

## Worldline's Annual General Meeting

### Outstanding support from Worldline shareholders for the contemplated acquisition of Ingenico Group

#### Approval of all resolutions submitted by the Board of Directors

Bezons, 9 June 2020 – Worldline [Euronext: WLN], European leader in payments and transactional services, held today its Annual General Meeting chaired by Mr. Gilles Grapinet, Chairman and Chief Executive Officer. The meeting was held behind closed doors due to current sanitary constraints and gathered, despite this special context, a quorum of 78.44%. The shareholders overwhelmingly approved the resolutions relating to the contemplated acquisition of Ingenico Group. The renewal of the term of office of Mr. Gilles Grapinet, Chairman and Chief Executive Officer for a period of three years and the Company's "*raison d'être*" were also widely approved by the shareholders.

Worldline shareholders expressed their strong support to the contemplated acquisition of Ingenico announced on February 3, 2020 and overwhelmingly approved all the resolutions in that respect.

Notably, the General Meeting approved with a vast majority (99.59%) the issuance of shares as part of the public offering to be initiated by the Company on the shares and convertible bonds (OCEANEs) issued or to be issued by Ingenico, which are necessary for the successful completion of the acquisition.

In addition, the shareholders also voted in favour of the resolutions to be used to grant performance shares to the employees and corporate officers of Ingenico and/or its affiliated companies in substitution of the 2020 performance shares plan of Ingenico.

The General Meeting also approved the appointment as members of the Board of Mr. Bernard Bourigeaud, Thierry Sommelet, Michael Stollarz and Gilles Arditti as well as Mrs. Caroline Parot, Agnès Audier and Nazan Somer Özelgin, in each case subject to and effective upon closing of the acquisition of Ingenico, and also approved, subject to the same condition, the proposal to amend the bylaws to increase the age limit applicable to the Chairman of the Board of Directors.

Finally, the General Meeting approved the Company's purpose ("*raison d'être*") proposed by the Board of Directors:

*"We design and operate leading digital payment and transactional solutions that enable sustainable economic growth and reinforce trust and security in our societies. We make them environmentally friendly, widely accessible and support social transformation."*

**Gilles Grapinet, Worldline Chairman and Chief Executive Officer, said:**

*“Today’s Combined General Meeting marks a very important milestone in the development of the Company. I am very pleased by the approval, with a vast majority of votes, of all resolutions related to the authorization and the implementation of the strategic acquisition of Ingenico. This acquisition is even more relevant in the current post COVID-19 context and will make Worldline definitively one of the key players in the consolidation of electronic payments.*

*I am also pleased by the perspective of welcoming in a more independent Board of Directors, new directors from Ingenico’s board of directors, including its current chairman Mr. Bernard Bourigeaud, at the closing of this acquisition, according to the provisions of the business combination agreement regarding the future governance of our Company.*

*Lastly, I want to thank our shareholders for their renewed trust in the directors of Worldline, and in particular in the directors who were re-appointed during this General Meeting.”*

**Significant progress made towards the completion of the acquisition of Ingenico**

The contemplated time schedule for the closing of the acquisition of Ingenico, thanks to a strong mobilization and an efficient collaboration between the two groups, has progressed very positively.

- In this respect, Worldline already obtained the financial regulatory clearances from the Finanzdienstleistungsaufsicht (BaFin), the Swedish Financial Supervisory Authority (SFSA), the De Nederlandsche Bank (DNB) and the National Bank of Belgium (NBB) and some of the merger control clearances. The remaining ongoing processes (in particular with the European Commission and the Foreign Investment authorities) are progressing well and according to plan.
- Preliminary activities to prepare integration are also progressing as expected in compliance with applicable antitrust rules.
- Worldline is therefore fully in line with the objective to close the acquisition of Ingenico during the third quarter of 2020.

## Approval of all resolutions

The General Meeting approved the Company and consolidated accounts for the financial year ending December 31, 2019, as well as all related-parties agreements submitted to its approval.

The General Meeting renewed the director's term of office of Mr. Gilles Grapinet, Chairman and Chief Executive Officer, for a period of three years and thereby reiterated its confidence until 2023. It also renewed the terms of office as directors of Ms. Giulia Fitzpatrick and Mr. Aldo Cardoso for a period of three years and ratified the nomination of Mr. Daniel Schmucki as director and of Mr. Gilles Arditti and Mr. Jos Dijsselhof as censors. The Board of Directors during its meeting held after the General Meeting confirmed the composition of the Board's Committees, and renewed Mr. Gilles Grapinet's mandate as Chairman and Chief Executive Officer and Mr. Marc-Henri Desportes' mandate as Deputy Chief Executive Officer.

The General Meeting also approved the elements of compensation and benefits paid to Mr. Gilles Grapinet, Chairman and Chief Executive Officer and to Mr. Marc-Henri Desportes, Deputy Chief Executive Officer, for the financial year ending December 31, 2019 or awarded to them for the same. The report on the compensation of Corporate Officers and the 2020 compensation policies applicable to the Senior Executive Officers and to the non-executive directors were also approved.

Finally, the General Meeting approved all financial delegations granted to the Board of Directors and adopted all proposed amendments to the bylaws, notably the Company's "*raison d'être*" proposed by the Board of Directors and the provisions to enable the nomination of a second director representing the employees.

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

## About Worldline

Worldline [Euronext: WLN] is the European leader in the payment and transactional services industry. With innovation at the core of its DNA, Worldline's core offerings include pan-European and domestic Commercial Acquiring for physical or online businesses, secured payment transaction processing for banks and financial institutions, as well as transactional services in e-Ticketing and for local and central public agencies. Thanks to a presence in 30+ countries, Worldline is the payment partner of choice for merchants, banks, public transport operators, government agencies and industrial companies, delivering cutting-edge digital services. Worldline's activities are organized around three axes: Merchant Services, Financial Services including equensWorldline and Mobility & e-Transactional Services. Worldline employs circa 12,000 people worldwide, with 2019 revenue of circa 2.4 billion euros. [worldline.com](http://worldline.com)

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