



## **Update on Key Transaction Terms Following Ingenico's Proposed Cash Dividend**

- **As indicated in its annual results press release issued today, Ingenico will propose a cash dividend of €1.20 per share at its Annual General Meeting of shareholders to be held on May 26, 2020**
- **Subject to approval of such dividend, and consistent with the offer terms announced on February 3, 2020, Worldline's tender offer for Ingenico shares terms would therefore be adjusted as follows to reflect the proposed dividend distribution:**
  - Primary Offer: 11 Worldline shares and €152.1 in cash for 7 Ingenico shares
  - Secondary exchange offer: 109 Worldline shares in exchange for 57 Ingenico shares
  - Secondary cash offer: €121.90 per Ingenico share
- **Offer terms for Ingenico OCEANEs remain unchanged**

**Bezons and Paris, February 25<sup>th</sup>, 2020** – Ingenico [Euronext: FR0000125346 – ING] announced today that a proposal to distribute a cash dividend of €1.20 per share will be presented to its Annual General Meeting of shareholders on May, 26 2020. The dividend ex-date would be June 8, 2020 and the payment date would be on or about June 10, 2020, prior to the expected closing of the transaction during the third quarter of 2020.

Subject to Ingenico Annual General Meeting approval of the proposed dividend, and as reflected in their joint announcement on February 3, 2020, the consideration offered in Worldline's [Euronext: WLN] offer to acquire Ingenico will consequently be adjusted.

As a reminder, the terms of the tender offer announced on February 3, 2020 were:

- Primary Offer: 11 Worldline shares and €160.5 in cash for 7 Ingenico shares, translating into an offer price of €123.10 as of January 31<sup>st</sup>, 2020 (last closing date before the transaction announcement)
- Secondary exchange offer: 56 Worldline shares in exchange for 29 Ingenico shares
- Secondary cash offer: €123.10 per Ingenico share

Pro forma for the proposed distribution, adjusted terms of the tender offer would be as follows:

- Primary Offer: 11 Worldline shares and €152.1 in cash for 7 Ingenico shares, translating into an offer price of €121.90 as of January 31<sup>st</sup>, 2020 (last closing date before the transaction announcement)
- Secondary exchange offer: 109 Worldline shares in exchange for 57 Ingenico shares<sup>1</sup>
- Secondary cash offer: €121.90 per Ingenico share

---

<sup>1</sup> Based on the secondary exchange offer parity announced on February 3, 2020, on Worldline's share price of €63.75 as of the last closing date before the transaction announcement and on the proposed dividend of €1.20 per Ingenico share

*This press release is not for release, publication or distribution,  
directly or indirectly, in the United States, Japan, Canada or Australia.*

# Worldline

# ingenico GROUP

Ingenico shareholders will be able to elect one or a combination of the secondary offers, subject to proration and allocation adjustments that will ensure that, in the aggregate, the number of shares issued and the amount of cash paid shall be equal to those if all shares had been tendered into the Primary Offer.

The offer terms for Ingenico OCEANEs would remain unchanged. Holders of Ingenico OCEANEs will have the option to receive either a cash or mixed offer:

- Cash offer: €179.0 for each Ingenico OCEANE
- Mixed offer: 4 Worldline shares and €998 in cash offered for 7 OCEANEs tendered, translating into an offer price of €179.0 per OCEANE as of January 31st, 2020

## **Worldline Contact**

### **Investors Relations**

David Pierre-Kahn  
+33 6 28 51 45 96  
[david.pierre-kahn@Worldline.com](mailto:david.pierre-kahn@Worldline.com)

### **Communication**

Sandrine van der Ghinst  
+32 499 585 380  
[sandrine.vanderghinst@Worldline.com](mailto:sandrine.vanderghinst@Worldline.com)

### **Press**

Anne-Sophie Gentil  
+33 6 32 92 24 94  
[asgentil@kairosconsulting.fr](mailto:asgentil@kairosconsulting.fr)

## **Ingenico Contact**

### **Investors Relations**

Laurent Marie  
+33 7 84 50 18 90  
[laurent.marie@ingenico.com](mailto:laurent.marie@ingenico.com)

### **Press**

Hélène Carlander  
+33 (0)7 72 25 96 04  
[helene.carlander@ingenico.com](mailto:helene.carlander@ingenico.com)

*This press release is not for release, publication or distribution, directly or indirectly, in the United States, Japan, Canada or Australia.*

# Worldline

# ingenico GROUP

## **About Worldline**

Worldline [Euronext: WLN] is the European leader in the payment and transactional services industry. With innovation at the core of its DNA, Worldline's core offerings include Pan-European and domestic Commercial Acquiring for physical or online businesses, secured payment transaction processing for banks and financial institutions, as well as transactional services in e-Ticketing and for local and central public agencies. Thanks to a presence in 30+ countries, Worldline is the payment partner of choice for merchants, banks, public transport operators, government agencies and industrial companies, delivering cutting-edge digital services. Worldline's activities are organized around three axes: Merchant Services, Financial Services including equensWorldline and Mobility & e-Transactional Services. Worldline employs circa 12,000 people worldwide, with 2019 estimates revenue of circa 2.4 billion euros. [worldline.com](http://worldline.com)

## **About Ingenico**

Ingenico Group [Euronext: FR0000125346 – ING] is the global leader in seamless payment, providing smart, trusted and secure solutions to empower commerce across all channels, in-store, online and mobile. With the world's largest payment acceptance network, we deliver secure payment solutions with a local, national and international scope. We are the trusted world-class partner for financial institutions and retailers, from small merchants to several of the world's best known global brands. Our solutions enable merchants to simplify payment and deliver their brand promise. [www.ingenico.com](http://www.ingenico.com)

## **Disclaimer**

This press release is disseminated for information purposes only and does not constitute an offer to purchase, or a solicitation of an offer to sell, any securities.

The documentation relating to the tender offer which, if filed, will state the terms and conditions of the tender offer, will be submitted to the review of the Autorité des marchés financiers. Investors and shareholders are strongly advised to read the documentation relating to the tender offer when it becomes available, if the offer is filed, as well as any amendments and supplements to those documents as they will contain important information about Worldline, Ingenico and the proposed transaction.

There can be no assurance that the proposed transaction between Worldline and Ingenico will be consummated or that the anticipated benefits will be realized. The proposed transaction is subject to various regulatory approvals and the fulfillment of certain conditions, and there can be no assurance that any such approvals will be obtained and/or such conditions will be met.

Worldline's and Ingenico's estimated financial information relating to fiscal year 2019 included in this press release are not audited and have not been approved by their respective board of directors and may differ from Worldline's and Ingenico's financial statements for fiscal year 2019 that will be approved by their respective board of directors, including (without limitation) as a result of the occurrence of material events or circumstances of which the Group may become aware on or after the date of this press release.

This press release may include forward-looking statements and language indicating trends, such as the words "anticipate", "expect", "approximate", "believe", "could", "should", "will", "intend", "may", "potential" and other similar expressions. It also includes statements that may relate to Worldline's or Ingenico's plans, objectives, strategies, goals, future events, future revenues or synergies, or performance, and other information that is not historical information. These forward-looking statements are only based upon currently available information and speak only as of the date of

*This press release is not for release, publication or distribution, directly or indirectly, in the United States, Japan, Canada or Australia.*



this press release. Such forward-looking statements are based upon current beliefs and expectations and should be evaluated as such. They are subject to significant business, economic and competitive risks, uncertainties and contingencies, many of which are unknown and many of which Worldline and Ingenico are unable to predict or control and are not precisely estimated, such as market conditions, competitors behaviors or actual completion of the proposed transaction. Such factors, in particular the risks factors described within the 2018 Universal Registration Document of Worldline filed with the *Autorité des marchés financiers* on August 7, 2019 which incorporates by reference the 2018 Registration Document filed with the *Autorité des marchés financiers* (AMF) on March 21, 2019 and the risks factors described within the Registration Document of Ingenico filed with the *Autorité des marchés financiers* (AMF) on April 23, 2019 may cause Worldline's and/or Ingenico's actual results, performance or plans with respect to the transaction to differ materially from any future results, performance or plans expressed or implied by such forward-looking statements. Neither Worldline nor Ingenico, nor any of their advisors accept any responsibility for any financial information contained in this press release relating to the business or operations or results or financial condition of the other or their respective groups. Worldline, Ingenico and their advisors expressly disclaim any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

This press release must not be published, broadcasted or distributed, directly or indirectly, in any country in which the distribution of this information is subject to legal restrictions. The tender offer will not be open to the public in jurisdictions in which its launch is subject to legal restrictions. The publication, broadcasting or distribution of this press release in certain countries may be subject to legal or regulatory restrictions. Therefore, persons located in countries where this press release is published, broadcasted or distributed must inform themselves about and comply with such restrictions. Worldline and Ingenico disclaim any responsibility for any violation of such restrictions.

In particular, this press release does not constitute an offer to purchase, or a solicitation of an offer to sell, any securities in the United States or any other jurisdiction. Securities may not be offered or sold in the United States unless they have been registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") or the securities laws of any U.S. state, or are exempt from registration. The securities that may be offered in any transaction have not been and will not be registered under the U.S. Securities Act or the securities laws of any U.S. state and Worldline does not intend to make a public offering of any such securities in the United States.

This press release may include supplemental financial measures that are not clearly defined under IFRS and that are or may be non-IFRS financial measures. These supplemental financial measures should not be viewed in isolation or as alternatives to measures of Worldline's or Ingenico's net assets and financial position or results of operations as presented in accordance with IFRS in their consolidated financial statements. Other companies that report or describe similarly titled supplemental financial measures may calculate them differently.

\*\*  
\*