



2019



NOTICE OF MEETING

Combined Ordinary and Extraordinary
Shareholders' Meeting to be held
on June 11, 2019 at 10:30 a.m.

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

**On Tuesday
June 11, 2019,
at 10:30 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 9:45 a.m. with your admission card or your share certificate.

Press releases and all other relevant information for shareholders, including the documentation related to this Shareholders' Meeting, are available at www.ingenico.com/finance.

Document prepared in accordance with Article R.225-81 of the French Commercial Code (information attached to all proxy forms).

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Message from the Chairman of the Board of Directors

Dear Shareholder,

It is my pleasure to invite you to Ingenico Group's Combined Ordinary and Extraordinary Shareholders' Meeting, which will be held on Tuesday, June 11, 2019 at 10:30 a.m. at the Maison des Arts et Métiers in Paris.

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, on behalf of the Board of Directors, to thank you for your trust and loyalty, and look forward to seeing you on Tuesday, June 11.

Bernard Bourigeaud,
Chairman of the Board of Directors



HOW TO TAKE PART IN THE SHAREHOLDERS' MEETING

The Combined Ordinary and Extraordinary Shareholders' Meeting will take place at 10:30 a.m. on Tuesday, June 11, 2019 at the Maison des Arts et Métiers, 9 bis, avenue d'Iéna, 75116 Paris, France. The registration desk will open at 9:45 a.m. and close at 10:30 a.m.

The Annual 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 June 7, 2019, 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 June 7, 2019. 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 voting 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.

It is also possible to ask for an admission card online. For this purpose, refer to the section "How to use the VOTACCESS platform to participate in the Annual General Shareholders' Meeting".

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

The alternative B allow to choose one of the following three options by identified box 1, 2 or 3 on the form hereafter, 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:

1. **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;
2. **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;
3. **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).

It is also possible to notify proxy appointments and revocations online. For this purpose, refer to the section "How to use the VOTACCESS platform to participate in the Annual General Shareholders' Meeting".

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 June 7, 2019 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 form before June 8, 2019 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 use the VOTACCESS platform to participate in the Annual General Shareholders' Meeting

INGENICO GROUP shareholders may use the VOTACCESS online voting platform to cast their votes at the Annual General Shareholders' Meeting on June 11, 2019. This platform allows shareholders, **prior to the Annual General Shareholders' Meeting, to electronically send their voting instructions, request an admission card, or appoint or withdraw a proxy**, subject to the conditions set out below:

- **Pure registered shareholders:** pure registered shareholders who wish to give instructions regarding their method of participation at the Annual General Shareholders' Meeting or vote online before the Meeting, should navigate to the VOTACCESS platform via the OLIS Shareholder website; to log in, they should use the username and password they already use to consult their registered securities account on OLIS Shareholder (<https://www.nomi.olisnet.com>); they will then be able to cast votes, request an admission card, or appoint or withdraw a proxy on the VOTACCESS website. The shareholder's username is given on the postal voting form.
- **Administered registered shareholders:** administered registered shareholders who wish to give their voting instructions via the Internet before the Meeting should also navigate to the VOTACCESS site via the OLIS Shareholder website; they will receive, at the same time as their invitation to the Annual General Shareholders' Meeting on June 11, 2019, their username from CACEIS Corporate Trust. This username will be provided on the voting form and will

allow shareholders to log into OLIS Shareholder (<https://www.nomi.olisnet.com>); on the homepage, they should follow the on-screen instructions to obtain their password; once received, they can cast votes, request an admission card, or appoint or withdraw a proxy on the VOTACCESS site.

- **Bearer shareholders:** only holders of bearer shares whose account holder has registered to use the VOTACCESS system and offers this service for the Meeting may access it.

If the shareholder's account holder is logged into the VOTACCESS site, the shareholder must identify themselves on their account holder's Internet portal using their usual credentials. They must then follow the on-screen instructions in order to access the VOTACCESS site and cast their vote, request an admission card, or appoint or withdraw a proxy.

As such, bearer shareholders interested in using this service should contact their account holder in order to familiarize themselves with the conditions of use.

The VOTACCESS website will be open from May 22 to June 10, 2019, the day before the Meeting, at 3:00 p.m., Paris time.

It is recommended that shareholders keep a record of their username and access code and do not wait until the days immediately preceding the deadline to register their method of participation in the Meeting, in order to avoid potential congestion.

HOW TO GET TO OUR SHAREHOLDERS' MEETING

By public transport

M METRO:

Line 9 (Iéna station - Musée Guimet exit)

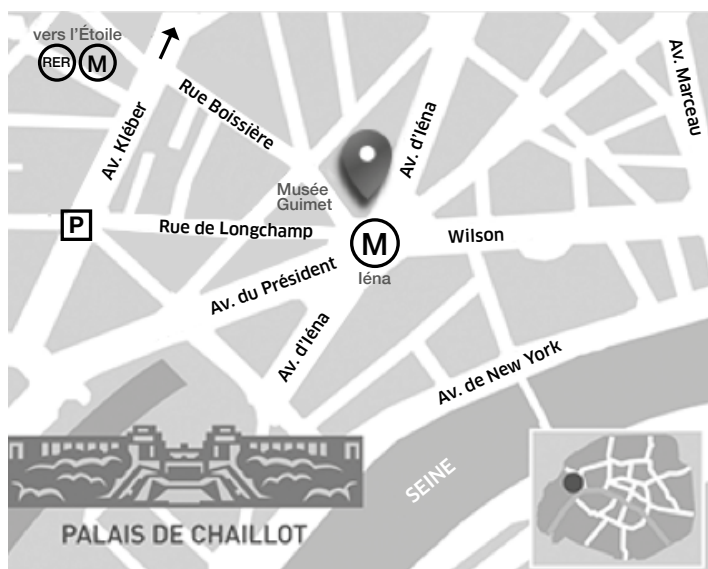
BUS:

Lines 32, 63

P PARKING:

Kléber public parking,
65, avenue Kléber, 75116 Paris

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



HOW TO COMPLETE YOUR VOTING FORM

You wish to attend the meeting in person :
tick **box A**

You are unable to attend the meeting:
choose **1, 2 or 3**

2 You wish to give a proxy to the Chairman of the meeting:
tick here

3 You wish to give a proxy to a designated person who will attend the meeting on your behalf:
tick here and fill the name and address of that person

IMPORTANT : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side
Quelle que soit l'option choisie, noircir comme ceci ☒ la ou les cases correspondantes, dater et signer au bas du formulaire. / Whichever option is used, shade box(es) like this ☒, date and sign at the bottom of the form.
A Je désire assister à cette assemblée et demande une carte d'admission : dater et signer au bas du formulaire. / I wish to attend the shareholder's meeting and request an admission card : date and sign at the bottom of the form.
B J'utilise le formulaire de vote par correspondance ou par procuration ci-dessous, selon l'une des 3 possibilités offertes / I prefer to use the postal voting form or the proxy form as specified below.

ingenico
GROUP

Société Anonyme au capital de 63 144 527 €
Siège social : 28-32 Boulevard de Grenelle 75015 PARIS
317 218 758 RCS PARIS

ASSEMBLEE GENERALE MIXTE
du 11 juin 2019 à 10 heures 30,
à la Maison des Arts et Métiers,
9 bis Avenue d'Iéna 75116 Paris

COMBINED GENERAL MEETING
of June, 11 2019 at 10 : 30 a.m.,
at la Maison des Arts et Métiers,
9 bis Avenue d'Iéna 75116 Paris

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account
Nominatif Registered
Porteur Bearer
Vote simple Single vote
Vote double Double vote
Nombre d'actions Number of shares
Nombre de voix - Number of voting rights

JE VOTE PAR CORRESPONDANCE / I VOTE BY POST
Cf. au verso (2) - See reverse (2)

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration, à l'EXCEPTION de ceux que je signale en noircissant comme ceci ☒ la case correspondante et pour lesquels je vote NON ou je m'abstiens.

I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box - like this ☒, for which I vote NO or I abstain.

Sur les projets de résolutions non agréés par le Conseil d'Administration, je vote en noircissant comme ceci ☒ la case correspondante à mon choix.

On the draft resolutions not approved by the Board of Directors, I cast my vote by shading the box of my choice - like this ☒.

1	2	3	4	5	6	7	8	9		Out / Yes	Non/No Abs/Abs		Out / Yes	Non/No Abs/Abs
10	11	12	13	14	15	16	17	18		A			F	
19	20	21	22	23	24	25	26	27		B			G	
28	29	30	31	32	33	34	35	36		C			H	
37	38	39	40	41	42	43	44	45		D			J	
										E			K	

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée / In case amendments or new resolutions are proposed during the meeting, I appoint the Chairman of the general meeting to vote on my behalf.

- Je m'abstiens (l'abstention équivaut à un vote contre). / I abstain from voting (its equivalent to vote NO).
- Je donne procuration (cf. au verso renvoi (4)) à M. Mme ou Mlle, Raison Sociale pour voter en mon nom / I appoint (see reverse (4)) Mr. Mrs or Miss, Corporate Name to vote on my behalf.

Pour être prise en considération, la formule de vote par correspondance doit parvenir au plus tard :
In order to be considered, the postal voting form must be returned at the latest:

à la banque / to the bank sur 1^{ère} convocation / on 1st notification 08/06/2019 sur 2^{ème} convocation / on 2nd notification
à la société / to the company

JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLEE GENERALE
Cf. au verso (3)

I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (3)

JE DONNE POUVOIR À : Cf. au verso (4)
I HEREBY APPOINT : See reverse (4)

M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name
Adresse / Address

ATTENTION : s'il s'agit de titres au porteur, les présentes instructions ne seront valables que si elles sont directement retournées à votre banque.
CAUTION : If it is about bearer securities, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf au verso (1)
Surname, first name, address of the shareholder (Change regarding this information have to be notified to relevant institution, no change can be made using this proxy form). See reverse (1)

1 You wish to vote by post:
tick here and follow the instructions. **Don't forget to cast your vote for the amendments or new resolutions that may be proposed at the meeting**

Regardless of your choice, please date and sign here

Complete your full name and address or check these details if they have already been entered

Two strategic transactions

Two strategic transactions were completed in 2018, strengthening our direct access to merchants: Paymark and BS Payone.

The acquisition of Paymark in New Zealand, which has 25 years' experience in processing secure transactions for banks and acquirers, will promote the use of the full range of Ingenico products in the Pacific region. Conducting more than 1 billion transactions per year, Paymark's network connects acquirers with all the issuers of payment cards, as well as more than 80,000 merchants.

A new market leader in payments will emerge in Germany, through the merger of BS Payone with the assets of Ingenico's Retail business. BS Payone, a Sparkassen-Finanzgruppe subsidiary, is the second largest international card acquirer in Germany and has a portfolio of 250,000 merchants. The high degree of synergy between BS Payone and the expertise of Ingenico Group within both the small-to-medium-sized merchants and the major retailers segments will enable the joint venture to accelerate its growth in the DACH region (Germany, Austria, Switzerland).



Transaction records in 2018

Our Retail BU has reached significant milestones in 2018. The SMB business line now serves 550,000 merchant clients. Global Online, our global e-payment business line, processed 542 million transactions for a total value of 58 billion euros. As for Enterprise, it processed 6.3 billion transactions for a total value of 230 billion euros.



Launch of OP2GO

OP2GO, a new open payment solution specifically for mass transport operators was launched at the beginning of 2019. Open payment technology is changing the way we travel by swapping paper-based tickets for NFC-enabled devices such as bank cards and mobile phones. Travelers simply tap their bank card or phone on the validators on entry and exit, then the system automatically calculates the best value ticket for them at the end of their journey.



Taking our Android range international

Our customers across the world are increasingly interested in Android technology, as evidenced by the international expansion of our Android range in 2018. It was rolled out to four countries: Indonesia, India, Brazil and Russia.



Corporate Social Responsibility

In 2018, a survey was conducted with Ingenico Group's key stakeholders worldwide to identify their primary expectations in terms of CSR. A total of more than 1,200 responses confirmed, among other things, the importance of social and environmental issues as an area of focus, and enabled us to refine the Group's CSR strategy (see pages 51 and 58 of the 2018 Registration Document).



**RANKED
IN THE EQUILEAP
TOP 200 FOR GENDER
EQUALITY**

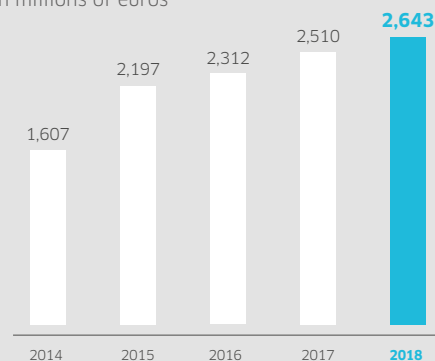


**ECOVADIS
GOLD RATING**

2018 was a challenging year for Ingenico both operationally and financially. Nevertheless, the company has great assets and perspectives. The transformation we have launched early 2019 is aiming at transforming these perspectives into realities by 2021.

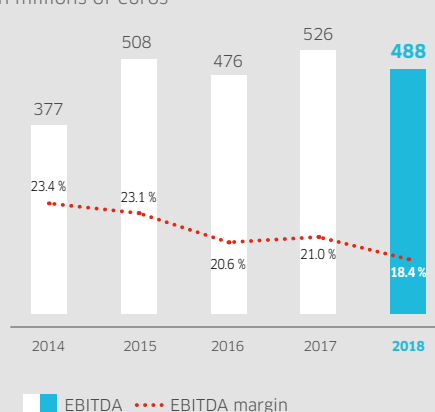
REVENUE EVOLUTION

In millions of euros



EBITDA⁽¹⁾

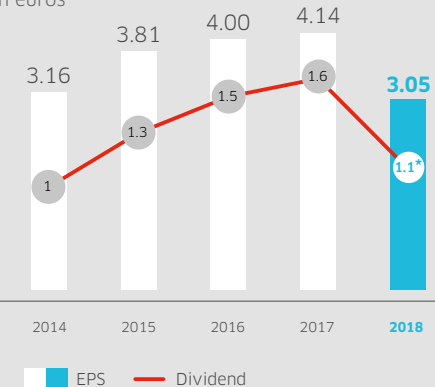
In millions of euros



■ EBITDA ● EBITDA margin

NET PROFIT AND DIVIDEND PER SHARE

In euros



* Dividend proposed at the AGM of June 11, 2019.



MICHEL-ALAIN PROCH
Chief Financial Officer



The execution of the Fit for Growth plan throughout the next three years is key for the Group to gain agility and flexibility thanks to a more efficient organization. Retail aims at accelerating its growth profile and B&A at restoring its competitive edge. The entire Group is focused at improving our cash generation.

€2,643M
REVENUE

€488M
EBITDA⁽¹⁾

(1) As defined on page 12 of this document.

B&A

€1,305M

Revenue

€277M

EBITDA ⁽¹⁾**RETAIL**

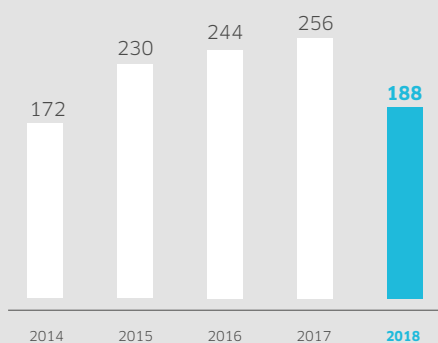
€1,339M

Revenue

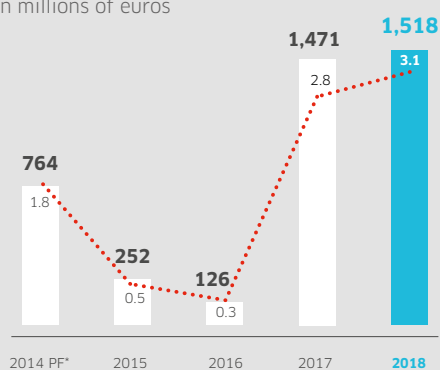
€210M

EBITDA ⁽¹⁾**NET PROFIT, ATTRIBUTABLE TO SHAREHOLDERS**

In millions of euros

**NET DEBT**

In millions of euros

..... NET DEBT / EBITDA ⁽²⁾

* Including GlobalCollect's contribution over the entire year.

€188M

**NET PROFIT
GROUP SHARE**

€238M

**FREE CASH
FLOW****CORPORATE SOCIAL
RESPONSIBILITY**

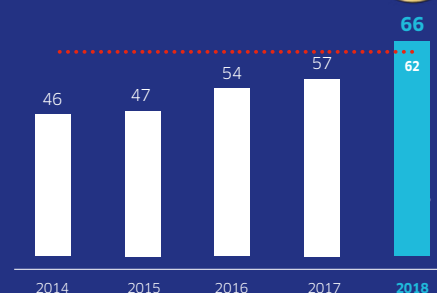
+€137 MILLION

raised for charity using
our payment services

71%

participation rate
in the People IN survey

342.1 TONS

of end-of-life terminals
collected and processed**ECOVADIS RATING**■ Ingenico Group
CSR Performance

..... Gold level

INGENICO GROUP IN 2018

The financial statements for 2018 have been approved by the Board of Directors, which met on February 12, 2019. Ingenico Group SA's consolidated and annual financial statements for 2018 have been audited. The certification reports will be issued once the corporate governance report has been verified.

The consolidated financial statements have been drawn up in accordance with International Financial Reporting Standards. In order to provide meaningful comparable information from one year to the next, the financial data in the activity report have been restated to reflect the depreciation and amortization expenses arising on 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 data for adjusted gross profit and adjusted operating expenses are discussed before depreciation, amortization and provisions, and before expenses for share-based payments and purchase price allocation (PPA).

EBITDA (gross operating surplus) is not an accounting term; it is a financial metric defined here as profit from ordinary activities before depreciation, amortization and provisions, and before expenses for share-based payments.

EBIT (Earnings Before Interest and Taxes) is the equivalent of profit from ordinary activities, adjusted for amortization of the purchase prices allocated to the assets acquired in business combinations.

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

Free cash flow adjusted is equal to free cash flow restated for one-off items: acquisition and restructuring costs. Net debt excludes the credit facility for merchant pre-financing.

● Key figures

(in millions of euros)	2018	2017 ⁽¹⁾	Change in 2018 compared with 2017
Revenue	2,643	2,505	+6%
Adjusted gross profit	1,048	1,066	-2%
As a % of revenue	39.6%	42.5%	-290 bpts
Adjusted operating expenses	(560)	(540)	+4%
As a % of revenue	-21.2%	-21.6%	-40 bpts
Gross operating surplus (EBITDA)	488	526	-7%
As a % of revenue	18.4%	21.0%	-260 bpts
Profit from ordinary activities, adjusted (EBIT)	416	453	-8%
As a % of revenue	15.7%	18.1%	-240 bpts
Profit from operating activities	278	371	-25%
Net profit	189	257	-26%
Net profit attributable to Group shareholders	188	253	-26%
Adjusted free cash flow	285	269	+6%
Free Cash Flow	238	239	-0%
Net debt	1,518	1,471	+3%
Net debt-to-EBITDA ratio	3.1x	2.8x	-
Equity attributable to Group shareholders	1,845	1,832	+1%

(1) Figures for 2017 have been restated to reflect the impact of IFRS 15.

Financial data

● 2% organic growth in revenue

	FY 2018			4 th quarter 2018		
	In millions of euros	% change		In millions of euros	% change	
		Comparable ⁽¹⁾	Reported		Comparable ⁽¹⁾	Reported
RETAIL	1,339	8%	22%	364	9%	12%
SMBs	393	16%	125%	105	20%	46%
Global Online	521	9%	6%	141	8%	7%
Enterprise	424	2%	-2%	118	0%	-3%
BANKS & ACQUIRERS	1,305	-4%	-8%	364	1%	-1%
EMEA	495	-16%	-18%	125	-21%	-21%
Latin America	199	36%	17%	69	61%	43%
North America	163	-9%	-13%	44	-13%	-12%
Asia-Pacific	447	-4%	-2%	126	12%	13%
TOTAL	2,643	2%	5%	727	5%	5%

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

Performance for the year

In 2018, revenue totaled €2,643 million, representing growth of 2% on a comparable basis, accelerating in the second half-year with an organic growth of 6%. On a reported basis, revenue increased by 5% compared to 2017, including a negative foreign exchange impact of €110 million.

Banks & Acquirers posted revenue of €1,305 million over the year, down by 4% on a comparable basis, returning to slight organic growth of 2% during the second half-year. Business fell by 8% on reported figures, including a negative foreign exchange impact of €62 million. The Retail business unit reported revenue of €1,339 million, representing growth of 8% over the year on a comparable basis, accelerating in the second half of the year with a strong double digit organic growth. Business grew by 22% over the year on a reported basis, including a negative foreign exchange impact of €48 million.

Adjusted gross profit

In 2018, adjusted gross profit reached €1,048 million, or 39.6% of revenue, down by 2% on the figure of €1,066 million in 2017.

Operating expenses controlled throughout the year

Reported operating expenses were €668 million in 2018, compared with €633 million in 2017, and represented 25.3% of revenue.

(in millions of euros)	2017 ⁽¹⁾	2018 reported	Restatement of PPA-related asset amortization charges	2018 non-IFRS	Impact of depreciation, amortization and provisions, and expenses for share-based payments	2018 adjusted
Distribution and marketing costs	224	250	(58)	192	(2)	190
Research and development expenses	186	171	-	171	(35)	136
Administrative expenses	224	247	-	247	(13)	235
TOTAL OPERATING EXPENSES	633	668	(58)	611	(51)	560
As a % of revenue	25.3%	25.3%		23.1%		21.2%

(1) Figures for 2017 have been restated to reflect the impact of IFRS 15.

After accounting for the amortization cost of purchase price allocations of €58 million, adjusted non-IFRS operating expenses totaled €611 million, i.e. 23.1% of revenue, compared with 23.8% in 2017. Lastly, accounting for items that do not affect cash (depreciation, amortization, provisions and other one-off

items), adjusted operating expenses totaled €560 million, i.e. 21.2% of revenue, compared with 21.5% in 2017. The short-term cost savings plan announced in July 2018 delivered €15 million in reductions during the second half of this year.

EBITDA margin to represent 18.4% of revenue

EBITDA was €488 million compared to €526 million in 2017, i.e. an EBITDA margin of 18.4%, down by 190 basis points on a comparable basis and 260 basis points on a reported basis.

The Banks & Acquirers EBITDA was €277 million, down compared to 2017, when it stood at €371 million. The EBITDA margin was therefore 21.2%, down 480 basis points compared to the pro forma margin of 26% in 2017, significantly impacted by the negative change in the geographical mix.

Retail generated an EBITDA of €210 million, an increase of 18% compared to last year. The EBITDA margin this year was

therefore 15.7%, up by 190 basis points on a comparable basis and benefiting from the reorganization of the business unit over the last two years.

EBIT and operating income

The EBIT margin was €416 million, i.e. 15.7% of revenue, compared with €453 million in 2017.

In 2018, profit from ordinary activities was €326 million, compared with €401 million in 2017. Thus, the current operating margin was 12.3% of revenue. Profit from ordinary activities included the amortization costs relating to purchase price allocation of €90 million, compared with €52 million in 2017.

● Impact of purchase price allocation (PPA)

(in millions of euros)	2018 cash excluding PPA	Non-cash impact	2018 adjusted Excl. PPA	Impact of PPA	2018 reported
Gross profit	1,048	(21)	1,027	(32)	995
Operating expenses	(560)	(51)	(611)	(58)	(668)
Profit from ordinary activities	488	(71)	416	(90)	326

Profit from operating activities

Other operating income and expenses were -€48 million, compared with -€30 million in 2017. This increase largely relates to reorganization and acquisition expenses.

(in millions of euros)	2018 reported	2017 ⁽¹⁾
Profit from ordinary activities	326	401
Other operating income and expenses	(48)	(30)
Profit from operating activities	278	371
As a % of revenue	10.5%	14.8%

(1) Figures for 2017 have been restated to reflect the impact of IFRS 15.

After accounting for these other operating income and expense items, operating profit was €278 million (10.5% of revenue), compared with €371 million in 2017 (14.8% of revenue).

● Reconciliation of profit from ordinary activities with EBITDA

(in millions of euros)	2018 reported	2017 ⁽¹⁾
Profit from ordinary activities	326	401
Amortization of assets linked to PPA	90	52
EBIT	416	453
Other D&A and provisions	71	60
Share-based compensation expenses	0	13
EBITDA	488	526

(1) Figures for 2017 have been restated to reflect the impact of IFRS 15.

● Net financial income

(in millions of euros)	2018 reported	2017 ⁽¹⁾
Total interest expense	(37)	(29)
Income from cash and cash equivalents	7	7
Net interest expense	(30)	(22)
Foreign exchange gains/losses	(3)	(4)
Other income and expenses	(5)	(2)
Net financial income	(38)	(27)

(1) Figures for 2017 have been restated to reflect the impact of IFRS 15.

● Net profit attributable to Group shareholders

(in millions of euros)	2018 reported	2017 ⁽¹⁾
Profit from operating activities	278	371
Net financial income	(38)	(27)
Share of profits in equity-accounted investees	0	(1)
Profit before income tax	241	343
Income tax	(52)	(86)
Net profit	189	257
Net profit attributable to Group shareholders	188	253

(1) Figures for 2017 have been restated to reflect the impact of IFRS 15.

Net financial profit/loss for 2018 was -€38 million, compared to -€27 million in 2017.

Income tax expense fell to €52 million, from €86 million in 2017. This improvement can be explained primarily by the US fiscal reform, and by a significant change in the geographical mix. These changes resulted in the Group's effective tax rate falling to 21.5%, from 25.0% in 2017.

In 2018, the net profit attributable to Group shareholders was €188 million, compared with €253 million in 2017.

Strong cash generation despite a rise in one-off items

Adjusted free cash flow was up 6% in 2018, standing at €285 million, i.e. an FCF to EBITDA conversion rate of 59%. Group transactions, after other income and operating expenses, generated a free cash flow of €238 million, which represents an FCF to EBITDA conversion rate of 49%. Investments increased, as expected, to stand at €117 million during the year, compared with €88 million in 2017.

The Group's net debt increased to €1,518 million, compared with €1,471 million last year. This increase is mainly linked to the buyout of a 20% minority interest in Ingenico Holdings Asia Limited, the acquisition of Airlink and the Group share repurchase program. The net debt-to-equity ratio was 82%, while the net debt-to-EBITDA ratio was 3.1x compared with 2.8x in 2017, but this was down compared with the first half of 2018, when it was 3.6x.

Proposed dividend of €1.10 per share

In keeping with the Group's dividend policy, the Board of Directors will propose a dividend of €1.10 per share at the Annual General Shareholders' Meeting on June 11, 2019, representing a payout ratio of 36%. Dividends will be payable in cash or in shares, according to the holder's preference.

OUTLOOK AND TRENDS

2019 objectives:

- Revenue: The Group raises its 2019 expectations to achieve an organic growth of c. 6% compared to the 4% to 6% initial range. B&A revenue is expected to grow by c. 2% (vs. flat initially) compared to last year and Retail to achieve a double-digit organic growth.
- EBITDA (before application of IFRS 16): The Group targets an EBITDA above €550 million. This target factors in c. €45 million derived from the contribution of BS Payone and Paymark and net savings of €20 million related to the

Fit for Growth plan. The group expects the Retail EBITDA above €270 million before application of IFRS 16 (above €285 million after application of IFRS 16) and the B&A EBITDA at c. €280 million (c. €295 million after application of IFRS 16).

- Free cash-flow: The Group's ambition is to reach a free cash-flow conversion rate of c. 50% (before application of IFRS 16).
- The Group estimates the impact of IFRS 16 to increase EBITDA by c. €30 million, with no impact on Free cash-flow, thus reducing the conversion rate to c. 47%.

Ingenico Group has set itself the following 2021 financial objectives (after IFRS 16):



A complete offer that creates value for our customers

B & A

“Being the most trusted technology partner in the new world of payment acceptance”

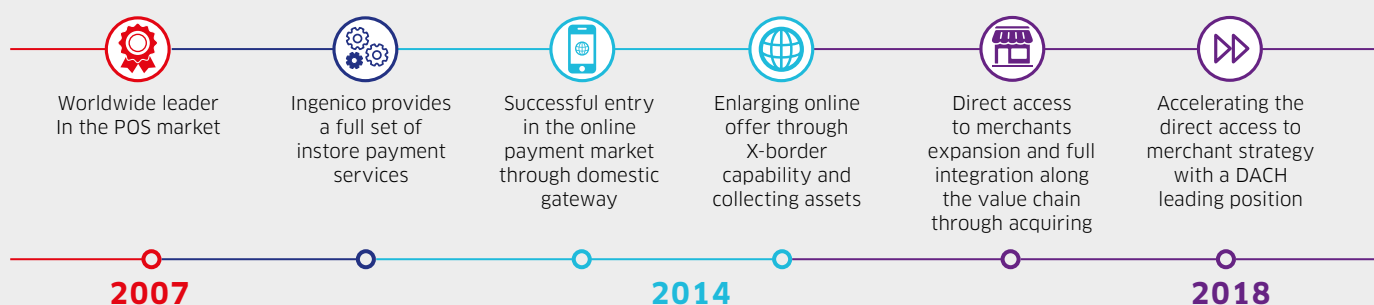
Industrial
& commercial redesign
Worldwide leadership & scale
Global reach and local know-how
Market innovator with Android capacity

RETAIL

“Shaping the most customer focused payment experience in the new world of commerce”

Strategic accelerators
Dedicated growth model
Technology transformation
Business optimization & synergies

SUCCESS STORY AND TRANSFORMATION



OUR AMBITIONS

We provide end to end payment acceptance solutions

We sell our solutions directly to merchants or through complementary partners willing to share value

We are client centric solution provider offering a unique solution

We focus on selected merchant verticals where we can build leading positions

We drive our offering strategy towards services platforms and easy to integrate in the merchant environment



OUR PRIORITIES

Fit for Growth enabling a more agile and flexible organization

Restore profitable growth and leverage our #1 position to drive value

Accelerate growth and deliver operating leverage

2021 OBJECTIVES

Revenue > 6%
organic growth CAGR

2021 EBITDA c. €700m*

45-50%*
Free cash flow conversion rate
Pay-out ratio over 35%

* After application of IFRS 16 and €100 million positive EBITDA impact related to Fit for Growth Plan.

BOARD OF DIRECTORS

The Board of Directors, which is responsible for determining the Company's business strategy and ensures its implementation, met nine times in 2018 with an average attendance rate of all Directors at these meetings of 90%.

It makes its decisions based on recommendations issued by its three special focus committees, which are composed mainly of independent directors. The average attendance rate for members of the special focus committees during 2018 rose to 92%.

Following the General Shareholders' Meeting of June 11, 2019, subject to the shareholders' affirmative vote on the propositions below, the Board of Directors will be composed of 12 directors, including five women, *i.e.* 45% female (the employee director is not included in the calculation of this ratio), in line with the legal requirements, with a nearly 75% rate of independence of its members, in line with guidelines of the AFEF-MEDEF Code of June 2018.

Composition of the Board of Directors

Name	Nationality	Age	Independence	Other directorships and offices in listed companies	Year of first appointment	Year of expiry of term of office	Audit and Finance Committee	Compensation, Appointments and Governance Committee	Strategic Committee
Bernard BOURIGEAUD Chairman of the Board of Directors	French	74 years	X	None	2016	2020		X	Chairman
Nicolas HUSS Chief Executive Officer, director	French	54 years		1	2018 ⁽¹⁾	2019			
Diaa ELYAACOUBI	French	48 years	X	None	2011	2019		X	X
Arnaud LUCIEN Director representing employees	French	41 years		None	2018	2021			X
Xavier MORENO	French	70 years	X	None	2008	2021		Chairman	X
Caroline PAROT	French	47 years	X	1	2017	2020	Chairman		X
Thierry SOMMELET	French	49 years	X	3	2018	2021		X	X
Sophie STABILE	French	48 years	X	3	2018 ⁽²⁾	2019	X		X
Élie VANNIER	Swiss	69 years	X	None	2008	2021	X		X

(1) Provisional appointment which will be subject to ratification by the Annual General Shareholders' Meeting of June 11, 2019.

(2) This provisional appointment was ratified by the Annual General Shareholders' Meeting of May 16, 2018.

**Bernard BOURIGEAUD****Chairman of the Board of Directors****Independent director****Strategic Committee Chairman****Member of the Compensation, Appointments and Governance Committee****First appointed:** April 29, 2016**Date of last renewal:** May 10, 2017**Date of expiry of term of office:** Annual General Shareholders' Meeting called to approve the financial statements for 2019**Number of shares held as of December 31, 2018:** 17,254**Other positions and duties****WITHIN INGENICO GROUP IN 2018**

- Chairman of the Board of Directors since November 5, 2018

OUTSIDE INGENICO GROUP IN 2018**Main position:**

- Chairman of BJB Consulting and Newton Partners (Belgium)

Other current positions and duties:

- Operating Partner at Advent International
- Member of the Advisory Board and of the Executive Committee of Jefferies New York (United States)

Positions held in the past five years**Director of:**

- CGI* (Canada) until January 2019
- Holistic Innovations (United States) until 2018
- Sierrabolics (United States) until 2018
- Atomic (Austria) until January 2017
- Non-executive Chairman of Oberthur Technology SA until May 2017
- Non-Executive Vice-President of Oberthur Technology Holding until May 2017
- Member of the International Paralympic Committee until September 2017

* Listed company.

**Nicolas HUSS****Chief Executive Officer****Director****First appointed:** November 5, 2018**Date of expiry of term of office:** Annual General Shareholders' Meeting called to approve the financial statements for 2018**Number of shares held as of December 31, 2018:** 1,178**Other positions and duties****WITHIN INGENICO GROUP IN 2018****Legal representative:**

- Ingenico Eastern Europe I Sàrl (Luxembourg)
- Ingenico Group SA represented by Nicolas Huss, sole manager since November 5, 2018

Board member and Chairman:

- Fujian Landi Commercial Equipments Co., Ltd (China) Co., Ltd since December 5, 2018
- Bambora Top Holding AB (Sweden) Director since June 30, 2018 and Chairman since November 5, 2018

Director:

- Ingenico Holdings Asia Limited (Hong Kong) since November 30, 2018

OUTSIDE INGENICO GROUP IN 2018**Main position:**

None

Other current positions and duties:

- Independent director of Amadeus IT group, SA* (Spain) since June 15, 2017

Positions held in the past five years**Ingenico Group SA:**

- Chief Operating Officer, from July 2018 to November 5, 2018
- Executive Vice-Chairman of the Retail Division, from September 2017 to June 2018
- Executive Vice-Chairman Strategy and Performance, from July 2017 to September 2017

Visa Europe Limited (UK):

- Chairman and Chief Executive Officer, from October 28, 2013 to April 1, 2017

* Listed company.

**Diaa ELYAACOUBI****Independent director****Member of the Strategic Committee****Member of the Compensation, Appointments and Governance Committee****First appointed:** April 28, 2011**Date of last renewal:** April 29, 2016**Date of expiry of term of office:** Annual General Shareholders' Meeting called to approve the financial statements for 2018**Number of shares held as of December 31, 2018:** 2,142**Other positions and duties****WITHIN INGENICO GROUP IN 2018**

None

OUTSIDE INGENICO GROUP IN 2018**Main position:**

- President of the holding company ODYSSEE 2045
- Director of AGORA Limited HK and OLAVIE SA (Belgium)
- Manager of ODYSSEE SASU France
- Founder and Chairwoman of Esprits d'Entreprises since May 2013. This business association brings together over 400 entrepreneurs and managers of mid-cap companies and SMEs in a think tank to promote the ideas of its members and their companies
- Founder of the "100 Jours Pour Entreprendre" movement

Other current positions and duties:

- Member of the Supervisory Board of Oddo & Cie since May 2013
- Manager of SCI Delya 2
- Manager of SCI Delya 3
- Manager of SCI Immobilière 1

Positions held in the past five years

- Manager of SCI Kat Mandou

**Arnaud LUCIEN****Director representing employees****Member of the Strategic Committee****First appointed:** September 27, 2018**Date of expiry of term of office:** September 27, 2021**Number of shares held as of December 31, 2018:** NA**Other positions and duties****WITHIN INGENICO GROUP IN 2018****Main position:**

- Continuous Integration and Development Tools Manager within the Ingenico Terminals entity

OUTSIDE INGENICO GROUP IN 2018**Main position:**

None

Other current positions and duties:

None

Positions held in the past five years

- Head of Software Development Tools at Ingenico Group from 2014 to 2017



Xavier MORENO

Independent director

Chairman of the Compensation, Appointments and Governance Committee

Member of the Strategic Committee

First appointed: May 14, 2008

Date of last renewal: May 16, 2018

Date of expiry of term of office: Annual General Shareholders' Meeting called to approve the financial statements for 2020

Number of shares held as of December 31, 2018: 11,518

Other positions and duties

WITHIN INGENICO GROUP IN 2018

None

OUTSIDE INGENICO GROUP IN 2018

Main position:

- Chairman of Astorg Partners SAS

Other current positions and duties:

Managing director:

- MRN Invest Sàrl

Member of the Board of Directors:

- HERA SAS

Positions held in the past five years

Chairman:

- Financière Amaryllis IV SAS until December 2015
- Financière Muscaris IV SAS until December 2015
- Kiliteam V SAS until December 2014
- Megateam V SAS until December 2014
- Financière Ofic SAS until December 2017

Supervisory Board Chairman:

- Honorine SAS until July 2014

Director:

- Ethypharm SA until July 2016
- Financière Verdi SAS until July 2016
- Super Cristal de Luxe until March 2016
- Cristal de Luxe until March 2016
- Onduline until December 2017

Supervisory Board member:

- GS & Cie Groupe SA until December 2015

Managing director:

- Astorg Asset Management Sarl until May 2018
- Astorg Advisory Services Sarl until May 2018
- Astorg group Sarl until May 2018
- Representative of Astorg Partners SAS

Chairman:

- Astorg Team III SAS SCR until December 2018



Caroline PAROT
Independent director
Chair of the Audit and Finance Committee
Member of the Strategic Committee

First appointed: March 21, 2017

Date of last renewal: May 10, 2017

Date of expiry of term of office: Annual General Shareholders' Meeting called to approve the financial statements for 2019

Number of shares held as of December 31, 2018: 1,010

Other positions and duties

WITHIN INGENICO GROUP IN 2018

None

OUTSIDE INGENICO GROUP IN 2018

Main position:

- Chair of the Board of Europcar Mobility group*

Other current positions and duties:

Chair:

- Europcar Services, Unipessoal, Lda (Portugal)

Positions held in the past five years

Chair:

- Europcar International SAS, until 2018
- Europcar Holding SAS, until 2018

Director:

- Europcar Australia Pty Ltd (Australia)
- CLA Trading Pty Ltd (Australia)
- BVJV Ltd (New Zealand) until May 2017
- PremierFirst Vehicle Rental EMEA Holdings Ltd (UK), until 2018

Permanent representative:

- Europcar International SAS in her capacity as Chair of Europcar France SAS, until 2018

Supervisory Board member:

- Europcar Autovermietung GmbH (Germany), until 2018
- Car2Go GmbH (Germany), until 2018

Member of the Monitoring and Development Committee:

- Ubeeqo International SAS until May 2017

* Listed company.



Thierry SOMMELET

Independent director

Member of the Strategic Committee

Member of the Compensation, Appointments and Governance Committee

First appointed: May 16, 2018

Date of expiry of term of office: Annual General Shareholders' Meeting called to approve the financial statements for 2020

Number of shares held as of December 31, 2018: 10⁽¹⁾

Other positions and duties

WITHIN INGENICO GROUP IN 2018

None

OUTSIDE INGENICO GROUP IN 2018

Main position:

- Director of the Capital Development Department at Bpifrance Investissement, Head of Technology, Media and Telecoms

Other current positions and duties:

As Bpifrance Investissements' permanent representative:

- Director of Idemia SAS

As Bpifrance Participations' permanent representative:

- Director of Technicolor SA*

In his own name:

- Chairman of the Board of Soitec SA*
- Director of Talend SA*
- Chairman of the Supervisory Board of Greenbureau SA

Positions held in the past five years

As Bpifrance Participations' permanent representative:

- Member of the Supervisory Board of Inside Secure SA*
- Director of Tyrol Acquisition 1 SAS
- Director of Mersen*

In his own name:

- Member of the Supervisory Board of Sipartech SAS and Cloudwatt SA
- Director of TDF SAS

* Listed company.

(1) As of April 30, 2019, Mr. Thierry Sommelet holds 1,010 shares under the securities lending of 1,000 shares of BPI Investissement.


Sophie STABILE
Independent director
Member of the Audit and Finance Committee
Member of the Strategic Committee
First appointed: March 27, 2018

Date of expiry of term of office: Annual General Shareholders' Meeting called to approve the financial statements for 2018

Number of shares held as of December 31, 2018: 10

Other positions and duties
WITHIN INGENICO GROUP IN 2018

None

OUTSIDE INGENICO GROUP IN 2018
Main position:

- Founder of Révérence, consulting firm, equity investments in the real estate and hotel sector

Other current positions and duties:
Supervisory Board member:

- Altamir^{*(1)}
- Unibail Rodamco Westfield*

Director:

- Spie*
- Sodexo*
- BPIFrance Participations SA, since December 19, 2018
- BPIFrance Investissement SAS, since December 19, 2018

Positions held in the past five years
Supervisory Board Chairwoman:

- Orbis* (company listed on the Warsaw stock exchange), until 2016

* Listed company.

(1) Ms. Sophie Stabile has informed the Company that she will step down from this role on March 12, 2019.



Élie VANNIER

Independent director

Member of the Strategic Committee

Member of the Audit and Finance Committee

First appointed: March 14, 2008

Date of last renewal: May 16, 2018

Date of expiry of term of office: Annual General Shareholders' Meeting called to approve the financial statements for 2020

Number of shares held as of December 31, 2018: 9,577

Other positions and duties

WITHIN INGENICO GROUP IN 2018

Member of the Supervisory Board and Chairman of the Audit Committee:

- Global Collect Services BV (Netherlands)

OUTSIDE INGENICO GROUP IN 2017

Main position:

- Chairman of the Board of Directors of Hovione Holding (Hong Kong)
- Visiting Professor, Peking University School of Transnational Law (China)

Other current positions and duties:

Director:

- Fondation Fondamental (Switzerland)
- New Cities Foundation (Switzerland and Canada)
- E-Front
- Gstaad Palace (Switzerland) since August 2018

Positions held in the past five years

Director:

- Groupe PP Holding SA (Switzerland) until March 2016
- Pharmacie Principale SA (Switzerland) until March 2016
- Flamel Technologies until June 2014

Member of the Supervisory Board and Chairman of the Audit Committee:

- GCS Holding BV (Netherlands) until October 2017



William NAHUM

Independent advisor

Member of the Compensation, Appointments and Governance Committee

A certified accountant, statutory auditor, legal expert to the Court of Appeal of Paris, certified by the French Supreme Court, William Nahum has led a parallel professional and institutional career during which he has held almost all the elective offices in his profession. After an internship in an international audit firm and then several years with French and American companies, he established a law office more than thirty years ago, building up a team of partners, along with selected collaborators.

For twelve years, he was President of the Order of Certified Accountants of Paris (*Ordre des experts-comptables de Paris*) and of the Company of Statutory Auditors of Paris (*Compagnie des commissaires aux comptes de Paris*). He was also National President of the Order of Certified Accountants (*Ordre des experts-comptables*).

He served for nine years on the Board of IFAC, where he acquired expertise in auditing and governance standards particularly relevant to litigation or professional liability cases. He has created and chaired two international institutions for the accountancy profession: CILEA for South America and Latin Europe, and FCM, covering 16 countries located around the Mediterranean.

He has also held positions as a volunteer with the Accounting Standards Authority ("Autorité des normes comptables"), the Public Accounts Standards Committee ("Comité des normes de la comptabilité publique") and as a legal expert with the Government Shareholding Agency ("Agence des participations de l'État") and the Ministry of Defense.

In 2004, William Nahum founded the Academy of Accounting and Financial Sciences and Techniques, an organization chaired by him with more than 60,000 members in over 20 countries.

William Nahum is the national ombudsman for assigned funds to companies since 2009.

In 2013, William Nahum was elected National President of CIP (Information Center on the Prevention of Company Difficulties).

A government order of December 24, 2013 made him a member of the Accounting Standards Authority (*Autorité des normes comptables*), a position he held until 2016.

William Nahum is also a Director of the Fondation Gaz de France.

Additional information regarding the directors, for which the ratification (7th resolution) or the renewal (8th, 9th and 10th resolutions) has been submitted for approval at the Annual General Shareholders' Meeting

Ratification & Renewals

Nicolas HUSS

Chief Executive Officer

Director

Born in Nice, France on August 27, 1964, Nicolas Huss is a French citizen.

He was appointed Group Chief Executive Officer on November 5, 2018. He had previously held the office of Chief Operating Officer since July 2018 and headed up the Group's "Retail" and "B&A" Divisions. Prior to that, he was Executive Vice-Chairman and head of the Retail Division from September 2017.

Nicolas Huss has proven expertise in the field of financial services and business change. He recently served as Chairman and Chief Executive Officer of Visa Europe and was a member of the Executive Committee of Visa Inc. He also worked for GE Capital, Bank of America and Apollo Global Management in various countries.

Nicolas Huss holds an undergraduate degree in Law and a Master's degree in Political Science.

Renewals

Diaa ELYAACOUBI

Independent director

Member of the Strategic Committee

Member of the Compensation, Appointments and Governance Committee

Born in 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'Entreprises*, 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 of Oddo & Cie. Diaa Elyaacoubi is a graduate of the École supérieure des télécommunications in Paris.

Sophie STABILE

Independent director

Member of the Audit and Finance Committee

Member of the Strategic Committee

Sophie Stabile was born on March 19, 1970. She is a French citizen.

Sophie Stabile is founder of Révérence, consulting firm, equity investments in the real estate and hotel sector. She was Chief Executive Officer of HotelsServices France and Switzerland, within the AccorHotels group, from 2015 to 2018. She was also a member of the AccorHotels' Executive Committee.

Previously, she held the positions of Chief of Accor's Consolidation and Information Systems Department (1999-2006) and the group's Controller-General (2006-2010), before being appointed Chief Financial Officer and a member of Accor's Executive Committee (2010-2015).

She began her career in 1994 at Deloitte Touche, where she worked as an audit supervisor until 1999.

Sophie Stabile is a graduate of the École supérieure de gestion et finances.



Information about Ms. Agnès AUDIER, Ms. Nazan SOMER ÖZELGIN and Mr. Michael STOLLARZ, the appointment of whom as Directors is proposed to the Annual General Shareholders' Meeting



Agnès AUDIER

Agnès Audier, born on November 3, 1964, is a French citizen.

Agnès Audier is a Senior Advisor at the Boston Consulting Group (BCG) and a consultant supporting startups and digital transformation in the Tech and HealthTech sectors. She previously held the role of Partner and Associate Director in the Europe and Latin America team.

Before joining the BCG in 2007, Agnès Audier was a member of the Executive Committee of Havas, where she held the role of Executive Vice President, Chief Performance Officer from 2003 to 2005 before joining the Audit team of the French Ministry of Finance (Inspection Générale des Finances) in 2006.

Previously, she served as Chief Operational Officer of Vivendi Universal's Internet and Technology BU after being Chief Strategy and Business Development Officer, as well as Secretary of the Executive Committee.

Before taking up these positions, Agnès Audier worked in public service, first in the cabinet of the French Minister of Health and Social and Urban Affairs, and then as head of cabinet of the French Minister for SMEs.

Agnès Audier is a graduate of the Institut d'Etudes Politiques in Paris, an alumna of the École Normale Supérieure, and holds the highest French teaching qualification (agrégation) in physical sciences. She has a postgraduate degree (DEA) in materials science and spent two years writing a thesis on high-temperature superconductors. Agnès Audier is also a Chief Engineer of prestigious French state engineering institution the Corps des mines.

Other positions and duties

WITH INGENICO GROUP

None

OUTSIDE INGENICO GROUP

Main position:

- Senior Advisor at the Boston Consulting Group
- Consultant for digital and data transformation

Other current positions and duties:

- Director at EUTELSAT*, member of the audit committee and of the compensation committee
- Chairman of the Board of Directors of SOS Seniors (non profit organization)

* Listed company.

Number of shares held: none.

Positions held in the past five years

The Boston Consulting Group

- Partner and managing Director



Nazan SOMER ÖZELGIN

Nazan Somer Özelgin, born November 6, 1963, is a Turkish citizen.

Nazan Somer Özelgin is a Supervisory Board Member of Unicredit Romania, Zagrebacka Banka (Unicredit Croatia) and Mapfre Insurance (Turkey). She also holds Deputy Chair responsibility in Zagrebacka in addition to being a member of the Risk Committee and Audit Committee. In Unicredit Romania, in addition to being a Supervisory Board Member, she is the Audit Committee Chairperson and Risk Committee, Nomination Committee and Remuneration Committee member. In addition to these Supervisory Board responsibilities Nazan Somer Özelgin provides management consultancy services to some CEE banks. Furthermore, she is the Board Member and Deputy Chair of Istanbul Golf Club and as part of her social responsibility efforts holds a chair in the Advisory Committee of Darussafaka Foundation (a reputable Turkish foundation focusing on education).

Before, Nazan Somer Özelgin was the Executive Vice President in charge of Retail Banking and a member of the Executive Committee of Yapi Kredi (one of the three largest private banks of Turkey) from 2009 to 2018. She joined Yapi Kredi Bank in Turkey in 2000 as Executive Vice President in charge of Individual Banking. Between 2003 and 2009, she served as Executive Vice President in charge of credit cards and consumer lending. She was also the acting Chief Financial Officer for Yapi Kredi between December 2004 and October 2005.

From 1988 to 2000, she served as an Independent Auditor of Arthur Andersen Istanbul office and obtained her Certified Public Accountant Certificate in 1993. During her career with Arthur Andersen, Nazan Somer Özelgin assumed auditing and financial consultancy responsibilities for companies in banking and finance, manufacturing, commerce, construction and tourism. Furthermore, she ran many internal control and workflow reviews, restructuring and due diligence projects as well as company valuations especially in the financial sector. She was the partner in charge of financial sector in the last two years of her career with Arthur Andersen Turkey. During this period, she also held responsibilities for financial sector clients in Bucharest and Sofia.

She began her career with pharmaceutical company Pamer Sti, where she worked in the finance and accounting department.

Nazan Somer Özelgin completed her high school education in Istanbul American Robert College. She has an undergraduate degree from the Business Administration Faculty of Bosphorus University.

Other positions and duties

WITH INGENICO GROUP

None

OUTSIDE INGENICO GROUP

Current positions and duties:

- Member of the Supervisory Board, Chairman of the Audit committee and member of Risk committee, Nomination and Remuneration committee of Unicredit* (Romania)
- Member of the Supervisory Board, Deputy Chair of the Supervisory Board, Risk and audit member of Zagrebacka Banka* (Croatia)
- Member of the Supervisory Board of Mapfre Sigorta A.S.
- Deputy Chair of Istanbul Golf Club
- Member of the Advisory Board of Darussafaka (Foundation)

Positions held in the past five years

- Member of the Board of Directors and Audit, Risk and Finance committee member of Visa Europe (2003-2016)
- Member of the Board of Directors, Audit, Risk and Finance Committee Member and Chairperson of 441 Trust Company Limited, United Kingdom (2016-2017)
- Member of the Board of Directors and Chairperson of the Visa Turkish National Board (2003-2017)
- Member of the Board of Directors of Yapi Kredi Azerbaijan (2012-2017)
- Member of the Supervisory Board of Tani Pazarlama (Koç Holding CRM company) - (2014-2018)
- Executive Vice President of Yapi ve Kredi Bankasi (2000 to 2018)

* Listed company.

Number of shares held: none.



Michael STOLLARZ

Michael Stollarz, born on June 17, 1966, is a German citizen.

Dr. Michael Stollarz has been Chief Executive Officer of Deutscher Sparkassen Verlag GmbH (DSV Group) since January 2018.

Michael Stollarz began his professional career with an apprenticeship in banking. He also holds a doctorate in law. After several internships at Westdeutscher Handwerkskammertag and Hornblower Fischer, Dr. Michael Stollarz joined the publishing house Handelsblatt as legal counsel, and was quickly promoted to Head of the Investment Department. In 2007, Dr. Stollarz was appointed to the Executive Committee, where he was the youngest serving member. In particular, he was responsible for the digitization of the Group, specialized media, and corporate publishing. After 12 years at Handelsblatt, Dr. Michael Stollarz took over the management of Hubert Burda International GmbH, becoming its Director of Digital Strategy, where he set up the International Affairs branch. He was then appointed partner at Executive Interim Partners GmbH and manager at Flick Gocke Schaumburg shortly afterwards.

Dr. Stollarz then joined the DSV Group.

In addition to his role as Chief Executive Officer of the DSV Group, Dr. Stollarz is a member of several supervisory boards, advisory boards and committees.

He has also been manager of Otto Schmidt Beteiligungsgesellschaft since 2016.

Other positions and duties

WITH INGENICO GROUP

- Member of the Supervisory Committee of BS Payone GmbH
- Member of the Shareholders' Committee of Ingenico Payone Holding GmbH

OUTSIDE INGENICO GROUP

Main position:

- Chief Executive Officer of Deutscher Sparkassen Verlag GmbH since 2018
- Manager of Otto Schmidt Beteiligungsgesellschaft GmbH since 2016

Other current positions and duties:

- Member of the Executive Committee of the German Savings Banks Association (DSGV), Berlin
- Chairman of the Advisory Board of S-Markt & Mehrwert GmbH & Co. KG
- Chairman of the Advisory Board of Sparkassen-Finanzportal GmbH
- Member of the Supervisory Board of PLUSCARD GmbH

Positions held in the past five years

- Manager - Flick Gocke Schaumburg (2015-2016)
- Partner - Executive Interim Partners GmbH (2015-2017)
- Manager and Director of Digital Strategy - Burda International GmbH (2012-2015)

Number of shares held: none.

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, 2018 and approval of non-tax-deductible expenses.

Second resolution – Approval of the consolidated financial statements for the year ended December 31, 2018.

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*) and approval of these agreements.

Sixth resolution – Statutory auditors' special report on the agreements and commitments covered by Article L.225-42-1 of the French Commercial Code – Approval of the commitments made to Mr. Nicolas HUSS, Chief Executive Officer.

Seventh resolution – Ratification of the provisional appointment of Mr. Nicolas HUSS as director.

Eighth resolution – Reappointment of Mr. Nicolas HUSS as director.

Ninth resolution – Reappointment of Ms. Diaa ELYAACOUBI as director.

Tenth resolution – Reappointment of Ms. Sophie STABILE as director.

Eleventh resolution – Appointment of Ms. Agnès AUDIER as director.

Twelfth resolution – Appointment of Ms. Nazan SOMER ÖZELGIN as director.

Thirteenth resolution – Appointment of Mr. Michael STOLLARZ as director.

Fourteenth resolution – Approval of fixed, variable and non-recurring components of the total compensation and benefits of any kind paid or allocated in respect of the previous year to Mr. Philippe LAZARE, Chairman and Chief Executive Officer until November 5, 2018.

Fifteenth resolution – Approval of fixed, variable and non-recurring components of the total compensation and benefits of any kind paid or allocated in respect of the previous year to Mr. Nicolas HUSS, Chief Executive Officer since November 5, 2018.

Sixteenth resolution – Approval of fixed, variable and non-recurring components of the total compensation and benefits of any kind paid or allocated in respect of the previous year to Mr. Bernard BOURIGEAUD, Chairman of the Board of Directors since November 5, 2018.

Seventeenth 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 Chief Executive Officer.

Eighteenth 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 of the Board of Directors.

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

Twentieth 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

Twenty-first resolution – Delegated authority to be granted to the Board of Directors to increase share capital through incorporation of retained earnings, net profit and/or premiums, duration of the delegation of authority, maximum nominal amount of the capital increase, outcome of fractional shares, suspension of this delegation of authority during a public offer period.

Twenty-second resolution – Delegated 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 the delegation of authority, 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-third resolution – Delegated 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 of the delegation of authority, maximum amount of the capital increase, issue price, suspension of this delegation of authority during a public offer period.

Twenty-fourth resolution – Authorization to be given to the Board of Directors to allocate existing shares and/or to issue shares free of charge to salaried employees and/or certain directors and executive officers of the Company or of affiliated companies or economic interest groups, waiver by shareholders of their preferential subscription right, duration of the authorization, ceiling, duration of the vesting period, especially in case of disability.

Twenty-fifth resolution – Amendment of Article 13 of the Articles of Association to raise the statutory age limit for performing the duties of Chairman of the Board of Directors.

Twenty-sixth resolution – Amendment of Articles 12 and 13 of the Articles of Association on the appointment of a Vice-Chairman.

Twenty-seventh resolution – Amendment of Article 12 of the Articles of Association to remove the statutory obligation for directors to hold Company shares.

Twenty-eighth resolution – Powers for formalities.



PRESENTATION AND TEXT OF THE DRAFT RESOLUTIONS PROPOSED TO THE SHAREHOLDERS' MEETING

The purpose of this report is to present the draft resolutions that have been submitted to the Shareholders' Meeting by your Company's Board of Directors and which are intended to present the main points of the draft resolutions, in accordance

with current regulations and the best governance practices recommended by the financial authorities in Paris. It is not, therefore, a substitute for the full text of the draft resolutions, which you should read before you exercise your voting rights.

Ordinary resolutions

The **first and second resolutions** relate respectively to the approval of the parent company financial statements and the consolidated financial statements for 2018.

First resolution – Approval of the Annual Financial Statements for the year ended December 31, 2018 and approval of non-tax-deductible expenses

The Annual General Shareholders' Meeting, deliberating with the quorum and majority required for ordinary shareholders' meetings, and having reviewed the reports of the Board of Directors and the statutory auditors for the year ended December 31, 2018, hereby approves the Annual Financial Statements, as presented, which show a net profit of €158,756,762.07.

The Annual General Shareholders' Meeting approves the amount of expenses and charges as defined in Article 39-4 of the French General Tax Code, i.e., €60,197, as well as the related tax liability.

Second resolution – Approval of the consolidated financial statements for the year ended December 31, 2018

The Annual General Shareholders' Meeting, deliberating with the quorum and majority required for ordinary shareholders' meetings, and having reviewed the reports of the Board of Directors and the statutory auditors on the consolidated financial statements as of December 31, 2018, hereby approves those financial statements as presented, which show a net profit (Group share) of 188,233 thousands of euros.

In the **third resolution**, the Board of Directors proposes the distribution of a dividend of €1.10 per share to be paid out of the distributable profit. Dividends paid to individuals residing in France are subject to a single, fixed deduction on the gross dividend at the fixed rate of 12.8% (Article 200 A of the French General Tax Code), or, at the express and irrevocable request of the ratepayer, to income tax calculated in accordance with the progressive scale following the application of a 40% allowance (Article 200 A, 13 and 158 of the French General Tax Code). Dividends are also subject to social security deductions at the rate of 17.2%.

The **fourth resolution** relates to the option to receive dividends in cash or in shares, which must be exercised between June 19, 2019 and July 3, 2019, inclusive. Beyond this time frame, i.e., at midnight on July 3, 2019, only cash dividends shall be paid.

The cash dividend payment or issue of new shares in payment of the dividend shall occur on July 9, 2019.

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 shareholders' meetings, hereby resolves to allocate the net profit/(loss) for the year ended December 31, 2018 in the following manner:

2018 net results

• Net profit for the year	€158,756,762.07
• Retained earnings	€685,792,769.77

Allocation

• Legal reserve	€75,000
• Dividends ⁽¹⁾	€69,458,979.70
Composed of:	
• Initial dividend	€3,157,226.35
• Additional dividend	€66,301,753.35
• Retained earnings	€775,015,552.14

The Annual General Shareholders' Meeting acknowledges that the total gross dividend per share is set at €1.10.

(1) The total dividend amount of €69,458,979.70 is based on the number of shares with dividend rights (equal to 63,144,527), 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 consequently 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 vested until that date, resulting from new free share awards or OCEANE bond conversion.

When the gross dividend is paid to an individual tax resident in France, the dividend is liable to (i) a flat tax (*prélèvement forfaitaire unique*) on the gross dividend at the flat rate of 12.8% referred to in Article 200 A of the French General Tax Code, or (ii) at specific and irrevocable request by the taxpayer, the normal income tax scale, after an income tax abatement of 40% on dividend income as referred to in Articles 200 A, 13 and 158 of the French General Tax Code. Social charges at the rate of 17.2% apply.

The ex-dividend date is June 17, 2019.

Dividends will be paid on July 9, 2019.

The total amount of the dividend paid and therefore the amount allocated to retained earnings will be adjusted for any difference between the number of shares entitled to dividends and the 63,144,527 shares that made up the share capital at December 31, 2018.

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	Other amounts distributed	Dividends not eligible for tax allowance
2015	€79,287,780.00 ⁽²⁾ or €1.30 per share	-	-
2016	€92,239,861.50 ⁽²⁾ or €1.50 per share	-	-
2017	€99,780,982.40 ⁽²⁾ or €1.60 per share	-	-

(2) 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 shareholders' 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 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 will be equal to 90% of the average price quoted for the Company's shares over the 20 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 June 19, 2019 and July 3, 2019 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 July 9, 2019. Shareholders who opt for a dividend in shares will receive the new shares on the distribution date for cash dividends, *i.e.*, July 9, 2019.

The shares issued in respect of the dividend payment will be entitled to dividends from January 1, 2019.

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**, we request that you (i) acknowledge the agreement already approved by the Annual General Shareholders Meeting and which remained in effect during the year (ii) approve the agreement concluded during 2018 on granting health and welfare cover in accordance with the policy in force within Ingenico Group and a "GSC" loss of employment cover arrangement for the Chief Executive Officer. These agreements are as detailed in the statutory auditors' special report included in Chapter 3.4 of the 2018 Registration Document.

The agreement that was previously approved by the Annual General Shareholders' Meeting of April 29, 2016 and applied during the year ended December 31, 2018 concerns the contractual indemnity due in the event of early termination of the Chairman and Chief Executive Officer, which was taken on November 5, 2018.

In the **sixth resolution**, we request that you approve the agreement concluded with Mr. Nicolas HUSS, Chief Executive Officer, and that you acknowledge that this decision will be regarded as approval under Article L.225-42-1, paragraph 4 of the French Commercial Code.

The agreement pertains to contractual compensation payable in the event of forced departure of the Chief Executive Officer. Payment of this compensation is subject to compliance by the beneficiary with the performance-related conditions assessed in light of the Company's performance conditions as specified in the statutory auditors' special report included in Chapter 3 of the 2018 Registration Document.



Fifth resolution – Statutory auditors' special report on the agreements covered under Article L.225-38 et seq. of the French Commercial Code and approval of these agreements

Deliberating on the statutory auditors' special report on regulated agreements and commitments with which it was presented, with the quorum and majority required for ordinary shareholders' meetings, the Annual General Shareholders' Meeting hereby votes in favor of the new agreements mentioned therein.

Sixth resolution – Statutory auditors' special report on the agreements and commitments covered by Article L.225-42-1 of the French Commercial Code – Approval of the commitments made to Mr. Nicolas HUSS, Chief Executive Officer.

The Annual General Shareholders' Meeting, deliberating with the quorum and majority required for ordinary shareholders' meetings and having reviewed the statutory auditors' special report, hereby approves, in accordance with the provisions of Article L.225-42-1 of the French Commercial Code, the agreement entered into with Mr. Nicolas HUSS regarding the compensation that may be payable on termination of employment and acknowledges that this decision will be deemed as approval under Article L.225-42-1, paragraph 4 of the French Commercial Code.

*The **seventh to thirteenth resolutions** concern the composition of the Board of Directors. On the recommendation of the Appointments and Governance Committee, the Board of Directors asks you to (i) ratify the provisional appointment of Mr. Nicolas HUSS, which was made on November 5, 2018 to replace Mr. Philippe LAZARE and (ii) to renew Mr. Nicolas HUSS, Ms. Diaa ELYAACOUBI and Ms. Sophie STABILE as directors and (iii) to appoint Ms. Agnès AUDIER, Ms. Nazan SOMER ÖZELGIN and Mr. Michael STOLLARZ as directors.*

*The **seventh resolution** is intended to ratify the provisional appointment of Mr. Nicolas HUSS by the Board of Directors, which was made on November 5, 2018 to replace Mr. Philippe LAZARE, for the remaining term of office of his predecessor, i.e., until the end of this Annual General Shareholders' Meeting.*

*The **eighth to tenth resolutions** concern the renewal of the terms of office of Mr. Nicolas HUSS, Mrs. Diaa ELYAACOUBI and Mrs. Sophie STABILE as directors, for a term of three years.*

*The **eleventh to thirteenth resolutions** concern the appointment of Mrs. Agnès AUDIER and Mrs. Nazan SOMER ÖZELGIN as independent directors, and of Mr. Michael STOLLARZ as a director, for terms of one to three years, to stagger the renewal of Director's terms of office, in accordance with article 12 of the by-laws.*

Information and biographies covering all these proposals are included on pages 18 to 29 of this document.

Should the shareholders vote in favor of the proposals below, the Board of Directors would be composed of 12 directors, including 5 women, i.e. 45% female (the employee director is not included in the calculation of this ratio) in compliance with the applicable legal requirements, with 75% of its members being independent, in line with the recommendations of the AFEP-MEDEF Code of June 2018.

Seventh resolution – Ratification of the provisional appointment of Mr. Nicolas HUSS as director.

The Annual General Shareholders' Meeting, deliberating with the quorum and majority required for ordinary shareholders' meetings, hereby ratifies the provisional appointment of Mr. Nicolas HUSS as a director, made by the Board of Directors at its meeting of November 5, 2018, to replace Mr. Philippe LAZARE for the remaining term of office of his predecessor, i.e., until the end of the Annual General Shareholders' Meeting to be held in 2019, called to approve the financial statements for the preceding year.

Eighth resolution – Renewal of Mr. Nicolas HUSS as a director

The Annual General Shareholders' Meeting, deliberating with the quorum and majority required for ordinary shareholders' meetings, hereby resolves to reappoint Mr. Nicolas HUSS as a director for a term of three years, expiring at the end of the Shareholders' Meeting held in 2022 to approve the financial statements for the previous year.

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

The Annual General Shareholders' Meeting, deliberating with the quorum and majority required for ordinary shareholders' meetings, hereby resolves to reappoint Ms. Diaa ELYAACOUBI as a director for a term of three years, expiring at the end of the Shareholders' Meeting held in 2022 to approve the financial statements for the previous year.

Tenth resolution – Reappointment of Ms. Sophie STABILE as a director

The Annual General Shareholders' Meeting, deliberating with the quorum and majority required for ordinary shareholders'

meetings, hereby resolves to reappoint Ms. Sophie STABILE as a director for a term of three years, expiring at the end of the Shareholders' Meeting held in 2022 to approve the financial statements for the previous year.

Eleventh resolution – Appointment of Ms. Agnès AUDIER as director

The Annual General Shareholders' Meeting, deliberating with the quorum and majority required for ordinary shareholders' meetings, hereby resolves to appoint Ms. Agnès AUDIER for a term of two years, expiring at the end of the Shareholders' Meeting held in 2021 to approve the financial statements for the previous year in order to stagger the renewal of Director's terms of office, in accordance with article 12 of the by-laws.

Twelfth resolution – Appointment of Ms. Nazan SOMER ÖZELGIN as director

The Annual General Shareholders' Meeting, deliberating with the quorum and majority required for ordinary shareholders' meetings, hereby resolves to appoint Ms. Nazan SOMER ÖZELGIN for a term of one year, expiring at the end of the Shareholders' Meeting held in 2020 to approve the financial statements for the previous year in order to stagger the renewal of Director's terms of office, in accordance with article 12 of the by-laws.

Thirteenth resolution – Appointment of Mr. Michael STOLLARZ as director

The Annual General Shareholders' Meeting, deliberating with the quorum and majority required for ordinary shareholders' meetings, hereby resolves to appoint Mr. Michael STOLLARZ for a term of three years, expiring at the end of the Shareholders' Meeting held in 2022 to approve the financial statements for the previous year.

*In the **fourteenth resolution**, you are asked to approve the components of compensation for the year ended paid or awarded to Mr. Philippe LAZARE, Chairman and Chief Executive Officer until November 5, 2018 by virtue of his corporate office, which are described in section 3.3.1.1.1 of the 2018 Registration Document.*

Fourteenth resolution – Approval of fixed, variable and non-recurring components of the total compensation and benefits of any kind paid or allocated in respect of the previous year to Mr. Philippe LAZARE, Chairman and Chief Executive Officer until November 5, 2018

The Annual General Shareholders' Meeting, deliberating with the quorum and majority required for ordinary shareholders' meetings, pursuant to Article L.225-100, paragraph II of the

French Commercial Code, approves the fixed, variable and non-recurring components of the total compensation and benefits of any kind paid or awarded by virtue of his corporate functions in the past year to Mr. Philippe LAZARE, Chairman and Chief Executive Officer until November 5, 2018, as set out in the report on corporate governance in accordance with Article L.225-37 of the French Commercial Code and contained in section 3.3.1.1.1 of the 2018 Registration Document.

*In the **fifteenth resolution**, you are asked to approve the components comprising the total compensation and benefits of any kind for the year ended paid or awarded to Mr. Nicolas HUSS, Chief Executive Officer since November 5, 2018 by virtue of his corporate office, which are described in section 3.3.1.1.2 of the 2018 Registration Document.*

Fifteenth resolution – Approval of fixed, variable and non-recurring components of the total compensation and benefits of any kind paid or allocated in respect of the previous year to Mr. Nicolas HUSS, Chief Executive Officer since November 5, 2018

The Annual General Shareholders' Meeting, deliberating with the quorum and majority required for ordinary shareholders' meetings, pursuant to Article L.225-100, paragraph II of the

French Commercial Code, approves the fixed, variable and non-recurring components of the total compensation and benefits of any kind paid or awarded by virtue of his corporate functions in the past year to Mr. Nicolas HUSS, Chief Executive Officer since November 5, 2018, as set out in the report on corporate governance in accordance with Article L.225-37 of the French Commercial Code and contained in section 3.3.1.1.2 of the 2018 Registration Document.

*In the **sixteenth resolution**, you are asked to approve the compensation and benefits of any kind for the year ended paid or awarded to Mr. Bernard BOURIGEAUD, Chairman of the Board of Directors since November 5, 2018 by virtue of his corporate office, which are described in section 3.3.1.1.3 of the 2018 Registration Document.*

Sixteenth resolution – Approval of fixed, variable and non-recurring components of the total compensation and benefits of any kind paid or allocated in respect of the previous year to Mr. Bernard BOURIGEAUD, Chairman of the Board of Directors since November 5, 2018

The Annual General Shareholders' Meeting, deliberating with the quorum and majority required for ordinary shareholders' meetings, pursuant to Article L.225-100, paragraph II of the

French Commercial Code, approves the fixed, variable and non-recurring components of the total compensation and benefits of any kind paid or awarded by virtue of his corporate functions in the past year to Mr. Bernard BOURIGEAUD, Chairman of the Board of Directors since November 5, 2018, as set out in the report on corporate governance in accordance with Article L.225-37 of the French Commercial Code and contained in section 3.3.1.1.3 of the 2018 Registration Document.

*In the **seventeenth and eighteenth resolutions**, you are asked to approve the principles and criteria adopted by the Board of Directors on the recommendation of the Compensation, Appointments and Governance Committee are set out in the corporate governance report and appear in Chapter 3.3.1.2 of the 2018 Registration Document.*

Seventeenth 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 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 the fixed, variable and non-recurring components of compensation and benefits of any kind awarded to the Chief Executive Officer by virtue of his corporate functions, as detailed in the report mentioned in the final paragraph of Article L.225-37, of the French Commercial Code and contained in section 3.3.1.2 of the 2018 Registration Document.

Eighteenth 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 of the Board of Directors

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 the fixed, variable and non-recurring components of compensation and benefits of any kind, awarded to the Chairman of the Board of Directors by virtue of his corporate functions, as detailed in the report mentioned in the final paragraph of Article L.225-37, of the French Commercial Code and contained in section 3.3.1.2 of the 2018 Registration Document.



In the **nineteenth resolution** you are asked to increase the total annual amount of attendance fees to be awarded to the Board of Directors from €550,000 to €750,000, to account for the increase in the number of 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 €550,000 to €750,000.

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 in accordance with Articles L.225-209 *et seq.* of the French Commercial Code.

This authorization is 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 programs are included in Chapter 8 of the 2018 Registration Document.

Twentieth resolution – Authorization for 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 shareholders' meetings, and having reviewed the report of the Board of Directors, hereby authorizes the Board to trade in Company shares on the stock exchange or in any other way on one or more occasions for a period of 18 months, in accordance with Articles L.225-209 *et seq.* of the French Commercial Code.

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 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 practice authorized by the regulations;
- 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 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 as of December 31, 2018 (divided into 63,144,527 shares) and taking into account the 1,360,354 treasury shares held at that date, the Company would be authorized to purchase up to 4,954,098 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.

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 as of December 31, 2018, 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 €891,737,640.

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 prices 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 May 16, 2018.

Extraordinary resolutions

*The **twenty-first to twenty-fourth resolutions** concern the delegations of authority granted to the Board of Directors for the purposes of taking action in relation to the Company's share capital.*

We propose that you renew the various delegations of authority previously granted to the Board of Directors enabling it, if necessary, to gather the financial means required to implement the Group's development strategy.

These delegations of authority and authorizations provided for in the fourteenth to twenty-second resolutions shall, unless previously authorized by the Annual General Shareholders' Meeting, be suspended during a public offer period initiated on the Company's shares by a third party.

*Thus, the **twenty-first resolution** grants the Board of Directors a delegation of authority to increase the share capital through incorporation of retained earnings, net profit, premiums with a maximum aggregate per value of €10 million.*

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

Twenty-first resolution – Delegated authority to be granted to the Board of Directors to increase share capital through incorporation of retained earnings, net profit and/or premiums

The Annual General Shareholders' Meeting, deliberating with the quorum and majority required for ordinary general shareholders' meetings, having reviewed the Board of Directors' report, and in accordance with Articles L.225-129-2 and L.225-130 of the French Commercial Code, hereby:

- delegates to the Board of Directors its authority to increase the share capital, on one or more occasions, at the times and under the terms that it shall determine, by incorporating retained earnings, profits, premiums or other items for which this is permitted, by issuing and awarding free shares or by raising the nominal amount of existing ordinary shares, or by means of the combination of these two procedures;
- resolves that, should the Board of Directors exercise this delegated authority, in accordance with the provisions of Article L.225-130 of the French Commercial Code, in the event of a capital increase carried out in the form of the allocation of free shares, rights forming fractional shares will not be negotiable or transferable, and the corresponding shares will be sold; the proceeds of the sale will be allocated to the holders of the rights within the period prescribed by the regulations;

- grants this delegation of authority for a period of 26 months from the date of this meeting;
- resolves that the amount of the capital increase under this resolution may not exceed the nominal amount of €10,000,000, not taking account of the nominal amount of the capital increase necessary to safeguard, in accordance with the law and, if applicable, with any contractual provisions providing for other protection measures, the rights of the holders of securities conferring entitlement to the Company's share capital;
- 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, until the end of the offer period;
- grants all necessary powers to the Board of Directors to implement this resolution and, more generally, to take all measures and to carry out all formalities required to ensure that each increase in the share capital is completed correctly, to record such increases and to amend the Articles of Association accordingly;
- acknowledges that this delegation of authority cancels and replaces from this day the unused portion of any delegation of authority previously granted for the same purpose.

*The **twenty-second and twenty-third 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-second resolution) and by issuing ordinary shares to employees, directors and executive officers of Ingenico Group subsidiaries having their head offices outside of France (twenty-third 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-second resolution – Delegated 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

The Annual General Shareholders' Meeting, deliberating with the quorum and majority required for extraordinary meetings, having reviewed the Board of Directors' report 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 resolves to:

- 1) delegate its authority to the Board of Directors, at the Board's discretion, to increase the share capital, on one or more occasions, 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 total nominal amount of any capital increase(s) that may be 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 setting the start of the subscription period; this limit is independent of any other maximum limits of delegated authority to increase the share capital. This limit will include, where appropriate, the nominal amount of the capital increase necessary to safeguard, in accordance with the law and with any applicable contractual provisions providing for other protection measures, the rights of the holders of securities conferring entitlement to the share capital of the Company;
- 5) determine that the subscription price of the shares to be issued pursuant to paragraph 1/ of this delegation of authority may not be more than 20% lower than the average of the opening prices quoted for the Company's shares on the Euronext Paris stock market over the 20 trading days preceding the date of the decision setting the start of the subscription period, 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 10 years or more (or lower by any other maximum percentage as may be provided for by the legal provisions that apply at the time the price is determined), nor may the subscription price exceed that average;
- 6) resolve, in accordance with Article L.3332-21 of the French Labor Code, that the Board of Directors will be authorized to award new or existing shares, or other securities conferring entitlement to the Company's share capital, for free, 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) 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, until the end of the offer period;
- 8) acknowledge that this delegation of authority cancels and replaces the unused portion of any delegation of authority previously granted for 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-third resolution - Delegated 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

The Annual General Shareholders' Meeting, deliberating with the quorum and majority required for extraordinary general shareholders' meetings, having reviewed the Board of Directors' report 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) delegates to the Board of Directors, with the option to sub-delegate as provided by law, its authority to issue, on one or more occasions, ordinary shares in the Company, with subscription for such shares to be 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) resolves that (i) the nominal amount of any capital increase(s) carried out under this delegation of authority will not exceed 2% of the Company's share capital on the date of the decision by the Board of Directors setting the start of the subscription period, it being specified that this limit does not include the nominal amount of any capital increase necessary, in accordance with the law and with any applicable contractual provisions, to protect the rights of the holders of securities or other rights conferring entitlement to shares; and (ii) the nominal amount of any increase(s) in the Company's share capital, carried out immediately or in the future, resulting from the issuance of shares under this delegated authority, is independent of any other limit with respect to delegated authority to increase the share capital;
- 3) acknowledges that the Board of Directors, with the option to sub-delegate as provided 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 issues open to existing shareholders, to employees who are members of a Group savings plan, or to third parties;
- 4) resolves that the subscription price for the new shares will be determined by the Board of Directors on the date that it sets the start of the subscription period, using one of the following two methods, at the discretion of the Board of Directors:
 - the subscription price is equal to the average of the opening prices quoted for Ingenico Group 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 is equal to the opening price quoted for Ingenico Group shares on the Euronext Paris stock market on the date of the Board's decision, less a maximum discount of 20%; it being specified that the method to be used or the amount of discount to be deducted may vary according to the capital increases or the beneficiaries involved;
- 5) resolves to waive shareholders' preferential subscription rights to shares to be issued to employees, directors and executive officers of the Subsidiaries;
- 6) resolves that the Board of Directors will have the necessary powers, with the option to sub-delegate as provided by law, to implement this delegation of authority for the following purposes in particular:
 - to determine the date, terms and methods to be used in the issue of shares with or without premiums, and to determine the total number of shares to be issued,
 - to determine the list of beneficiaries among employees, directors and executive officers of the Subsidiaries,
 - to determine the number of shares that may be subscribed by each of them,
 - to set the subscription price of the shares, in compliance with the methods set out in paragraph 4 above,
 - to set the terms of payment for the shares within the statutory framework,
 - to set the date from which the shares to be issued shall be entitled to dividends,
 - to limit the amount of the issue to the amount of subscriptions, in accordance with any regulatory limits in force, if applicable,
 - if applicable, to charge any costs, particularly issuance costs, against the issue premium or premiums,
 - if applicable, to request the admission of the new shares to trading on the Euronext Paris stock market or on any other stock market,
 - to enter into any agreements required to ensure the successful completion of the planned issues and amend the Articles of Association accordingly,

- to do whatever is necessary to safeguard the rights of holders of securities conferring future entitlement to Company share capital 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) 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, until the end of the offer period;
 - 8) resolves that this delegated authority is granted for a period of 18 months from the date of this meeting and cancels and replaces the unused portion of any delegation of authority previously granted for the same purpose.

*The **twenty-fourth resolution** authorize the Board of Directors to freely award shares of the Company.*

In accordance with the provisions of Articles L.225-197-1 et seq. of the French Commercial Code, the Board of Directors could award existing or new Company shares free of charge on one or more occasions to beneficiaries or categories of beneficiaries, who would be salaried employees and eligible directors and executive officers of the Company or of companies or groupings related to it, within the meaning of Article L.225-197-2 of the French Commercial Code.

The shares awarded to beneficiaries will vest upon the expiry of a vesting period to be set by the Board of Directors and which may not be less than three years this period will not be followed by a holding period.

In application of the remuneration policy detailed in the chapter 3.3.3.1 of the 2018 Registration Document, it is specified that the shares awarded to employees and/or executive officers would be subject to a minimum of 3 performance criteria (2 internal criteria and 1 external criterion) assessed over a minimum vesting period of three years set by the Board of Directors, which will be used to determine the number of shares vested to the above-mentioned beneficiaries.

The total number of free shares that may be awarded may not exceed 3% of the share capital as of the day of the meeting and the total number of free shares that may be awarded to directors and executive officers of the Company may not exceed 0.5% of the share capital within this allocation.

This authorization would be granted for a period of thirty-eight months.

Twenty-fourth resolution – Authorization to be given to the Board of Directors to allocate free shares to salaried employees and/or certain directors and executive officers of the Company or of associated companies or economic interest groups, waiver by shareholders of their preferential subscription right, duration of the authorization, ceiling, duration of the vesting period notably in case of invalidity

The Annual General Shareholders' Meeting, deliberating with the quorum and majority required for extraordinary general shareholders' meetings, after reviewing the Board of Directors' report and the statutory auditors' special report, hereby authorizes the Board of Directors to award, on one or more occasions, in accordance with Articles L.225-197-1 and L.225-197-2 of the French Commercial Code, existing or new ordinary Company shares to:

- salaried employees of the Company or of directly or indirectly associated companies or economic interest groups within the meaning of Article L.225-197-2 of the French Commercial Code,
- and/or directors and executive officers who meet the conditions set by Article L.225-197-1 of the French Commercial Code.

The total number of free shares awarded under this authorization may not exceed 3% of the share capital as of the date of this meeting. The total number of free shares that may be awarded to eligible directors and executive officers of the Company may not exceed 0.5% of the share capital within this allocation. In addition, the Board of Directors may decide that the definitive award of free shares to employees and/or executive officers will be subject to at least 3 performance conditions (2 internal criteria and 1 external criterion), assessed over a minimum vesting period of three years.

The shares awarded to beneficiaries will vest upon the expiry of a vesting period to be set by the Board of Directors and which may not be less than three years. The Annual General Shareholders' Meeting grants the Board of Directors the option

of providing for a mandatory holding period upon the expiry of the vesting period without holding period after that the General Shareholders' Meeting decides to cancel.

On an exceptional basis, in the event that the beneficiary becomes classified as having a long-term disability under the second or third categories provided by Article L.341-4 of the French Social Security Code, these awards will be considered to be fully vested prior to the end of the vesting period.

All powers are granted to the Board of Directors to:

- set the conditions and, if necessary, the criteria for awarding the shares and the associated performance conditions;
- determine the beneficiaries of the shares and the number of shares awarded to each of them;
- where applicable:
 - establish that the Company has sufficient retained earnings to set aside in another reserve account the amount required to pay up the new shares, when these shares are awarded,
 - decide, in due course, to increase the Company's share capital through incorporation of retained earnings, premiums or net profit corresponding to the award of free shares,
 - acquire the requisite number of shares under the share repurchase program to be awarded as free shares,
 - determine the effect on the recipients' rights of any transactions affecting the share capital or likely to affect the value of the shares awarded during the vesting period and, consequently, amend or adjust, if necessary, the number of shares awarded in order to preserve the recipients' rights,
 - and, generally, within the legislative framework in force, take the measures required to implement this authorization.



This authorization automatically entails the waiver by shareholders of their preferential subscription right to the new shares issued through the incorporation of retained earnings, premiums and net profit.

It is granted for a period of 38 months starting from the date of this meeting.

It cancels and replaces the unused portion of any authorization previously granted for the same purpose.

The **twenty-fifth to twenty-seventh resolutions** propose to the Annual General Shareholders' Meeting that Articles 12 and 13 of the Articles of Association should be amended.

The **twenty-fifth resolution** proposes to the Annual General Shareholders' Meeting that Article 13 of the Articles of Association should be amended to raise the statutory age limit for performing the duties of Chairman of the Board of Directors.

The **twenty-sixth resolution** proposes to the Annual General Shareholders' Meeting to amend the Articles 12 and 13 of the by-laws in order to provide for the appointment of a Vice-Chairman instead of the Deputy Chairman and to allow the Vice-Chairman to convene a Board meeting.

The **twenty-seventh resolution** proposes to amend the Article 12 of the by-laws to remove the statutory obligation for directors to hold Company shares referring to the provisions of the rules of procedures of the Board stipulating that each director must hold at least 1,000 shares.

Twenty-fifth resolution – Amendment of Article 13 of the Articles of Association – Statutory age limit for performing the duties of Chairman of the Board of Directors

The Annual General Shareholders' Meeting, deliberating with the quorum and majority required for extraordinary general shareholders' meetings, having reviewed the Board of Directors' report, hereby resolves:

- raise the statutory age limit for performing the duties of Chairman of the Board of Directors from 75 years to 80 years;
- consequently, amend as follows the third paragraph of Article 13 of the Articles of Association, the rest of the article remaining unchanged:

"Article 13 – Chairman – Chief Executive Officer

[...]

The Chairman's term of office automatically expires at the end of the first Ordinary Annual General Shareholders' Meeting held during the year of his/her eightieth birthday."

Twenty-sixth resolution – Amendment of Articles 12 and 13 of the Articles of Association – Appointment of a Vice-Chairman

The Annual General Shareholders' Meeting, deliberating with the quorum and majority required for extraordinary general meetings, after reviewing the Board of Directors' report, resolves:

- amend the fourth paragraph of Article 13 of the Articles of Association as follows, in order to provide for the appointment of a Vice-Chairman instead of the Deputy Chairman, the rest of the article remaining unchanged:
 "Vice-Chairman: The Board of Directors may elect from among its members a Vice-Chairman who must be a natural person, failing which the appointment will be null and void.
 The Vice-Chairman of the Board of Directors replaces the Chairman of the Board of Directors in the event of temporary unavailability or death. In the event of temporary unavailability, the replacement will be valid for the duration of unavailability; in the event of death, it will be valid until the election of a new Chairman of the Board of Directors."
- replace the third paragraph of the section entitled "Proceedings of the Board of Directors" of Article 12 as follows, in order to allow the Vice-Chairman to convene a Board meeting in the event of temporary unavailability of the Chairman:

"A Board meeting can be convened by the Chairman, Vice-Chairman in the event of the unavailability of the Chairman, or by half of the Board members as often as required in the interests of the Company, at a place specified in the notice of meeting. The Board decides how notice of meetings is to be given."

Twenty-seventh resolution – Amendment of Article 12 of the Articles of Association to remove the statutory obligation for directors to hold Company shares

The Annual General Shareholders' Meeting, deliberating with the quorum and majority required for extraordinary general shareholders' meetings, having reviewed the Board of Directors' report and the provisions of the Rules of Procedure of the Board of Directors stipulating that each director must hold at least 1,000 shares, hereby resolves:

- to remove the statutory obligation for directors to hold ten Company shares in accordance with the provisions of Article L.225-25 of the French Commercial Code as amended by law No. 2008-776 of August 4, 2008;
- consequently, to amend the paragraph "Share ownership by directors" of Article 12 of the bylaws as follows:

"Article 12 – Share ownership by directors: Each Director must own shares, under the conditions and in accordance with the procedures stipulated by the Rules of Procedure of the Board of Directors. These shares must be held in registered form and fully paid up.

This provision does not apply to employee shareholders appointed as directors pursuant to Article L.225-23 of the French Commercial Code.

In the event that they no longer hold the required number of shares, the Director concerned shall, in accordance with the provisions of these Rules of Procedure, have a certain amount of time in which to resolve the situation, failing which they will be deemed to have automatically resigned."

- to remove the 13th subparagraph of paragraph entitled "Appointment of Directors" of article 12 of by-laws: "By exception to the rule described in this Article for directors appointed by the Annual General Shareholders' Meeting, the director representing employees is not required to hold a minimum number of shares.", the rest of the article remaining unchanged.

The **twenty-eighth resolution** concerns the powers that have to be granted in order to complete the formalities ensuing from the Annual General Shareholders' Meeting.

Twenty-eighth 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.

NOTES

REQUEST FORM FOR DOCUMENTS
(Article R.225-88 of the French Commercial Code)

Detach and return request form to :

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

Combined Ordinary and Extraordinary Shareholders' Meeting of June 11, 2019 at 10 :30 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⁽¹⁾

Acknowledge that I received the documents relating to the Combined Ordinary and Extraordinary Shareholders' Meeting of June 11, 2019 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 June 11, 2019, 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 2018 Registration Document available in French and 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

(1) Please attach a certificate of account registration for bearer shareholders.

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.



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