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Worldline announces partial exercise of the over-allotment option

Exercise of the over-allotment option

Initial public offering increased to a total size of approximately €639 million

Stabilization operations

Worldline SA

Limited liability company with share capital of € 10 573 170.40

Headquarters: 80, Quai Voltaire, 95870 Bezons, France

378 901 946 RCS Pontoise.

Bezons, 25 July 2014

Worldline SA ("Worldline"), announces that Goldman Sachs International, the stabilizing agent in connection with its initial public offering, acting in the name and on behalf of the Underwriters, partially exercised on July 25, 2014 the over-allotment option covering 3,923,452 additional existing shares sold by Atos SE ("Atos"), at the offering price of €16.40 per share, corresponding to a total amount of approximately €64 million.

As a result, the total number of Worldline shares offered in connection with its initial public offering amounts to 38,964,245 shares, representing 29.6% of the company's share capital, thereby increasing the offering size to approximately €639 million.

Following the initial public offering and the partial exercise of the over-allotment option, Atos will remain Worldline's main shareholder, with 70.4% of the outstanding shares.

In accordance with the provisions of Article 631-10 of the General Regulations of the French Autorité des marchés financiers (the "AMF"), Goldman Sachs International, acting as stabilizing agent, declares that it conducted stabilization operations on a total of 1,332,666 shares of Worldline offered in connection with its initial public offering (ISIN Code: FR0011981968; ticker: WLN). The stabilization period began on June 26, 2014 (following the publication of the results of the offering by Worldline) and ended on July 25, 2014.

Stabilization operations were conducted within the following price range:

Intervention Date	Price range of the transactions	
	Low Price	High Price
June 27, 2014	16.00	16.40
June 30, 2014	16.37	16.40
July 01, 2014	16.40	16.40
July 02, 2014	16.30	16.40
July 03, 2014	16.35	16.40
July 04, 2014	16.35	16.40
July 07, 2014	16.35	16.40
July 08, 2014	16.35	16.40
July 09, 2014	16.33	16.40
July 10, 2014	16.34	16.39
July 11, 2014	16.33	16.38
July 14, 2014	16.32	16.37
July 15, 2014	16.26	16.39
July 16, 2014	16.15	16.40
July 17, 2014	16.15	16.33
July 18, 2014	15.81	16.005
July 21, 2014	15.39	15.81
July 22, 2014	15.60	16.40
July 23, 2014	16.10	16.30
July 24, 2014	16.30	16.40
July 25, 2014	16.30	16.40

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 [Euronext:WLN] is the European leader and a global player 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 40 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 organised around three axes: Merchant Services & Terminals, Mobility & e-Transactional Services, Financial Processing Services & Software Licensing. Worldline employs more than 7,200 people worldwide and generated 1.12 billion euros revenues (pro forma) in 2013. Worldline is an Atos company. www.worldline.com

For more information, please contact

Investor Relations David Pierre-Kahn +33 (0)6 28 51 45 96
david.pierre-kahn@atos.net

Press Josephina de Vries +31 (0)6 30 27 26 11
jose.devries@atos.net

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.

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