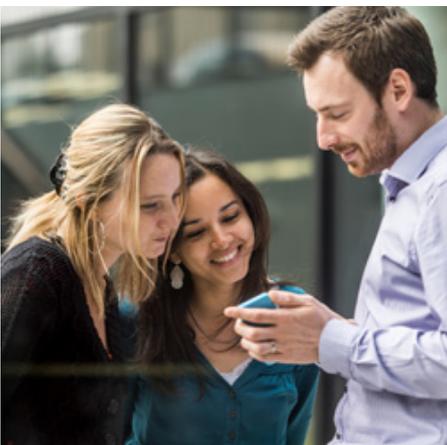


Worldline Code of Ethics



Worldline



Worldline places great importance on the principle that business should be conducted both profitably and responsibly. Worldline complies with applicable laws in all countries. This is mandatory, but it is not enough: Worldline wants to conduct its business in line with good ethical principles and practices internally and with third parties.

Every Worldline employee strives to embody the company's values in all actions they undertake as part of their day-to-day duties. We believe that these values are a key factor in the quality of our services. Embodying these values means acting in the interest of Worldline as well as those of our partners (clients, employees, suppliers, etc.). We therefore expect all our employees, in particular managers, to apply these values in carrying out their day-to-day work.

All Worldline employees are required to adhere to the Code of Ethics, which is a fundamental part of the Company's culture and which establishes the framework for its values and best practices. Employees undertake to keep up-to-date with changes to the Code of Ethics through communications and training provided by Worldline.

Wherever they are located in the world and whatever position they occupy, all Worldline employees are required to demonstrate the Company's values in carrying out their duties and in dealings with all Worldline' partners. Worldline operates its activities in accordance with the following principles, which are identical to the principles laid out in the Atos group's Code of Ethics:

Responsibility: to be a responsible Company in dealings with all its partners, guaranteeing strict compliance with laws and regulations.

Trust: to act in a completely transparent manner and with integrity in day-to-day business with partners and vice versa.

Sustainable competitiveness: to maintain and enhance Worldline' leading position by proposing sustainable solutions and to develop long term relationships with our partners, while always acting fairly with them.

Service quality and listening to clients: to propose solutions to clients that meet their needs, while ensuring personalized assistance and high service quality.

Innovation: to create added value by proposing innovative solutions and new forms of work to foster an entrepreneurial spirit.

Well-being at work: to promote a climate of well-being at work, to ensure compliance with international labor regulations and prevent mental health risks.

Excellence: to be an attractive and high-quality partner, service provider and employer, with the desire to improve every day.

This Code of Ethics defines the key principles for Worldline' continued success. It enables all employees to be guided by good practices that they must apply in difficult situations that they may encounter in their relations within and outside the Company. Where the local laws of the country in which Worldline operates differs from the principles set out in the Code of Ethics, the more stringent regulation shall prevail, where permitted under applicable law.

General business integrity principles

Worldline applies the highest standards of professional integrity internally and with its dealings with third parties, based on merit and qualifications, without consideration to origin, nationality, gender, age, disability or any other distinctive trait.

Worldline firmly believes in the following principles as the basis for dealings with its partners (clients, employees, suppliers, etc.) and other third parties throughout the world:

- Worldline rejects any form of corruption or bribery;
- Worldline is a fair competitor;
- Worldline undertakes to resolve conflicts of interest;
- Worldline protects its assets;
- Worldline protects confidential information and expects its employees to act in good faith in carrying out their duties and responsibilities.

These principles must be shared by our partners (clients, employees and suppliers); therefore, Worldline expects all of them to comply with both the letter and the spirit of the Code of Ethics, in addition to the laws and regulations of the countries where they operate.

These principles shall be detailed hereafter. Additional explanations, examples and recommendations on these principles may be provided in specific policies, training sessions for Worldline employees and shared with third parties assisting Worldline in developing its business. These documents and training sessions will help you understand and apply our Code of Ethics, and understand which behavior and actions are acceptable and which are not.



No bribery or corruption

Worldline shall not tolerate any form of bribery or corruption, i.e. providing something of value to influence someone in our favor or accept something for acting against Worldline' interest, nor participate in any form of money laundering.

As a participant to the United Nations Global Compact, Worldline adheres to United Nations principles on human rights, labor, environment and anti-corruption. The 10th principle of the UN Global Compact states "Businesses should work against corruption in all its forms, including extortion and bribery".

Worldline thus undertakes to:

- Tolerate neither bribery nor other forms of corruption,
- Develop policies and effective programs to prevent corruption within the Worldline organization and its business operations.
- This clearly means Worldline firmly rejects:
 - the act of offering, giving, soliciting, receiving or accepting, directly or indirectly (active or passive corruption),
 - any inducement or reward (money, gift, hospitality entertainment, trip, service, etc.):
 - to or from a current or potential partner, in the public or in the private sector;
 - in order to influence its behavior in Worldline' favor: get business; to act or refrain from acting; to favor or refrain from favoring; or to disfavor someone.

Negotiation and competition may be complex, but Worldline will always apply fair and honest practices. Low-value gifts and invitations to or from our partners may, under certain circumstances, be accepted. Conditions are however strict and employees must check with their managers and the Legal Compliance and Contract Management Department whether in such circumstances the giving or receiving of gifts or invitations is permissible, in accordance with the group policy related to gifts and invitations.

Money Laundering

With its technological expertise covering the whole payment value chain, and with millions of highly critical transactions running through its systems, Worldline has to ensure security of the transactions and their compliance with legal requirements.

Worldline is actively involved in combating both money laundering and financing terrorism.

To do so, Worldline has produced procedures and internal controls to comply with regulations that apply worldwide, including where they are more stringent than local legislation.

Risk and Compliance Functions are responsible to produce such procedures internally, reviewed and audited on a frequent basis by Internal Audit Function.

Fair competition

Worldline treats its partners with respect and shall not take unfair advantage nor apply discriminatory conditions. This means that there must be no advantage granted to one of them without objective justification.

Neither Worldline employees nor third parties assisting Worldline in developing its business may be party to an agreement, understanding or concerted practice which would contravene the applicable laws and regulations on anti-competitive practices.

This means that Worldline will not directly or indirectly exchange information with competitors on prices, terms and conditions, volumes, market shares, clients, etc., nor fix prices or unlawfully agree procurement conditions, share markets, partners or procurement sources, unlawfully collude in a bid, ban a supplier or a client in a way that infringes competition laws.

Worldline may have a dominant market share in a given sector but will never take unfair advantage of this dominant position.

Explanations regarding the authorized exchanges of information are available from the Legal Compliance and Contract Management Department.

Conflicts of interest

Conflicts of interest arise when the personal interest of a Worldline employee is in conflict with the interests of Worldline. Such interest may be material or immaterial. Worldline's directors and employees' personal interests or obligations should never be in conflict or interfere with the company's business activities, and employees must always act for the company's benefit.

To avoid conflicts of interest which arise during their employment with Worldline, unless he or she has obtained the prior written consent of Worldline's Chief Executive Officer and of the President of their company:

- no Worldline employee may accept or exercise any management position as an officer or director of any company not belonging to the Worldline group which is a competitor or supplier of Worldline;
- no Worldline employee can have any interest whatsoever with any Worldline partner or competitor - except for the purpose of purely financial investment without power of control, in accordance with Worldline's policies on Insider Information;
- no Worldline employee may be engaged in any professional activity during his or her employment period which would be in competition with Worldline's activities.

Any current position or interest that constitutes a conflict not previously disclosed shall immediately be disclosed to Worldline's Chief Executive Officer and of the President of their company.

In addition, Worldline employees who are politically active shall ensure a separation between the interests related to their political activities and the interests of Worldline.

Worldline employees who have declared a potential situation of conflict of interests shall notify their HR Department annually if this conflict of interest situation remains in effect.



Protection of Worldline assets - Fraud

Worldline has many valuable assets, on which its future depends. Among the most important assets to be protected are Worldline information, hardware, tools and intellectual property rights, and this is an obligation pertaining to all Worldline employees. Intellectual property rights, for example, cover Worldline copyrights, patents, software in object or source code form, technical information, inventions and trade secrets.

These assets must be used only according to the guidelines defined by the Company. Particular attention must be paid to safeguarding assets: using USB sticks or laptops when travelling or even at home requires special care, as the loss or theft of this device does not just mean loss of the hardware value, but also loss of the data that it contained.

In case of a mission with a client, each employee must use such assets for the purpose of performing his or her mission in accordance with confidentiality and security rules which are applicable on the client's premises, et by ensuring compliance with intellectual property rights owned by the client. If there are no such applicable rules, the employee may use those applicable to such matters within the Worldline group.

Misappropriation of resources or manipulation of data or assets or errors in financial reporting may constitute fraud, and as such, may lead to the imposition of penalties on Worldline, as well as civil or criminal proceedings.

Similarly, giving wrong information to a client in order to secure a contract could constitute a fraudulent act resulting in civil or criminal proceedings.

Fraudulent acts or suspicions of such acts must be reported immediately to the Legal, Compliance and Contract Management Department, Group Internal Audit or Group Security.

Duty to act in Good Faith and protection of confidentiality - privileged information

As a general rule, Worldline protects the confidential information it owns or which is made available to it by its partners (clients, suppliers or business partners) during the performance of business operations.

In their decisions and actions, Worldline employees shall exercise good judgment and comply with the obligation to act in good faith. In particular, employees shall refrain 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.

Additionally, Worldline employees have an obligation to keep confidential information or which must remain internal from any external disclosure, and they must ensure their appropriate protection depending on their category, as indicated in the applicable group policy. Worldline employees must in particular protect such classified information against unauthorized or accidental disclosure by use of physical or IT protection devices. Encryption is one of the possible safety tools which is available; Worldline security officers can help in the selection of the most suitable device in a given situation.

Furthermore, Worldline has a specific concern regarding "Privileged Information". Worldline is listed on the Euronext Paris Stock Exchange. Accordingly, and as provided by law in order to ensure that there is a fair and open market in Worldline shares, Worldline has defined key protecting mechanisms and rules in relation to stock trading and use or disclosure of privileged information, pursuant to applicable stock exchange regulations, i.e. any information of a precise nature that has not been made public and which, if it were made public, would be likely to have a material effect on the price of Worldline shares.

For detailed information on this subject, including blackout periods limiting or prohibiting trading in Worldline shares, see the separate document published by Worldline entitled "Guide to the Prevention of Insider Trading".



Risk Management relating to non-compliance with the Code of Ethics

The commitments set out in Worldline' Code of Ethics must be reflected by way of ethical behaviour and conduct of every employee of the group in all circumstances. Worldline has established a global Compliance organization to prevent non-compliance with the Code of Ethics. The Group global Compliance team and all Compliance managers worldwide, coordinated by the Chief Compliance Officer, undertake to raise awareness of the ethical conduct to be adopted, create the necessary tools, including this Code of Ethics, and ensure all employees are appropriately trained to strengthen our ethical business culture and aim for excellence.

Employees are responsible for adhering to the Code of Ethics throughout the duration of their employment relationship with Worldline. To this end, employees shall receive regular training on the contents of the Code of Ethics, notably through concrete examples of acceptable and non-acceptable practices. Employees are responsible for keeping themselves informed of any updates to the Code of Ethics through the trainings and programs led by the Company.

Alert system - employees' rights and duties:

If an Worldline employee believes that a law, regulation or one of the principles set out in this Code of Ethics has been or is about to be breached, he/she may, in accordance with the regulations applicable in the country in which he/she is employed, report to his/her immediate superior or to his/her GBU General Counsel or to the Group General Counsel, his/her concerns regarding possible unlawful or unethical practices. The employee who raises the alert is assured complete confidentiality in relation to the alert.

The employee shall not be subject 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.

The global Compliance team shall conduct a preliminary investigation of the events flagged in the alert, with, if necessary, the agreement of another department, including Internal Audit.

The people mentioned in the alert will be informed thereof as soon as evidence has been gathered and subject to the conducting of any preliminary enquiries deemed necessary. They have the right to correct and/or remove data relating to them that appears inaccurate, incomplete, ambiguous or out-of-date.

All alerts that reveal fraudulent behaviour, significant lapses or material shortcomings in internal controls shall result in corrective measures and/or disciplinary measures and/or legal action. Anonymous reports are not considered. They are not subject to any investigation and are destroyed immediately.



About Worldline

Worldline [Euronext: WLN] is the European leader in the payments and transactional services industry. Worldline delivers new-generation services, enabling its customers to offer smooth and innovative solutions to the end consumer. Key actor for B2B2C industries, with nearly 45 years of experience, Worldline supports and contributes to the success of all businesses and administrative services in a perpetually evolving market. Worldline offers a unique and flexible business model built around a global and growing portfolio, thus enabling end-to-end support. Worldline activities are organized around three axes: Merchant Services, Mobility & e-Transactional Services and Financial Services including equensWorldline. Worldline employs more than 9,400 people worldwide, with estimated pro forma revenue of more than € 1.5 billion on a yearly basis. Worldline is an Atos company.

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