NOTICE OF THE

COMBINED ORDINARY AND EXTRAORDINARY ANNUAL SHAREHOLDERS' MEETING TO BE HELD ON MAY 6TH, 2015 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.

TABLE OF CONTENT

TABLE OF CONTENT 3

HOW TO TAKE PART IN THE SHAREHOLDERS' MEETING? 4
How to provide evidence of your status as an ingenico shareholder ? 4
how to vote ? 4

INGENICO GROUP IN 2014 6

PROPOSED AGENDA TO THE ANNUAL SHAREHOLDERS' MEETING 16
Ordinary resolutions 16
Extraordinary resolutions 16

PRESENTATION OF THE DRAFT RESOLUTIONS PROPOSED TO THE ANNUAL SHAREHOLDERS' MEETING 18
Ordinary resolutions 18
Extraordinary resolutions 21

DETAILED PRESENTATION OF THE RESOLUTIONS PROPOSED TO THE SHAREHOLDERS' MEETING 29
Ordinary resolutions 29
Extraordinary resolutions 34

STATUTORY AUDITORS' REPORTS ON THE CAPITAL TRANSACTIONS PROVIDED FOR UNDER RESOLUTIONS 10 TO 18 FROM THE COMBINED ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF MAY 6th, 2015 39

REQUEST FORM FOR DOCUMENTS 42

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 6, 2015 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 two business days before the date of the Meeting, i.e. by midnight 0:00 a.m. (Paris time) on May 4, 2015.

HOW TO PROVIDE EVIDENCE OF YOUR STATUS AS AN INGENICO SHAREHOLDERS'?

If your shares are registered
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 4, 2015. You do not need to do anything further.
If you hold bearer shares
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 ?

If you wish to attend the Annual Shareholders' Meeting
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.

If you do not wish to attend the Annual Shareholders' Meeting
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 two business days prior to the Annual General Meeting, i.e., by May 4, 2015 at midnight 0:00 a.m. (Paris time) will be allowed to attend and/or vote.

For any transfer of ownership of shares 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.

INGENICO GROUP IN 2014

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

The main financial data for 2014 is discussed on an adjusted basis, i.e., before Purchase Price Allocation (PPA).

To facilitate assessment of the Group's performance, the key consolidated financial figures for 2014 are compared here with pro forma figures and adjusted, with effect from January 1, 2013 ("pro forma 2013"), to reflect the deconsolidation of TransferTo, carried out in 2013, and the reorganization of the Group's operating segments. The 2013 pro forma data also reflect the reclassification of specific R&D costs related to the Group's Services platforms as operating expenses to achieve uniform accounting for R&D costs throughout the Group.

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 (the reconciliation of profit from ordinary operations to EBITDA is available in Exhibit4).

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

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

Key figures

(in millions of euros)	2014 (a)	2013 pro forma [1]	2013 reported	FY 2014 Change	
				2013 pro forma [1]	2013 reported
Revenue	1,607	1,301	1,371	+19% [2]	+17%
Adjusted gross profit	735	604	600	+22%	+23%
As a % of revenue	*45.7%*	*46.4%*	*43.8%*	*-70bpts*	*+190bpts*
Adjusted operating expenses	(411)	(369)	(361)	+11%	+14%
As a % of revenue	*-25.6%*	*-28.3%*	*-26.4%*	*-270bpts*	*-80bpts*
Profit from ordinary activities, adjusted (EBIT)	324	235	239	+38%	+36%
As a % of revenue	*20.2%*	*18.1%*	*17.4%*	*+210bpts*	*+280bpts*
Profit from operating activities	273	192	187	+42%	+46%
Net profit	172	119	113	+45%	+52%
Net profit attributable to shareholders	172	120	114	+43%	+51%
EBITDA	377	276	279	+37%	+35%
As a % of revenue	*23.4%*	*21.2%*	*20.3%*	*+220bpts*	*+310bpts*
Free cash flow	255	–	177		+44%
Net debt	764	–	296		+158%
Equity attributable to shareholders	1,076	–	767		+40%

(a) Fiscal Year 2014 includes the Contribution of GlobalCollect as of October 1, 2014.

[1] *Excluding the contribution of TransfertTo (disposed of in December 2013) and including the reclassification of indirect R&D costs in the Payment Services business as operating expenses.*

[2] *On a like-for-like basis at constant exchange rates.*

Financial data

Revenue up 19%

	FY 2014			Q4 2014		
		Change 2014/2013			Change 2014/2013	
	M€	Comparable [a] [1]	Reported	M€	Comparable [a][1]	Reported
Europe-SEPA	581	10%	-2% [b]	163	15%	0% [b]
Asia Pacific	291	21%	21%	84	17%	24%
Latin America	204	17%	8%	61	68%	65%
North America	177	47%	43%	52	17%	24%
EMEA	247	23%	106% [b]	64	11%	94% [b]
Central Operations [c]	107	48%	3%	100 [c]	37%	317%
TOTAL	1,607	19%	17%	524	21%	43%

(a) Reflecting the new regional breakdown and the disposal of TransferTo as of January 1, 2013.
(b) Based on 2013 revenue including the contribution of Italy and Eastern Europe in Europe-SEPA.
*(c) Including TransferTo disposal as of Decemb*er *1, 2013 and GlobalCollect acquisition as of October 1, 2014 within Central Operations.*

Performance for the year

In 2014, revenue totaled €1,607 million, representing a 17% increase on a reported basis, including a negative foreign exchange impact of €37 million and a €95 million contribution from GlobalCollect on the fourth quarter. Total revenue included €1,259 million generated by the Payment Terminal business and €348 million generated by Payment Services.

Performance by business segment

On a comparable basis [1], revenue growth was 19% higher than in 2013, due to double-digit growth in both segments. The 20% growth recorded in Payment Terminals reflected the Group's multi-local footprint and the accelerated deployment of EMV, NFC (contactless) and mPOS solutions. Revenue of Payment Services (excluding GlobalCollect) showed a 6-point increase to 17%, due to strong momentum in payments via the internet (with the former Ogone growing 20%) and the up-selling of new services to Ingenico Payment Services customers (for example, acquiring services in Germany).

Including GlobalCollect's contribution (9% organic growth) for the fiscal year, Payment Services would have achieved organic growth of 13% and accounted for 32% of consolidated revenue, with 22% generated by e-payments (€397 million growing organically by 11%).

Performance by region

The Group recorded double-digit organic growth in all regions on a comparable basis [1]. In Europe-SEPA, Ingenico Group consolidated its payment terminal market leadership, while further deploying its payment services strategy combining in-store, online and mobile solutions.

As anticipated, the Group has continued to record a strong growth in North America (up 47%) based on its active involvement with EMV and NFC solutions deployment in the United States (up 50%) and delivery ahead of schedule of a large order in Canada.

The Group has also continued to expand strongly in the emerging markets, with double-digit revenue growth driven by the deployment of new technology (EMV, NFC and mPOS solutions). Ingenico Group has confirmed its leading position in its key markets, particularly in Brazil and China, which accounted for one third of the total group terminal sales volume in 2014. Lastly, strong growth also continued in other emerging markets through greater direct presence (particularly in Indonesia, Mexico and Russia) and an increasingly dense commercial network, above all in the EMEA region (up 23%).

Increase in gross profit

In 2014, adjusted gross profit for the year rose to €735 million, including a €31 million contribution from GlobalCollect in the fourth quarter.

[1] *On a like-for-like basis at constant exchange rates.*

Excluding GlobalCollect's contribution in Q4, gross profit for the full year would have been €704 million, a 17% increase compared with 2013 pro forma figure[(1)]. Gross margin was equal to 46.5% of revenue, up 10 basis points compared to the 2013 pro forma basis[(1)].

This performance is mainly driven by a 90 basis-point increase in gross margin in Payment Terminals (equipment, services and maintenance) to a historic high of 47%, supported by a combination of outstanding growth in this segment and procurement cost optimization.

Excluding GlobalCollect's contribution in the fourth quarter, 2014 gross margin in Payment Services would be equal to 44.3% of revenue, or 380 basis points lower than the 2013 pro forma basis[(1)], notably due to the Group's product mix and the dilutive impact of acquiring services in Germany.

Including GlobalCollect's contribution, full year 2014 adjusted gross profit would have amounted to €807 million, equal to 43.7% of revenue.

Operating expenses under control

Reported operating expenses stood at €438 million in 2014 compared with €391 million in 2013 and represented 27.3% of revenue.

(in millions of euros)	2013 reported	2013 pro forma[(1)] adjusted	2014 reported	Restatement related to depreciation & amortization charges on acquisitions	2014 adjusted
Sales & Marketing	143	119	157	(25)	132
Research & Development	102	105	115	(2)	113
General & Administrative	146	145	166	–	166
TOTAL OPERATING EXPENSES	391	369	438	(27)	411
As a % of revenue	28.5%	28.3%	27.3%		25.6%

After accounting for Purchase Price Allocation expenses of €27 million, adjusted operating expenses totaled €411 million, including a €9 million contribution from GlobalCollect in the fourth quarter.

Excluding the impact of GlobalCollect in Q4, adjusted operating expenses rose 9% in 2014 to €403 million, up from €369 million in 2013 on a pro forma basis[(1)]. This increase was due primarily to the higher sales, general and administrative expenses that have accompanied the Group's expansion. Operating expenses represented 26.6% of revenue, or 170 basis points lower than the 2013 pro forma figure[(1)]. Ingenico Group has continued to invest in future sources of growth, above all in R&D, with the rollout of its new Telium Tetra platform and its evolving online platforms.

Including GlobalCollect's contribution, adjusted operating expenses for the full year would have amounted to €446 million, representing 24.2% of revenue.

EBITDA at a historic high – 23.4% of revenue

In 2014, EBITDA stood at €377 million, including a €24 million contribution from GlobalCollect in the fourth quarter.

Excluding the impact of GlobalCollect in Q4, EBITDA for the full year increased by 28% to €353 million, up from €276 million in 2013 on a pro forma basis[(1)]. The EBITDA margin -a historic high- increased by 220 basis points to 23.4% of revenue.

GlobalCollect's EBITDA margin in the fourth quarter was equal to 25% of revenue. This exceptionally high result reflected the impact of the US dollar appreciation, foreign exchange gains at a time of high volatility of emerging market currencies, as well as reversals of accruals. On a full-year basis, GlobalCollect's EBITDA totaled €62 million, representing 18% of revenue.

Including GlobalCollect's contribution for the full year, the Group's EBITDA would have amounted to €415 million, equal to 22.5% of consolidated revenue.

Adjusted EBIT margin of 20.2%

In 2014, profit from ordinary activities increased by 42 percent to €292 million compared with €205 million in 2013 on a pro forma basis[(1)]. Operating margin increased by 240 basis points to 18.2 percent of revenue. Profit from ordinary activities included Purchase Price Allocation expenses of €32 million (including €6 million related to GlobalCollect in Q4'14) as against €30 million in 2013.

[1] *Excluding the contribution of TransfertTo (disposed of in December 2013) and including the reclassification of indirect R&D costs in the Payment Services business as operating expenses.*

Impact of purchase of price allocation (PPA)

(in millions of euros)	2014 reported	PPA Impact	2014 excl. PPA
Gross Profit	730	(5)	735
Operating expenses	(438)	(27)	(411)
Profit from ordinary activities	292	(32)	324

In 2014, adjusted EBIT stood at €324 million, including a €23 million contribution from GlobalCollect in the fourth quarter.

Excluding the impact of GlobalCollect in Q4, adjusted EBIT for the full year increased by 28% to €301 million, up from €235 million in 2013 on a pro forma basis[(1)]. The EBIT margin was 19.9% of revenue, up 180 basis points.

Including GlobalCollect's contribution, Group's EBIT for the full year would have amounted to €361 million, equal to 19.6% of consolidated revenue.

Increase in profit from operations

Other operating income and expenses represented a net expense of -€18 million, up from - €14 million in 2013 on a pro forma basis[(1)], with increased expenses related to the acquisition and integration of new entities.

(in millions of euros)	2014	2013 pro forma [(1)]	2013 reported
Profit from ordinary activities	292	205	208
Other income & expenses	(18)	(14)	(21)
Profit from operations	273	192	187
As a % of revenue	17.0%	14.8%	13.6%

After accounting for Purchase Price Allocation and other operating income and expenses, profit from operations totaled €273 million, a 42% increase compared with the €192 million pro forma figure for 2013[(1)]. Operating margin increased by 220 basis points to 17% of revenue.

Reconciliation of profit from ordinary activities to EBITDA

(in millions of euros)	2014	2013 pro forma [(1)]	2013 reported
Profit from ordinary activities	292	205	208
Allocated assets amortization	32	30	30
EBIT	324	235	239
Other D&A and changes in provisions	44	34	34
Share based payment expenses	9	7	7
EBITDA	377	276	279

[1] *Excluding the contribution of TransfertTo (disposed of in December 2013) and including the reclassification of indirect R&D costs in the Payment Services business as operating expenses.*

Financial results

(in millions of euros)	2014	2013 pro forma (1)	2013 reported
Interest expenses	(28)	(24)	(24)
Income from cash and cash equivalents	10	7	7
Net finance costs	(18)	(17)	(17)
Foreign exchange gains/(losses)	(2)	–	–
Other financial income	–	(1)	(1)
Financial result	(19.5)	(18)	(18)

Increase in profit attributable to shareholders

(in millions of euros)	2014	2013 pro forma (1)	2013 reported
Profit from ordinary activities	273	192	187
Financial result	(19.5)	(18)	(18)
Share of profit of equity-accounted investees	(1)	(0)	(0)
Profit before income tax	252	174	169
Income tax	(81)	(56)	(56)
Net profit	172	119	113
Net profit attributable to shareholders	172	120	114

In 2014, the net profit attributable to Ingenico SA shareholders grew to €172 million, up sharply from the 2013 pro forma (1) basis of €120 million.

The net finance costs included in this result remain relatively flat at -€19.5 million, despite a sharp increase in net debt related to issuance of a fixed rate bond of €450 million maturing in 2021 and a new syndicated line of €600 million.

Income tax expense rose from €56 million (1) in 2013 to €81 million. As of the December 31, 2014 reporting date, the effective tax rate was down 130 basis points to 31.8%, due mainly to the evolution of the geographical mix.

Proposed dividend of €1 per share, up 25%

In line with the Group's dividend policy, the Board of Directors will be proposing that the shareholders vote at their Annual Meeting of May 6, 2015 to distribute a dividend of €1 per share, representing a payout ratio of 35%. Dividends will be payable in cash or in shares, at the option of the holder.

A stronger financial position

Total equity attributable to Ingenico SA shareholders increased to €1.076 billion.

In 2014, Ingenico Group's operations generated free cash flow of €255 million, up from €177 million in 2013. This improvement is mainly attributable to the increase in EBITDA and continued control over working capital, which showed a €40 million surplus despite significant increase of Group's business activity (up 19%). At the same time, Ingenico Group stepped up its investments. Investing activity net of disposals totaled €51 million, compared with €40 million in 2013, as the Group rolled out its new integrated global Telium Tetra offer and upgraded its online platforms.

[1] Excluding the contribution of TransfertTo (disposed of in December 2013) and including the reclassification of indirect R&D costs in the Payment Services business as operating expenses.

The main cash outflows in 2014 totaled €722 million, up from €398 million in 2013. The €820 million outflow for the GlobalCollect acquisition was the primary contributor.

Accordingly, as of December 31, 2014, the Group's net debt stood at €764 million, up from €296 million as of December 31, 2013. OCEANE bonds constituted a large proportion of that total. Moreover, most of the outstanding bonds were redeemed early on January 15, 2015, generating the issuance of a total of 6,770,902 shares.

After accounting for this early redemption, the Group's net debt was €653 million, while the net debt-to-equity ratio stood at 55% and the net debt-to-EBITDA ratio was 1.7× (or 1.6× including GlobalCollect's contribution on a full-year basis).

Outlook 2015

With its unique positioning in a structurally growing electronic payment market, Ingenico Group has entered 2015 with full confidence.

In this early portion of the year, the business trend is encouraging. After the outstanding performance of its Payment Terminals business in 2014 (20% organic growth), the Group expects revenue to grow by roughly 10% over the pro forma revenue figure for 2014, which is €1.846 billion (including the contribution of GlobalCollect, whose acquisition was completed on September 30, 2014) on a comparable basis at constant exchange rates.

In 2015, the Group also expects its EBITDA margin to be around 21%, reflecting the evolution of its product and geographical mix and ongoing investment.

Trends

In a fast-moving payment market with in-depth evolutions, Ingenico Group remains the central player in the relationship between banks, merchants and their customers, based on its unique expertise and offer adapted to all sales channels (in-store, online and mobile) for merchants, directly or indirectly through banks.

The combination between Ingenico E-Commerce Solutions (ex-Ogone) and GlobalCollect – whose acquisition was finalized in the fourth quarter – has given the opportunity to establish the Group as a global e-payment player, thus extending its in-store payment services leadership to the E-Commerce ecosystem. The Group's aim is to continue to simplify payment for its customers around the world and across all channels: in-store, online and mobile.

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

- deploy its global multi-channel strategy, notably in E-Commerce with the integration of Ogone (today Ingenico E-Commerce Solutions) and GlobalCollect and in mobile payment based on Roam data's platform;
- further integrate its offer around POS with associated Value Added Services leading to additional revenue for merchants and strengthened relationship with their customers;
- strengthen its presence in selected emerging markets;
- keep on innovating with a focus on R&D, to develop its offer on all connected devices, notably with the deployment of Telium Tetra platform;
- continue to evaluate bolt-on acquisition opportunities in payment terminals, services and technology.

In this context, the Group would like to point out that, after the incorporation of the GlobalCollect acquisition, 2016 revenue target is now expected to be over €2.2 billion[1], with an EBITDA margin of more than 20%.

Finally, in 2014, the Group unveiled a new corporate brand platform to reflect its evolution and is now operating under the new dedicated corporate brand name "Ingenico Group". It relies on three strategic pillars: Smart Terminals, Payment Services and Mobile Solutions.

[1] *At constant FX vs. 2012.*

INCOME STATEMENT, BALANCE SHEET, CASH FLOW STATEMENT

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

The main financial data for 2014 is discussed on an adjusted basis, i.e., before Purchase Price Allocation (PPA).

To facilitate assessment of the Group's performance, the key consolidated financial figures for 2014 are compared here with pro forma figures and adjusted, with effect from January 1, 2013 ("pro forma 2013"), to reflect the deconsolidation of TransferTo, carried out in 2013, and the reorganization of the Group's operating segments. The 2013 pro forma data also reflect the reclassification of specific R&D costs related to the Group's Services platforms as operating expenses to achieve uniform accounting for R&D costs throughout the Group.

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 (the reconciliation of profit from ordinary operations to EBITDA is available in Exhibit 4).

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

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

1. Consolidated income statements (audited)

(in thousands of euros)	2014	2013
Revenue	1,607,339	1,370,934
Cost of sales	(877,396)	(771,198)
Gross profit	729,943	599,736
Distribution and marketing costs	(157,408)	(142,584)
Research and development expenses	(114,640)	(102,342)
Administrative expenses	(166,408)	(146,450)
Profit from ordinary activities	291,487	208,360
Other operating income	567	1,024
Other operating expenses	(18,784)	(22,472)
Profit from operating activities	273,270	186,912
Finance income	48,430	36,038
Finance costs	(67,967)	(53,769)
Net finance costs	(19,537)	(17,731)
Share of profits in equity-accounted investees	(1,379)	(176)
Profit before income tax	252,354	169,005
Income tax expense	(80,671)	(56,069)
Profit for the period	171,683	112,936
Attributable to:		
owners of Ingenico SA	171,652	114,074
non-controlling interests	31	(1,138)
Earnings per share (in euros)		
Net earnings:		
basic earnings per share	3.16	2.17
diluted earnings per share	2.94	2.07

2. Consolidated statements of financial position

ASSETS

(in thousands of euros)	2014	2013
Non-current assets		
Goodwill	1,342,759	849,321
Other intangible assets	544,553	179,538
Property, plant and equipment	51,711	39,201
Investments in equity-accounted investees	13,927	14,366
Financial assets	6,938	8,902
Deferred tax assets	40,812	34,123
Other non-current assets	27,616	24,650
TOTAL NON-CURRENT ASSETS	2,028,316	1,150,101
Current assets		
Inventories	118,131	101,983
Trade and related receivables	426,473	348,510
Receivables related to intermediation activities	1,943	–
Other current assets	35,155	30,240
Current tax receivables	9,319	6,771
Derivative financial instruments	10,933	1,236
Funds related to intermediation activities	308,225	–
Cash and cash equivalents	426,393	352,107
Assets classified as held for sale	–	–
TOTAL CURRENT ASSETS	1,336,572	840,847
TOTAL ASSETS	3,364,888	1,990,948

3. Consolidated cash flow statements

(in thousands of euros)	2014	2013
Cash flows from operating activities		
Profit for the period	171,683	112,936
Adjustments for:		
Share of profit of equity-accounted investees	1,379	176
Income tax expense/(income)	80,671	56,069
Depreciation, amortization and provisions	78,813	71,306
Change in fair value	4,425	2,834
Gains/(losses) on disposal of assets	525	1,688
Net interest costs/(revenue)	15,419	17,456
Share-based payment expense (1)	10,463	6,730
Interest paid	(16,044)	(16,328)
Income tax paid	(92,527)	(81,905)
Cash flows from operating activities before change in net working capital	254,807	170,962
Change in working capital		
Inventories	(9,915)	(5,385)
Trade and other receivables	(27,583)	(37,207)
Trade and other payables	77,419	80,758
Change in net working capital	39,921	38,166
NET CASH FLOWS FROM OPERATING ACTIVITIES	294,728	209,128
Cash flows from investing activities		
Acquisition of non-current assets	(51,714)	(40,170)
Proceeds from sale of tangible and intangible fixed assets	626	678
Acquisition of subsidiaries, net of cash acquired	(799,991)	(368,487)
Disposal of subsidiaries, net of cash disposed of	5,644	9,191
Loans and advances granted and other financial assets	(1,120)	(2,117)
Loan repayments received	3,469	1,694
Interest received	10,154	7,230
NET CASH FLOWS FROM INVESTING ACTIVITIES	(832,932)	(391,981)

(1) Share-based payment expense of €10.5 million, including €4.4 million paid in equity instruments and €6.1 million paid in cash.

INGENICO S.A. FIVE-YEAR FINANCIAL SUMMARY

(in thousands of euros) Reporting date (12-month accounting period)	12/31/2010	12/31/2011	12/31/2012	12/31/2013	12/31/2014
Capital at year end	51,512	51,980	52,488	53,086	57,437
Share capital (in thousands of euros)	51,511,971	51,980,303	52,487,658	53,086,309	57,436,781
Number of ordinary shares issued					
Key income statement data					
Revenue (excluding tax)	404,301	397,857	474,646	536,385	676,637
Profit before income taxes, profit-sharing, depreciation, amortization and provisions	32,964	36,268	125,782	136,317	239,575
Income tax (incl. contr. on dividends)	3,523	(1,453)	6,883	25,344	56,587
Employee profit-sharing				1,530	4,341
Profit after income taxes, profit-sharing, depreciation, amortization and provisions	(4,849)	7,509	92,741	81,309	174,214
Dividends distributed	17,764	25,990	36,741	42,469	
Per-share data (in euros)					
EPS after income taxes, profit-sharing, but before depreciation, amortization and provisions	0.57	0.73	2.27	2.06	3.11
EPS after income taxes, profit-sharing, depreciation, amortization and provisions	(0.09)	0.14	1.77	1.53	3.03
Dividend per share (1)	0.35	0.50	0.70	0.80	0.00
Personnel					
Average number of employees	481	641	744	795	835
Total payroll	44,775	54,730	62,305	69,686	77,582
incl. free share awards	6,441	5,708	1,966	13	–
Total benefits, incl. social security expenses	18,709	22,629	31,941	33,455	45,099

(1) The dividend proposal that will be submitted to the Combined Ordinary and Extraordinary Shareholders' Meeting of May 6, 2015 was decided by the Board of Directors on February 18, 2015.

PROPOSED AGENDA TO THE ANNUAL SHAREHOLDERS' MEETING

ORDNINARY RESOLUTIONS

First resolution – Approval of the annual financial statements for the year ended December 31, 2014 and approval of non-tax-deductible expenses.

Second resolution – Approval of the consolidated financial statements for the year ended December 31, 2014.

Third resolution – Allocation of net 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 and acknowledgement that no new agreements have been entered into.

Sixth 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, 2014.

Seventh resolution – Amount of attendance fees awarded to the Board members.

Eighth 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 – Suspension of this authorization during a public offer period.

EXTRAORDINARY RESOLUTIONS

Ninth resolution – Delegation of authority granted to the Board of Directors to increase the share capital by incorporating reserves, net profits and/or share premiums, duration, maximum aggregate par value of increase, rounding of fractional shares.

Tenth resolution – Delegation of authority granted to the Board of Directors to issue ordinary shares and/or securities conferring entitlement to shares (in the Company or a Group company) and/or debt securities, with retention of shareholders' preferential subscription rights, duration, maximum aggregate par value of increase, option to offer unsubscribed securities to the public.

Eleventh resolution – Delegation of authority granted to the Board of Directors to issue ordinary shares and/or securities conferring entitlement to shares (in the Company or a Group company) and/or debt securities, with preferential subscription rights waived, by public offering and/or in consideration for securities in connection with a public exchange offer, duration, maximum aggregate par value of increase, issue price, option to limit to the amount of subscriptions or distribute unsubscribed securities.

Twelfth resolution – Delegation of authority granted to the Board of Directors to issue debt securities conferring entitlement to shares, with preferential subscription rights waived, through an offer as stated in Article L.411-2 II of the French Monetary and Financial Code, duration, maximum aggregate par value of increase, issue price, option to limit to the amount of subscriptions or distribute unsubscribed securities.

Thirteenth resolution – Authorization to increase issue amounts in the event of excess demand.

Fourteenth resolution – Delegation of authority granted to the Board of Directors to increase the share capital by issuing ordinary shares and/or securities conferring entitlement to shares, up to a limit of 10 percent of the share capital, as consideration for contributions in kind comprising capital securities or securities conferring entitlement to shares, duration of the delegation.

Fifteenth resolution – Overall limit for delegations of authority to increase the share capital immediately and/or in the future.

Sixteenth resolution – Delegation of authority granted to the Board of Directors to increase the share capital by issuing ordinary shares and/or securities conferring entitlement to shares, with preferential subscription rights waived, to employees who are members of a Company savings plan, in accordance with Articles L.3332-18 *et seq.* of the French Labor Code, duration, maximum aggregate par value of increase, issue price, possibility to grant free shares as per Article L.3332–21 of the French Labor Code.

Seventeenth resolution – Delegation of authority granted to the Board of Directors to issue ordinary Company shares, with preferential subscription rights waived, to employees, directors and executive officers of Group subsidiaries with registered offices outside France who are not members of a Company savings plan, duration, maximum amount of increase, issue price.

Eighteenth resolution – Delegation of authority granted to the Board of Directors to freely award new and/or existing shares to employees and/or certain directors and executive officers of the Company or related companies, with preferential subscription rights waived, duration of the authorization, limit, duration of lock-in and vesting periods, particularly in the event of disability.

Nineteenth resolution – Suspension of delegation of authority and authorizations during public offer periods.

Twentieth resolution – Change of corporate name to INGENICO GROUP and amendment of the Articles of Association accordingly.

Twenty-first resolution – Ensuring the consistency of Articles 15 and 19 of the Articles of Association.

Twenty-second resolution – Powers for filing and publication formalities.

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 2014.

First resolution – Approval of the annual financial statements for the year ended December 31, 2014 and approval of non-tax-deductible expenses

The shareholders, having reviewed the reports of the Board of Directors, the Chairman of the Board and the statutory auditors on the year ended December 31, 2014, hereby approve the annual financial statements as presented, which show a net profit of €174,214,187.57.

The shareholders approve the amount of expenses and charges as defined in Article 39-4 of the French General Tax Code, *i.e.*, €95,871, as well as the related tax liability.

Second resolution – Approval of the consolidated financial statements for the year ended December 31, 2014

The shareholders, having reviewed the reports of the Board of Directors, the Chairman of the Board and the statutory auditors on the consolidated financial statements for the year ended December 31, 2014, hereby approve the consolidated financial statements as presented, which show a net profit of €171,652,240.

In the Third resolution, the Board of Directors proposes the distribution of a dividend of € 1 per share to be paid out of the distribuable 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 13, 2015 and June 2, 2015, 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 10, 2015.

Third resolution – Allocation of net 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, 2014 in the following manner:

2014 net results

- Net profit for 2014 €174,214,187.57
- Retained earnings €95,573,703

Allocation

- Legal reserve €440,000
- Other reserves €0
- Dividend[1] €57,436,781

  Composed of:

  - Initial dividend: €2,871,839.05
  - Complementary dividend: €54,564,941.95

- Retained earnings €211,911,109.50

The shareholders acknowledge that the total gross dividend per share is set at €1, 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 13, 2015.

Dividends shall be paid on June 10, 2015.

The total amount of the dividend paid and therefore the amount allocated to retained earnings shall be adjusted for any difference between the number of shares entitled to dividends and the 57,436,781 shares that made up the share capital at

[1] *The total dividend amount of €57,436,781 is based on the number of shares with dividend rights (equal to 57,436,781), including shares owned by the Company. The dividend payable on the shares owned by the Company shall be allocated to Retained Earnings 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 stock options exercised and the new free shares vested until the date of the Annual General Shareholders' Meeting.*

December 31, 2014.

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
2011	€25,592,876.50* or €0.50 per share	–	–
2012	€36,741,360.60* or €0.70 per share	–	–
2013	€42,469,047.20* or €0.80 per share	–	–

* *Including dividends not paid for treasury stock and allocated to retained earnings and the amount of dividends paid in shares.*

Fourth resolution – Option to receive dividends in cash or in shares

The shareholders, after reviewing 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 13, 2015 and June 2, 2015, 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 10, 2015. Those shareholders who opt for a stock dividend will receive the newly-issued shares on the distribution date for cash dividends, *i.e.*, June 10, 2015.

The shares issued as stock dividends shall be entitled to dividends as of January 1, 2015.

The shareholders hereby resolve to grant the necessary powers to the Board of Directors, with the option to sub-delegate, 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 agreement of the kind referred to in Articles L.225-38 et seq. of the French Commercial Code was entered into in 2014.

Fifth resolution – Special report of the statutory auditors on related party agreements and acknowledgement 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.

In the sixth resolution, you are asked to take 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, 2014.

Sixth 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, 2014

The shareholders, having been consulted as recommended in Article 24.3 of the AFEP-MEDEF Corporate Governance Code of June 2013, which the Company uses as a reference 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, 2014, as presented on page 233 and 234.of the 2014 Registration Document.

In the seventh resolution, we request that you set the total annual budget for attendance fees awarded to the members of the Board of Directors (unchanged since 2013) at €500,000 as of fiscal year 2015 to reflect the growth and transformation of the Group as well as the increase in the number of independent directors.

Seventh resolution – Amount of attendance fees awarded to the Board members

The shareholders hereby resolve to increase the total annual amount of attendance fees to be awarded to the Board of Directors from €400,000 to €500,000.

This decision, which will apply for the current fiscal year, will be maintained until decided otherwise.

The eighth resolution authorizes the Board of Directors to purchase the Company's own shares on the stock market in accordance with Articles L.225-209 et seq. of the French Commercial Code.
This authorization would be granted for a period of eighteen months. The purchase price per share is not to exceed €160, and the number of shares purchased shall not exceed 10 percent of the total number of shares making up the share capital.

Eighth 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 – Suspension of this authorization during a public offer period

The shareholders, deliberating with the quorum and majority required for ordinary meetings, after reviewing the report of the Board of Directors, hereby resolve to authorize the Board of Directors, in accordance with Articles L.225-209 *et seq.* of the French Commercial Code, Articles 241-1 to 241-6 of the General Regulations of the Autorité des marchés financiers, European Commission Regulation 2273/2003 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.

This authorization is intended to allow 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 by any other means, and carry out any transactions required to hedge the Company's obligations in connection with these securities, in accordance with the 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 Company's growth, in the context of 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 the 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 some or all of the Company's shares bought back with the intention of reducing the share capital, in accordance with the thirteenth extraordinary resolution of the Annual General Shareholders' Meeting of May 7, 2014;
- and generally pursue any aims permitted by law or engage in any market practices that may be authorized by the Autorité des marchés financiers, 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 under this authorization shall not exceed 10 percent of the total number of shares making up the share capital on the date of purchase, after deducting the number of shares resold during the program to maintain a liquid market for the Company's shares, while noting 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 at December 31, 2014 (divided into 57,436,781 shares), and taking into account the 280,794 treasury shares held at that date, the Company would be authorized to purchase up to 5,462,884 shares.

Shares may be acquired by any means that are in accordance with current stock market regulations 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.

However, such transactions shall not be able to be carried out once a third party has filed a proposed public offer for the Company's stock until the end of the offer period.

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 €160. On the basis of the share capital at December 31, 2014, 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 €160, would be €874,061,456.

In the event of capital increases carried out through incorporation of reserves or free share awards, or in the event of stock splits or reverse splits, depreciation or reduction of the share capital, or 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 the implementation of the present authorization, the Board of Directors is hereby granted the necessary powers, with the option to sub-delegate, 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 enter into all agreements required, particularly 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, including allocating or reallocating purchased shares for their various intended purposes, and generally to do whatever is required.

The present authorization is hereby granted for a period of 18 months from the date of this Annual General Shareholders' Meeting and cancels and replaces the authorization granted to the same effect by the Annual General Shareholders' Meeting on May 7, 2014.

EXTRAORDINARY RESOLUTIONS

Ninth through fourteenth 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.

Accordingly, the ninth resolution authorizes the Board of Directors to increase the share capital by incorporating reserves, net profits and/or share premiums.
The capital increases carried out under this delegation of authority may not exceed a maximum aggregate par value of €10,000,000.

Ninth resolution – Delegation of authority granted to the Board of Directors to increase the share capital by incorporating reserves, net profits and/or share premiums

The shareholders, deliberating with the quorum and majority required for ordinary meetings, after reviewing the report of the Board of Directors, and in accordance with Articles L.225-129-2 and L.225-130 of the French Commercial Code:

1) delegate their authority to the Board of Directors to resolve to increase the share capital, in one or more transactions and at the times and under the conditions it determines, by incorporating reserves, net profits, share premiums or other amounts that can be capitalized, by issuing and freely awarding shares or by increasing the par value of existing ordinary shares, or any combination of these two approaches;
2) resolve that if this delegation of authority is used by the Board of Directors, in accordance with Article L.225-130 of the French Commercial Code, in the event of a capital increase based on free shares being awarded, the entitlements forming fractions of shares shall not be able to be traded or transferred and the corresponding capital securities will be sold; sums from the sale will be allocated to the holders of rights within the regulatory timeframe;
3) grant this delegation of authority for a period of 26 months from the date of this meeting;
4) resolve that the amount of capital increases resulting from issues carried out under this resolution may not exceed an aggregate par value of €10,000,000, not taking into consideration the amount required to safeguard, in compliance with applicable laws, the rights of holders of securities conferring entitlements to shares;
5) this maximum limit is independent of all the maximum limits applicable under the other resolutions of this meeting;
6) grant the Board of Directors the necessary powers to implement this resolution and, generally, to take any measures and perform any formalities required for the successful completion of each capital increase, recording their performance thereof and amending the Articles of Association accordingly;
7) acknowledge that, from the date of this meeting, this delegation of authority cancels and replaces any remaining unused balance under any previous delegation of authority with the same purpose.

The tenth resolution authorizes the Board of Directors to issue securities conferring immediate or future entitlement to shares to be issued by the Company in connection with a capital increase or to the allotment of debt securities, with preferential subscription rights maintained for shareholders. The capital increases carried out under this delegation of authority may not exceed a maximum aggregate par value of €25,000,000, equivalent to 41.2 percent of the share capital.
Issues of bonds and other debt securities under this delegation of authority would be limited to a maximum aggregate par value of €500,000,000, or the foreign currency equivalent thereof in the event that said securities are issued in currencies other than the euro.

Tenth resolution – Delegation of authority granted to the Board of Directors to issue ordinary shares and/or securities conferring entitlement to shares (in the Company or a Group company) and/or debt securities, with retention of shareholders' preferential subscription rights

The shareholders, deliberating with the quorum and majority required for extraordinary meetings, after reviewing the report of the Board of Directors and the special report of the statutory auditors, and in accordance with the French Commercial Code, in particular Articles L.225-129-2, L.228-92 and L.225-132 *et seq.*:

1) delegate their authority to the Board of Directors to issue, in one or more transactions, in the proportions and at the times it determines, either in euros or in foreign currencies or in any other monetary units determined with reference to a series of currencies:
   - ordinary shares,
   - and/or ordinary shares conferring entitlement to other ordinary shares or debt securities,

- and/or securities conferring entitlement to ordinary shares to be issued by the Company.

In accordance with Article L.228-93 of the French Commercial Code, the securities to be issued may confer entitlement to ordinary shares to be issued by any company directly or indirectly holding more than half of the Company's capital or in which the Company directly or indirectly holds more than half of the capital;

2) set the validity of this delegation of authority at 26 months from the date of this meeting;

3) resolve to set the following limits for the amounts of any issues that may be carried out by the Board of Directors under this delegation of authority:

The aggregate par value of shares that may be issued under this delegation of authority may not exceed €25,000,000; this limit does not include the aggregate par value of any additional shares that may be issued in compliance with applicable laws and with any contractual obligations regarding other adjustments to issues, in order to safeguard the rights of holders of securities conferring entitlement to shares.

The total aggregate par value of Company debt securities that may be issued under this delegation of authority may not exceed €500,000,000.

These maximum limits are independent of all the maximum limits applicable under the other resolutions of this meeting;

4) If the Board of Directors makes use of this delegation of authority in connection with the issues indicated in (1) above:

a/ resolve that such issues of ordinary shares or securities conferring entitlement to shares shall be reserved in priority for shareholders that will be able to subscribe on a pre-emptive basis,

b/ resolve that if subscriptions on a pre-emptive basis and, as relevant, on a non-pre-emptive basis, have not accounted for the entirety of an issue indicated in 1), the Board of Directors may make use of the following options:

- limiting the amount of the issue to the amount of subscriptions, within any regulatory limits in force, as relevant,
- freely distributing some or all of any unsubscribed securities,
- offering some or all of any unsubscribed securities to the public;

5) resolve that the Board of Directors shall be granted the necessary powers, subject to the limits set forth above, to determine the terms, conditions and issue price for 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 issue-related expenses against the related share premium accounts and to deduct from these premium accounts the amounts 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) acknowledge that this delegation of authority cancels and replaces any previous delegation of authority with the same purpose.

The eleventh resolution authorizes the Board of Directors to issue securities conferring immediate or future entitlement to shares to be issued by the Company in connection with a capital increase or to the allotment of debt securities, with preferential subscription rights waived for shareholders. The capital increases carried out under this delegation of authority may not exceed a maximum aggregate par value of €6,065,334, equivalent to 10 percent of the share capital.

Issues of bonds and other debt securities under this delegation of authority would be limited to a maximum aggregate par value of €500,000,000, or the foreign currency equivalent thereof in the event that said securities are issued in currencies other than the euro.

This amount would be deducted from the overall limit of €6,065,334 set for capital increases and from the overall limit of €500,000,000 set in the fifteenth resolution for issues of debt securities.

Eleventh resolution – Delegation of authority granted to the Board of Directors to issue ordinary shares and/or securities conferring entitlement to shares and/or debt securities, with preferential subscription rights waived, by public offering and/or in consideration for securities in connection with a public exchange offer

The shareholders, deliberating with the quorum and majority required for extraordinary meetings, after reviewing the report of the Board of Directors and the special report of the statutory auditors, and in accordance with the French Commercial Code, in particular Articles L.225-129-2, L.225-136, L.225-148 and L.228-92:

1) delegate their authority to the Board of Directors to issue, in one or more transactions, in the proportions and at the times it determines, on French and/or international markets, through a public offering, either in euros or in foreign currencies or in any other monetary units determined with reference to a series of currencies:
   - ordinary shares,
   - and/or ordinary shares conferring entitlement to other ordinary shares or debt securities,
   - and/or securities conferring entitlement to ordinary shares to be issued by the Company.

Such securities may be issued as consideration for securities transferred to the Company in connection with a public exchange offer on securities in accordance 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, the securities to be issued may confer entitlement to ordinary shares to be issued by any company directly or indirectly holding more than half of the Company's capital or in which the Company directly or indirectly holds more than half of the capital;

2) set the validity of this delegation of authority at 26 months from the date of this meeting;

3) the aggregate par value of ordinary shares that may be issued under this delegation of authority may not exceed €6,065,334.

   This limit does not include the aggregate par value of any additional ordinary shares to be issued, in compliance with applicable laws and with any contractual obligations regarding other adjustments to issues, in order to safeguard the rights of holders of securities conferring entitlement to shares.

   This amount is deducted from the amount of the limit for capital increases set in the fifteenth resolution.

   The total aggregate par value of Company debt securities that may be issued under this delegation of authority may not exceed €500,000,000, while noting that this amount is deducted from the overall nominal limit for debt securities indicated in the fifteenth resolution;

4) resolve to waive the preferential subscription rights of shareholders for ordinary shares and securities conferring entitlement to shares and/or debt securities subject to this resolution, while allowing the Board of Directors the option to grant shareholders a priority right, in compliance with applicable laws;

5) resolve that any sum paid or to be paid to the Company in consideration for each ordinary share issued under this delegation of authority, after taking into account the issue price for any stock warrants issued, will be at least equal to the minimum legal and regulatory amount required at the time of the Board of Directors' use of this delegation;

6) resolve that, if securities are issued as consideration for securities tendered as part of a public exchange offer, the Board of Directors shall have the necessary powers, under the conditions defined in Article L.225-148 of the French Commercial Code and subject to the limits set forth above, to determine the list of securities tendered for the exchange, to determine the issue conditions, the exchange ratio and, if applicable, the amount of the cash balance to be paid, and to determine the conditions for the issue;

7) resolve that if the subscriptions have not accounted for the entire amount of an issue indicated in 1/, the Board of Directors may make use of the following options:

   - limiting the amount of the issue to the amount of subscriptions, within any regulatory limits in force, as relevant,
   - freely distributing all or part of any unsubscribed securities;

8) resolve that the Board of Directors shall be granted the necessary powers, subject to the limits set forth above, to determine the terms and conditions for 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 issue-related expenses against the related share premium accounts and to deduct from these premium accounts the amounts 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) acknowledge that this delegation of authority cancels and replaces any previous delegation of authority with the same purpose.

The twelfth resolution authorizes the Board of Directors to issue debt securities conferring entitlement to shares to be issued by the Company in connection with a capital increase through private placements, with preferential subscription rights waived for shareholders. The capital increases carried out under this delegation of authority may not exceed a maximum aggregate par value of €6,065,334, equivalent to 10 percent of the share capital.

Issues of debt securities under this delegation of authority would be limited to a maximum aggregate par value of €500,000,000, or the foreign currency equivalent thereof in the event that said securities are issued in currencies other than the euro.

This amount would be deducted from the overall limit of €6,065,334 (equivalent to 10 percent of the share capital) set for capital increases and from the overall limit of €500,000,000 set in the fifteenth resolution for issues of debt securities.

Twelfth resolution – Delegation of authority granted to the Board of Directors to issue debt securities conferring entitlement to shares, with preferential subscription rights waived, through an offer as stated in Article L.411-2 II of the French Monetary and Financial Code

The shareholders, deliberating with the quorum and majority required for extraordinary meetings, having reviewed the report of the Board of Directors and the special report of the statutory auditors, and in accordance with the French Commercial Code, in particular Articles L.225-129-2, L.225-136 and L.228-92:

1) delegate their authority to the Board of Directors to issue, in one or more transactions, in the proportions and at the times it determines, on French and/or international markets, through an offer as stated in Article L.411-2 II of the French Monetary and Financial Code, either in euros or in foreign currencies or in any other monetary units determined with reference to a series of currencies, debt securities conferring entitlement to ordinary shares to be issued by the Company;

2) set the validity of this delegation of authority at 26 months from the date of this meeting;

3) the aggregate par value of ordinary shares that may be issued under this delegation of authority may not exceed €6,065,334, and will also be limited to 20 percent of the capital per year.

   This limit does not include the aggregate par value of any additional ordinary shares to be issued, in compliance with applicable laws and with any contractual obligations regarding other adjustments to issues, in order to safeguard the rights of holders of debt securities conferring entitlement to shares.

   This amount is deducted from the amount of the limit for capital increases set in the fifteenth resolution.

   The total aggregate par value of Company debt securities that may be issued under this delegation of authority may not exceed €500,000,000, while noting that this amount is deducted from the overall nominal limit for debt securities in the fifteenth resolution;

4) resolve to waive preferential subscription rights for shareholders on debt securities conferring entitlement to shares subject to this resolution;

5) resolve that any sum paid or to be paid to the Company in consideration for each ordinary share issued under this delegation of authority will be at least equal to the minimum legal and regulatory amount required at the time of the Board of Directors' use of this delegation;
6) resolve that if the subscriptions have not accounted for the entire amount of an issue indicated in 1, the Board of Directors may make use of the following options:
   - limiting the amount of the issue to the amount of subscriptions, within any regulatory limits in force, as relevant,
   - freely distributing all or part of any unsubscribed securities;
7) resolve that the Board of Directors shall be granted the necessary powers, subject to the limits set forth above, to determine the terms and conditions for 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 issue-related expenses against the related share premium accounts and to deduct from these premium accounts the amounts 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) acknowledge that this delegation of authority cancels and replaces any previous delegation of authority with the same purpose.

The thirteenth resolution is intended to renew the authorization granted to the Board of Directors in accordance with Articles L.225-135-1 and R.225-118 of the French Commercial Code to increase the number of shares to be issued by a maximum of 15 percent of the initial issue, with preferential rights maintained or waived, in the event of excess demand from investors ("greenshoe option"), subject to the maximum limits set previously.

Thirteenth resolution – Authorization to increase the amount of issues in the event of excess demand

The shareholders, deliberating with the quorum and majority required for extraordinary meetings, after reviewing the reports of the Board of Directors and the statutory auditors, resolve that for each issue of ordinary shares or securities conferring entitlement to shares decided upon in accordance with the tenth, eleventh and twelfth resolutions above, the number of securities to be issued may be increased under the conditions defined by Article L.225-135-1 of the French Commercial Code and subject to the maximum limits set by the meeting in the event of excess demand.

The fourteenth resolution is intended to renew the authorization granted to the Board of Directors in accordance with Article L.225-147 of the French Commercial Code to increase the share capital by issuing ordinary shares or securities conferring entitlement to shares in return for any contributions in kind made to the Company, up to a limit of 10 percent of the Company's share capital.
This amount would be deducted from the overall limit of €6,065,334 (equivalent to 10 percent of the share capital) set in the fifteenth resolution for capital increases.

Fourteenth resolution – Delegation of authority granted to the Board of Directors to increase the share capital by issuing ordinary shares and/or securities conferring entitlement to shares, up to a limit of 10 percent of the share capital, as consideration for contributions in kind comprising capital securities or securities conferring entitlement to shares

The shareholders, deliberating with the quorum and majority required for extraordinary meetings, after reviewing the reports of the Board of Directors and the statutory auditors, and in accordance with Articles L.225-147 and L.228-92 of the French Commercial Code:

1) authorize the Board of Directors, based on the report by the transfer agent (commissaire aux apports), to issue ordinary shares or securities conferring entitlement to ordinary shares as consideration for contributions in kind granted to the Company and comprising capital securities or securities conferring entitlement to the share capital when the provisions of Article L.225-148 of the French Commercial Code do not apply;
2) set the validity of this delegation of authority at 26 months from the date of this meeting;
3) resolve that the aggregate par value of ordinary shares that may be issued under this delegation of authority may not exceed 10 percent of the capital on the date of this meeting, with this amount deducted from the maximum aggregate par value indicated in the fifteenth resolution; said limit does not include the aggregate par value of any ordinary shares to be issued in compliance with applicable laws and with any contractual obligations regarding other adjustments to issues, in order to safeguard the rights of holders of securities conferring entitlement to shares;
4) delegate full powers to the Board of Directors with a view to approving the valuation of the contributions, deciding on the resulting capital increase, recording its completion, charging any expenses and duties incurred by the capital increase against the contribution premium, deducting from the contribution premium any sums required to take the legal reserve up to one tenth of the new capital after each capital increase, amending the Articles of Association accordingly, and doing whatever is necessary in this respect;
5) acknowledge that this delegation of authority cancels and replaces any previous delegation of authority with the same purpose.

The fifteenth resolution sets the maximum aggregate par value of capital increases that may be carried out, immediately or in the future, under the delegations of authority and authorizations granted by the eleventh, twelfth, thirteenth and fourteenth resolutions at €6,065,334, equivalent to 10 percent of the share capital.
The overall maximum aggregate par value of the debt securities that may be issued under said resolutions may not exceed €500,000,000.

Fifteenth resolution – Overall limit for delegations of authority to increase the share capital immediately and/or in the future

The shareholders, deliberating with the quorum and majority required for extraordinary meetings, after reviewing the report of the Board of Directors, and further to the adoption of the previous resolutions, resolve to:

- set the maximum aggregate par value of capital increases that may be carried out, immediately or in the future, under the delegations of authority and authorizations granted by the eleventh, twelfth, thirteenth and fourteenth resolutions, at €6,065,334, while noting that this limit does not include the aggregate par value of any Company shares to be issued in compliance with applicable laws and with any contractual obligations regarding other adjustments to issues, in order to safeguard the rights of holders of securities conferring entitlement to shares;
- set the overall maximum aggregate par value of debt securities that may be issued under the eleventh, twelfth and thirteenth resolutions at €500,000,000.

The sixteenth and seventeenth resolutions authorize the Board of Directors to increase the share capital by issuing ordinary shares and/or securities conferring entitlement to shares to employees of Ingenico Group in France (sixteenth resolution) and to employees, directors and executive officers of Ingenico Group subsidiaries having their registered offices outside of France (seventeenth resolution), up to a limit for each delegation of authority of 2 percent of the share capital on the date of the decision by the Board of Directors.

Sixteenth resolution – Delegation of authority granted to the Board of Directors to increase the share capital by issuing ordinary shares and/or securities conferring entitlement to shares, with preferential subscription rights waived, 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, deliberating with the quorum and majority required for extraordinary meetings, having reviewed the report of the Board of Directors and the special report of the statutory auditors, and in accordance with Articles L.225-129-6, L.225-138-1 and L.228-92 of the French Commercial Code and Articles L.3332-18 *et seq.* of the French Labor Code:

1) delegate their authority to the Board of Directors to resolve, at its discretion, to increase the share capital in one or more transactions by issuing ordinary shares or securities conferring entitlement to 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) waive, for the benefit of such people, any preferential subscription rights on shares that may be issued under this delegation of authority;
3) grant this delegation of authority for a period of 26 months from the date of this meeting;
4) limit the maximum aggregate par value of the share capital increase or increases carried out under this delegation of authority 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 maximum limits set in authorizations to increase the share capital. This limit does not include the aggregate par value of any additional ordinary shares to be issued, in compliance with applicable laws and with any contractual obligations regarding other adjustments to issues, in order to safeguard the rights of holders of securities conferring entitlement to shares;
5) resolve that 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 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 ten years or more, nor may the subscription price exceed said average;
6) resolve that 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 the matching contributions required by the Company or Group savings plan regulations and/or (ii) to offset any discount to the share price;
7) acknowledge that this delegation of authority cancels and replaces 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.

Seventeenth resolution – Delegation of authority granted to the Board of Directors to issue ordinary Company shares, with preferential subscription rights waived, to employees, directors and executive officers of Ingenico Group subsidiaries with registered offices outside France who are not members of a Company savings plan

The shareholders, deliberating with the quorum and majority required for extraordinary meetings, having reviewed the report of the Board of Directors and the special report of the statutory auditors, and in accordance with Articles L.225-129-2 and L.225-138 of the French Commercial Code:

1) delegate their authority to the Board of Directors, with the option to sub-delegate as provided for by law, to issue ordinary Company shares, in one or more transactions, reserved for employees, directors and executive officers of subsidiaries under the Company's control as defined in Article L.233-16 of the French Commercial Code, which have their registered offices outside France (the "Subsidiaries"), which may be paid for either in cash or by offsetting receivables;
2) resolve that (i) the aggregate par value of the share capital increase or increases carried out under this delegation of authority 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, while noting that this limit does not include the aggregate par value of any additional ordinary shares to be issued in compliance with current laws and with any contractual obligations regarding other adjustments to issues, in order to safeguard the rights of holders of securities or other rights entitling them to Company shares; 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 under this delegation of authority, shall not be subject to any other limit with respect to authorizations to increase the share capital;

3) acknowledge that the Board of Directors, with the option to sub-delegate 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 existing shareholders, to employees who are members of a Group savings plan or to third parties;
4) resolve that the subscription price 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 discretion of the Board of Directors:

   - the subscription price 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 subscription price 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 is noted that the method to be applied or the amount of discount to be deducted may vary according to the capital increases or the beneficiaries involved;

5) resolve to waive the preferential subscription rights on shares to be issued to employees, directors and executive officers of the Subsidiaries;
6) resolve that the Board of Directors shall have the necessary powers, with the option to sub-delegate as provided for by law, to implement this delegation of authority and to accomplish the following in particular:

   - determine the date, terms and methods to be used in the issue of shares with or without premiums, and determine the aggregate number of shares to be issued,

   - establish the list of beneficiaries from 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 be entitled to dividends,

   - limit the amount of the issue to the amount of subscriptions, within any regulatory limits in force, as relevant,

   - if applicable, charge any costs against the issue premium or premiums, particularly issuance costs,

   - if applicable, request 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 compliance 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) resolve that this delegation of authority is hereby granted for a period of 18 months from the date of this meeting and cancels and replaces any remaining unused balance under any previous delegation of authority with the same purpose.

The eighteenth resolution authorizes the Board of Directors to freely award performance shares.

Pursuant to Articles L.225-129-1 et seq. and L.229-197-1 et seq. of the French Commercial Code, the Board of Directors would accordingly be authorized to make free awards of existing and/or new Company shares on one or more occasions to employees, directors and executive officers of the Company and/or of any companies or groups of companies directly or indirectly affiliated with the Company within the meaning of Article L. 225-197-2 of the French Commercial Code.

The number of shares ultimately acquired by the eligible employees and/or directors and executive officers of the Company would be determined on the basis of performance criteria.

The total number of free shares that may be awarded in this way may not exceed 5 percent of the share capital on the date of the first award by the Board of Directors. The total number of free shares that may be freely awarded to the directors and executive officers of the Company may not exceed 2 percent of the share capital within this initial total. This authorization would be granted for a period of thirty-eight months from the date of the shareholders' meeting.

Eighteenth resolution – Delegation of authority granted to the Board of Directors to freely award shares to employees and/or certain directors and executive officers

The shareholders, after reviewing the report of the Board of Directors and the special report of the statutory auditors, and in accordance with Articles L.225-197-1 and L.225-197-2 of the French Commercial Code, authorize the Board of Directors to award new or existing ordinary Company shares, in one or more transactions, to:

- employees of the Company or companies that are directly or indirectly related to it as defined by Article L.225-197-2 of the French Commercial Code;
- and/or directors and executive officers who satisfy the conditions defined by Article L.225-197-1 of the French Commercial Code.

The total number of shares freely awarded in this way may not exceed 5 percent of the share capital on the date of this meeting. The total number of shares that may be freely awarded to the Company's directors and executive officers may not exceed 2 percent of the capital within this initial total.

The shares shall be vested at the end of a vesting period of at least two years set by the Board of Directors. If applicable, beneficiaries shall be required to retain these shares for a period defined by the Board of Directors; this period must be at least equal to the minimum legal timeframe. The combined duration of the vesting and lock-in periods may not be less than the minimum legal timeframe required, if applicable.

The shares awarded to the Company's eligible directors and executive officers, as defined above, shall be subject to performance criteria that is set by the Board of Directors and is used as a basis for determining the number of shares ultimately acquired by them.

On an exceptional basis, shares may be vested before the end of the vesting period if the beneficiary is classed as disabled in accordance with the second or third categories detailed in Article L.341-4 of the French Social Security Code.

The Board of Directors is granted the necessary powers to:

- set the conditions and, if applicable, the criteria for awarding shares;
- determine the identity of beneficiaries and the number of shares awarded to each beneficiary;
- determine the performance criteria for shares freely awarded to the Company's eligible directors and executive officers (as defined in Article L.225-197-1 of the French Commercial Code);
- if applicable:
    - acknowledge the existence of sufficient reserves and, at the time of each award, transfer the necessary sums into an unavailable reserves account as required to pay up the new shares to be awarded,
    - decide, at the appropriate time, to carry out the capital increase or increases by incorporating reserves, share premiums or net profits associated with the issuance of new shares freely awarded; the amount of the capital increase or increases is not deducted from the maximum limit for the delegation of authority to increase the capital by incorporating reserves under the ninth extraordinary resolution from this meeting,
    - acquire the shares required via the share buyback program and allocate them to the share plan,
    - in terms of beneficiaries' rights, determine the impacts of transactions modifying the capital or likely to affect the value of shares awarded and exercised during the vesting period, and modify or adjust the number of shares awarded accordingly, if necessary, to safeguard the rights of beneficiaries,
    - take all relevant measures to ensure compliance with the lock-in period required for beneficiaries, if applicable,
    - and, generally, do whatever is necessary to implement this authorization in accordance with the legislation in force.

Under this authorization, shareholders waive their preferential subscription rights for the new shares issued by incorporating reserves, share premiums and net profits.

This authorization is granted for 38 months from the date of this meeting.

It cancels and replaces any previous authorizations with the same purpose.

In accordance with the new provisions of Article L233-32 of the French Commercial Code resulting from the French Florange Act ("loi Florange") of March 29, 2014, the delegations of authority granted by the Meeting before the offer period would no longer be suspended during a public offer period targeting the Company unless the Meeting makes express provisions for this suspension.

We therefore ask you in the nineteenth resolution to resolve that the delegations of authority provided for under the ninth, tenth, eleventh, twelfth, thirteenth, fourteenth, fifteenth, sixteenth and seventeenth resolutions shall be suspended during a public offer period targeting the Company.

Nineteenth resolution – Suspension of delegation of authority during public offer periods

The shareholders, deliberating with the quorum and majority required for extraordinary meetings, after reviewing the report of the Board of Directors, resolve that the Board of Directors may not, unless previously authorized by the Annual General Shareholders' Meeting, make use of the delegations of authority granted under the ninth, tenth, eleventh, twelfth, thirteenth, fourteenth, fifteenth, sixteenth and seventeenth resolutions from the date any third party submits a proposed public offer for the Company's securities until the end of the offer period.

In the twentieth resolution, we request that you change the Company's corporate name from Compagnie Industrielle et Financiere d'Ingénierie to Ingenico Group.

Twentieth resolution – Change of corporate name to INGENICO GROUP and amendment of the Articles of Association accordingly

The shareholders, deliberating with the quorum and majority required for extraordinary meetings, after reviewing the report of the Board of Directors, resolve to:

- change the Company's corporate name from "Compagnie Industrielle et Financière d'Ingénierie" to "Ingenico Group";
- amend Article 3 of the Articles of Association accordingly, as set out below:

  "*The Company's name is INGENICO GROUP.*

  In all deeds, letters, invoices, announcements, publications or other documents of any kind issued by the Company and intended for third parties, the corporate name shall always be immediately preceded or followed by the words "*société anonyme*" *or the initials* "*SA*" *and the amount of its share capital.*"

In the twenty-first resolution, we request that you bring the Articles of Association into line with the new provisions of Article L. 225-39 of the French Commercial Code, as amended by French decree No. 2014-863 of July 31, 2014 (related party agreements and commitments) and Article R.225-85 of the French Commercial Code, as amended by French decree No. 2014-1466 of December 8, 2014 (record date), and therefore amend Articles 15 and 19 of the Articles of Association accordingly.

Twenty-first resolution – Ensuring the consistency of Articles 15 and 19 of the Articles of Association

The shareholders, deliberating with the quorum and majority required for extraordinary meetings, after reviewing the report of the Board of Directors, resolve to:

- amend the last sentence of section 3 of Article 15 of the Articles of Association as follows, to ensure consistency with the provisions of Article L.225-39 of the French Commercial Code, as amended by French decree No. 2014-863 of July 31, 2014, leaving the rest of the Article unchanged:

  "These provisions shall not apply in the cases defined by law";
- amend the eighth paragraph of Article 19 of the Articles of Association as follows to ensure consistency with the new provisions of Article R.225-85 of the French Commercial Code, as amended by French decree No. 2014-1466 of December 8, 2014, leaving the rest of the Article unchanged:

  "The right to attend Shareholders' Meetings shall be based upon registration, at least two working days before the meeting, of the shareholder's name or the name of the depository registered on the shareholder's behalf, either in the registered accounts held by the Company or in the bearer securities trading accounts held by the approved depository."

Twenty-second resolution – Powers for filing and publication formalities

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

DETAILED PRESENTATION OF THE RESOLUTIONS PROPOSED TO THE SHAREHOLDERS' MEETING

ORDINARY RESOLUTIONS

Approval of the parent company and consolidated financial statements for the year ended December 31, 2014 (first and second resolutions) and approval of non-tax-deductible expenses

The Board of Directors request that you approve the parent company financial statements for the year ended December 31, 2014, which show a net profit of €174,214,187.57, as well as the consolidated financial statements for the year ended December 31, 2014, which show a net profit of €171,652,240.

We also request that you approve the total expenses and charges as defined in Article 39-4 of the French General Tax Code, *i.e.*, €95,871, as well as the related tax liability, *i.e.*, €36,460.98.

Allocation of net profit for the year and dividend (third resolution)

The proposed allocation of our Company's net profit for the year is in compliance with the law and our Articles of Association.

We propose that the net profit for the year ended December 31, 2014 be allocated as follows:

2014 net results

- Net profit for 2014 €174,214,187.57
- Retained earnings €95,573,703

Allocation

- Legal reserve €440,000
- Other reserves €0
- Dividend[1] €57,436,781

  Composed of:

Initial dividend: €2,871,839.05

Complementary dividend: €54,564,941.95

- Retained earnings €211,911,109.50

Accordingly, the gross dividend per share would be €1. Dividends paid to natural persons residing in France are eligible for the 40-percent tax reduction mentioned in Paragraph 2, Section 3 of Article 158 of the French General Tax Code.

The ex-dividend date is May 13, 2015, and the dividends shall be paid on June 10, 2015.

Please note that the total amount of the dividend paid and therefore the amount allocated to retained earnings shall be adjusted for any difference between the number of shares entitled to dividends and the 57,436,781 shares that made up the share capital at December 31, 2014.

Pursuant to Article 243 bis of the French Tax Code, we ask you to 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
2011	€25,592,876.50 (1) or €0.50 per share	–	–
2012	€36,741,360.60 (1) or €0.70 per share	–	–
2013	€42,469,047.20 (1) or €0.80 per share	–	–

(1) Including the amount of dividends not paid for treasury stock and allocated to retained earnings and the amount of dividends paid in shares.

1 *The total dividend amount of €57,436,781 is based on the number of shares with dividend rights (equal to 57,436,781), including shares owned by the Company. The dividend payable on the shares owned by the Company shall be allocated to Retained Earnings 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 stock options exercised and the new free shares vested until the date of the Annual General Shareholders' Meeting.*

Option to receive dividends in cash or in shares (fourth resolution)

We propose, in accordance with Article 23 of the Company's Articles of Association, that you be given the option to receive dividends in cash or in shares for the total net dividend amount to which you are entitled.

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 13, 2015 and June 2, 2015, 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 10, 2015. Those shareholders who opt for a stock dividend will receive the newly-issued shares on the distribution date for cash dividends, *i.e.*, June 10, 2015.

The shares issued as stock dividends shall be entitled to dividends as of January 1, 2015.

The Board of Directors shall have the necessary powers to implement this resolution.

Acknowledgement that no new related party agreements have been entered into (fifth resolution)

We request that, after reviewing the special report of the statutory auditors, you acknowledge that no new related party agreements, as defined by Articles L.225-38 *et seq.* of the French Commercial Code, have been entered into and approve the terms of this special report.

Advisory vote on the components of the compensation due or allocated to Mr. Philippe Lazare in respect of the year ended December 31, 2014 (sixth resolution)

As recommended in Article 24.3 of the AFEP-MEDEF Corporate Governance Code for listed companies, as revised in June 2013, which the Company uses as a reference, we ask that you take 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, 2014, as presented here:

For further information, please refer to pages 88 *et seq*. of this Registration Document.

Components of compensation due or allocated for the fiscal year	Amounts or accounting estimates submitted to a vote	Description
Fixed compensation	€700,000 (amount paid)	In 2014, Mr. Philippe Lazare was granted a 7.7 percent increase in his fixed compensation, reflecting the expansion of the business scope beyond payment service devices alone (particularly online), and a broader geographical scope.
Variable compensation for the year	€1,326,021 (amount payable)	As recommended by the Compensation, Appointments and Governance Committee and after obtaining the validation of the financial components from the Audit and Financing Committee, the Board of Directors set the amount of variable compensation payable to Mr. Philippe Lazare in respect of 2014 at its Meeting on February 18, 2015. Based on the quantitative and qualitative criteria set by the Board on March 27, 2014 and considering the Company's performance at December 31, 2014, the amount of variable compensation was evaluated based on the following: - in quantitative terms, the Board noted the substantial outperformance of the three financial criteria used: consolidated revenue growth (target achieved: 107 percent), consolidated EBITDA (target achieved: 116 percent), and free cash flow (target achieved: 159 percent), resulting in year-end figures reaching 147 percent of the targets; - in qualitative terms, the Board deemed that Mr. Philippe Lazare had done an outstanding job in 2014 and accordingly allocated the maximum percentage of variable compensation allowed, which is 30 percent. The Board members unanimously appreciated (i) the accelerated deployment of the Company strategy with the acquisition of the GlobalCollect Group, (ii) the launch of the Telium Tetra range and marketplace, (iii) the development of the mobility range with the strategic integration of Room Data (now fully-owned), and (iv) the success of the first cross-channel payment transactions. Mr. Philippe Lazare's variable compensation for 2014 has therefore been set at €1,326,021, equal to 189 percent of his fixed compensation for the year.
Deferred variable compensation	n.a.	No deferred variable compensation has been awarded to Mr. Philippe Lazare.
Multi-year variable compensation	n.a.	No multi-year variable compensation has been awarded to Mr. Philippe Lazare.
Exceptional compensation	n.a.	No exceptional compensation has been awarded to Mr. Philippe Lazare.
Stock options, performance shares and any other long-term forms of compensation	Stock options = n.a.	No stock options were granted in 2014.
	6,500 shares = €312,482 (book value) Other compensation = n.a.	To continue with its performance share program, on October 29, 2014, the Board of Directors, under the twenty-second resolution from the Extraordinary Shareholders' Meeting held on April 29, 2013, set up the third joint investment plan for 2014, involving capital risk for this plan's beneficiaries. Following a personal investment of €50,000 in the Company's shares, Mr. Philippe

Components of compensation due or allocated for the fiscal year	Amounts or accounting estimates submitted to a vote	Description
		Lazare was awarded 6,500 free shares in connection with this plan. These performance share awards are dependent on the following performance criteria being achieved: - internal criteria, linked to the Group's financial and operating results: EBITDA in line with the plan announced to the market. If 90 percent of the target is achieved, 1 free share is awarded for each share invested. Two free shares are awarded if 95 percent of the target is achieved, with four shares for 100 percent. The maximum number of free shares is reached if the Group outperforms and results exceed 104 percent of the targets, i.e., six free shares for every share invested. - external criteria linked to the Company's stock market performance in relation to the performance of the SBF 120 stock market index. If Ingenico's share performance is greater than or equal to 95 percent of the SBF 120's performance, these awards are activated. One additional free share is awarded for every 5 percent, up to a maximum of four free shares for every share invested if Ingenico's share performance is greater than or equal to 110 percent of the SBF 120. Attainment of those performance targets is assessed at the end of the two-year vesting period.
Director's attendance fees	n.a.	No attendance fees are paid to Mr. Philippe Lazare.
Value of all benefits in kind	€12,337	Mr. Philippe Lazare has been provided with a company car and insurance for loss of his corporate office.

Components of compensation due or allocated for the fiscal year and voted on by the Annual General Shareholders' Meeting under the procedure for related party agreements and commitments	Amounts voted on	Description
Termination benefits	No termination benefits are due in respect of 2014	In compliance with the Board's decision of March 15, 2012, approved by the shareholders at their Annual General Shareholders' Meeting on May 3, 2012 in its eighth resolution, in the event that Mr. Lazare's mandate is terminated (for any reason other than gross negligence), the following arrangement shall apply: - he shall receive an indemnity equal to one year of gross annual salary payable in his capacity as Chief Executive Officer of Ingenico; - he shall maintain his entitlement to the free shares for which the vesting period has not expired. This arrangement is subject to the following performance conditions:

Components of compensation due or allocated for the fiscal year and voted on by the Annual General Shareholders' Meeting under the procedure for related party agreements and commitments	Amounts voted on	Description
		- EBIT growth in line with revenue growth during his term in office; - stability or increase in the Company's market share during his term of office.
Benefits in connection with a non-competition clause	n.a.	No non-competition clause applies.
Supplementary retirement plan	n.a.	Mr. Philippe Lazare does not have a supplementary retirement plan.

Amount of attendance fees awarded to the Board members (seventh resolution)

We request that you increase the total annual amount of attendance fees to be awarded to the Board of Directors from €400,000 to €500,000. For reference, the total amount of attendance fees has not been revised since 2013, whereas the number of independent directors has increased significantly.

This decision would apply for the current fiscal year and would be maintained until decided otherwise.

Authorization to trade in Company shares (Article L.225-209 of the French Commercial Code) (eighth resolution) - Suspension of this authorization during a public offer period

The authorization granted by the Annual General Shareholders' Meeting of May 7, 2014, shall soon expire; we therefore request that you authorize the Board of Directors to trade in the Company's shares up to a maximum purchase price of €160 per share and for a maximum aggregate amount of €874,061,456.

This authorization is intended to allow 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 by any other means, and carry out any transactions required to hedge the Company's obligations in connection with these securities, in accordance with the 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 free Company shares to employees, directors and executive officers, whether as part of their compensation, as a means to allow them to benefit from the Company's growth or within the context of a 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 the 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 some or all of the Company's shares bought back with the intention of reducing the share capital, in accordance with the thirteenth extraordinary resolution of the Annual General Shareholders' Meeting held on May 7, 2014;
- and generally pursue any aims permitted by law or engage in any market practices that may be authorized by the Autorité des marchés financiers, it being understood that in such cases, the Company would issue a statement to inform its shareholders.

The number of Company shares acquired under this authorization shall not exceed 10 percent of the total number of shares in the share capital on the date of purchase, after deducting the number of shares resold during the program to maintain the liquidity of the Company's shares, while noting 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 at December 31, 2014 (divided into 57,436,781 shares), and taking into account the 280,794 treasury shares held at that date, the Company would be authorized to purchase up to 5,462,884 shares.

Shares may be acquired by any means that comply with current applicable stock market regulations and 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.

However, such transactions would not be able to be carried out during a public offer period.

The present authorization is hereby granted for a period of 18 months from the date of this meeting and cancels and replaces the authorization granted to the same effect by the Annual General Shareholders' Meeting on May 7, 2014.

EXTRAORDINARY RESOLUTIONS

Delegation of authority granted to the Board of Directors to increase the share capital by incorporating reserves, net profits and/or share premiums (ninth resolution)

The ninth resolution is intended to grant the Board of Directors a delegation of authority to decide to increase the share capital by incorporating share premiums, reserves, net profits or other amounts that can be capitalized.

The capital increases carried out under this delegation of authority may not exceed a maximum aggregate par value of €10,000,000 (not taking into account the amount required to safeguard the rights of holders of securities conferring entitlement to shares). This maximum limit would be independent of the maximum limits applicable under the other resolutions.

The capital increases would be carried out based on free shares awarded to the Company's shareholders and/or an increase in the share's par value.

The Board of Directors would have the necessary powers to determine the amount and nature of any sums to be incorporated into the capital, and the number of new shares to be issued and/or the amount of the increase in the par value of existing shares comprising the capital.

This delegation of authority would be granted for a period of 26 months.

Delegation of authority granted to the Board of Directors to increase the share capital, with preferential subscription rights maintained (tenth resolution)

The tenth resolution is intended to grant the Board of Directors a delegation of authority to increase the share capital, with preferential subscription rights maintained for shareholders.

The transactions carried out under this resolution would be reserved for the Company's shareholders. They would concern issues of ordinary shares and/or ordinary shares conferring entitlement to other ordinary shares or debt securities and/or securities conferring immediate or future entitlement to ordinary shares to be issued by the Company.

In accordance with Article L.228-93 of the French Commercial Code, the securities to be issued could entitle holders to access ordinary shares to be issued by any company that directly or indirectly holds more than half of the share capital of our Company or any company in which our Company directly or indirectly holds more than half of the share capital.

The capital increases carried out under this delegation of authority may not exceed a maximum aggregate par value of €25,000,000, equivalent to 41.2 percent of the share capital. This amount limit does not include the aggregate par value of any ordinary shares to be issued in compliance with applicable laws and with any contractual obligations regarding other adjustments to issues in order to safeguard the rights of holders of securities conferring entitlement to shares. Issues of debt securities would be limited to a maximum aggregate par value of €500,000,000. These maximum limits would be independent of the maximum limits applicable under the other resolutions.

The subscription price for shares and/or securities that may be issued under this delegation of authority would be determined by the Board of Directors, in compliance with applicable laws and regulations.

If subscriptions on a pre-emptive basis and, as relevant, on a non pre-emptive basis have not accounted for the entire issue, the Board of Directors may use the following options:

- limiting the issue to the amount of subscriptions, within any regulatory limits in force, as relevant;
- freely distributing all or part of any unsubscribed securities;
- offering some or all of any unsubscribed securities to the public.

This delegation of authority would be granted for a period of 26 months and would cancel and replace any previous delegation of authority with the same purpose.

Delegation of authority granted to the Board of Directors to increase the share capital, with preferential subscription rights waived, by public offering (eleventh resolution)

The eleventh resolution is intended to grant the Board of Directors a delegation of authority to increase the share capital, with preferential subscription rights waived for shareholders, through a public offering.

The transactions carried out under this resolution would therefore be open to the public. They would concern issues of ordinary shares and/or ordinary shares conferring entitlement to other ordinary shares or debt securities and/or securities conferring immediate or future entitlement to ordinary shares to be issued by the Company.

In accordance with Article L.228-93 of the French Commercial Code, the securities to be issued could entitle holders to access ordinary shares to be issued by any company that directly or indirectly holds more than half of the share capital of our Company or any company in which our Company directly or indirectly holds more than half of the share capital.

The capital increases carried out under this delegation of authority may not exceed a maximum aggregate par value of €6,065,334, equivalent to 10 percent of the share capital. This limit does not include the aggregate par value of any ordinary shares to be issued in compliance with applicable laws and with any contractual obligations regarding other adjustments to issues in order to safeguard the rights of holders of securities conferring entitlement to shares. Issues of debt securities would be limited to a maximum aggregate par value of €500,000,000. These maximum limits would be deducted from the overall maximum limits of €6,065,334 for capital increases and €500,000,000 for debt securities, as established in the fifteenth resolution.

The issue price for shares issued under this delegation of authority would be at least equal to the minimum regulatory requirement on the date of the issue (*i.e.*, currently the weighted average quoted prices for the Company's shares on Euronext Paris over the last three trading days prior to the setting of this price, less a maximum discount of 5 percent in accordance with Article L.225-136-1, section 1, and Article R.225-119 of the French Commercial Code).

In addition, the issue price for securities conferring entitlement to shares, issued under this delegation of authority, would be such that the sum immediately received by the Company, plus, if applicable, any sum that the Company may receive subsequently, is at least equal to the minimum issue price indicated above for all shares issued as a result of these securities being issued.

For issues of securities as consideration for securities tendered in connection with a public exchange offer, the Board of Directors, subject to the limits set forth above, would have the necessary powers to determine the list of securities tendered for the exchange, to determine the issue conditions, the exchange ratio and, if applicable, the amount of the cash balance to be paid, and to determine the conditions for the issue.

If subscriptions have not accounted for the entire amount of the issue, the Board of Directors could make use of the following options:

- limiting the amount of the issue to the amount of subscriptions, within any regulatory limits in force, as relevant;
- freely distributing all or part of any unsubscribed securities.

This delegation of authority would be granted for a period of 26 months and would cancel and replace any previous delegation of authority with the same purpose.

Delegation of authority granted to the Board of Directors to increase the capital, with preferential subscription rights waived, through an offer as stated in Article L.411-2 II of the French Monetary and Financial Code (twelfth resolution)

Supplementing the eleventh resolution, and to allow a separate vote by shareholders as recommended by the Autorité des marchés financiers, the twelfth resolution is intended to grant the Board of Directors a delegation of authority to issue debt securities conferring entitlement to shares, with preferential subscription rights waived for shareholders, through an offer as stated in Article L.411-2 II of the French Monetary and Financial Code.

The transactions carried out under this resolution would be based on private placements, in accordance with Article L.411-2 II of the French Monetary and Financial Code, with third-party portfolio management investment service providers, qualified investors or a small group of investors, provided that these last two categories are acting on their own behalf. They would concern debt securities conferring entitlements to ordinary shares to be issued by the Company.

The capital increases carried out under this delegation of authority may not exceed a maximum aggregate par value of €6,065,334, equivalent to 10 percent of the share capital. This limit does not include the aggregate par value of any ordinary shares to be issued, in compliance with applicable laws and with any contractual obligations regarding other adjustments to issues, in order to safeguard the rights of holders of debt securities conferring entitlement to shares.

Issues of debt securities would be limited to a maximum aggregate par value of €500,000,000. These maximum limits would be deducted from the overall maximum limits of €6,065,334 for capital increases and €500,000,000 for debt securities, as established in the fifteenth resolution.

As for the resolution above, the issue price for shares issued under this delegation of authority would be at least equal to the minimum regulatory requirement on the date of the issue (*i.e.*, currently the weighted average quoted prices for the Company's shares on Euronext Paris over the three trading days prior to the setting of this price, less a maximum discount of 5 percent in accordance with Article L.225-136-1, section 1, and Article R.225-119 of the French Commercial Code).

If subscriptions have not accounted for the entire amount of the issue, the Board of Directors could make use of the following options:

- limiting the amount of the issue to the amount of subscriptions, within any regulatory limits in force, as relevant;
- freely distributing all or part of any unsubscribed securities.

This delegation of authority would be granted for a period of 26 months and would cancel and replace any previous delegation of authority with the same purpose.

Authorization to increase the issue amount in the event of excess demand (thirteenth resolution)

In connection with the aforementioned delegations of authority with preferential subscription rights maintained and waived, we request that you grant the Board of Directors the option to increase, under the legal and regulatory conditions and limits applicable, the number of securities planned for the initial issue (Articles L.225-135-1 and R.225-118 of the French Commercial Code currently indicate that the number of securities issued could be increased by up to 15 percent of the initial issue).

Delegation of authority granted to the Board of Directors to increase the share capital as consideration for contributions in kind comprising securities or securities conferring entitlement to shares (fourteenth resolution)

To facilitate external growth transactions, we request that you grant the Board of Directors a delegation of authority to increase the share capital by issuing ordinary shares or securities conferring entitlement to shares in return for any contributions in kind made to the Company and comprising capital securities or securities conferring entitlement to shares.

The aggregate par value of ordinary shares that may be issued under this delegation of authority may not exceed 10 percent of the capital on the date of the meeting; this limit does not include the aggregate par value of any ordinary shares to be issued, in compliance with applicable laws and with any contractual obligations regarding other adjustments to issues, in order to safeguard the rights of holders of securities conferring entitlement to shares.

This maximum limit would be deducted from the overall maximum limit of €6,065,334 for capital increases, as established in the fifteenth resolution.

This delegation of authority would be granted for a period of 26 months.

Limit concerning the overall amount of authorizations (fifteenth resolution)

This resolution sets an overall limit for the aggregate par value of any capital increases, with preferential subscription rights waived for shareholders, that may be carried out immediately or in the future by the Board of Directors under the eleventh, twelfth, thirteenth and fourteenth resolutions.

The aggregate par value of share capital increases under the aforementioned resolutions would be limited to €6,065,334, representing 10 percent of the share capital; this limit shall not include the aggregate par value of any additional shares to be issued, in compliance with applicable laws, in order to safeguard the rights of holders of securities conferring entitlement to shares.

The overall maximum amount of debt securities that may be issued under the eleventh, twelfth and thirteenth resolutions may not exceed €500 million.

Delegation of authority to increase the share capital by issuing shares to members of a Company savings plan (sixteenth resolution)

Your approval is requested for an extraordinary resolution submitted to shareholders, who are required to vote, in accordance with Article L.225-129-6 of the French Commercial Code, on a resolution providing for a capital increase in compliance with the conditions stipulated in Articles L.3332-18 *et seq.* of the French Labor Code if any of its decisions result in a capital increase paid in cash.

We therefore 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.

Pursuant to Article L.3332-21 of the French Labor Code, the Board of Directors shall be authorized to grant new or existing shares, or other securities conferring entitlement to new or existing Company shares, for free to the abovementioned beneficiaries, either (i) to provide the matching contributions required by the Company or Group savings plan regulations and/or (ii) to offset any discount to the share price.

As required by law, the shareholders shall waive their preferential right to subscribe for those shares.

The aggregate par value of the share capital increase or increases carried out under this delegation of authority shall be limited 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 maximum limits set in authorizations to increase the share capital. This limit shall not include the aggregate par value of any additional ordinary shares to be issued, in compliance with applicable laws and with any contractual obligations regarding other adjustments to issues, in order to safeguard the rights of holders of securities conferring entitlement to shares.

This delegation of authority shall be granted for a period of twenty-six months.

Please note that pursuant to Article L.3332-19 of the French Labor Code, the subscription price of the shares to be issued may 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 ten years or more, nor may the subscription price exceed that average.

The Board of Directors shall be granted the necessary powers, subject to the limits set forth above, to determine the terms and conditions for 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 issue-related 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.

Delegation of authority to increase the share capital, with preferential subscription rights waived, for employees, directors and executive officers of subsidiaries with registered offices outside France (seventeenth resolution)

We request that you renew the delegation of authority granted last year and thereby delegate to the Board of Directors the authority to issue ordinary Company shares, in one or more transactions, reserved for employees, directors and executive officers of Company subsidiaries with registered offices outside France, who are not members of a Group employee savings plans.

The subscription price for the newly-issued shares shall be determined by the Board of Directors using one of the following methods, at the Board's discretion:

- the subscription price shall be equal to the average of the opening prices quoted for Ingenico'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 subscription price shall be equal to the opening price quoted for Ingenico's shares on the Euronext Paris stock market on the date of the Board's decision, less a maximum discount of 20 percent; the method to be applied or the amount of discount to be deducted may vary according to the capital increases or the beneficiaries involved.

This delegation of authority would afford some flexibility to deal with tax or regulatory constraints in certain countries if the Board of Directors decides to make use of this authorization. That is why you are being asked to decide to waive preferential subscription rights for the benefit of employees, directors and executive officers of Group subsidiaries with registered offices outside France.

The value of the share capital increase carried out under this authorization shall not exceed 2 percent of the share capital as calculated on the date the authorization is exercised, and this maximum limit is independent of any other maximum limits set for capital increases. This limit shall not include the aggregate par value of any additional ordinary shares to be issued, in compliance with applicable laws and with any contractual obligations regarding other adjustments to issues, in order to safeguard the rights of holders of securities conferring entitlement to shares.

This authorization shall be granted for a period of 18 months.

Free share awards for employees, directors and executive officers (eighteenth resolution)

We request that you deliberate on a new authorization to award free shares that would allow the Board, if the text is approved, to award free shares benefiting from the new system introduced by the French economy and growth stimulus act *(Loi pour la Croissance et l'Économie)*.

You are therefore being asked to authorize the Board for a period of 38 months to make free awards of shares to employees, directors and executive officers.

The total number of free shares that may be awarded in this way may not exceed 5 percent of the share capital on the date of the Meeting, while the total number of shares that may be freely awarded to the Company's directors and executive officers may not exceed 2 percent of the capital within this initial total.

In this respect, please note that the current free shares and stock option plans represent 0.45 percent of the Company's capital, including 0.01 percent for the Company's directors and executive officers.

The shares shall be vested at the end of a vesting period of at least two years set by the Board of Directors. If applicable, beneficiaries shall be required to retain these shares for a period defined by the Board of Directors; this period must be at least equal to the minimum legal timeframe.

Moreover, the shares awarded to the Company's eligible directors and executive officers shall be subject to performance criteria set by the Board of Directors and used as a basis for determining the number of shares ultimately acquired by them. These criteria would be linked to the Group's internal performance and external performance (relative to changes in the share price).

Within this framework, we ask that you grant the Board of Directors the authority to award free shares, to determine performance and other conditions, to determine the list of beneficiaries and, more generally, to do whatever is required in this regard.

Under this authorization, shareholders would waive their preferential subscription rights for new shares issued by incorporating reserves, share premiums and net profits and it would cancel and replace the current authorization.

Suspension of delegations of authority during public offer periods (nineteenth resolution)

In accordance with the new provisions of Article L.233-32 of the French Commercial Code resulting from the French Florange Act (Loi Florange) of March 29, 2014, the delegations of authority granted by the Meeting before the offer period would no longer be suspended during a public offer period targeting the Company unless the Meeting makes express provisions for this suspension.

We therefore ask you to resolve that the delegations of authority provided for under the ninth, tenth, eleventh, twelfth, thirteenth, fourteenth, fifteenth, sixteenth and seventeenth resolutions shall be suspended during a public offer period targeting the Company.

Change of corporate name to INGENICO GROUP and amendment of the Articles of Association accordingly (twentieth resolution)

We request that you change the Company's corporate name from Compagnie Industrielle et Financiere d'Ingénierie to Ingenico Group, and amend Article 3 of the Articles of Association accordingly:

"The Company's name is: INGENICO GROUP"

The other provisions from Article 3 of the Articles of Association shall remain unchanged.

Ensuring the consistency of Articles 15 and 19 of the Articles of Association (twenty-first resolution)

We request that you bring the Articles of Association into line with the new provisions of Article L.225-39 of the French Commercial Code, as amended by French decree No. 2014-863 of July 31, 2014 (related party agreements and commitments) and Article R.225-85 of the French Commercial Code, as amended by French decree No. 20141466 of December 8, 2014 (record date), and therefore amend Articles 15 and 19 of the Articles of Association accordingly.

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Statutory auditors' reports on the capital transactions provided for under resolutions 10 to 18 from the Combined Ordinary and Extraordinary Shareholders' Meetinf of May 6th, 2015

Combined Ordinary and Extraordinary Shareholders' Meeting on May 6, 2015

To the Shareholders,

In our capacity as your Company's statutory auditors, and pursuant to the duties set forth in the French Commercial Code, we hereby present to you our report on the transactions affecting the Company's share capital that will be submitted for your approval.

1. Report on issues of ordinary shares and/or other securities with preferential subscription rights maintained and/or waived (resolutions 10 to 15)

Pursuant to Articles L.228-92 and L.225-135 *et seq.* of the French Commercial Code, we present our report on the proposed delegations of authority for the Board of Directors to carry out various transactions to issue shares and/or securities that will be submitted for your approval.

On the basis of its report, your Board of Directors proposes that you:

- authorize it, for a period of twenty-six months from the date of this Meeting, to decide on the following transactions and set the definitive terms for such issues, and proposes, if applicable, to waive your preferential subscription rights:

- issues of ordinary shares and/or ordinary shares conferring entitlement to other ordinary shares or debt securities and/or securities conferring entitlement to ordinary shares to be issued by the Company, with preferential subscription rights maintained (tenth resolution), while noting that, in accordance with Article L.22893 of the French Commercial Code, the securities to be issued may give access to ordinary shares to be issued by any company that directly or indirectly holds more than half of the Company's capital or in which the Company directly or indirectly holds more than half of the capital,

- issues of ordinary shares and/or ordinary shares conferring entitlement to other ordinary shares or debt securities and/or securities conferring entitlement to ordinary shares to be issued by the Company, with preferential subscription rights waived, by public offering (eleventh resolution), while noting that on the one hand, in accordance with Article L.22893 of the French Commercial Code, the securities to be issued may give access to ordinary shares to be issued by any company that directly or indirectly holds more than half of the Company's capital or in which the Company directly or indirectly holds more than half of the capital, and on the other hand, such securities may be issued as consideration for securities transferred to the Company in connection with a public exchange offer on securities in accordance with Article L.225-148 of the French Commercial Code,

- issues of debt securities conferring entitlement to ordinary shares to be issued by the Company, with preferential subscription rights waived, through offers covered by Article L.411-2 II of the French Monetary and Financial Code and for up to 20 percent of the share capital per year (twelfth resolution);

- authorize it, for a period of twenty-six months from the date of this Meeting, to issue ordinary shares and/or securities conferring entitlement to access ordinary shares as consideration for contributions in kind granted to the Company and comprising capital securities or securities conferring entitlement to the share capital (fourteenth resolution), subject to the limit of 10 percent of the share capital on the day of the Meeting.

The aggregate par value of capital increases that may be carried out immediately or in the future may not exceed €25,000,000 under the tenth resolution and €6,065,334 under the eleventh, twelfth, thirteenth and fourteenth resolutions in accordance with the fifteenth resolution. The aggregate nominal amount of debt securities that may be issued may not exceed €500,000,000 under the tenth resolution and €500,000,000 under the eleventh, twelfth and thirteenth resolutions in accordance with the fifteenth resolution.

The number of securities to be created under the delegations of authority from the tenth, eleventh and twelfth resolutions may be increased under the conditions defined by Article L.225-135-1 of the French Commercial Code and subject to the maximum limits set by the Meeting in the event of excess demand (thirteenth resolution).

It is the responsibility of your Board of Directors to prepare a report in accordance with Articles R.225-113 *et seq.* of the French Commercial Code. It is our responsibility to give our opinion on the fair presentation of accounting figures taken from the financial statements, on the proposal to waive preferential subscription rights and on a variety of other information concerning the transactions provided in this report.

We performed the procedures we deemed necessary for the completion of this engagement, in accordance with the professional guidance provided by the Compagnie Nationale des Commissaires aux Comptes, France's national organization of statutory auditors.

Our work involved verifying the information in the report of the Board of Directors concerning these transactions and the methods used to determine the issue price for the capital securities to be issued.

Without prejudice to an examination of the terms of the proposed issues, we have no observations concerning the methods used to determine the issue price for the capital securities to be issued, as indicated in the report of the Board of Directors in relation to the eleventh and twelfth resolutions.

Furthermore, since this report does not specify the methods used to determine the issue price for capital securities to be issued under the tenth and fourteenth resolutions, we are unable to give an opinion on the choice of methods for calculating this issue price.

Since the final conditions for the issues that may be carried out have not been set, we cannot give an opinion on them, nor, therefore, can we give an opinion on the proposal for the shareholders to waive their preferential subscription rights as set out in the eleventh and twelfth resolutions.

Pursuant to Article R.225-116 of the French Commercial Code, we will prepare an additional report, if necessary, when your Board of Directors makes use of this authorization for issues of capital securities conferring entitlement to other capital securities or debt securities, for issues of securities conferring entitlement to capital securities to be issued, and for issues of shares with preferential subscription rights waived.

2. Report on issues of ordinary shares and/or securities reserved for employees belonging to a company or group savings plan, with preferential subscription rights waived (resolution 16)

Pursuant to Articles L.228-92 and L.225-135 *et seq.* of the French Commercial Code, we present our report on the proposal to authorize your Board of Directors to decide to issue, with preferential subscription rights waived, ordinary shares and/or securities conferring entitlement to Company shares, reserved for employees belonging to a Company or Group savings plan set up by the Company and related companies in accordance with Article L.225-180 of the French Commercial Code, for up to a maximum of 2 percent of the Company's share capital on the day of the Board of Directors' decision.

This issue is subject to your approval pursuant to Article L.225-129-6 of the French Commercial Code and Article L.3332-18 *et seq.* of the French Labor Code.

On the basis of its report, your Board of Directors proposes that you authorize it, for a period of twenty-six months from the date of this Meeting, to decide on issues, to freely award shares or securities conferring entitlement to Company shares, subject to the limits set by Article L.3332-21 of the French Labor Code, and to waive your preferential subscription rights for the shares and securities to be issued. If this authorization is granted, the Board of Directors will determine the terms of issue for this transaction.

It is the responsibility of your Board of Directors to prepare a report in accordance with Articles R.225-113 *et seq.* of the French Commercial Code. It is our responsibility to give our opinion on the fair presentation of accounting figures taken from the financial statements, on the proposal to waive preferential subscription rights and on a variety of other information concerning the issue of securities provided in this report.

We performed the procedures we deemed necessary for the completion of this engagement, in accordance with the professional guidance provided by the Compagnie Nationale des Commissaires aux Comptes, France's national organization of statutory auditors. Our work involved verifying the information in the report of the Board of Directors concerning this transaction and the methods used to determine the issue price for the capital securities to be issued.

Without prejudice to an examination of the terms of the proposed issues, we have no observations concerning the methods used to determine the issue price for the capital securities to be issued, as indicated in the report of the Board of Directors.

Since the final terms of the issue that may be carried out have not been set, we cannot give an opinion on them, nor, therefore, can we give an opinion on the proposal that the shareholders waive their preferential subscription rights.

Pursuant to Article R.225-116 of the French Commercial Code, we will prepare an additional report, if necessary, when your Board of Directors makes use of this authorization.

3. Report on the capital increase reserved for a specific category of beneficiaries (resolution 17)

Pursuant to Articles L.225-135 *et seq.* of the French Commercial Code, we present our report on the proposal to authorize your Board of Directors to increase the Company's share capital by issuing ordinary Company shares to the employees, directors and executive officers of Company subsidiaries, as defined by Article L.233-16 of the French Commercial Code, that have their registered offices outside France, with preferential subscription rights waived, up to a maximum of 2 percent of the Company's share capital on the day of the Board of Directors' decision.

On the basis of its report, your Board of Directors proposes that you authorize it, with the option to sub-delegate, for a period of eighteen months from the date of this Meeting, to increase the share capital, and that you waive your preferential subscription rights on the ordinary shares to be issued. If this authorization is granted, the Board of Directors will determine the terms of issue for this transaction.

It is the responsibility of your Board of Directors to prepare a report in accordance with Articles R.225-113 and R.225-114 of the French Commercial Code. It is our responsibility to give our opinion on the fair presentation of accounting figures taken from the financial statements, on the proposal to waive preferential subscription rights and on a variety of other information concerning the issue of securities provided in this report.

We performed the procedures we deemed necessary for the completion of this engagement, in accordance with the professional guidance provided by the Compagnie Nationale des Commissaires aux Comptes, France's national organization of statutory auditors.

Our work involved verifying the information in the report of the Board of Directors concerning this transaction and the method used to determine the issue price for the ordinary shares.

Without prejudice to an examination of the terms of the proposed capital increase, we have no observations concerning the methods used to determine the issue price for ordinary shares to be issued, as indicated in the report of the Board of Directors.

Since the final terms of the capital increase have not been set, we cannot give an opinion on them, nor, therefore, on the proposal that the shareholders waive their preferential subscription rights.

Pursuant to Article R.225-116 of the French Commercial Code, we will prepare an additional report, if necessary, when your Board of Directors makes use of this authorization.

4. Report on the authorization to award new or existing free shares (resolution 18)

Pursuant to Article L.225-197-1 of the French Commercial Code, we present our report on the proposed authorization to award new or existing free shares to employees of your Company and directly or indirectly related companies, and/or directors and executive officers of your Company.

On the basis of its report, your Board of Directors proposes that you authorize it, for a period of thirty-eight months, to award new or existing free shares.

It is the responsibility of your Board of Directors to prepare a report on this proposed transaction. It is our responsibility to inform you, as relevant, of our observations regarding the information provided to you concerning this transaction.

We performed the procedures we deemed necessary for the completion of this engagement, in accordance with the professional guidance provided by the Compagnie Nationale des Commissaires aux Comptes, France's national organization of statutory auditors. Our work included verifying that the conditions being considered and presented in the report of the Board of Directors are compliant with the law.

We do not have any observations to make regarding the information given in the report of the Board of Directors in terms of the plan to authorize free share awards.

The statutory auditors Paris - La Défense, February 27, 2015		
KPMG Audit IS	Mazars	Mazars
Jean-Pierre Valensi	Thierry Blanchetier	Ariane Mignon
Partner	*Partner*	*Partner*

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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 and Risks Department
28/32, boulevard de Grenelle
75015 Paris

Combined Ordinary and Extraordinary Shareholders' Meeting of May 6, 2015 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 2014;

Request that prior to the Combined Ordinary and Extraordinary Shareholders' Meeting of May 6, 2015, 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 2014 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 (provided you have accepted the use of electronic means as provided by law).

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.