

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

INGENICO GROUP

French corporation (*Société Anonyme*) with share capital of €61,493,241
Registered office: 28/32 Boulevard de Grenelle, 75015 Paris
Registered with the Paris Trade Registry under number 317 218 758 RCS Paris.

Notice of meeting

Prior notice is hereby given to the shareholders of Ingenico Group that they are invited to attend the Combined Ordinary and Extraordinary Meeting of Shareholders to be held at 10.30 a.m. on May 10, 2017 at the Maison des Arts et Métiers – 9 bis avenue d'Iéna - 75016 Paris. This Meeting has been convened to the following agenda.

Combined Ordinary and Extraordinary Meeting of May 10, 2017

Draft agenda

Ordinary resolutions

First resolution – Approval of the annual financial statements for the year ended December 31, 2016 and approval of non-tax-deductible expenses.

Second resolution – Approval of the consolidated financial statements for the year ended December 31, 2016.

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 covered under Article L.225-38 *et seq.* of the French Commercial Code (*Code de Commerce*).

Sixth resolution – Ratification of the provisional appointment of Ms. Caroline PAROT as a director.

Seventh resolution – Reappointment of Ms. Caroline PAROT as a director.

Eighth resolution – Reappointment of Mr. Bernard BOURIGEAUD as a director.

Ninth 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, 2016.

Tenth resolution – Approval of the principles and criteria governing the determination, split and basis of the fixed, variable and non-recurring components of total compensation and benefits of any kind awarded to the Chairman and Chief Executive Officer.

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

Extraordinary resolutions

Twelfth resolution – Delegation of authority to be granted to the Board of Directors to increase share capital by incorporating reserves, profits and/or premiums; duration of delegation, maximum nominal amount of the capital increase, settlement of fractions, and suspension of this authorization during a public offer period.

Thirteenth resolution – Delegation of authority to be granted to the Board of Directors to increase 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 of delegation, 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.

Fourteenth resolution – Delegation of authority to be 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.

Fifteenth resolution – Amendment to Article 12 of the Articles of Association.

Sixteenth resolution – Harmonization of Articles 4, 15, and 18 of the Articles of Association.

Seventeenth resolution – Powers for formalities.

Draft resolutions

Ordinary resolutions

First resolution – Approval of the annual financial statements for the year ended December 31, 2016 and approval of non-tax-deductible expenses

The Annual General Shareholders' Meeting, 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 for the year ended December 31, 2016, hereby approves the annual financial statements, as presented, which show a net profit of €202,929,232.61.

The shareholders approve the amount of expenses and charges as defined in Article 39-4 of the French General Tax Code, *i.e.*, €73,964, as well as the related tax liability.

Second resolution – Approval of the consolidated financial statements for the year ended December 31, 2016

The Annual General Shareholders' Meeting, 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, 2016, hereby approves those financial statements, as presented, which show a net profit of €244,276,263.

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, 2016 in the following manner:

2016 net results

- Net profit for the year €202,929,232.61
- Retained earnings €500,014,046.69

Allocation

- Legal reserve €50,000.00
- Dividends ⁽¹⁾ €92,239.861.50

Composed of:

- *Initial dividend* €3,074,662.05
- *Additional dividend* €89,165,199.45
- Retained earnings €610,653,417.80

(1) The total dividend amount of €92 239 861,50 is based on the number of shares with dividend rights (equal to 61,493,241), 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 or conversion of OCEANE.

The Annual General Shareholders' Meeting acknowledges that the total gross dividend per share is set at €1.50, and that the entire amount distributed as dividends is eligible for the 40% tax reduction referred to in Article 158-3-2 of the French General Tax Code.

The ex-dividend date is May 17, 2017.

Dividends will be paid on June 12, 2017.

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 61,493,241 shares that made up the share capital at December 31, 2016.

Pursuant to Article 243 bis of the French General Tax Code, the shareholders Note that the dividends and income paid in respect of the last three fiscal years were as follows:

Fiscal year	Dividends eligible for tax reduction		Dividends not eligible for tax allowance
	Dividends	Other amounts distributed	
2013	€42,469,047.20 ⁽¹⁾ or €0,80 per share	-	-
2014	€57,436,781.00 ⁽¹⁾ or €1 per share	-	-
2015	€79,287,780.00 ⁽¹⁾ or €1,30 per share	-	-

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

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 resolves 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 17, 2017 and June 2, 2017 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 12, 2017. Those shareholders who opt for a dividend in shares will receive the new shares on the distribution date for cash dividends, *i.e.*, June 12, 2017.

The shares issued in respect of the dividend payment shall be entitled to dividends from January 1, 2017.

The Annual General Shareholders' Meeting hereby resolves to grant the necessary powers to the Board of Directors, with the option to sub-delegate, to perform all actions required to implement this resolution, to record the number of shares issued and the capital increase arising from the new shares issued as stock dividends, to amend the Articles of Association accordingly, and to proceed with all publication and filing formalities.

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

The Annual General Shareholders' Meeting, deliberating with the quorum and majority required for Ordinary meetings, and after reviewing the statutory auditors' special report referred to in Article L.225-40 of the French Commercial Code, acknowledges (i) the information about the agreements concluded and the commitments made in prior years, and (ii) the agreement referred to in that Article, signed in the fiscal year ended December 31, 2016 and approved by the General Shareholders' Meeting of April 29, 2016.

Sixth resolution – Ratification of the provisional appointment of Ms. Caroline PAROT as a director

The shareholders, deliberating with the quorum and majority required for ordinary meetings, hereby ratify the provisional appointment of Ms. Caroline PAROT as a director, made by the Board of Directors at its meeting of March 21, 2017, to replace Mr. Thibault POUTREL, who resigned.

As a result, Ms. Caroline PAROT will serve out the remaining term of office of her predecessor, *i.e.*, until the end of this Meeting.

Seventh resolution – Reappointment of Ms. Caroline PAROT as a director

The shareholders, deliberating with the quorum and majority required for ordinary meetings, hereby resolves to reappoint Ms. Caroline PAROT as a director for a term of three years, expiring at the end of the Shareholders' Meeting held in 2020 to approve the financial statements for the previous year.

Eighth resolution – Reappointment of Mr. Bernard BOURIGEAUD as a director

The Annual General Shareholders' Meeting, deliberating with the quorum and majority required for ordinary meetings, resolves to reappoint Mr. Bernard BOURIGEAUD as a director for a term of three years, expiring at the end of the meeting to be held in 2020 to approve the financial statements for the previous year.

Ninth 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, 2016

The Annual General Shareholders' Meeting, deliberating with the quorum and majority required for ordinary meetings, having been consulted as recommended in Article 26.2 of the AFEF-MEDEF Corporate Governance Code of November 2016, which the Company uses as a reference in accordance with Article L.225-37 of the French Commercial Code, and having read the Board of Directors' report, hereby votes 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, 2016, as presented in that report.

Tenth resolution – Approval of the principles and criteria governing the determination, split and basis of the fixed, variable and non-recurring components of total compensation and benefits of any kind awarded to the Chairman and Chief Executive Officer

The Annual General Shareholders' Meeting, deliberating with the quorum and majority required for ordinary meetings, in accordance with Article L.225-37-2 of the French Commercial Code, hereby votes in favor of the principles and criteria for calculating, splitting and allocating fixed, variable and non-recurring components of compensation and benefits of any kind, attributable by reason of his corporate functions to the Chairman and Chief Executive Officer, as disclosed in the report attached to the report mentioned in Articles L.225-100 and L.225-102 of the French Commercial Code, presented in Section 3.3.1.1.1 of the 2016 Registration Document.

Eleventh resolution – Authorization to be granted to the Board of Directors to repurchase Company shares, pursuant to Article L.225-209 of the French Commercial Code

The Annual General Shareholders' Meeting, deliberating with the quorum and majority required for ordinary meetings, and after reviewing the Board of Directors' report, hereby authorizes the Board for a period of 18 months in accordance with Articles L.225-209 *et seq.* of the French Commercial Code to trade in Company shares on the stock exchange or in any other way on one or more occasions.

This authorization is intended to allow the Company to do the following:

- hold and use Company shares as a means of exchange or consideration in external growth transactions, in compliance with current laws and regulations;
- 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 stock market regulations and at the time that the Board of Directors or any person to whom the Board has delegated its powers may act;
- implement any Company stock option plan granted in accordance with Articles L.225-177 *et seq.* of the French Commercial Code, any award, in accordance with Articles L.225-197-1 *et seq.* of the French Commercial Code, of Company shares for free to employees, directors and executive officers, whether as part of their compensation, as a means to allow them to benefit from the Company's growth, in the context of Company or Group employee shareholding or savings plans and/or any other form of share allocation programs for employees and/or directors and executive officers of the Group, and to carry out any transactions required to hedge the Company's obligations in connection with these programs, in accordance with stock market regulations and at the time that the Board of Directors or any person to whom the Board has delegated its powers may act;
- maintain a liquid market for the Company's shares *via* a liquidity contract with an independent investment service provider that complies with the code of ethics approved by the regulation;
- 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 in general act for any legally authorized purpose.

The Shareholders' Meeting hereby resolves 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. For indicative purposes, on the basis of the share capital at December 31, 2016 (divided into 61,493,241 shares), and taking into account the 116,534 treasury shares held at that date, the Company would be authorized to purchase up to 6,032,790 shares.

Shares may be acquired by any means including, where applicable, trading in derivatives and options on regulated or over-the-counter markets, provided that use of such means does not significantly increase the volatility of the Company's share price.

The Board of Directors may not, unless previously authorized by a General Shareholders' Meeting, make use of this delegation of authority at any time during a public offer launched on the Company's shares by a third party until the end of the offer period.

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

The purchase price per share is not to exceed €180. On the basis of the share capital at December 31, 2016, 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 €1,085,902,200.

In the event of capital increases carried out through 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 to proceed, with the option to sub-delegate, in particular to decide whether a 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 any agreements required, particularly for the keeping of records of share purchases and sales, to carry out any filings with the AMF and any other body, as well as any 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 April 29, 2016.

Extraordinary resolutions

Twelfth resolution - Authorization to the Board of Directors to increase share capital by incorporating retained earnings, profits and/or premiums

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 Articles L.225-129-2 and L.225-130 of the French Commercial Code:

- 1) delegates to the Board of Directors the authority to increase share capital on one or more occasions at times and on terms of its choosing, by incorporating retained earnings, profits, premiums and other capitalizable funds, by issuing and granting free shares or by increasing the nominal value of existing ordinary shares, or by a combination thereof;
- 2) resolves that should the Board of Directors use this authorization, in accordance with Article L.225-130 of the French Commercial Code, to increase share capital by allocating free shares, any fractional rights shall not be tradable or transferable but that the corresponding equity securities shall be sold, with the proceeds from such sales allocated to the owners of the corresponding rights, within the timeframe stipulated in the regulations;
- 3) grants this authorization for a period of 26 months from the date of this Meeting;
- 4) resolves that the nominal value of the capital increase under this resolution must not exceed €10,000,000 not including any amount needed to safeguard the legal rights of holders of securities conferring entitlement to shares;
- 5) resolves 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 the offer period;

- 6) grants to the Board of Directors all powers to implement this resolution and in general to do everything necessary to achieve the capital increase including all formalities, to confirm its completion, and to make any corresponding amendments to the Articles of Association;
- 7) acknowledges that this authorization, as of this date, negates and supersedes all unused previous authorizations intended for the same purpose.

Thirteenth resolution – Delegation of authority to be 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 aggregate nominal amount of the capital increase or increases carried out under this delegation of authority to 2% of the share capital as of the date of the decision by the Board of Directors; this limit is independent of any other maximum limits set in authorizations to increase the share capital. This limit shall not include the aggregate par value of any additional ordinary shares to be issued, in compliance with applicable laws and with any contractual obligations regarding other adjustments to issues, in order to safeguard the rights of holders of securities conferring entitlement to Company 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.

Fourteenth 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, hereby:

- 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's shares on the Euronext Paris stock market on the date of the Board's decision, less a maximum discount of 20%; 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,
 - limit the amount of the issue to the amount of subscriptions, where relevant within any regulatory limits in force,
 - 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 any 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.

Fifteenth resolution – Amendment to Article 12 of the Articles of Association

The Annual General Shareholders' Meeting, deliberating with the quorum and majority required for extraordinary meetings, after reviewing the report of the Board of Directors, hereby resolves to amend paragraph 1 of Article 12 of the Articles of Association, to delete the requirement for directors to be appointed from among the shareholders.

Accordingly, the shareholders hereby resolve to amend paragraph 1 of Article 12 of the Articles of Association as follows, the rest remaining unchanged:

"Appointment of directors: The Company is administered by a Board composed of 3 to 13 members."

Sixteenth resolution – Harmonization of Articles 4, 15 and 18 of the Articles of Association

The Annual General Shareholders' Meeting, deliberating with the quorum and majority required for extraordinary meetings, after reviewing the report of the Board of Directors, hereby resolves to harmonize the Articles of Association with applicable laws as follows:

- Regarding moving head office:
 - make the Articles of Association consistent with Article L.225-36 of the French Commercial Code as amended by law 2016-1691 of December 9, 2016,
 - consequently amend as follows the last paragraph of Article 4 of the Articles of Association, the rest remaining unchanged,

"The Board of Directors may decide to move the head office to any other place in France subject to ratification by the next Ordinary General Shareholders' Meeting".

- Regarding related party agreements:
 - make the Articles of Association consistent with Article L.225-39 of the French Commercial Code as amended by Order 2014-863 of July 31, 2014 and Article L.225-40 of the French Commercial Code as amended by law 2016-1691 of December 9, 2016,
 - consequently amend as follows paragraph 4 of Article 15 of the Articles of Association, the rest remaining unchanged:

"The party concerned shall notify the Board of any agreement that requires authorization. It cannot vote on the requested authorization. The Chairman of the Board of Directors notifies the statutory auditors of all agreements that have been authorized and concluded, as noted above, and submits them for ratification by the next Ordinary General Meeting. The statutory auditors present their assessment of those agreements in a special report to the meeting, which then votes upon it. The party concerned cannot vote or be counted in the quorum for the meeting or for voting purposes."

- Regarding statutory auditors:
 - make the Articles of Association consistent with Article L.823-3-1 of the French Commercial Code as amended by Order 2016-315 of March 17, 2016,
 - consequently amend as follows the first sentence of paragraph 2 of Article 18 of the Articles of Association, the rest remaining unchanged:

"Statutory auditors are eligible for reappointment in accordance with applicable regulations."

Seventeenth resolution – Powers for formalities

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

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

To take part in the Annual Shareholders' Meeting, you are required to provide evidence of your status as a shareholder of Ingenico Group with an accounting entry in your name or in the name of your duly authorized financial intermediary, pursuant to Article L. 228-1 of the French Commercial Code, either in the Company's register of shareholders or in a bearer share account managed by your authorized financial intermediary, no later than two business days before the date of the Meeting, i.e. by May 8, 2017 at midnight, Paris time.

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

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

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

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

As provided for in Article R. 225-79 of the French Commercial Code, you may also notify proxy appointments and revocations by e-mail using the following procedures.

- If you are a registered shareholder, send an e-mail signed electronically, using an electronic signature process created by a reliable process of identifying the shareholder and guaranteeing his/her link with the content of the e-mail to which it is attached, to ct-mandataires-assemblees@caceis.com, indicating the proxy's full name and address, as well as your CACEIS Corporate Trust identification number if you are a direct registered shareholder (information in the top left-hand corner of your account statement).

- If you are a bearer shareholder, either send an e-mail signed electronically, using an electronic signature process created by a reliable process of identifying the shareholder and guaranteeing his/her link with the content of the e-mail to which it is attached, to ct-mandataires-assemblees-ingenico@caceis.com, indicating your full name, address and complete bank account information, as well as the full name of the proxy appointed or removed. You must also ask your financial intermediary to send confirmation in writing by mail to **CACEIS Corporate Trust, Service Assemblées Générales Centralisées, 14 rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 9, France, or by fax to +33 1.49.08.05.82.**

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

If you have already cast a mail-in vote, sent in a proxy form or applied for an admission card or certificate of participation, you may elect at any time to transfer all or some of your shares. If, however, the transfer takes place prior to the second business day before the date of the Meeting, i.e. May 10th, 2017, at midnight, Paris time, the Company shall invalidate or, as the case may be, amend the mail-in vote, proxy, admission card or certificate of participation accordingly. To that end, your authorized financial intermediary shall notify the Company or its designated transfer agent of the transfer and provide all the necessary information.

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

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

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

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

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

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

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

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

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

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

The Board of Directors

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