

Worldline launches an employee shareholding plan for 2020

Bezons, December 2, 2020 - Worldline, the European leader in the payment and transactional services industry announces today the launch of the employee shareholding plan entitled « Boost 2020 » reserved to employees of the Group.

Once again, Worldline offers its employees and employees of the Group the opportunity to subscribe to discounted Worldline shares with an employer matching contribution under the conditions defined below, in order for its employees to be more closely associated with the Group's future developments and performance. This plan is therefore also offered to Ingenico employees, of which Worldline just finalized the acquisition, and its affiliated companies.

This offering of shares will be made to all employees of the Group located in France, Australia, Austria, Belgium, Brazil, Canada, China, Colombia, Czech Republic, Denmark, Estonia, Finland, Germany, Hong-Kong, India, Indonesia, Italy, Japan, Latvia, Lithuania, Luxembourg, Malaysia, Malta, Mexico, Norway, New-Zealand, the Netherlands, Poland, Singapore, Spain, Sweden, Switzerland, Taiwan, Thailand, Turkey, the United Kingdom and the United States of America, who are eligible to the Worldline saving plan (plan d'épargne groupe), subject to obtaining the required authorizations from local authorities.

The subscription period will take place from December 3, 2020 to December 21, 2020 (inclusive).

The settlement-delivery of the shares shall occur as of February 17, 2021.

The terms and conditions of the transaction are described hereafter.

DETAILS OF THE TRANSACTION

Issuer

Worldline
Public limited company (*Société Anonyme*)
Share capital of EUR 189,767,846.16 euros
Registered Office: River Ouest – 80 Quai Voltaire – 95870 Bezons
378 901 946 RCS Pontoise
Euronext Paris (France) – compartment A
Common share ISIN code: FR0011981968
Security registered with the *Service de Règlement Différé* (SRD)

Purpose of the offering – reasons for the offering

Pursuant to the authorization granted by the Combined General Shareholders' Meeting held on June 9, 2020 (the "General Meeting") under the 42nd resolution, the Board of Directors of Worldline decided to issue shares reserved to employees of Worldline and of its affiliated companies 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*).

The shares will be subscribed according to the applicable legislation in the various countries of the scope of the offering via an employee shareholding fund (*fonds commun de placement d'entreprise*

“FCPE”), with the exception of Denmark, Germany, Italy, Japan, Spain and the United States where shares will be subscribed directly.

Offered securities

Pursuant to the authorization granted by the General Meeting, the Board of Directors of Worldline decided on July 22, 2020 on the principle of a share capital increase, up to 2.5% of the share capital on the day of the General Meeting reserved to employees of Worldline and its affiliated companies who are members of the Worldline Group savings plan (*plan d'épargne groupe “PEG”*), and delegated to the Chairman of the Board of Directors and Chief Executive Officer the power to set the subscription price by applying a 20% discount to the reference price (as defined below).

On December 2, 2020, the Chairman and Chief Executive Officer, upon delegation of the Board of Directors, set the subscription price to the amount of EUR 58.92. This subscription price is equal to 80% of the reference price (the average of Worldline opening share prices quoted on the regulated market of Euronext Paris over the twenty trading sessions preceding this date), that is to say the reference price with a discount of 20%.

The newly-issued Worldline shares will carry entitlement as from January 1st, 2020, and will grant rights to dividends distributed by the Company as from January 1st, 2021.

Conditions of the subscription

Beneficiaries

The beneficiaries of the offering of shares reserved to employees are the employees and corporate officers of companies included in the offering scope who are members of the PEG, subject to a three-months minimum period of employment on the last day of the subscription period. Pre-retirees and retirees of Worldline in France who became members of the PEG before retirement remain beneficiaries and may carry on payments subject to having held assets in the PEG.

Companies in the employee offering scope:

- Worldline, a French limited liability company (Société Anonyme), with a share capital of EUROS 189,767,846.16 with its registered office located at River Ouest – 80 Quai Voltaire, 95870 Bezons, and
- Companies affiliated to Worldline under the meaning of article L. 225-180 of the French Commercial Code (Code de commerce) and article L. 3344-1 of the French Labor Code (Code du travail) that have become members of the PEG and that have their registered offices in France, Australia, Austria, Belgium, Brazil, Canada, China, Colombia, Czech Republic, Denmark, Estonia, Finland, Germany, Hong-Kong, India, Indonesia, Italy, Japan, Latvia, Lithuania, Luxembourg, Malaysia, Malta, Mexico, Norway, New-Zealand, the Netherlands, Poland, Singapore, Spain, Sweden, Switzerland, Taiwan, Thailand, Turkey, the United Kingdom and the United States of America, subject to having received the required local authorizations in some of these countries.

Proposed subscription formula

The beneficiaries will be able to subscribe to a so-called “classic” formula with a 20% discount and a matching contribution pursuant to the PEG. The beneficiaries who subscribe to the offering will be exposed to share price fluctuations.

Other subscription conditions

- Does a preferential subscription right in case of capital increase exist: this offering does not include a preferential subscription right.
- Terms and conditions of the subscription: the shares will be subscribed through a FCPE. However, by way of exception, in Denmark, Germany, Italy, Japan, Spain and the United States of America, the shares will be subscribed directly.
- Matching contribution: the subscriptions will be complemented by a matching contribution up to a cap of six Worldline shares.
- Voting rights: the voting rights of the holders of the FCPE units shall be exercised during the General Shareholders’ Meeting of Worldline by the FCPE Supervisory Board or directly by the subscribing employees in the countries where the shares are subscribed directly.
- Subscription cap: the beneficiaries’ annual payments shall not exceed, in accordance with article L. 3332-10 of the French Labor Code (*Code du travail*), one-fourth of their gross annual remuneration.
- Lock-up period applicable to the Worldline shares: the subscribers shall hold their units of the FCPE or the shares until February 17, 2026 except in the occurrence of an early release event.

Indicative timeline of the offering

- Employees’ Subscription period: between December 3, 2020 and December 21, 2020 (inclusive).
- Settlement-delivery of the shares: expected to be on February 17, 2021.

Listing

The admission of the newly-issued Worldline shares to trading on Euronext Paris (ISIN Code: FR0011981968) is scheduled to occur as of February 17, 2021, on the same listing line of the existing shares.

Special note regarding the international offering

This press release does not constitute an offer to sell or a solicitation for the purchase of Worldline shares. The offering of Worldline shares reserved to employees will be conducted only in countries where such an offering has been registered with the competent local authorities and/or following the approval of a prospectus by the competent local authorities or under an exemption of the requirement to prepare a prospectus or register the offering. In particular, in the United States of America, the shares have not been and will not be registered under the Securities Act of 1933. More generally, the offering will only be conducted in countries where all required filing procedures and/or notifications have been completed and the required authorizations have been obtained. This press release and its copies are not aimed for, and therefore should not be sent to, countries in which such prospectus would not have been approved or where such an exemption is not available or in which any required filing procedures and/or notifications would not have yet been made, or in which the required authorizations would not have been obtained.

Employee contact

The beneficiaries may address all questions regarding this offering to the contact person specified in the documentation related to the subscription made available to employees.

Forthcoming events

- February 24, 2021 FY 2020 results
- April 21, 2021 Q1 2021 revenue
- May 20, 2021 Annual General Shareholders' Meeting
- July 27, 2021 H1 2021 results
- October 19, 2021 Q3 2021 revenue

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About Worldline

Worldline [Euronext: WLN] is the European leader in the payments and transactional services industry and #4 player worldwide. With its global reach and its commitment to innovation, Worldline is the technology partner of choice for merchants, banks and third-party acquirers as well as public transport operators, government agencies and industrial companies in all sectors. Powered by over 20,000 employees in more than 50 countries, Worldline provides its clients with sustainable, trusted and secure solutions across the payment value chain, fostering their business growth wherever they are. Services offered by Worldline in the areas of Merchant Services; Terminals, Solutions & Services; Financial Services and Mobility & e-Transactional Services include domestic and cross-border commercial acquiring, both in-store and online, highly-secure payment transaction processing, a broad portfolio of payment terminals as well as e-ticketing and digital services in the industrial environment. In 2019 Worldline generated a proforma revenue of 5.3 billion euros. [worldline.com](https://www.worldline.com)

Worldline's corporate sense of purpose ("raison d'être") is to design and operate leading digital payment and transactional solutions that enable sustainable economic growth and reinforce trust and security in our societies. We make them environmentally friendly, widely accessible and support social transformation.