INTERIM FINANCIAL STATEMENTS

for the half-year ended June 30, 2015

This is a free translation into English of the 2015 First-Half report issued in French and is provided solely for the convenience of the English speaking users.

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1/ Condensed interim consolidated financial statements for the half-year ended June 30, 2015

The following financial statements were examined by the Board of Directors at its meeting on July 29, 2015. The Statutory Auditors also performed a limited review of them.

1. CONDENSED INTERIM CONSOLIDATED INCOME STATEMENTS

(in thousands of euros)	Notes	June 30, 2015	June 30, 2014
Revenue	5	**1 058 019**	**703 010**
Cost of sales		(590 248)	(377 941)
Gross profit		**467 771**	**325 069**
Distribution and marketing costs		(99 394)	(75 794)
Research and development expenses		(70 093)	(50 192)
Administrative expenses		(101 580)	(77 407)
Profit from ordinary activities	5	**196 704**	**121 676**
Other operating income	6	104	27
Other operating expenses	6	(2 761)	(2 271)
Profit from operating activities		**194 047**	**119 432**
Finance income	7	59 777	20 352
Finance costs	7	(66 115)	(28 169)
Net finance costs		**(6 338)**	**(7 817)**
Share of profits of equity-accounted investees		51	278
Profit before income tax		**187 760**	**111 893**
Income tax expense	8	(64 196)	(36 833)
Profit for the period		**123 564**	**75 060**
Attributable to:			
- owners of Ingenico Group SA		122 352	75 026
- non-controlling interests		1 212	34
EARNINGS PER SHARE (in euros)			
Net earnings			
- Basic earnings per share		2,03	1,42
- Diluted earnings per share		2,02	1,34

2. CONDENSED INTERIM CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(in thousands of euros)	June 30, 2015	June 30, 2014
Profit for the period attributable to Ingenico Group SA shareholders	**122 352**	**75 026**
Translation differences	31 296	5 355
Remeasurement of derivative hedging instruments at fair value [1]	(28)	(194)
Actuarial gains/(losses) on defined benefit plans	-	-
Income tax on gains/(losses) accounted in other comprehensive income [2]	8	15
Total gains/(losses) accounted in comprehensive income and attributable to Ingenico Group SA shareholders [3]	**31 276**	**5 176**
Total comprehensive income attributable to Ingenico SA Group shareholders	153 628	80 202
Total comprehensive income attributable to non-controlling interests	1 212	34
Translation differences attributable to non-controlling interests	(516)	(19)
Total comprehensive income for the period	**154 324**	**80 217**

[1] The portion of the gains or losses on interest rate swaps on bank loans and on foreign exchange forward contracts used to hedge cash flows that is determined to be an effective hedge is recognized directly in other comprehensive income.

[2] Breakdown of income tax accounted in other comprehensive income:

Taxes on translation differences	-	(4)
Taxes on gains or losses on hedging instruments	8	60
Taxes on actuarial gains or losses on defined benefit plans	-	(41)
Total	**8**	**15**

[3] All items recognized in other comprehensive income except for actuarial gains or losses will subsequently be recycled to the consolidated income statement.

3. CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

ASSETS (in thousands of euros)	Notes	June 30, 2015	Dec. 31, 2014
NON-CURRENT ASSETS			
Goodwill	9	1 349 996	1 342 759
Other intangible assets	9	529 079	544 553
Property, plant and equipment		50 801	51 711
Investments in equity-accounted investees		14 745	13 927
Financial assets	18	10 911	6 938
Deferred tax assets		41 225	40 812
Other non-current assets	18	29 765	27 616
TOTAL NON-CURRENT ASSETS		**2 026 522**	**2 028 316**
CURRENT ASSETS			
Inventories	10	148 005	118 131
Trade and related receivables		476 168	426 473
Receivables related to intermediation activities	17	14 252	1 943
Other current assets		26 779	35 155
Current tax receivables		8 723	9 319
Derivative financial instruments	13	8 274	10 933
Funds related to intermediation activities	17	264 927	308 225
Cash and cash equivalents	12	810 230	426 393
TOTAL CURRENT ASSETS		**1 757 358**	**1 336 572**
TOTAL ASSETS		**3 783 880**	**3 364 888**

EQUITY AND LIABILITIES (in thousands of euros)		June 30, 2015	Dec. 31, 2014
Share capital	11	60 967	57 437
Share premium account		720 386	575 227
Retained earnings and other reserves		565 322	416 971
Translation reserve		48 402	24 204
Equity for the period attributable to Ingenico Group S.A. shareholders		**1 395 077**	**1 073 839**
Non-controlling interests		2 156	2 100
TOTAL EQUITY		**1 397 233**	**1 075 939**
NON-CURRENT LIABILITIES			
Long-term loans and borrowings	12	956 239	1 036 124
Provisions for retirement benefit obligations	15	18 605	18 104
Other provisions	15	22 515	24 986
Deferred tax liabilities		140 425	118 938
Other non-current liabilities	19	95 779	36 084
TOTAL NON-CURRENT LIABILITIES		**1 233 563**	**1 234 236**
CURRENT LIABILITIES			
Short-term loans and borrowings	12	294 665	154 460
Other provisions	15	20 760	18 251
Trade and related payables		424 096	413 498
Payables related to intermediation activities	17	279 179	310 168
Other current liabilities	16	101 706	126 214
Current tax liabilities		28 702	28 521
Derivative financial instruments	13	3 976	3 601
TOTAL CURRENT LIABILITIES		**1 153 084**	**1 054 713**
TOTAL LIABILITIES		**2 386 647**	**2 288 949**
TOTAL EQUITY AND LIABILITIES		**3 783 880**	**3 364 888**

4. CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(in thousands of euros)	Share capital	Issue and contribution premiums	Translation reserve	Effective portion of hedging instruments	Treasury shares	Retained earnings and other reserves	Total equity attributable to Ingenico Group S.A. shareholders	Non-controlling interests	Total equity
Balance at Dec. 31, 2013	**53 086**	**425 783**	**(10 947)**	**(2 009)**	**(7 167)**	**306 732**	**765 478**	**1 216**	**766 694**
Profit for the period						171 652	171 652	31	171 683
Other comprehensive income			35 165	1 908	-	(4 873)	32 200	208	32 408
Total comprehensive income for the period			**35 165**	**1 908**	**-**	**166 779**	**203 852**	**239**	**204 091**
Dividends paid to shareholders [1]						(19 538)	(19 538)	(183)	(19 721)
Stock dividends paid to shareholders [2]	398	22 289				(22 687)	-		-
Treasury shares [3]						339	339		339
Share-based payments and exercise of stock options [4]	398	(398)				4 432	4 432	111	4 543
Remeasurement effect of put options [5]						(6 586)	(6 586)	714	(5 872)
Dilutions [6]						(6)	(6)	3	(3)
Conversion of OCEANE 2011 [7]	3 555	127 553				(5 491)	125 617		125 617
Others			(14)			265	251		251
Balance at Dec. 31, 2014	**57 437**	**575 227**	**24 204**	**(101)**	**(7 167)**	**424 239**	**1 073 839**	**2 100**	**1 075 939**
Profit for the period						122 352	122 352	1 212	123 564
Other comprehensive income			31 296	(20)		-	31 276	(516)	30 760
Total comprehensive income for the period			**31 296**	**(20)**	**-**	**122 352**	**153 628**	**696**	**154 324**
Dividends paid to shareholders [1]						(29 953)	(29 953)	(589)	(30 542)
Stock dividends paid to shareholders [2]	314	29 727				(30 041)	-		-
Treasury shares [3]						16	16		16
Share-based payments and exercise of stock options [4]						3 272	3 272	5	3 277
Dilutions [5]			(7 098)			39 154	32 056	(56)	32 000
Conversion of OCEANE 2011 [6]	3 216	115 432				(4 432)	114 216		114 216
Issuing of OCEANE 2015 [7]						48 143	48 143		48 143
Others						(140)	(140)		(140)
Balance at June 30, 2015	**60 967**	**720 386**	**48 402**	**(121)**	**(7 167)**	**572 610**	**1 395 077**	**2 156**	**1 397 233**

June 2015:

(1) Cash dividend of €1.00 per share paid on June 10, 2015.
(2) Stock dividend financed through incorporation of reserves into share capital and issuance of 313,580 new shares.
As of June 30, 2015, the Company held 280,794 treasury shares bought back by virtue of authorizations granted at Shareholders' Meetings.
(4) Share-based payments:
The increase in retained earnings and other reserves reflects fair value adjustments to free share awards recognized each year in profit from operating activities.
(5) Includes the sale of 20 percent of the Group's interest in its Chinese companies to Fosun, as described in Note 4, "Highlights of the period".
(6) Conversion of 3,169,040 Ingenico 2011/2017 OCEANE bonds into 3,216,566 shares.
(7) Issuance of Ingenico 2015/2022 OCEANE bonds, as described in Note 12, "Net debt".

December 2014:

(1) Cash dividend of €0.80 per share paid on June 11, 2014.
(2) Stock dividend financed through incorporation of reserves into share capital and issuance of 398,304 new shares.
As of December 31, 2014, the Company held 280,794 treasury shares bought back by virtue of authorizations granted at shareholders' meetings.
(4) Share-based payments:
- The increase in retained earnings and other reserves reflects fair value adjustments to free share awards recognized each year in profit from operating activities.
- The increase in share capital and in issue and contribution premiums reflects the issuance of new shares to meet obligations to beneficiaries of free share award plans that expired in 2014.
(5) Remeasurement of put options on Roam Data Inc. and Ingenico Holdings Asia Ltd. N.B.: These put options were for the remaining 1.16 percent non-controlling interests in Ingenico Holdings Asia Ltd.
(6) Conversion of 3,501,821 Ingenico 2011/2017 OCEANE bonds into 3,554,336 shares.

5. CONDENSED INTERIM CONSOLIDATED CASH FLOW STATEMENTS

(in thousands of euros)	June 30, 2015	June 30, 2014
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit for the period	123 564	75 060
Adjustments for:		
• Share of profit of equity-accounted investees	(51)	(278)
• Income tax expense / (income)	64 196	36 833
• Depreciation, amortization and provisions	44 906	31 029
• Change in fair value	76	1 865
• (Gains) / losses on disposal of assets	748	(8)
• Net interest costs / (revenue)	4 611	8 024
Share-based payment expense (1)	9 365	4 707
Interest paid	(13 253)	(11 239)
Income tax paid	(73 214)	(28 176)
CASH FLOWS FROM OPERATING ACTIVITIES BEFORE CHANGE IN NET WORKING CAPITAL	**160 948**	**117 817**
Change in working capital		
• Inventories	(23 476)	(6 771)
• Trade and other receivables	(40 775)	(35 472)
• Trade and other payables	(16 960)	135
CHANGE IN NET WORKING CAPITAL	**(81 211)**	**(42 108)**
NET CASH FLOWS FROM OPERATING ACTIVITIES	**79 737**	**75 709**
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of tangible and intangible fixed assets	(27 518)	(21 272)
Proceeds from sale of tangible and intangible fixed assets	554	138
Loans and advances granted and other financial assets	(4 249)	(924)
Loan repayments received	640	578
Interest received	5 112	5 073
NET CASH FLOWS FROM INVESTING ACTIVITIES	**(25 461)**	**(16 407)**
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from share capital issues	-	34
Purchase/(sale) of treasury shares	25	(396)
Proceeds from loans and borrowings	1 132 505	446 537
Repayment of loans and borrowings	(887 243)	(192 418)
Change in the Group's ownership interests in controlled entities	94 394	-
Changes in other financial liabilities	6 431	832
Dividends paid to shareholders	(30 689)	(19 567)
NET CASH FLOWS USED IN FINANCING ACTIVITIES	**315 423**	**235 022**
	7 157	377
CHANGE IN CASH AND CASH EQUIVALENTS	**376 856**	**294 701**
Cash and cash equivalents at beginning of the year	411 786	329 116
Cash and cash equivalents at end of the period (1)	788 642	623 817

Comments

(1) share-based payment expense of €9.4 million, including €3.3 million paid in equity instruments and €6.1 million paid in cash.

(2) CASH AND CASH EQUIVALENTS	June 30, 2015	June 30, 2014
Short-term investments and short-term deposits (only portion classified as cash)	305 783	244 424
Cash on hand	504 447	416 997
Bank overdrafts (included in short-term borrowings)	(21 588)	(37 604)
TOTAL CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS	**788 642**	**623 817**

Funds collected in connection with intermediation activities are not included in the cash flow statement.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

1. THE COMPANY

The preceding condensed interim consolidated financial statements present the operations and financial position of Ingenico Group S.A. (hereinafter referred to as "the Company") and its subsidiaries, as well as the Group's share of the profit or loss of jointly controlled entities and entities over which the Group has significant influence (together referred to as "the Group"). Ingenico Group is the leading provider of payment solutions, enabling banks and merchants to manage their payment activities across all sales channels (in-store, on-line and mobile). Ingenico Group S.A. is a company incorporated under French law with its registered office in Paris, whose securities were admitted for trading on the Paris Stock Exchange in 1985.

The condensed interim consolidated financial statements were approved by the Board of Directors on July 29, 2015.

2. ACCOUNTING PRINCIPLES AND METHODS

These condensed interim consolidated financial statements were drawn up in accordance with International Financial Reporting Standard IAS 34, Interim Financial Statements. They do not include all the information required for complete annual financial statements and should be read in conjunction with the Group's financial statements for the year ended December 31, 2014.

The condensed interim consolidated financial statements for the period from January 1, 2015 to June 30, 2015 were drawn up using the same accounting principles and methods used in the consolidated financial statements for the fiscal year ended December 31, 2014, except for the first-time application of the following new standards, amendments and interpretations adopted by the European Union:

• IFRIC 21, Taxes;

• Annual Improvements 2011–2013.

The adoption of these standards did not result in any significant changes in the presentation of the consolidated financial statements.

In preparing these consolidated financial statements, the Group did not apply in advance the following standards, amendments and interpretations issued by the IASB or the IFRIC (International Financial Reporting Interpretations Committee) and adopted by the European Union as of June 30, 2015, but which are not yet mandatory:

• Amendments to IAS 19, Employee Contributions to Defined Benefit Plans;

• Annual Improvements 2010–2012.

Nor did the Group apply in advance the following standards, amendments and interpretations issued by the IASB or the IFRIC but not yet adopted by the European Union as of June 30, 2015:

• IFRS 9, Financial Instruments – Classification and Measurement and the Amendments to IFRS 9, IFRS 7 and IAS 39, General Hedge Accounting;

• Amendments to IAS 1, Disclosure Initiative;

• Amendments to IFRS 10 and IAS 28, Sale or Contribution of Assets between an Investor and its Associate or Joint Venture;

• Amendments to IFRS 10, IFRS 12 and IAS 28, Investment Entities: Applying the Consolidation Exception;

• Amendments to IAS 27, Equity Method in Separate Financial Statements;

• Amendments to IAS 16 and IAS 38, Clarification of Acceptable Methods of Depreciation and Amortisation;

• Amendments to IFRS 11, Accounting for Acquisitions of Interests in Joint Operations;

• Annual Improvements 2012–2014.

Translation of financial statements

The conversion rates for the main currencies used by the Group in fiscal year 2014 and half-year periods ended June 30, 2014 and 2015 are as follows:

Closing rate	**June 30, 2015**	**Dec. 31, 2014**
US dollar	1,1189	1,2141
Canadian dollar	1,3839	1,4063
Australian dollar	1,455	1,4829
Pound sterling	0,7114	0,7789
Brazilian real	3,4699	3,2207
Chinese Yuan	6,9366	7,5358

Average rate	**June 30, 2015**	**June 30, 2014**
US dollar	1,1159	1,3705
Canadian dollar	1,3772	1,5032
Australian dollar	1,4260	1,4987
Pound sterling	0,7324	0,8214
Brazilian real	3,3077	3,1495
Chinese Yuan	6,9411	8,4517

Estimates

In preparing these condensed interim consolidated financial statements, Group management was led to exercise a fair amount of judgment and to make assumptions and estimates affecting the application of the accounting methods and the reported amounts of assets, liabilities, income and expenses. Actual results may differ materially from the estimates and assumptions.

The cases in which management exercised a significant degree of judgment in applying the accounting methods adopted by the Group in these interim condensed consolidated financial statements and the main sources of uncertainty regarding estimates are the same as those described in the consolidated financial statements for the year ended December 31, 2014.

Determination of income tax expense

Income tax expense for each interim period is recognized based on the best estimate of the weighted average annual effective income tax rate expected for the full fiscal year.

It should also be recalled that the Group treats the CVAE component of the former French local business tax (Taxe Professionnelle) as income tax, in accordance with the IFRIC's definition of a tax that falls within the scope of IAS 12 (see Note 8, "Income tax").

Estimate for retirement benefit obligations

In its interim financial statements, the Company estimates its retirement benefit obligations as half of the projected annual amount, calculated for the current fiscal year on the basis of actuarial valuations performed at the end of the preceding fiscal year, unless the occurrence of significant events warrants an updated estimate.

3. CONSOLIDATION SCOPE

The entities that make up the Group are accounted for using either the full consolidation method or the equity method.

Entities in which the Group has exclusive control are fully consolidated. The Group uses the equity method for entities under joint control: ZTE Ingenico NV (formerly Mobile Payment Solutions NV) and Transfer To DMCC (formerly Fixed & Mobile Pte Ltd).

Corporate name	Location	Country	% interest Ingenico SA	Consolidation method
PARENT COMPANY				
INGENICO GROUP SA**	Paris	France		
CONSOLIDATED SUBSIDIARIES				
Ingenico International (Pacific) Pty Ltd	Warriewood	Australia	100%	FC
Ingenico e-Commerce Solutions SPRL	Woluwe-Saint-Lambert (Brussels) *As well as its wholly owned subsidiaries in Austria, Switzerland, Germany, the U.S., the U.K. and its 99.99% owned subsidiary in India**	Belgium	100%	FC
Ingenico Financial Solutions SA	Brussels	Belgium	100%	FC
Ingenico do Brasil Ltda.	São Paulo *As well as its wholly owned branches and subsidiaries in Colombia, Venezuela, Argentina et Chile*	Brazil	100%	FC
Ingenico CZ S.r.o.	Praha	Czech Republic	100%	FC
Ingenico 1 SA	Paris	France	100%	FC
Ingenico 2 SA	Paris	France	100%	FC
Ingenico Prepaid Services France SAS	Paris	France	100%	FC
Ingenico Ventures SAS	Paris *As well as its wholly owned American subsidiary Roam Data Inc.*	France	100%	FC
Ingenico e-Commerce Solutions SAS	Paris	France	100%	FC
DI Deutsche Ingenico Holding GmbH	Ratingen *As well as its wholly owned subsidiaries Ingenico Payment Services GmbH, Credit & Collections Service GmbH and Ingenico Marketing Solutions GmbH*	Germany	100%	FC
Ingenico GmbH	Ratingen	Germany	100%	FC
Ingenico Healthcare GmbH	Flintbek	Germany	100%	FC
Ingenico Holdings Asia II Limited	Wanchai *As well as its subsidiaries in Thailand, PT. Ingenico International Indonesia and Transfer To DMCC***, held at 100%, 99,75%* and 27,3% respectively*	Hong Kong	100%	FC
Ingenico Holdings Asia Limited	Wanchai *As well as its subsidiaries Fujian Landi Commercial Equipment Co. Ltd and ZTE Ingenico N.V.*** held at 100% and 40% respectively*	Hong Kong	78.84%	FC
Ingenico Hungary Kft.	Budapest	Hungary	100%	FC
Ingenico International India Pvt Ltd.	New Delhi	India	100%	FC
Ingenico Italia SpA	Milan	Italy	100%	FC
Ingenico Eastern Europe I S.àr.l.	Luxembourg *As well as its wholly owned Polish and Latvian subsidiaries*	Luxembourg	100%	FC
Ingenico Payment Systems Africa SARLAU	Casablanca	Morocco	100%	FC
GCS Holding BV	Hoofddorp *As well as its wholly owned subsidiaries*	Netherlands	100%	FC
Global Collect BV	Hoofddorp *As well as its wholly owned subsidiaries*	Netherlands	100%	FC
Ingenico e-Commerce Solutions BV	Amsterdam	Netherlands	100%	FC
Ingenico Software Services Philippines Inc.	Makati City, Metro Manila	Philippines	100%	FC
Ingenico LLC	Saint Petersburg	Russia	100%	FC
Ingenico International (Singapore) Pte Ltd.	Singapore *As well as its 0.25% owned subsidiary PT. Ingenico International Indonesia**	Singapore	100%	FC
Ingenico Iberia, S.L.	Madrid *As well as its 99.99% owned subsidiary in Spain**	Spain	100%	FC
Ingenico (Suisse) SA	Granges-Paccot	Switzerland	100%	FC
Ingenico Ödeme Sistem Çözümleri AS	Istanbul	Turkey	100%	FC
Ingenico (UK) Ltd.	Dalgety Bay, Dunfermline *As well as its wholly owned subsidiaries in Ireland and the U.K.*	UK	100%	FC
Ingenico (Latin America) Inc.	Miami, Florida *As well as its 99.99% owned subsidiary in Mexico**	US	100%	FC
Ingenico Corp.	Wilmington, Delaware *As well as its wholly owned subsidiaries in Canada and the U.S.*	US	100%	FC

** Wholly owned by the Group*
*** Named Ingenico Group SA since May 6, 2015, previously Ingenico SA*
**** Accounted for using equity method*

4. HIGHLIGHTS OF THE PERIOD

Sale of 20 percent of the Group's interest in its Chinese companies

Description of the transaction

On May 7, 2015, the Group reached an agreement with Fosun (Fosun International Limited and affiliates), a premium Chinese investment group, to step up its growth strategy in China. The agreement gives Fosun a 20-percent interest in Ingenico Asia Holding Limited, the Group's holding company for its entities in China.

The transfer of interest was effective as of May 29, 2015.

Transaction price

The final transaction price was set at US$104.6 million.

Put option owned by Fosun

Fosun owns a put option on the shares it purchased on May 7, 2015, which it may exercise at any time from May 7, 2020 up until June 30, 2021. The minimum strike price is US$104.6 million, which was the transaction price set in 2015.

Impact of the transaction on the Group's consolidated financial statements

This sale of a non-controlling interest does not entail a loss of control over these Chinese entities, which are still fully consolidated in the Group's accounts. The transaction has mainly two effects in accounting terms:

- A liability equal to the present value of the minimum strike price, i.e., €53.5 million, has been recognized for the put option;
- A €31.8 million gain on disposal has been recognized directly in equity attributable to Ingenico Group S.A. shareholders.

Redemption/conversion of OCEANE bonds issued in 2011

On December 15, 2014, the Group announced its intention to exercise its early redemption option on January 15, 2015 in respect of all of its bonds convertible into and/or exchangeable for new or existing shares (OCEANE) issued in March 2011 that were outstanding as of January 7, 2015. The holders of OCEANE bonds retained the ability up to and including January 6, 2015 to exercise their conversion rights to receive Ingenico shares at a ratio of 1.015 Ingenico share per OCEANE bond. Any OCEANE bondholder who had not exercised his or her conversion right received the face value of €37.48 for each bond, plus any interest accrued since the previous coupon date.

The bondholders who converted their bonds prior to December 31, 2014 did not receive coupon payments for 2014, but the shares they received upon conversion entitled them in 2015 to the dividends paid in respect of 2014. Those who converted their bonds after January 1, 2015 did receive coupon payments for 2014, but the shares they received upon conversion did not entitle them to the dividends paid in 2015.

The right to conversion into Ingenico shares was exercised for 3,169,040 of the 3,175,529 OCEANE bonds outstanding as of December 31, 2014, resulting in the issuance of 3,216,566 shares. The 6,489 bonds that were not tendered for conversion were redeemed in cash for a total amount of €0.2 million.

Consequently, the Group's liability for these convertible bonds, which was €111.6 million as of December 31, 2014, no longer existed as of June 30, 2015.

New convertible bond issue

On June 26, 2015, the Group issued a new OCEANE bond, i.e. convertible into and/or exchangeable for new or existing Ingenico shares, maturing on June 26, 2022. The total principal amount of the issue is €500 million, or 2,904,443 bonds with a face value of €172.15 each. The bonds do not pay a coupon.

The accounting treatment for the new issue is described in Note 12, "Net debt".

Organizational structure of the Group

After acquiring GlobalCollect in 2014, which enabled the Group to accelerate the worldwide implementation of its multi-channel strategy, the Group made the following changes to its organizational structure:

- The entities that came out of the GlobalCollect and Ogone acquisitions now form the e-Payments operating segment;
- The SEPA and EMEA operating segments have been partially merged to form the new Europe & Africa segment;
- Turkey, which was previously included in EMEA, is now part of the APAC & Middle East segment;
- Roam Data, a subsidiary previously included in Central Operations, is now part of the North America operating segment.

Those changes are reflected in Note 5, "Segment reporting", and Note 9, "Goodwill".

5. SEGMENT REPORTING

The criteria used to determine reportable segments are set out in Note 2, "Accounting principles and methods", of the consolidated financial statements for the year ended December 31, 2014. The information presented below is based on the management reporting used by the Executive Committee, the chief operating decision-maker as defined by IFRS 8, to evaluate the performance of the different segments.

During the first half of 2015, the Group reorganized its operating segments, as described in Note 4, "Highlights of the period".

As of January 1, 2015, the Group's reportable segments are therefore as follows:

- Central Operations, a division that brings together cross-functional and support services, particularly the distribution of products and services to the Regions identified below;
- e-Payments includes the entities that came out of the Ogone and GlobalCollect acquisitions;
- Europe & Africa;
- Asia-Pacific and the Middle East (Australia, China, Indonesia, India, Turkey, etc.);
- North America (the U.S. and Canada);
- Latin America (Brazil, Mexico, etc.).

The segment information for 2014 has been restated accordingly.

Breakdown of segment results

The segment results as of June 30, 2015 are broken down as follows:

(in thousands of euros)	June 30, 2015						
	Europe & Africa	Asia Pacific & Middle East	North America	Latin America	e-Payments	Central Operations	Consolidated
External revenue	**365 804**	**210 331**	**132 200**	**119 206**	**231 162**	**(684)**	**1 058 019**
Profit from ordinary activities	22 920	41 387	7 564	5 960	21 831	97 042	196 704
Profit from operating activities							194 047
Finance income							59 777
Finance costs							(66 115)
Share of profit of equity-accounted investees							51
Income tax expense							(64 196)
Profit for the period							**123 564**
attributable to Ingenico Group S.A. shareholders							**122 352**

The restated segment results as of June 30, 2014 are broken down as follows:

(in thousands of euros)	June 30, 2014						
	Europe & Africa	Asia Pacific & Middle East	North America	Latin America	e-Payments	Central Operations	Consolidated
External revenue	**349 783**	**148 931**	**79 419**	**94 238**	**30 636**	**3**	**703 010**
Profit from ordinary activities	32 459	26 710	722	(2 273)	3 317	60 741	121 676
Profit from operating activities							119 432
Finance income							20 352
Finance costs							(28 169)
Share of profit of equity-accounted investees							278
Income tax expense							(36 833)
Profit for the period							**75 060**
attributable to Ingenico Group S.A. shareholders							**75 026**

Breakdown of segment assets and liabilities

As of June 30, 2015, segment assets and liabilities are broken down as follows:

(in thousands of euros)	June 30, 2015						
	Europe & Africa	Asia Pacific & Middle East	North America	Latin America	e-Payments	Central Operations	Consolidated
Goodwill	243 299	84 027	48 539	4 445	798 014	171 672	1 349 996
Other non-group sector assets	447 811	287 069	115 998	124 297	792 320	597 256	2 364 751
Deferred tax assets							41 225
Current tax receivables							8 723
Financial assets							10 911
Derivative financial instruments							8 274
TOTAL ASSETS	**691 110**	**371 096**	**164 537**	**128 742**	**1 590 334**	**768 928**	**3 783 880**
Other non-group sector liabilities	249 326	217 012	73 641	75 791	291 807	55 063	962 640
Total equity							1 397 233
Deferred tax liabilities							140 425
Current tax liabilities							28 702
Financial liabilities							1 250 904
Derivative financial instruments							3 976
TOTAL LIABILITIES	**249 326**	**217 012**	**73 641**	**75 791**	**291 807**	**55 063**	**3 783 880**

The restated segment assets and liabilities as of December 31, 2014 are broken down as follows:

	Dec. 31, 2014						
(in thousands of euros)	Europe & Africa	Asia Pacific & Middle East	North America	Latin America	e-Payments	Central Operations	Consolidated
Goodwill	243 904	79 494	46 174	4 789	798 614	169 784	1 342 759
Other non-group sector assets	396 618	313 814	97 807	107 342	870 171	168 375	1 954 127
Deferred tax assets							40 812
Current tax receivables							9 319
Financial assets							6 938
Derivative financial instruments							10 933
TOTAL ASSETS	**640 522**	**393 308**	**143 981**	**112 131**	**1 668 785**	**338 159**	**3 364 888**
Other non-group sector liabilities	192 004	188 926	54 320	68 261	356 566	87 228	947 305
Total equity							1 075 939
Deferred tax liabilities							118 938
Current tax liabilities							28 521
Financial liabilities							1 190 584
Derivative financial instruments							3 601
TOTAL LIABILITIES	**192 004**	**188 926**	**54 320**	**68 261**	**356 566**	**87 228**	**3 364 888**

6. OTHER OPERATING INCOME AND EXPENSES

Other operating income and expenses are as follows:

(in thousands of euros)	June 30, 2015	June 30, 2014
Revaluation of earn-out payables	(46)	(1 083)
Restructuring and business combination costs	(1 965)	(551)
Disputes	-	(540)
Disposal or retirement of property, plant and equipment or intangible assets	(750)	27
Other	104	(97)
Total	**(2 657)**	**(2 244)**

In the first half of 2015, other operating income and expenses mainly comprise the following:

- A cost of €2.0 million incurred in connection with restructuring and business combinations;
- A cost of €0.6 million for the retirement of property, plant and equipment as a result of a fire at a repair center in Italy.

As of June 30, 2014, other operating income and expenses mainly comprised the following:

- An expense of €1.1 million for the remeasured earn-out liability on the acquisition of Ingenico LLC;
- A cost of €0.6 million incurred in connection with the reorganization of the Group;
- A provision of €0.5 million for litigation.

7. NET FINANCE COSTS

(in thousands of euros)	June 30, 2015	June 30, 2014
Interest on financial liabilities at amortized cost and bonds (1)	(9 194)	(13 567)
Interest expense on finance lease contracts	(88)	(109)
Total interest expense	**(9 282)**	**(13 676)**
Interest income from financial loans	107	266
Income from cash and cash equivalents	2 979	3 285
Interest income on finance lease contracts	2 154	1 792
Net interest expense	**(4 042)**	**(8 333)**
Foreign exchange gains	54 432	14 724
Foreign exchange losses	(56 616)	(14 155)
Foreign exchange gains and losses, net	**(2 184)**	**569**
Financial component of retirement expenses and other post-employment benefits	(145)	(159)
Other financial income	105	285
Other financial expenses	(72)	(179)
Other financial income and expenses, net	**(112)**	**(53)**
Net finance costs	**(6 338)**	**(7 817)**

(1) includes €0,8 million of notional interests related to the OCEANE convertible bond in 2015 and €0,8 million related to the bond issued in May 2014 (€3,3 million of notional interests related to the OCEANE convertible bond and €1,3 million for the bond issue in 2014)

In the first half of 2015, the €9.2 million in interest expense was related primarily to the borrowings described in Note 12, “Net debt”.

Interest income on finance lease contracts (where the Group is the lessor) mainly involved Ingenico Payment Services GmbH, Ingenico Group S.A. and Ingenico Italia Spa.

Interest income on loans was earned on a loan made by the Group to Transfer To DMCC when it sold part of its interest in this subsidiary in 2013.

The Group posted a net foreign exchange loss of €2.2 million for the period. This was the result of gains and losses on remeasurement of loans and borrowings as well as on remeasurement of the related hedging instruments.

Net finance costs for the first half of 2014 were broken down as follows:

The Group’s interest on borrowings mainly involved the following:

- The OCEANE convertible bond issued in March 2011;
- The bond issued in May 2014;
- The syndicated loan facility put in place in 2011, along with an add-on in 2013 in connection with the Ogone acquisition. In June and July 2014, the Group repaid this facility as part of a comprehensive restructuring of its bank debt prior to drawing down on the new syndicated facility.

Interest expense on these borrowings totaled €13.6 million.

Interest expense and interest income on finance lease contracts mainly involved Ingenico Payment Services GmbH and Ingenico Group S.A.

The Group posted a net foreign exchange gain of €0.6 million. This was the result of gains and losses on remeasurement of loans and borrowings as well as on remeasurement of the related hedging instruments.

Other financial income and expenses mainly comprised the unwinding of the discounted present value of non-current liabilities, consisting of earn-out provisions and the financial component of post-employment benefit obligations.

8. INCOME TAX

Income tax expense for the period

(in thousands of euros)	June 30, 2015	June 30, 2014
Profit for the period (excl. Share of profit in equity-accounted investees)	**123 513**	**74 782**
Income tax	**(64 196)**	**(36 833)**
Profit before tax	**187 709**	**111 615**
Effective tax rate	34,2%	33,0%

Income tax expense for the half year ended June 30, 2015 has been estimated based on the information known to or anticipated by the Group at the reporting date, using the rate expected to be incurred in the full year. This method allows for more accurate estimates of income tax expense for half-year periods.

For the first half of 2015, the ratio of income tax expense to profit before tax was 34.2 percent, which is the effective tax rate. The increase relative to the prior year is primarily attributable to the higher profit recorded in France. The income tax rate for Ingenico Group S.A. is 38 percent.

However, because a number of foreign subsidiaries were taxed at a lower rate than the parent company, the overall impact was to reduce the effective tax rate.

At the same time, classification of the French CVAE tax as a current tax expense and the withholding taxes on dividends paid by Group subsidiaries have increased the effective tax rate.

The favorable ratio of income tax expense for the first half of 2014 to profit before tax, i.e., 33.0 percent, reflected the following:

- Certain foreign subsidiaries were taxed at a lower rate than the parent company;
- An internal provision for impairment of equity investments was tax-deductible.

At the same time, classification of the French CVAE tax as a current tax expense and non-recognition of a number of tax losses increased the effective tax rate.

9. GOODWILL AND OTHER INTANGIBLE ASSETS

Goodwill

(in thousands of euros)	June 30, 2015	Dec. 31, 2014
At beginning of the period	**1 342 759**	**849 321**
Investments	-	478 450
Translation differences	7 837	14 988
Adjustments	(600)	-
At end of period	**1 349 996**	**1 342 759**

Investments during the period

No investments were carried out during the period.

The Group, it should be recalled, took control of GlobalCollect in September 2014. Accordingly, GlobalCollect made no contribution to the Group's results in the half year ended June 30, 2014.

Adjustments

The goodwill allocated to the e-Payments CGU was adjusted when the Purchase Price Allocation for GlobalCollect, acquired in September 2014, was finalized.

Impairment of intangible assets

The Group found no indication of the need to conduct impairment tests on goodwill and the other intangible assets and liabilities in the CGUs that make up the Group, even after the reorganization of operating segments in early 2015, as described in Note 4, "Highlights of the period".

Breakdown of goodwill

(in thousands of euros)	June 30, 2015			Dec. 31, 2014 Restated		
Cash-generating units	Gross carrying amount	Total impairment losses	Net carrying amount	Gross carrying amount	Total impairment losses	Net carrying amount
Asia Pacific & Middle East	84 026	-	84 026	79 493	-	79 493
North America	69 931	(21 392)	48 539	67 566	(21 392)	46 174
Latin America	4 445	-	4 445	4 789	-	4 789
Europe & Africa	245 739	(2 440)	243 299	246 240	(2 336)	243 904
e-Payments	798 014	-	798 014	798 614	-	798 614
Central Operations	171 673	-	171 673	169 785	-	169 785
Total	**1 373 828**	**(23 832)**	**1 349 996**	**1 366 487**	**(23 728)**	**1 342 759**

In the first half of 2015, the Group reorganized its operating segments, as described in Note 4, “Highlights of the period”.

The relevant amounts for the year ended December 31, 2014 have been restated to reflect this reorganization.

10. INVENTORIES

(in thousands of euros)	June 30, 2015	Dec. 31, 2014
Raw Materials and consumables	39 854	31 927
Finished products	132 305	107 952
Write-downs on raw materials and consumable	(12 513)	(11 033)
Write-downs on finished goods	(11 641)	(10 715)
Carrying amount	**148 005**	**118 131**

The increase in the Group’s inventories is consistent with the growth in its business.

11. SHARE CAPITAL OF THE PARENT COMPANY

Number of shares outstanding

	June 30, 2015	Dec. 31, 2014
Shares issued at January 1	**57 436 781**	**53 086 309**
Shares issued in connection with dividend distributions [(1)]	313 580	398 304
Shares issued in connection with the conversion of OCEANE bonds into shares [(2)]	3 216 566	3 554 336
Shares issued in connection with options exercised and shares acquired	-	397 832
Shares issued at end of period	**60 966 927**	**57 436 781**
Treasury shares at end of period	**280 794**	**280 794**
Shares outstanding at end of period	**60 686 133**	**57 155 987**

[(1)] *See note 4 Consolidated statement of change in equity*

[(2)] *Conversion of 3 169 040 Ingenico 2011/2017 OCEANE bonds for 3 216 566 shares*

Ingenico Group S.A.'s shares have a par value of €1.

Treasury shares

(in euros)	Jan. 1, 2015	Acquisitions	Disposals	June 30, 2015
Number of shares	280 794	272 378	(272 378)	280 794
Average purchase price	25,53	103,27	103,27	25,53
Total	**7 167 308**	**28 128 548**	**(28 128 548)**	**7 167 308**

Shares repurchased to be awarded or retired

The portfolio of treasury shares held to be awarded under free share programs or to reduce the share capital totaled 280,794 shares as of December 31, 2014.

The portfolio likewise totaled 280,794 shares as of June 30, 2015.

Shares repurchased under the liquidity contract

The Group held no shares under its liquidity contract as of December 31, 2014. During the first half of 2015, the Group repurchased 272,378 shares and sold the same number of shares. The portfolio accordingly contained no shares as of June 30, 2015.

Share-based payment plan

Free share awards

At its meeting on February 18, 2015, the Board of Directors resolved to implement a new free share plan, providing for the grant of up to 211,100 free shares (the maximum that may be awarded, subject to continued presence and the achievement of a specified level of consolidated EBITDA as of December 31, 2016).

Moreover, the free shares outstanding as of June 30, 2015 that had been awarded under previous plans were as follows:

- 5,000 shares under the plan set up on October 30, 2013;
- 30,200 shares under the plan set up on October 29, 2014.

Joint investment plan

No new joint investment plan was set up in the first half of 2015.

As of June 30, 2015, 186,470 shares awarded under the joint investment plan of October 29, 2014 were outstanding.

Stock option plans

No stock options were outstanding as of June 30, 2015.

Employee share ownership

On May 19, 2015, the Group announced the launch of a new employee share ownership plan so that its employees can continue to participate in the Group's earnings and future success.

The *Ingenico Group 2015 Employee Share Ownership Plan* will give the employees of Ingenico Group S.A. in France the opportunity to subscribe under preferential conditions for a capital increase reserved for them. As determined by the Board of Directors at its meeting on May 6, 2015, the shares to be issued will have a subscription price of €85.96 per share. This represents a 20-percent discount to the Group's average closing share price on the Euronext Paris stock market over the twenty trading days preceding the Board's decision.

The capital increase will involve the issuance on July 31, 2015 of up to 50,000 new shares, representing 0.08 percent of the share capital.

In accordance with IFRS 2, this plan has given rise to an employee benefit expense recognized in profit from ordinary activities for the half-year ended June 30, 2015.

Other share-based payment arrangements

The Group may elect to award some of its employees share appreciation rights calculated by reference to the share price of Ingenico Group S.A. or to that of other Group entities and settled in cash.

These share appreciation rights are measured at fair value on the date on which the employees are notified of the award. The fair value of the amounts to be paid is recognized over the vesting period as an expense in profit from operating activities, with a corresponding entry in other non-current liabilities. This liability is remeasured at fair value in profit from operating activities until it has been settled.

Fair value of options granted

The Group has measured the fair value of the goods and services received during the period based on the fair value of the equity instruments granted.

For the joint investment plan, the Group has measured the fair value of the goods and services received based on the likelihood that internal performance and market conditions will meet expectations. The IFRS 2 expense will be remeasured on the basis of changes in the internal performance criteria at each reporting date.

Impact on financial statements

On the basis of the parameters used to calculate the fair value of share-based payment arrangements, the Group recognized an expense of €9.4 million in profit from operating activities for the first half of 2015.

12. NET DEBT

The Group's net debt consists of current and non-current financial borrowings and debt, less short-term investments and cash and cash equivalents.

Financial liabilities are broken down into long-term and short-term liabilities. The latter include the portion of less than one year of long-term debt as well as financial liabilities with a term of less than one year.

Breakdown of financial liabilities

(in thousands of euros)	**June 30, 2015**	**Dec. 31, 2014**
Convertible Bond OCEANE	422 782	-
Bond issue	453 950	456 702
Bank borrowings	75 883	575 385
Finance lease obligations	489	827
Other financial liabilities	3 135	3 210
Non-current borrowings and long-term debt	**956 239**	**1 036 124**
Convertible Bond OCEANE	-	111 628
Bank and similar borrowings	20 000	20 000
Commercial paper	250 000	-
Finance lease obligations	652	751
Bank overdrafts and other financial liabilities	23 010	16 128
Accrued interest	1 003	5 953
Short-term financial liabilities	**294 665**	**154 460**
Total financial borrowings and debt	**1 250 904**	**1 190 584**
Cash	504 447	359 318
Marketable securities and short-term deposits	305 783	67 075
Cash and cash equivalents	**810 230**	**426 393**
Net debt	**440 674**	**764 191**

As of June 30, 2015, short- and long-term financial liabilities totaled €1,250.9 million, including:

- €422.8 million in respect of an OCEANE convertible bond issued on June 26, 2015;
- €454.0 million in respect of a bond issued in May 2014;
- €95.9 million in respect of the syndicated loan set up in July 2014;
- €250.0 million in respect of commercial paper;
- €1.0 million in interest accrued but not due on the bond issue and on the swap entered into to hedge the bond.

1) Convertible bonds

On January 15, 2015, the Group exercised its early redemption option in respect of its outstanding bonds convertible into and/or exchangeable for new or existing shares (OCEANE) issued in March 2011 (ISIN: FR0011018902), as described in Note 4, “Highlights of the period”. As of December 31, 2014, the related liability for the Group was €111.6 million.

On June 26, 2015, the Group issued a new OCEANE bond, i.e. convertible into and/or exchangeable for new or existing Ingenico shares, maturing on June 26, 2022 (ISIN: FR0012817542). The total principal amount of the issue is €500 million, or 2,904,443 bonds with a face value of €172.15 each.

Equity and liability components of the OCEANE bond

The OCEANE bond is classified as a compound financial instrument and therefore falls within the scope of IAS 32, which requires separate presentation on the issuer's balance sheet of the instrument's equity component (the holder's option to convert the instrument into an equity instrument of the entity) and liability component (the contractual arrangement to deliver cash).

The fair values of the OCEANE bond's liability and equity components were calculated on the issue date, which was June 26, 2015.

The fair value of the recognized liability classified as long-term debt is calculated using the average market rate for a straight bond. The difference between the face value and the fair value of the bond is recognized in equity under retained earnings and other reserves, net of deferred tax.

The OCEANE was issued with a nominal interest rate of 0 percent. As of the issue date, the average market rate for a straight bond with the same term was 2.31 percent. At that time, the fair value of the OCEANE's liability component was €422.7 million and that of its equity component was €73.3 million, after deduction of the cost of the issuer's call option and issuance costs (€4.1 million, prorated between the liability and equity components).

After deduction of issuance costs and reclassification of the equity component of the bonds, the effective interest rate is 2.41 percent.

2) Bond issue

On May 20, 2014, the Group issued bonds that mature on May 20, 2021. The total principal amount of the issue is €450 million, or 4,500 bonds with a face value of €100,000. The bonds pay an annual coupon of 2.5 percent. The Group's liability is measured at amortized cost, with bond issuance costs amortized in profit or loss over the life of the bond.

The bond issue was accompanied by an information memorandum approved by the *Autorité des Marchés Financiers* under visa number 14-210 on May 16, 2014.

3) Bank borrowings

In July 2014, the Group took out a syndicated revolving credit facility combined with a syndicated loan in a total amount of €600 million, which was used primarily to acquire GlobalCollect and which was broken down as follows:

- A €500 million revolving tranche with an initial term of 5 years that is renewable. There were no draw-downs in the first half of 2015. As of end-December 2014, the maximum €500 million amount had been drawn down.
- A €100 million syndicated loan repayable over a 5-year period, whose outstanding balance has remained unchanged since December 31, 2014.

There are a number of standard legal covenants, which had been met as of June 30, 2015.

4) Bank overdrafts

Bank overdrafts totaled €21.6 million, with Ingenico Payment Services GmbH accounting for €15.7 million of the total.

5) Finance lease obligations

As of June 30, 2015, finance lease obligations totaled €1.1 million, and mainly involved Ingenico Italia Spa.

13. DERIVATIVE FINANCIAL INSTRUMENTS

(in thousands of euros)	June 30, 2015	Dec. 31, 2014
Interest rate hedging instruments		
Current assets	6 314	9 681
Current liabilities	(1 147)	(1 973)
Foreign exchange hedging instruments		
Current assets	1 960	1 252
Current liabilities	(2 829)	(1 628)
Total	**4 298**	**7 332**
Total current assets	**8 274**	**10 933**
Total current liabilities	**(3 976)**	**(3 601)**

As of June 30, 2015, the Group's exchange rate hedging instruments consisted of forward exchange contracts and swaps.

The interest rate hedging instruments used by the Group are swaps:

- A €225 million swap, equal to 50 percent of the principal amount of the bond issued in 2014, was put in place. It converts part of the Group's fixed-rate exposure into variable-rate exposure. This hedge is designated as a fair-value hedge, since any changes in the fair value of the derivative are recognized in profit or loss, as are any changes in the fair value of the underlying liability.
- The other swap was associated with the syndicated loan of August 2011. Because the loan has been repaid in full, the derivative no longer qualifies for hedge accounting. Any changes in fair value are accordingly recognized in profit or loss.

The fair market value of the Group's hedging instruments as of June 30, 2015 showed an unrealized gain of €4.3 million, reflecting a loss of €0.2 million recognized in equity and a €4.5 million gain recorded in profit or loss.

14. RELATED PARTY TRANSACTIONS

Total compensation and benefits paid to the Executive Committee in the first half of 2015 and the first half of 2014 break down as follows.

(in thousands of euros)	June 30, 2015 Amounts due for the period	June 30, 2015 Amounts paid during the period	June 30, 2014 Amounts due for the period	June 30, 2014 Amounts paid during the period
Fixed compensation	2 563	2 577	1 945	1 986
Variable compensation	2 140	5 339	1 672	2 536
Benefits	161	161	89	89
Share based payment (service cost recognized)	874	-	1 072	-
Total	**5 738**	**8 077**	**4 778**	**4 611**

The Executive Committee is chaired by the Chairman and Chief Executive Officer. Its role is to set Group strategy, create the conditions for implementation of that strategy and ensure that objectives are met.

The reason why total compensation has increased is that the Executive Committee went from 13 members as of June 30, 2014 to 15 members as of June 30, 2015.

15. PROVISIONS

(in thousands of euros)	**Balance as of Jan. 1, 2015**	Translation differences	Changes in consolidation scope	Additions	Reversals of amounts used	Reversal of unused amounts	Others movements	**Balance as of June 30, 2015**
Provisions for retirement benefit obligations	**18 104**	**102**	**-**	**1 040**	**(643)**	**-**	**2**	**18 605**
Provisions for warranties	15 073	825	-	9 155	(7 309)	(397)	(24)	17 323
Provisions for litigation and claims	10 296	29	-	571	(136)	(200)	-	10 560
Provisions for restructuring	584	-	-	-	(322)	-	-	262
Other provisions	17 284	(142)	-	5 113	(2 156)	(3 188)	(1 781)	15 130
Total other provisions	43 237	**712**	**-**	**14 839**	**(9 923)**	**(3 785)**	**(1 805)**	**43 275**

1) Warranties

The provision for warranties reflects the estimated foreseeable costs related to the one-year product warranty given at the time of sale.

2) Litigation and claims

The Group is engaged in a number of claims and arbitration proceedings arising in connection with its business.

- Commercial disputes

Commercial disputes are regularly reviewed by the Legal Department and are covered by provisions if the Group considers that it is probable that an outflow of economic benefits will be necessary to cover the risk incurred and that such an outflow can be reliably estimated. Reversals of unused amounts chiefly reflect the resolution of disputes that were settled in the Group's favor, or in which the amount of the damages awarded proved to be lower than originally estimated.

- Tax disputes

During fiscal year 2015 and prior years, Group companies were subject to tax audits and occasionally proposals for adjustments. Provisions are recognized to cover the amounts of any such tax adjustments and other taxes notified to and accepted by the Group or for which the Group considers it probable that an outflow of economic benefits will be necessary and that such an outflow can be reliably estimated.

The Group periodically reviews the assessment of this risk as audits or litigation progress, and is of the opinion that there are no ongoing audits that will have a material impact on its financial position or liquidity.

Tax assessment procedures in respect of a Brazilian subsidiary are still in progress. They relate to the ICMS tax (tax on the circulation of merchandise and services), where the amount in question was approximately €63.7 million as of June 30, 2015 (covering principal, interest and penalties from 2004 to 2009). The "Tax War" currently pitting Brazilian States against each other may affect the Group as well as a large number of foreign and domestic companies. Against this background, the tax authorities of the State of Sao Paulo have contested the deduction by Ingenico do Brasil of a portion of the ICMS tax on the sales invoices of a supplier, on the grounds that the State of Minas Gerais, in which the supplier operates, had granted the supplier a tax concession that violates federal law. All notified ICMS-related assessments are still being contested in the administrative courts in Brazil. As of June 30, 2015, Ingenico Do Brasil had not been notified of any final decision by the Brazilian administrative courts and consequently had not received any demand for payment. Moreover, advised by tax experts, Ingenico do Brasil believes it has serious grounds for contesting the claims of the authorities.

Based on an analysis of the risks involved and on the criteria set out in IAS 37, no provision has been recognized in the consolidated financial statements as of June 30, 2015.

3) Other provisions

Other provisions include provisions for expenses incurred in the course of business (commitments made to suppliers to purchase inventories, customer quality risks, customers' sales indemnities and other).

16. OTHER LIABILITIES

(in thousands of euros)	June 30, 2015	Dec. 31, 2014
Deferred income	96 488	120 658
Other liabilities	5 218	5 556
Total	**101 706**	**126 214**

The decrease in deferred income was due mainly to the recognition as revenue of amounts invoiced in 2014 by the subsidiary Fujian Landi Commercial Equipment Co Ltd.

Other liabilities include an earn-out liability on the acquisition of Ingenico LLC.

17. RECEIVABLES, FUNDS AND PAYABLES RELATED TO INTERMEDIATION ACTIVITIES

(in thousands of euros)	June 30, 2015	Dec. 31, 2014
Receivables related to intermediation activities	14 252	1 943
Funds related to intermediation activities	264 927	308 225
Total assets	**279 179**	**310 168**
Payables related to intermediation activities	279 179	310 168
Total liabilities	**279 179**	**310 168**

The principles governing receivables, funds and payables related to intermediation activities are set forth in Note 2, “Accounting rules and methods”, to the Group’s consolidated financial statements for the year ended December 31, 2014.

18. OFF-BALANCE SHEET COMMITMENTS

The agreement to sell 20 percent of the Group’s interest in its Chinese companies includes a $26.1 million asset warranty.

Excepting that new warranty, as of June 30, 2015 off-balance sheet commitments are of the same nature as at the December 31, 2014 reporting date.

19. FINANCIAL ASSETS AND LIABILITIES CLASSIFIED BY ACCOUNTING CATEGORY

	June 30, 2015						
(in thousands of euros)	Assets & liabilities measured at fair value through profit or loss	Loans and receivables	Liabilities at amortized cost	Liabilities measured at fair value through equity	Derivative instruments designated as cash flow hedge	Total net carrying amount	Fair value of the asset or liability category
Financial assets	-	7 277	-	3 634	-	10 911	10 911
Trade and other current receivables	-	461 345	-	-	-	461 345	461 345
Derivative financial instruments	7 697	-	-	-	577	8 274	8 274
Receivables related to intermediation activities	-	14 252	-	-	-	14 252	14 252
Other non-current assets	-	26 356	-	-	-	26 356	26 356
Funds related to intermediation activities	264 927	-	-	-	-	264 927	264 927
Cash and cash equivalents	810 230	-	-	-	-	810 230	810 230
Total assets	**1 082 854**	**509 230**	**-**	**3 634**	**577**	**1 596 295**	**1 596 295**
Convertible bond (OCEANE) (1)	-	-	422 782	-	-	422 782	482 544
Bond issue	-	-	453 950	-	-	453 950	463 077
Long-term loans and borrowings	-	-	79 507	-	-	79 507	79 507
Other non-current liabilities	-	-	27 121	60 125	-	87 246	87 246
Short-term loans and borrowings	-	-	294 665	-	-	294 665	294 665
Trade payables and other current liabilities	3 699	-	403 036	-	-	406 735	406 735
Payables related to intermediation activities	-	-	279 179	-	-	279 179	279 179
Derivative financial instruments	2 960	-	-	-	1 016	3 976	3 976
Total liabilities	**6 659**	**-**	**1 960 240**	**60 125**	**1 016**	**2 028 040**	**2 096 929**

(1) The fair value of the OCEANE convertible bond encompasses both its liability component and its equity component.

	Dec. 31, 2014						
(in thousands of euros)	Assets & liabilities measured at fair value through profit or loss	Loans and receivables	Liabilities at amortized cost	Liabilities measured at fair value through equity	Derivative instruments designated as cash flow hedge	Total net carrying amount	Fair value of the asset or liability category
Financial assets	-	6 938	-	-	-	6 938	6 938
Trade and other current receivables	-	419 575	-	-	-	419 575	419 575
Derivative financial instruments	10 841	-	-	-	92	10 933	10 933
Receivables related to intermediation activities		1 943	-	-	-	1 943	1 943
Other non-current assets	-	25 419	-	-	-	25 419	25 419
Funds related to intermediation activities	308 225	-	-	-	-	308 225	308 225
Cash and cash equivalents	426 393	-	-	-	-	426 393	426 393
Total assets	**745 459**	**453 875**	**-**	**-**	**92**	**1 199 426**	**1 199 426**
Convertible bond (OCEANE) (1)	-	-	111 628	-	-	111 628	279 561
Bond issue			456 702			456 702	468 360
Long-term loans and borrowings	-	-	579 422	-	-	579 422	579 422
Other non-current liabilities	-	-	25 679	6 065	-	31 744	31 744
Short-term loans and borrowings	-	-	42 832	-	-	42 832	42 832
Trade payables and other current liabilities	3 653	-	407 008	-	-	410 661	410 661
Payables related to intermediation activities			310 168	-	-	310 168	310 168
Derivative financial instruments	3 354	-	-	-	247	3 601	3 601
Total liabilities	**7 007**	**-**	**1 933 439**	**6 065**	**247**	**1 946 758**	**2 126 349**

(1) The fair value of the OCEANE convertible bond encompasses both its liability component and its equity component.

Fair value hierarchy

The objective criteria used for analyzing financial instruments by valuation method are based on the definition of fair value levels under IFRS 13.

Financial instruments carried at fair value subsequent to their recognition are:

- Assets and liabilities measured at fair value through profit or loss and equity;
- Available-for-sale assets;
- Derivative financial instruments designated as cash flow hedges.

The fair value hierarchy is as follows:

- Inputs used are (non-adjusted) quoted market prices in active markets for identical assets or liabilities (Level 1);
- Inputs used are inputs other than quoted market prices, as in Level 1, that are observable either directly, by reference to prices for similar assets and liabilities quoted in active markets, or indirectly, by reference to inputs derived from quoted markets prices (Level 2);
- Valuation techniques based on non-observable inputs are used (Level 3).

Financial instruments in these classes of assets and liabilities can correspond to any of the three levels of fair value set out below for 2014 and 2015.

The Group did not make any transfers between levels from 2014 to 2015.

	June 30, 2015			
(in thousands of euros)	**Total**	**Level 1**	**Level 2**	**Level 3**
Financial assets	10 911	-	10 911	-
Derivative financial instruments (1)	8 274	-	8 274	-
Funds related to intermediation activities	264 927	264 927	-	-
Cash and cash equivalents	810 230	810 230	-	-
Total assets	**1 094 342**	**1 075 157**	**19 185**	**-**
Convertible Bond (OCEANE)	482 544	482 544	-	-
Bond issue	463 077	463 077	-	-
Long-term loans and borrowings	79 507	-	79 507	-
Other non-current liabilities	60 125	-	-	60 125
Short-term loans and borrowings	294 665	-	294 665	-
Other current liabilities	3 699	-	-	3 699
Derivative financial instruments (1)	3 976	-	3 976	-
Total liabilities	**1 387 593**	**945 621**	**378 148**	**63 824**

(1) Derivative financial instruments are assets and liabilities measured at fair value through profit or loss or qualifying cash flow hedges.

(in thousands of euros)	Dec. 31, 2014 Total	Level 1	Level 2	Level 3
Financial assets	6 938	-	6 938	-
Derivative financial instruments (1)	10 933	-	10 933	-
Funds related to intermediation activities	308 225	308 225	-	-
Cash and cash equivalents	426 393	426 393	-	-
Total assets	**752 489**	**734 618**	**17 871**	**-**
Convertible Bond (OCEANE)	279 561	279 561	-	-
Bond issue	468 360	468 360	-	-
Long-term loans and borrowings	579 422	-	579 422	-
Other non-current liabilities	6 065	-	-	6 065
Short-term loans and borrowings	42 832	-	42 832	-
Other current liabilities	3 653	-	-	3 653
Derivative financial instruments (1)	3 601	-	3 601	-
Total liabilities	**1 383 494**	**747 921**	**625 855**	**9 718**

(1) Derivative financial instruments are assets and liabilities measured at fair value through profit or loss or qualifying cash flow hedges.

Financial assets and liabilities on Level 2 are accounted for by category: derivative financial instruments are measured at fair value, borrowings at amortized cost and all other assets and liabilities at contract value.

Other non-current liabilities on Level 3 include a liability in relation to a minority shareholder of Ingenico Holding Asia. The latter holds 1.16 percent of this entity's share capital and a put option on all of his shares. This liability has been recognized at fair value, based on a multiple of EBIT.

Other Level 3 current liabilities also include an earn-out liability on the acquisition of Ingenico LLC, which is measured on the basis of discounted future cash flows, as provided for in the Group's agreement with the entity's sellers.

Lastly, the put option owned by Fosun, as described in Note 4, "Highlights of the period", has been included in 2015 in other non-current liabilities, Level 3.

20. SUBSEQUENT EVENTS

The Group is not aware of any events subsequent to the closing date that might have a material effect on its financial statements.

2/ Interim Management Report

The consolidated financial data has been drawn up in accordance with International Financial Reporting Standards. In order to provide meaningful comparable information, that data has been presented on an adjusted basis, i.e. restated to reflect the amortization expenses arising on the acquisition of new entities. Pursuant to IFRS3R, the purchase price for new entities is allocated to the identifiable assets acquired and subsequently amortized over specified periods.

The main financial data for 2015 have been analyzed on an adjusted basis, i.e., before purchase price allocation (PPA).

To facilitate assessment of the Group's performance from January 1, 2015 onward, consolidated revenue and the key consolidated financial figures for 2014 have been restated, with effect from January 1, 2014, to reflect the acquisition of GlobalCollect completed on September 30, 2014 ("2014 pro forma") and presented on a non-reviewed adjusted basis (restated to reflect Purchase Price Allocation expenses recognized on acquisitions and divestitures).

EBITDA is not an accounting term; it is a financial metric defined here as profit from ordinary activities before amortization, depreciation and provisions and before expenses of shares.

EBIT is equal to profit from ordinary activities, adjusted for amortization of the purchase price for newly acquired entities allocated to the identifiable assets acquired.

Free cash flow is equal to EBITDA less: cash and other operating income and expenses, changes in working capital requirements, investing activities net of disposals, financial expenses net of financial income and tax paid.

Key figures

(in millions of euros)	**H1'15**	H1'14 reported	S1'14 pro forma[1]
Revenue	**1,058**	703	859
Adjusted gross profit	**474**	325	378
As a % of revenue	***44.8%***	*46.2%*	*44.0%*
Adjusted operating expenses	**(253)**	(190)	(219)
Profit from ordinary activities, adjusted (EBIT)	**221**	135	159
As a % of revenue	***20.9%***	*19.3%*	*18.5%*
Operating margin	**194**	119	-
Net profit	**124**	75	-
Net profit attributable to Group shareholders	**122**	75	-
EBITDA	**249**	158	182
As a % of revenue	***23.6%***	*22.4%*	*21.2%*

Free cash flow	**59**	59	-
Net debt	**441**	251	-
Net debt-to-EBITDA ratio[2]	**0.9x**	0.8x	-
Equity attributable to Group shareholders	**1395**	838	-

[1] *Pro forma figures including the contribution of GlobalCollect from January 1, 2014.*

[2] *Year-on-year*

2.1 Financial data

+15% revenue organic growth

	H1 2015			Q2 2015		
	€m	% change		€m	% change	
		Comparable*	Reported**		Comparable*	Reported**
Europe–Africa	**366**	4%	5%	197	8%	9%
APAC & Middle East	**210**	19%	40%	111	8%	29%
Latin America	**119**	28%	27%	65	37%	33%
North America	**132**	40%	67%	69	23%	50%
e-Payments	**231**	17%	N/A	118	16%	N/A
Total	**1,058**	15%	50%	560	14%	48%

**Reflecting the new regional breakdown and the acquisition of GlobalCollect as of January 1, 2014.*

***Reflecting the new regional organization structure.*

Performance in the first half

In the first half of 2015, revenue totaled €1.058 billion, representing a 50-percent increase on a reported basis, including a positive foreign exchange impact of €68 million and a €196 million contribution from GlobalCollect during the period. Total revenue included €725 million generated by the Payment Terminals business and €333 million generated by Payment Services.

On a comparable basis[3], revenue growth was 15 percent higher than in H1 2014, due to double-digit growth in both segments. The substantial 15-percent growth in Terminals was supported by the multi-local footprint of the Group, which has continued to reap the benefits of EMV migration in the United States, the expansion of NFC technology (in roughly 80 percent of all Telium terminals shipped) and the ongoing initiative by emerging economies to install payment equipment. The Payment Services business also saw 16-percent growth, driven by a buoyant e-business market, vigorous in-store payment services and the Group's first cross-channel contracts.

All regions contributed during the period to the Group's overall performance. **In Europe-Africa**, sales momentum for both payment terminals and in-store payment services was robust in mature markets. Revenue growth accelerated in **North America, particularly in** the United States (>+90%), Ingenico Group's second largest market in the first semester. The Group's vigorous expansion in **the emerging markets** also continued, particularly in China and Brazil.

The **e-Payments** division showed strong growth across all entities and geographic areas, especially in APAC and Latin America. The legacy Travel and Gaming businesses have lost none of their vibrancy, and the Group won its first major contracts in new vertical markets, such as online education. These results reflect the successful integration process under way at GlobalCollect.

Gross profit up 25 percent

On a pro forma basis[2], adjusted gross profit in the first half of 2015 increased by 25 percent year-on-year to €474 million. It reached 44.8 percent of revenue, gaining 80 basis points compared with H1 2014.

Gross Margin in the Terminals business saw a 40 basis-point increase to 47.8 percent of revenue.[2] This performance was supported by a combination of strong growth in this segment and a favorable product and geography mix.

Gross margin in the Payment Services business rose by 170 basis points to 38.2 percent of revenue. There were three reasons behind this strong growth: continued progress in cost control on the Axis platform, an e-Payments budget that projects greater spending in the second half and positive results in the foreign exchange business.

Operating expenses under control
Reported operating expenses stood at €272 million in the first half of 2015 compared with €203 million in H1 2014 and represented 25.6% of revenue.

(in millions of euros)	H1'14 reported	H1'14 pro forma[1] adjusted	**H1'15 reported**	Restatement related to amortization	H1'15 adjusted
Sales & Marketing	76	73	**100**	(18)	82
Research & Development	50	55	**70**	(1)	69
General & Administrative	77	90	**102**	-	102
Total operating expenses	203	219	**272**	(19)	253
As a % of revenue	28.9%	25.5%	**25.6%**		23.9%

After accounting for Purchase Price Allocation expenses of €19 million, adjusted operating expenses totaled €253 million, increasing by 15 percent as higher capital expenditure was required to keep pace with the Group's expansion. They represented 23.9 percent of revenue, versus 25.5 percent in the first half of 2014 on a pro forma basis.[1]

EBITDA margin up to 23.6 percent of revenue

On a reported basis, EBITDA increased by 58 percent to €249 million, up from €158 million in the first half of 2014. EBITDA margin increased by 120 basis points to 23.6 percent of revenue.

On a pro forma basis,[1] EBITDA increased by 37 percent to €249 million, up from €182 million in the first half of 2014. EBITDA margin increased by 240 basis points to 23.6 percent of revenue.

EBIT margin up

In the first half of 2015, profit from ordinary activities increased by 48 percent to €197 million compared with €133 million in the first half of 2014 pro forma. [1] Operating margin increased by 310 basis points to 18.6 percent of revenue. Profit from ordinary activities included Purchase Price Allocation expenses of €25 million as against €26 million in H1 2014 pro forma.

Impact of purchase of price allocation (PPA)

(in millions of euros)	**H1'15 adjusted excl. PPA**	PPA Impact	H1'15 reported
Gross Profit	**474**	(6)	468
Operating expenses	**(253)**	(19)	(272)
Profit from ordinary activities	**221**	(25)	197

In the first half of 2015, on a comparable basis, EBIT increased by 64 percent on a reported basis and 39 percent on a pro forma basis[1] to €221 million, compared to €135 million in the first half of 2014 on a reported basis and €159 million on a pro forma basis.[1] The EBIT margin was 20.9 percent of revenue, up 160 basis points on a reported basis and up 240 basis points on a pro forma basis.[1]

Profit from operating activities up over H1 2014

Other operating income and expenses represented a net expense of €3 million, up from €2 million in the first half of 2014.

(in millions of euros)	**H1'15**	H1'14 pro forma[1]	H1'14 reported
Profit from ordinary activities	**197**	133	122
Profit from operating activities	**(3)**	-	(2)
Operating margin	**194**	-	119
As a % of revenue	**18.3%**	-	16.9%

After accounting for other operating income and expenses, profit from operations totaled €194 million, compared to €119 million figure for the first half of 2014. The Group's operating margin increased to 18.3 percent of revenue.

<u>Reconciliation of profit from ordinary activities to EBITDA</u>

(in millions of euros)	**H1'15**	H1'14 pro forma[1]	H1'14 reported
Profit from ordinary activities	**197**	133	122
Amortization of assets acquired	**25**	26	13
EBIT	**221**	159	135
Other D&A and changes in provisions	**20**	18	18
Share-based payment expenses	**8**	5	5
EBITDA	**249**	182	158

<u>Financial results</u>

(in millions of euros)	**H1'15**	H1'14 reported
Interest expenses	**(9)**	(14)
Income from cash and cash equivalents	**5**	5
Net finance costs	**(4)**	(9)
Foreign exchange gains/losses	**(2)**	1
Other financial income	**-**	-
Financial result	**(6)**	(8)

Increase in profit attributable to shareholders

(in millions of euros)	**H1'15**	H1'14 reported
Profit from ordinary activities	**194**	119
Financial result	**(6)**	(8)
Share of profit of equity-accounted investees	**(0)**	(0)
Profit before income tax	**188**	112
Income tax	**(64)**	(37)
Net profit	**124**	75
Net profit attributable to shareholders	**122**	75

Income tax expense rose from €37 million to €64 million. As of June 30, 2015, the Group's estimated effective tax rate was up to 34 percent, reflecting a less favorable country mix. The profit attributable to Ingenico Group S.A. shareholders includes net finance costs of €6 million. In the first half of 2015, net profit attributable to Ingenico Group S.A. shareholders rose sharply to €122 million, up from €75 million in the prior-year period.

A sound financial position

Total equity attributable to Ingenico Group S.A. shareholders was €1.395 billion.

During the first half of 2015, Ingenico Group's operations generated free cash flow of €59 million. This result was in line with the prior-year amount, due to the rise in tax expense and a more significant change in working capital requirement. At the same time, however, the Group's working capital requirement fell from 12 percent of revenue in the previous year to 11 percent of revenue as a result of good control over inventory and trade receivables. The Group has maintained its goal for the year of converting 45 to 50 percent of EBITDA into free cash flow.

On June 26, 2015, Ingenico Group successfully issued 7-year zero-coupon OCEANE convertible bonds with a total principal amount of €500 million. As of June 30, 2015, the Group's net debt had decreased to €441 million, an amount including €111 million for the early redemption of OCEANE bonds at the beginning of the year.

Accordingly, the net debt-to-equity ratio stood at 32 percent, while the net debt-to-EBITDA ratio was 0.9x, down from 1.8x as of end-December 2014 on a pro forma basis. The Group's finances thus returned to what they were before the GlobalCollect acquisition.

2.2 Significant events occurred since June 30, 2015

All significant events which occurred since June 30, 2015 are described in the Note 4 on "Subsequent events" in the notes to the consolidated financial statements as of June 30, 2015.

2.3 Principal risks and uncertainties in the second half of 2015

Ingenico Group faces the same risks as described in the 2014 registration document (*Document de Référence*).

2.4 Related-party transactions

In the first half of 2015, there were no material transactions liable to be considered new regulated agreements See Note 14 on “Related-party transactions” in the notes to the interim consolidated financial statements as of June 30, 2015.

2.5 2015 Outlook

The Group has raised its guidance for annual revenue growth to between 10 percent and 12 percent on a comparable basis.[3]

Based on how well both of its businesses have performed in the first half of the year, the Group has also raised its full-year guidance for EBITDA margin, which is now expected to reach or exceed 22 percent of revenue in 2015.

2.6 Trends

In a fast-moving payment market with in-depth evolutions, Ingenico Group remains the central player in the relationship between banks, merchants and their customers, based on its unique expertise and offer adapted to all sales channels (in-store, online and mobile) for merchants, directly or indirectly through banks
The combination between Ogone and GlobalCollect – e-Payments – has given the opportunity to establish the Group a global e-payment player, thus extending its in-store payment services leadership to the e-commerce ecosystem. The Group’s aim is to continue to simplify payment for its customers around the world and across all channels: in-store, online and mobile

To reach its ambition, Ingenico Group has defined priorities which will enable the Group to generate profitable growth, based on five strategic axes:

- Deploy its global multi-channel strategy, notably in e-commerce with the integration of Ogone and GlobalCollect and in mobile payment based on ROAM’s platform;
- Further integrate its offer around POS with associated Value Added Services leading to additional revenue for merchants and strengthened relationship with their customers;
- Strengthen its presence in selected emerging markets;
- Keep on innovating with a focus on R&D, to develop its offer on all connected devices, notably with the deployment of Telium Tetra platform;
- Continue to evaluate bolt-on acquisition opportunities in payment terminals, services and technology.

In this context, the Group would like to point out that, after GlobalCollect acquisition, 2016 revenue target is now expected over €2.2 billion[4], with an EBITDA margin of more than 20%.

[3] *Pro forma revenue of €1.846 billion in 2014.*

[4] *At constant exchange rate*

3/ Attestation of the party responsible for the condensed interim financial statements

“I certify that to the best of my knowledge the interim condensed financial statements for the preceding half year were drawn up in accordance with the applicable accounting standards and give a true and fair view of the assets liabilities financial position and results of the Company and the consolidated group of entities and that the management report included herein gives a fair and true view of the significant events that occurred during the first six months of the year of their effect on the Group’s accounts and of the Group’s principal related-party transactions as well as a description of the principal risks and uncertainties confronting the Group in the remaining six months of the year.”

Philippe Lazare
Chief Executive Officer

4/ Statutory Auditors' Report on the H1 2015 condensed interim financial statements

This is a free translation into English of the statutory auditors' review report on the half-yearly financial information issued in French and is provided solely for the convenience of English-speaking users. This report includes information relating to the specific verification of information given in the Group's half-yearly management report. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

Ingenico Group S.A.

Registered office: 28-32, boulevard de Grenelle - 75015 Paris
Share capital: €.60 966 927

Statutory Auditors' Review Report on the Half-yearly Financial Information

For the six-month period ended 30 June 2015

To the Shareholders,

In compliance with the assignment entrusted to us by your shareholders' meeting and in accordance with the requirements of article L. 451-1-2 III of the French Monetary and Financial Code ("Code monétaire et financier"), we hereby report to you on:

- the review of the accompanying condensed half-yearly consolidated financial statements of Ingenico Group S.A., for the period from January 1 to June 30 2015,
- the verification of the information presented in the half-yearly management report.

These condensed half-yearly consolidated financial statements are the responsibility of the Board of Directors. Our role is to express a conclusion on these financial statements based on our review.

I. Conclusion on the financial statements

We conducted our review in accordance with professional standards applicable in France. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with professional standards applicable in France and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Based on our review, nothing has come to our attention that causes us to believe that the accompanying condensed half-yearly consolidated financial statements are not prepared, in all material respects, in accordance with IAS 34 - standard of the IFRSs as adopted by the European Union applicable to interim financial information.

Without qualifying our conclusion, we draw your attention to the note 15 to the condensed half-yearly consolidated financial statements regarding the Company's position in respect of the outstanding tax assessments concerning Ingenico Group S.A. Brazilian subsidiary as at 30 June 2015.

II. Specific verification

We have also verified the information presented in the half-yearly management report on the condensed half-yearly consolidated financial statements subject to our review. We have no matters to report as to its fair presentation and consistency with the condensed half-yearly consolidated financial statements.

The Statutory Auditors
Paris La Défense, 29 July 2015

KPMG AUDIT IS	MAZARS
Frédéric Quélin	Thierry Blanchetier
Partner	Partner
	Ariane Mignon
	Partner