



Success of Worldline's Initial Public Offering

- Offering price: 16.40 euros per share, corresponding to a market capitalization of approximately 2,161 million euros
- Total size of the global offering: approximately 575 million euros, which may increase to 661 million euros if the over-allotment option is exercised in full
- Worldline raises approximately 255 million euros through the sale of newly-issued shares
- Sale of existing shares by Atos SE amounts to approximately 320 million euros, which may be increased to 406 million euros if the over-allotment option is exercised in full
- Following the global offering Atos will remain Worldline's main shareholder, with 69.42% of the outstanding shares, assuming full exercise of the over-allotment option

Paris, June 26, 2014

Worldline, an Atos SE subsidiary, one of Europe's leading providers of electronic payment and transactional services and one of the largest such providers worldwide, announces the success of its initial public offering on the regulated market of Euronext Paris (Compartment A; ISIN Code: FR0011981968; ticker: WLN).

The global offering was well received by French and international investors and the offering price has been set at 16.40 euros per share.

The global offering raised a total of approximately 575 million euros, consisting of a capital increase of approximately 255 million euros and the sale of approximately 320 million euros of existing shares by Atos SE. If the over-allotment option described below is fully exercised, the total size of the global offering will increase to approximately 661 million euros.

Trading in Worldline's shares will begin on June 27, 2014 (in the form of *promesses d'actions* until July 1, 2014, inclusive). Settlement and delivery of the shares in the global offering is expected to occur on July 1, 2014.

Commenting on the results of the offering, Gilles Grapinet, CEO of Worldline, stated: *"Together with all Worldline's employees, who do so much every day to boost the reputation of our company, I am very proud of the success of Worldline's IPO. Our new shareholders have given a clear signal of approval for our strategy and for the growth potential of the European and global payments sector. The IPO will help us to accelerate our development and to play a key role in the consolidation of the European payments market"*.

Forthcoming event

28 July 2014 First half 2014 results

Terms and Conditions of the Offering

Offering price

The offering price for the French public offering and the international offering is set at 16.40 euros per share.

Breakdown of the global offering (excluding over-allotment option)

- 33,708,786 shares allocated to the international offering (representing approximately 553 million euros or approximately 96% of the total shares offered)
- 1,332,007 shares allocated to the French public offering (representing approximately 22 million euros or approximately 4% of the total shares offered)

Size of the Offering

The gross proceeds from the French public offering and the international offering amount to a total of approximately 575 million euros (before any exercise of the over-allotment option), including 255 million euros of new shares (i.e. 15,548,780 new shares) and 320 million euros of existing shares (i.e. 19,492,013 existing shares) sold by Atos SE.

Atos SE has granted an over-allotment option to the financial institutions identified below. The over-allotment option is exercisable from June 26, 2014 to July 26, 2014 (inclusive) for a maximum of 15% of the amount of the global offering, or a maximum of 5,256,118 existing shares, that may be sold by Atos SE.

If the over-allotment option is exercised in full, the global offering will amount to a total of approximately 661 million euros, i.e. 40,296,911 shares, representing approximately 30.58% of the share capital and voting rights of Worldline.

Shareholding structure

Following the global offering, Worldline's free float will amount to approximately 26.59% of its share capital, which may increase to a maximum of approximately 30.58% of the share capital if the over-allotment option is exercised in full.

Following the global offering, the share capital of Worldline will be held as follows:

Shareholders	Shareholding before Exercise of the Over-allotment Option			Shareholding after full Exercise of the Over-allotment Option		
	Number of shares	% of share capital	% of voting rights	Number of shares	% of share capital	% of voting rights
Atos SE	96,726,031	73.41%	73.41%	91,469,913	69.42%	69.42%
Board members	6	0.00%	0.00%	6	0.00%	0.00%
Public float	35,040,793	26.59%	26.59%	40,296,911	30.58%	30.58%
Total	131,766,830	100.00%	100.00%	131,766,830	100.00%	100.00%

Offering Calendar

Trading of Worldline's shares will begin on June 27, 2014 at 9:00am (Paris time) on the regulated market of Euronext Paris, on a separate quotation line entitled "Worldline Prom" until July 1, 2014, inclusive. Settlement and delivery of the shares in the global offering is expected to take place on July 1, 2014. Beginning July 2, 2014, Worldline's shares will trade on a quotation line entitled "Worldline" on the regulated market of Euronext Paris.

Financial Institutions

Deutsche Bank and Goldman Sachs International are acting as Global Coordinators and Joint Bookrunners.

Bank of America Merrill Lynch, Barclays, BNP Paribas and Société Générale Corporate & Investment Banking are acting as Joint Bookrunners.

Rothschild & Cie is acting as financial advisor to the Company.

Information available to the public

Copies of the prospectus that was granted a *visa* under number 14-292 by the AMF on June 13, 2014, consisting of a *Document de Base* registered under number of I.14-027 on May 6, 2014 and a *Note d'opération* (including a summary of the prospectus) are available on Worldline's website (www.worldline.com) and the AMF website (www.amf-france.org), and free of charge from Worldline's head office, 80 quai Voltaire, Immeuble River Ouest, 95870 Bezons, France. Worldline draws the public's attention to Chapter 4 "Risk Factors" of the *Document de Base* and Section 2 of the *Note d'opération*. One or more of these risks, should they materialize, could have a material adverse effect on the Company's business, financial condition, results of operations or prospects, as well as on the market price of Worldline's shares.

About Worldline

Worldline, an Atos subsidiary, is a major player in the European payments and transactional services industry, with an expanding emerging markets footprint. Worldline delivers next-generation services, enabling its customers to offer seamless and innovative solutions to the end consumer. A key player in the B2B2C sector, with 40 years of experience, Worldline is ideally positioned to support and contribute to the success of businesses and public sector entities in a continually evolving market. Worldline offers a unique and flexible business model built around a global and growing portfolio, thus enabling end-to-end support. Worldline's activities are organized around three axes: Merchant Services and Terminals, Mobility and e-Transactional Services, Financial Processing Services and Software Licensing. In 2013, Worldline's activities within the Atos Group generated (pro forma) revenues of 1.12 billion euros. The company employs more than 7,200 people worldwide. www.worldline.com

Contacts

Investor Relations:

Gilles Arditti

Tel +33 (0) 1 73 26 00 66

gilles.arditti@atos.net

Press Relations:

Caroline Crouch

Tel +44 77 333 100 86

caroline.crouch@atos.net

Charles Fleming

Tel +33 6 14 45 05 22

charles.fleming@havasww.com

Disclaimer

No communication or other information related to this transaction or to Worldline may be distributed to the public in any jurisdiction where approval or registration is required. No steps have been or will be taken by the company in any country (other than France) where such steps would be required.

This press release does not constitute a prospectus within the meaning of Directive 2003/71/CE of the European Parliament and Council dated November 4, 2003, as amended, in particular by Directive 2010/73/UE to the extent implemented in the member states of the European Economic Area (together, the "Prospectus Directive").

With respect to the member states of the European Economic Area other than France (the "Member States") having implemented the Prospectus Directive into law, no action has been or will be taken in order to permit a public offer of the securities which would require the publication of a prospectus in one of such member states.

This document is only being distributed to and is only directed at (i) persons who are outside the United Kingdom or (ii) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order") or (iii) high net worth companies, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons in (i), (ii) and (iii) above together being referred to as "relevant persons"). The Shares are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

These materials are not an offer for sale of Worldline shares in the United States or in any other jurisdiction. Worldline shares may not be sold in the United States absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended. Worldline does not intend to register any portion of the offering in the United States or to conduct a public offering of the shares in the United States. Any shares sold in the United States will be sold only to qualified institutional buyers (as defined in Rule 144A under the U.S. Securities Act of 1933, as amended) pursuant to Rule 144A.

Circulation of this press release in certain countries may result in a violation of applicable law. This press release should not be published, circulated or distributed, directly or indirectly, within the United States, Canada, Australia or Japan.

Goldman Sachs International, acting as a stabilizing manager (or any institution acting on its behalf) (the "Stabilizing Manager") may, during a period of 30 days following the date on which the offering price is determined, i.e., according to the indicative calendar, from June 26, 2014 up to and including July 26, 2014, effect transactions with a view to maintaining the market price of Worldline's shares in a manner consistent with applicable laws and regulations and, in particular, EU Commission Regulation No. 2273/03 of December 22, 2003. Any stabilizing action may affect the market price of Worldline's shares.