

Opening of Worldline's tender offer for Ingenico securities

Bezons, July 30, 2020 – On July 29, 2020, the Autorité des Marchés Financiers (AMF) announced that the tender offer for Ingenico's shares and OCEANes will open on July 30, 2020 and that its closing date will be set after receipt of supporting evidence of the European Commission's merger control clearance, it being specified that Worldline reserves the right to waive this condition (it is also recalled that the AMF declared the above-mentioned tender offer compliant on July 28, 2020).

Gilles Grapinet, Worldline's Chairman and Chief Executive Officer, said:

"I am very happy to announce the opening of our public offer on Ingenico's securities, another decisive milestone reached towards the closing of the friendly merger between our two groups. I would like to highlight the very strong mobilization of the teams and advisors of our two companies, which made possible the opening of the tender offer in accordance with the timetable initially planned, less than six months after the announcement of the transaction.

I am convinced that the resulting combined Group will be ideally positioned to benefit from the structural transformations of our markets, which are already strongly accelerating as a consequence of the current crisis. In addition, the combination of our geographic positions, technologies and the talents of the women and men of our two groups will create a combined company with an outstanding value proposition to the benefit of all our clients and business partners.

Finally, as a result of this truly strategic merger, more than ever, Worldline will be in a position to play a central role in the pursuit of the consolidation of our digital payments industry."

Nicolas Huss, Ingenico's Chief Executive Officer, said:

"Following the filing of Worldline's proposed tender offer, we take a new step forward today with the opening of the formal tender offer on Ingenico shares.

This key milestone is the result of the exemplary collaboration between Worldline and Ingenico teams over the past months in the combination process to create the new European World-Class leader in digital payments.

The combined entity will be ideally positioned to seize growth opportunities driven by our long-term drivers and reinforced by the recent situation that favors the acceleration towards digital payments."

The offer for Ingenico shares includes a primary mixed offer and, subject to a "mix and match" mechanism, a secondary exchange offer and a secondary cash offer:

- primary mixed offer: 11 Worldline shares and €160.50 for 7 Ingenico shares
- secondary exchange offer: 56 Worldline shares in exchange for 29 Ingenico shares
- secondary cash offer: €123.10 per Ingenico share

The offer for Ingenico OCEANEs includes an alternative between a mixed offer and a cash offer:

- mixed offer: 4 Worldline shares and €998 for 7 Ingenico OCEANEs
- cash offer: €179 for each Ingenico OCEANE

A friendly offer to create a new leader in global payment services

This transaction would bring together two leading companies with a view to creating the world's fourth largest player in payment services by bringing together approximately 20,000 employees in 50 countries. Upon closing of the transaction, the newly combined group would offer leading payment services to nearly one million merchants and 1,200 financial institutions.

An offer recommended by Ingenico's board of directors

On July 7, 2020, the board of directors of Ingenico unanimously issued a favourable reasoned opinion on the offer and considered that the offer is in the interest of Ingenico, its shareholders, the holders of OCEANEs and its employees, and recommended that shareholders and holders of Ingenico OCEANEs tender their shares to the offer. This reasoned opinion was issued in particular after having read the report of the independent expert, the firm Ledouble, appointed by the board of directors of Ingenico, which concluded that the terms of the offer proposed for the Ingenico shares and OCEANEs were fair.

In particular, the offer for Ingenico shares results in a premium of 17% based on the closing prices of each of Worldline and Ingenico on January 31, 2020 immediately prior to the announcement, 24% based on the volume weighted average prices over the month prior to the announcement and 18% and 23% based on the volume weighted average prices over the three- and six-month periods prior to the announcement, respectively.

Timetable

The closing date of the offer will be set by the AMF after Worldline will have obtained the merger control clearance from the European Commission¹.

Availability of documents relating to the offer

Worldline's offer document and Ingenico's response document, as approved by the AMF on July 28, 2020 under visa no. 20-370 and visa no. 20-371 respectively, as well as documents relating to the other information relating to the legal, financial, accounting and other characteristics of Worldline and Ingenico as filed with the AMF on July 28, 2020 are available respectively on the AMF website (www.amf-france.org) and on the websites of (www.worldline.com) and Ingenico (www.ingenico.com). These documents may be obtained free of charge from Worldline (80 quai Voltaire, River Ouest, 95870 Bezons) or Ingenico (28-32, boulevard de Grenelle, 75015 Paris), depending on whether they relate to Worldline or Ingenico.

Implementation of a toll-free number accessible from France

A toll-free number is available to shareholders and holders of Ingenico OCEANEs calling from France (open Monday to Friday): **0 800 91 88 94**.

¹ This authorization is a condition precedent to the offer stipulated by Worldline in accordance with Article 231-11 of the AMF General Regulation (Worldline reserves the right to waive the benefit of this condition).

Important information

This press release is disseminated for information purposes only and does not constitute an offer to purchase, or a solicitation of an offer to sell, any Worldline or Ingenico securities.

Investors and shareholders are strongly advised to read the offer documentation, which contains the terms and conditions of the offer, as well as any amendments or additions to these documents, if any, as they will contain important information about Worldline, Ingenico and the proposed transaction.

This press release must not be published, broadcasted or distributed, directly or indirectly, in any country in which the distribution of this information is subject to legal restrictions. The tender offer will not be open to the public in jurisdictions in which its launch is subject to legal restrictions. The publication, broadcasting or distribution of this press release in certain countries may be subject to legal or regulatory restrictions. Therefore, persons located in countries where this press release is published, broadcasted or distributed must inform themselves about and comply with such restrictions. Worldline and Ingenico disclaim any responsibility for any violation of such restrictions.

In particular, this press release does not constitute an offer to purchase, or a solicitation of an offer to sell, any securities in the United States or any other jurisdiction. Securities may not be offered or sold in the United States unless they have been registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") or the securities laws of any U.S. state, or are exempt from registration. The securities that may be offered in any transaction have not been and will not be registered under the U.S. Securities Act or the securities laws of any U.S. state and Worldline does not intend to make a public offering of any such securities in the United States.

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About Worldline

Worldline [Euronext: WLN] is the European leader in the payment and transactional services industry. With innovation at the core of its DNA, Worldline's core offerings include Pan-European and domestic Commercial Acquiring for physical or online businesses, secured payment transaction processing for banks and financial institutions, as well as transactional services in e-Ticketing and for local and central public agencies. Thanks to a presence in 30+ countries, Worldline is the payment partner of choice for merchants, banks, public transport operators, government agencies and industrial companies, delivering cutting-edge digital services. Worldline's activities are organized around three axes: Merchant Services, Financial Services including equensWorldline and Mobility & e-Transactional Services. Worldline employs circa 12,000 people worldwide, with 2019 revenue of circa 2.4 billion euros. www.worldline.com

Worldline's corporate purpose ("raison d'être") is to design and operate leading digital payment and transactional solutions that enable sustainable economic growth and reinforce trust and security in our societies. Worldline makes them environmentally friendly, widely accessible and support social transformation.

About Ingenico

Ingenico Group (Euronext: FR0000125346 – ING) is shaping the future of payments for sustainable and inclusive growth. As a global leader in seamless payments, we provide merchants with smart, trusted and secure solutions to empower commerce across all channels and enable simplification of payments and deliver customer promises. We are the trusted and proactive world-class partner for financial institutions and retailers, from small merchants to the world's best-known global brands. We have a global footprint with more than 8,000 employees, 90 nationalities and a commercial presence in 170 countries. Our international community of payment experts anticipates the evolutions of commerce and consumer lifestyles to provide our clients with leading-edge complete solutions wherever they are needed. www.ingenico.com.