



Further information on criteria for grants of stock options or performance shares

Ingenico wishes to specify that it intends, based on the draft resolutions 21 and 22 submitted to the combined ordinary and extraordinary general shareholders meeting of April 29, 2013, to continue its policy of granting stock options or performance shares as set out in the 2012 Registration Document.

The objective of such policy is specifically to encourage the long-term involvement and commitment of its key management and employees in implementation of the Group's 2016 strategic plan, especially with respect to fidelity programs aimed at the management teams of newly-acquired companies, maintaining the conditions previously applicable, such as continued presence, achievement of at least two internal and external performance criteria evaluated over a period of at least two years, applicable in particular to Executive Committee members. As a reminder, the 2016 objectives are primarily a targeted revenue above €1.8 billion and an EBITDA margin above 20% versus a €1.2 billion revenue and 18.5% EBITDA margin reported in 2012.

Ingenico reiterates the following elements relating to its policy for granting stock options or performance shares as set out in the 2012 Registration Document:

- Stock options or performance shares granted to management are subject to presence and achievement of performance criteria;
- These performance criteria are assessed at the end of a minimum vesting period of two year on a scale from 0 to 100 percent;
- These performance criteria are based on certain internal factors linked to the financial and operational results of the Group and also to external factors such as the performance of Ingenico's listed share price versus the SBF 120 French stock market index.

Also as a reminder, the first joint investment plan was set up in 2010 based on the following criteria:

- (i) An EBITDA target of €178 million in 2011, representing an increase of 50% over the 2009 pro forma EBITDA, to obtain 100% of the free five shares granted for each share invested, in series of ceilings every €3 million up to €166 million, below which no free share shall be granted;
- (ii) An outperformance target of 10 percent of Ingenico's listed share price versus the SBF 120 French stock market index to obtain 100% of the share grant, i.e., two free shares for each share invested, it being specified that an outperformance of less than 5 percent shall not give rise to any free share grant. Calculation of the share price is based on the average value of the Ingenico listed share price versus the SBF 120 French stock market index during the thirty stock market trading sessions preceding December 31, 2009 and during the thirty stock market trading sessions preceding April 15, 2012.

The level of performance which was attained as determined by the Board of Directors is as follows:

- EBITDA for 2011: €184 million, i.e., 3 percent above target;
- Outperformance of the Ingenico listed share price versus the SBF 120 index.

As the Ingenico share subscription allowed for each beneficiary is capped at 80,000 euros and taking into account the level of performance achieved based on the above-mentioned criteria, a total of 462,366 vested shares were allocated to Group management, i.e., seven free shares for each share invested in accordance with the conditions of the above-mentioned plan.

Following up on this initial plan in 2010 and upon recommendation of the Remuneration, Appointment and Governance Committee, the Board of Directors decided to implement another two performance share grant plans in 2012:

- The first joint investment plan is aimed at the executive officers of the Group, including the Executive Committee members. This plan is based on an Ingenico share purchase by the beneficiary up to 80,000 euros for which a maximum of eight shares are granted for free according to above-mentioned criteria, with a greater portion of external performance criteria.
 - (i) An EBITDA target (excluding Ogone) increase of more than 20 percent in 2013 over 2011 to obtain 100% of the share grant, i.e., four free shares for each share invested. No performance share is allocated below the level of 12.5%;
 - (ii) An outperformance target of 15 percent of Ingenico's listed share price versus the SBF 120 French stock market index to obtain 100% of the share grant, i.e., four free shares for each share invested, it being specified that an outperformance of less than 5 percent shall not give rise to any free share grant. Calculation of the share price is based on the average value of the Ingenico listed share price versus the SBF 120 French stock market index during the thirty stock market trading sessions preceding December 31, 2011 and during the thirty stock market trading sessions preceding May 15, 2014.
- The second joint investment plan is for the benefit of top and middle management who receive a performance share grant vested based, on the one hand, on continued employment and, on the other hand, on a performance criteria related to the level of the Group's EBITDA as of December 31, 2013.