



COMPAGNIE INDUSTRIELLE ET FINANCIERE D'INGENIERIE INGENICO
French corporation (*Société Anonyme*) with share capital of €60,653,347.
Registered office: 28-32 Boulevard de Grenelle, 75015 Paris
Registered with the Paris Trade Registry under number 317 218 758 RCS Paris.

NOTICE OF MEETING

Notice is hereby given to the shareholders of Ingenico that they are invited to attend the Combined Ordinary and Extraordinary Annual General Shareholders Meeting to be held at 10:30 a.m. on May 6, 2015 at the Maison des Arts et Métiers, 9 bis avenue d'Iena, 75016 Paris. The registration desk will open at 9:45 a.m. and close at 10:30 a.m.

This Meeting has been convened to transact the following business:

Ordinary resolutions

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.

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
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(1) The total amount of the dividend 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.

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 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:

Fiscal year	Dividends eligible for tax reduction		Dividends not eligible for tax reduction
	Dividends	Other amounts distributed	
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.

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.

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 88 *et seq.* of the 2014 Registration Document.

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.

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 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.

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.

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.

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.

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.

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.

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.

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.

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:
 - o 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,
 - o 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,
 - o acquire the shares required *via* the share buyback program and allocate them to the share plan,
 - o 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,
 - o take all relevant measures to ensure compliance with the lock-in period required for beneficiaries, if applicable,
 - o 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.

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.

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."

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.



The Annual Shareholders' Meeting is open to all Ingenico shareholders, regardless of the number of shares they hold and notwithstanding any clauses to the contrary in the Articles of Association.

To take part in the Annual Shareholders' Meeting, you are required to provide evidence of your status as a shareholder of Ingenico with an accounting entry in your name or in the name of your duly authorized financial intermediary, pursuant to Article L. 228-1 of the French Commercial Code, either in the Company's register of shareholders or in a bearer share account managed by your authorized financial intermediary, no later than two business days before the date of the Meeting, i.e. by May 4, 2015 at midnight, Paris time.

If you hold bearer shares, the evidence of your shareholder status is provided by a hard-copy or electronic certificate of participation (attestation de participation) issued by your financial intermediary, as provided for in Article R. 225-61 of the French Commercial Code. Your intermediary will send the certificate of participation along with your mail-in voting form, your proxy form or your request for an admission card, established in your name or in the name of your registered financial intermediary.

If you wish to attend but have not received your admission card two business days before the date of the Meeting at midnight, Paris time, you may present this certificate of participation on the day of the Meeting.

If you do not wish to attend the Meeting, you have three options:

- 1) Vote by proxy without appointing a specific representative.
- 2) Appoint a legal or natural person as proxy, as per the conditions provided for in Article L. 225-106-I of the French Commercial Code. In this case, you must mail your written proxy appointment to CACEIS Corporate Trust, including his or her signature, full name and address, as well as the full name of the appointed proxy. Such proxy may be revoked under the same terms and conditions.
- 3) Cast a mail-in vote.

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 e-mail signed electronically, using an electronic signature process created by a reliable process of identifying the shareholder and guaranteeing his/her link with the content of the e-mail to which it is attached, to ct-mandataires-assemblees@caceis.com, indicating the proxy's full name and address, 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, either send an e-mail signed electronically, using an electronic signature process created by a reliable process of identifying the shareholder and guaranteeing his/her link with the content of the e-mail to which it is attached, to ct-mandataires-assemblees-ingenico@caceis.com, indicating your full name, address and complete bank account information, as well as the full 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**; or by logging on to the website dedicated to voting at shareholders' meetings with your user ID and password.

To be considered valid, notifications of proxy appointments and revocations must be duly signed, completed and received within the time limit provided for in Article R. 225-80 of the French Commercial Code. Moreover, only notifications of proxy appointments and revocations may be sent to the above e-mail address. No other requests and notifications for any other purpose shall be considered valid and/or processed.

If you have already cast a mail-in vote, sent in a proxy form or applied for an admission card or certificate of participation, you may elect at any time to transfer all or some of your shares. If, however, the transfer takes place prior to the second business day before the date of the Meeting, i.e. May 4, 2015, at midnight, Paris time, the Company shall invalidate or, as the case may be, amend the mail-in vote, proxy, admission card or certificate of participation accordingly. To that end, your authorized financial intermediary shall notify the Company or its designated transfer agent of the transfer and provide all the necessary information.

All holders of registered shares, whether in pure registered or administered accounts, automatically receive their form for proxy or voting by post.

As provided for by law, all the documents pertaining to this Meeting that are required to be made available to the shareholders shall be available to them within the statutory time limit at the registered office of Ingenico and on the Company's website <http://www.ingenico.com>. Shareholders may alternatively make a request to CACEIS Corporate Trust to have those documents sent to them.

If you hold bearer shares and wish to vote by proxy or by mail, you must request those forms by registered letter with acknowledgment of receipt from **CACEIS Corporate Trust, Service Assemblées Générales Centralisées, 14 rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 9**, no later than six days before the date of the Meeting. Those forms will also be available on the Company's website <http://www.ingenico.com> within the statutory time limit.

To be considered valid, mail-in vote forms must be completed, signed and returned to **CACEIS Corporate Trust, Service Assemblées Générales Centralisées, 14 rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 9**, no later than three days before the date of the Meeting. If you hold bearer shares, those forms must be accompanied by your certificate of participation.

If you have already cast a mail-in vote, sent in a proxy or applied for an admission card, you may no longer choose an alternative method of voting unless expressly authorized to do so by the Articles of Association.

Any shareholder who wishes to ask the Company questions in writing may do so, as provided for in Articles L. 225-108 and R. 225-84 of the French Commercial Code. Questions must be sent to the Company's registered office by registered letter with acknowledgment of receipt no later than four business days before the date of the Meeting. They must be accompanied by the shareholder's notification of registration.

Requests that new items or draft resolutions be placed on the agenda by shareholders who fulfill the legal requirements must be sent to the Company's registered office by registered letter with receipt request no later than twenty-five days before the date of the Meeting. Said requests must be accompanied by a certificate evidencing the status of the parties as Company shareholders so as to justify their holding or representing the mandatory percentage of share capital in compliance with Article R. 225-71 of the French Commercial Code. The list of any such new items and draft resolutions



added to the agenda will be posted on the Company's website www.ingenico.com, as provided for in Article R.225-73-1 of the French Commercial Code. Requests that draft resolutions be placed on the agenda shall enclose the wording of the draft resolution, accompanied, as the case may be, by its brief justification.

Moreover, in order for new items or draft resolutions to be considered at the Meeting, the parties submitting them must also provide another certificate evidencing their status as Company shareholders no later than two business days before the date of the Meeting at midnight, Paris time, on the same terms as set forth above.

This notice will be followed by another notice indicating any changes to the agenda as a result of requests by shareholders and/or the Works Council that new draft resolutions be placed on the agenda.

The Board of Directors