NOTICE OF THE

COMBINED ORDINARY AND EXTRAORDINARY ANNUAL GENERAL SHAREHOLDERS MEETING TO BE HELD ON APRIL 29, 2013

AT 10:30 AM

Maison des Arts et Métiers
9 bis avenue d'Iéna
75116 Paris - France

Press releases and all other investor information, including documents related to this general meeting, can be found on www.ingenico.com/finance.

This is a free translation in English of the French version of this document prepared in accordance with Article R. 225-81 of the French Commercial Code (refer to information included in the proxy form). This translation has been prepared solely for information and convenience of English-speaking readers.

HOW TO TAKE PART IN THE GENERAL MEETING?

The Combined Ordinary and Extraordinary Annual General Shareholders Meeting will take place at 10:30 am on Monday, April 29, 2013 at the Maison des Arts et Métiers, 9 bis avenue d'Iéna, 75116 Paris in France. The registration desk will open at 9:45 am and close at 10:30 am.

The Annual General Shareholders Meeting is open to all Ingenico shareholders, regardless of the number of shares they hold. To take part in the Annual General Meeting, you are therefore required to provide evidence of your status as a shareholder of Ingenico three business days before the date of the Meeting, i.e. by midnight 0:00 am (Paris time) on April 24, 2013.

HOW TO PROVIDE EVIDENCE OF YOUR STATUS AS A SHAREHOLDER OF INGENICO?

<u>If your shares are registered</u>
The evidence of your status as a shareholder is provided simply by having your shares registered in your name in the registered account at midnight 0:00 am on April 24, 2013. You do not need to do anything further.

<u>If you hold bearer shares</u>
The evidence of your status as a shareholder is provided by a certificate of participation ("*attestation de participation*") issued by your financial intermediary (bank, stockbroker or any other party who manages the share account in which your Ingenico shares are held). Your financial intermediary is your only contact for these matters.
He will send the certificate of participation along with your request for an admission card or your proxy form to the registrar appointed by Ingenico:

CACEIS Corporate Trust
Service Assemblées Générales Centralisées
14, rue Rouget de Lisle
92862 Issy les Moulineaux Cedex 9
FRANCE

HOW TO VOTE?

<u>If you wish to attend the Annual General Meeting</u>
You must request an admission card. Simply tick box "A" in the box at the very top of the form then at the bottom of the form, date and sign, fill in your last name, first name and address, and make any corrections to the pre-stamped information as required.

<u>If you do not wish to attend the Annual General Meeting</u>
You may choose one of three options to vote by dating and signing the form, filling in your last name, first name and address or make sure they are correct if already entered, and returning the form after selecting one of the following three options:

- vote by post: tick the box "***I VOTE BY POST***" and complete your vote for each resolution and insert replies in each box. Once you have done this, you can no longer attend the Meeting or give a proxy to someone else;

- give proxy to the Chairman of the Meeting: tick the box "***I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING***". In this case, the Chairman will vote in favor of the proposed resolutions already submitted and agreed by the Board of Directors;
- appoint another Ingenico shareholder, your spouse or a partner with whom you have entered into a civil partnership or any other person of your choice as your proxy, as per the conditions provided for in Articles L. 225-106 et seq. of the French Commercial Code: tick the box "***I HEREBY APPOINT***" then underneath fill in the name and address of the person who will attend the Meeting on your behalf.

  In accordance with Article R.225-79 of the French Commercial Code, you can also appoint or remove a proxy electronically by sending an email to:

  - If you are a registered shareholder: send an email to the following email address: ct-mandataires-assemblees-ingenico@caceis.com including your last name, first name, address and the last name, first name of the proxy appointed or removed as well as your CACEIS Corporate Trust identification number if you are a direct registered shareholder (information in the top left-hand corner of your account statement) or your registered account number with your financial intermediary if you are an administered registered shareholder;

  - if you are a bearer shareholder: send an email to the following email address: ct-mandataires-assemblees-ingenico@caceis.com including your last name, first name, address and full bank references and the last name, first name of the proxy appointed or removed. You must also ask your financial intermediary to send confirmation in writing (by mail) to CACEIS Corporate Trust – Service Assemblées Générales Centralisées, 14 rue Rouget de Lisle, 92862 ISSY-LES-MOULINEAUX Cedex 9, France or by fax to +33 1.49.08.05.82.

In all cases, you must complete the enclosed voting form and send it to CACEIS if you are a registered shareholder by using the postage-paid envelope marked with "T" (valid in France only, use stamps for outside France) or send it to your financial intermediary if you hold bearer shares.

Whichever option you choose, only those shares listed on the register or recorded under a share account number at least three business days prior to the Annual General Meeting, i.e., by April 24, 2013 at midnight 0:00 am (Paris time) will be allowed to attend and/or vote.

If shares are sold or transferred after this record date, the certificate of participation will remain valid and votes cast by the seller will be taken into account.

NOTE: Shareholders holding bearer shares must not send the form directly to Ingenico nor to CACEIS since only votes confirmed by a certificate of participation will be taken into account. You must send your voting form to your financial intermediary (bank or stockbroker) who will handle the issue of the certificate of participation and will send it with the voting form before April 24, 2013 directly to CACEIS.

Shareholders who have cast a vote by correspondence, given a proxy to another person, or requested an admission card will not have the right to participate in the General Meeting in any other way.

AGENDA OF THE COMBINED ORDINARY AND EXTRAORDINARY ANNUAL GENERAL SHAREHOLDERS MEETING

ORDINARY RESOLUTIONS

First Resolution – Approval of the parent company financial statements for the financial year ended December 31, 2012 and approval of non-tax-deductible expenses.

Second Resolution – Approval of the consolidated financial statements for the financial year ended December 31, 2012.

Third Resolution – Allocation of profit for the year and dividend.

Fourth Resolution – Option to receive dividends in cash or in shares, determination of share price, rounding of fractional shares, option declaration period.

Fifth Resolution – Special report of the statutory auditors on related party agreements.

Sixth Resolution – Special report of the statutory auditors on an agreement concluded with Mr. Philippe Lazare.

Seventh Resolution – Appointment of MAZARS as new co-statutory auditor in replacement of the resigning co-statutory auditor, CGEC.

Eighth Resolution – Appointment of Mr. Jean-Louis SIMON as new co-statutory substitute auditor in replacement of the resigning co-statutory substitute auditor, Mr. Daniel Boulay.

Ninth Resolution – Determination of the attendance fees allocated to the Board of Directors.

Tenth Resolution – Authorization to trade in Company shares granted to the Board of Directors within the scope of Article L.225-209 of the French Commercial Code, duration, purpose, procedure, limit.

EXTRAORDINARY RESOLUTIONS

Eleventh Resolution – Authorization granted to the Board of Directors to cancel Company shares repurchased by the Company under Article L.225-209 of the French Commercial Code, duration, limit.

Twelfth Resolution – Delegation of authority granted to the Board of Directors to increase the share capital through capitalization of reserves, retained earnings and/or share premiums, duration, maximum nominal amount of increase, rounding of fractional shares.

Thirteenth Resolution – Delegation of authority granted to the Board of Directors to issue ordinary Company shares and/or securities conferring entitlement to Company shares (or of another Group company) and/or to the allotment of debt securities, maintaining preferential subscription rights, duration, maximum nominal amount of increase, possibility to offer non-subscribed shares to the public.

Fourteenth Resolution – Delegation of authority granted to the Board of Directors to issue ordinary Company shares and/or securities conferring entitlement to Company shares (or of another Group company) and/or to the allotment of debt securities, with waiver of preferential subscription rights by public offering and/or in compensation for a public exchange offer, duration, maximum nominal amount of increase, issue price, possibility to limit subscriptions or to allocate non-subscribed securities.

Fifteenth Resolution – Delegation of authority granted to the Board of Directors to issue ordinary Company shares and/or securities conferring entitlement to Company shares (or of another Group company) and/or to the allotment of debt securities, with waiver of preferential subscription rights, by private placement, duration, maximum nominal amount of increase, issue price, possibility to limit subscriptions or to allocate non-subscribed securities.

Sixteenth Resolution – Authorization to increase the number of shares to be issued in the event of excess demand.

Seventeenth Resolution – Delegation of authority granted to the Board of Directors to increase the share capital up to 10% in consideration for contributions in kind made in equity securities and/or securities conferring entitlement to shares.

Eighteenth Resolution – Overall limitation of the authorizations to increase the capital immediately or in the future

Nineteenth Resolution – Delegation of authority granted to the Board of Directors to increase the share capital by issuing Company shares with waiver of preferential subscription rights to employees belonging to a company or group savings plan in accordance with Articles L.3332-18 *et seq.* of the French Labor Code, duration, maximum nominal amount of increase, issue price, possibility to grant free shares as per Article L.3332-21 of the French Labor Code.

Twentieth Resolution – Delegation of authority granted to the Board of Directors to increase the share capital by issuing ordinary Company shares with waiver of preferential subscription rights to employees and directors of the Group subsidiaries located in countries outside France who are not members of a Company savings plan, duration, maximum amount of increase, issue price.

Twenty-first Resolution – Authorization granted to the Board of Directors to grant stock options for new or existing shares to certain employees and/or directors and executive officers of the Company and Group companies, waiver of shareholders' preferential subscription rights, duration, limit, exercise price, maximum option period.

Twenty-second Resolution – Authorization granted to the Board of Directors to award new or existing Company shares for free to employees and/or eligible directors and executive officers of the Company and Group companies, waiver of shareholders' preferential subscription rights, duration, limit, vesting period particularly in case of invalidity and holding period.

Twenty-third Resolution – Authorization granted to the Board of Directors to make use of current authorizations and delegations of authority to increase the share capital in the event of a public tender offer with absence of reciprocity, duration.

Twenty-fourth Resolution – Powers for filing and publication formalities.

THE INGENICO GROUP IN 2012

The consolidated financial data has been drawn up in accordance with International Financial Reporting Standards (IFRS). In order to provide meaningful comparable information, this data has been presented on an adjusted basis, i.e. restated to reflect the depreciation and amortization expenses arising on the acquisition of new entities. Pursuant to IFRS 3 and to IFRS3R, the purchase price for new entities is allocated to the identifiable assets acquired and subsequently amortized over specified periods.
As of 2012, foreign exchange gains and losses from conversion of operations denominated in foreign currency (including the effective portion of any related hedging instruments) are now recognized in cost of sales, instead of net finance costs. The income statements as at December 31, 2011 have been restated to facilitate comparison.
The main financial data for 2012 has been analyzed on an adjusted basis, i.e., before purchase price allocation (PPA).
To facilitate the assessment of Ingenico's performance in 2012, revenue and key financial figures for 2011 have been restated from January 1, 2011 to reflect the change in the scope of consolidation which occurred during 2011 fiscal year (acquisition of TNET, Paycom and XIRING) and the change in the recognition of foreign exchange gains and losses arising from conversion of transactions denominated in foreign currency (2011 proforma restated). Changes in scope that occurred in 2012 (Roam Data, Arcom) were not restated.
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 distributed to employees and officers.
EBIT (Earnings Before Interest and Taxes) is equal to profit from current operations, 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.
Following IAS 18, revenue from certain activities related to transaction services operated by the Group (TransferTo and "Credit Acquiring" of easycash) is presented gross without deducting TransferTo's payments to operators and interchange fees paid by easycash for credit acquiring, respectively.

Key Figures

(in million euros)	**2012**	**2011 Pro forma restated**	**2011 Reported restated**
Revenue	**1,206**	**1,022**	**1,001**
Adjusted gross profit	**513**	**425**	**413**
As % of revenue	***42.5%***	***41.6%***	***41.3%***
Adjusted operating expenses	**(323)**	**(272)**	**(263)**
Profit from ordinary activities, adjusted (EBIT)	**190**	**153**	**151**
As % of revenue	***15.7%***	***14.9%***	***15.1%***
Profit from operating activities	**164**	-	**107**
Net profit	**100**	-	**58**
Net profit attributable to shareholders	**97**	-	**56**
EBITDA	**223**	**184**	**180**
As % of revenue	***18.5%***	***18.0%***	***18.0%***
Free Cash Flow	**125**	-	**69**
Net debt	**75**	-	**110**
Equity attributable to shareholders	**689**	-	**623**

Financial Data

Reported revenue up by 14%

	Full year 2012			Fourth quarter 2012		
		Change 2012/2011			Change 2012/2011	
	M€	Comparable	Reported	M€	Comparable	Reported
Europe-SEPA	**507**	9%	12%	131	-2%	-1%
Latin America	**211**	29%	22%	66	31%	22%
Asia-Pacific	**207**	13%	23%	73	27%	35%
North America	**91**	9%	17%	31	3%	9%
EEMEA	**90**	16%	17%	26	-2%	0%
Central Operations	**100**	23%	98%	25	18%	56%
TOTAL	**1,206**	**14%**	**20%**	**353**	**10%**	**13%**

Performance for the year

In 2012, Group revenue totaled €1.206 million, up by 20 percent on a reported basis. This included a positive foreign exchange impact of €25 million. Total revenue included €981 million generated by the Payment Terminal activity (hardware, servicing and maintenance) and €225 million generated by Transaction Services.

All regions contributed to the Group's overall strong performance. During the year, Ingenico took full advantage of the changing competitive landscape and high growth in the emerging markets[1], whose share of total revenue increased from 45 percent in 2011 to 48 percent.

- The pace has accelerated in Latin America, the main driver being extremely strong growth in Brazil, where the Group has taken advantage of a rapidly expanding payment terminal business and a greater share of the market.
- Rapid growth has continued in Asia-Pacific, as Ingenico has consolidated its strong foothold in China and expanded its market presence in Southeast Asia, notably in Indonesia.
- Business in the EEMEA region is up. In particular, sales activity has increased in Russia where Ingenico strengthened its direct presence by acquiring its distributor during the year.

Sales performance was likewise very strong in Europe. In Payment Terminals, Ingenico took full advantage of a changing competitive landscape in the most important markets, above all in the United Kingdom, France and Central Europe.

And finally, as expected, business grew in North America. Sales were up in the U.S., where the Group marketed its Telium terminal range (EMV and contactless) to large retail, but also to a lesser and increasing extent to merchants through distributor networks and ISOs (Independent Sales Organizations).

The Group's Central Operations division reported growth, due to expanding business for TransferTo.

Services, Maintenance and Transactions accounted for 30 percent of total revenue, with Transactions alone contributing 19 percent, up approximately 2 points compared with the reported figure for 2011.

Gross margin high

The Group's reported gross profit amounted to €513 million, compared with €413 million in 2011 (restated). Gross profit included €0.6 million of amortization expense on allocated assets. Gross profit increased by 120 basis points to 42.5% mainly thanks to higher gross profit in Payment Terminals (hardware, servicing and maintenance).

On a pro forma basis, gross margin increased by 90 basis points to 42.5 percent in 2012. The main driver of this performance was the 200 basis-point increase in gross margin in Payment Terminals (hardware,

(1) The term "emerging markets" refers here to Latin America, Asia-Pacific, EEMEA and TransferTo.

servicing and maintenance) to 44.4 percent of revenue, mostly due to strong volume growth and the Group's procurement power.

Gross profit on Transaction Services was 34.4 percent, compared with 37.4 percent in 2011 on a pro forma basis, reflecting TransferTo's growth, which has a dilutive impact on gross profit. Excluding TransferTo, gross profit was 44.3 percent in 2012 versus 44.7 percent in 2011 pro forma.

Operating expenses under control

Reported operating expenses for the Group stood at €349 million in 2012 as compared to €288 million in 2011 and represented 28.9% of revenue. This increase was primarily attributable to higher performance-based sales expenses, along with R&D investments in future sources of growth, particularly in the United States and in the mobile payment segment. The higher general and administrative expenses reflect the move initiated in 2011 to expand support functions at Group and regional level.

(in million euros)	2011 Reported	2011 Pro forma adjusted	2012 Reported	Restatement related to depreciation & amortization charges on acquisitions	2012 Adjusted
Sales & Marketing	97	83	123	(18)	105
Research & Development	77	71	93	(8)	85
General & Administrative	114	118	133	-	133
Total operating expenses	288	272	349	(26)	323
As % of revenue	28.8%	27.2%	28.9%		26.8%

After accounting for Purchase Price Allocation expenses of €26 millions, adjusted operating expenses stood at €323 million, as against €272 million in 2011 on a pro forma basis.
In 2012, adjusted operating expenses were stable at 26.8 percent of revenue, against 26.7 percent of revenue in 2011 (pro forma).

As expected, adjusted operating expenses in the second half of 2012 were stable at €163 million against €160 million in the first half, notably as the result of a decrease in general and administrative expenses. The Group thus drove operating expenses down by 490 basis points to 24.6 percent of revenue compared with the first half of 2012.

Increase in EBITDA

Reported EBITDA increased by 24 percent to €223 million, up from €180 million in FY2011 (restated reported figures). The EBITDA margin was 18.5 percent of revenue, up by 50 basis points.

On a comparable basis, EBITDA increased by 21 percent to €223 million, up from €184 million in 2011 (restated pro forma figures). The EBITDA margin increased by 50 basis points to 18.5 percent of revenue, against restated pro forma 2011.

Increase in EBIT

In 2012, profit from ordinary activities increased by 31% to €163 million, compared with €125 million in 2011 on a restated basis. Operating margin increased by 90 basis points to 13.5 percent of revenue. Profit from ordinary activities included Purchase Price Allocation expenses of €26 million (against €26 million in 2011) based on acquisitions.

On a comparable basis, EBIT increased by 24 percent to €190 million, compared with €153 million in 2011 (restated pro forma figures). The EBIT margin was 15.7 percent of revenue, up by 80 basis points.

Continued significant growth in profit from operations

In 2012, other operating income and expenses showed a net income of €1.0 million, versus an €18 million net expense in 2011. This improvement reflects the positive impact of remeasurement of Roam Data's assets and liabilities after the Group gained control of this entity in February 2012, as well as higher Other expenses in 2011.

in million euros	**2012**	2011 Restated	2011 Reported
Profit from ordinary activities	**163**	125	129
Other income & expenses	**1**	(18)	(18)
Profit from operating activities	**164**	107	111
As a % of revenue	**13.6%**	10.7%	11.1%

After accounting for Purchase Price Allocation expenses and other operating income and expenses, the Group's profit from operations is up by 54 percent to €164 million from €107 million in 2011. Operating margin increased by 290 basis points to 13.6 percent of revenue.

Reconciliation of profit from ordinary activities to EBITDA

(in million euros)	**2012**	2011 Restated	2011 Reported
Profit from ordinary activities	**163**	125	129
Allocated assets amortization	**26**	26	26
Other D&A and changes in provisions	**29**	25	25
Share based payment expenses	**5**	4	4
EBITDA	**223**	180	184

Financial result

(in million euros)	**2012**	2011 Restated	2011 Reported
Interest expenses	**(22)**	(26)	(26)
Income from cash and cash equivalents	**9**	7	7
Net finance costs	**(13)**	(19)	(19)
Foreign exchange gains/(losses)	**0**	(0)	(4)
Other financial income	**(1)**	(4)	(4)
Financial result	**(14)**	(23)	(27)

Net profit attributable to Ingenico S.A. shareholders up by 71 percent to €97 million

(in million euros)	**2012**	2011 restated	2011 reported
Profit from ordinary activities	164	107	111
Financial result	(14)	(23)	(27)
Share of profit of equity-accounted investees	(0)	(3)	(3)
Profit before income tax	150	81	81
Income tax	(50)	(23)	(23)
Net profit	100	58	58
Net profit attributable to shareholders	97	56	56

In 2012, the net profit attributable to Ingenico S.A. shareholders was €97 million, up from just €56 million in 2011.

This result includes a decrease in net finance costs to €14 million (down from €26 million in 2011): the non-recurring expenses on the syndicated loan facility refinanced in August 2011 no longer existed, and losses by equity-accounted associates were much lower than in the previous year.

Income tax expense increased from €23 million in 2011 to €50 million in 2012. The tax rate(1) stood at 33.1 percent in 2012, compared with 26.9 percent in 2011, due primarily to the increasing contribution of areas in higher tax jurisdictions in the Group profitability and the lack of factors favorable to deferred tax recognition.

A sound financial position

Total equity attributable to shareholders increased to €689 million.

Net debt decreased to €75 million at December 31, 2012 from €110 million at December 31, 2011.

During the year, Ingenico's operations generated free cash flow of €125 million, up by 82 percent. This increase is mainly attributable to a strong increase in EBITDA to €223 million and good control over working capital, with a surplus of €3 million, versus a €30 million deficit in 2011. This was made possible by strict management of inventories and trade receivables, and by higher net trade payables in a period of strong business expansion. At the same time, Ingenico continued to invest to support Group expansion, with investing activities net of disposals totaling €44 million.

The main cash outflows in 2012 were €14 million in dividend payments (€0.50 per share) in respect of 2011 and the acquisitions carried out during the year, totaling €69 million net of disposals, and in particular: the Group gained a controlling interest in Roam Data, acquired its distributor Arcom in Russia and strengthened its strong positions in China, exercising a put option on Landi shares and forming a joint venture with ZTE to develop a mobile payment acceptance network for merchants in China.

Ingenico's financial ratios at December 31, 2012 demonstrate the Group's sound financial position. The net debt-to-equity ratio was 11 percent, while the net debt-to-EBITDA ratio was 0.3.

2013 Outlook

In a contrasting macroeconomic environment, the Group began 2013 with full confidence in its ability to sustain the momentum – in terms of both revenue and profitability – thanks to its excellent positioning, its wide range of solutions and its recent strategic investments.

Early in the year, business seems to be holding up well and should continue to expand in emerging markets and in North America. It should be noted that 2011 represents a very high basis of comparison, given that independent of underlying economic conditions, revenue in that period was particularly high in the Europe-SEPA Region and in Latin America as the competitive landscape changed significantly.

In this context and not including the impact of the Ogone acquisition, which should be completed by the end of the first quarter, Ingenico should post a revenue growth greater than or equal to 8% on a comparable basis (on a like-for-like basis at constant exchange rates) and an EBITDA margin growth of 18.5% or higher.

EXHIBIT 1: Income statement, Balance Sheets, Cash Flow statements

Basis of preparation of the 2012 financial statements

The consolidated financial data has been drawn up in accordance with International Financial Reporting Standards (IFRS). In order to provide meaningful comparable information, this data has been presented on an adjusted basis, i.e. restated to reflect the depreciation and amortization expenses arising on the acquisition of new entities. Pursuant to IFRS 3 and to IFRS3R, the purchase price for new entities is allocated to the identifiable assets acquired and subsequently amortized over specified periods.

As of 2012, foreign exchange gains and losses from conversion of operations denominated in foreign currency (including the effective portion of any related hedging instruments) are now recognized in cost of sales, instead of net finance costs. The income statements as at December 31, 2011 have been restated to facilitate comparison and are available in Exhibit 3.

The main financial data for 2012 has been analyzed on an adjusted basis, i.e., before Purchase Price Allocation (PPA) – see Exhibit 4.

To facilitate the assessment of Ingenico's performance in 2012, revenue and key financial figures for 2011 have been restated from January 1, 2011 to reflect the change in the scope of consolidation which occurred during 2011 fiscal year (acquisition of TNET, Paycom and XIRING) and the change in the recognition of foreign exchange gains and losses arising on conversion of transactions denominated in foreign currency (2011 pro forma restated).

Following IAS 18, revenue from certain activities related to transaction services operated by the Group (TransferTo and "Credit Acquiring" of easycash) is presented gross without deducting TransferTo's payments to operators and interchange fees paid by easycash for credit acquiring, respectively.

EBITDA (Earnings Before Interest, Taxes, Depreciation, and Amortization) 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 distributed to employees and officers. The reconciliation between profit from current operations and EBITDA is available in Exhibit 4.

EBIT (Earnings Before Interest and Taxes) is equal to profit from current 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.

EXHIBIT 2:
Income statement, Balance Sheets, Cash Flow statements

1. OVERVIEW OF AUDITED CONSOLIDATED INCOME STATEMENT

(in millions of euros)	2012	2011 Published	2011 Restated*
REVENUE	**1 206**	**1 001**	**1 001**
Cost of sales	(694)	(584)	(588)
GROSS PROFIT	**513**	**417**	**413**
Distribution and marketing costs	(122)	(97)	(97)
Research and development expenses	(93)	(77)	(77)
Administrative expenses	(133)	(114)	(114)
PROFIT FROM ORDINARY ACTIVITIES	**163**	**128**	**125**
Other operating income	10	1	1
Other operating expenses	(9)	(19)	(19)
PROFIT FROM OPERATING ACTIVITIES	**164**	**111**	**107**
Finance income	51	58	58
Finance costs	(65)	(85)	(81)
NET FINANCE COSTS	**(14)**	**(27)**	**(23)**
Share of profit of equity-accounted investees	(0)	(3)	(3)
PROFIT BEFORE INCOME TAX	**150**	**81**	**81**
Income tax expense	(50)	(23)	(23)
PROFIT FOR THE PERIOD	**100**	**58**	**58**
Attributable to:			
• owners of Ingenico S.A.	97	56	56
• non-controlling interests	3	2	2
EARNINGS PER SHARE (in euros)			
Net earnings			
• Basic earnings per share	**1,87**	**1,11**	**1,11**
• Diluted earnings per share	**1,80**	**1,09**	**1,09**

As of 2012, exchange gains or losses arising on translation of operating revenues and expenses denominated in foreign currency (including the effective portion of any related hedging instruments) are recognized in Cost of sales, instead of Net finance costs as in prior years. To facilitate comparison, the 2011 and 2010 income statements have been restated. Accordingly, exchange gains of €3.545.000 were reclassified from Net finance costs to Cost of sales in 2012, exchange losses of €3.750.000 in 2011 and exchange gains of €285.000 in 2010.

2. OVERVIEW OF AUDITED CONSOLIDATED BALANCE SHEETS

ASSETS

(in millions of euros)	**2012**	**2011**
NON-CURRENT ASSETS		
Goodwill	551	529
Other intangible assets	148	152
Property, plant and equipment	38	34
Investments in equity-accounted investees	9	18
Financial assets	4	5
Deferred tax assets	27	24
Other non-current assets	21	20
TOTAL NON-CURRENT ASSETS	**798**	**782**
CURRENT ASSETS		
Inventories	105	95
Trade and related receivables	332	335
Other current assets	20	11
Current tax assets	4	9
Derivative financial instruments	2	7
Cash and cash equivalents	384	348
Assets classified as held for sale		
TOTAL CURRENT ASSETS	**847**	**805**
TOTAL ASSETS	**1 645**	**1 587**

EQUITY AND LIABILITIES

Share capital	52	52
Share premium account	402	395
Retained earnings and other reserves	217	158
Translation reserve	17	19
EQUITY ATTRIBUTABLE TO INGENICO S.A. SHAREHOLDERS	**689**	**623**
NON-CONTROLLING INTERESTS	**(1)**	**7**
TOTAL EQUITY	**689**	**631**
NON-CURRENT LIABILITIES		
Long-term loans and borrowings	381	428
Provisions for retirement benefit obligations	12	13
Other provisions	18	22
Deferred tax liabilities	39	44
Other non-current liabilities	21	12
TOTAL NON-CURRENT LIABILITIES	**470**	**518**
CURRENT LIABILITIES		
Short-term loans and borrowings	78	30
Other provisions	14	11
Trade and related payables	281	297
Other current liabilities	86	80
Current tax liabilities	21	17
Derivative financial instruments	8	4
Liabilities classified as held for sale		
TOTAL CURRENT LIABILITIES	**487**	**438**
TOTAL LIABILITIES	**957**	**957**
TOTAL EQUITY AND LIABILITIES	**1 645**	**1 587**

3. AUDITED CONSOLIDATED CASH FLOW STATEMENTS

(in millions of euros)	2012	2011
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit for the year	100	58
Adjustments for:		
• Share of profits of equity-accounted investees	0	3
• Income tax expense / (income)	50	23
• Depreciation, amortization and provisions	54	51
• Change in fair value	1	0
• Gains / (losses) on disposal of assets	(9)	1
• Net interest costs	13	22
• Share-based payment expense	5	4
• Interest paid	(14)	(12)
• Income tax paid	(42)	(26)
CASH FLOWS FROM OPERATING ACTIVITIES BEFORE CHANGE IN NET WORKING CAPITAL	**159**	**124**
Change in working capital		
• Inventories	(12)	16
• Trade and other receivables	(2)	(72)
• Trade and other payables	16	26
CHANGE IN NET WORKING CAPITAL	3	(30)
NET CASH FROM OPERATING ACTIVITIES	**162**	**94**
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of non-current assets	(50)	(35)
Proceeds from sale of non-current assets	5	0
Acquisition of subsidiaries, net of cash acquired	(25)	(81)
Disposal of subsidiaries, net of cash disposed of	8	-
Short-term investments	-	1
Loans and advances granted	(3)	(1)
Loan repayments received	3	1
Interest received	9	7
NET CASH FLOW FROM (USED IN) INVESTING ACTIVITIES	**(53)**	**(107)**
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from share capital issues	0	0
Purchase/(sale) of own shares	3	(7)
Proceeds from loans and borrowings	15	463
Repayment of loans and borrowings	(19)	(259)
Changes in the Group's ownership interests in controlled entities (1)	(51)	-
Changes in other financial liabilities	0	-
Changes in the fair value of hedging instruments	0	(0)
Dividends paid	(14)	(5)
NET CASH FLOW USED IN FINANCING ACTIVITIES	**(65)**	**192**
Effect of exchange rates fluctuations	(1)	4
Financial asset reclassified to cash equivalents	-	-
CHANGE IN CASH AND CASH EQUIVALENTS	**43**	**182**
Cash and cash equivalents at beginning of the year	328	146
Cash and cash equivalents at year end (2)	371	328

Comments:

(1) Pursuant to the revised IAS 27, cash flows arising on changes in ownership interests in controlled entities are classified as cash flows from financing activities in the consolidated cash flow statements.

(1) CASH AND CASH EQUIVALENTS		
UCITS (only portion classified as cash)	147	87
Cash on hand	237	261
Bank overdrafts (included in short-term borrowings)	(13)	(20)
TOTAL CASH AND CASH EQUIVALENTS	**371**	**328**

EXHIBIT 3:
Impact of evolution of recognition of foreign exchange gains and losses

As of 2012, foreign exchange gains and losses from translation of operations denominated in foreign currency (including the effective portion of any related hedging instruments) are now recognized in cost of sales, instead of in net finance costs. The income statements for the fiscal year ended December 31, 2011 have been restated to facilitate comparison.

(in million euros)	2011 Reported	Adjust-ments	2011 Reported Restated
Revenue	1001	-	1001
Adjusted gross profit	417	(4)	413
Adjusted operating expenses	(262)	-	(262)
Profit from ordinary activities, adjusted (EBIT)	155	(4)	151
Profit from operating activities	111	(4)	107
Financial result and equity method	(30)	+4	(26)
Net profit before tax	81	-	81
Net profit	58	-	58
Net profit attributable to Shareholders	56	-	56
EBITDA	184	(4)	180

EXHIBIT 4

Impact of purchase price allocation (PPA)

(in millions of euros)	**2012 excl. PPA**	PPA Impact	2012 Reported
Gross Profit	**513**	(-)	513
Operating expenses	**(323)**	(26)	(349)
Profit from ordinary activities	**190**	(26)	164

Reconciliation of profit from ordinary activities to EBITDA

EBITDA represents profit from ordinary activities, restated to include the following:

- Provisions for impairment of tangible and intangible assets, net of reversals (including impairment of goodwill or other intangible assets with indefinite lives, but not provisions for impairment of inventories, trade and related receivables and other current assets), and provisions for risks and charges (both current and non-current) on the liability side of the balance sheet, net of reversals.
- Expenses related to the restatement of finance lease obligations on consolidation.
- Expenses recognized in connection with the award of stock options, free shares or any other payments to be accounted for using IFRS 2, Share-based Payment.
- Changes in the fair value of inventories in accordance with IFRS 3, Business Combinations, i.e. determined by calculating the selling price less costs to complete and sell.

Reconciliation

(in millions of euros)	**2012**	2011 Pro forma Restated	2011 Reported Restated
Profit from ordinary activities	**163**	127	125
Allocated assets amortization	**26**	26	26
EBIT	**190**	153	151
Other amortization and provisions for liabilities	**29**	27	25
Share based payment expenses	**5**	4	4
EBITDA	**223**	184	180

INGENICO SA

FIVE-YEAR FINANCIAL SUMMARY

(in thousands of euros)

Reporting date (12-month accounting period)	31/12/2008	31/12/2009	31/12/2010	31/12/2011	31/12/2012
CAPITAL AT YEAR END					
Share capital in thousands of euros	47,792	48,637	51,512	51,980	52,488
Number of ordinary shares issued	47,791,674	48,637,135	51,511,971	51,980,303	52,487,658
TRANSACTIONS AND RESULTS					
Revenue (excluding tax)	344,366	346,505	404,301	397,857	474,646
Profit before income taxes, profit-sharing, depreciation, amortization and provisions	45,067	37,881	32,964	36,268	125,782
Income tax receivables	191	9,457	3,523	(1,453)	6,883
Employee profit-sharing					
EPS after income taxes, profit-sharing, depreciation, amortization and provisions	23,416	32,454	(4,849)	7,509	92,741
Dividends distributed	11,947	14,516	17,764	25,990	
RESULTS PER SHARE *(in euros)*					
EPS after income taxes, profit-sharing, but before depreciation, amortization and provisions	0.94	0.58	0.57	0.73	2.27
EPS after income taxes, profit-sharing, depreciation, amortization and provisions	0.49	0.67	(0.09)	0.14	1.77
Dividend per share*	0.25	0.30	0.35	0.50	0.70
PERSONNEL					
Average number of employees	340	414	481	641	744
Total payroll	26,791	36,669	44,775	54,730	62,305
incl. free share grants	3,711	7,137	6,441	5,708	1,966
Total benefits, incl. social security expenses	11,533	14,522	18,709	22,629	31,941

* *Dividend per share proposed at the Combined Ordinary and Extraordinary Shareholders' Meeting of April 29, 2013.*

PRESENTATION OF THE DRAFT RESOLUTIONS PROPOSED TO THE ANNUAL GENERAL SHAREHOLDERS MEETING

ORDINARY RESOLUTIONS

The first and second resolutions relate respectively to the approval of the parent company financial statements and the consolidated financial statements for 2012.

First Resolution – *Approval of the parent company financial statements for the financial year ended December 31, 2012*
The shareholders, having reviewed the reports from the Board of Directors, the Chairman and the Statutory Auditors' Report on the financial year ended December 31, 2012, hereby approve the parent company's financial statements as presented, which show a net profit of €92,740,776.38.
The shareholders approve the amount of expenses and charges as defined in Article 39-4 of the French General Tax Code, i.e. €58,766, as well as the related tax liability.
As a result, the shareholders decide to grant discharge to the directors for the performance of their management duties for the financial year ended December 31, 2012.

Second Resolution – *Approval of the consolidated financial statements for the financial year ended December 31, 2012*
The shareholders, having reviewed the reports from the Board of Directors, the Chairman and the Statutory Auditors' Report on the financial year ended December 31, 2012, hereby approve the consolidated financial statements as presented.

In the third resolution, the Board of Directors proposes to the Annual General Meeting to distribute a dividend of €0.70 per share to be paid out of the distributable profit. The entire dividend amount is eligible for the 40% tax reduction mentioned in Article 158-3-2 of the French Tax Code where applicable.

The fourth resolution is related to the option to receive the dividend in cash or in shares, which must be exercised between May 7, 2013 and May 24, 2013, inclusive. At the end of this option period, the dividend can only be paid in cash.

The cash payment or issue of new shares in payment of the dividend shall occur on June 3, 2013.

Third Resolution – *Allocation of profit for the financial year and dividend*
The shareholders, upon the recommendation of the Board of Directors, hereby resolve to allocate the net profit for the financial year ended December 31, 2012, in the following manner:

2012 net results

- Net profit for the year 2012 .... €92.740.776.38
- Retained earnings .... € 397.275.00
- *Total €93.138.051.38*

Allocation

- Legal reserve .... € 50,000.00
  - *Distributable profit €93,088,051.38*
- Dividends* €36,741,360.60
  Composed of:
  - Initial dividend: *€ 1,837,068.03*
  - Complementary dividend: €34,904,292.57
- Carried forward to Retained Earnings €56,346,690.78

* *The total amount of the dividend of €36,741,360.60 is based on the number of shares with dividend rights equal to 52,487,658, including shares owned by the Company. The dividend payable on the shares owned by the Company shall be allocated to the Retained Earnings account at the time of payment. The total dividend amount and, as a consequence, the amount of retained earnings, shall be adjusted according to the number of its shares held by the Company on the dividend payment date and, if applicable, the new shares entitled to dividends resulting from the exercise of stock options, conversion of OCEANE bonds into new shares and vesting of new free shares until the date of the Annual General Shareholders Meeting.*

The Retained Earnings account shall therefore be increased to €56,346,690.78.

The shareholders acknowledge that the total gross dividend per share is set at €0.70, and that the entire amount distributed as dividends is eligible for the 40% tax reduction mentioned in Article 158-3-2 of the French Tax Code.

The ex-dividend date is May 7, 2013. Dividends shall be paid on June 3, 2013.

The total amount of the dividend paid and the amount allocated to the Retained Earnings account shall be adjusted for any difference between the number of shares entitled to dividends and the 52,487,658 shares of the share capital as at December 31, 2012.

Pursuant to Article 243 bis of the French Tax Code, the shareholders note that the net dividends paid for the last three financial years were as follows:

	Dividends eligible for tax reduction		
For the financial year	Dividends	Other amounts distributed	Dividends not eligible for tax reduction
2009	€14,531,237.70* or €0.30 per share	-	-
2010	€18,036,068.05* or €0.35 per share	-	-
2011	€25,592,876.50* or €0.50 per share	-	-

* *Including dividends paid in shares.*

Fourth Resolution – *Option to receive dividends in cash or in shares*

The shareholders, after review of the Report of the Board of Directors and in accordance with Article 23 of the Company's Articles of Association, having noted that the entire issued share capital has been fully paid up, hereby resolve to grant to each shareholder, out of the total net dividend amount and in relation to the shares held, the option to receive the dividend in cash or in newly-issued shares.

The price for shares issued as stock dividend shall be equal to 90% of the average share quoted during the twenty trading sessions preceding the date of this Meeting, less the net amount of the dividend, in accordance with Article L.232-19 of the French Commercial Code.

This option is applicable to the entire amount of dividend distributed, i.e., €0.70 per share.

If the net dividend amount to be distributed in shares does not divide up into a whole number of shares, the shareholder may decide:

- either to receive the next lower whole number of shares, with a balancing cash payment paid on option date;
- or to receive the next higher whole number of shares, with the difference paid up in cash.

Shareholders opting for a dividend paid in shares must exercise this option between May 7, 2013 and May 24, 2013, inclusive, through the relevant financial intermediaries authorized to pay the dividend. At the end of this option period, the dividend can only be paid in cash.

Dividends for those shareholders who opt for a cash payment are payable on June 3, 2013. Those shareholders who opt for a stock dividend will receive the newly-issued shares on the distribution date for cash dividends, i.e., June 3, 2013.

Payment of the cash dividend shall be made on June 3, 2013.

The effective date of the shares issued as stock dividend shall be January 1, 2013.

The shareholders hereby resolve to grant the necessary powers to the Board of Directors, with the option of sub-delegation, to perform all actions required to implement this resolution, to record the number of shares issued and the capital increase arising from the new shares issued as stock dividend, to amend the Articles of Association accordingly and to proceed with the publication and filing formalities.

In the fifth resolution, shareholders acknowledge that no new regulated related party agreement as defined by Articles L.225-38 et seq. of the French Commercial Code, has been concluded and that the agreements previously approved continued to be effective during the 2012 financial year.

In addition, in accordance with Article L.225-42-1 of the French Commercial Code, agreements concluded between the Company and its directors and executive officers must be approved by the General Shareholders Meeting upon each appointment renewal. In consideration of Mr. Philippe Lazare's reelection as Chief Executive Officer on May 3, 2012, your approval is requested on the sixth resolution on the indemnification agreement concluded between the Company and Mr. Philippe Lazare referred to in the statutory auditors' special report. No amendments were made to this agreement since the General Shareholders Meeting of May 3, 2012.

Fifth Resolution – *Special report of the statutory auditors on related party agreements*
The shareholders, having reviewed the Special Report of the Statutory Auditors, hereby acknowledge that the report indicates that no new related party agreement, as defined by Articles L.225-38 et seq. of the French Commercial Code, was concluded during the preceding financial year.

Sixth Resolution - *Special report of the statutory auditors on an agreement concluded with Mr. Philippe LAZARE*
Deliberating on the Special Report of the Statutory Auditors on related party agreements as presented, the shareholders hereby approve, as may be required and in consideration of his reelection as Chief Executive Officer, the agreement concluded between Mr. Philippe LAZARE, Chairman of the Board and Chief Executive Officer, and the Company in relation to indemnities to be received in the event of termination of his mandate.

The seventh and eighth resolutions concern the appointment of a new co-statutory auditor to replace CGEC and a new substitute co-statutory auditor, Mr. Daniel Boulay, who have both resigned.

Your approval is requested on the following appointments to replace the resigning co-statutory auditors:

- *MAZARS, Tour Exaltis, 61 rue Henri Regnault, 92075 Paris La Défense Cedex, France as co-statutory auditor,*
- *Mr. Jean-Louis SIMON, 61 rue Henri Regnault, 92400 Courbevoie as substitute co-statutory auditor*

to serve for the period remaining under the term of appointment of the previous co-statutory auditors, i.e., until the conclusion of the general shareholders meeting deliberating on the financial statements for the year ending December 31, 2015.

Seventh Resolution – *Appointment of MAZARS as new co-statutory auditor in replacement of the resigning co-statutory auditor, CGEC*

The shareholders, deliberating with the requisite quorum and majority for ordinary general meetings, having acknowledged the resignation of one of the Company's co-statutory auditors, Conseil Gestion Expertise Comptable (CGEC), hereby resolve to appoint MAZARS, Tour Exaltis, 61 rue Henri Regnault, 92075 Paris La Défense Cedex as new co-statutory auditor to serve for the period remaining under the term of appointment of the previous co-statutory auditor, i.e., until the conclusion of the general shareholders meeting deliberating on the financial statements for the year ending December 31, 2015.

Eighth Resolution – *Appointment of Mr. Jean-Louis SIMON as new co-statutory substitute auditor in replacement of the resigning co-statutory substitute auditor, Mr. Daniel BOULAY*

The shareholders, deliberating with the requisite quorum and majority for ordinary general meetings, having acknowledged the resignation of one of the Company's co-statutory substitute auditors, Mr. Daniel BOULAY, hereby resolve to appoint Mr. Jean-Louis SIMON, 61 rue Henri Regnault, 92400 Courbevoie as new co-statutory substitute auditor to serve for the period remaining under the term of appointment of the previous co-statutory substitute auditor, i.e., until the conclusion of the general shareholders meeting deliberating on the financial statements for the year ending December 31, 2015.

The ninth resolution proposes to the shareholders to set a total annual amount of €400,000 as directors' attendance fees for the Board of Directors as from the 2013 financial year, in light of the reduction of the number of board members.

Ninth Resolution – *Determination of the attendance fees allocated to the Board of Directors*

The shareholders hereby resolve to allocate a total annual amount of €400,000 as directors' attendance fees for the Board of Directors.

This decision is applicable to the current financial year and valid until or unless revoked by a new resolution.

The tenth resolution authorizes the Board of Directors to purchase Company's own shares on the stock market in accordance with Articles L.225-209 et seq. of the French Commercial Code.
This authorization is granted for a period of eighteen months. The maximum purchase price is 65 euros per share, limited to a maximum 10 percent of the total number of the shares in the share capital.

Tenth Resolution – *Authorization to trade in Company shares granted to the Board of Directors within the scope of Article L.225-209 of the French Commercial Code*

The shareholders, deliberating with the requisite quorum and majority for ordinary general meetings, after review of the Report of the Board of Directors, hereby resolve to authorize the Board of Directors, in accordance with Articles 241-1 to 241-6 of the General Regulations of the *Autorité des marchés financiers* and Regulation No. 2273/2003 of the European Commission of December 22, 2003 and the market practices authorized by the *Autorité des marchés financiers*, to trade in the Company's own shares by any means, on or off the stock market, and on one or more occasions.

The purpose of this authorization is to empower the Company to do the following:

- Hold and use Company shares as a means of exchange or consideration in external growth transactions (in compliance with current laws and regulations and with standard market practices);
- Use Company shares in connection with the exercise of rights attached to Company securities conferring immediate or future entitlement to Company shares through conversion, exercise, redemption or exchange, presentation of a warrant or any other manner, or carry out any hedging transactions in line with Company obligations concerning these securities, in accordance with stock

market regulations and the periods in which the Board of Directors or the person authorized by the Board of Directors shall act;

- Implement any Company stock option plan as set out by Articles L.225-177 *et seq.* of the French Commercial Code, any free share grant in accordance with Articles L.225-197-1 *et seq.* of the French Commercial Code, any award of Company shares for free to employees, directors and executive officers whether as part of their compensation, as a means to allow them to benefit from the growth of the Company, in the context of options exercised, employee shareholding or company savings plans and/or any other form of share allocation programs for employees and/or directors and executive officers of the Group, and to implement any hedging transactions related to these programs under the terms set out by the market authorities and the periods in which the Board of Directors or the person authorized by the Board of Directors shall act;
- Maintain a liquid market for the Company's shares *via* a liquidity contract with an independent investment service provider that complies with a code of ethics approved by the AMF;
- Cancel all or part of the Company shares purchased as part of a capital reduction, provided that the eleventh resolution is passed by this Meeting;
- And, generally, pursue any aims permitted by law or engage in any acceptable market practices, it being understood that in such cases, the Company would issue a statement to inform its shareholders.

The shareholders hereby resolve that the number of Company shares acquired pursuant to this authorization shall not exceed 10% of the total number of the shares in the share capital at the date of purchase, after deducting the number of shares resold for the duration of the program to maintain liquidity of the Company's shares, it being specified that the share acquisitions made by the Company may under no circumstances permit the Company to hold more than 10% of its total share capital, either directly or indirectly. As an example, on the basis of the share capital at December 31, 2012 (divided into 52,487,658 shares), taking into account the 252,637 treasury shares held at that date, the Company would be authorized to purchase up to a ceiling of 4,996,128 shares.

Shares may be acquired by any means that are in accordance with current stock market legislation and the acceptable market practices published by the AMF, including, where applicable, trading in derivatives and options on regulated or over-the-counter markets, provided that use of such means does not significantly increase the volatility of the Company's share price.

The Company reserves the right to make block purchases of stock or to make purchases of stock through a multilateral trading facility or a systematic internalizer. Such block purchases may represent any proportion of the share buyback program, including the entirety thereof. The Company also reserves the right to extend the current authorization to trade in the Company's own shares in the event of public tender or exchange offers involving the Company's stock, or in the event of a public tender offer initiated by the Company, in compliance with current market regulations.

The purchase price per share shall not exceed €65. On the basis of the share capital at December 31, 2012, the maximum consideration the Company could pay, if purchasing shares at the maximum price of €65, would be €324,748,320, including the treasury shares held by the Company at that date.

In the event of capital increases carried out through capitalization of reserves, of free share grants, of stock splits or reverse splits, of depreciation or reduction of the share capital, or of any other transaction affecting the share capital, the aforementioned price shall be adjusted by a multiplier equal to the ratio between the number of shares that made up the share capital prior to the transaction and the number of shares after the transaction.

In order to ensure implementation of the present authorization, the Board of Directors is hereby granted the necessary powers, with the option of sub-delegation, to perform any and all actions, in particular to decide whether a share buyback program is appropriate and to determine the procedures for carrying out such a program, to draft and issue a fact sheet about the program, to place all orders on the stock market, to sign all deeds of transfer or assignment, to make all agreements for the keeping of records of share purchases and sales, to carry out any and all filings to the *Autorité des marchés financiers* and any other body, as well as any and all other formalities, notably allocating or reallocating purchased shares to the different formalities, and generally to do whatever is required.

The present authorization is hereby granted for a period of eighteen months from the date of this Meeting and cancels and replaces the authorization granted to the same effect by the Annual Shareholders' Meeting of May 3, 2012.

EXTRAORDINARY RESOLUTIONS

The purpose of the eleventh resolution is to renew the authorization granted to the Board of Directors to cancel all or part of shares acquired as part of a share buyback program and to reduce the share capital accordingly.
This authorization is granted for eighteen months.

Eleventh Resolution – *Authorization granted to the Board of Directors to cancel Company shares repurchased by the Company under Article L.225-209 of the French Commercial Code*

The shareholders, having reviewed the reports of the Board of Directors and the statutory auditors, hereby resolve:

1) To grant authorization to the Board of Directors to cancel Company shares, upon its sole decision, at any time, on one or more occasions, within the limit of 10% of the share capital during the preceding 24-month period, less any shares cancelled during the preceding 24 months, with respect to Company shares held or purchased in compliance with Article L.225-209 of the French Commercial Code, and to reduce the share capital accordingly as provided for by the applicable laws and regulations.
2) To grant this authorization to the Board of Directors for a period of eighteen months as of the date of this Meeting.
3) To grant all necessary powers to the Board of Directors, with the option of sub-delegation as provided for by law, to perform any and all actions for the above-mentioned cancellation of shares and corresponding capital reduction, to amend the Articles of Association accordingly and to carry out all required formalities.

Twelfth to seventeenth resolutions: Delegations of authority granted to the Board of Directors to increase the Company's share capital
We propose to grant to your Board of Directors for a period of twenty-six months various delegations of authority for the renewal of previous authorizations allowing it, if necessary, to finance projects for the Group's strategic development.
The twelfth resolution authorizes the Board of Directors to increase the Company's share capital by capitalizing reserves, earnings or share premiums.
The nominal amount of capital increase allowed in this case is capped at 10 million euros.

Twelfth Resolution – *Delegation of authority granted to the Board of Directors to increase the share capital through capitalization of reserves, retained earnings and/or share premiums*

The shareholders, deliberating with the requisite quorum and majority for ordinary general meetings, after review of the Report of the Board of Directors, hereby resolve, in accordance with Articles L.225-129-2 and L.225-130 of the French Commercial Code:

1) To delegate its authority to the Board of Directors to increase the share capital, on one or more occasions, in amounts and on dates to be determined at the Board's discretion, by capitalizing reserves, earnings, share premiums or any other accounts for which capitalization is permitted, whether by award of free shares or by increase of the par value of existing shares, or through a combination of the two procedures.

2) That in the event of a capital increase carried out to award free shares pursuant to Article L.225-130 of the French Commercial Code, the rights to fractions of shares are not transferable nor for sale and the shares corresponding thereto shall be sold; the proceeds from the sale of such shares shall be allocated to the holders of the rights to such shares within the period provided for by applicable laws and regulations.

3) To grant this delegation of authority for a period of eighteen months from the date of this Meeting.

4) That any share capital increase arising from this delegation of authority shall not exceed a maximum nominal amount of 10 million euros, excluding the amount as required by law to safeguard the rights of holders of securities conferring entitlement to Company shares.

   This ceiling is not subject to ceilings set out in other resolutions of this Meeting.

5) To grant to the Board of Directors the necessary powers, with the option of sub-delegation, for the implementation of this resolution and, generally, to do whatever is necessary and perform any and all formalities required to ensure the successful completion of each capital increase, to record each capital increase and to amend the Articles of Association accordingly.

6) That the shareholders hereby acknowledge that this delegation of authority cancels any unused delegations granted by way of previous authorizations with the same purpose as of this date.

The <u>thirteenth resolution</u> authorizes the Board of Directors to issue securities conferring immediate or future entitlement to Company shares as part of a capital increase, maintaining shareholders' preferential subscription rights. The maximum nominal amount of capital increases pursuant to this authorization shall not exceed €25 million, i.e., 47.6% of the current share capital.
The maximum nominal amount of bonds and debt securities conferring entitlement to Company shares which may be issued by the Board of Directors pursuant to this authorization is equal to 500 million euros or the equivalent in other currencies.

Thirteenth Resolution – *Delegation of authority granted to the Board of Directors to issue ordinary Company shares and/or securities conferring entitlement to Company shares and/or to the allotment of debt securities, maintaining preferential subscription rights*

The shareholders, deliberating with the requisite quorum and majority for ordinary general meetings, after review of the Report of the Board of Directors and the Special Report of the Statutory Auditors, in accordance with the provisions of the French Commercial Code, particularly Article L.225-129-2, hereby resolve:

1) To delegate its authority to the Board of Directors, with the option of sub-delegation as provided for by law, to increase the share capital, on one or more occasions, in amounts and on dates to be determined at the Board's discretion, denominated either in euros, or in foreign currencies, or in any other accounting unit set up based on a series of currencies, by issuing:

   - ordinary shares,
   - and/or securities conferring immediate or future entitlement, either at any time or on a specified date, to ordinary shares of the Company, whether through subscription, conversion, exchange, redemption, presentation of warrants or by any other means,
   - and/or securities conferring entitlement to the allotment of debt securities.

   In accordance with Article L.228-93 of the French Commercial Code, securities may be issued conferring entitlement to ordinary shares of any company that directly or indirectly holds majority ownership in the Company or of any company in which the Company has, directly or indirectly, more than fifty percent ownership;

2) To grant this delegation of authority for a period of twenty-six months as from the date of this Meeting;

3) To set the following ceilings to any securities issued by means of this delegation of authority:

- the aggregate nominal amount of shares issued pursuant to this delegation of authority shall not exceed €25,000,000, excluding the aggregate nominal amount of supplemental shares to be issued to protect the rights of negotiable securities holders entitled to Company shares, as required by law or, if applicable, to adjust the issuance due to other contractual obligations.
- issue of debt securities on the Company is limited to a maximum nominal amount of 500 million euros.

  These ceilings are not subject to ceilings set out in other resolutions of this Meeting.

4) That in the event the Board of Directors carries out any issuance referred to in paragraph 1) above under this delegation of authority:
   - the Board of Directors shall grant first right of refusal to shareholders of the Company to subscribe to securities in excess of the minimum number to which they have preferential subscription rights, in proportion to the subscription rights they hold and within the limits of their requests,
   - in the event that the entire issue referred to above is not fully subscribed by shareholders' subscriptions to a higher or lower number of securities, the Board of Directors shall be fully empowered to:
     - limit the issued amount to the amount of subscriptions received, it being specified that with respect to issue of ordinary shares or securities conferring rights to shares, this limit shall apply only if the subscribed amount is at least three-fourths of the amount of the initial issue decided by the Board,
     - freely allot all or part of the unsubscribed securities,
     - sell all or part of the unsubscribed securities through a public offering.
5) To grant to the Board of Directors the necessary powers, with the option of sub-delegation as provided for by law and subject to the limits set forth above, in particular, to determine the terms and conditions of any and all issues carried out, to record the resulting capital increase(s), to amend the Articles of Association accordingly, to resolve at its sole discretion to charge the issuance expenses against the related share premium accounts and to deduct from these share premium accounts the amount necessary to increase the legal reserve to one tenth of the share capital amount after each capital increase, and, generally, to do whatever is required in each case.
6) That the shareholders hereby acknowledge that this delegation of authority cancels any unused delegations granted by way of previous authorizations with the same purpose as of this date.

The <u>fourteenth resolution</u> authorizes the Board of Directors to issue securities conferring immediate or future entitlement to Company shares as part of a capital increase, with waiver of shareholders' preferential subscription rights, by public offering. The maximum nominal amount of capital increases pursuant to this authorization is capped at 10 million euros.

The maximum nominal amount of bonds and debt securities conferring entitlement to Company shares which may be issued by the Board of Directors pursuant to this authorization is equal to 500 million euros or the equivalent in other currencies.

These ceilings shall be deducted from the global ceiling of 10 million euros (or 19% of the current share capital) on capital increases and 500 million euros on debt securities as determined by the eighteenth resolution.

Fourteenth Resolution – *Delegation of authority granted to the Board of Directors to issue ordinary Company shares and/or securities conferring entitlement to Company shares and/or to the allotment of debt securities, with waiver of preferential subscription rights by public offering and/or in compensation for a public exchange offer*

The shareholders, after review of the Report of the Board of Directors and the Special Report of the Statutory Auditors, in accordance with the provisions of the French Commercial Code, particularly Article L.225-136, hereby resolve:

1) To delegate its authority to the Board of Directors to increase the share capital through public offering on the French and/or foreign stock markets, on one or more occasions, in amounts and on dates to be determined at the Board's discretion, denominated either in euros, or in foreign currencies, or in any other accounting unit set up based on a series of currencies:

   - ordinary shares,
   - and/or securities conferring immediate or future entitlement, either at any time or on a specified date, to ordinary shares of the Company, whether through subscription, conversion, exchange, redemption, presentation of warrants or by any other means,
   - and/or securities conferring entitlement to the allotment of debt securities.

   These securities may be issued as consideration for equity securities contributed to the Company in connection with a public exchange offer which complies with the conditions of Article L.225-148 of the French Commercial Code.

   In accordance with Article L.228-93 of the French Commercial Code, securities may be issued conferring entitlement to ordinary shares of any company that directly or indirectly holds majority ownership in the Company or of any company in which the Company has, directly or indirectly, more than fifty percent ownership.

2) To grant this delegation of authority for a period of twenty-six months as from the date of this meeting;.

3) To set a ceiling of €10,000,000 for the aggregate nominal amount of shares to be issued by means of this delegation of authority.

   This ceiling does not include the nominal amount of supplemental shares, if any, to be issued to protect the rights of negotiable securities holders entitled to Company shares, as required by law or, if applicable, to adjust the issuance due to other contractual obligations.

   The amount of this ceiling shall be deducted from the ceiling on capital increases defined in the eighteenth resolution.

   Issue of debt securities on the Company pursuant to this delegation of authority is limited to a maximum nominal amount of 500 million euros, it being specified that this amount shall be deducted from the ceiling defined in the eighteenth resolution.

4) To waive the preferential subscription rights of existing shareholders to subscribe for any ordinary shares, securities conferring entitlement to company shares and/or debt securities issued pursuant to this resolution, with the option for the Board of Directors to offer a priority period, under the conditions provided for by law, during which shareholders may subscribe securities with right of first refusal.

5) That the consideration received or receivable by the Company for each ordinary share issued pursuant to this delegation of authority, including the price of any individual subscription warrants issued, shall not be less than the minimum provided for by applicable laws and regulations at the time that the Board of Directors decides to avail itself of this delegation of authority.

6) That, in the event securities are issued as consideration for securities contributed in connection with a public exchange offer, the Board of Directors has the necessary powers, in accordance with article L.225-148 of the French Commercial Code and subject to the limits set forth above, to prepare the list

of securities contributed in the exchange, to determine the terms and conditions of issuance, the exchange ratio and, if any, the amount of any balancing cash payment and to determine the issuance procedures.

7) That, in the event that the entire issue referred to in 1) above is not fully subscribed, the Board of Directors shall be fully empowered to:

- limit the issued amount to the amount of subscriptions received, it being specified that with respect to issue of ordinary shares or securities conferring rights to shares, this limit shall apply only if the subscribed amount is at least three-fourths of the amount of the initial issue decided by the Board,
- freely allot all or part of the unsubscribed securities.

8) To grant to the Board of Directors the necessary powers, with the option of sub-delegation as provided for by law and subject to the limits set forth above, in particular, to determine the terms and conditions of any and all issues carried out, to record the resulting capital increase(s), to amend the Articles of Association accordingly, to resolve at its sole discretion to charge the issuance expenses against the related share premium accounts and to deduct from these share premium accounts the amount necessary to increase the legal reserve to one tenth of the share capital amount after each capital increase, and, generally, to do whatever is required in each case.

9) That the shareholders hereby acknowledge that this delegation of authority cancels any previous authorizations with the same purpose.

The fifteenth resolution authorizes the Board of Directors to issue securities conferring immediate or future entitlement to Company shares as part of a capital increase, with waiver of shareholders' preferential subscription rights, by private placement. The maximum nominal amount of capital increases pursuant to this authorization is capped at 10 million euros.

The maximum nominal amount of bonds and debt securities conferring entitlement to Company shares which may be issued by the Board of Directors pursuant to this authorization is equal to 500 million euros or the equivalent in other currencies.

These ceilings shall be deducted from the global ceiling of 10 million euros (or 19% of the current share capital) on capital increases and 500 million euros on debt securities as determined by the eighteenth resolution.

Fifteenth Resolution – *Delegation of authority granted to the Board of Directors to issue ordinary Company shares and/or securities conferring entitlement to Company shares and/or to the allotment of debt securities, with waiver of preferential subscription rights, by private placement*

The shareholders, after review of the Report of the Board of Directors and the Special Report of the Statutory Auditors, in accordance with the provisions of the French Commercial Code, in particular Article L.225-136, hereby resolve:

1) To delegate its authority to the Board of Directors to increase the share capital, on one or more occasions, in amounts and on dates to be determined at the Board’s discretion, on the French and/or foreign stock markets, by way of an offering as defined in Article L.411-2 II of the French Monetary and Financial Code, denominated either in euros, or in foreign currencies, or in any other accounting unit set up based on a series of currencies:

- ordinary shares,
- and/or securities conferring immediate or future entitlement, either at any time or on a specified date, to ordinary shares of the Company, whether through subscription, conversion, exchange, redemption, presentation of warrants or by any other means,
- and/or securities conferring entitlement to the allotment of debt securities.

In accordance with Article L.228-93 of the French Commercial Code, securities may be issued conferring entitlement to ordinary shares of any company that directly or indirectly holds majority ownership in the Company or of any company in which the Company has, directly or indirectly, more than fifty percent ownership;

2) To grant this delegation of authority for a period of twenty-six months as from the date of this Meeting;

3) To set a ceiling of €10,000,000 for the aggregate nominal amount of shares to be issued by means of this delegation of authority;

   This ceiling does not include the nominal amount of supplemental shares, if any, to be issued to protect the rights of negotiable securities holders entitled to Company shares, as required by law or, if applicable, to adjust the issuance due to other contractual obligations.

   The amount of this ceiling shall be deducted from the ceiling on capital increases defined in the eighteenth resolution.

   Issue of debt securities on the Company pursuant to this delegation of authority is limited to a maximum nominal amount of 500 million euros, it being specified that this amount shall be deducted from the ceiling defined in the eighteenth resolution.

4) To waive the preferential subscription rights of existing shareholders to subscribe for any ordinary shares, securities conferring entitlement to Company shares and/or debt securities issued pursuant to this resolution.

5) That the consideration received or receivable by the Company for each ordinary share issued pursuant to this delegation of authority, including the price of any individual subscription warrants issued, shall not be less than the minimum provided for by applicable laws and regulations at the time that the Board of Directors decides to avail itself of this delegation of authority.

6) That, in the event that the entire issue referred to in 1) above is not fully subscribed, the Board of Directors shall be fully empowered to:

   - limit the issued amount to the amount of subscriptions received, it being specified that with respect to issue of ordinary shares or securities conferring rights to shares, this limit shall apply only if the subscribed amount is at least three-fourths of the amount of the initial issue decided by the Board,
   - freely allot all or part of the unsubscribed securities;

7) To grant to the Board of Directors the necessary powers, with the option of sub-delegation as provided for by law and subject to the limits set forth above, in particular, to determine the terms and conditions of any and all issues carried out, to record the resulting capital increase(s), to amend the Articles of Association accordingly, to resolve at its sole discretion to charge the issuance expenses against the related share premium accounts and to deduct from these share premium accounts the amount necessary to increase the legal reserve to one tenth of the share capital amount after each capital increase, and, generally, to do whatever is required in each case.

8) That the shareholders hereby acknowledge that this delegation of authority cancels any previous authorizations with the same purpose.

The purpose of the sixteenth resolution is to renew the authorization granted to the Board of Directors, in accordance with Article L.225-135-1 of the French Commercial Code, to increase within a limit of 15% of the initial issue, the amount of shares or securities issued with or without waiver of shareholders' preferential subscription rights, in the event of excess demand from investors (Greenshoe).

Sixteenth Resolution – *Authorization to increase the number of shares to be issued in the event of excess demand*

The shareholders, deliberating with the requisite quorum and majority for ordinary general meetings, after review of the reports of the Board of Directors and of the Statutory Auditors, hereby resolve that for each issue of ordinary shares or securities conferring entitlement to Company shares which shall be decided by application of the thirteenth to fifteenth resolutions above, the number of securities can be increased according to the conditions set forth in Article L.225-135-1 of the French Commercial Code and within the limits defined by the general meeting, to fulfill any eventual oversubscriptions of shares or securities.

The seventeenth resolution renews the Board of Directors' authorization, in accordance with Article L.225-147 of the French Commercial Code, to issue shares or other securities in exchange for contributions in kind, up to a limit of 10% of the Company's share capital amount. This procedure remains subject to regulations relating to contributions in kind, in particular, those requiring an auditors' report on the evaluation of the contribution in compliance with the aforementioned Article.

This ceiling shall be deducted from the global ceiling of 10 million euros (or 19% of the current share capital) on capital increases as determined by the eighteenth resolution.

Seventeenth Resolution – *Delegation of authority granted to the Board of Directors to increase the share capital up to 10% in consideration for contributions in kind made in equity securities and/or securities conferring entitlement to shares*

The shareholders, deliberating with the requisite quorum and majority for extraordinary general meetings, after review of the reports of the Board of Directors and of the Statutory Auditors, and in accordance with Article L.225-147 of the French Commercial Code, hereby resolve:

1) To delegate its authority to the Board of Directors to proceed, upon report from the independent appraiser on the contribution valuation, with the issue of ordinary shares or securities entitling the holder to ordinary Company shares as compensation for contributions in kind made to the Company, composed of equity securities or negotiable securities entitling holder to Company shares, in cases when the provisions of Article L.225-148 of the French Commercial Code do not apply.

2) That this authorization shall be valid for a period of twenty-six months as from the date of this Meeting.

3) That the aggregate nominal amount of ordinary shares issued within the scope of this authorization shall not exceed 10% of the share capital amount at the date of this Meeting, and such limit would be deducted from the ceiling defined in the eighteenth resolution; it being specified that this amount does not include the nominal amount of supplemental ordinary shares to be issued to safeguard, as required by law or, if applicable, to adjust, the rights of negotiable securities holders entitled to Company shares.

4) To grant to the Board of Directors the necessary powers, with the option of sub-delegation as provided for by law, in particular, to proceed with the approval of the contribution valuation report, to decide the appropriate increase in share capital as a consequence, to record the resulting capital increase, to charge the issuance expenses, if any, against the related share premium accounts, to deduct from these share premium accounts the amount necessary to increase the legal reserve to one tenth of the share capital amount after each capital increase, to amend the Articles of Association accordingly and, generally, to do whatever is required in each case.

5) That the shareholders hereby acknowledge that this delegation of authority cancels any unused delegations granted by way of previous authorizations with the same purpose as of this date.

The <u>eighteenth resolution</u> sets a global ceiling on the maximum nominal amount of share capital increases, immediate or future, with waiver of shareholders' preferential subscription rights, which can be decided by the Board of Directors under the 14th, 15th, 16th and 17th resolutions.
The maximum nominal amount of share capital increases indicated in the above-mentioned resolutions is capped at 10 million euros, or 19% of the current share capital, to which amount shall be added any additional nominal amount of shares to be issued to safeguard the rights of negotiable securities holders entitled to Company shares, as required by law. the maximum global amount of debt securities which may be issued under the 14th, 15th and 16th resolutions shall not exceed 500 million euros.

Eighteenth Resolution – *Overall limitation of the authorizations to increase the capital immediately or in the future*

The shareholders, deliberating with the requisite quorum and majority for extraordinary general meetings, after review of the Report of the Board of Directors, and as a consequence of the resolutions decided above, hereby resolve:

- that the overall limitation on the nominal amount of any share capital increases, immediate or future, which would be decided by the Board of Directors pursuant to the delegations of authority contained in the fourteenth, fifteenth, sixteenth and seventeenth resolutions is 10 million euros, to which shall be added the nominal amount of supplemental shares, if any, to be issued to protect the rights of negotiable securities holders entitled to Company shares, as required by law or, if applicable, to adjust the issuance due to other contractual obligations;
- that the overall limitation on the maximum aggregate nominal amount for issue of debt securities pursuant to the fourteenth, fifteenth, sixteenth and seventeenth resolutions is 500 million euros.

The <u>nineteenth and twentieth resolutions</u> authorize the Board of Directors to issue new shares and/or securities conferring entitlement to Company shares reserved for employees of the Group in France (19th resolution) and for employees and directors and executive officers of Company subsidiaries located outside France (20th resolution).

Nineteenth Resolution – *Delegation of authority granted to the Board of Directors to increase the share capital by issuing Company shares, with waiver of preferential subscription rights, to employees belonging to a company or group savings plan in accordance with Articles L.3332-18 et seq. of the French Labor Code*

The shareholders, after review of the Report of the Board of Directors and the Special Report of the Statutory Auditors, in accordance with Articles L.225-129-6 and L.225-138-1 of the French Commercial Code and Articles L.3332-18 *et seq.* of the French Labor Code, hereby resolve:

1) To authorize the Board of Directors, as it deems necessary and upon its sole decision, to increase the capital, on one or more occasions, by issue of ordinary shares for cash consideration and, if applicable, by free ordinary share grants or other negotiable securities entitled, immediately or in the future, to Company shares, reserved for employees (and directors and executive officers) belonging to a company or group savings plan (as such group is defined in Article L.225,180 of the French Commercial Code).

2) To waive, in favor of the above-mentioned beneficiaries, their preferential subscription rights to subscribe for any securities issued pursuant to this authorization.

3) To grant this delegation of authority for a period of eighteen months from the date of this Meeting.

4) To limit the maximum nominal amount of each share capital increase within the scope of this authorization to 2% of the share capital amount as of the date of decision by the Board of Directors; this limit is not subject to any other ceiling with respect to authorizations granted for capital increases.

5) That subscription price of securities issued within the scope of paragraph 1) of this resolution, shall not be lower nor higher than 20%, or 30% if the plan vesting period is equal to or more than 10 years, in accordance with Articles L.3332-25 and L.3332-26 of the French Labor Code, of the average of the

quoted prices during the twenty stock market trading sessions preceding the date of decision by the Board of Directors relating to the above-mentioned share capital increases and related securities issue.

6) That this delegation of authority cancels any previous authorizations with the same purpose as of this date.

The Board of Directors, with the option of sub-delegation as provided for by law, shall decide whether it make use or not of this authorization, perform all necessary acts and proceed with the requisite formalities.

Twentieth Resolution – *Delegation of authority granted to the Board of Directors to increase the share capital by issuing ordinary Company shares, with waiver of preferential subscription rights, to employees and directors of the Group subsidiaries located in countries outside France who are not members of a Company savings plan*

The shareholders, deliberating with the requisite quorum and majority for extraordinary general meetings, after review of the Report of the Board of Directors and the Special Report of the Statutory Auditors, in accordance with Articles L.225-129-2 and L.225-138 of the French Commercial Code, hereby resolve:

1) To delegate its authority to the Board of Directors, with the option of sub-delegation as provided for by law, to proceed with issuance of ordinary shares of the Company, on one or more occasions, reserved for employees, directors and executive officers of the subsidiaries under the Company's control as defined in Article L.233-16 of the French Commercial Code, located in countries outside France (the "Subsidiaries") paid for either in cash or by offsetting receivables.

2) That (i) the nominal amount of each share capital increase falling within the scope of this authorization shall not exceed 2% of the share capital amount at the date of the decision by the Board of Directors deciding the subscription period, it being specified that this limit does not include the nominal amount of supplemental ordinary shares to be issued to safeguard, as required by law, the rights of securities holders or other rights entitling them to Company shares or, if applicable, to adjust the issuance due to other contractual obligations related thereto; and that (ii) the nominal amount of each share capital increase of the Company, immediate or in the future, resulting in issuance pursuant to this delegation of authority is not subject to any other ceiling with respect to authorizations granted for capital increases.

3) That the shareholders acknowledge that the Board of Directors, with the option of sub-delegation as provided for by law, may decide to issue shares exclusively offered for subscription to the employees of Subsidiaries concurrently with or independently of one or more share subscriptions offered to the existing shareholders, to employees who are members of a group savings plan or to third parties;

4) That the exercise price for subscription for the newly-issued shares shall be determined by the Board of Directors on the date of its decision deciding the start of the subscription period, using one of the following methods at the option of the Board of Directors:

   - the exercise price for subscription shall be equal to the average of the opening prices quoted for the Company shares on the Euronext Paris stock market over the twenty trading days preceding the date of the Board's decision, less a maximum discount of 20%, or
   - the exercise price for subscription shall be equal to the opening price quoted for the Company's shares on the Euronext Paris stock market on the date of the Board's decision, less a maximum discount of 20%, it being specified that the method to be implemented or the amount of discount to be deducted may vary according to the capital increases or the beneficiaries involved.

5) To waive their preferential subscription rights in favor of the employees, directors and executive officers of the Subsidiaries.

6) That the Board of Directors shall be fully empowered, with the option of sub-delegation as provided for by law, to implement this delegation of authority and, in particular, to accomplish the following:

- determine the date, the terms and conditions for the issue of shares with or without premiums, and determine the aggregate number of shares to be issued,
- establish the list of beneficiaries among the employees, directors and executive officers of Subsidiaries, and determine the number of shares to which each of them shall be allowed to subscribe,
- set the exercise price of the stock subscription, in compliance with the methods set forth in 4) above,
- set the terms of payment for the shares within the statutory framework,
- set the date from which the shares to be issued shall carry dividend rights,
- proceed, if need be, to charge any costs against the issue premium or premiums, particularly issuance costs,
- request, if need be, the admission of the newly-issued shares to trading on the Euronext Paris stock market or on any other regulated stock market,
- make all agreements required to ensure the successful completion of the planned share issues and amend the Articles of Association accordingly,
- do whatever is necessary to safeguard the rights of holders of securities conferring future entitlement to Company shares in accordance with applicable laws and regulations,
- and generally, determine the terms and conditions for the transactions carried out pursuant to this resolution, record the completion of the capital increases and perform all legal formalities required in accordance with Articles L.225-129-2 and L.225-138 of the French Commercial Code.

7) That this delegation of authority is hereby granted for a period of eighteen months from the date of this Meeting and cancels any unused delegations granted by way of previous authorizations with the same purpose as of this date.

The twenty-first resolution delegates authority to the Board of Directors to grant, on one or more occasions, share subscription or share purchase options to certain directors and executive officers as defined in Article L.225-185 of the French Commercial Code and to personnel as defined by Article L.225-177 of the French Commercial Code, employed by the Company or by affiliated companies (in France or abroad) as defined in Article L.225-180 of the French Commercial Code, especially with respect to the fidelity programs aimed at management teams of newly-acquired companies.

Share subscription or share purchase options allocated to eligible directors and executive officers shall be subject to achievement of performance criteria.
The number of shares which may be subscribed or purchased upon exercise of the stock options shall not exceed 2% of the share capital of the Company on the date of grant by the Board of Directors. This ceiling shall be deducted from the ceiling provided for in the twenty-second resolution.

The share subscription or share purchase price shall be determined by the Board, in accordance with applicable law and regulations with no discount.

The vesting period for stock options shall not exceed ten years from the date of grant. This authorization shall be valid for thirty-eight months as from the date of the General Shareholders Meeting.

Twenty-first Resolution – *Authorization granted to the Board of Directors to grant stock options for new or existing shares to certain employees and/or directors and executive officers and, in particular, with respect to the fidelity programs aimed at management teams of newly-acquired companies*

The shareholders, after review of the Report of the Board of Directors and the Special Report of the Statutory Auditors, hereby resolve:

- To authorize the Board of Directors, in accordance with Articles L.225-177 to L.225-185 of the French Commercial Code, to grant stock options on more or more occasions to the beneficiaries listed below entitling them to subscribe for shares issued by the Company in connection with a capital increase or to purchase existing Company shares repurchased by the Company as provided for by law;
- That this authorization is valid for a period of thirty-eight months from the date of this Meeting;
- That only the following persons shall be eligible to receive these stock options:
    - the employees, certain employees or specific categories of employees of Ingenico and, where applicable, the Subsidiaries, and
    - the directors and executive officers of the Company and the Subsidiaries who fulfil the requirements set forth in Article L.225-185 of the French Commercial Code;
- That share subscription or share purchase options granted under this authorization shall be acquired at the end of a minimum vesting period of not less than two years, to be determined by the Board of Directors, provided the beneficiaries hold the shares for an additional mandatory holding period of not less than two years following vesting.

  However, if the vesting period for all or part of several grants would be a minimum of four years, the Board of Directors is authorized to waive any further holding period thereafter for the vested shares;
- That performance criteria established by the Board of Directors shall determine the conditions and number of share subscription or share purchase options granted to the eligible directors and executive officers as mentioned above;
- That the maximum number of shares subscribed or purchased by way of stock options awarded by the Board of Directors under this authorization shall not exceed 2% of the Company's share capital amount as of the date of initial grant, it being noted that the total number of shares to be subscribed or purchased under stock option grants shall be deducted from the ceiling defined in the twenty-second resolution.
- That the share subscription price and/or purchase price to be paid by the beneficiaries shall be determined on the date of the Board of Directors' decision granting the stock options.

  With respect to stock options, the price for share subscription shall not be lower than the average of the opening prices of the Company share quoted during the twenty trading sessions of the Paris Euronext market preceding the date of grant by the Board of Directors. With respect to share purchase options, the purchase price exercised by the beneficiaries shall not be lower than the average purchase price of the treasury shares held by the Company as per Articles L.225-208 and L.225-209 of the French Commercial Code.
- That this authorization provides for express renunciation from time to time of shareholders' preferential subscription rights for shares issued in favor of the beneficiaries at the end of each vesting period.
- To grant all necessary powers to the Board of Directors to determine the other terms, conditions and procedures for granting and exercising the stock options and, in particular, to accomplish the following:
    - Determine the terms and conditions for granting the stock options and establish the list of beneficiaries or determine which categories of employees shall be eligible as provided for above, and, where applicable, define any seniority eligibility requirements; decide on the conditions

requiring adjustment of the price and number of shares, specifically in connection with the possible circumstances described in Articles R.225-137 to R.225-142 of the French Commercial Code;

- For options granted to directors and executive officers falling within the scope of the above-mentioned articles, determine whether the shares shall be vested before termination of their functions or determine the number of shares issued upon vesting which the latter shall be required to hold in their own name until the end of their mandate;
- Set the vesting period(s) for stock options granted, it being understood that the stock options must be exercised within a period of ten years from the date of grant;
- Provide for suspension of the exercise of the stock options for a period not to exceed three months in the event of financial transactions affecting the exercise of rights attached to Company shares;
- Perform any and all acts necessary to render effective any capital increases carried out pursuant to this authorization, particularly by performing all the formalities required, amending the Articles of Association accordingly and generally doing whatever is necessary for this purpose;
- Charge the share issuance costs against the related share premium accounts and deduct from these premiums the amount necessary to increase the legal reserve to one tenth of the new share capital after each capital increase, as may be decided by the Board of Directors at its sole discretion and as deemed appropriate;

- That this authorization cancels and replaces any previous authorizations with the same purpose.

The purpose of the twenty-second resolution is to renew the Board's authorization to grant Company shares free of charge as performance shares, in particular as part of fidelity programs aimed at management teams of recently-acquired companies.

Thus, as provided for by Articles L.225-129-1 et seq. and L.229-197-1 et seq. of the French Commercial Code, the Board of Directors shall be authorized to grant, on one or more occasions, existing and/or newly-issued Company shares free of charge for the benefit of employees and/or directors of the Company and/or of companies held or controlled directly or indirectly by the Group, pursuant to Article L.225-197-2 of the French Commercial Code.

Final allocation of free shares granted to eligible directors and executive officers of the Company shall be based on achievement of performance criteria.

The total number of shares which can be allotted for free shall not exceed 5% of the Company's share capital amount as of the date of initial grant awarded by the Board of Directors, it being noted that from this ceiling shall be deducted the total number of shares to be subscribed or purchased under stock options as defined in the twenty-first resolution above. This authorization is granted for a period of thirty-eight months as from the date of the General Shareholders Meeting.

Twenty-second Resolution – *Authorization granted to the Board of Directors to award Company shares for free to employees and/or eligible directors and executive officers, in particular, with respect to the fidelity programs aimed at management teams of newly-acquired companies*

The shareholders, after review of the Report of the Board of Directors and the Special Report of the Statutory Auditors, hereby resolve to authorize the Board of Directors to proceed, on one or more occasions, as provided for by Articles L.225-129-1 *et seq.* and L.229-197-1 *et seq.* of the French Commercial Code, to award existing or newly-issued Company shares free of charge for the benefit of:

- employees of the Company or companies held or controlled directly or indirectly by the Group, pursuant to Article L.225-197-2 of the French Commercial Code;

- and/or directors and executive officers of the Company or companies held or controlled directly or indirectly by the Group, pursuant to Article L.225-197-2 of the French Commercial Code.

The total number of shares which can be allotted for free shall not exceed 5% of the Company's share capital amount as of the date of initial grant awarded by the Board of Directors, it being noted that from this ceiling shall be deducted the total number of shares to be subscribed or purchased under stock options as defined in the twenty-first resolution above.

Shares granted for free shall only be acquired at the end of a minimum vesting period of not less than two years to be determined by the Board of Directors; and the beneficiaries shall be required to hold such shares for an additional mandatory holding period of not less than two years after vesting date, to be determined by the Board of Directors.

However, if the vesting period for all or part of several grants would be a minimum of four years, the Board of Directors is authorized to waive any further holding period thereafter for the vested shares.

The performance criteria to acquire the number of shares under share grants to eligible directors and executive officers as mentioned above shall be determined by the Board of Directors.

Exceptionally, final vesting of share grants shall take place before the end of the vesting period in the event any beneficiary corresponds to the second or third category as defined under Article L.341-4 of the French Social Security Code.

The Board of Directors is granted the necessary powers to accomplish, in particular, the following:

- Determine the terms and conditions and, where applicable, the criteria for awarding free shares;
- Determine the beneficiaries to be awarded shares for free as well as the number of shares allotted to each beneficiary;
- Establish the performance criteria for share granted for free to eligible directors and executive officers of the Company and Subsidiaries as defined in Article L.225-197-2 of the French Commercial Code;
- Determine the effect on the beneficiaries' rights of any transactions affecting the Company's share capital or liable to affect the value of the shares awarded and acquired during the vesting and holding periods and, as required, alter or adjust accordingly the number of shares awarded to safeguard the rights of these beneficiaries;
- And as necessary:
  - verify that the Company has sufficient reserves and, at the time of each free share award, transfer the amount required to pay for the new share subscription to an unavailable reserve account,
  - resolve to increase the share capital, on one or more occasions, through capitalization of retained earnings, share premiums or profits at the time when shares are awarded for free,
  - acquire the requisite number of Company shares under the share buyback program and transfer those shares to the free share award plan,
  - take any steps necessary and useful to ensure that the beneficiaries hold their shares for the requisite holding period,
  - generally do whatever is required to implement this authorization in compliance with applicable laws and regulations.

This authorization implies as a matter of law renunciation of shareholders' preferential subscription rights for new shares issued by capitalization of retained earnings, share premiums and profits.

This authorization is valid for a period of thirty-eight months as from the date of this Meeting.

All previous authorizations with the same purpose are hereby cancelled.

The twenty-third resolution renews the Board of Directors' authorization to use its delegations of authority or authorizations during public tender offers with absence of reciprocity. This authorization is granted for eighteen months.

Twenty-third Resolution – *Use of delegations of authority in the event of a public tender offer with absence of reciprocity*

The shareholders, upon review of the Report of the Board of Directors, within the scope of Article L.233-33 of the French Commercial Code, hereby resolve:

- To authorize the Board of Directors to make use, during a public tender offer for Company shares, of delegations of authority and authorizations granted to it by this Meeting and, as appropriate, by the Annual General Shareholders meeting of May 3, 2012.
- That this authorization is valid for a period of eighteen months as from the date of this Meeting.
- That the Board of Directors shall have all necessary powers, with the option of sub-delegation as provided for by law, to make use of this authorization in accordance with the provisions of French Law.

Twenty-Fourth Resolution – *Powers for filing and publication formalities*

The shareholders grant all powers necessary to accomplish the formalities of filing and publication required by law to anyone in possession of an original, copy or extract of this Meeting.

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REQUEST FORM FOR DOCUMENTS
(pursuant to Article R.225-88 of the French Commercial Code)

Request form to detach and return to:

Ingenico S.A. **28/32, boulevard de Grenelle** **75015 Paris** **FRANCE** **ATTN: LEGAL DEPARTMENT**	**Combined Ordinary and Extraordinary Annual General Shareholders Meeting of April 29, 2013 at 10:30 am** **to be held at Maison des Arts et Métiers 9 bis avenue d'Iéna 75116 Paris - FRANCE**

I, the undersigned,

LAST NAME (or Company name): ....

FIRST NAME: ....

ADDRESS..

Postcode........................... City ....

Country: ....

Email address: ....@ ....

I hold .... INGENICO shares *(indicate number of shares)*

Acknowledge having received the documents relating to the Combined Ordinary and Extraordinary General Shareholders Meeting of April 29, 2013 as referred to in Article R.225-81 of the French Commercial Code, i.e. the agenda, draft resolutions and summary presentation of the Company's financial situation during the financial year 2012

Request Ingenico to send me, prior to the Combined Ordinary and Extraordinary General Shareholders Meeting of April 29, 2013, the documents and information referred to in Article R.225-83 of the French Commercial Code*, having noted that they are included in the 2012 Registration Document available in French and in English on the Ingenico website www.ingenico.com/finance

☐ Request for a hard copy of these documents to be sent to the address indicated above

☐ Request for an electronic version of these documents to be sent to the email address above

Date: ....

Signature

* Shareholders who own registered shares may, by way of a single request form, ask the Company to send documents and information as referred to in Articles R. 225-81 and R. 225-83 of the French Commercial Code for this and all future Annual General Shareholders Meetings.