 months)
EGM May 24, 2018 12th resolution Share capital increase with preferential subscription right[1]	45,266,590.2	0	45,266,590.2	07/24/2020 (26 months)
EGM May 24, 2018 13th resolution Share capital increase without preferential subscription right by public offer[1 2]	40,739,931.2	0	40,739,931.2	07/24/2020 (26 months)
EGM May 24, 2018 14th resolution Share capital increase without preferential subscription right by private placement[1 2]	27,159,954.1	0	27,159,954.1	07/24/2020 (26 months)
EGM May 24, 2018 15th resolution Share capital increase without preferential subscription right to remunerate contribution in kind[1 2]	9,053,318	0	9,053,318	07/24/2020 (26 months)
EGM May 24, 2018 16th resolution Increase in the number of securities in case of share capital increase with or without preferential subscription right[1 2 3]	Extension by 15% maximum of the initial issuance	0	Extension by 15% maximum of the initial issuance	07/24/2020 (26 months)
EGM May 24, 2018 17th resolution Share capital increase through incorporation of premiums, reserves, benefits or other	500 million	0	500 million	07/24/2020 (26 months)
EGM May 24, 2018 18th resolution Capital increase reserved to employees	2,263,329.5	0	2,263,329.5	07/24/2020 (26 months)
EGM May 24, 2018 19th resolution Stock-options Plans[4 6]	814,798.6	218,246	596,552.6[7]	07/24/2020 (26 months)
EGM May 24, 2018 20th resolution Authorization to allot free shares to employees and executive officers[5 6]	452,665.9	298,265	154,400.9[7]	07/24/2021 (38 months)
EGM November 30, 2018 4th resolution Stock-options Plans[8]	63,540.3	48,688	14,852.3[9]	01/30/2021 (26 months)
EGM November 30, 2018 5th resolution Authorization to allot free shares to employees and executive officers[8]	63,540.3	14,796.8	48,743.5[9]	01/30/2021 (26 months)

1 *The share capital increases carried out pursuant to the 12th, 13th, 14th, 15th and 16th resolutions of the Combined General Meeting of May 24, 2018 shall be deducted from the aggregate cap corresponding to 80% of the share capital of the Company on the day of the Combined General Meeting of May 24, 2018 (i.e. € 72,426,544.3). Any share capital increase pursuant to these resolutions shall be deducted from this aggregate cap.*

2 *The share capital increases without preferential subscription right carried out pursuant to the 13th, 14th, 15th and 16th resolutions of the Combined General Meeting of May 24, 2018 are subject to an aggregate sub-cap corresponding to 45% of the share capital of the Company on the day of the Combined General Meeting of May 24, 2018 (i.e. € 40,739,931.2). Any share capital increase pursuant to these resolutions shall be deducted from this aggregate sub-cap.*

3 *The additional issuance shall be deducted from (i) the cap of the resolution pursuant to which the initial issuance was decided, (ii) the aggregate cap set by the 12th resolution of the Combined General Meeting of May 24, 2018, and (iii) in case of share capital increase without preferential subscription rights, the amount of the sub-cap mentioned at 2 here above.*

4 *A sub-cap fixed at 0.135% of the share capital of the Company on the day of the Combined General Meeting of May 24, 2018 (i.e. € 122,219.79) applies to the allocations to senior executive officers (dirigeants mandataires sociaux).*

5 *A sub-cap fixed at 0.05% of the share capital of the Company on the day of the Combined General Meeting of May 24, 2018 (i.e. € 45,266.6) applies to the allocations to senior executive officers (dirigeants mandataires sociaux).*

6 *The total number of allocations pursuant to the 19th and 20th resolutions of the Combined General Meeting of May 24, 2018 shall not exceed 0.65% of the share capital at the date of this General Meeting (i.e. € 588,465.7). This derogation does not affect the abovementioned sub-cap applicable to the allocation of free shares to senior executive officers (dirigeants mandataires sociaux).*

7 *The unused balance amounts to € 71,954.6 when applying the global ceiling of 0,65% of the share capital on the day of the Combined General Meeting of May 24, 2018 as described in paragraph 6 above.*

8 *The total number of allocations pursuant to the 4th and 5th resolutions of the Combined General Meeting of November 30, 2018 shall not exceed 0.07% of the share capital at the date of this General Meeting (i.e. € 63,540.3).*

9 *The unused balance amounts to € 55.5 when applying the global ceiling of 0,07% of the share capital on the day of the Combined General Meeting of November 30, 2018 as described in paragraph 8 above.*

G.5.6.5 Threshold crossing

Since January 1, 2018, the Company has been informed of the following statutory threshold crossings:

- SIX Group AG, a company incorporated under Swiss law, declared having crossed, upwards on November 30, 2018, the statutory thresholds of 5%, 10% and 15% of the share capital and voting rights of the Company and the statutory thresholds of 20% and 25% of the share capital of the Company (following the remuneration of the contribution in kind by SIX Group AG to the Company). SIX Group AG declared holding 49,066,878 Worldline shares representing 26.88% of the share capital of the Company and 17.82% of the voting rights;
- Atos SE, a societas europaea, declared having crossed, downwards on November 30, 2018, the statutory threshold of 2/3 of the share capital of the Company (following the capital increase to the benefit of SIX Group AG). Atos SE declared holding 92,802,579 Worldline shares representing 50.84% of the share capital of the Company and 67.40% of the voting rights.

The Company was not informed of any other crossing of threshold mentioned in article L. 233-7 (I) of the French Commercial Code, in 2018.

G.5.6.6 Shareholders' agreement

The Group has not received notice of any shareholders agreement in accordance with article L. 233-11 of the French Commercial Code other than the notification made to the Company of the Atos-SIX shareholders' Agreement. The Company has also entered into the Worldline-SIX shareholders' Agreement (for additional information regarding those agreements, see Section G.1.4 Provisions of the Shareholder's agreements with SIX Group AG).

To the best knowledge of the Company, no *action de concert* or similar agreements exists.

Also, to the Company's knowledge, there is no agreement capable of having a material effect, in case of public offer on the share capital of the Company.

G.5.6.7 Shareholders' Voting Rights

Each share of the Company gives the right to one vote, subject (i) to the existence of double voting rights on fully paid-up, registered nominal shares held by the same person for at least two years and (ii) treasury shares that do not have voting right.

G.5.6.8 Control Structure

As of the date of this Registration Document, Atos SE has exclusive control of the Company.

Measures have been taken to ensure that Atos SE does not abuse its status as controlling shareholder of the Company. To this end, the Company has appointed three independent Directors with a fourth to be appointed in 2019 in accordance with the criteria established by the AFEP-MEDEF Code. In addition, the Board of Directors is assisted by the Audit Committee and the Nomination and Remuneration Committee, which are mainly composed of independent Directors.

G.5.6.9 Agreements Likely to Lead to a Change in Control

As communicated by Worldline on January 30, 2019, Worldline's Board of Directors has been informed on January 29, 2019 of the project of Atos to distribute in kind around 23.4% of the share capital of Worldline. Atos announced its intent to submit its project to its shareholders at its Annual General Meeting planned on April 30, 2019. According to its project, Atos would retain around 27.4% of Worldline's share capital and, as a consequence, Worldline's free float would increase from currently 22.3% to approximately 45.7%.

G.5.6.10 Treasury stock and Liquidity contract

Treasury Stock

In 2018, the Company proceeded to the purchase of 930,000 shares at the average price of € 48.268, as part of a mandate given to an independent Financial Services provider as announced by the Group on August 3, 2018. Fees related to this purchase amounted to €179,587.60, taxes on financial transactions included.

These shares were purchased in the context of a share buyback program. They were assigned to the allocation of shares to employees or corporate officers of the Company or its group, and correspond to the hedging of its undertakings under performance shares plans, share purchase plans or stock-option plans.

From November 1, 2018 to December 31, 2018 the Company transferred 15,470 shares of the Company to beneficiaries of these plans.

Therefore, as at December 31, 2018, the Company owned 914,530 treasury stock, which amounted to 0.5% of the share capital with a portfolio value of € 38,593,166 based on the December 31, 2018 price of the Worldline share.

Liquidity contract

By contract dated July 28, 2014, Worldline SA entrusted Rothschild Martin Maurel, for a one-year period, renewable by tacit consent, with the implementation of a liquidity contract compliant with the Ethics Charter of the AMAFI. € 5.0 million were allocated for the purpose of implementing this contract.

The transactions carried out in 2018 under the liquidity contract are as follows:

Cumulated gross flows as at December 31, 2018	Cumulated purchases	Cumulated sales
Number of Shares	352,390	352,390
Average Sale/Purchase price *(in €)*	46.67	46.75
Total Amount of Purchases/Sales *(in €)*	16,445,890	16,475,123

Legal Framework

The 10th resolution of the Combined General Meeting of May 24, 2018, renewed in favor of the Board of Directors, the authorization to trade in the Group's shares, in connection with the implementation of a share buyback program. The number of shares purchased may not exceed 10% of the share capital of the Company, at any moment in time, such percentage applying to a capital adjusted in accordance with the operations which shall have an effect on the share capital subsequently to the General Meeting, it being specified that in the case of shares purchased within a liquidity contract, the number of shares taken into account to determine the 10% limit shall correspond to the number of shares purchased from which shall be deducted the number of shares resold during the duration of the authorization.

These purchases may be carried out by virtue of any allocation permitted by law, with the aims of this share buyback program being:

- To keep them and subsequently use them for payment or exchange in the context of possible external growth operations, it being specified that the maximum amount of shares acquired by the Company in this context shall not exceed 5% of the share capital;
- To ensure liquidity and an active market of the Company's shares through an investment service provider acting independently in the context of a liquidity contract, in accordance with the professional conduct charter accepted by the Autorité des Marchés Financiers (French Financial Market Authority);
- To attribute or sell these shares to the Executive Officers or to the employees of the Company and/or to the current or future affiliated companies, under the conditions and according to the terms set or accepted by applicable legal and regulatory provisions in particular in connection with (i) profit-sharing plans, (ii) the share purchase option regime laid down under articles L. 225-177 *et seq.* of the Commercial Code, and (iii) free awards of shares in particular under the framework set by articles L. 225-197-1 *et seq.* of the Commercial Code and (iv) French and foreign law shareholding plans, in particular in the context of a company savings plan, as well as to carry out all hedging operations relating to these operations, under the terms and conditions set by market authorities and at such times as the Board of Directors or the person acting upon its delegation so decides;
- To remit the shares acquired upon the exercise of rights attached to securities giving the right, whether immediate or deferred, by reimbursement, conversion, exchange, presentation of a warrant or any other way, to the attribution of shares of the Company, as well as to carry out all hedging operations relating to the issuance of such securities, under the conditions set by market authorities and at such times as the Board of Directors or the person acting upon its delegation so decides; or
- To cancel them as a whole or in part through a reduction of the share capital pursuant to the 11th resolution of the Combined General Meeting held on May 24, 2018.

The maximum purchase price per share may not exceed € 65.50 (fees excluded).

The Board of Directors may adjust the aforementioned purchase price in the event of incorporation of premiums, reserves or profits, giving rise either to an increase in the nominal value of the shares or to the creation and the free allocation of shares, and in case of division of the nominal value of the share or share consolidation to take account of the impact of such transactions on the value of the shares. As a result, the maximum amount of funds assigned to the buyback program amounts to €870,488,188 as calculated on the basis of the share capital as at December 31, 2017, this maximum amount may be adjusted to take into account the amount of the capital on the day of the General Meeting.

This authorization was granted for a period of 18 months as from May 24, 2018.

Description of the share buyback program submitted to approval of the General Meeting of April 30, 2019

In connection with the share buyback program, it is proposed to renew, during the General Meeting of April 30, 2019, the authorization to repurchase shares for 18 months, in accordance to the conditions described below.

In accordance with the *règlement général* of the Autorité des Marchés Financiers (General Rules of the French Financial Market Authority) (articles 241-1 *et seq.*), this description of program is aimed at detailing the objectives and the terms and conditions of the new share buyback program by the Company which will be subject to authorization by the Combined General Meeting of Shareholders of April 30, 2019.

The aims of this program are:

- To keep the shares and subsequently use them for payment or exchange in the context of possible external growth operations, it being specified that the maximum amount of shares acquired by the Company in this context shall not exceed 5% of the share capital;
- To ensure liquidity and an active market of the Company's share through an investment services provider acting independently in the context of a liquidity contract, in accordance with the professional conduct charter accepted by the Autorité des Marchés Financiers (French Financial Market Authority);
- To attribute or sell these shares to the Executive Officers and Directors or to the employees of the Company and/or to the current or future affiliated companies, under the conditions and according to the terms set or accepted by applicable legal and regulatory provisions in particular in connection with (i) profit-sharing plans, (ii) the share purchase option regime laid down under articles L. 225-177 *et seq* of the Commercial Code, and (iii) free awards of shares in particular under the framework set by articles L. 225-197-1 *et seq.* of the Commercial Code and (iv) French or foreign law shareholding plans, in particular in the context of a company savings plan, as well as to carry out all hedging operations relating to these operations, under the terms and conditions set by market authorities and at such times as the Board of Directors or the person acting upon its delegation so decides;
- To remit the shares acquired upon the exercise of rights attached to securities giving the right, whether immediate or deferred, by reimbursement, conversion, exchange, presentation of a warrant or any other way, to the attribution of shares of the Company, as well as to carry out all hedging operations relating to the issuance of such securities, under the conditions set by market authorities and at such times as the Board of Directors or the person acting upon its delegation so decides; or
- To cancel these shares as a whole or in part through a reduction of the share capital.

This authorization may be used at any time, except during public offers on the shares of the Company.

Acquisitions, sales, transfers or exchange of shares may be made by any means, subject to the limits authorized by the laws and regulations in force, on one or several occasion, on a regulated market or *via* a multilateral trading facility or a systematic internalizer or over the counter, including by public tender offering or by block purchases or sales (with no limit on the portion of the share buyback program), and where required, by derivative financial instrument (traded on a regulated market or a multilateral trading facility *via* a systematic internalizer or over the counter) or by warrants or securities giving access to Company shares, or the implementation of optional strategies such as purchases or sales of purchase or sale options, or by the issuance of securities giving access to the Company's capital by conversion, exchange, redemption, exercise of a warrant or any other means to Company shares held by this latter party, and when the Board of Directors or the person acting on the Board of Directors' authority, under conditions laid down in the law, decides in compliance with the relevant legal and regulatory provisions.

The maximum purchase price is set at € 79.60 (excluding taxes) per share and the number of shares which may be acquired is 10% of the shares making up the Company share capital, at any moment, this percentage applying to an adjusted capital according to the transactions affecting it subsequently to the General Meeting, theoretically 18,255,492 shares as calculated on the basis of the share capital as at December 31, 2018. The maximum amount of the funds dedicated to the share buyback program is € 1,453,173,163.2 as calculated on the basis of the share capital on December 31, 2018. This maximum amount can be adjusted to take into account the share capital amount on the day of the General Meeting.

As from its authorization by the General Meeting of April 30, 2019, this program will be in force for a maximum duration of 18 months, *i.e.* until October 30, 2020.

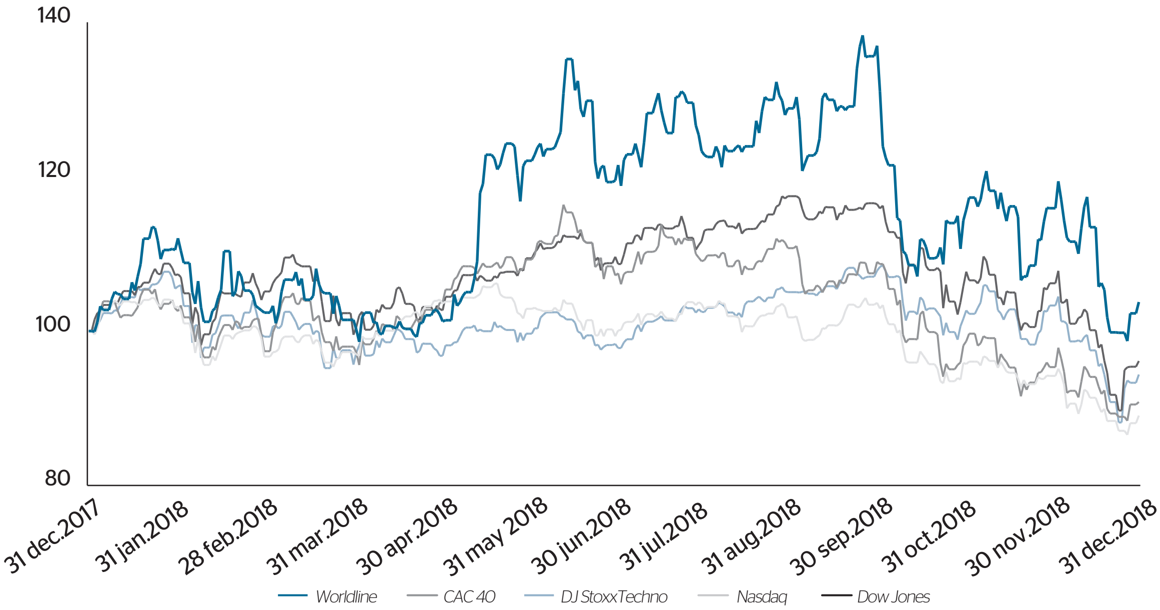
G.5.7 Share trading performance

G.5.7.1 Stock market overview

Worldline's share price finished 2018 up +3.76% at € 42.20.

Worldline market capitalization reached €7,704 million at the end of 2018.

WORLDLINE'S SHARE PERFORMANCE IN COMPARISON WITH INDICES (BASE 100 AT DECEMBER 31, 2017)



G.5.7.2 Key figures

	2018	2017	2016	2015	2014
Highest *(in €)*	56.25	43.99	29.09	24.66	17.09
Lowest *(in €)*	40.10	24.86	18.99	15.70	15.14
Closing as of 31/12 *(in €)*	42.20	40.67	26.78	23.87	16.00
Average daily volume processed on Euronext platform *(in number of shares)*	92,333	84,216	88,060	105,058	62,200
Free-float	21.49%	29.93%	29.62%	29.52%	29.53%
Market capitalization as of 31/12 *(in € million)*	7,704	5,405	3,544	3,149	2,111
Enterprise Value as of 31/12[1] *(in € million)*	7,670	5,096	3,145	2,825	1,908
EV/revenue	3.5[2]	3.2	2.4	2.3	1.7
EV/OMDA	19.6	15.2	12.2	12.0	8.9
P/E (year-end stock price ÷ normalized basic EPS)	37.6	37.6	27.4	24.0	18.6

1 *Assuming that (Enterprise Value) = (Net Debt) + (Market Capitalization).*
2 *2018 Pro Forma Revenue.*

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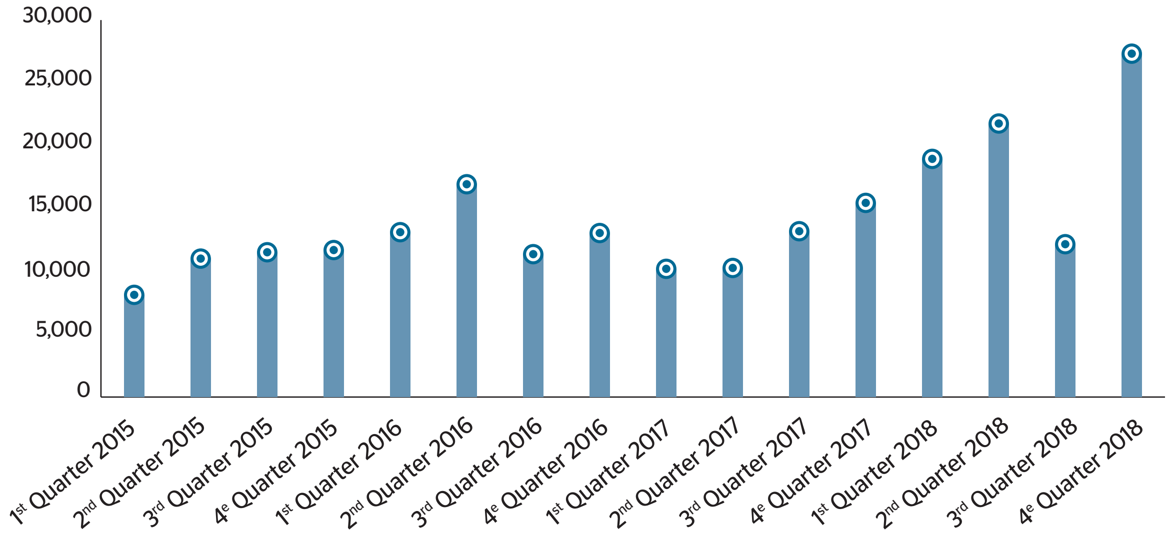
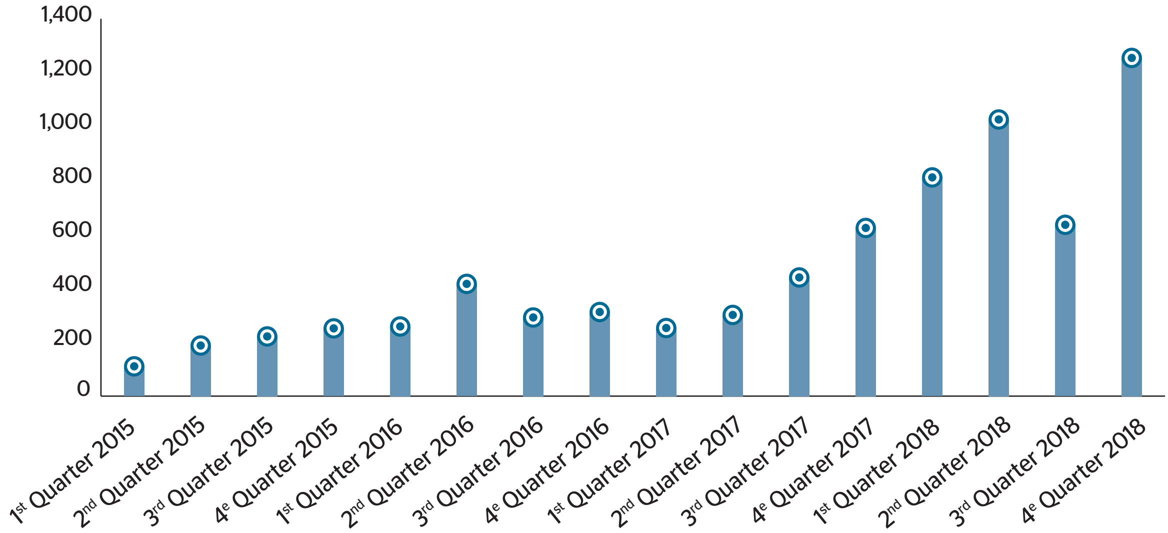
G.5.7.3 Traded volumes

In 2018, the average daily number of shares traded reached 92 thousand on Euronext platforms, compared to 84 thousand in 2017. Regarding trading volumes on Worldline SA shares, Euronext platform represented 28.2% of the total 2018 volumes, compared to 40.5% in 2017.

QUARTERLY TRADING VOLUME *(IN THOUSANDS OF SHARES)*



QUARTERLY TRADING VOLUME *(IN €MILLION)*



G.5.7.4 2018 and subsequent key trading dates

February 20, 2018

2017 annual results

At constant scope and exchange rates, Worldline revenue stood at **€ 1,593.9 million** representing an organic growth of **+4.0%** compared with 2016. Revenue growth in H2 2017 (+6.3%) accelerated sequentially as planned compared with the growth rate reported in H1 2017 (which was +1.7%), as the negative comparative effect arising from the termination of the RADAR contract in June 2016 ended in June 2017.

The Group's **OMDA** improved by **+240bp**, reaching **€ 335.4 million** or 21.0% of sales, well in line with the revised target set in July 2017 and exceeding the objective initially set in February last year of between 20.0% and 20.5%.

Normalized net income[1] stood at **€ 144.1 million** and progressed by **+13.1%. Net income Group share** stood at **€ 105.5 million,** decreasing by € 38.6 million compared with 2016, which included the exceptional profit from the disposal of the Visa Europe share.

Normalized diluted earnings per share[2] was **€ 1.08** in 2017, compared with €0.96 in 2016 (+12.5%).

Free cash flow in 2017 was **€ 176.0 million** and increased by **+28.9%** compared with 2016.

Net cash reached **€ 309.1 million** decreasing by **€-38.6 million** compared with the net cash position as at December 31, 2016.

- This net cash position was adjusted by €-51.2 million to reflect the presentation of assets and liabilities related to intermediation activities[3], as already disclosed in the June 2017 consolidated financial statements;
- It also includes the net disbursement related mainly to the acquisitions of Digital River World Payments, First Data Baltics, MRL Posnet and Diamis for € 220.1 million.

April 24, 2018

First quarter 2018 revenue

Revenue was **€ 394.1 million**, representing an organic growth of **+5.8%** at constant scope and exchange rates compared to the first quarter of 2017. All three Global Business Lines contributed to the revenue growth.

Merchant Services revenue for the quarter reached **€ 138.1 million**, an improvement of €+8.1 million or **+6.3%** organically compared to Q1 last year. Both divisions contributed to the increased revenue.

Financial Services first quarter revenue stood at **€ 178.4 million,** an organic increase of €+9.6 million or **+5.7%** compared to Q1 2017. All four business divisions contributed to this growth.

Mobility & e-Transactional Services revenue reached **€ 77.6 million**, an organic improvement of €+3.8 million or **+5.1%** compared to last year, thanks to *Trusted Digitization* and *e-Consumer & Mobility* services, while *e-Ticketing* revenue decreased.

May 15, 2018

Strategic partnership between Worldline and SIX consolidating European payments

Worldline and SIX announce today that they have signed an agreement to enter into a strategic partnership where Worldline would acquire SIX Payment Services, the payment services division of SIX, for a consideration of € 2,303 million[4] (CHF 2,750 million) as further detailed in Section A.6.1

May 24, 2018

Worldline's Combined General Meeting

Worldline held 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 parent company and the consolidated accounts for the financial year ending December 31, 2017.

The General Meeting also renewed the Directors' terms of office of Ms. Danielle Lagarde, Ms. Sophie Proust and Mr. Gilles Arditti for a period of three years. Following the renewal of the Directors' terms of office, the Board of Directors held after the General Meeting decided to confirm the composition of the Board's Committees.

The General Meeting approved the elements of compensation and benefits paid or awarded to Mr. Gilles Grapinet, Chief Executive Officer, for the financial year ending December 31, 2017 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 Senior Executive Officers for the financial year ending December 31, 2018.

July 23, 2018

Commerzbank and equensWorldline form a strategic partnership for Payments Processing

equensWorldline today announces a strategic partnership with German banking and financial services company, Commerzbank. The partnership will see equensWorldline process all SEPA (Single Euro Payments Area), instant, multi-currency, and domestic payments for Commerzbank, for a period of ten years.

1 *The normalized net income excludes unusual and infrequent items (net of tax).*

2 *EPS including the impacts of potentially dilutive instruments, calculated on the net income Group share adjusted for non-recurring items (Group share), net of tax.*

3 *Please refer to note Accounting rules and policies to the half-year 2017 Consolidated Financial Statements*

4 *1 euro = 1.194 CHF.*

First Half 2018 results

Worldline today announces its 2018 first half results.

- Revenue: € 819 million, up +5.8% organically;
- OMDA: € 179 million, 21.9% of revenue and up +120 bp
- Free cash flow: € 103 million, +16.6%,
- Net income Group share: € 57 million, up +12.6%,
- Major contract signed with Commerzbank on payment processing,
- Closing of the acquisition of SIX Payment Services well on track for the end of the year

October 22, 2018

Third quarter 2018 revenue

Worldline announced its revenue for the third quarter of 2018.

- Revenue: € 411 million;
- Up +6.3% organically;
- Update on SIX Payment Services acquisition:
- Combined General Meeting of Shareholders convened for November 30, 2018,
- "Day-1 Readiness" pre-integration program well on track,
- All 2018 objectives confirmed.

November 30, 2018

Closing of the acquisition of SIX Payment Services after approval by the Combined General Meeting of Worldline

January 30, 2019

Worldline presents its 2019 results and its ambitions for 2019 - 2021

Worldline 2018 results: All objectives reached

- At constant scope and exchange rates, Worldline revenue stood at € 1,720.2 million representing an organic growth of +6.2% compared with 2017. Revenue growth accelerated as planned during the year, with +6.7% in H2 2018 (+7.0% in the fourth quarter of the year).
- The Group's OMDA improved by +100bp, reaching € 391.1 million or 22.7% of sales, in the upper end of the objective bracket set for the year of between 22% and 23%.
- Free cash flow in 2018 was € 207.5 million and increased by +17.9% compared with 2017.

New 2019 – 2021 3-year plan

2021 targets

The Group ambitions to deliver:

- Organic revenue growth: +7% and +8% CAGR vs. 2018;
- Profitability: OMDA percentage improvement between +400bp and +500bp in 2021, compared with 2018 *pro forma* of c.21%;
- Free cash flow: € 370 million to € 410 million in 2021, representing between +75% and +95% increase compared with 2018.

Worldline Board of Directors unanimously welcomes planned change in ownership structure

Worldline's Board of Directors has been informed on January 29, 2019 of the project of Atos to distribute in kind around 23.4% of the share capital of Worldline. Atos announced its intent to submit its project to its shareholders at its Annual General Meeting planned on April 30, 2019. According to its project, Atos would retain around 27.4% of Worldline's share capital and, as a consequence, Worldline's free float would increase from currently 22.3% to approximately 45.7%.

Worldline's Board of Directors unanimously welcomed this proposal.

February 20, 2019

Worldline 2019 results: All objectives reached

- Revenue: €1,720 million, up +6.2% organically
- Acceleration in H2 as planned and Q4 2018 at +7.0%;
- OMDA: €391 million, 22.7% of revenue, up +100bp compared to 2017 with the successful contribution of equensWorldline synergy plan;
- Free cash flow: € 207 million, up +18%;
- Fast start of the Six Payment Services integration and synergy programs;
- Robust commercial activity throughout the year;
- 2019 objectives: A further strong improvement in revenue growth, profitability and cash generation.

H

Appendix

H.1 Definitions

Financial terms

Current and non-current assets or liabilities: A current and non-current distinction is made between assets and liabilities on the balance sheet. The Group has classified as current assets and liabilities those that it expects to realize, use or settle during its normal cycle of operations, which can extend beyond 12 months following the period-end.

Current assets and liabilities, excluding the current portion of borrowings and financial receivables, represent the Group's working capital requirement.

CAGR: The Compound Annual Growth Rate reflects the mean annual growth rate over a specified period of time longer than one year. It is calculating by dividing the value at the end of the period in question by its value at the beginning of that period, raise the result to the power of one divided by the period length, and subtract one from the subsequent result. As an example:

- Worldline 2018-2021 revenue CAGR = (Revenue 2021e/Revenue 2018)$^{(1/3)}$ -1.

DSO: (Days' Sales Outstanding). DSO is the amount of trade accounts receivables (including work in progress) expressed in days' revenue (on a last-in, first-out basis). The number of days is calculated in accordance with the Gregorian calendar.

Net debt: Net debt comprises total borrowings (bonds, finance leases, short and long-term bank loans, securitization and other borrowings), short-term financial assets and liabilities bearing interest with a maturity of less than 12 months, less cash and cash equivalents (transferable securities, cash at bank and in hand).

Operating margin: Operating margin comprises operating income before major capital gains or losses on the disposal of assets, major reorganization and rationalization costs, impairment losses on long-term assets, net charge to provisions for major litigations and the release of opening balance sheet provisions no longer needed.

EBITDA: (Earnings Before Interest, Tax, Depreciation and Amortization). For Worldline, EBITDA is based on Operating margin less non-cash items and is referred to as OMDA (Operating Margin before Depreciation and Amortization).

OMDA (Operating Margin before Depreciation and Amortization) is calculated as follows:

Operating margin:

- Less - Depreciation of fixed assets (as disclosed in the "Financial Report");
- Less - Operating net charge of provisions (composed of net charge of provisions for current assets and net charge of provisions for contingencies and losses, both disclosed in the "Financial Report");
- Less - Net charge of provisions for pensions (as disclosed in the "Financial Report").

Gearing: The proportion, expressed as a percentage of net debt to total shareholders' equity (Group share and minority interests).

Interest cover ratio: Operating margin divided by the net cost of financial debt, expressed as a multiple.

Leverage ratio: Net debt divided by OMDA.

Operating income: Operating income comprises net income before deferred and income taxes, net financial expenses, share of net income from associates and the results of discontinued operations.

Normalized net income: Net income (Group share) before unusual and infrequent items, net of tax.

EPS (earnings per share): Basic EPS is the net income divided by the weighted-average number of common shares outstanding during the period. Diluted EPS is the net income divided by the diluted weighted-average number of common shares for the period (number of shares outstanding + dilutive instruments with dilutive effect). Normalized EPS is based on normalized net income.

Free cash flow: Represents the change in net cash or net debt, excluding equity changes, dividends paid to shareholders, net acquisitions/disposals.

Business KPI's (Key Performance Indicators)

Revenue

Organic growth: Organic growth represents the percent growth of a unit based on a constant scope and exchange rates basis.

TCV (Total Contract Value): The total value of a contract at signature (prevision or estimation) over its duration. It represents the firm order and contractual part of the contract excluding any clause on the decision of the client, as anticipated withdrawal clause, additional option or renewal.

Pipeline: The value of revenues that may be earned from outstanding commercial proposals issued to clients. Qualified pipeline applies an estimated percentage likelihood of proposal success.

Human Resources

Staff: The total number of employees under Worldline employment contracts at the end of the period. Staff includes those on long sickness or long absence, apprentices, trainees, and employees on maternity leave, but excludes subcontractors and interims.

FTE (Full-time equivalent staff): The total number of staff calculated using information from time sheets on the basis of working time divided by standard contractual workable time per employee. In general, a person working on a full time contract is considered as one FTE, whereas a person working on a part time contract would be less considered than one FTE.

Calculations are based on contractual working time (excluding overtime and unpaid holidays) with potential workable time (in hours or days) = nominal time + overtime balance – unpaid vacation. For subcontractors and interim staff, potential workable hours are based on the number of hours billed by the supplier to Atos.

Subcontractors: External subcontractors are third-party suppliers. Outsourced activities (e.g. printing or call center activities) and fixed price subcontracting are excluded from the recorded number of subcontractors or interims.

Interims: Staff from an agency for temporary personnel. Interims are usually used to cover seasonal peaks or for situations requiring staff for a short period of time.

Direct Staff: Direct staff includes permanent staff and subcontractors, whose work is billable to a third party.

Indirect staff: Indirect staff includes permanent staff or subcontractors, who are not billable to clients. Indirect staff is not directly involved in the generation of products and/or services delivered to clients.

Permanent staff: Permanent staff members have a contract for an unspecified period of time.

Temporary staff: Temporary staff has a contract for a fixed or limited period of time.

Staff turnover and attrition rate (for legal staff): Turnover and attrition rates indicate the proportion of legal staff that has left the Group (voluntary and/or involuntary) in a defined period:

- Turnover measures the percentage of legal staff that has left the business in a defined period;
- Attrition measures the percentage of legal permanent staff that has voluntarily left the business in a defined period. Attrition rate is a ratio based on total voluntary leavers in the period on an annual basis divided by the average number of permanent staff in the period.

Market terms

Dilutive instruments: Financial instruments such as bonds, warrants, stock subscription options, free shares, which could be converted into shares and have therefore a potential dilutive impact on common stock.

Dividends: Cash or stock payments from a company's profits that are distributed to stockholders.

Enterprise Value (EV): Market capitalization + debt.

Free float: Free float is the proportion of a company's share capital that is regularly traded on the stock exchange. It excludes shares in the six categories listed below (source Euronext):

- Shares held by Group companies: Shares of the listed company held by companies that it controls within the meaning of article 233/3 of the French Commercial Code;
- Shares held by founders: shares held directly or indirectly by the founders (individuals or family group) when these founders have managerial or supervisory influence (management positions, control by voting rights, influence that is a matter of public knowledge, etc.);
- Shares held by the State: Interests held directly by the State, or by public sector or other companies which are themselves controlled by the State;
- Shares within the scope of a shareholders' agreement: Shares subject to a shareholders' agreement within the meaning of article 233/10 and 11 of the French Commercial Code, and other than those held by founders or the State;
- Controlling interest: Shares held by juridical persons (other than founders or the State) exercising control within the meaning of article 233/3 of the French Commercial Code;
- Interests considered stable: Interests exceeding 5%, which have not declined by one percentage point or more, excluding the impact of dilution, in the three preceding years. This category also includes shareholders that, in addition to or in association with the link represented by share ownership, have recently entered into significant industrial or strategic agreements with the Group.

Market capitalization: The share price of a company multiplied by the number of its shares in issue.

PER (Price Earnings Ratio): Market capitalization divided by net income for a trailing (or forward) 12-month period.

Business terms

"3-D Secure"	VISA security standard enabling an issuer to authenticate cards used for online payments. 3-D Secure is intended to replace Secure Electronic Transaction (SET).
"3G"	Third generation (3G) mobile telephony norm providing high-speed communication (up to 2 Mbit/s, theoretically symmetrical) on 1.9 to 2.2 GHz frequencies.
"Acquirer/acquiring bank"	Financial institution that enters into an agreement with an accepting party to acquire data from card-based transactions and enter such data into the issuer's settlement system. A single financial institution may be both an acquirer and an issuer.
"Acquiring Processing"	Set of technical operations performed to carry out the acquirer's activity, which may be sub-contracted to a specialized company.
"Acquiring"	Process by which an acquirer receives payment transaction data from an accepting party, generally a merchant, pursuant to its agreement with such accepting party.
"API"	Application programming interface.
"ATM"	Automated teller machine.
"Authentication"	Procedure that allows the payment service provider to verify the use of a specific payment instrument, including its personalized security features.
"Authorization"	Approval or guarantee given by the issuer to the acquirer. The authorization implies that the issuer will honor the transaction.
"Big data"	Refers to the massive amounts of information data that are generated and collected over time that are often difficult to analyze using common database or information management tools. The types of data include business transactions, e-mail and text messages, location data, activity logs and unstructured text from blogs and social media, as well as the vast amounts of data that can be collected from machines of all varieties. Companies increasingly seek to analyze and monetize big data in order to better understand consumer behavior and market trends and generate new products and marketing opportunities.
"Bluetooth"	Wireless technology standard for exchanging data over short distances using short-wavelength radio to simplify connections between electronic devices.
"Chargeback"	An offsetting mechanism whose purpose is to reverse an initial payment or withdrawal on the grounds that the transaction in question should not be processed due to the accepting party's failure to comply with security rules.
"Clearance"	A mechanism permitting banks and financial institutions to carry out transactions. A transaction always has a debtor and a creditor. Clearance is evidenced by accounting entries recording the transaction. The credit to the creditor's account is said to offset the debit to the debtor's account.
"Closed loop payment card"	Payment card for which processing goes directly from the payment terminal to the card issuer's system without going through a third party.
"Cloud"	Concept consisting of the transfer to distant servers of storage and data processing traditionally held on local servers or the user's hardware.
"CMS"/"card management system"	Software for managing a fleet of cryptographic devices such as smart cards.
"Commercial acquiring"	The business of acquiring, which consists in carrying out card payments made by a merchant's customers and includes receiving funds from issuing banks and depositing the proceeds, net of a "merchant service charge", into the merchant's account.

"Commercial processing"/"processing"	Set of technical operations performed to carry out a merchant's payment transactions.
"CRM"/"customer relationship management"	Management of the customer relationship.
"Cross-channel"/"omni-channel	Adoption of new behavior by customers who change channels during their decision-making process, where previously they were required to perform all of the steps in the process (identification of a need, search for information, evaluation of the alternatives, selection, post-purchase evaluation) through the only channel available.
"Cryptographic accelerator"	Electronic device that increases the speed of encryption operations on payment terminals.
"CSM"	Clearing and settlement mechanism.
"Data center"	Physical site used to house the equipment comprising a business's information system (central computers, servers, storage facilities, network and telecommunications equipment, etc.).
"Data mining"	Analysis of data with a view to deriving knowledge and understanding from vast amounts of data by means of a variety of automatic and semi-automatic methods and techniques.
"DCC"/"dynamic currency conversion"	Financial service in which holders of credit cards have the cost of a transaction converted to their local currency when making a payment in a foreign currency.
"e/m Payment"	e-Payment or m-Payment.
"e-Banking" or "online banking"	Refers to Internet banks offering their customers remote banking services, without using tellers or physical branches for carrying out their transactions.
"e-Commerce"	The sale or purchase of goods or services by a business, an individual, a governmental authority or any other public or private organization, carried out through a computer network.
"e-Consumer"	A consumer who carries out transactions using digital technologies.
"e-Government"	The use of digital technologies (often by Internet) to provide government services.
"electronic wallet"/"e-Wallet"	A device for storing currency without any need for a bank account, and for making direct online payments through a payment terminal. By extension, a device permitting unique and user-friendly access to several payment solutions (for example, credit cards or debit cards).
"EMV"	Europay - MasterCard - Visa. International standard governing payment cards with chips as well as the performance of payment terminals. EMV cards and terminals must be certified pursuant to the procedures required by EMV Co, the supervisory body for the EMV standard.
"Encryption"	Application of mathematical theory to create techniques and algorithms to be applied to data to ensure its confidentiality, integrity and/or authentication, for example.
"e-Payment"	Means of performing commercial transactions for the exchange of goods or services on the Internet.
"e-Ticketing"	Electronic system enabling the issuance, verification and payment of tickets, in particular in the area of public transportation.
"HCE"/"host card emulation"	Virtual representation of a physical smart card using software on a mobile telephone.
"HSM/hardware security module"	Electronic equipment providing security services consisting of the generation, storage and protection of encryption keys.
"Interchange fees"	The amount that the acquiring bank (the merchant's counterparty) must pay to the issuing bank (the bank that issued the card to the cardholder) each time the card is used for a customer's payment to a merchant.
"IoE"	Internet of Everything. Connection of people, systems and objects by computer network.
"Issuer"/"issuing bank"	Financial institution (or similar) that issues a card to a cardholder.
"Issuing Processing"	Set of technical operations performed to carry out the issuer's activity, which may be sub-contracted to a specialized company.
"Issuing"	Issuance of means of payment such as credit cards, debit cards and pre-paid cards.
"ITSO"	Integrated Transport Smartcard Organization.
"kiosk"	An interactive terminal.

"Licensed payment institution"	Legal entity authorized pursuant to the Payment Services Directive to provide payment services.
"M2M"/"machine to machine"	Technology allowing for communications between machines without human intervention.
"m-Commerce"/"mobile commerce"	The use of wireless technologies, more specifically mobile telephony technology, to conduct commercial transactions.
"m-Payment"/"mobile payment"	Transaction carried out from a mobile telephone and charged to a credit or debit card, the operator's invoice or an electronic wallet.
"NFC"	Near-Field Communication. Short-range, high-frequency wireless communication technology permitting the exchange of information between devices up to a distance of approximately ten centimeters.
"OBeP/"online banking e-Payments"	Type of payment network developed by the banking industry in coordination with technology providers, designed specifically to meet the unique requirements of payments made by Internet.
"Omni-commerce"	Refers to cross-channel commerce solutions.
"Open payments"	Technology based on contactless payment card usage in order to settle fares.
"Payment collecting"	Centralization of worldwide payment transactions with numerous local acquirers for a given merchant.
"Payment gateway"	Internet site permitting the acceptance of online payments and accessible through numerous other websites.
"Payment scheme"	Commonly refers to an organization in charge of defining and ensuring compliance with rules specific to a method of payment. Visa and MasterCard are payment schemes.
"Payment services"	Services enabling cash to be placed on or withdrawn from a payment account, as well as all the operations required for managing a payment account; execution of payment transactions; transmission of funds; Issuance of payment instruments and/or acquisition of payment orders; execution of payment transactions where the consent of the payer is given by means of a telecommunication, digital or IT device and the payment is made to the telecommunication, IT system or network operator, acting only as an intermediary between the payment service user and the supplier of the goods and services.
"Payment Services Directive"	European Directive 2007/64/CE of November 13, 2007 on payment services in the internal market.
"Payment services hub"	Electronic payment platform that enables centralized processing of batch and individual payments on a single end-to-end platform, irrespective of instrument type, value of payment, customer, channel or transaction type. It supports standards based interfaces and provides a holistic, real-time view and sharing of information across all payments.
"Payment terminal"/"terminal"	Equipment used for electronic payments. Terminal that performs electronic reading of payment cards, certain verifications of validity and automatic transmission of transactions to the acquirer.
"PB"	Abbreviation for petabyte, which is a multiple of the byte, a unit of storage or transmission of digital information. A petabyte (PB) is different from a petabit (Pbit): a byte is a unit of information that is defined as a multiple of a bit (one byte equals eight bits).
"PCI-DSS"	Payment Card Industry Data Security Standard. Data security standard developed by the Payment Card Industry.
"PCI/Payment Card Industry"	Association of the principal payment schemes: Visa, MasterCard, American Express, Discover, and JCB.
"PEACH"	Pan-European Automated Clearing House.
"Peer-to-Peer"	Computer network model similar to the client-server model but in which each client is also a server.
"PIN"	Personal identification number. A secret code required in order to confirm a user's identity.
"POS terminal"	Terminal combining the functions of a payment terminal with other functions relating to the merchant's business and to payments other than by card, such as cash or cheque.

"POS/point of sale"	The location where a commercial transaction takes place. A point of sale may include several points of acceptance (for example, a supermarket is a point of sale, whereas each of the supermarket's cash registers is a point of acceptance). With rare exceptions, any French point of sale is legally defined by its SIRET number.
"Private label card"	Card issued by a merchant or a non-financial institution and used for the purchase of goods and services.
"QR code"	Quick Response code. Two-dimensional matrix barcode (or "data matrix") consisting of black nodules arranged on a white square background. The pattern of these nodules determines the information contained in the code.
"SaaS"	Software as a Service. Commercial software delivery model in which software is installed on distant servers rather than on the user's machine.
"SEPA"	The Single Euro Payments Area, a project initiated in 2002 by credit institutions to make payments among 34 European countries as easy and as secure as domestic payments, by putting in place three European payment methods, namely wire transfer, direct debit and payment by card.
"Settlement"	Payment of funds by the acquirer either directly into the merchant's bank account or through the payment service.
"Sips"	Secure Internet Payment Services. A secure online, cross-channel payment processing solution.
"SOA"	Service-oriented architecture. Middleware architecture model enabling interaction among applications by providing services (in the form of software components) with strong internal consistency but loose coupling to external components.
"Token"	Anonymous digital identifier that can be transferred between two entities over the internet.
"VAS"	Value added services.
"White label"	A service or solution produced by one entity, the producer, that another entity, the marketer, rebrands and distributes to make it appear as if it had made it.

H.2 Cross-reference tables

Cross-reference table for the Registration Document

This document is a full free translation of the original French text. The original document has been filed with the Autorité des Marchés Financiers (AMF) on March 21, 2018, in accordance with article 212-13 of the AMF's General Regulations. After filing, this document as a Reference Document could be used to support a financial operation if accompanied by a prospectus duly approved by the AMF.

The cross-reference table identifies the main information required by Regulation No. 809/2004 of the European Commission dated April 29, 2004 (the "Regulation"). The table indicates the pages of this Reference Document where is presented the information related to each item.

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Cross-reference table for the Financial Report

In order to facilitate the reading of this document, the cross-reference table, hereafter, allows identifying in this Reference Document, the information which constitutes the Annual Financial Report having to be published by the listed companies in accordance with article L. 451-1-2 of the French Monetary and Financial Code and article 222-3 of the French Market Authorities' General Regulations.

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Report of the Board of Directors on Corporate Governance and Internal Control	G.2.7	366
Statutory Auditors' report, in accordance with article L. 225-235 of French Commercial Code	E.4.1	230

In accordance with the requirements of article 28 of EC Regulation n° 809-2004 dated April 29, 2004 relating to documents issued by issuers listed on markets of states members of the European Union ("Prospectus Directive"), the following elements are enclosed by reference:

- The consolidated accounts for the year ended December 31, 2016 under IFRS;
- The related Statutory Auditors' reports; and
- The Group management report.

Presented within the Registration Document ("document de reference") 2016 n° R.17-032 filed with the Autorité des Marchés Financiers (AMF) on April 28, 2017:

- The consolidated accounts for the year ended December 31, 2017 under IFRS as adopted by the European Union;
- The related Statutory Auditors' report; and
- The related Group management report.

Presented within the Registration Document ("Document de Référence") n° D.18-0163 filed with the Autorité des Marchés Financiers (AMF) on March 21, 2018.

Annual management report

The cross-reference table below identifies in the Reference Document the information included in the annual management report to be provided by the Company's Board of Directors, as required by Articles L. 225-100 *et seq.* of the French Commercial Code.

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Cross-reference table with article L. 225-102-1 regarding the declaration of extra-financial performance

	Reference Document	
Article R. L. 225-102-1 Declaration of extra-financial performance	**Paragraphs**	**Pages**
I. The Company's Business Model	B.1.3 D.1.2.3	35 98
II. The Company's risk analysis		
1° Description of the main risks related to the Company's activity	D.1.2.2 F.2	93 311
2° Description of the mitigation policies to prevent the occurrence of these risks	D.1.2.2 F.3	93 320
3° The results of these policies, including key performance indicators	D.1.2.2	93
III. A-Content declaration relevant to the main risks/ policies mentioned in II		
SOCIAL INFORMATION		
Employment		
Total employees and distribution by gender, age and geographic location	D.3.2.1	134
New hires and departures	D.6	198
Compensation and its evolution	D.3.4	145
Work organization		
Organization of working time	D.3.6	155
Absenteeism	D.3.6	155
Health and Safety		
Health and safety conditions	D.3.5.2	150
Frequency/severity rate of work accidents, professional illnesses	D.3.5.2.1 D.3.6	155 155
Labor Relations		
Organization of employee relations and employee communications, consultation and negotiation procedures	D.3.5.1	148
Summary of collective agreements	D.3.5.1.3	149
Training		
Training policies, especially in the field of environmental protection	D.3.3 D.5.2.6.2	142 193
Total training time	D.3.3 D.3.6	142 155
Measures for the equal treatment of women and men	D.3.2.5	138
Measures for the employment of persons with disabilities	D.3.2.5	138
Anti-discrimination policy	D.3.2.5	138

Article R. L. 225-102-1 Declaration of extra-financial performance	Reference Document Paragraphs	 Pages
ENVIRONMENTAL INFORMATION **General policy on environmental issues**		
Organizing the Company to take into account environmental issues. If need be, environmental assessment or certification processes	D.5.1	180
Resources devoted to the prevention of environmental risks and pollution	D.5.1.2 D.5.1.3.2	181 183
Pollution		
Measures for preventing, reducing or curing releases to the air, water and soil which would harm the environment	D.5.2.1 D.5.2.1.1	184 184
Taking into account any form of pollution specific to an activity, particularly noise and light pollution	D.5.1.2	181
Circular Economy		
Prevention and waste management:		
• measures for prevention, recycling, reutilisation, any other form of waste recovery and disposal	D.5.2.2.2 D.5.2.3.2 D.5.2.4.2	187 190 191
• actions against food waste	D.5.2.2.2	187
Sustainable use of resources:		
• Water consumption and water supply in accordance with local constraints	D.5.2.2.3 D.5.2.3.3 D.5.3	188 190 193
• Raw materials consumption	D.5.2.3.2 D.5.2.4.1	190 190
• Measures taken to improve the efficiency of the use of raw materials	D.5.2.3.2 D.5.2.4.1	190 190
• Energy consumption and measures taken to improve energy efficiency	D.5.2.2.1 D.5.2.3.1 D.5.2.4.1 D.5.2.3.2	187 189 190 190
• Use of renewable energy	D.5.2.1.3	187
Climate Change		
Significant items of issuance of greenhouse gaz due to the Company's activity, notably by reason of the usage of its production of goods and services	D.5.1.2	181
Measures taken to adapt to the consequences of climate change	D.5.2.1	184
The reduction targets set voluntarily in the medium and long term to reduce greenhouse gas emissions and the means used for this purpose	D.5.1.1	180
Biodiversity protection		
Measures taken to preserve or restore biodiversity	D.5.2.2.4	188
SOCIETAL INFORMATION **Societal Commitments for Sustainable Development:**		
• The impact of the Company's activity on employment and local development	D.3.6	155
• The impact of the Company's activity on local or local populations	D.4.3	175
• The relations maintained with the stakeholders of the Company and the modalities of the dialogue with them	D.1.2.1	90
• Partnership or sponsorship actions	D.1.1.3.2 D.2.1.4 D.4.3 D.5.2.6.1	88 114 175 192

Subcontracting and suppliers:		
• The inclusion in the purchasing policy of social and environmental issues	D.4.2.3.1	171
• The consideration in the relationship with suppliers and subcontractors of their social and environmental responsibility	D.4.2.2 D.4.2.3	170 171
Fair practices: measures taken for the health and safety of consumers	D.2.2 D.4.1.2	165 109

III. B-Specific content declaration

Information on the fight against corruption: actions taken to prevent corruption	D.4.1.1.2 D.4.1.2.1	164 165
Information on the fight against tax evasion: actions taken to prevent tax evasion	D.4.1.2.1	165
Information on actions for human rights Promotion and respect of the stipulations of the fundamental conventions of the International Labor Organization concerning:		
• **The respect for the freedom of association and the right to collective bargaining**	**D.3.5.1**	**148**
• The elimination of discrimination in employment and occupation • The elimination of forced or compulsory labor • The effective abolition of child labor	D.3.5.1 D.3.5.1 D.3.5.1	148 148 148
• **Other actions in favor of human rights**	**D.1.1.3.2** **D.4.2.1** **D.4.2.3**	**89** **129** **171**

Information not published due to lack of relevancy	**Explanation**
• Animal welfare	As a company acting in the digital sector, Worldline is not directly affected by animal welfare challenges
• Food insecurity	As a company acting in the digital sector, Worldline is not directly affected by food insecurity challenges.

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H.4 Locations

Worldline is present in main European cities to support customers. The addresses and phone numbers of the Group main offices can be found on the Locations page on website Worldline.com. Details of current job opportunities can be found in Careers pages. An *email* address for general questions and comments about the Worldline's Internet site can be found at the bottom of the page.

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Spain

Sweden

Switzerland

The Netherlands

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