

Governance

Changes to the Board of Directors, to its Committees and to management

Paris, October 28, 2020 – The Board of Directors of Ingenico Group met today to acknowledge the change of control of the Company following the successful tender offer initiated by Worldline, as a result of which the latter holds 88.64% of the share capital representing at least 83.20% of voting rights in Ingenico¹ and 99.57% of the outstanding OCEANE bonds, before the integration of the shares contributed in the context of the reopening of the offer.

The Board of Directors was reconstituted on this occasion and management was modified.

Following the success of the friendly tender offer and in accordance with the statement made when the conclusion of the combination agreement was announced in February 2020, Nicolas Huss today resigned from his mandates as Chief Executive Officer and Director of Ingenico, returning them to the Board.

Nicolas Huss had been appointed by the Board of Directors in November 2018 to reorganize and restructure Ingenico, in order to revitalize the Group. The measures taken under his leadership have revived the B&A business and boosted the development of the Retail business, establishing a clear strategy through the Fit for Growth plan, leading to improved results and an increase in the company's share price. The Board of Directors thanks Mr. Huss for his important contribution to the Ingenico Group's recovery and the conclusion of the combination agreement with Worldline, resulting in the creation of the world's fourth-largest player in the payment industry.

The Board of Directors then moved on to the reconstitution of the Board of Directors in order to reflect the acquisition of control of Ingenico by Worldline, as envisaged by the combination agreement. The Board acknowledged the resignations of Agnès Audier, Diaa Elyaacoubi, Caroline Parot, Nazan Somer Özelgin and Thierry Sommelet as Independent Directors, Nicolas Huss, Bernard Bourigeaud, Xavier Moreno, Michael Stollarz and Elie Vannier as Non-independent Directors, and the departure of Arnaud Lucien, Director representing employees, given that the controlling company already meets this obligation.

The Board also appointed Claude France, Gilles Grapinet and Eric Heurtaux, representing the interests of Worldline, as Directors, and Jean-François Rambicur as an Independent Director.

As a result of these appointments, which will be submitted to the next Annual General Shareholders' Meeting for approval, the Board is composed of five directors: Gilles Grapinet, Eric Heurtaux, Claude France, Sophie Stabile and Jean-François Rambicur, i.e. three men and two women, including two Independent Directors.

The governance therefore remains in compliance with the principles defined by law and the AFEP-Medef Code to which the Company refers.

After these changes, the Board of Directors appointed Gilles Grapinet as its Chairman and entrusted Marc-Henri Desportes, Deputy Chief Executive Officer of Worldline, with the management of the Company, thus maintaining Ingenico's current mode of governance, i.e. separating the roles of Chairman and Chief Executive Officer.

¹ On the basis of share capital consisting of 63,713,047 shares representing no more than 67,878,793 voting rights as at September 30, 2020 (it being specified that Ingenico holds 1,284,299 treasury shares representing 2.02% of its share capital, not taken into account in the calculation of the above-mentioned holding percentages).

Lastly, the Board changed the composition of its committees after renaming them, as follows: Eric Heurtaux and Jean-François Rambicur are joining the Audit Committee, which will be chaired by Sophie Stabile.

Sophie Stabile is joined on the Nominations and Remunerations Committee by Eric Heurtaux and Jean-François Rambicur, who is appointed Chairman of this committee.

The Strategy and Investments Committee is now composed of Gilles Grapinet as Chairman, Jean-François Rambicur and Sophie Stabile.

The Rules of Procedure of the Board of Directors of Ingenico have been revised, partly to reflect these changes.

Gilles GRAPINET

Gilles Grapinet is a graduate of the École Nationale d'Administration and a French Inspecteur Général des Finances (General Finance Inspector). He was Director of Information Systems and Strategy at the French Direction Générale des Impôts (Tax department), and Director of the Copernic program, charged with creating an "e-Tax department" for electronic filing of tax returns and payment of taxes. He was an economic and financial adviser to the French Prime Minister in 2003 and 2004, and then chief of staff (Directeur de cabinet) to two ministers of the Economy and Finances from 2004 to 2007. In 2007, he became a member of the Executive Committee of Crédit Agricole SA, in charge of Strategy and later of the Group's Systems and Payment Services division. Mr. Grapinet joined Atos in December 2008. He served as Senior Executive Vice-President in charge of Global Functions of the Atos Group, in which capacity he has headed Global Support Functions, ensured coordination and development of Global Sales and Marketing as well as of the Consulting and Technology Services division of the Atos Group, and supervised development of the Group's activities. Mr. Grapinet has been Worldline's Chief Executive Officer since July 2013 and also Chairman of the Board of Directors of Worldline since October 2019. He received the French Légion d'Honneur (Chevalier) in 2011.

Eric HEURTAUX

Eric Heurtaux is a graduate from Ecole des Mines de Paris and holds a Master of business Administration from INSEAD. He began his carrier at the Boston Consulting Group. For more than 12 years within the Atos group, he held several positions among which driving the group TOP program, enhancing Atos operational performance and conducting the integration of acquired companies in Atos, in particular Bull. Eric was previously Chief Financial Officer of Atos Big Data & Security (BDS) division, where he was responsible for strategic and financial planning, financial controlling and reporting, internal control, tax & corporate development. As Worldline Chief Financial Officer, he oversees the Company's finance and accounting organizations and is also in charge of the Purchasing department.

Claude FRANCE

Claude France is a graduate from Institut National Polytechnique de Grenoble. She started her career in the telecom sector at Alcatel and joined the Atos group in 1988, where she held various operational and commercial positions. After having managed the French Financial Processing and Software Licensing business upon the creation of Worldline in 2004, she then directed for 5 years the strategy, the marketing and the business development of the Worldline Group. From July 2011 to April 2020, she manages the business of the Worldline Group in France. In April 2020, she was appointed Head of Mobility & e-Transactional Services (MTS) Global Business Line.

Jean-François RAMBICUR

Jean-François Rambicur graduated from the Ecole Centrale of Lyon. He spent his entire career at Andersen Consulting (which is now Accenture) in which he was a partner during many years. Since January 1st 2009, he has shifted his focus to humanitarian activities and in new ways of involvement in companies. From 2009 to 2015, he was an independent non-executive director of Bull. Since 2012, he serves as an independent non-executive director of Roquette Frères.

Sophie STABILE

Sophie Stabile has been appointed chief financial officer of Lagardère SCA on October 2020. She is also the founder of Reverence, a consulting firm, equity investments in the real estate and hotel sector. She was appointed as independent director of Ingenico Group in 2018, a position she still holds. Sophie Stabile was Chief Executive Officer of HotelsServices France and Switzerland, within the AccorHotels Group, from 2015 to 2018. She was also a member of the AccorHotels' Executive Committee. Previously, she held the positions of Chief of Accor's Consolidation and Information System Department (1999-2006) and the Group's Controller-General (2006-2010), before being appointed Chief Financial Officer and a member of Accor's Executive Committee (2010-2015). She began her career in 1994 at Deloitte Touche, where she worked as an audit supervisor until 1999. Sophie Stabile is a graduate of the École Supérieure de Gestion et Finances.

Marc-Henri DESPORTES

Marc-Henri Desportes is a graduate of the Ecole Polytechnique and of the Ecole des Mines de Paris. He was Deputy Program Director of the Copernic program at the French Ministry of Finances from 2000 to 2005, and then was in charge of audit coordination at BNP Paribas from 2005 to 2006. Mr. Desportes was then Chief Information Officer at BNL, BNP Paribas' Italian subsidiary. He joined the Atos group as a member of the Executive Committee in 2009 and as Director of the Global Innovation Business Development & Strategy Global Business Lines (GIBS), then, became Director of the High Technology Settlement Services and Specialized Activities Business Unit in July 2011. Mr. Desportes joined Worldline as General Manager in 2013 and was appointed Deputy Chief Executive Officer in 2018.

About Ingenico Group

Ingenico Group (Euronext: FR0000125346 – ING) is shaping the future of payments for sustainable and inclusive growth. As a global leader in seamless payment services, the Group supports merchants by offering secure solutions across all sales channels and adapts to its customers' ambitions to help them ensure a unique customer experience. Ingenico Group is the trusted world-class partner for financial institutions and retailers, from the smallest merchants to several of the world's best known global brands. It has a strong global base, with more than 8,000 employees worldwide, of 90 nationalities, and a commercial presence in 170 countries. Our international community of payment experts anticipates changes in commerce and consumer behavior to provide our customers with the most comprehensive, state-of-the-art technological solutions, wherever they are needed.

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