



Pursuant to Articles L. 225-40-2 and R. 225-30-1 of the French Commercial Code, the regulated agreement concluded by Ingenico is set out below.

**Business Combination Agreement and Shareholders' Agreement Between Ingenico, Worldline and DSV Relating to Payone**

**Subject:** As part of Worldline's public offer for Ingenico's shares (hereinafter, the "**Offer**"), Ingenico, Worldline and Deutscher Sparkassenverlag GmbH (hereinafter, "**DSV**") have entered into a business combination agreement (hereinafter, the "**Business Combination Agreement**") relating to the Ingenico Payone Holding GmbH (hereinafter, "**Payone**") joint venture owned by Ingenico and DSV, under which it is expected in particular that, if the Offer is successful, (i) Worldline (or one of its subsidiaries) provide Payone with its merchant services business in Germany and Austria, via the contribution of securities and two contributions of assets, and (ii) Payone transfer its merchant services business in Switzerland to Worldline (or one of its subsidiaries).

On completion of these transactions (if the Offer is successful), Worldline would indirectly hold 60% of Payone's share capital through its subsidiaries (including Ingenico, which it would have control over) and DSV would hold 40%.

Within the scope of these transactions, standard representations and warranties will be granted by Ingenico to Worldline<sup>1</sup>.

The parties to the **Business Combination Agreement** also agreed to maintain the related agreements concluded during the creation of Payone while adapting them in order to reflect the new control of Payone by Worldline and its subsidiaries if the Offer is successful. Thus, the shareholders' agreement relating to Payone has been amended and signed by the parties to the **Business Combination Agreement**, and will become effective if the Offer is successful (hereinafter referred to as the "**Shareholders' Agreement**" or together with the **Business Combination Agreement**, as the "**Payone Agreements**").

**Interested Person:** Michael Stollarz (Director of Ingenico and Chief Executive Officer of DSV, joint shareholder of Payone and co-signatory to the Payone Agreements, where he also serves as a member of the Supervisory Board and of the Shareholders Committee).

**Terms and Conditions:** at its meeting held on May 28, 2020, the Company's Board of Directors authorized the conclusion of the Payone Agreements, in accordance with Articles L. 225-38 and L. 225-35 of the French Commercial Code. Michael Stollarz did not participate in the deliberation or vote on these agreements.

The Payone Agreements were signed on June 8, 2020. Other related agreements concerning Payone will be concluded if the Offer is successful.

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<sup>1</sup> Capped at 108 million excluding basic warranties and representations.

The Payone Agreements will be submitted for the approval of the Annual General Shareholders Meeting called to decide on the financial statements for the 2020 fiscal year.

Financial terms and ratio between the price for Ingenico and its net profit from last year: not applicable to the interested person or DSV since Ingenico did not make any financial commitments under the Payone Agreements to the interested person or DSV. The provision and transfer transactions and the commitments to Worldline are summarized above.

Reasons behind the Company's interest in the agreement: the conclusion of the Payone Agreements is an extension of the agreement concluded between Ingenico and Worldline on February 2, 2020, at the time the Offer was announced.