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March 23, 2016 BULLETIN DES ANNONCES LEGALES OBLIGATOIRES Bulletin No. 36

NOTICE OF MEETING AND INVITATION TO ATTEND
MEETING OF THE SHAREHOLDERS OF

INGENICO GROUP

French corporation (*Société Anonyme*) with share capital of €60,990,600
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

Prior notice is hereby given to the shareholders of Ingenico Group that they are invited to attend the Combined Ordinary and Extraordinary Meeting of Shareholders to be held at 10.00 a.m. on April 29, 2016 at the Maison des Arts et Métiers – 9 bis avenue d'Iéna - 75016 Paris. This Meeting has been convened to the following agenda.

Combined Ordinary and Extraordinary Meeting of April 29, 2016

Draft agenda

Ordinary business:

First resolution – Approval of the annual financial statements for the year ended December 31, 2015 and approval of non-tax-deductible expenses.

Second resolution – Approval of the consolidated financial statements for the year ended December 31, 2015.

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 – Statutory auditors' special report on the agreements referred to in Article L.225-38 *et seq.* of the French Commercial Code.

Sixth resolution – Statutory auditors' special report on the agreements referred to in Article L.225-42-1 of the French Commercial Code – Approval of commitments made to Mr. Philippe LAZARE.

Seventh resolution – Reappointment of MAZARS as statutory auditor.

Eighth resolution – Reappointment of Mr. Jean-Louis SIMON as alternate auditor.

Ninth resolution – Appointment of KPMG SA as statutory auditor to replace KPMG Audit IS.

Tenth resolution – Appointment of SALUSTRO REYDEL SA as alternate auditor to replace KPMG Audit ID.

Eleventh resolution – Ratification of the provisional appointment of Ms. Colette LEWINER as a director.

Twelfth resolution – Appointment of Mr. Bernard BOURIGEAUD as a director.

Thirteenth resolution – Non-replacement of Mr. Jean-Pierre COJAN as a director.

Fourteenth resolution – Reappointment of Ms. Diaa ELYAACOUBI as a director.

Fifteenth resolution – Reappointment of Ms. Florence PARLY as a director.

Sixteenth resolution – Reappointment of Mr. Thibault POUTREL as a director.

Seventeenth resolution – Reappointment of Mr. Philippe LAZARE as a director.

Eighteenth 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, 2015.

Nineteenth resolution – Amount of attendance fees allocated to Board members.

Twentieth resolution – Authorization granted to the Board of Directors to trade in Company shares, pursuant to Article L.225-209 of the French Commercial Code, duration, purpose, procedure, limit, suspension of this authorization during a public offer period.

Extraordinary business:

Twenty-first resolution – Authorization granted to the Board of Directors to cancel shares repurchased by the Company, pursuant to Article L.225-209 of the French Commercial Code, duration, limit, suspension of this authorization during a public offer period.

Twenty-second resolution – Delegation of authority granted to the Board of Directors to issue ordinary shares conferring entitlement, where applicable, to ordinary shares and/or debt securities (of the Company or a Group company) and/or securities conferring entitlement to ordinary shares (by the Company or a Group company) with preferential subscription rights maintained, duration, maximum nominal amount of the capital increase, option to offer unsubscribed securities to the public, suspension of this authorization during a public offer period.

Twenty-third resolution – Delegation of authority granted to the Board of Directors to issue ordinary shares conferring entitlement, where applicable, to ordinary shares and/or debt securities (of the Company or a Group company) and/or securities conferring entitlement to ordinary shares (by the Company or a Group company) with preferential subscription rights waived, by a public offering and/or in consideration for securities in connection with a public exchange offer, duration, maximum nominal amount of the capital increase, issue price, option to limit to the amount of subscriptions or distribute unsubscribed securities, suspension of this authorization during a public offer period.

Twenty-fourth resolution – Delegation of authority granted to the Board of Directors to issue ordinary shares conferring entitlement, where applicable, to ordinary shares and/or debt securities (of the Company or a Group company) and/or securities conferring entitlement to ordinary shares (by the Company or a Group company) with preferential subscription rights waived, by an offer defined in Article L.411-2 II of the French Monetary and Financial Code, duration, maximum nominal amount of the capital increase, issue price, option to limit to the amount of subscriptions or distribute unsubscribed securities, suspension of this authorization during a public offer period.

Twenty-fifth resolution – Authorization to increase the issue amount in the event of excess demand, suspension of this authorization during a public offer period.

Twenty-sixth 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% of the share capital, in consideration for contributions in kind comprising capital securities or securities conferring entitlement to shares, duration, suspension of this authorization during a public offer period.

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

Twenty-eighth 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, pursuant to Articles L.3332-18 *et seq.* of the French Labor Code, duration, maximum nominal amount of the capital increase, issue price, possibility to grant free shares pursuant to Article L.3332-21 of the French Labor Code, suspension of this authorization during a public offer period.

Twenty-ninth resolution – Delegation of authority granted to the Board of Directors to issue ordinary shares, with preferential subscription rights waived, to employees, directors and executive officers of Group companies with registered offices outside France who are not members of a company savings plan, duration, maximum amount of the capital increase, issue price, suspension of this authorization during a public offer period.

Thirtieth 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 shareholders' preferential subscription rights waived, duration of the authorization, limit, duration of vesting period, particularly in the event of incapacity.

Thirty-first resolution – Amendment of Article 12 of the Articles of Association to reduce the term of office of directors from four years to three years, and to allow directors' terms of office to be staggered.

Thirty-second resolution – Amendment of Article 17 of the Articles of Association to reduce the term of office of independent advisors from four years to three years.

Thirty-third resolution – Approval of a proposed spin-off by the Company of its French distribution and export business, including the holding and management of the Axis payment platform, to its subsidiary Ingenico France.

Thirty-fourth resolution – Approval of a proposed spin-off by the Company of its research and development, product development, planning and procurement business, along with the sales of terminals to distribution subsidiaries, to its subsidiary Ingenico Terminals.

Thirty-fifth resolution – Approval of a proposed spin-off by the Company of its support activities directed toward the operational issues faced by the Group to its subsidiary Ingenico Business Support.

Thirty-sixth resolution – Powers for filing and publication formalities.

Draft resolutions

Ordinary business:

First resolution – Approval of the annual financial statements for the year ended December 31, 2015 and approval of non-tax-deductible expenses

The shareholders, deliberating with the quorum and majority required for ordinary meetings, after reviewing the reports of the Board of Directors, the Chairman of the Board and the statutory auditors on the year ended December 31, 2015, hereby approve the annual financial statements, as presented, which show a net profit of €369,939,066.92.

The shareholders approve the amount of expenses and charges as defined in Article 39-4 of the French General Tax Code, *i.e.*, €106,585, as well as the related tax liability.

Second resolution – Approval of the consolidated financial statements for the year ended December 31, 2015

The shareholders, deliberating with the quorum and majority required for ordinary meetings, after reviewing the reports of the Board of Directors, the Chairman of the Board and the statutory auditors on the consolidated financial statements at December 31, 2015, hereby approve those financial statements, as presented, which show a net profit of €230,315,476.

Third resolution – Allocation of net profit for the year and dividend

The Annual General Shareholders' Meeting, upon the recommendation of the Board of Directors, deliberating with the quorum and majority required for ordinary meetings, hereby resolves to allocate the net profit/(loss) for the year ended December 31, 2015 in the following manner:

2015 net results

- Net profit for the year €369,939,066.92
- Retained earnings €209,353,577.57

Allocation

- Legal reserve €350,000.00
- Dividends ⁽¹⁾ €79,287,780.00

Composed of:

- Initial dividend €3,049,530.00
- Additional dividend €76,238,250.00
- Retained earnings €499,654,864.49

(1) The total dividend amount of €79,287,780.00 is based on the number of shares with dividend rights (equal to 60,990,600), including shares owned by the Company. The dividend payable on the shares owned by the Company on the ex-dividend date 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 shares held by the Company on the ex-dividend date and, if applicable, the new shares entitled to dividends resulting from new free shares vested until this date.

The Annual General Shareholders' Meeting acknowledges that the total dividend per share is set at €1.30, and that the entire amount distributed as dividends is eligible for the 40% tax reduction cited in Article 158-3-2 of the French General Tax Code.

The ex-dividend date is May 6, 2016.

Dividends shall be paid on June 3, 2016.

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 60,990,600 shares that made up the share capital at December 31, 2015.

Pursuant to Article 243 bis of the French General Tax Code, the shareholders note that the dividends and income paid in respect of 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	
2012	€36,741,360.60 ⁽¹⁾ or €0.70 per share	-	-

2013	€42,469,047.20 ⁽¹⁾ or €0.80 per share	-	-
2014	€57,436,781.00 ⁽¹⁾ or €1 per share	-	-
<i>(1) Including the amount of dividends not paid on treasury shares and allocated to retained earnings.</i>			

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

The Annual General Shareholders' Meeting, deliberating with the quorum and majority required for ordinary meetings, 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 new shares.

The price for shares issued as stock dividends shall be equal to 90% of the average price quoted for the Company's shares during the twenty trading days preceding the date of this Annual General Shareholders' 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 correspond to 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 6, 2016 and May 26, 2016, 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 3, 2016. Those shareholders who opt for a dividend in shares will receive the new shares on the distribution date for cash dividends, *i.e.*, June 3, 2016.

The shares issued in respect of the dividend payment shall be entitled to dividends from January 1, 2016.

The Annual General Shareholders' Meeting hereby resolves 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 – Statutory auditors' special report on the agreements referred to in Article L.225-38 *et seq.* of the French Commercial Code

The Annual General Shareholders' Meeting, deliberating with the quorum and majority required for ordinary meetings, and after reviewing the statutory auditors' special report referred to in Article L.225-40 of the French Commercial Code, (i) acknowledges the information about the agreements concluded and the commitments made in prior years, and (ii) acknowledges that no new related party agreements were entered into during the year ended December 31, 2015.

Sixth resolution – Statutory auditors' special report on the agreements referred to in Article L.225-42-1 of the French Commercial Code – Approval of commitments made to Mr. Philippe Lazare

The Annual General Shareholders' Meeting, deliberating with the quorum and majority required for ordinary meetings, after reviewing the statutory auditors' special report, and in accordance with Article L.225-42-1 of the French Commercial Code, hereby approves the agreement concluded with Mr. Philippe Lazare, as amended on February 29, 2016 and described in the same report, and acknowledges that this decision shall be valid under Article L.225-42-1 paragraph 4 of the French Commercial Code on the condition that the Board of Directors renews the term of office of Mr. Philippe Lazare as Chairman and Chief Executive Officer of Ingenico Group on the day of this Meeting.

Seventh resolution – Reappointment of MAZARS as statutory auditor

As recommended by the Board of Directors, the Annual General Shareholders' Meeting, deliberating with the quorum and majority required for ordinary meetings, hereby renews the appointment of MAZARS, whose term expires at the close of this meeting, as statutory auditor for a term of six years, or until the close of the Ordinary Annual Shareholders' Meeting to be held in the year 2022 and called to approve the financial statements for the year ending December 31, 2021.

Eighth resolution – Reappointment of Mr. Jean-Louis SIMON as alternate auditor

As recommended by the Board of Directors, the Annual General Shareholders' Meeting, deliberating with the quorum and majority required for ordinary meetings, hereby renews the appointment of Mr. Jean-Louis SIMON, whose term expires at the close of this meeting, as alternate auditor for a term of six years, or until the close of the Ordinary Annual Shareholders'

Meeting to be held in the year 2022 and called to approve the financial statements for the year ending December 31, 2021.

Ninth resolution – Appointment of KPMG SA as statutory auditor to replace KPMG Audit IS

As recommended by the Board of Directors, the Annual General Shareholders' Meeting, deliberating with the quorum and majority required for ordinary meetings, hereby appoints KPMG SA, to replace KPMG Audit IS whose term expires at the close of this meeting, as statutory auditor for a term of six years, or until the close of the Ordinary Annual Shareholders' Meeting to be held in the year 2022 and called to approve the financial statements for the year ending December 31, 2021.

Tenth resolution – Appointment of SALUSTRO REYDEL SA as alternate auditor, to replace KPMG Audit ID

As recommended by the Board of Directors, the Annual General Shareholders' Meeting, deliberating with the quorum and majority required for ordinary meetings, hereby appoints SALUSTRO REYDEL SA, to replace KPMG Audit ID whose term expires at the close of this meeting, as alternate auditor for a term of six years, or until the close of the Ordinary Annual Shareholders' Meeting to be held in the year 2022 and called to approve the financial statements for the year ending December 31, 2021.

Eleventh resolution – Ratification of the provisional appointment of Ms. Colette LEWINER as a director

The shareholders, deliberating with the quorum and majority required for ordinary meetings, hereby ratify the provisional appointment of Ms. Colette LEWINER as a director, made by the Board of Directors at its meeting of October 22, 2015, to replace Ms. Céleste THOMASSON, who resigned.

Consequently, Ms. LEWINER will serve out the remaining term of office of her predecessor, *i.e.* until the end of the Shareholders' Meeting held in 2018 and called to approve the financial statements for the previous year.

Twelfth resolution – Appointment of Mr. Bernard BOURIGEAUD as a director

The shareholders, deliberating with the quorum and majority required for ordinary meetings, hereby resolve to appoint Mr. Bernard BOURIGEAUD as a director, for a term of one year, expiring at the end of the Annual General Shareholders' Meeting to be held in 2017 and called to approve the financial statements for the previous year, subject to the adoption of the 31st resolution of this meeting, or else for a four-year term expiring at the end of the Annual General Shareholders Meeting to be held in 2020 and called to approve the financial statements for the previous year.

Thirteenth resolution – Non-replacement of Mr. Jean-Pierre COJAN as a director

The shareholders, deliberating with the quorum and majority required for ordinary meetings, acknowledge the end of Mr. Jean-Pierre COJAN's term of office as a director, who has resigned.

Fourteenth resolution – Reappointment of Ms. Diaa ELYAACOUBI as a director

The shareholders, deliberating with the quorum and majority required for ordinary meetings, hereby resolve to reappoint Ms. Diaa ELYAACOUBI as a director for a term of three years, expiring at the end of the meeting to be held in 2019 and called to approve the financial statements for the previous year, subject to the adoption of the 31st resolution of this meeting, or else for a four-year term expiring at the end of the meeting to be held in 2020 and called to approve the financial statements for the previous year.

Fifteenth resolution – Reappointment of Ms. Florence PARLY as a director

The shareholders, deliberating with the quorum and majority required for ordinary meetings, hereby resolve to reappoint Ms. Florence PARLY as a director for a term of three years, expiring at the end of the meeting to be held in 2019 to approve the financial statements for the previous year, subject to the adoption of the 31st resolution of this meeting, or else for a four-year term expiring at the end of the meeting to be held in 2020 and called to approve the financial statements for the previous year.

Sixteenth resolution – Reappointment of Mr. Thibault POUTREL as a director

The shareholders, deliberating with the quorum and majority required for ordinary meetings, hereby resolve to reappoint Mr. Thibault POUTREL as a director for a term of one year, expiring at the end of the meeting to be held in 2017 to approve the financial statements for the previous year, subject to the adoption of the 31st resolution of this meeting, or else for a four-year term expiring at the end of the meeting to be held in 2020 and called to approve the financial statements for the previous year.

Seventeenth resolution – Reappointment of Mr. Philippe LAZARE as a director

The shareholders, deliberating with the quorum and majority required for ordinary meetings, hereby resolve to reappoint Mr. Philippe LAZARE as a director for a term of three years, expiring at the end of the meeting to be held in 2019 to approve the financial statements for the previous year, subject to the adoption of the 31st resolution of this meeting, or else for a four-year term expiring at the end of the meeting to be held in 2020 and called to approve the financial statements for the previous year.

Eighteenth 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, 2015

The shareholders, deliberating with the quorum and majority required for ordinary meetings, having been consulted as recommended in Article 24.3 of the AFEP-MEDEF Corporate Governance Code of November 2015, 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, 2015, as presented in section 3.3.1 of the 2015 Registration Document.

Nineteenth resolution – Amount of attendance fees allocated to Board members

The shareholders, deliberating with the quorum and majority required for ordinary meetings, hereby resolve to increase the total annual amount of attendance fees to be allocated to the Board of Directors from €500,000 to €550,000.

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

Twentieth resolution – Authorization granted to the Board of Directors to trade in Company shares, pursuant to Article L.225-209 of the French Commercial Code

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, Commission Regulation (EC) No 2273/2003 of December 22, 2003 and the market practices authorized by the regulations, to trade in the Company's 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:

- to 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);
- to 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;
- to 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 in connection with a Company or Group employee shareholding or savings plan 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;
- to 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 regulations;
- to cancel some or all of the Company's shares bought back with the intention of reducing the share capital, in accordance with an authorization granted or to be granted by the Extraordinary Shareholders Meeting;
- and to generally pursue any aims permitted by law or engage in any market practices that may be authorized by the market authorities, 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% 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% of its total share capital, either directly or indirectly. Consequently, on the basis of the share capital at December 31, 2015 (divided into 60,990,600 shares), and taking into account the 276,294 treasury shares held at that date, the Company would be authorized to purchase up to 5,822,766 shares.

Shares may be acquired by any means that are in accordance with current stock market regulations and acceptable market practices, 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 may not be carried out during a public offer period initiated on the Company's shares by a third party, and until the end of such an offer period.

Shares may be purchased by any means, including through the acquisition of blocks of shares, and at such times as the Board of Directors deems appropriate.

The purchase price per share is not to exceed €180. On the basis of the share capital at December 31, 2015, 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 €180, would be €1,048,097,880.

In the event of capital increases carried out by incorporation of retained earnings 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 repurchase 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 with 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 replaces the authorization granted to the same effect by the Annual General Shareholders' Meeting of May 6, 2015.

Extraordinary business:

Twenty-first resolution – Authorization granted to the Board of Directors to cancel shares repurchased by the Company, pursuant to Article L.225-209 of the French Commercial Code

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

- 1) grant the Board of Directors the authorization to cancel, at its sole discretion, on one or more occasions, up to 10% of the share capital calculated on the day of the decision to cancel, less any shares canceled during the previous 24 months, any shares that the company holds or may hold as a result of buybacks made pursuant to Article L.225-209 of the French Commercial Code, and to reduce the share capital proportionately in accordance with the applicable laws and regulations;
- 2) resolve that, unless previously authorized by the Annual General Shareholders' Meeting, the Board of Directors may not use this authorization during a public offer period initiated on the Company's shares by a third party, and until the end of such an offer period;
- 3) grant this delegation of authority for a period of 24 months from the date of this meeting;
- 4) grant all powers to the Board of Directors to complete the transactions necessary for such cancellations and the corresponding reductions of the share capital, to amend the Articles of Association, and to complete all necessary formalities.

Twenty-second resolution – Delegation of authority granted to the Board of Directors to issue ordinary shares conferring entitlement, where applicable, to ordinary shares and/or debt securities (of the Company or a Group company) and/or securities conferring entitlement to ordinary shares (by the Company or a Group company) with preferential subscription rights maintained

The shareholders, deliberating with the quorum and majority required for extraordinary meetings, after reviewing the report of the Board of Directors and the statutory auditors' special report, 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 basket 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.

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 share capital or in which the Company directly or indirectly holds more than half of the share capital;

- 2) grant this delegation of authority for a period of 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 nominal amount of ordinary shares that may be issued under this delegation of authority may not exceed €30,000,000.

This limit includes the aggregate nominal amount of any capital increases that may be carried out immediately or in the future under the delegations of authority granted by the 23rd, 24th, 25th and 26th resolutions.

This limit does not include the aggregate nominal amount 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 the Company's shares.

The nominal amount of Company debt securities that may be issued under this delegation of authority may not exceed €1,500,000,000.

- 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, unless previously authorized by the Annual General Shareholders' Meeting, the Board of Directors may not make use of this delegation of authority at any time during a public offer period initiated on the Company's shares by a third party, and until the end of such an offer period;
- 6) 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 increases, 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;
- 7) acknowledge that this delegation of authority cancels and replaces any previous delegation of authority with the same purpose.

Twenty-third resolution – Delegation of authority granted to the Board of Directors to issue ordinary shares conferring entitlement, where applicable, to ordinary shares and/or debt securities (of the Company or a Group company) and/or securities conferring entitlement to ordinary shares (by the Company or a Group company) with preferential subscription rights waived, by a 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 statutory auditors' special report, 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 basket 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.

Such securities may be issued in 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 share capital or in which the Company directly or indirectly holds more than half of the share capital;

- 2) grant this delegation of authority for a period of 26 months from the date of this meeting;
- 3) the aggregate nominal amount of ordinary shares that may be issued under this delegation of authority may not exceed €6,099,060.

This limit does not include the aggregate nominal amount 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 the Company's shares.

This amount shall be deducted from the overall ceiling on capital increases that may be carried out under the 27th resolution.

The nominal amount of Company debt securities that may be issued under this delegation of authority may not exceed €1,500,000,000.

This amount shall be deducted from the overall nominal ceiling on debt securities that may be issued under the 27th resolution;

- 4) resolve to waive the preferential subscription rights of shareholders to 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 in 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 some or all of any unsubscribed securities;
- 8) resolve that, unless previously authorized by the Annual General Shareholders' Meeting, the Board of Directors may not make use of this delegation of authority at any time during a public offer period initiated on the Company's shares by a third party, and until the end of such an offer period;
- 9) 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 increases, 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;
- 10) acknowledge that this delegation of authority cancels and replaces any previous delegation of authority with the same purpose.

Twenty-fourth resolution – Delegation of authority granted to the Board of Directors to issue ordinary shares conferring entitlement, where applicable, to ordinary shares and/or debt securities (of the Company or a Group company) and/or securities conferring entitlement to ordinary shares (by the Company or a Group company) with preferential subscription rights waived, by an offer defined 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, after reviewing the report of the Board of Directors and the statutory auditors' special report, 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 offering defined 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 unit determined with reference to a basket 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.

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 share capital or in which the Company directly or indirectly holds more than half of the share capital;

- 2) grant this delegation of authority for a period of 26 months from the date of this meeting;
- 3) the aggregate nominal amount of ordinary shares that may be issued under this delegation of authority may not exceed €6,099,060.

This limit does not include the aggregate nominal amount 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 the Company's shares.

This amount shall be deducted from the overall ceiling on capital increases that may be carried out under the 27th resolution.

The nominal amount of Company debt securities that may be issued under this delegation of authority may not exceed €1,500,000,000.

This amount shall be deducted from the overall ceiling on capital increases that may be carried out under the 27th resolution;

- 4) resolve to waive preferential subscription rights for shareholders to ordinary shares and debt securities conferring entitlement to shares and/or debt securities 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 some or all of any unsubscribed securities;
- 7) resolve that, unless previously authorized by the Annual General Shareholders' Meeting, the Board of Directors may not make use of this delegation of authority at any time during a public offer period initiated on the Company's shares by a third party, and until the end of such an offer period;
- 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 increases, 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.

Twenty-fifth resolution – Authorization to increase the issue amount in the event of excess demand

The shareholders, deliberating with the quorum and majority required for extraordinary meetings, after reviewing the report of the Board of Directors, resolve that for each issue of ordinary shares or securities conferring entitlement to shares decided upon in accordance with the 22nd, 23rd and 24th resolutions above, the number of securities to be issued may be increased under the conditions defined by Articles L.225-135-1 and R. 225-118 of the French Commercial Code and subject to the maximum limits set by the meeting in the event of excess demand noted by the Board of Directors.

The shareholders resolve that, unless previously authorized by the Annual General Shareholders' Meeting, the Board of Directors may not use this authorization during a public offer period initiated on the Company's shares by a third party, and until the end of such an offer period.

Twenty-sixth 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% of the share capital, in 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 in consideration for contributions in kind granted to the Company and comprising capital securities or securities conferring entitlement to shares when the provisions of Article L.225-148 of the French Commercial Code do not apply;
- 2) grant this delegation of authority for a period of 26 months from the date of this meeting;
- 3) resolve that the aggregate nominal amount of ordinary shares that may be issued under this delegation of authority may not exceed 10% of the capital on the date of this meeting; this limit does not include the aggregate nominal amount 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 the Company's shares. This amount shall be deducted from the overall ceiling on capital increases provided for in the 27th resolution;
- 4) resolve that, unless previously authorized by the Annual General Shareholders' Meeting, the Board of Directors may not make use of this delegation of authority at any time during a public offer period initiated on the Company's shares by a third party, and until the end of such an offer period;
- 5) 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 acquisition premium, deducting from the acquisition 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 required in each case;
- 6) acknowledge that this delegation of authority cancels and replaces any previous delegation of authority with the same purpose.

Twenty-seventh 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, hereby resolve to:

- set the maximum nominal amount of capital increases that may be carried out, immediately or in the future, under the delegations of authority and authorizations granted by the 23rd, 24th, 25th and 26th resolutions, at 10% of the share capital on the date of this meeting, in addition to the capital increases that may be carried out under these resolutions, which shall be included in the aggregate nominal amount of shares that may be issued, as provided for in the 22nd resolution. This nominal amount does not include, where applicable, the aggregate nominal amount 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 maximum aggregate nominal amount of debt securities that may be issued under the 23rd, 24th and 25th resolutions at €1,500,000,000.

Twenty-eighth 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, pursuant to Articles L.3332-18 *et seq.* of the French Labor Code

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

- 1) delegate their authority to the Board of Directors, at its discretion, to increase the share capital in one or more transactions by issuing ordinary shares or securities conferring entitlement to 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;
- 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 nominal amount of the capital increases that may be carried out under this delegation of authority to 2% of the share capital on 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 nominal amount 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 the Company's shares;
- 5) resolve that the subscription price of the shares to be issued pursuant to paragraph 1) of this resolution shall not be more than 20% lower than the average of the opening prices quoted for the Company's shares on the stock market over the 20 trading days preceding the date of the Board of Directors' decision to carry out a capital increase and the corresponding share issue, or more than 30% 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 conferring entitlement to the Company's shares, free of consideration, to the beneficiaries mentioned in the first paragraph 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) resolve that, unless previously authorized by the Annual General Shareholders' Meeting, the Board of Directors may not make use of this delegation of authority at any time during a public offer period initiated on the Company's shares by a third party, and until the end of such an offer period;
- 8) 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 delegation of authority, and to perform all necessary acts and proceed with the requisite formalities.

Twenty-ninth resolution – Delegation of authority granted to the Board of Directors to issue ordinary shares, with preferential subscription rights waived, to employees, directors and executive officers of Group companies 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, after reviewing the report of the Board of Directors and the statutory auditors' special report, 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 head office outside France (hereinafter the "Subsidiaries"), which may be paid for either in cash or by offsetting receivables;

- 2) resolve that (i) the aggregate nominal amount of the capital increases carried out under this delegation of authority shall not exceed 2% 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 nominal amount of any additional ordinary shares of the Company 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 nominal amount of any 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 reserved for employees, directors and executive officers of Subsidiaries concurrently with, or independently of, one or more share subscriptions open 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 new shares shall be determined by the Board of Directors on the date that it shall set the start of the subscription period, using one of the following two methods, at the discretion of the Board of Directors:
 - the subscription price shall be equal to the average of the opening prices quoted for Ingenico Group's shares on the Euronext Paris stock market over the twenty trading days preceding the date of the Board of Directors' decision, less a maximum discount of 20%, or
 - the subscription price shall be equal to the opening price quoted for Ingenico Group's shares on the Euronext Paris stock market on the date of the Board of Directors' decision, less a maximum discount of 20%, it being specified 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 shareholders' preferential subscription rights to 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,
 - determine the list of beneficiaries among employees, directors and executive officers of the Subsidiaries,
 - determine the number of shares that may be subscribed by each of them,
 - set the subscription price of the shares, 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,
 - limiting 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 new shares to trading on the Euronext Paris stock market or on any other regulated stock market,
 - enter into 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 and perform all legal formalities required in compliance with Articles L.225-129-2 and L.225-138 of the French Commercial Code;
- 7) resolve that, unless previously authorized by the Annual General Shareholders' Meeting, the Board of Directors may not make use of this delegation of authority at any time during a public offer period initiated on the Company's shares by a third party, and until the end of such an offer period;
- 8) 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.

Thirtieth 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

The shareholders, deliberating with the quorum and majority required for extraordinary meetings, after reviewing the report of the Board of Directors and the statutory auditors' special report, 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% of the share capital on the date of this meeting. The total number of shares that may be freely awarded to the directors and executive officers of the Company may not exceed 2% of the share capital within this initial total. In addition, the final allocation of free shares to officers of the Company shall, by a decision of the Board of Directors, be subject to a minimum of two performance criteria assessed over a minimum vesting period of three years.

The shares shall be vested at the end of a vesting period of at least three years set by the Board of Directors. The Board of Directors may also decide to set a holding period at the end of the vesting period.

On an exceptional basis, shares may be vested before the end of the vesting period if the beneficiary is classed as incapacitated under the terms of the second and 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;
- 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, on any capital increases by incorporation of retained earnings, premiums or profits corresponding to the issuance of free shares,
 - acquire the shares required via the share repurchase program and allocate them to the share plan,
 - in terms of beneficiaries' rights, determine the impacts of transactions modifying the share 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,
 - acknowledge the fulfillment of the conditions required for the vesting of free shares, 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 to the new shares issued by incorporation of retained earnings, 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.

Thirty-first resolution – Amendment of Article 12 of the Articles of Association to reduce the term of office of directors from four years to three years, and to maintain the staggering of directors' terms of office

The shareholders, deliberating with the quorum and majority required for extraordinary meetings, after reviewing the report of the Board of Directors, hereby resolve to reduce the maximum term of office for directors from four years to three years, and to maintain the staggering of directors' terms of office, it being understood that directors in office shall serve out their original terms.

Accordingly, the shareholders hereby resolve to amend paragraph 2 of Article 12 of the Articles of Association as follows, with the rest of the Article remaining unchanged:

“Directors are appointed by the Annual General Shareholders' Meeting and may be removed by it. The term of office of directors shall be set at three years. Exceptionally, and in order to stagger the renewal of the directors' terms of office, the Ordinary Shareholders' Meeting may appoint or reappoint directors for terms of one or two years.”

Thirty-second resolution – Amendment of Article 17 of the Articles of Association to reduce the term of office of independent advisors from four years to three years.

The shareholders, deliberating with the quorum and majority required for extraordinary meetings, after reviewing the report of the Board of Directors, hereby resolve to reduce the maximum term of office of independent advisors from four years to three years, it being understood that independent advisors in office shall serve out their original terms.

Accordingly, the shareholders hereby resolve to amend paragraph 2 of Article 17 of the Articles of Association as follows, with the rest of the Article remaining unchanged:

“Independent advisors are invited to and participate in meetings of the Board of Directors in an advisory capacity. They are appointed for three years and may be reappointed, and may at any time be dismissed under the same conditions.»

Thirty-third resolution – Approval of a proposed spin-off by the Company of its French distribution and export business, including the holding and management of the Axis payment platform, to its subsidiary Ingenico France

The shareholders, deliberating with the quorum and majority required for extraordinary meetings, after reviewing the following documents:

- the opinion of the Works Council dated February 11, 2016;
- the report of the Board of Directors;
- the reports of the independent valuation experts appointed by order of the President of the Paris Commercial Court, dated November 26, 2015;
- the partial asset transfer agreement of February 29, 2016 between the Company and its subsidiary Ingenico France, a simplified joint stock company with share capital of €18,500, which has its head office at 28/32 boulevard de Grenelle, 75015 Paris, listed in the Paris Trade and Companies Register under number 538 600 404 (“**Ingenico France**”); and
- the respective annual financial statements and management reports of the Company and of Ingenico France, made available to the shareholders in accordance with applicable regulations.

1. Hereby approve:

- the partial asset transfer agreement, by which the Company transfers to Ingenico France, under the legal regime for corporate spin-offs, all the assets, rights and obligations, as well as the liabilities comprising Ingenico’s complete and independent distribution activities in France and its export activities from France, including the holding and management of the Axis platform, subject to the condition precedent of the approval by the sole shareholder of Ingenico France of the said transfer, its valuation, the consideration therefor, and the consequential increase in Ingenico France’s share capital;
- the valuation which is calculated based on the estimated net carrying amounts at the effective date of €143,728,765 for the transferred assets, and of €60,268,390 for the assumed liabilities, or a net value for the transferred assets of €83,460,375;
- the allocation to the Company, in consideration for the completed partial transfer of assets, of 166,920,750 new Ingenico France shares, with a par value of fifty euro cents (€0.50) each, to be created by Ingenico France by way of a capital increase;
- the setting of the effective date for the transfer in terms of its legal, accounting and tax consequences as May 1, 2016, subject to the fulfillment of the aforementioned condition precedent.

2. Hereby acknowledge that:

- following the effective date of the partial transfer of assets, the value, as at the effective date, of the assets and liabilities transferred shall be finalized and agreed by the Company and Ingenico France, under the supervision of their statutory auditors, on the basis of the valuation methods used to determine the estimated value of the net assets transferred at the effective date;
- that under the terms of the proposed partial asset transfer agreement:
 - in the event that the amount of the net assets finalized at the effective date of the partial transfer of assets exceeds the amount of net assets estimated as at the effective date, the difference shall be recorded as an acquisition premium in Ingenico France’s financial statements,
 - in the event that the amount of net assets finalized at the effective date of the partial transfer of assets is less than the amount of net assets as at the effective date, the Company shall make a pro rata earn-out payment in cash to Ingenico France, such that the partial transfer of assets is not made for less than €83,460,375.

3. Hereby grant, as a result of the foregoing, all powers to the Board of Directors, with the option to sub-delegate under the applicable legal and regulatory conditions, to the effect of:

- recording the fulfillment of the aforementioned condition precedent;
- recording, as a consequence, the completion of the partial transfer of assets and the consideration therefor;
- determining the final value of the net assets transferred as at the effective date of the partial transfer of assets and, where applicable:
 - making an earn-out payment, in cash, to Ingenico France, if the final value of the net assets transferred is less than its estimate as at the effective date having served as the basis for calculating the consideration for the partial transfer of assets, or
 - taking all measures and accomplishing all formalities to ensure that, if the final value of the net assets transferred is more than its estimate as at the effective date having served as the basis for calculating the consideration for the partial transfer of assets, this difference shall be recorded as an acquisition premium in Ingenico France’s financial statements;
- restating, as required, the terms of the said transfer, establishing all confirmatory or supplementary documents to the partial asset transfer agreement, reviewing all findings, conclusions, communications and formalities, including the

declaration of compliance required by applicable law, which may be necessary for the purposes of the completion of the transfer granted by the Company to Ingenico France.

Thirty-fourth resolution – Approval of a proposed spin-off by the Company of its research and development, product development, planning and procurement business, along with the sales of terminals to distribution subsidiaries, to its subsidiary Ingenico Terminals

The shareholders, deliberating with the quorum and majority required for extraordinary meetings, after reviewing the following documents:

- the opinion of the Works Council dated February 11, 2016;
- the report of the Board of Directors;
- the reports of the independent valuation experts appointed by order of the President of the Paris Commercial Court, dated November 26, 2015;
- the partial asset transfer agreement of February 29, 2016 between the Company and its subsidiary Ingenico Terminals, a simplified joint stock company with share capital of €18,500, which has its head office at 28-32 boulevard de Grenelle, 75015 Paris, listed in the Paris Trade and Companies Register under number 538 600 412 (“**Ingenico Terminals**”); and
- the respective annual financial statements and management reports of the Company and of Ingenico Terminals, made available to the shareholders in accordance with applicable regulations.

1. Hereby approve:

- the partial asset transfer agreement, by which the Company transfers to Ingenico Terminals, under the legal regime for corporate spin-offs, all the assets, rights and obligations, as well as the liabilities comprising the complete and independent research and development, product development, planning and procurement business, along with the sales of terminals to distribution subsidiaries and related services, and the development of mobile payment services around connected objects, subject to the condition precedent of the approval by the sole shareholder of Ingenico Terminals of the said transfer, its valuation, the consideration therefor, and the consequential increase in Ingenico Terminals’ share capital;
- the valuation which is calculated based on the estimated net carrying amounts at the effective date of €293,081,894 for the transferred assets, and of €99,873,282 for the assumed liabilities, or a net value for the transferred assets of €193,208,612;
- the allocation to the Company, in consideration for the completed partial transfer of assets, of 386,417,224 new Ingenico Terminals shares, with a par value of fifty euro cents (€0.50) each, to be created by Ingenico Terminals by way of a capital increase;
- the setting of the effective date for the transfer in terms of its legal, accounting and tax consequences as May 1, 2016, subject to the fulfillment of the aforementioned condition precedent.

2. Hereby acknowledge that:

- following the effective date of the partial transfer of assets, the value, as at the effective date, of the assets and liabilities transferred shall be finalized and agreed by the Company and Ingenico Terminals, under the supervision of their statutory auditors, on the basis of the valuation methods used to determine the estimated value of the net assets transferred at the effective date;
- that under the terms of the proposed partial asset transfer agreement:
 - in the event that the amount of the net assets finalized at the effective date of the partial transfer of assets exceeds the amount of net assets estimated as at the effective date, the difference shall be recorded as an acquisition premium in Ingenico Terminals’ financial statements,
 - in the event that the amount of net assets finalized at the effective date of the partial transfer of assets is less than the amount of net assets as at the effective date, the Company shall make a pro rata earn-out payment in cash to Ingenico Terminals, such that the partial transfer of assets is not made for less than €193,208,612.

3. Hereby grant, as a result of the foregoing, all powers to the Board of Directors, with the option to sub-delegate under the applicable legal and regulatory conditions, to the effect of:

- recording the fulfillment of the aforementioned condition precedent;
- recording, as a consequence, the completion of the partial transfer of assets and the consideration therefor; and
- determining the final value of the net assets transferred as at the effective date of the partial transfer of assets and, where applicable:
 - making an earn-out payment, in cash, to Ingenico Terminals, if the final value of the net assets transferred is less than its estimate as at the effective date having served as the basis for calculating the consideration for the partial transfer of assets, or
 - taking all measures and accomplishing all formalities to ensure that, if the final value of the net assets transferred is more than its estimate as at the effective date having served as the basis for calculating the consideration for the

partial transfer of assets, this difference shall be recorded as an acquisition premium in Ingenico Terminals' financial statements;

- restating, as required, the terms of the said transfer, establishing all confirmatory or supplementary documents to the partial asset transfer agreement, reviewing all findings, conclusions, communications and formalities, including the declaration of compliance required by applicable law, which may be necessary for the purposes of the completion of the transfer granted by the Company to Ingenico Terminals.

Thirty-fifth resolution – Approval of a proposed spin-off by the Company of its support activities directed toward the operational issues faced by the Group to its subsidiary Ingenico Business Support

The shareholders, deliberating with the quorum and majority required for extraordinary meetings, after reviewing the following documents:

- the opinion of the Works Council dated February 11, 2016;
- the report of the Board of Directors;
- the reports of the independent valuation experts appointed by order of the President of the Paris Commercial Court, dated November 26, 2015;
- the partial asset transfer agreement of February 29, 2016 between the Company and its subsidiary Ingenico Business Support, a simplified joint stock company with share capital of €10,000, which has its head office at 28-32 boulevard de Grenelle, 75015 Paris, listed in the Paris Trade and Companies Register under number 814 734 091 ("**Ingenico Business Support**"); and
- the respective annual financial statements and management reports of the Company and of Ingenico Business Support, made available to the shareholders in accordance with applicable regulations.

1. Hereby approve:

- the partial asset transfer agreement, by which the Company transfers to Ingenico Business Support, under the legal regime for corporate spin-offs, all the assets, rights and obligations, as well as the liabilities comprising the complete and independent support activities directed toward the operational issues faced by the Group, subject to the condition precedent of the approval by the sole shareholder of Ingenico Business Support of the said transfer, its valuation, the consideration therefor, and the consequential increase in Ingenico Business Support's share capital;
- the valuation which is calculated based on the estimated net carrying amounts at the effective date of €33,442,428 for the transferred assets, and of €16,560,742 for the assumed liabilities, or a net value for the transferred assets of €16,881,686;
- the allocation to the Company, in consideration for the completed partial transfer of assets, of 1,688,169 new shares, with a par value of ten euros (€10) each, to be created by Ingenico Business Support by way of a capital increase;
- the setting of the effective date for the transfer in terms of its legal, accounting and tax consequences as May 1, 2016, subject to the fulfillment of the aforementioned condition precedent.

2. Hereby acknowledge that:

- following the effective date of the partial transfer of assets, the value, as at the effective date, of the assets and liabilities transferred shall be finalized and agreed by the Company and Ingenico Business Support, under the supervision of their statutory auditors, on the basis of the valuation methods used to determine the estimated value of the net assets transferred at the effective date;
- that under the terms of the proposed partial asset transfer agreement:
 - in the event that the amount of the net assets finalized at the effective date of the partial transfer of assets exceeds the amount of net assets estimated as at the effective date, the difference shall be recorded as an acquisition premium in Ingenico Business Support's financial statements,
 - in the event that the amount of net assets finalized at the effective date of the partial transfer of assets is less than the amount of net assets as at the effective date, the Company shall make a pro rata earn-out payment in cash to Ingenico Business Support, such that the partial transfer of assets is not made for less than €16,881,686.

3. Hereby grant, as a result of the foregoing, all powers to the Board of Directors, with the option to sub-delegate under the applicable legal and regulatory conditions, to the effect of:

- recording the fulfillment of the aforementioned condition precedent;
- recording, as a consequence, the completion of the partial transfer of assets and the consideration therefor; and
- determining the final value of the net assets transferred as at the effective date of the partial transfer of assets and, where applicable:
 - making an earn-out payment, in cash, to Ingenico Business Support, if the final value of the net assets transferred is less than its estimate as at the effective date having served as the basis for calculating the consideration for the partial transfer of assets, or
 - taking all measures and accomplishing all formalities to ensure that, if the final value of the net assets transferred is

more than its estimate as at the effective date having served as the basis for calculating the consideration for the partial transfer of assets, this difference shall be recorded as an acquisition premium in Ingenico Business Support's financial statements;

- restating, as required, the terms of the said transfer, establishing all confirmatory or supplementary documents to the partial asset transfer agreement, reviewing all findings, conclusions, communications and formalities, including the declaration of compliance required by applicable law, which may be necessary for the purposes of the completion of the transfer granted by the Company to Ingenico Business Support.

Thirty-sixth 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 this report.

The Annual Shareholders' Meeting is open to all Ingenico Group 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 Group 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 April 27, 2016 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).

- 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.**

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. April 27th, 2016, 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 Group 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

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