NOTICE OF THE

COMBINED ORDINARY AND EXTRAORDINARY ANNUAL SHAREHOLDERS' MEETING TO BE HELD ON MAY 7, 2014 AT 10:30 A.M.

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

Press releases and all other investor information, including documents related to this shareholders' 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 SHAREHOLDERS' MEETING?

The Combined Ordinary and Extraordinary Annual General Shareholders Meeting will take place at 10:30 a.m. on Wednesday, May 7, 2014 at the Maison des Arts et Métiers, 9 bis avenue d'Iéna, 75116 Paris, France. The registration desk will open at 9:45 a.m. and close at 10:30 a.m.
The Annual Shareholders' Meeting is open to all Ingenico shareholders, regardless the number of shares they hold. To take part in the Annual Shareholders' 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 a.m. (Paris time) on May 2, 2014.

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

<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 a.m. on May 2, 2014. 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.
It 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 Shareholders' 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 Shareholders' Meeting</u>
You may vote by ticking box "B", date and sign the form, fill 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. 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 approved 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.

As provided for in Article R. 225-79 of the French Commercial Code, you may also notify proxy appointments and revocations by e-mail using the following procedures:
- If you are a registered shareholder, send an email to the following email address:
ct-mandataires-assemblees-ingenico@caceis.com, indicating your last name, first name, address and the last name and 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, indicating your last name first name, address and complete bank account information, as well as the last name and 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 any case, 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 shareholders whose shares are 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 May 2, 2014 at midnight 0:00 a.m. (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 neither 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 May 2, 2014 to CACEIS Corporate Trust - Service Assemblées Générales Centralisées - 14, rue Rouget de Lisle, 92862 Issy les Moulineaux Cedex 9, France.

Shareholders who have cast a vote by post, given a proxy to another person, or requested an admission card will not have the right to participate in the Shareholders' Meeting in any other way. If you have not received your admission card, you may present this certificate of participation on the day of the Shareholders' Meeting.

AGENDA OF THE COMBINED ORDINARY AND EXTRAORDINARY ANNUAL SHAREHOLDERS MEETING

Ordinary resolutions

First Resolution – *Approval of the parent company financial statements for the year ended December 31, 2013 and approval of non-tax-deductible expenses.*

Second Resolution – Approval of the consolidated financial statements for the year ended December 31, 2013.

Third Resolution – Appropriation of profit for the year and vote on the 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; acknowledgment that no new agreements have been entered into.

Sixth Resolution – Renewal of Mr. Jean-Pierre Cojan's term of office as Director.

Seventh Resolution – Renewal of Mr. Xavier Moreno's term of office as Director.

Eighth Resolution – Renewal of Mrs. Celeste Thomasson's term of office as Director.

Ninth Resolution – Renewal of Mr. Elie Vannier's term of office as Director.

Tenth Resolution – Appointment of Mr. Jean-Louis Constanza in replacement of Mr. Jean-Paul Jainsky as Director.

Eleventh Resolution – Advisory vote on the components of the compensation due or allocated to Mr. Philippe Lazare, the Chairman and Chief Executive Officer.

Twelfth 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

Thirteenth Resolution – Delegation of authority 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.

Fourteenth 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, directors and executive officers of Group subsidiaries having their registered offices outside of France who are not members of a Company savings plan, duration, maximum amount of increase, issue price.

Fifteenth 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.

Sixteenth Resolution – Powers for filing and publication formalities

THE INGENICO GROUP IN 2013

The consolidated financial statements have been drawn up in accordance with International Financial Reporting Standards (IFRS). In order to provide meaningful comparable information, these data have 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.

The main financial data for 2013 have been analyzed on an adjusted basis, i.e., before purchase price allocation (PPA).

For entities consolidated in 2013 (including Ogone, effective January 1, 2013), the data for 2012 have not been 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 is not an accounting term; it is a financial metric defined here as profit from ordinary activities before depreciation, amortization and provisions, and before expenses for shares distributed to employees and officers.

EBIT (Earnings Before Interest and Taxes) is equal to profit from ordinary activities, adjusted for amortization of the purchase price for newly acquired entities allocated to the identifiable assets acquired.
Free cash flow is equal to EBITDA less cash and other operating income and expenses, changes in working capital requirements, investing activities net of disposals, financial expenses net of financial income, and tax paid.

Key figures

(in millions of euros)	**2013**	2012
Revenue	**1371**	1,206
Gross profit	**600**	513
As a % of revenue	**43.8%**	42.5%
Adjusted operating expenses	**(361)**	(323)
Profit from ordinary activities, adjusted (EBIT)	**239**	190
As a % of revenue	**17.4%**	15.7%
Profit from operations	**187**	164
Net profit	**113**	100
Net profit attributable to Ingenico S.A. shareholders	**114**	97
EBITDA	**279**	223
As a % of revenue	**20.3%**	18.5%
Free cash flow	**177**	125
Net debt	**296**	75
Equity attributable to Ingenico S.A. shareholders	**767**	689

Financial data

Revenue up 14 percent

	FY 2013			Q4 2013		
	€m	% change		€m	% change	
		Comparable	Reported		Comparable	Reported
Europe-SEPA	**593**	7%	17%	163	13%	23%
Latin America	**189**	0%	-10%	37	-35%	-44%
Asia-Pacific	**241**	21%	17%	68	-1%	-7%
North America	**124**	42%	36%	42	45%	37%
EEMEA	**120**	40%	33%	33	39%	28%
Central Operations	**104**	12%	4%	24	26%	-5%
Total	**1,371**	14%	14%	367	6%	4%

Performance for the year

In 2013, revenue totaled €1,371 million, representing a 14 percent increase on a reported basis, including a €55 million contribution from Ogone and a negative foreign exchange impact of €52 million. Total revenue included €1,074 million generated by the Payment Terminal business (hardware, services, and maintenance) and €297 million generated by Transaction Services.

On a comparable basis,[1] revenue was 14 percent higher than the 2012 pro forma amount, due to growth across all segments. Growth in the Payment Terminals business remained vigorous at 14 percent, thanks to the Group's multi-local footprint. Transaction Services revenue increased by a healthy 11 percent. On a pro forma basis and excluding TransferTo,[2] growth improved from 8 percent in 2012 to 13 percent, driven by the merger of Ogone into the Group.

The Group's performance is fueled by a strategy based on a geographically differentiated product and service offer.

Ingenico has further strengthened its position in the Europe-SEPA region, where a diversified geographical presence has maintained terminal sales at a respectable level. At the same time, the Group has intensified its strategic shift to services through the process of integrating Ogone, an entity with 32 percent revenue growth.

As expected, growth in North America accelerated as Ingenico marketed its EMV payment solutions in the United States (with growth exceeding 70 percent) to large retail outfits, and to an increasing extent to merchants through distributor networks.

Strong growth also continued in Asia-Pacific (particularly in China and Indonesia) and in EMEA (especially in Russia), where the Group has an increasingly dense sales network. In Latin America, where macroeconomic conditions have worsened, a very high basis of comparison and postponement of a delivery in Brazil until the first quarter of 2014 both affected performance. But the Group remains confident that its business in Latin America will continue to expand, thanks to its increasing market presence across the region.

The Central Operations division once again reaped the benefits of TransferTo's growth.

[1] *Like-for-like at constant 2012 exchange rates, not including the contribution of Ogone, acquired in 2013.*
[2] *On a like-for-like basis at constant exchange rates, including the contribution of Ogone to 2012 revenue and excluding the contribution of TransferTo.*

Services, Maintenance and Transactions accounted for 33 percent of total revenue, with Transactions alone contributing 22 percent, up nearly 3 points compared to 2012.

Gross margin still high – up 130 basis points

On an adjusted basis, gross profit for the year rose 17 percent to a total of €600 million. It represented 43.8 percent of revenue in 2013, up 130 basis points compared with 2012, thanks to higher gross margin in all segments.

In the Payment Terminal business, gross margin went up 160 basis points to 46.0 percent of revenue, thanks mostly to strong volume growth and the Group's procurement power.

Gross margin in Transaction Services increased by 140 basis points to 35.8 percent of revenue, driven in particular by Ogone's steady growth. Excluding TransferTo, however, gross margin in 2013 was 43.8 percent, versus 44.3 percent in 2012.

Operating expenses under control

On a reported basis, operating expenses totaled €391 million in 2013, compared with €349 million in 2012. They were equal to 28.5 percent of revenue.

(in millions of euros)	2012 Reported	**2013 Reported**	D&A adjusting entry	2013 Adjusted
Sales and marketing expenses	123	**143**	(22)	121
Research and development expenses	93	**102**	(8)	94
Administrative expenses	133	**146**	-	146
Total operating expenses	349	**391**	(30)	361
As a % of revenue	28.9%	**28.5%**		26.4%

After adjustment for €30 million in depreciation and amortization expenses arising on acquisitions, operating expenses increased to €361 million, compared with €323 million in 2012. They were equal to 26.4 percent of revenue, versus 26.8 percent in 2012. Excluding TransferTo, operating expenses stood at 27.5 percent of revenue.

As expected, Ingenico continued to keep general and administrative expenses under control while accelerating its investments in the second half of 2013, particularly in Research and Development and the Group's key sources of future growth such as Telium3, mobile-payment and the multi-channel offering.

Strong increase in EBITDA

EBITDA increased to €279 million, up from €223 million in 2012. The EBITDA margin increased by 180 basis points to 20.3 percent of revenue.

EBIT margin up 170 basis points

Profit from ordinary activities (EBIT) increased by 27 percent to €208 million, versus €163 million in 2012. The EBIT margin was 15.2 percent of revenue, up 170 basis points. Profit from ordinary activities included purchase price allocation expenses of €30 million (versus €26 million in 2012).

Impact of purchase price allocation (PPA)

(in millions of euros)	**2013 Adjusted Excl. PPA**	PPA impact	2013 Reported
Gross profit	**600**	(-)	600
Operating expenses	**(361)**	(30)	(391)
Profit from ordinary activities	**239**	(30)	208

Adjusted EBIT increased by 26 percent to a total of €239 million, versus €190 million in 2012. The adjusted EBIT margin was 17.4 percent of revenue, up 170 basis points.

Continued significant growth in profit from operations

In 2013, other operating income and expenses represented a net expense of €21 million. This amount included a non-recurring expense of €10.5 million in connection with the deconsolidation of TransferTo and an expense of €6 million related to the acquisition and integration of Ogone.

(in millions of euros)	**2013**	2012
Profit from ordinary activities	**208**	163
Other operating income and expenses	**(21)**	1
Operating margin	**187**	164
As a % of revenue	**13.6%**	13.6%

After accounting for other operating income and expenses, profit from operations increased by 14 percent to €187 million, versus €164 million in 2012. Operating margin held steady at 13.6 percent of revenue.

Reconciliation of profit from ordinary activities to EBITDA

(in millions of euros)	**2013**	2012
Profit from ordinary activities	**208**	163
Amortization of PPA	**30**	26
Other D&A and changes in provisions	**34**	29
Share-based payment expenses	**7**	5
EBITDA	**279**	223

Total finance costs

(in millions of euros)	**2013**	2012
Interest expense	**(24)**	(22)
Income from cash and cash equivalents	**7**	9
Net income expense	**(17)**	(13)
Foreign exchange gains/(losses)	**(-)**	-
Other financial income and expenses	**(1)**	(1)
Total finance costs	**(18)**	(14)

Profit attributable to Ingenico S.A. shareholders up 18 percent to €114 million

(in millions of euros)	**2013**	2012
Profit from operations	**187**	164
Total finance costs	**(18)**	(14)
Share of profit of equity-accounted investees	**(0)**	(1)
Profit before income tax	**169**	150
Income tax	**(56)**	(50)
Net profit	**113**	100
Net profit attributable to Ingenico S.A. shareholders	**114**	97

In 2013, the net profit attributable to Ingenico S.A. shareholders grew by 18 percent to €114 million, compared with €97 million in 2012.
This result includes net finance costs of €18 million (versus €14 million in 2012). Despite the cost of the Ogone acquisition in January 2013 – €360 million – the Group succeeded in limiting financial expenses.
Income tax expense rose from €50 million in 2012 to €56 million in 2013. As of the December 31, 2013 reporting date, the effective tax rate remained unchanged at 33.1 percent.[3]

A sound financial position
Total equity attributable to Ingenico S.A. shareholders increased to €767 million.

Net debt was €296 million as of December 31, 2013, compared with €75 million as of December 31, 2012 and €414 million as of June 30, 2013, due in particular to the €360 million amount required to finance the Ogone acquisition. However, Ingenico's financial ratios as of December 31, 2013 demonstrated the Group's sound financial position. The net debt-to-equity ratio stood at 39 percent, while the net debt-to-EBITDA ratio was 1.1x.

During the year, Ingenico's operations generated free cash flow of €177 million, up from €125 million in 2012. This improvement is mainly attributable to a significant increase in EBITDA and continued control over working capital, which showed a surplus of €38 million, versus €3 million in 2012. This is based on ongoing strict management of inventories and trade receivables, while trade payables were in line with

[3] *Tax rate: tax expense/(profit before income tax – share of profits of associates).*

business growth. At the same time, Ingenico continued to invest to support Group expansion, with investing activities net of disposals totaling €40 million, compared with €44 million in 2012.

The main cash outflows in 2013 were related to acquisitions carried out during the year (Ogone above all), totaling €362 million net of disposals, and €13 million in cash dividends (€0.70 per share) distributed in respect of 2012, reflecting the fact that a majority of shareholders elected to receive their dividends in shares.

2014 outlook

The Group has begun 2014 with full confidence in its ability to sustain the momentum – in terms of both revenue and profitability – thanks to its excellent positioning and a wide range of solutions whatever the channel: in-store, on-line and mobile.

In this early period of the year, business activity seems to be holding up well, and Ingenico should continue to grow in most countries. The Group therefore expects revenue growth to exceed or be equal to 10 percent like-for-like.[4]

As in the second half of 2013, Ingenico intends to accelerate its investments in 2014 in future sources of growth to keep pace with a rapidly evolving market, and expects EBITDA margin to exceed or be equal to 21 percent.

[4] *Based on pro forma revenue of €1.301 billion in 2013 and at constant exchange rates.*

EXHIBIT 1 Income statement, balance sheet, cash flow statement

Basis for preparing the 2013 accounts

The consolidated financial statements have been drawn up in accordance with International Financial Reporting Standards (IFRS). In order to provide meaningful comparable information, these data have 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.

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EXHIBIT 2
Income statement, balance sheet, cash flow statement

1. CONDENSED CONSOLIDATED INCOME STATEMENTS (AUDITED)

(in thousands of euros)	**2013**	**2012**
Revenue	**1 370 934**	**1 206 425**
Cost of sales	(771 198)	(693 774)
Gross profit	**599 736**	**512 651**
Distribution and marketing costs	(142 584)	(122 390)
Research and development expenses	(102 342)	(93 385)
Administrative expenses	(146 450)	(133 426)
Profit from ordinary activities	**208 360**	**163 450**
Other operating income	1 024	10 305
Other operating expenses	(22 472)	(9 308)
Profit from operating activities	**186 912**	**164 447**
Finance income	36 038	51 033
Finance costs	(53 769)	(64 946)
Net finance costs	**(17 731)**	**(13 913)**
Share of profit of equity-accounted investees	(176)	(462)
Profit before income tax	**169 005**	**150 072**
Income tax expense	(56 069)	(49 805)
Profit for the period	**112 936**	**100 267**
Attributable to:		
- owners of Ingenico SA	114 074	96 854
- non-controlling interests	(1 138)	3 413

EARNINGS PER SHARE (in euros)		
Net earnings		
- Basic earnings per share	**2,17**	**1,87**
- Diluted earnings per share	**2,07**	**1,80**

2. CONDENSED CONSOLIDATED BALANCE SHEETS (AUDITED)

ASSETS (in thousands of euros)	**2013**	**2012**
NON-CURRENT ASSETS		
Goodwill	849 321	551 176
Other intangible assets	179 538	148 429
Property, plant and equipment	39 201	37 600
Investments in equity-accounted investees	14 366	9 000
Financial assets	8 902	4 270
Deferred tax assets	34 123	26 766
Other non-current assets	24 650	21 157
TOTAL NON-CURRENT ASSETS	**1 150 101**	**798 398**
CURRENT ASSETS		
Inventories	101 983	105 229
Trade and related receivables	348 510	332 224
Other current assets	30 240	20 111
Current tax receivables	6 771	3 820
Derivative financial instruments	1 236	1 506
Cash and cash equivalents	352 107	384 152
Assets classified as held for sale	-	-
TOTAL CURRENT ASSETS	**840 847**	**847 042**
TOTAL ASSETS	**1 990 948**	**1 645 440**

EQUITY AND LIABILITIES (in thousands of euros)	**2013**	**2012**
Share capital	53 086	52 488
Share premium account	425 783	402 431
Retained earnings and other reserves	297 556	217 479
Translation reserve	(10 947)	16 956
EQUITY ATTRIBUTABLE TO INGENICO S.A. SHAREHOLDERS	**765 478**	**689 354**
Non-controlling interests	**1 216**	**(706)**
TOTAL EQUITY	**766 694**	**688 648**
NON-CURRENT LIABILITIES		
Long-term loans and borrowings	560 426	381 383
Provisions for retirement benefit obligations	11 423	11 674
Other provisions	15 552	17 566
Deferred tax liabilities	48 507	38 666
Other non-current liabilities	24 568	20 622
TOTAL NON-CURRENT LIABILITIES	**660 476**	**469 911**
CURRENT LIABILITIES		
Short-term loans and borrowings	88 062	77 645
Other provisions	15 018	13 738
Trade and related payables	327 859	280 559
Other current liabilities	110 509	85 808
Current tax liabilities	17 887	21 265
Derivative financial instruments	4 443	7 866
Liabilities classified as held for sale	-	-
TOTAL CURRENT LIABILITIES	**563 778**	**486 881**
TOTAL LIABILITIES	**1 224 254**	**956 792**
TOTAL EQUITY AND LIABILITIES	**1 990 948**	**1 645 440**

3. CONDENSED CONSOLIDATED CASH FLOW STATEMENTS (AUDITED)

(in thousands of euros)	2013	2012
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit for the year	112 936	100 267
Adjustments for:		
• Share of profit of equity-accounted investees	176	462
• Income tax expense / (income)	56 069	49 805
• Depreciation, amortization and provisions	71 306	54 299
• Change in fair value	2 834	964
• Gains / (losses) on disposal of assets	1 688	(8 528)
• Net interest costs	17 456	13 212
Share-based payment expense	6 730	5 060
Interest paid	(16 328)	(14 060)
Income tax paid	(81 905)	(42 346)
CASH FLOWS FROM OPERATING ACTIVITIES BEFORE CHANGE IN NET WORKING CAPITAL	**170 962**	**159 135**
Change in working capital		
• Inventories	(5 385)	(11 727)
• Trade and other receivables	(37 207)	(1 507)
• Trade and other payables	80 758	16 086
CHANGE IN NET WORKING CAPITAL	38 166	2 852
NET CASH FLOW FROM OPERATING ACTIVITIES	**209 128**	**161 987**
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of non-current assets	(40 170)	(49 783)
Proceeds from sale of tangible and intangible fixed assets	678	5 204
Acquisition of subsidiaries, net of cash acquired	(368 487)	(25 457)
Disposal of subsidiaries, net of cash disposed of	9 191	7 564
Loans and advances granted and other financial assets	(2 117)	(2 888)
Loan repayments received	1 694	2 856
Interest received	7 230	9 311
NET CASH FLOW FROM (USED IN) INVESTING ACTIVITIES	**(391 981)**	**(53 193)**
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from share capital issues	362	276
Purchase/(sale) of own shares	(709)	3 247
Proceeds from loans and borrowings	274 850	15 035
Repayment of loans and borrowings	(108 364)	(18 704)
Change in the Group's ownership interests in controlled entities	(3 151)	(51 455)
Changes in other financial liabilities	1 775	105
Changes in the fair value of hedging instruments	179	193
Dividends paid	(12 472)	(13 861)
NET CASH FLOW USED IN FINANCING ACTIVITIES	**152 470**	**(65 164)**
Effect of exchange rates fluctuations	(11 331)	(731)
CHANGE IN CASH AND CASH EQUIVALENTS	**(41 714)**	**42 899**
Cash and cash equivalents at beginning of the year	370 830	327 931
Cash and cash equivalents at year end (1)	329 116	370 830

	2013	2012
(1) **CASH AND CASH EQUIVALENTS**		
Marketable securities and short-term deposits (only portion classified as cash)	87 024	147 156
Cash on hand	265 083	236 996
Bank overdrafts (included in short-term borrowings)	(22 991)	(13 322)
TOTAL CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS	**329 116**	**370 830**

INGENICO S.A.

FIVE-YEAR
FINANCIAL SUMMARY

(in thousands of euros)

Reporting date (12-month accounting period)	**12.31.2009**	**31.12.2010**	**31.12.2011**	**31.12.2012**	**31.12.2013**
CAPITAL AT YEAR END					
Share capital (in thousands of euros)	48 637	51 512	51 980	52 488	53 086
Number of ordinary shares issued	48 637 135	51 511 971	51 980 303	52 487 658	53 086 309
KEY INCOME STATEMENT DATA					
Revenue (excluding tax)	346 505	404 301	397 857	474 646	536 385
Profit before income taxes, profit-sharing, depreciation, amortization and provisions	37 881	32 964	36 268	125 782	136 317
Income tax receivables (incl. contr. on dividends)	9 457	3 523	(1 453)	6 883	25 344
Employee profit-sharing					1 530
EPS after income taxes, profit-sharing, depreciation, amortization and provisions	32 454	(4 849)	7 509	92 741	81 309
Dividends distributed	14 516	17 764	25 990	36 741	
PER-SHARE DATA (in euros)					
EPS after income taxes, profit-sharing, but before depreciation, amortization and provisions	0,58	0,57	0,73	2,27	2,06
EPS after income taxes, profit-sharing, depreciation, amortization and provisions	0,67	(0,09)	0,14	1,77	1,53
Dividend per share	0,30	0,35	0,50	0,70	0,80 (1)
PERSONNEL					
Average number of employees	414	481	641	744	795
Total payroll	36 669	44 775	54 730	62 305	69 686
incl. free share grants	7 137	6 441	5 708	1 966	13
Total benefits, incl. social security expenses	14 522	18 709	22 629	31 941	33 455

(1) Dividend per share proposed at the Combined Ordinary and Extraordinary Shareholders' Meeting of May 7, 2014

PRESENTATION OF THE DRAFT RESOLUTIONS PROPOSED TO THE ANNUAL 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 2013.

***First Resolution** – Approval of the parent company financial statements for the year ended December 31, 2013 and approval of non-tax-deductible expenses.*

The shareholders, having reviewed the reports of the Board of Directors, the Chairman and the Statutory Auditors' Report on the year ended December 31, 2013, hereby approve the parent company financial statements as presented, which show a net profit of €81,309,025.72.

The shareholders approve the amount of expenses and charges as defined in Article 39-4 of the French General Tax Code, i.e. €77,085.89, as well as the related tax liability.

***Second Resolution** – Approval of the consolidated financial statements for the year ended December 31, 2013.*

The shareholders, having reviewed the reports of the Board of Directors, the Chairman and the Statutory Auditors' Report on the year ended December 31, 2013, hereby approve the consolidated financial statements as presented, which show a profit of €114,074,000 attributable to parent company shareholders.

In the Third Resolution, the Board of Directors proposes the distribution of a dividend of €0.80 per share to be paid out of the distributable profit. The entire dividend amount is eligible for the 40 percent 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 dividends in cash or in shares, which must be exercised between May 14, 2014 and June 3, 2014, inclusive. Beyond this time limit, only cash dividends shall be paid.

The cash payment or issue of new shares in payment of the dividend shall occur on June 11, 2014.

***Third Resolution** – Appropriation of profit for the year and dividend.*

The shareholders, upon the recommendation of the Board of Directors, hereby resolve to allocate the net profit for the year ended December 31, 2013 in the following manner:

Amounts available

Net profit for 2013 .... €81,309,025.72

Retained earnings €56,549,886.08

Allocation

Legal reserve.................... €60,000.00

Dividends* €42,469,047.20

Composed of:

Initial dividend: €2,654,315.45

Extra dividend €39,814,731.75

Retained earnings €95,329,864.60

* *The total dividend amount, €42,469,047.20, is based on the number of shares entitled to dividends, i.e. 53,086,309, including treasury shares held by the Company. Dividends payable on treasury shares shall be appropriated to the Retained Earnings account on the date of payment. The total dividend amount, and therefore the total amount of Retained Earnings, shall be adjusted to reflect the number of treasury shares held by the Company at the dividend distribution date and, where relevant, the number of new shares with dividend rights issued prior to the Shareholders' Meeting as a result of the exercise of stock options, the conversion of OCEANE bond into new shares or upon the expiration of the vesting period for free share grants.*

The shareholders acknowledge that the total gross dividend per share is set at €0.80, and that the entire amount distributed as dividends is eligible for the 40 percent tax reduction mentioned in Article 158-3-2 of the French Tax Code.

The ex-dividend date is May 14, 2014.

Dividends shall be paid on June 11, 2014.

The total amount of the dividend paid and therefore the amount allocated to the Retained Earnings account shall be adjusted for any difference between the number of shares entitled to dividends and the 53,086,309 shares that made up the share capital as of December 31, 2013.

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

	DIVIDENDS ELIGIBLE FOR TAX REDUCTION		
Fiscal year	Dividends	Other amounts distributed	Dividends not eligible for tax reduction
2010	€18,036,068.05 * or €0.35 per share	-	-
2011	€25,592,876.50 * or €0.50 per share	-	-
2012	€36,741,360.60 or €0.70 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 proportion to the shares held, the option to receive the dividend in cash or in newly-issued shares.

The price for shares issued as stock dividends shall be equal to 90 percent of the average price quoted for the Company's shares during the twenty trading days 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.

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

- either the whole number of shares just below that amount, along with a cash payment for the difference paid on the date on which the option is exercised;
- or the whole number of shares just above that amount, with the difference paid in cash by the shareholder.

Shareholders opting for a dividend paid in shares must exercise this option between May 14, 2014 and June 3, 2014, inclusive, through the relevant financial intermediaries authorized to pay the dividend. Beyond this time limit, only cash dividends shall be paid.

Dividends for those shareholders who opt for a cash payment are payable on June 11, 2014. Those shareholders who opt for a stock dividend will receive the newly-issued shares on the distribution date for cash dividends, i.e. June 11, 2014.

The shares issued as stock dividends shall carry dividend rights as of January 1, 2014.

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 dividends, to amend the Articles of Association accordingly and to proceed with all publication and filing formalities.

In the Fifth Resolution, you are asked to acknowledge that no new related party agreement as defined by Articles L.225-38 et seq. of the French Commercial Code, were entered into during the preceding fiscal year and that the agreements previously approved continued to be effective.

***Fifth Resolution** – Special Report of the Statutory Auditors on related party agreements; acknowledgment that no new agreements have been entered into.*

The shareholders, having reviewed the Special Report of the Statutory Auditors, hereby acknowledge that the report indicates that no new related party agreements, as defined by Articles L.225-38 *et seq.* of the French Commercial Code, were entered into during the preceding fiscal year.

The Sixth to Ninth Resolutions pertain to the renewal of directors. The terms of office of Mrs. Celeste Thomasson, Mr. Jean-Pierre Cojan, Mr. Xavier Moreno and Mr. Elie Vannier as Directors expire as of this Meeting.
We recommend that you renew their terms of office for a period of four years expiring at the end of the Annual Meeting of Shareholders held in 2018 to approve the financial statements for 2017.
The biographies of the Directors recommended for renewed terms of office can be found on pages 71 et seq. of Ingenico's 2013 Registration Document.

***Sixth Resolution** – Renewal of Mr. Jean-Pierre Cojan's term of office as Director.*

The shareholders hereby resolve to renew Mr. Jean-Pierre Cojan's term of office as Director for a period of four years expiring at the end of the Annual Meeting of Shareholders held in 2018 to approve the financial statements for the year ending December 31, 2017.

***Seventh Resolution** – Renewal of Mr. Xavier Moreno's term of office as Director.*

The shareholders hereby resolve to renew Mr. Xavier Moreno's term of office as Director for a period of four years expiring at the end of the Annual Meeting of Shareholders held in 2018 to approve the financial statements for the year ending December 31, 2017.

***Eighth Resolution** – Renewal of Mrs. Celeste Thomasson's term of office as Director.*

The shareholders hereby resolve to renew Mrs. Celeste Thomasson's term of office as Director for a period of four years expiring at the end of the Annual Meeting of Shareholders held in 2018 to approve the financial statements for the year ending December 31, 2017.

***Ninth Resolution** – Renewal of Mr. Elie Vannier's term of office as Director.*

The shareholders hereby resolve to renew Mr. Elie Vannier's term of office as Director for a period of four years expiring at the end of the Annual Meeting of Shareholders held in 2018 to approve the financial statements for the year ending December 31, 2017.

In the Tenth Resolution, the shareholders are asked to appoint a new Director, Mr. Jean-Louis Constanza, to replace Mr. Jean-Paul Jainsky.
Jean-Louis Constanza was born in 1961. With more than 25 years of telecommunications and wireless experience in France and abroad, he spent seven years at Tele2 France, first as CEO, then as Vice President, Southern Europe.

In 2006, Mr. Constanza founded Ten, the first Mobile Virtual Network Operator (MVNO) offering email, instant messaging, and mobile Internet access service. In 2007, he also took responsibility for innovation as the director of Orange Vallée, a product development and marketing incubator started up to promote disruptive innovation for the Orange Group, while continuing as the CEO of Ten.
He is currently the Chief Innovation Officer at Criteo. At the same time, he oversees Criteo's human resource strategy and drives entrepreneurship inside the company.
Mr. Constanza holds an MBA from INSEAD and a SUPAERO engineering degree.

Tenth Resolution – *Appointment of Mr. Jean-Louis Constanza in replacement of Mr. Jean-Paul Jainsky as Director.*

The shareholders hereby resolve to appoint Mr. Jean-Louis Constanza, residing at 36ter avenue du Château in Meudon (92120), France, in replacement of Mr. Jean-Paul Jainsky, as Director, for a period of four years expiring at the end of the Annual Meeting of Shareholders held in 2018 to approve the financial statements for the year ended December 31, 2017.

In the Eleventh Resolution, you are asked to hold an advisory vote on the components of the compensation due or allocated to Mr. Philippe Lazare, the Chairman and Chief Executive Officer, in respect of the year ended December 31, 2013.

Eleventh Resolution – *Advisory vote on the components of the compensation due or allocated to Mr. Philippe Lazare, the Chairman and Chief Executive Officer, in respect of the year ended December 31, 2013.*

The shareholders, having been consulted as recommended in Article 24.3 of the AFEP-MEDEF Corporate Governance Code of June 2013, which is the Company's reference code in accordance with Article L. 225-37 of the French Commercial Code, hereby vote in favor of the components of the compensation due or allocated to Mr. Philippe Lazare, the Chairman and Chief Executive Officer, in respect of the year ended December 31, 2013, as presented on page 4 *et seq.* of the report presenting the resolutions submitted to the shareholders.

The Twelfth 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 purchase price per share is not to exceed €100, and the number of shares purchased shall not exceed 10 percent of the total number of the shares in the share capital.

Twelfth 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 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 in one or more transactions.

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 in by any other manner, and carry out any transactions required to hedge the Company's obligations in connection with these securities, in accordance with stock market regulations at the time that the Board of Directors or any person to whom the Board has delegated its powers may act;

- Implement any Company stock option plan granted in accordance with Articles L.225-177 *et seq.* of the French Commercial Code, any award, in accordance with Articles L.225-197-1 *et seq.* of the French Commercial Code, 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, Company or Group employee shareholding or savings plans and/or any other form of share allocation programs for employees and/or directors and executive officers of the Group, and to carry out any transactions required to hedge the Company's obligations in connection with these programs, in accordance with stock market regulations at the time that the Board of Directors or any person to whom the Board has delegated its powers may act;

- Maintain a liquid market for the Company's shares via a liquidity contract with an independent investment service provider that complies with the code of ethics approved by the *Autorité des Marchés Financiers;*

- Cancel all or some of the Company's shares bought back with the intention of reducing the share capital, provided that the Thirteenth 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 percent 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 a liquid market for 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 percent of its total share capital, either directly or indirectly. Consequently, on the basis of the share capital as of December 31, 2013 (divided into 53,086,309 shares), and taking into account the 280,794 treasury shares held at that date, the Company would be authorized to purchase up to a ceiling of 5,027,836 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 *Autorité des Marchés Financiers,* 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 purchase price per share is not to exceed €100. On the basis of the share capital as of December 31, 2013, including the treasury shares held by the Company at that date, the maximum consideration the Company could pay, if purchasing shares at the maximum price of €100, would be €502,783,600.

In the event of capital increases carried out through incorporation of reserves, of free share awards, 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 April 29, 2013.

Extraordinary resolutions

The Thirteenth 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 twenty-four months.

Thirteenth Resolution – *Authorization 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 repurchased under Article L. 225-209 of the French Commercial Code, at the Board's sole discretion, at any time, in one or more transactions, up to a ceiling of 10 percent of the share capital at the time of cancellation, less any shares canceled during the preceding 24 months, 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 twenty-four months from the date of this Meeting, expiring on May 6, 2016;

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.

Fourteenth to Fifteenth Resolutions: Delegations of authority granted to the Board of Directors to increase the Company's share capital.
We propose that you grant your Board of Directors various delegations of authority for a period of twenty-six months for the renewal of previous authorizations allowing it, if necessary, to finance the Group's strategic development.
We request that you renew the delegation of authority granted last year and thereby delegate to the Board of Directors the authority to proceed with issuance of ordinary shares of the Company, in one or more transactions, reserved for employees, directors and executive officers of Group subsidiaries having their registered offices outside France who are not members of Group employee savings plans.
In the Fifteenth Resolution, we further propose that you authorize the Board of Directors to increase the share capital in one or more transactions by issuing ordinary Company shares to employees who are members of one or more Company or Group savings plans established by the Company and/or the French or foreign entities under its control, as defined in Article L.225-180 of the French Commercial Code and in

Article L.3344-1 of the French Labor Code.

Fourteenth 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, directors and executive officers of Group subsidiaries having their registered offices outside of France who are not members of a Company savings plan.*

The shareholders, having reviewed 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 the following:

1) To delegate their 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, in one or more transactions, 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, having their registered offices outside France (the "Subsidiaries") and paid for either in cash or by offsetting receivables.

2) (i) The aggregate par value of the share capital increase or increases carried out pursuant to this authorization shall not exceed 2 percent of the share capital on the date of the decision by the Board of Directors setting the start of the subscription period, it being specified that this limit does not include the aggregate par value of any additional ordinary shares to be issued in compliance with current laws and regulations in order to safeguard the rights of holders of securities or other rights entitling them to Company shares or any adjustments to the issuance required by other contractual obligations related thereto; and (ii) the aggregate par value of any increase or increases in the Company's share capital, carried out immediately or in the future, resulting from the issuance of shares pursuant to this delegation of authority, shall not be subject to any other ceiling with respect to authorizations to increase the share capital;

3) 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) The exercise price for subscription for the newly-issued shares shall be determined by the Board of Directors on the date of its decision setting 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's 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 percent, 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 percent, 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 the preferential subscription rights of the existing shareholders in favor of the employees, directors and executive officers of the Subsidiaries;

6)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 to accomplish the following in particular:

- 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 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 resulting capital increase(s) and perform all legal formalities required in accordance with Articles L.225-129-2 and L.225-138 of the French Commercial Code;

7) This delegation of authority is hereby granted for a period of eighteen months from the date of this Meeting and cancels and replaces any remaining unused balance under any previous delegation of authority previously with the same purpose.

Fifteenth Resolution – *Delegation of authority to increase the share capital by issuing Company shares to employees who are members of a Company 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, and in accordance with Articles L. 225-129, Section VI, and L. 225-138, Section I, of the French Commercial Code and with Articles L. 3332-18 *et seq.* of the French Labor Code, hereby resolve the following:

1/ To delegate its authority to the Board of Directors to increase the share capital in one or more transactions, and at the Board's discretion, by issuing ordinary shares to employees who are members of one or more Company or Group savings plans established by the Company and/or the French or foreign entities under its control, as defined in Article L.225-180 of the French Commercial Code and in Article L.3344-1 of the French Labor Code.

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

3/ To grant this delegation of authority for a period of twenty-six months from the date of this Meeting.

4/ To limit the aggregate par value of the share capital increase or increases carried out pursuant to this authorization to 2 percent of the share capital as of the date of the decision by the Board of Directors; this limit is independent of any other ceiling set in authorizations to increase the share capital. This amount shall not include the aggregate par value of any additional ordinary shares to be issued in compliance with applicable laws and regulations in order to safeguard the rights of holders of securities conferring entitlement to Company shares or, if applicable, to adjust the issuance due to other contractual obligations related thereto.

5/ The subscription price of the shares to be issued pursuant to 1) of this resolution shall not be more than 20 percent lower than the average of the opening prices quoted for the Company's shares on the Euronext Paris stock market over the twenty trading days preceding the date of the Board's decision to increase the share capital and carry out the corresponding share issue, or more than 30 percent lower if the vesting period provided for in the savings plan in accordance with Articles L. 3332-25 and L. 3332-26 of the French Labor Code is at least ten years, nor may the subscription price exceed that average;

6/ The Board of Directors shall be authorized, pursuant to Article L.3332-21 of the French Labor Code, to award new or existing shares, or other securities entitling the holder to new or existing Company shares, for free to the beneficiaries mentioned in 1) above, either (i) to provide matching contributions required by the regulations in the Company or Group savings plan and/or (ii) to offset any discount to the share price.

7/ The shareholders hereby acknowledge that this delegation of authority cancels any previous delegation of authority with the same purpose.

The Board of Directors shall be empowered to decide whether or not to make use of this authorization, perform all necessary acts and proceed with the requisite formalities.

Sixteenth Resolution – *Powers for filing and publication formalities.*
The shareholders hereby 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.

* * * * *

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

Detach and return request form to:
Ingenico S.A.
Governance, Audit and Risk Department
28/32, boulevard de Grenelle
75015 Paris

Combined Ordinary and Extraordinary Shareholders' Meeting of May 7, 2014 at 10:30 a.m.
Maison des Arts et Métiers
9 bis avenue d'Iéna
75116 Paris

I, the undersigned, **Last name**...

First name...

Address............................

....

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

Hold................................ Ingenico shares;

Acknowledge having received the documents relating to the Combined Ordinary and Extraordinary Shareholders' Meeting of May 7, 2014 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 fiscal year 2013;

Request that prior to the Combined Ordinary and Extraordinary Shareholders' Meeting of May 7, 2014, Ingenico send me the documents and information referred to in Article R.225-83 of the French Commercial Code, having noted that they are included in the 2013 Registration Document available in French and in English on the Ingenico website www.ingenico.com/finance;

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

☐ Request that an electronic version of these documents 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 Shareholders' Meetings.