

INGENICO GROUP

A French limited liability company (*société anonyme*) with a share capital of €63,713,047
 Registered office: 28/32, boulevard de Grenelle, 75015 Paris, France
 317 218 758 RCS PARIS
(Ingenico or the Company)

APPROVAL OF THE ISSUER SUBSTITUTION AND AMENDMENTS OF THE TERMS AND CONDITIONS BY THE HOLDERS OF THE FOLLOWING BONDS

Issue of €600,000,000 1.625% *per annum*
 due September 13, 2024, issued by the Company on September 13, 2017
 ISIN: FR0013281946 – Common Code: 168184948
(the Bonds)

Paris, France, on May 21, 2021

The Company hereby announces that:

- (i) the transfer to Worldline (a French *société anonyme*, whose registered office is located at River Ouest, 80, quai Voltaire, 95870 Bezons, registered under number 378 901 946 R.C.S. Pontoise) (**Worldline**) of all of Ingenico rights and obligations under the issuance contract with respect to the outstanding Bonds (the **Issuer Substitution**); and
- (ii) the amendments of the terms and conditions of the Bonds (the **Terms and Conditions**), which consist in taking into account (x) the Issuer Substitution and (y) the contemplated partial asset contribution governed by the legal regime for spin-offs (*apport partiel d'actifs soumis au régime des scissions*) whereby Worldline would be granting assets related only to its branch of operational activity to its subsidiary Worldline France (a French *société par actions simplifiée* having its registered office located at River Ouest, 80, quai Voltaire, 95870 Bezons and registered under number 509 750 105 R.C.S Pontoise) (**Worldline France**), in consideration of a payment in shares issued by Worldline France through a capital increase,

have been approved, in accordance with Articles L. 228-65, I of the French *Code de commerce*, by the general meeting of the holders of the Bonds (individually a **Bondholder**, and collectively the **Bondholders**) held on May 20, 2021 (on first convocation) in closed session (*huis clos*), at the registered office of Worldline, without the physical presence of the Bondholders (the **General Meeting**).

The result of the Bondholders' votes on the resolutions submitted to the General Meeting (the **Resolutions**) is detailed in the table below:

Resolution	Status (adopted/rejected)
Approval of the Issuer Substitution and amendments of the Terms and Conditions (First Resolution)	Adopted (1884 votes “for”, i.e. 98.13% of votes) (10 votes “against”, i.e. 0.52% of votes) (26 votes “abstention”, i.e. 1.35% of votes)
Deposit of the attendance sheet, the powers of represented Bondholders set out in the Participation Form (as defined in the Notice of Meeting) and the minutes of the General Meetings (Second Resolution)	Adopted (1884 votes “for”, i.e. 98.13% of votes) (10 votes “against”, i.e. 0.52% of votes) (26 votes “abstention”, i.e. 1.35% of votes)

Delegation of authority given to the representative of the <i>Masse</i> to complete all formalities (Third Resolution)	<p style="text-align: center;">Adopted</p> (1884 votes “for”, i.e. 98.13% of votes) (10 votes “against”, i.e. 0.52% of votes) (26 votes “abstention”, i.e. 1.35% of votes)
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For all additional information about this communication, in addition to Ingenico, the following Centralising Agent can be contacted:

INGENICO GROUP

28/32, boulevard de Grenelle
75015 Paris, France
Tel: +33 (0)7 84 50 18 90
Attention: Laurent Marie
Email: laurent.marie@worldline.com

CENTRALISING AGENT

Société Générale Securities Services
32, rue du Champ de Tir – CS 30812
44312 Nantes Cedex 3, France
Tel: +33 (0)2 51 85 65 93
Attention: Elisabeth Bulteau
Email: agobligataire.fr@socgen.com