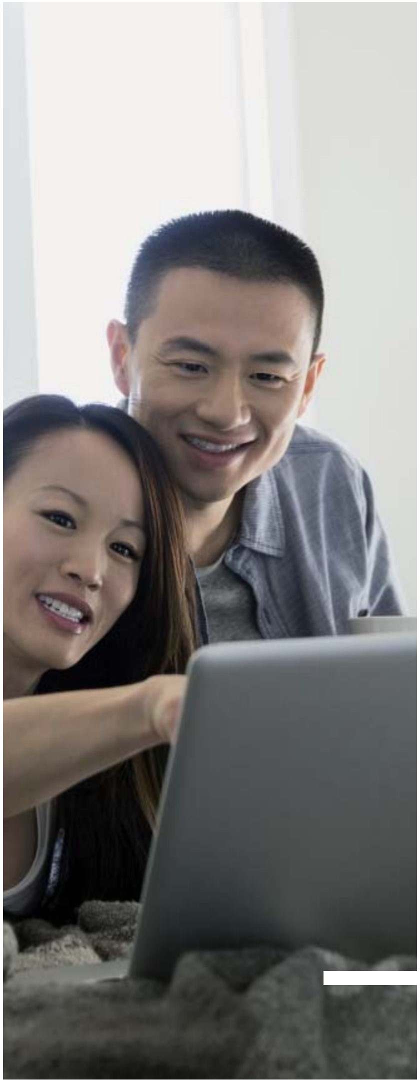
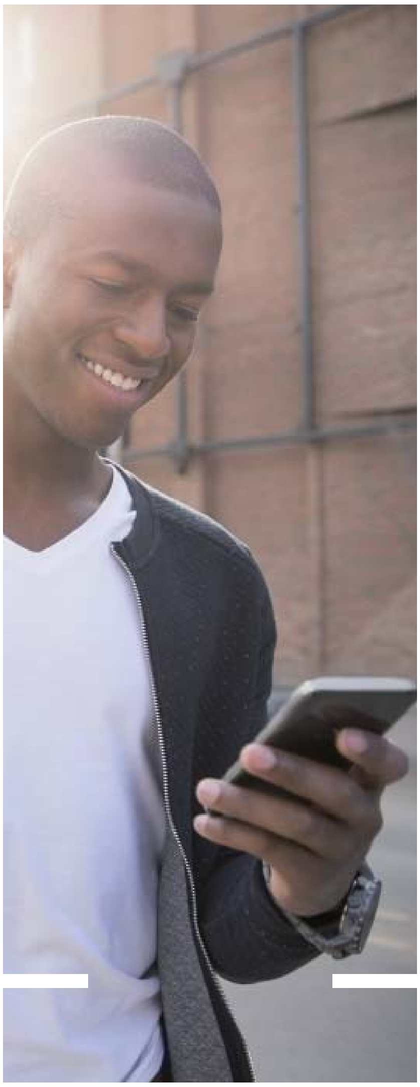
2015

ingenico GROUP





Notice of meeting Combined Ordinary and Extraordinary Shareholders' Meeting to be held on April 29, 2016 at 10:00 a.m.

You are invited to attend Ingenico Group's Combined Ordinary and Extraordinary Shareholders' Meeting on

FRIDAY, APRIL 29, 2016 at 10:00 a.m.

At the Maison des Arts et Métiers
9 bis, avenue d'Iéna - 75116 Paris, France

If you wish to attend, you are invited to arrive from 9:15 a.m.
with your admission card or your share certificate.

CONTENTS

CHAIRMAN'S MESSAGE	**3**
HOW TO TAKE PART IN THE SHAREHOLDERS' MEETING?	**5**
How to provide evidence of your status as an Ingenico Group shareholder?	5
How to vote?	5
HOW TO GET TO OUR SHAREHOLDERS' MEETING	**6**
HOW TO COMPLETE YOUR VOTING FORM	**7**
INGENICO GROUP IN 2015	**8**
INGENICO GROUP SA FIVE-YEAR FINANCIAL SUMMARY	**12**
BOARD OF DIRECTORS	**13**
AGENDA FOR THE COMBINED ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING	**19**
PRESENTATION OF THE DRAFT RESOLUTIONS PROPOSED TO THE ANNUAL GENERAL SHAREHOLDERS' MEETING	**21**
REQUEST FORM FOR DOCUMENTS	**39**

This is a free translation in English of the French version of this document prepared in compliance with Article R.225-81 of the French Commercial Code (refer to information included in the proxy form). This translation has been prepared solely for information and convenience of English-speaking readers.

CHAIRMAN'S MESSAGE

PHILIPPE LAZARE,
CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Dear Shareholder,

It is my pleasure to invite you to Ingenico Group's Combined Ordinary and Extraordinary Shareholders' Meeting, which will be held on Friday, April 29, 2016 at 10:00 a.m. at the Maison des Arts et Métiers in Paris.

We will have the opportunity to review the 2015 fiscal year during which Ingenico Group recorded excellent operational and financial performances, enabling it to reach its mid-term strategic objectives a year ahead of schedule.

Our teams are fully committed to accelerating the Group's transformation, with the aim of strengthening its position as the global leader in omni-channel payment acceptance.

The Shareholders' Meeting provides an opportunity for the Ingenico Group to communicate information and engage in dialogue with its shareholders. It is also the occasion for you to vote on resolutions submitted for your approval.

I very much hope that you will be able to take part, either by attending in person, voting by post, or by giving your proxy to the Chairman of the meeting or another person of your choice. You will find in this document all the practical terms for participating in this Shareholders' Meeting, along with the agenda and the resolutions.

I would like to thank you for your trust and loyalty, and look forward to seeing you on Friday, April 29.

Philippe Lazare
Chairman and Chief Executive Officer

HOW TO TAKE PART IN THE SHAREHOLDERS' MEETING?

The Combined Ordinary and Extraordinary Shareholders' Meeting will take place at 10:00 a.m. on Friday, April 29, 2016 at the Maison des Arts et Métiers, 9 bis, avenue d'Iéna, 75116 Paris, France. The registration desk will open at 9:15 a.m. and close at 10:00 a.m.

The Annual General Shareholders' Meeting is open to all Ingenico Group shareholders, regardless of the number of shares they hold. To take part in the meeting, you are therefore required to provide evidence of your status as an Ingenico Group shareholder two business days before the date of the meeting, *i.e.*, by midnight (Paris time) on April 27, 2016, either through an entry in the registered securities accounts maintained by the Company, or in the bearer share accounts maintained by the authorized intermediary.

How to provide evidence of your status as an Ingenico Group shareholder?

If you hold registered shares

Your status as a shareholder is evidenced by having your shares registered in your name in the registered share account at midnight on April 27, 2016. You do not need to do anything further.

If you hold bearer shares

Your status as a shareholder is evidenced by a share certificate (*attestation de participation*) issued by your financial intermediary (bank, stockbroker or any other party who manages the securities account in which your Ingenico Group shares are held). Your financial intermediary is your sole point of contact for all matters.

It will send the share certificate along with your request for an admission card or your proxy form to the registrar appointed by Ingenico Group:

CACEIS Corporate Trust
Service Assemblées Générales Centralisées
14, rue Rouget de Lisle
92862 Issy-les-Moulineaux Cedex 9 (France)

How to vote?

If you wish to attend the Annual General Shareholders' Meeting

You must request an admission card. Simply tick box "A" in the box on the form, date and sign it, fill in your full name and address, or check that these details are correct if they have already been entered.

If you do not wish to attend the Annual General Shareholders' Meeting

You can choose one of the following three options by ticking box B on the form, dating and signing it, and filling in your full name and address or checking that these details are correct if they have already been entered:

- vote by post: tick the box "I wish to vote by post" and cast your vote for each resolution. In this case, you no longer have the option of voting at the Annual General Shareholders' Meeting or giving a proxy to someone else;
- give a proxy to the Chairman of the meeting: tick the box "I wish to give a proxy to the Chairman of the Annual General Shareholders' Meeting". In this case, the Chairman will vote in favor of the draft resolutions already submitted and approved by the Board of Directors;
- appoint another Ingenico Group shareholder, your spouse or a partner with whom you have entered into a civil partnership or any other person or legal entity of your choice as your proxy, in accordance with the conditions provided for in Articles L.225-106 et seq. of the French Commercial Code: tick the box "I wish to give a proxy to" then fill in the name and address of the person who will attend the meeting on your behalf.

In accordance with the provisions of Article R.225-79 of the French Commercial Code, you may also notify proxy appointments and revocations by e-mail using the following procedures:

- if you are a registered shareholder, send an email to the following email address: ct-mandataires-assemblees@caceis.com, indicating your full name and address and your CACEIS Corporate Trust identification number if you are a direct registered shareholder (information in the top left-hand corner of your securities account statement) or your registered account number with your financial intermediary if you are an administered registered shareholder, along with the full name of the proxy appointed or revoked;
- if you are a bearer shareholder, send an email to the following email address: ct-mandataires-assemblees@caceis.com, indicating your full name, address and bank details, as well as the full name of the proxy appointed or revoked. You must also ask your financial intermediary responsible for managing your securities account to send written confirmation (by mail) to CACEIS Corporate Trust – Service Assemblées Générales Centralisées – 14, rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 9, France (or by fax to +33 1 49 08 05 82).

In any case, you must complete the enclosed form and send it to CACEIS if you are a registered shareholder by using the postage-paid envelope marked with "T" (valid in France only, use stamps for outside France) or send it to your financial intermediary if you hold bearer shares.

Whichever option you choose, only those shareholders whose shares are registered in an account at least two business days prior to the meeting, *i.e.*, by April 27, 2016 at midnight (Paris time) will be allowed to attend and/or vote.

For any transfer of ownership of shares after this date, the transferor's share certificate will remain valid and votes cast by the transferor will be taken into account.

Please note: Shareholders holding bearer shares must not send the form directly to Ingenico or CACEIS, since only votes accompanied by a share certificate will be taken into account. Your financial intermediary (bank or stockbroker) will issue this share certificate and send it with the voting from before April 27, 2016 to: CACEIS Corporate Trust – Service Assemblées Générales Centralisées – 14, rue Rouget de Lisle – 92862 Issy-les-Moulineaux Cedex 9.

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

HOW TO GET TO OUR SHAREHOLDERS' MEETING

By public transport

MÉTRO:

Line 9 (Iéna station – Musée Guimet exit)

BUS:

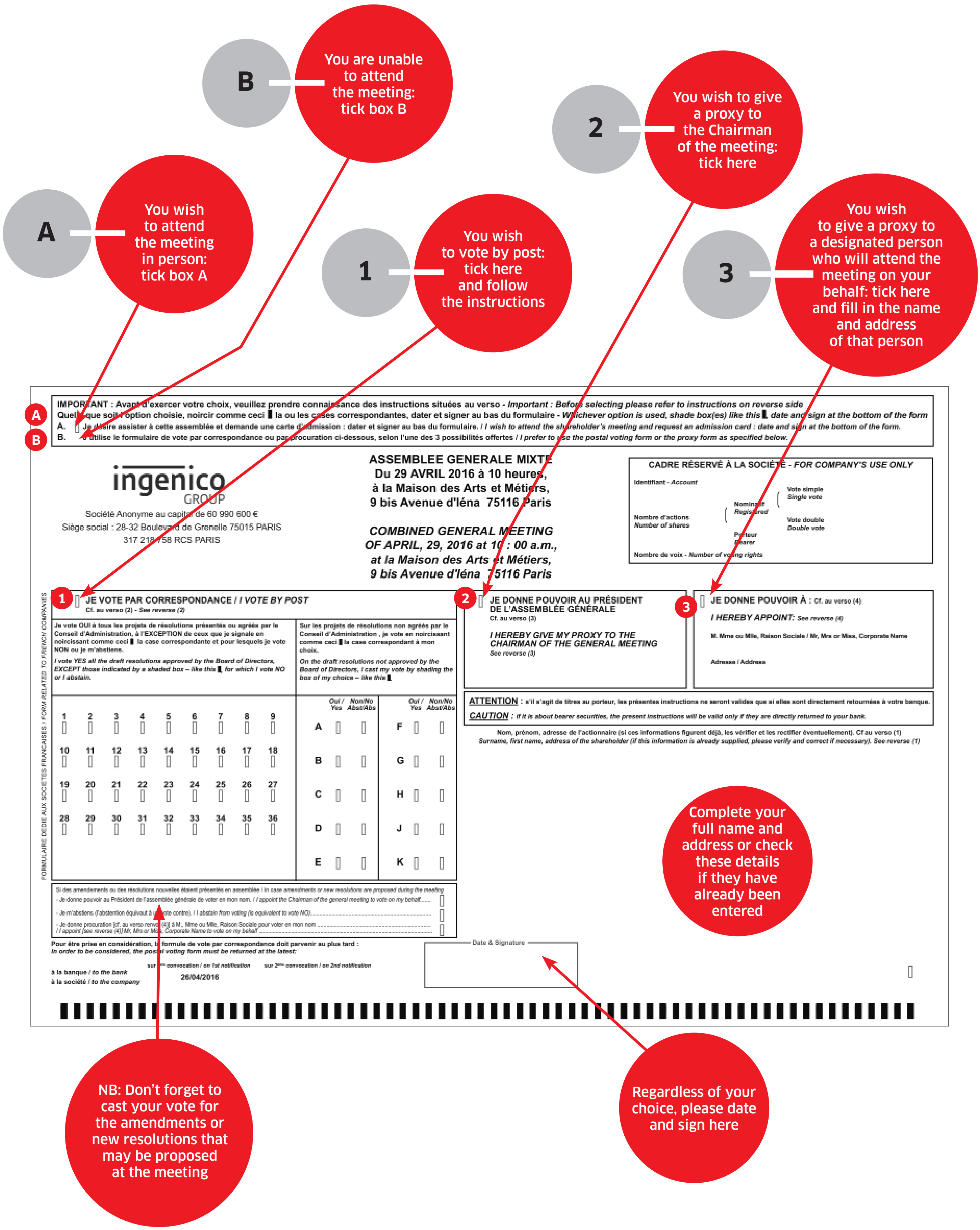
Lines 32, 63

PARKING:

Kléber public parking,
65, avenue Kléber, 75116 Paris

Maison des Arts et Métiers
9 bis, avenue de Iéna – 75116 Paris

HOW TO COMPLETE YOUR VOTING FORM



INGENICO GROUP IN 2015

The consolidated financial statements have been drawn up in accordance with International Financial Reporting Standards. In order to provide meaningful information comparable from one financial year to the next, the financial data has been prepared by restating the depreciation and amortization expenses linked to the acquisition of new entities. Pursuant to IFRS 3R, the purchase price for new entities is allocated to the identifiable assets acquired and subsequently amortized over specified periods.

The main financial data for 2015 is discussed on an adjusted basis, i.e., before the impact of purchase price allocations (PPA).

To facilitate assessment of the Group's performance, the Group's key financial data for 2015 are compared here with certain restated (or pro forma) figures, with effect from January 1, 2014; to reflect the consolidation of GlobalCollect (acquisition completed on September 30, 2014), presented on an unaudited adjusted basis (restated for depreciation and amortization expenses relating to assets recognized in connection with acquisitions and divestitures).

EBITDA is not an accounting term; it is a financial metric defined here as profit from ordinary activities before amortization, impairment and provisions, and the cost of share-based payments.

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

Free cash flow is equal to EBITDA less: cash, other operating income and expenses, changes in working capital requirements, investments net of the proceeds from disposals of property, plant and equipment and intangible assets, financial expenses net of financial income and tax paid.

Revenue

€2,197 M

EBITDA

€508 M

Net Profit

€230 M

Free cash flow

€285 M

Key figures

				2015 change versus	
(in millions of euros)	**2015**	2014 pro forma (1)	2014 Reported*	2014 pro forma (1)	2014 reported
Revenue	2,197	1,846	1,607	+14% (2)	+37%
Adjusted gross profit	972	807	735	+20%	+32%
As a % of revenue	*44.3%*	*43.7%*	*45.7%*	*60 bps*	*-140 bps*
Adjusted operating expenses	(536)	(446)	(411)	20%	30%
As a % of revenue	*-24.4%*	*-24.2%*	*-25.6%*	*20 bps*	*-120 bps*
Profit from operating activities, adjusted (EBIT)	437	361	324	21%	35%
As a % of revenue	*19.9%*	*19.6%*	*20.2%*	*30 bps*	*-30 bps*
Profit from operating activities	381	-	273	-	40%
Profit for the period	235	-	172	-	37%
Profit for the period attributable to shareholders	230	-	172	-	34%
EBITDA	508	415	377	22%	35%
As a % of revenue	*23.1%*	*22.5%*	*23.4%*	*60 bps*	*-30 bps*
Free cash flow	285	-	255	-	12%
Net debt	252	-	764	-	-67%
Net debt/EBITDA ratio	0.5x		1.7x**		
Equity attributable to shareholders	1,506	-	1,074	-	40%

(1) Pro forma financial data includes the contribution of GlobalCollect from January 1, 2014.
(2) On a like-for-like basis at constant exchange rates.
** Fiscal year 2014 includes the contribution of GlobalCollect from October 1, 2014.*
*** After factoring in the early redemption of 2011–2017 OCEANE bonds.*

Financial data

Organic revenue growth of 14%

	2015			Q4 2015		
	In millions of euros	Change		In millions of euros	Change	
		Comparable* (1)	Reported**		Comparable* (1)	Reported**
Europe-Africa	765	5%	5%	208	6%	6%
APAC & Middle East	437	19%	34%	121	17%	25%
Latin America	228	24%	11%	54	10%	-11%
North America	319	44%	69%	97	48%	70%
ePayments	448	7%	n/a	112	-4%	0%
TOTAL	**2,197**	**14%**	**37%**	**592**	**11%**	**13%**

* *Reflecting the new regional breakdown and the acquisition of GlobalCollect with effect from January 1, 2014.*

** *Reflecting the new regional breakdown.*

In 2015, the Group achieved revenue totaling €2,197 million, representing a 37% increase on a reported basis, including a positive foreign exchange impact of €95 million. Total revenue included €1,532 million generated by the Payment Terminals business and €665 million by Payment Services (2).

On a comparable basis (1), revenue growth was 14%, driven by sustained growth in both business segments. The Payment Terminals business (+16%) was supported by several drivers such as the extension of NFC solutions to all regions (83% of Telium terminal deliveries in 2015), as well as the switch to EMV in the United States and the continued roll-out of services in emerging countries. Moreover, Payment Services (2) were up 9%, driven by favorable e-commerce market dynamics, in-store payment services and the first cross-channel contracts. Excluding the impact of ePayments, Payment Services (2) growth would have been 11%.

All regions contributed to the Group's growth. In **Europe & Africa** (+5%), France remains stable despite heightened competitive pressure. The region's performance was due to good momentum in the United Kingdom, Germany and Eastern Europe as well as in-store payment services.

There was continued strong growth in **North America** (+44%), particularly in the United States (+81%), which is now the Group's leading market. Moreover, Ingenico Group's business continues to grow in **emerging markets** such as China, Brazil and India.

Despite the exceptional event in the third quarter, the ePayments division made major operational strides in 2015: the integration of Ogone and GlobalCollect, the development of new products and the launch of a dedicated brand.

Increase in gross profit

In 2015, adjusted gross profit reached €972 million (44.3% of revenue) and was up by 20% compared with 2014 on a pro forma basis (3), *i.e.*, an increase of 60 basis points.

Profit for the Payment Terminals business represented 47.5% of revenue, *i.e.*, an increase of 50 basis points (1). This performance is linked to the sustained growth in this segment, associated with the economies of scale from which the Group benefits.

At the same time, the gross margin of the Payment Services (2) business was up by 20 basis points (1) at 36.9% of revenue, thanks mainly to the ongoing optimization of the operating costs of platforms processing in-store transactions.

Operating expenses under control

Reported operating expenses stood at €572 million in 2015, compared with €438 million in 2014 and represented 26% of revenue.

(in millions of euros)	2014 reported	2014 pro forma (3) adjusted	2015 reported	Restatement of depreciation and amortization expenses of assets linked to PPA	2015 adjusted
Distribution and marketing costs	157	145	202	(34)	168
Research & development costs	115	115	157	(2)	155
Administrative costs	166	186	212	-	212
TOTAL OPERATING EXPENSES	**438**	**446**	**572**	**(36)**	**536**
As a % of revenue	**27.3%**	**24.2%**	**26.0%**		**24.4%**

(1) On a like-for-like basis at constant exchange rates.

(2) Payment Services business: online and in-store.

(3) Pro forma financial data includes the contribution of GlobalCollect from January 1, 2014.

Restated for purchase price allocation expenses of €36 million, adjusted operating expenses totaled €536 million, up by 20% [(1)]. This increase is due to expenses relating to the acceleration of platform consolidation, the launch of the new Telium Tetra terminal range and the development of new offers in online payment. These expenses represented 24.4% of revenue versus 24.2% in 2014 on a pro forma basis [(1)].

EBITDA at 23.1% of revenue.

On a pro forma basis [(1)], EBITDA was up 22% at €508 million versus €415 million in 2014. The EBITDA margin was 23.1% of revenue, up 60 basis points.

EBIT margin at 19.9% of revenue

In 2015, profit from ordinary activities increased by 25% to €389 million compared with €310 million in 2014 on a pro forma basis [(1)]. As such, the operating margin increased by 90 basis points to 17.7% of revenue. Profit from ordinary activities included purchase price allocation amortization expenses of €48 million compared with €32 million in 2014.

Impact of purchase price allocations (PPA)

(in millions of euros)	2015 adjusted Excluding PPA	PPA impact	2015
Gross profit	972	(12)	960
Operating expenses	(536)	(36)	(572)
Profit from ordinary activities	**437**	**(48)**	**389**

In 2015, on a comparable basis, adjusted EBIT increased by 21% to €437 million compared with €361 million in 2014 on a pro forma basis [(1)]. The EBIT margin was 19.9% of revenue, up 30 basis points.

Increase in profit from operating activities

Other operating income and expenses totaled -€8 million. In 2014, these were -€18 million due in particular to increased costs related to acquisitions and consolidations of new entities.

(in millions of euros)	2015	2014 reported
Profit from ordinary activities	389	292
Other operating income and expenses	(8)	(18)
Profit from operating activities	**381**	**273**
As a % of revenue	17.3%	17.0%

After accounting for other operating income and expenses, profit from operating activities totaled €381 million compared with €273 million in 2014. The operating margin increased to 17.3% of revenue.

Reconciliation of profit from ordinary activities to EBITDA

(in millions of euros)	2015	2014 pro forma [(1)]	2014 reported
Profit from ordinary activities	**389**	**-**	**292**
Depreciation of assets linked to PPA	48	-	32
EBIT	437	361	324
Other amortization, depreciation and provisions	55	45	44
Share-based payment expenses	16	9	9
EBITDA	**508**	**415**	**377**

(1) Pro forma financial data includes the contribution of GlobalCollect from January 1, 2014.

Net financial income

(in millions of euros)	2015	2014 reported
Total interest expense	(21)	(28)
Income from cash and cash equivalents	10	10
Net interest expense	(11)	(18)
Foreign exchange gains/(losses)	(5)	(2)
Other income and expenses	(3)	-
Net financial income	(19)	(19.5)

Increase in profit for the period attributable to shareholders

(in millions of euros)	2015	2014 reported
Profit from operating activities	381	273
Net financial income	(19)	(19.5)
Share of profit of equity accounted investees	(3)	(1)
Profit before tax	359	252
Income tax	(125)	(81)
Profit for the period	235	172
Profit for the period attributable to shareholders	230	172

In 2015, the profit for the period attributable to shareholders increased markedly to €230 million, compared with €172 million in 2014.

Profit for the period includes relatively stable net financial income at -€19 million.

The tax expense increased to €125 million compared with €81 million in 2014. At the end of December 2015, the Group's effective tax rate stood at 34.5% compared with 31.8% in 2014, impacted by a less favorable tax regime in certain emerging markets in 2015, and with more profit in countries with higher tax rates.

Proposed dividend of €1.30 per share, up 30%

In line with the Group's dividend policy, the Board of Directors will propose the distribution of a dividend of €1.30 per share at the Annual General Shareholders' Meeting of April 29, 2016, representing a payout ratio of 35%. This dividend will be payable in cash or in shares, at the shareholder's discretion.

A solid financial position adapted to the Group's growth plan

Total equity attributable to shareholders increased to €1,506 million.

In 2015, the Group's operations generated free cash flow of €285 million, up from €255 million in 2014. This includes a marked increase in EBITDA and a negative change in working capital requirements (WCR) of €14 million. At the same time, the Group stepped up its investments. Investing activity net of disposals totaled €62 million, compared with €51 million in 2014, to finance the development of its ePayments platforms. Taxes paid totaled €137 million, compared with €93 million in 2014. The EBITDA/FCF conversion ratio stood at 56%.

The Group's net debt decreased to €252 million compared with €764 million at December 31, 2014, mainly due to the early redemption of OCEANE bonds at the beginning of the year.

As a result, the net debt to equity ratio stood at 17% and the net debt to EBITDA ratio decreased to 0.5x *versus* 1.7x at the end of 2014.

2016 OUTLOOK

With its unique positioning in a structurally growing electronic payments market, Ingenico Group has entered 2016 with confidence.

The Group should enjoy revenue growth of around 10% on a like-for-like basis at constant exchange rates.

Moreover, the Group's EBITDA margin for 2016 should reach 21%, driven by greater efforts to ensure the development and marketing of its offers, particularly in the ePayments business.

INGENICO GROUP SA FIVE-YEAR FINANCIAL SUMMARY

Reporting date (12-month accounting period) *(in thousands of euros)*	**Dec. 31, 2011**	**Dec. 31, 2012**	**Dec. 31, 2013**	**Dec. 31, 2014**	**Dec. 31, 2015**
Capital at year end					
Share capital in thousands of euros	51,980	52,488	53,086	57,437	60,991
Number of ordinary shares issued	51,980,303	52,487,658	53,086,309	57,436,781	60,990,600
Key income statement data					
Revenue (excluding tax)	397,857	474,646	536,385	676,637	832,112
Profit before income taxes, profit-sharing, depreciation, amortization and provisions	36,268	125,782	136,317	239,575	491,999
Income tax (incl. contr. on dividends)	(1,453)	6,883	25,344	56,587	88,096
Employee profit-sharing for the year			1,530	4,341	4,387
EPS after income taxes, profit-sharing, depreciation, amortization and provisions	7,509	92,741	81,309	174,214	369,939
Dividends distributed	25,990	36,741	42,469	57,437	
Per-share data *(in euros)*					
EPS after income taxes, profit-sharing but before depreciation, amortization and provisions	0.73	2.27	2.06	3.11	6.55
EPS after income taxes, profit-sharing, depreciation, amortization and provisions	0.14	1.77	1.53	3.03	6.07
Dividend per share [(1)]	0.50	0.70	0.80	1.00	1.30
Personnel					
Average number of employees	641	744	795	835	909
Total payroll	54,730	62,305	69,686	77,582	75,489
incl. free share awards	5,708	1,966	13	0	118
Total benefits incl. social security expenses	22,629	31,941	33,455	45,099	48,865

(1) The proposed dividend that will be submitted to the Combined Ordinary and Extraordinary Shareholders' Meeting of April 29, 2016 was decided by the Board of Directors on February 18, 2016.

BOARD OF DIRECTORS

The Board of Directors, which is responsible for determining the Company's business strategy and ensures its implementation, met eight times in 2015 with an average attendance rate of all Directors at these meetings of 93.7%.

It makes its decisions based on recommendations issued by its three special focus committees, which are composed predominantly of independent directors. The average attendance rate for members of the special focus committees during 2015 exceeded 91%.

The Board of Directors is currently composed of eight members, including three women and of one independent advisor. Six directors qualify as independent directors as defined in the Rules of Procedure of the Board of Directors and the AFEP-MEDEF Code.

Name	Age	Position	First appointment/ Last renewal	Term expires at close of meeting called to approve the financial statements for FY	Number of shares held**
Philippe LAZARE	59	Chairman and Chief Executive Officer and director*	March 15, 2006 – May 3, 2012	2015	405,813
Jean-Louis CONSTANZA	54	Independent director	May 7, 2014	2017	1,050
Diaa ELYAACOUBI	45	Independent director	April 28, 2011 – May 3, 2012	2015	1,642
Colette LEWINER	70	Independent director	October 22, 2015	2017	1,010
Xavier MORENO	67	Independent director	March 14, 2008 – May 7, 2014	2017	2,129
Florence PARLY	52	Independent director	May 3, 2012	2015	1,010
Thibault POUTREL	38	Director	February 6, 2002 – May 3, 2012	2015	1,010
Élie VANNIER	66	Independent director	March 14, 2008 – May 7, 2014	2017	2,222

* *Philippe Lazare's functions as Chairman and Chief Executive Officer will cease with his term of office as director.*
** *Held at December 31, 2015.*

William Nahum was appointed as an independent advisor by the Board of Directors on March 15, 2006. He was reappointed for a term of four years by the Board of Directors on February 18, 2016. As at December 31, 2015, Mr. Nahum held 525 Company shares.

Philippe LAZARE

Chairman and Chief Executive Officer since January 20, 2010

Other positions and duties

WITH THE INGENICO GROUP IN 2015

Representative of Ingenico Group SA, Chairman:

- Ingenico Venture SAS since May 6, 2009
- Ingenico Eastern Europe I Sarl (Luxembourg), Managing director since July 17, 2007

Board member and Chairman:

- Fujian Landi Commercial Equipment Co. Ltd. (China) since June 25, 2008

Director:

- Ingenico Inc. (USA) since July 17, 2007
- Nanjing ZTE Ingenico Network Technology Co., Ltd. (China) since October 30, 2012
- Ingenico Holdings Asia Limited (Hong Kong) since May 29, 2015

Supervisory Board member:

- ZTE Ingenico NV (Netherlands) since November 23, 2012
- Ingenico do Brasil Ltda. since December 10, 2013
- GCS Holding BV (Netherlands) since September 30, 2014

OUTSIDE THE INGENICO GROUP IN 2015

Main position:

None

Other current positions and duties:

None

Jean-Louis CONSTANZA

Independent director
Strategic Committee member

Other positions and duties

WITH THE INGENICO GROUP IN 2015
None

OUTSIDE THE INGENICO GROUP IN 2015

Main position:

- Consultant

Other current positions and duties:

Director:

- Wandercraft
- Visa Europe

Diaa ELYAACOUBI

Independent director
Strategic Committee member
Compensation, Appointments and Governance Committee member

Other positions and duties

WITH THE INGENICO GROUP IN 2015
None

OUTSIDE THE INGENICO GROUP IN 2015

Main position:

- President of the holding company ODYSSEE 2045
- Member of the Supervisory Board of Oddo & Cie since May 2013
- Founder and Chairwoman of Esprits d'Entreprise since May 2013. This business association brings together over 400 entrepreneurs and SMEs in a think tank to promote the ideas of its members and their companies
- President of the "*100 Jours Pour Entreprendre*" movement

Other current positions and duties:

- Manager of SCI Delya 2
- Manager of SCI Delya 3
- Manager of SCI Immobilière 1

Colette LEWINER

Independent director
Strategic Committee member
Audit and Finance Committee member

Other positions and duties

WITH THE INGENICO GROUP IN 2015
None

OUTSIDE THE INGENICO GROUP IN 2015

Main position:

- Energy Advisor to the Chairman of Capgemini

Other current positions and duties:

Director:

France

- Bouygues SA*
  - Chair of the Compensation Committee
- Colas SA* (Bouygues Group)
  - Chair of the Compensation Committee
  - Member of the Audit Committee
  - Member of the Ethics and Sponsorship Committee
- EDF SA*
  - Member of the Audit Committee and the Compensation Committee
  - Chair of the Ethics Committee
- Eurotunnel SA*
  - Member of the Audit Committee
- Nexans SA*
  - Strategic Committee member

International

- Crompton Greaves LLC* (India) [1]

* *Listed company.*
(1) Colette Lewiner informed the Company of her resignation from the directorship, effective March 15, 2016.

Xavier MORENO

Independent director
Compensation, Appointments and Governance Committee Chairman
Strategic Committee member

Other positions and duties

WITH THE INGENICO GROUP IN 2015
None

OUTSIDE THE INGENICO GROUP IN 2015

Main position:
- Chairman of Astorg Partners SAS
- Manager, Astorg Asset Management Sàrl (Luxembourg)

Other current positions and duties:

Supervisory Board member:
- GS & Cie SA (Gras Savoye Group)

Executive Committee member:
- Financial Ofic SAS (Onduline Group)

Director:
- Ethypharm SA
- Financial Verdi SAS (Ethypharm Group)
- Onduline SA
- Super Cristal de Luxe
- Cristal de Luxe

Representative of Astorg Partners SAS, Chairman:
- Astorg Team III SAS SCR

Chairman:
- Financière Amaryllis IV SAS
- Financière Muscaris IV SAS
- Kiliteam V SAS
- Megateam V SAS

Florence PARLY

Independent director
Audit and Finance Committee Chairman
Strategic Committee member
Compensation, Appointments and Governance Committee member

Other positions and duties

WITH THE INGENICO GROUP IN 2015
None

OUTSIDE THE INGENICO GROUP IN 2015

Main position:
- Executive Vice-President in charge of Strategy and Finance at SNCF

Other current positions and duties:

Director:
- Altran*:
  – Chair of the Appointments and Compensation Committee
- Representative of SNCF on the Board of Directors of SNCF Mobilités

NB: Florence Parly represents the Fonds Stratégique de Participations, which was appointed to the Supervisory Board of Zodiac Aerospace on January 14, 2016.

* *Listed company.*

Thibault POUTREL

Director
Strategic Committee member

Other positions and duties

WITH THE INGENICO GROUP IN 2015
None

OUTSIDE THE INGENICO GROUP IN 2015

Main position:
- Chairman of Alderville Investissement SA

Other current positions and duties:

Chairman:
- Beaubourg Capital SAS
- Alderville Holding SPRL

Director:
- Nextedia SA (formerly Social Mix Media SA)

Managing director:
- SCI 44 Rue de Meaux
- Diamond Minds Investment SARL
- Access Consulting SARL

Supervisory Board or Steering Committee member:
- Lokad SAS
- Travelaer SAS

Élie VANNIER

Independent director
Strategic Committee Chairman
Audit and Finance Committee member

Other positions and duties

WITH THE INGENICO GROUP IN 2015

Member of the Supervisory Board:

- GCS Holding BV (Netherlands)
  - Chairman of the Audit Committee

OUTSIDE THE INGENICO GROUP IN 2015

Main position:

- Visiting Professor, Peking University School of Transnational Law (China)

Other current positions and duties:

Director:

- Groupe PP Holding SA (Switzerland)
- Pharmacie Principale SA (Switzerland)
- Fondation Fondamental (France)
- New Cities Foundation (Switzerland)
- E-Front (France)

William NAHUM

Independent advisor
Compensation, Appointments and Governance Committee member

Certified public accountant, auditor and a legal expert appointed by the Paris Court of Appeal, approved by the Court of Cassation, William Nahum is the Chairman of WNAP, a practice he founded in 2008.

He has also served as the Chairman of the Paris association of certified public accountants, Chairman of the Paris "Compagnie des Commissaires aux Comptes" (an association of auditors), then Chairman of the national association of certified public accountants.

William Nahum chairs the Académie des Sciences et techniques comptables. He is also the national president of the CIP (an information centre on the prevention of business difficulties) and a member of the ANC, the French accounting standards authority.

William Nahum does not hold any other positions or offices within Ingenico Group.

Additional information regarding the directors, for which the renewal (14th to 17th resolutions) or ratification (11th resolution) is submitted for the approval of the Annual General Shareholders' Meeting

Philippe LAZARE

Chairman and Chief Executive Officer

Born on October 30, 1956, Philippe Lazare was educated at the École Supérieure d'Architecture de Paris-La Défense. He held several positions in the Purchasing Department of the PSA group prior to joining the Thalès group as director of a Sextant Avionique site. In 1994, he was appointed Chief Operating Officer of the Air France group, in charge of the Industrial Logistics Division, which encompassed Air France Maintenance, Air France Industries and Servair group. He then managed the Lucien Barrière hotel and casino group (1998-2000) and worked for the Eurotunnel group as Chief Executive Officer and then Chairman and Chief Executive Officer until 2002. Within the La Poste group, Mr. Lazare was Director of Purchasing, Property and Cost Control (2003-2004), member of the Executive Committee of La Poste, and Chairman and CEO of Poste Immo. In 2006, he was appointed Deputy Chief Executive Officer of the La Poste group and Chief Executive Officer of La Poste's General Public (*Grand Public*) Division, positions he held until July 13, 2007. On July 17, 2007, he became the Chief Executive Officer of Ingenico, where he had been a director since March 15, 2006. On January 20, 2010, he was also appointed Chairman of the Board of Ingenico Group, thus becoming the new Chairman and Chief Executive Officer. Mr. Lazare is a Knight of the Legion of Honor.

Combining the functions of Chairman and Chief Executive Officer

On January 20, 2010, the Board of Directors combined the positions of Chairman and Chief Executive Officer, which had been separate since 2004. Since that decision was made, Philippe Lazare has been the Chairman and Chief Executive Officer.

This option, which is also that most often chosen by French listed companies with a Board of Directors, was made in a constantly changing and particularly competitive environment to ensure greater consistency between strategic and operational functions and to simplify the decision-making process in the interests of greater efficiency, thereby ensuring compliance with best governance practices.

The governance structure implemented within the Group is in strict compliance with the authority delegated to each of the Company's various bodies, as provided by French law. It includes:

- a Board of Directors on which the majority of the members are independent (75% as at the date of this document);
- a Group strategy that involves every member of the Board;
- attendance on special focus committees of the Board of Directors that are largely made up of independent members (95% as at the date of this document);
- limits on the powers of the Chairman and Chief Executive Officer (detailed below), including the requirement to notify or request the prior approval of the Board of Directors for the most significant transactions;
- a formal annual performance evaluation of the Board of Directors by all of the directors, except for the Chairman and Chief Executive Officer.

The Chairman and Chief Executive Officer is not a member of any of the Board of Directors' special focus committees.

Diaa ELYAACOUBI

Independent director
Strategic Committee member
Compensation, Appointments and Governance Committee member

Born in Meknes (Morocco) on November 8, 1970, Diaa Elyaacoubi is a French citizen.

Diaa Elyaacoubi has spent most of her career as an entrepreneur, mainly in new technologies. In 1999, she founded e-Brands, Europe's leading provider of white label connectivity solutions, such as Internet access and SMS, now a Vivendi subsidiary. In 2003, she founded and now chairs Streamcore, a manufacturer of telecoms networking equipment. She also co-founded "Esprits d'entreprise" a French think tank that brings together more than 400 entrepreneurs and business leaders, and is President of "*100 Jours Pour Entreprendre*," a movement that sponsors and mentors young entrepreneurs. She is also a member of the Supervisory Board at Oddo & Cie.

Diaa Elyaacoubi is a graduate of the École Supérieure des Télécommunications in Paris.

Colette LEWINER (1)

Independent director
Strategic Committee member
Audit and Finance Committee member

Colette Lewiner, born September 19, 1945 in Cairo (Egypt), is a French citizen.

Colette Lewiner has held the role of Energy and Utilities Advisor to the Chairman of Capgemini since 2012. She is a commander of the French National Order of Merit and of the Legion of Honor.

A graduate of the École Normale Supérieure, with a postgraduate degree in physics and a PhD in Science, Colette Lewiner began her career at the University of Paris as a lecturer.

She joined Electricité de France in 1979, first in the Engineering and Research Department, followed by the Fuels Procurement Department. In 1989, she created and headed up the group's Business Strategy and Development Division, and in so doing became the group's first female director.

In 1992, she was named Chairwoman and Chief Executive Officer of SGN-Réseau Eurisy, an engineering subsidiary of Cogema, before joining Capgemini in 1998 as director of the Global Energy, Utilities and Chemicals sector.

From September 2010 to April 2015, she was the non-executive Chair of TDF.

(1) *Ms. Colette LEWINER was co-opted to the Board of Directors pursuant to a Board decision at its meeting on October 22, 2015, to replace Ms. Céleste THOMASSON, who had resigned.*

Florence PARLY

Independent director
Audit and Finance Committee Chairman
Strategic Committee member
Compensation, Appointments and Governance Committee member

Florence Parly was born on May 8, 1963 in Boulogne-Billancourt. She is a French citizen.

Florence Parly is currently Executive Vice-President in charge of Strategy and Finance at SNCF, the French national rail company. She is responsible for SNCF's strategic management and economic coherence in a time of transformation. Previously, she worked for eight years in various capacities at the Air France Group, including as Director of Investment Strategy, then later as Executive Vice-President of Air France Cargo, where she led the restructuring and, finally, as Executive Vice-President, Passenger Activity Paris-Orly and French Stations, where she led the Transform 2015 recovery plan.

Prior to that, she was Secretary of State for the Budget (2000-2002) as a member of the French government led by Lionel Jospin, after holding various functions including: advisor to the Prime Minister, Cabinet member (equipment and housing, interior) and within the Budget Department of the French Ministry of the Economy, Finance and Budget. She also chaired the Regional Agency for Economic Development of the Ile de France (Paris region) (2004-06).

Florence Parly is a graduate of the Paris Institute of Political Studies (IEP) and the École Nationale d'Administration (ENA).

Thibault POUTREL

Director
Strategic Committee member

Thibault Poutrel was born on September 8, 1977 in Neuilly-sur-Seine. He is a French citizen.

Son of Ingenico founder Jean-Jacques Poutrel, Thibault Poutrel began his career at ABN AMRO France then worked at Rothschild & Cie Banque. Since 2001, he has founded and managed several private equity companies including Diamond Minds, Access Consulting and Beaubourg Capital SAS. He is also co-founder of Update Productions (audiovisual production) and the press agency Antidote, director of Nextedia (listed on Alternext) and co-founder of the LINK Endowment Fund. He is a graduate of the Paris Institute of Political Studies (IEP) and the London School of Economics.

New appointment submitted to the Annual General Shareholders' Meeting (12th resolution)

Bernard BOURIGEAUD

Bernard Bourigeaud was born on March 20, 1944 in Bordeaux. He is a French citizen.

Bernard Bourigeaud is behind the creation and development of one of the world's largest IT services and payments groups, Axime, which was formed in 1991 following the mergers with SITB, Sodinforg and Segin. He transformed the company through a strong growth policy: creating Atos following the acquisition of Sligos in 1996; merging Atos with Origin in November 2000; acquiring KPMG Consulting in the Netherlands and the United Kingdom in 2002; buying out Schlumberger Sema in 2003; and finally, acquiring Banksys and Bank Card Company (BCC) in 2006.

When Bernard Bourigeaud stepped down as Chairman and CEO of Atos Origin, the company had annual revenues of €5.6 billion and employed over 55,000 people in more than 50 countries.

Prior to launching Axime, he spent 11 years at Deloitte, Haskins & Sells where he headed the company's management consultancy business, and subsequently all French operations. Before that, he held a number of general management positions over a period of eight years at the Continental Grain group, including five years in the United Kingdom. Bernard began his career at CIC and Price Waterhouse. He is a qualified chartered accountant and holds a degree in economics and management.

Bernard Bourigeaud is currently Chairman of BJB Consulting, a consultancy firm founded in January 2008. He is also a private investor in several European technology companies, which he guides in their development.

Since January 2010, he has been an operating partner of Advent International. He advises Advent on investment opportunities in the technology, financial services and corporate services sectors. In December 2011, he was appointed Non-Executive Chairman of Oberthur Technologies SA, a company he invested in jointly with Advent. Oberthur Technologies SA is the second-largest manufacturer of smart cards worldwide.

Bernard Bourigeaud is also a director of several publicly traded companies, including CGI in Canada and Automic in Austria. He is a member of the Advisory Board of Jefferies, a New York investment bank.

In the summer of 2011, he was appointed to the Governing Board of the International Paralympic Committee (IPC).

He is a member of the International Advisory Board of HEC Paris and an affiliate professor.

Bernard Bourigeaud is Chairman of CEPS (Center for Long-Term Strategic Studies), an international and independent think tank. He is an advisor to the National Committee of French Foreign Trade. In 2004, he was made a Chevalier de la Légion d'Honneur.

In addition to his duties for Atos Origin and its subsidiaries, Bernard Bourigeaud has also served as a member of the boards of Business Objects, SNT (a subsidiary of KPMG), Hagemeyer in the Netherlands, Neopost, Tibco Software in California, and CCMX.

For two years, he was a member of the of the French National Economic Commission. In 2008 and 2009, he held the role of senior advisor for Apax in France.

AGENDA FOR THE COMBINED ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

Ordinary resolutions

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 resolutions

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.

PRESENTATION OF THE DRAFT RESOLUTIONS PROPOSED TO THE ANNUAL GENERAL SHAREHOLDERS' MEETING

Ordinary resolutions

The ***first and second resolutions*** relate respectively to the approval of the parent company financial statements and the consolidated financial statements for 2015.

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.

*In the **third resolution**, the Board of Directors proposes the distribution of a dividend of €1.30 per share to be paid out of the distributable profit. The entire dividend amount is eligible for the 40% tax reduction mentioned in Article 158-3-2 of the French General Tax Code where applicable.*

Ex-dividend date: May 6, 2016. Payment date: June 3, 2016.

*The **fourth resolution** relates to the option to receive dividends in cash or in shares, which must be exercised between May 6, 2016 and May 26, 2016, inclusive. Beyond this time frame, i.e., at midnight on May 26, 2016, only cash dividends shall be paid.*

The cash dividend payment or issue of new shares in payment of the dividend shall occur on June 3, 2016.

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

The Annual General Shareholders' Meeting acknowledges that the total gross 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.

(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.

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:

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

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

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.

*In the **fifth resolution**, you are asked to acknowledge that no new agreement of the kind referred to in Articles L.225-38 et seq. of the French Commercial Code was entered into in 2015.*

The agreements and commitments approved in previous years by the Annual General Shareholders' Meeting and which remained in effect during the year ended December 31, 2015 were as follows: (i) the agreement with Cryptolog to provide its PKI Cryptolog Identity solution in hosted mode as part of its normal operations, and (ii) the agreement concerning the contractual indemnity due in the event of early termination of the Chairman and Chief Executive Officer. This is a talent retention tool that is part of his compensation package.

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.

*The **sixth resolution** is intended to authorize the commitment made by the Company to Mr. Philippe LAZARE to pay him severance pay in the event of forced departure related to a change of control or strategy, except in the case of gross negligence or serious professional misconduct. This commitment, a talent retention tool integrated into the compensation package of the Chairman and Chief Executive Officer, was authorized by the Board of Directors at its meeting on February 29, 2016.*

The amount of the severance pay is calculated according to the average achievement of targets set for the variable component of Mr. Philippe Lazare's compensation in respect of the last two financial years preceding the date of termination.

Severance pay may not exceed (i) the equivalent of eighteen months of total gross annual compensation in the event of a forced departure due to a change in control or (ii) the equivalent of twelve months of total gross annual compensation in other cases of forced departure due to a change in strategy and will depend on the fulfillment of performance conditions set for calculation of his variable compensation.

Full details of these conditions are included in the statutory auditors' special report on related party agreements and commitments, presented on pages 112 to 113 of the 2015 Registration Document.

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.

*The **seventh to tenth resolutions** concern the terms of office of the statutory and alternate auditors expiring at the close of the meeting.*

You are therefore asked to: (i) reappoint Mazars as statutory auditor and Mr. Jean-Louis SIMON as alternate auditor and (ii) appoint KPMG SA to replace KPMG Audit IS as statutory auditor and SALUSTRO REYDEL SA to replace KPMG Audit ID as alternate auditor for a term of six financial years, until the close of the Ordinary Annual General Shareholders' Meeting to be held in 2022 and called to approve the financial statements for the year ending December 31, 2021. These proposed renewals and appointments allow the Group to maintain its level of external control. The details of the fees paid to the statutory auditors in 2015 and 2014 are given on page 267 of the 2015 Registration Document.

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.

*The **eleventh to seventeenth resolutions** concern the composition of the Board of Directors.*

*The **eleventh resolution** is intended to 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. Céléste THOMASSON, who resigned.*

*The **twelfth resolution** concerns the appointment of Mr. Bernard BOURIGEAUD as a new director for a term of one year. The Board of Directors, acting on the recommendation of the Compensation, Appointments and Governance Committee, finds that Mr. Bernard BOURIGEAUD, should his candidacy be approved by the Annual General Shareholders' Meeting, would qualify as an independent director as defined in its Rules of Procedure in accordance with the recommendations of the AFEP-MEDEF Code.*

*You will be asked, in the **thirteenth resolution**, to acknowledge the end of Mr. Jean-Pierre COJAN's term of office as a director, following his resignation on May 19, 2015.*

*The **fourteenth to seventeenth resolutions** concern the renewal of the term of office as a director of Ms. Diaa ELYAACOUBI, Ms. Florence PARLY, Mr. Philippe LAZARE and Mr. Thibault POUTREL, for terms ranging from one year to three years, to ensure a staggered renewal of the terms of office.*

Information and biographies covering all these proposals are included on pages 13 to 16 of this document.

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.

*In the **eighteenth resolution**, you are asked to take an advisory vote on the components of the compensation due or allocated to Mr. Philippe LAZARE, the Chairman and Chief Executive Officer, in respect of the year ended December 31, 2015.*

Components of compensation due or allocated for the fiscal year	Amounts or accounting estimates submitted to a vote	Description
Fixed compensation	€700,000 (amount paid)	The fixed compensation of Mr. Philippe Lazare was unchanged from 2014 to 2015.
Annual variable compensation	€1,279,803 (amount payable)	As recommended by the Compensation, Appointments and Governance Committee and after obtaining the validation of the financial components from the Audit and Financing Committee, the Board of Directors set the amount of variable compensation payable to Mr. Philippe Lazare in respect of 2015 at its meeting of February 18, 2016. Based on the quantitative and qualitative criteria set by the Board on February 18, 2015 and considering the Company's performance at December 31, 2015, the amount of variable compensation was evaluated as follows: • in quantitative terms, the Board noted the substantial outperformance of the three financial criteria used: consolidated revenue growth (target achieved: 105%), consolidated EBITDA (target achieved: 120%), and free cash flow (target achieved: 139%), resulting in year-end figures reaching 144% of the targets; • in qualitative terms, the Board considered that Philippe Lazare's performance was excellent in the 2015 fiscal year, and that he had achieved the maximum percentage (100%) in two of the three criteria, namely: (i) execution of the Group's strategic vision; and (ii) acceleration of the development of multichannel payment transactions. The third criterion – concerning the ePayments division – was considered to have been 70% achieved: the division's establishment and the integration of the GlobalCollect and Ogone teams was deemed a success, but the business plan objectives were not fully met, given the loss of a major customer; • Mr. Philippe Lazare's variable compensation for 2015 has therefore been set at €1,279,803, equal to 183% of his annual fixed compensation for 2015.
Deferred variable compensation	n.a.	No deferred variable compensation has been awarded to Mr. Philippe LAZARE.
Multi-year variable compensation	n.a.	No multi-year variable compensation has been awarded to Mr. Philippe LAZARE.
Exceptional compensation	n.a.	No exceptional compensation has been awarded to Mr. Philippe LAZARE.

Components of compensation due or allocated for the fiscal year	Amounts or accounting estimates submitted to a vote	Description
Stock options, performance shares and any other long-term forms of compensation	Stock options = n.a.	No stock options were granted in 2015.
	10,000 shares = €988,200 (book value) Or 0.01% of the share capital Other components = n.a.	To continue with its policy of allocating performance shares, on July 29, 2015, the Board of Directors established a performance share plan under the eighteenth resolution of the Extraordinary Shareholders' Meeting held on May 6, 2015. Allocations of performance shares are conditional on the achievement of performance criteria evaluated at the end of the two-year vesting period. Allocations are based on a progressive level of achievement of the Group's intrinsic performance (EBITDA) in line with the guidance issued to the market. Vesting thresholds are as follows: 25% of shares vested at 90% achievement of the target; 50% of shares vested at 95% achievement of the objective and 75% of shares vested at 100% achievement of the target. The maximum number of free shares vested, *i.e.*, 100%, is reached at or above 104% of the target.
Directors' attendance fees	n.a.	No attendance fees are paid to Mr. Philippe LAZARE.
Value of all benefits in kind	€12,735	Mr. Philippe LAZARE has been provided with a company car and insurance for loss of his corporate office.

Components of compensation due or allocated for the fiscal year and voted on by the Annual General Shareholders' Meeting under the procedure for related party agreements and commitments	Amounts voted on	Description
Termination benefits	No termination benefits are due in respect of 2015	In compliance with the Board's decision of March 15, 2012, approved by the shareholders at their Annual General Shareholders' Meeting on May 3, 2012 in its eighth resolution, in the event that Mr. Lazare's mandate is terminated (for any reason other than gross negligence), the following arrangement shall apply: • he shall receive an indemnity equal to one year of gross annual salary payable in his capacity as Chief Executive Officer of Ingenico; • he shall maintain his entitlement to the free shares for which the vesting period has not expired. This arrangement is subject to the following performance conditions: • EBIT growth in line with revenue growth during his term in office; • stability or increase in the Company's market share during his term of office.
Benefits in connection with a non-competition clause	n.a.	No non-competition clause applies.
Supplementary retirement plan	n.a.	Mr. Philippe LAZARE does not have a supplementary retirement plan.

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.

*In the **nineteenth resolution**, you are asked to set the total annual budget for attendance fees awarded to the members of the Board of Directors at €550,000 with effect from fiscal year 2016 to reflect, in particular, the increase in the number of independent directors. This decision would apply for the current fiscal year and would be maintained until decided otherwise.*

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.

*The **twentieth resolution** authorizes the Board of Directors to purchase the Company's own shares on the stock market in accordance with Articles L.225-209 et seq. of the French Commercial Code.*

This authorization would be granted for a period of eighteen months. The purchase price per share is not to exceed €180, and the number of shares purchased shall not exceed 10% of the share capital.

Such transactions may not be carried out during a public offer launched on the Company's shares by a third party.

Details regarding current and forthcoming programs are included in Chapter 8 of the 2015 Registration Document.

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 resolutions

Twenty-first to twenty-ninth resolutions: *Delegations of authority granted to the Board of Directors to increase the Company's share capital.*

We propose that you grant your Board of Directors various delegations of authority for the renewal of previous authorizations allowing it, if necessary, to gather the financial means necessary to implement the Group's development strategy.

These delegations of authority and authorizations provided for under the Twenty-first to Twenty-ninth resolutions have provisions for suspension during a public offer launched on the Company's shares by a third party.

The ***twenty-first resolution*** *is intended to renew the authorization granted to the Board of Directors to cancel some or all of the shares acquired under the share repurchase program and to reduce the share capital accordingly.*

This authorization would be granted for a period of twenty four months.

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.

The ***twenty-second resolution*** *authorizes the Board of Directors to issue securities conferring immediate or future entitlement to shares to be issued by the Company in connection with a capital increase or to the allotment of debt securities, with preferential subscription rights maintained for shareholders. The capital increases carried out under this delegation of authority may not exceed a maximum aggregate par value of €30 million, equivalent to 49.1% of the current share capital.*

This limit would include 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 twenty-third, twenty-fourth, twenty-fifth and twenty-sixth resolutions.

Issues of bonds and debt securities conferring access to the share capital under this delegation of authority may not exceed a maximum aggregate par value of €1,500 million, or the foreign currency equivalent thereof in the event that said securities are issued in currencies other than the euro.

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.

*The **twenty-third resolution** authorizes the Board of Directors to issue securities conferring immediate or future entitlement to shares to be issued by the Company in connection with a capital increase or to the allotment of debt securities, with preferential subscription rights waived for shareholders, through a public offer. The capital increases carried out under this delegation of authority may not exceed a maximum aggregate par value of €6,099,060, equivalent to 10% of the current share capital.*

Issues of bonds and debt securities conferring access to the share capital under this delegation of authority may not exceed a maximum aggregate par value of €1,500 million, or the foreign currency equivalent thereof in the event that said securities are issued in currencies other than the euro.

These maximum limits would be deducted from the overall maximum limits of €6,099,060 (equivalent to 10% of the current share capital) set for capital increases and €1,500 million for issues of debt securities, as established in the twenty-seventh resolution.

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.

*The **twenty-fourth resolution** authorizes the Board of Directors to issue securities conferring immediate or future entitlement to shares to be issued by the Company in connection with a capital increase or to the allotment of debt securities, with preferential subscription rights waived for shareholders, through a private placement. The capital increases carried out under this delegation of authority may not exceed a maximum aggregate par value of €6,099,060, equivalent to 10% of the current share capital.*

Issues of debt securities conferring access to the share capital under this delegation of authority may not exceed a maximum aggregate par value of €1,500 million, or the foreign currency equivalent thereof in the event that said securities are issued in currencies other than the euro.

These maximum limits would be deducted from the overall maximum limits of €6,099,060 (equivalent to 10% of the current share capital) set for capital increases and €1,500 million for issues of debt securities, as established in the twenty-seventh resolution.

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.

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

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.

*The **twenty-sixth resolution** is intended to renew the authorization granted to the Board of Directors, in accordance with Article L.225-147 of the French Commercial Code, to issue shares or other securities in return for any contributions in kind, subject to a limit of 10% of the Company's share capital.*

This maximum limit would be deducted from the overall maximum limit of €6,099,060 (equivalent to 10% of the current share capital) set for capital increases in the twenty-seventh resolution.

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.

*The **twenty-seventh resolution** sets the maximum aggregate par value of capital increases that may be carried out by the Board of Directors, immediately or in the future, with preferential subscription rights waived for shareholders, under the delegations of authority and authorizations granted by the twenty-third, twenty-fourth, twenty-fifth and twenty-sixth resolutions at €6,099,060, equivalent to 10% of the share capital. Moreover, the capital increases that may be carried out under these resolutions shall be included in the aggregate nominal amount of shares that may be issued under the Twenty-second resolution.*

The maximum aggregate nominal amount of debt securities that may be issued under said resolutions may not exceed €1,500 million.

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.

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

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.

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

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

The shares shall only be vested at the end of a vesting period of at least three years set by the Board of Directors. Beneficiaries must, where applicable, hold these shares for a period determined by the Board of Directors.

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

The total number of free shares that may be awarded in this way may not exceed 5% of the share capital on the date of the 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. This authorization would be granted for a period of 38 months from the date of the Annual General Shareholders' Meeting.

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.

*The **thirty-first resolution** proposes that the Annual General Shareholders' Meeting amends Article 12 of the Company's Articles of Association to reduce the term of office of directors from four to three years, and to maintain the staggered renewal of directors' terms of office. The objective is to comply with the guidelines of the AFEP-MEDEF Code and implement best practices in corporate governance.*

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."

*The **thirty-second resolution** proposes that the Annual General Shareholders' Meeting amends the third sentence of Article 17 of the Company's Articles of Association to reduce the term of office of independent advisors from four to three 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.»

*The **thirty-third to thirty-fifth resolutions** presented to your Annual General Shareholders' Meeting concern the Company's reorganization plan, which seeks to spin off its French operational activities through three partial transfers of assets, subject to the legal regime for spin-offs, to the following companies: Ingenico France SAS ("**Ingenico France**"), Ingenico Terminals SAS ("**Ingenico Terminals**") and Ingenico Business Support SAS ("**Ingenico Business Support**").*

The purpose of this spin-off is to align the legal organization of Ingenico with its operational and strategic organization, and to streamline the financial and accounting management of its activities.

Each transfer is the subject of a partial asset transfer agreement, which was approved by the Board of Directors of the Company and the Chairmen of the recipient companies in question, before being signed on February 29, 2016. Each agreement was filed with the clerk of the Paris Commercial Court on March 1, 2016 and these are available on the Company's website www.ingenico.com.

As part of this plan, the Company would transfer three independent business lines which it holds, through partial transfers of assets to existing wholly owned subsidiaries: Ingenico France, Ingenico Terminals and Ingenico Business Support.

The partial transfers of assets would cover the following business lines:

- *transfer to the subsidiary Ingenico France of all assets comprising Ingenico's complete and independent business line of distribution activities in France and export activities from France, including the ownership and management of the Axis platform (the "**Ingenico France Transfer**");*
- *transfer to the subsidiary Ingenico Terminals of all assets comprising the complete and independent business line of research and development, product development, planning and procurement activities, along with the sales of terminals to distribution subsidiaries and related services, and the development of mobile payment services around connected objects (the "**Ingenico Terminals Transfer**");*
- *transfer to the subsidiary Ingenico Business Support of all assets comprising the complete and independent business line of support activities directed toward the operational issues faced by the Group (the "**Ingenico Business Support Transfer**").*

The documents related to this restructuring were made available to you within the required statutory time frames.

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.

REQUEST FORM FOR DOCUMENTS

(Article R.225-88 of the French Commercial Code)

Detach and return request form to:

Ingenico Group
Direction Générale–Secrétariat du Conseil
28/32, boulevard de Grenelle
75015 Paris

Combined Ordinary and Extraordinary Shareholders' Meeting of April 29, 2016 at 10:00 a.m.
Maison des Arts et Métiers
9 bis, avenue d'Iéna
75116 Paris

I, the undersigned: SURNAME ....

First names ....

Address ....

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

Owner of .... Ingenico Group shares

Acknowledge that I have received the documents relating to the Combined Ordinary and Extraordinary Shareholders' Meeting of May 6, 2015 as referred to in Article R.225-81 of the French Commercial Code, namely the agenda, draft resolutions and summary presentation of the Company's financial situation during the past fiscal year.

Request that prior to the Combined Ordinary and Extraordinary Shareholders' Meeting of Friday, April 29, 2016, Ingenico send me the documents and information referred to in Article R.225-83 of the French Commercial Code, having noted that they are included in the 2015 Registration Document available in French and in English on the Ingenico website **www.ingenico.com/finance**.

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

☐ Request that electronic versions of these documents be sent to the email address indicated above (provided you have accepted the use of electronic means as provided by law)

Signed in.................................., on ....

Signature

Shareholders who own registered shares may, by way of a single request form, ask the Company to send the documents and information referred to in Articles R.225-81 and R.225-83 of the French Commercial Code for this and all future Shareholders' Meetings.

Shareholders who wish to use this option must stipulate their wish on this request form and indicate how they would like to receive this information (by post or email), as well as, if applicable, their email address. In this respect, it is noted that communication in electronic format may be used for all formalities provided for in Articles R.225-68 (notice of meeting), R.225-72, R.225-74, R.225-88 and R.236-3 of the French Commercial Code. Shareholders who have agreed to the use of electronic communications may request a return to a postal service at least thirty-five days before the date on which the notice of meeting, provided for in Article R.225-67, is published, either by post or by email.

NOTES

NOTES

Cover photo credits: Gettyimages (Sturti; Hero Images Inc.)

This document is printed in France by an Imprim'Vert certified printer
on PEFC certified paper produced from sustainably managed forest.

Design & published
RR DONNELLEY

ingenico GROUP

INGENICO GROUP
28/32 boulevard de Grenelle
75015 Paris – France
Tel.: +33 (0) 1 58 01 80 00
Fax: +33 (0) 1 58 01 91 35

ingenico.com
@ingenico