



CHARTER OF WORLDLINE'S BOARD OF DIRECTORS

adopted by resolution of the Board of Directors

dated 30 April 2014

**Up-to-date of the resolutions of the Board of Directors
dated 24 July, 2019**

Introduction

Worldline (the “**Company**”) gives great importance to the principle that its business must be conducted both profitably and responsibly. Consequently, the goal of this Charter of the Board of Directors of Worldline is to remind each director of Worldline the necessity to act honestly, impartially and with integrity in his or her day-to-day business. In addition, and according to the principles of good governance, this Charter of the Directors of Worldline specifies the duties and obligations of each director.

Article 1 – Corporate Interest

Each director shall care about the social interest of the Company.

Each director must inform the Board of Directors of any known issue which appears to be of such a nature as to affect the interests of the Company.

Article 2 – Respect of Laws and By-laws

Except for legal or regulatory exceptions, each director must personally be a shareholder and must at least own the number of Company shares required by the Company By-laws. If the director does not own the required shares when taking up his or her function, such shares must be acquired within the six months following his or her appointment. If, following the delay of six months, the director does not own the required shares, he or she is automatically considered as having resigned.

Before accepting his or her function, each director must fully acquaint himself or herself with his or her duties and obligations and must ensure that he or she is fully aware of the general obligations as well as those that are specific to his or her responsibilities. He or she must particularly acknowledge any legal and regulatory provisions within the Company’s by-laws, the Internal Regulations of the Board of Directors, and this Charter, and any amendments brought to it by the Board of Directors as well as recommendations of the AFEP/MEDEF Corporate Governance Code for listed companies...

If the director is a member of a committee, he or she must also acknowledge any internal operating rules particular to such committee.

Article 3 – Objectivity – Conflict of Interest

(a) Objectivity

Each director undertakes to preserve in all circumstances, his or her objectivity 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.

(b) Conflict of Interest

A conflict of interest 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 a client, supplier, business banker, legal representative).

The director undertakes to strictly avoid any conflict that may exist between his or her own moral and material interests and those of the Company. Without prejudice to the formalities of previous authorizations and supervision prescribed by the law and the by-laws, he or she must inform the President of any conflict of interest, even a potential one, within which he or she may be directly or indirectly involved. In the case where he or she cannot avoid having a conflict of interest, he or she must abstain from participating in any discussion or decision on such matter. The President may ask the director not to attend the deliberations. However, he or she would be exempted from this rule if at least a majority of the directors would have to abstain from participating or voting if this were applied. Notwithstanding the foregoing, the members of the Board of Directors may nevertheless participate in any deliberation subject to a decision of the general meeting of the Company, including any decision relating to a merger, a demerger or partial transfer of assets as well as any reorganization operation involving the Company.

The director must therefore immediately communicate to the President any agreement concluded between himself or herself or a company for which he or she is the director or within which he or she holds, directly or indirectly, a significant shareholding or within which he or she is directly interested, and the Company or one of its affiliates, or that was concluded by an intermediary.

In order to avoid any conflict of interest, each director is required, during the entire duration of his or her functions, to obtain prior, written approval from the President of the Board for the following operations:

- accepting or exercising any mandate as manager or director in another company exercising an activity in direct competition with that of the Worldline Group;
- taking or preserving any financial interests (except in respect of the purely financial investments of listed securities that do not result in a holding of more than 5% of the share capital, and in compliance with the procedures stipulated by Worldline with respect to Privileged Information and insider trading) or, to the extent that such interests may be prohibited under applicable law, taking or preserving family connections with partners, clients, suppliers or competitors of the Worldline Group (that were disclosed to the Company prior to the beginning of these functions). Subject to applicable laws, any conflict of interest or current interest having not been previously authorized must be immediately disclosed ; and
- being employed by or receiving any direct or indirect remuneration from a company having an activity directly in competition with that of the Worldline Group.

Article 4 – Corruption and Misappropriation

No form of corruption or misappropriation will be tolerated.

Any offer of money or any offer of goods or services in order to obtain a commercial advantage constitutes corruption. Any dishonest or illegal practice affecting the commercial integrity of Worldline or that of its assets constitutes misappropriation. Corruption and misappropriation may be implied as the

offering or accepting of a sum of money or gifts or any other advantage (such as free accommodation, for example) in exchange for favors (from partners, clients, suppliers or competitors). As an example, this may include:

- an offer of money to a director of Worldline for the purpose of winning a contract;
- an offer of payment made by a director of Worldline in order to obtain a certain result;
- acceptance by a director of a gift of any nature that would compel him or her to change his or her conduct.

It is prohibited to enter into a contract on behalf of Worldline where the services provided are not clearly defined in a contract and where the usual invoicing methods or usual bank accounts are not used. The Company shall not consider itself bound where the services have not been actually provided.

Gifts of low value (not exceeding a hundred Euros, the value being lower than this amount on the basis of local customs within business ethics and such gifts being of any nature – meals, tickets to shows or objects of low value, etc.) shall not automatically be considered as prohibited, unless they are offered or received with the purpose of violating the principles explained above.

Article 5 – Duty of 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 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 Worldline Group without prior approval of the President of the Board of Directors and of the President of the Remuneration and Nominations Committees.

Article 6 – Duty and Freedom of Expression

Each director has the duty to clearly express his or her questions and opinions.

He or she must make known any instance where he or she is in disagreement.

Article 7 – Participation in the work of the Board of Directors – Assiduity - Professionalism

Each director must devote the necessary time and attention to the preparation of the Board of Directors' meetings as well as, where applicable, the committees of which he or she is a member.

He or she must be diligent and must, unless prevented from doing so, participate in every Board of Directors' meeting and, where applicable, the committees of which he or she is a member, as well as the shareholders' general meetings.

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.

The director shall request any documents that he or she considers essential to be able to deliberate with full knowledge on the issues on the agenda of the Board of Directors' meetings. 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.

He or she shall make a point of keeping updated on the knowledge that enables him or her to perform his or her functions.

Article 8 – Confidentiality

The Directors are required to uphold professional secrecy, which exceeds the mere obligation of discretion provided for in the law, in regards to any information gathered during or outside of the Board of Directors' meetings, according to the conditions provided by the Internal Rules of the Board of Directors.

Article 9 – Privileged Information – Security Transactions

Each director shall strictly refrain from using any Privileged Information (as defined in I) A) of the Guide to The Prevention of Insider Trading, as well as in applicable laws and regulations) to which he or she has access, to his or her personal advantage or to the advantage of anyone else. In particular, where a director holds information that has not yet been rendered public, he or she shall refrain from using it to perform, or getting a third party to perform, any transaction involving the securities of the Company.

He or she shall only perform transactions involving the Company's securities in compliance with the legal and regulatory provisions pertaining thereto.

Each director undertakes to observe and strictly respect the provisions of Worldline's Guide to The Prevention of Insider Trading, of which the text is attached as a Schedule to the Internal Rules of the Board of Directors.

Article 10 – Contribution to Good Governance

Each director shall contribute to the collegiality and effectiveness of the work of the Board of Directors and the specialized committees. He or she shall express any recommendation that appears to be of a nature as to improve the functioning of the Board of Directors, particularly during any periodical evaluation of such. He or she shall accept the evaluation of his or her own performance as a member of the Board of Directors.

He or she undertakes, along with the other members of the Board of Directors, to ensure that any supervisory assignments be accomplished efficiently and without hindrance. In particular, he or she ensures that procedures are in place within the Company that verify whether the laws and regulations are being complied with.

Article 11 – Directorship and Employment are mutually exclusive

An employee who becomes Chairman and/or Chief Executive Officer of the Company shall undertake to terminate his or her employment contract with the Company (if such employment contract exists), either by resignation or by contractual termination.

Article 12 – Business Ethics

In addition to the specific examples of breaches of business ethics provided in the present Charter, some basic principles of business ethics that Worldline intends to apply to its relationships between and with its directors, colleagues, clients, suppliers, partners and any other third party are listed here below:

- Every director and work colleague in Worldline shall be treated equally with respect to his or her results and qualifications, without consideration of race, nationality, gender, age, disability or other characteristic.
- No director shall act in such a way as to influence, in an irregular manner, a candidate for political office, an elected representative or a public administrator, while carrying out his or her duties.
- No director shall participate in an agreement, an understanding or a joint activity that would violate the laws and regulations applicable to anti-competitive practices. An anti-competitive practice exists when there is an agreement between competitors to share clients, contracts or price-fixing arrangements.
- Any director who, in the course of his or her work, uses the services of an independent third party shall ensure that the remuneration paid corresponds to the services rendered and that no remuneration is paid to any person (individual or corporate entity) other than the person who provided the services or within a country other than the country of residence or registration of the service provider.
- The directors of Worldline shall comply with, in all circumstances, the laws and regulations of the countries in which Worldline operates.

The above list is not exhaustive and other behaviors may be considered to be in breach of the present Charter. In case of doubt, directors should consult the legal department of Worldline.