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Press Release

Paris, June 23, 2015

## Issuance by Ingenico Group of Bonds Convertible into and/or Exchangeable for New and/or Existing Shares (OCEANES)

Ingenico Group (the « **Company** » or « **Ingenico Group** ») (ISIN: FR0000125346 - ING) announces today the launch of an offering of bonds convertible into and/or exchangeable for new and/or existing shares ("OCEANES") due 2022 (the "**Bonds**") with a nominal amount of approximately €500 million.

The net proceeds of the Bond offering will enable Ingenico Group to take advantage of current attractive market conditions to diversify its sources of funding, extend its debt maturity and finance growth.

The Bonds' nominal value will represent an issue premium of 40% to 50% above Ingenico Group's reference share price<sup>1</sup>.

The Bonds will bear interest at an annual nominal rate of 0% to 0.5% payable annually in arrear on 26 June of each year (or on the following business day if this date is not a business day). The Bonds will be issued at par on 26 June 2015, the expected settlement date of the Bonds, and redeemed at par on 26 June 2022 (or on the following business day if this date is not a business day).

The Bonds will entitle their holders to receive new and/or existing Ingenico Group shares at a ratio of one share per one Bond, subject to any potential subsequent adjustments. The Bonds may be redeemed prior to maturity at the option of the Company, under certain conditions. In the context of the offering, the Company will agree to a lock-up undertaking of 90 days, subject to certain exceptions.

The Bonds' final terms are expected to be determined on 23 June 2015.

The Bonds will be offered only by way of a private placement, as per the authorization granted by the Company's extraordinary general meeting held on 6 May 2015 (12th resolution), in France and outside France (excluding the United States of America, Canada, Australia or Japan) to persons referred to in Article L. 411-2-II of the French monetary and financial code (*Code monétaire et financier*).

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<sup>1</sup> The reference share price will be equal to the volume-weighted average price of the Company's shares recorded on the regulated market of Euronext in Paris from the opening of trading on 23 June 2015 until the determination of the final terms and conditions of the Bonds.

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An application for the listing of the Bonds on the Open Market (*Marché Libre*) of Euronext in Paris will be made. Such listing is expected on 26 June 2015.

This offering is managed by Goldman Sachs International and Société Générale Corporate & Investment Banking acting as Global Coordinators, Joint Lead Managers and Joint Bookrunners, and HSBC and Natixis acting as Joint Lead Managers and Joint Bookrunners.

The offering of the Bonds is not subject to a prospectus approved by the French Financial Market Authority (*Autorité des marchés financiers*) (the « **AMF** »). Detailed information on Ingenico Group, including its business, results, prospects and related risk factors are described in the Company's reference document filed with the AMF on 20 March 2015 under number D.15-0183, which is available together with all the press releases and other regulated information about the Company, on Ingenico Group's website ([www.ingenico.com](http://www.ingenico.com)).

This press release does not constitute or form part of any offer or solicitation to purchase or subscribe for or to sell securities and the offering of the Bonds is not an offer to the public in any jurisdiction, including France.

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## About Ingenico Group

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)  [twitter.com/ingenico](https://twitter.com/ingenico)

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## Important notice

***This press release may not be published, distributed or released directly or indirectly in the United States of America, Canada, Australia or Japan.***

*No communication or information relating to the issuance by Ingenico Group of bonds convertible into and/or exchangeable for new and/or existing shares (the "Bonds") may be transmitted to the public in a country where there is a registration obligation or where an approval is required. No action has been or will be taken in any country in which such registration or approval would be required. The issuance or*

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*the subscription of the Bonds may be subject to legal and regulatory restrictions in certain jurisdictions; Ingenico Group assumes no liability in connection with the breach by any person of such restrictions.*

*This press release is an advertisement and not a prospectus within the meaning of Directive 2003/71/EC of the European Parliament and the Council of 4 November 2003 as amended, as implemented in each member state of the European Economic Area (the “Prospectus Directive”).*

*This press release is not an offer to the public, an offer to subscribe or designed to solicit interest for purposes of an offer to the public in any jurisdiction, including France.*

*The Bonds will be offered only by way of a private placement in France and outside France (excluding the United States of America, Canada, Australia or Japan) to persons referred to in Article L.411-2-II of the French monetary and financial code (Code monétaire et financier), without an offer to the public in any country (including France).*

### **European Economic Area**

*With respect to the Member States of the European Economic Area which have implemented the Prospectus Directive (the “**Relevant Member States**”), no action has been undertaken or will be undertaken to make an offer to the public of the Bonds requiring a publication of a prospectus in any Relevant Member State. As a result, the Bonds may only be offered in Relevant Member States:*

- (a) to any legal entity which is a qualified investor as defined in the Prospectus Directive;*
- (b) to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive); or*
- (c) in any other circumstances falling within Article 3(2) of the Prospectus Directive.*

*For the purposes of this paragraph, (i) the expression “**offer to the public of Bonds**” in any Relevant Member States, means any communication, to individuals or legal entities, in any form and by any means, of sufficient information on the terms and conditions of the offering and on the Bonds to be offered, thereby enabling an investor to decide to purchase or subscribe for the Bonds, as the same may be varied in that Member State.*

*These selling restrictions with respect to Member States apply in addition to any other selling restrictions which may be applicable in the Member States who have implemented the Prospectus Directive.*

### **France**

*The Bonds have not been and will not be offered or sold or cause to be offered or sold, directly or indirectly, to the public in France. Any offer or sale of the Bonds and distribution of any offering material relating to the Bonds have been and will be made in France only to (a) persons providing investment services relating to portfolio management for the account of third parties (personnes fournissant le service d’investissement de gestion de portefeuille pour compte de tiers), and/or (b) qualified investors (investisseurs qualifiés) acting for their own account, as defined in, and in accordance with, Articles L. 411-2 and D.411-1 of the French monetary and financial code (Code monétaire et financier).*

### **United Kingdom**

*This press release is addressed only (i) to persons located outside the United Kingdom, (ii) to investment professionals as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Order**”), (iii) to people designated by Article 49(2) (a) to (d) of the Order or (iv) to any other person to whom this press release could be addressed pursuant to applicable law (the persons mentioned in paragraphs (i), (ii), (iii) and (iv) all deemed relevant persons (“**Relevant Persons**”). The Bonds and, if applicable, the shares of Ingenico Group to be delivered upon exercise of the conversion rights (the “**Financial Instruments**”) are intended only for Relevant Persons and any*

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*invitation, offer of contract related to the subscription, tender, or acquisition of the Financial Instruments may be addressed and/or concluded only with Relevant Persons. All persons other than Relevant Persons must abstain from using or relying on this document and all information contained therein.*

*This press release is not a prospectus which has been approved by the Financial Services Authority or any other United Kingdom regulatory authority for the purposes of Section 85 of the Order.*

*Each institution in charge of the placement has represented and agreed that:*

*(i) it has only communicated or caused to be communicated and will only communicate or cause to be communicated invitations or inducements to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000), received by it in connection with the Bonds, in circumstances in which Section 21(1) of the Financial Services and Markets Act 2000 does not apply to the issuer; and*

*(ii) it has complied and will comply with all applicable provisions of the Financial Services and Market Act 2000 with respect to anything that it has done or will do in relation to the Bonds in the United Kingdom, from the United Kingdom or otherwise involving the United Kingdom.*

**United States of America**

*This press release may not be published, distributed or transmitted in the United States of America (including its territories and dependencies, any State of the United States of America and the district of Columbia). This press release does not constitute or form a part of any offer or solicitation to purchase for securities in the United States of America. The securities mentioned herein have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), the law of any state of the United States of America and may not be offered or sold in the United States of America to U.S. persons, or for the account or benefit of U.S. persons, except pursuant to an exemption from, or a transaction not subject to, the registration requirements of the Securities Act or the law of the above states. The Bonds will be offered or sold only outside of the United States of America and to people who are not some "U.S. persons" and in offshore transactions, in accordance with Regulation S of the Securities Act. Ingenico Group does not intend to register any portion of the proposed offering in the United States of America and no public offering will be made in the United States of America.*

**Canada, Australia and Japan**

*The Bonds may not and will not be offered, sold or purchased in Canada, Australia or Japan.*

*The distribution of this press release in certain countries may constitute a breach of applicable law. The information contained in this press release does not constitute an offer of securities for sale in Canada, Australia or Japan.*