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Worldline launches its initial public offering on the regulated market of Euronext Paris

Paris, June 16, 2014

Indicative offering price range for the French public offering and the international offering: between €16.40 and €20.00 per share.

Initial size of the global offering: approximately €610 million, including approximately €255 million of newly issued shares and approximately €355 million of existing shares (based on the midpoint of the offering price range) sold by Atos SE (the "Selling Shareholder").

Over-allotment option allowing the sale of additional existing shares by the Selling Shareholder: up to a maximum of 15% of the initial global offering size.

The subscription period for the French public offering is expected to close on June 25, 2014 at 5:00 PM (Paris time) and the subscription period for the international offering is expected to close on June 26, 2014 at 1:00 PM (Paris time).

Pricing for the global offering is expected to take place on June 26, 2014.

Trading on Euronext Paris is expected to start on June 27, 2014 and will take place in the form of "*promesses d'actions*" on the line « WORLDLINE PROM » until and including the settlement date, which is expected to be July 1, 2014.

Worldline, one of Europe's leading providers of electronic payment and transactional services and one of the largest such providers worldwide, announces today the launch of its initial public offering (IPO) expected to lead to the listing of its shares on the regulated market of Euronext Paris (Compartment A).

Gilles Grapinet, CEO of Worldline, said: "*The IPO marks a new chapter in Worldline's history and will open exciting opportunities for the group, its clients and its employees. It comes at a unique moment of opportunity for growth, thanks to the convergence of three phenomena: the digital and mobile revolution, the changes in the regulatory framework for the European payments sector and the shift in strategy by many banks following the financial crisis. As an innovative high-tech market leader in the European e-payments market, our IPO will help us take advantage of the forthcoming consolidation and future growth of the sector.*"

On June 13, 2014, the French *Autorité des marchés financiers* (the "AMF") granted *visa* n° 14-292 in respect of the French language prospectus relating to the initial public offering of Worldline, which consists of a *Document de base* filed with the AMF on May 6, 2014 under number I.14-027 and a *Note d'opération* (including a summary of the prospectus).

Structure of the offering

It is expected that the shares will be offered as part of a global offering (the "Global Offering") consisting of:

- An international offering (the "International Offering") aimed primarily at institutional investors including:
 - A private placement in France; and
 - An international private placement in certain countries, including in the United States in reliance on Rule 144A under the US Securities Act 1933, as amended (the "Securities Act"), and outside the United States in reliance on Regulation S under the Securities Act ; and
- A public offering in France (the "French Public Offering") in the form of a French public offering (*offre à prix ouvert*), aimed primarily at retail investors.

If demand in the French Public Offering is sufficient, a minimum of 10% of the total number of shares offered in the Global Offering (prior to the exercise of the over-allotment option) will be offered in the French Public Offering.

Size of the Offering

Worldline's initial public offering will include:

- €255 million of new shares to be issued by Worldline, generating estimated net proceeds of approximately €246 million;
- approximately €355 million of existing shares (based on the midpoint of the offering price range) to be sold by the Selling Shareholder, which may be increased to approximately €446 million of existing shares (based on the midpoint of the offering price range) in the event the over-allotment option is exercised in full.

Indicative price range

The offering price for the Global Offering may fall within an indicative price range of between €16.40 and €20.00 per share.

The offering price may be set outside of this indicative price range. The indicative offering price range may be modified at any time up to and including the pricing date of the Global Offering (the "Pricing Date"). If the upper limit of the above-mentioned indicative price range is increased or the offering price is set above the indicative price range (either the initial price range or a revised range), the end of the subscription period for the French Public Offering will be extended or a new subscription period will be opened in respect of the French Public Offering, such that there will be at least two trading days between the date of the announcement of this modification and the new closing date of the subscription period for the French Public Offering (inclusive). Orders placed in the French Public Offering prior to the publication of the notification described above will be maintained unless they are expressly revoked on or prior to the new closing date of the subscription period for the French Public Offering.

The offering price may, without restriction, be set below the lower limit of the indicative price range or the indicative price range may be reduced (in the absence of a significant impact on the other aspects of the Global Offering).

Indicative timetable for the Global Offering

The subscription period for the French Public Offering will open on June 16, 2014 and is expected to close on June 25, 2014 at 5:00 PM (Paris time) for orders placed at branches of financial institutions and at 8:00 PM (Paris time) for orders placed online.

The subscription period for the International Offering will open on June 16, 2014 and is expected to close on June 26, 2014 at 1:00 PM (Paris time).

The offering price is expected to be determined on June 26, 2014.

Trading of the shares is expected to commence on June 27, 2014 on the regulated market of Euronext Paris (Compartment A) in the form of *promesses d'actions* on a quotation line entitled « WORLDLINE PROM » until and including the settlement date for the Global Offering.

Settlement and delivery in respect of the French Public Offering and International Offering is expected to take place on July 1, 2014.

Reasons for the Offering

The Offering and listing of Worldline's shares on the regulated market of Euronext Paris are intended to allow the Worldline Group to enhance its financial and strategic flexibility in order to accelerate its growth and strengthen its position as an electronic payments and transactional services industry consolidator.

The net proceeds from the issue of the newly issued shares will be used for general corporate purposes, including repaying net amounts borrowed from the Atos Group (with approximately 50%-60% of the net proceeds from the Global Offering) and pursuing organic growth and external growth opportunities.

The Company will not receive any proceeds from the sale of existing shares by the Selling Shareholder.

Financial Intermediaries

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 has been 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

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Important information

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.