This document is an unofficial English-language translation of the draft offer document (*projet de note d'information*) which was filed with the French *Autorité des marchés financier* on July 8, 2020 and which remains subject to its review. In the event of any differences between this unofficial English-language translation and the official French draft offer document, the official French draft offer document shall prevail.

The Offer and this Draft Offer Document remain subject to review by the Autorité des marchés financiers

PROPOSED MIXED TENDER OFFER
as the primary offer, alongside a secondary exchange offer and a secondary cash offer
for the shares
up to an overall limit of 81% in Worldline shares and 19% in cash[1]

AND

PROPOSED ALTERNATIVE MIXED AND CASH OFFER
for bonds convertible into and/or exchangeable for new and/or existing Ingenico shares ("**OCEANEs**")

of:

ingenico GROUP

initiated by:

Worldline

presented by:

BNP PARIBAS
Presenting Bank and Guarantor

Morgan Stanley
Presenting Bank

NATIXIS BEYOND BANKING
Presenting Bank

SOCIETE GENERALE
Presenting Bank

DRAFT OFFER DOCUMENT PREPARED BY WORLDLINE

TERMS OF THE OFFER

THE OFFER FOR THE SHARES OF INGENICO IS COMPOSED OF:
Primary mixed offer: €160.50 and 11 Worldline shares for 7 Ingenico shares
Secondary exchange offer: 56 Worldline shares for 29 Ingenico shares
Secondary cash offer: €123.10 per Ingenico share

THE OFFER FOR THE OCEANES OF INGENICO IS COMPOSED OF:
Mixed offer: €998 and 4 Worldline shares for 7 Ingenico OCEANEs

Cash offer: €179 per Ingenico OCEANE

[1] These percentages are rounded off. The exact percentages are determined by the ratio of the cash component of the Primary Offer, i.e., €160.50, to the Worldline share component of the Primary Offer, i.e., 11 Worldline shares multiplied by €63.75 (based on Worldline's closing price on January 31, 2020).

This document is an unofficial English-language translation of the draft tender offer document (*projet de note d'information*) which was filed with the French *Autorité des marchés financier* on September 23, 2019 and which remains subject to its review. In the event of any differences between this unofficial English-language translation and the official French draft tender offer document, the official French draft tender offer document shall prevail.

The Offer and this Draft Offer Document remain subject to review by the AMF

OFFER PERIOD

The timetable of this offer will be set out by the Autorité des marchés financiers (the "AMF") in accordance with its General Regulation

This draft offer document was prepared and filed with the AMF on July 8, 2020, in accordance with the provisions of Articles 231-13, 231-16 and 231-18 of the AMF General Regulation.

THIS OFFER AND THE DRAFT OFFER DOCUMENT REMAIN SUBJECT TO REVIEW BY THE AMF

IMPORTANT NOTICE

In the event that, following the Offer or, if applicable, the Reopened Offer:
- the number of shares not tendered in the Offer or, if applicable, the Reopened Offer by the minority shareholders of Ingenico does not represent more than 10% of the share capital and voting rights of Ingenico; and
- the numbers of shares not tendered in the Offer or, if applicable, the Reopened Offer, by the minority shareholders of Ingenico and the number of Ingenico shares likely to be issued following the conversion of the Ingenico OCEANEs not tendered in the Offer or, if applicable, the Reopened Offer, does not represent more than 10% of the sum of the existing Ingenico shares and the Ingenico shares that may be created as a result of the conversion of the Ingenico OCEANEs,

Worldline intends, within a period of ten (10) trading days from the publication of the notice announcing the result of the Offer or, if applicable, at the latest within three (3) months following the closing of the Reopened Offer, in accordance with Article L. 433-4 II of the French Monetary and Financial Code and Articles 232-4 and 237-1 to 237-10 of the AMF General Regulation, to implement a squeeze-out tin order to be transferred, on the one hand, the Ingenico shares not tendered to the Offer or, as the case may be, to the Reopened Offer against compensation equal to the price of the secondary cash offer (*i.e.* €123.10 per Ingenico share), net of all costs and after adjustments if any, and, on the other hand, the OCEANEs not tendered in the Offer or, if applicable, the Reopened Offer in exchange for compensation equal to the OCEANEs cash offer price (*i.e.* €179 per Ingenico OCEANE), net of all costs and after adjustments, where applicable.

Furthermore, in the event that the conditions required to implement a squeeze-out in respect of Ingenico shares would be met, but that those required to implement a mandatory squeeze-out for the Ingenico OCEANEs would not be, Worldline intends to implement a mandatory squeeze-out for the Ingenico shares under the terms and conditions of time and indemnity set out above on condition that Ingenico is able to exercise an option for early redemption of OCEANEs, in accordance with the terms and conditions of the OCEANEs (in particular in the event that the number of Ingenico OCEANEs remaining in circulation, other than those held by Worldline at the end of the Offer or, as the case may be, of the Reopened Offer, is less than 15% of the OCEANEs issued) (it being specified that Worldline reserves the right to waive this condition).

The draft offer document must be read together with all other documents published in relation to the Offer. In particular, in accordance with Article 231-28 of the AMF General Regulation, a description of the legal, financial and accounting characteristics of Worldline will be made available to the public no later than the day preceding the opening of the Offer. A press release will be issued to inform the public of the manner in which the information will be made available.

This Draft Offer Document is available on the websites of the AMF (www.amf-france.org) and Worldline (www.fr.worldline.com) and may be obtained free of charge from:

This document is an unofficial English-language translation of the draft tender offer document (*projet de note d'information*) which was filed with the French *Autorité des marchés financier* on September 23, 2019 and which remains subject to its review. In the event of any differences between this unofficial English-language translation and the official French draft tender offer document, the official French draft tender offer document shall prevail.

The Offer and this Draft Offer Document remain subject to review by the AMF

Worldline
80 quai Voltaire
River Ouest
95870 Bezons

BNP Paribas	**Morgan Stanley Europe SE**	**Natixis**	**Société Générale**
4 rue d'Antin 75002 Paris	61 rue de Monceau 75008 Paris	47 quai d'Austerlitz 73013 Paris	GLBA/IBD/ECM/SEG 75886 Paris Cedex 18

TABLE OF CONTENTS

1 DESCRIPTION OF THE OFFER ... 7

1.1 Background and Reasons for the Offer ... 8

1.1.1 Background ... 8

1.1.2 Reasons for the Offer ... 14

1.1.3 Worldline Combined General Shareholders' Meeting on June 9, 2020 ... 15

1.2 Interest of the Offer for the Offeror, the Company, their shareholders and holders of OCEANEs ... 16

1.3 Intentions of the Offeror over the next twelve months ... 17

1.3.1 Industrial, commercial and financial strategy and policy ... 17

1.3.2 Synergies – Economic gains ... 17

1.3.3 Composition of the management and supervisory bodies of Ingenico ... 17

1.3.4 Employment Policy ... 18

1.3.5 Dividend distribution policy ... 18

1.3.6 Intentions with respect to squeeze-out and delisting ... 18

1.3.7 Merger - reorganization ... 19

1.4 Agreements that may have a material effect on the valuation of the Offer or its outcome ... 19

2 CHARACTERISTICS OF THE OFFER ... 20

2.1 Terms of the Offer ... 20

2.1.1 Offer for the Ingenico shares ... 20

2.1.1.1 Primary offer ... 20

2.1.1.2 Secondary Offers ... 20

2.1.1.3 Proration mechanism ... 20

2.1.2 Offer for the Ingenico OCEANEs ... 22

2.1.3 Treatment of fractional shares ... 22

2.2 Adjustment of the terms of the Offer in the event of a distribution prior to the settlement of the Offer ... 23

2.3 Number and type of securities included in the Offer ... 23

2.4 Number, source and characteristics of the Worldline shares to be delivered in connection with the Offer 24

2.4.1 Maximum number of Worldline shares delivered in connection with the Offer ... 24

2.4.2 Source of the Worldline shares delivered in connection with the Offer ... 24

2.4.3 Nature, class, dividend entitlement date, form, tradability and rights attached to Worldline shares 25

2.4.3.1 Nature, class and dividend entitlement date of the new Worldline shares issued in connection with the Offer ... 25

2.4.3.2 Form of the new Worldline shares issued in connection with the Offer ... 25

2.4.3.3 Tradability of the new Worldline shares issued in connection with the Offer ... 25

2.4.3.4 Rights attached to the new Worldline shares issued in connection with the Offer ... 25

2.5 Consequences of the Offer on the distribution of Worldline's share capital and voting rights ... 26

2.5.1 Distribution of capital and voting rights prior to the Offer ... 26

2.5.2 Distribution of capital and voting rights after the Offer ... 26

2.6 Situation of holders of OCEANEs 27

2.6.1.1 Tenders to the Offer 27

2.6.1.2 Rights of holders of OCEANEs in the event of an Offer 27

2.7 Situation of the holders of free shares and liquidity mechanisms 29

2.7.1 Description of the current plans 29

2.7.2 Liquidity Mechanism 32

2.8 Conditions of the Offer 33

2.8.1 Caducity threshold 33

2.8.2 Acceptance Threshold 34

2.8.3 Regulatory Approvals 34

2.8.4 Merger Control Clearance 35

2.9 Terms of the Offer 36

2.10 Procedure for tendering in the Offer 36

2.11 Centralization of tender orders 37

2.12 Publication of the results and settlement of the Offer 37

2.13 Tentative timetable for the Offer 37

2.14 Possibility of withdrawing the Offer 40

2.15 Reopening of the Offer 40

2.16 Costs and financing of the Offer 40

2.16.1 Costs relating to the Offer 40

2.16.2 Financing terms of the cash portion of the Offer 40

2.16.3 Payment of shareholders' costs 41

2.17 Offer restrictions outside of France 41

2.18 Tax regime of the Offer 42

2.18.1 Tax regime of the Offer for the Ingenico shares 43

2.18.1.1 Tax treatment of the Primary Offer 43

2.18.1.2 Tax regime of the secondary exchange offer (the "Secondary Exchange Offer") 48

2.18.1.3 Tax regime of the Secondary Cash Offer 53

2.18.1.4 Tax regime of the Worldline shares received in exchange for Ingenico Shares in connection with the Offer 55

2.18.2 Tax regime of the offers relating to the Ingenico OCEANEs 64

3 VALUATION CRITERIA FOR THE OFFER PRICE 66

3.1 Summary of the context and terms of the Offer 66

3.2 Financial references 66

3.2.1 Preliminary remarks 66

3.2.2 Financial metrics 66

3.2.3 Bridge from enterprise value ("EV") to equity value ("EQV") 69

3.2.4 Number of shares 70

3.3 Valuation criteria for the Offer on Ingenico shares 71
3.3.1 Valuation criteria for the Primary Offer 71
3.3.2 Valuation criteria for the Secondary Cash Offer 71
3.3.2.1 Retained methodologies 72
3.3.2.2 Valuation methodologies not retained 84
3.3.3 Valuation criteria for the Secondary Exchange Offer 84
3.3.3.1 Historical share price analysis 84
3.3.3.2 Research analysts' target prices 86
3.3.3.3 Comparable trading companies 87
3.3.3.4 Discounted cash flows ("DCF") valuation 88
3.3.4 Summary valuation assessment of the terms of the Offer relating to Ingenico shares 92
3.3.4.1 Summary valuation assessment of the Primary Offer terms 92
3.3.4.2 Summary valuation assessment of the Secondary Cash Offer terms 93
3.3.4.3 Summary valuation assessment of the Secondary Exchange Offer terms 94
3.4 Subsequent events to the announcement of the transaction 95
3.4.1 Worldline first quarter 2020 net revenues and 2020 guidance revision 95
3.4.2 Ingenico first quarter 2020 net revenues and 2020 guidance revision 96
3.4.3 Research analysts' consensus update 96
3.4.3.1 Evolution of Worldline's research analysts' consensus post transaction announcement96
3.4.3.2 Evolution of Ingenico's research analysts' consensus post transaction announcement 98
3.4.4 Illustrative update of valuation criteria as of 26 June 2020 98
3.4.4.1 Valuation criteria for the Secondary Cash Offer terms 99
3.4.4.2 Valuation criteria for the Secondary Exchange Offer terms 102
3.4.4.3 Summary valuation assessment as of 26 June 2020 105
3.5 Valuation criteria for the offer on Ingenico's OCEANEs 106
3.5.1 Main characteristics of Ingenico's OCEANEs 106
3.5.2 Cash offer and mixed offer for Ingenico's OCEANEs 106
3.5.3 Valuation criteria for the OCEANE Cash Offer 106
3.5.3.1 Historical prices analysis 106
3.5.3.2 Intrinsic value of OCEANEs in the event of a public offer 107
3.5.3.3 Theoretical value 107
3.5.3.4 Early redemption value of the OCEANEs 108
3.5.3.5 Summary valuation criteria to assess the OCEANE Cash Offer terms 108
3.5.4 Summary valuation criteria to assess the OCEANE Mixed Offer terms 108
4 METHOD FOR MAKING INFORMATION RELATING TO THE OFFEROR AVAILABLE 110
5 PERSONS RESPONSIBLE FOR THE OFFER DOCUMENT 110
5.1 For the Offeror 110
5.2 For the Presenting Banks of the Offer 110

1 DESCRIPTION OF THE OFFER

Pursuant to Title III of Book II and more specifically Articles 231-13 and 232-1 *et seq*. of the General Regulation of the *Autorité des marchés financiers* (the "**AMF**"), Worldline, a limited liability corporation (*société anonyme*) having its registered office at 80 quai Voltaire, River Ouest, 95870 Bezons, France, registered with the Pontoise Trade and Companies Register under number 378 901 946, the shares of which are traded on the Euronext regulated market in Paris ("**Euronext Paris**") under ISIN Code FR0011981968 (ticker symbol "WLN") ("**Worldline**" or the "**Offeror**"), makes an irrevocable offer to the shareholders of Ingenico Group, a limited liability corporation (*société anonyme*) having its registered office at 28-32 boulevard de Grenelle, 75015 Paris, France, registered with the Paris Trade and Companies Register under number 317 218 758, the shares of which are traded on Euronext Paris under ISIN Code FR0000125346 (ticker symbol "ING") ("**Ingenico**" or the "**Company**"), to acquire and/or exchange, under the terms and conditions set forth below (the "**Offer**") in this draft offer document (the "**Draft Offer Document**"):

(i) all the Ingenico shares admitted to trading:

- that are currently issued and outstanding, i.e., to the best of the Offeror's knowledge as of the date of this Draft Offer Document, a maximum number of 63,713,047 Ingenico shares,[2] and

- that may be issued prior to the closing of the Offer or the Reopened Offer (as such term is defined in paragraph 2.15 below), as a result of (i) the vesting of the free shares granted by Ingenico (the "**Free Shares**") (i.e., to the best of the Offeror's knowledge as of the date of this Draft Offer Document, a maximum of 1,013,203 new Ingenico shares) or (ii) the conversion of the OCEANEs (as defined below) (i.e., to the best of the Offeror's knowledge as of the date of this Draft Offer Document, a maximum of 3,373,220[3] new Ingenico shares).

  altogether representing, to the best of the Offeror's knowledge as of the date of this Draft Offer Document, a maximum number of 68,099,470 Ingenico shares included in this Offer; and

(ii) all outstanding Ingenico bonds convertible into and/or exchangeable for new and/or existing shares ("**OCEANEs**") maturing in 2022 (i.e., to the best of the Offeror's knowledge as of the date of this Draft Offer Document, 2,904,443 OCEANEs).

The Free Shares still in the vesting period on the closing date of the Offer or, if applicable, the Reopened Offer are not included in the Offer, subject to the lifting of unavailability periods provided for by applicable laws and regulations. The holders of these Free Shares will be able to benefit from a liquidity mechanism under the conditions described in section 2.7.2 of the Draft Offer Document.

To the best of the Offeror's knowledge, there are no other equity securities or other financial instruments issued by the Company or rights granted by the Company that could give access, either immediately or in the future, to the share capital or voting rights of the Company.

The Ingenico shares acquired under the Offer will be acquired with current dividend rights, it being specified that, in accordance with the recommendations of the *Association française des entreprises privées* (Afep) in the context of the Covid-19 crisis, Ingenico announced on April 22, 2020, that it had

[2] On the basis of the information disclosed by the Company on its website as of June 30, 2020, in accordance with Article 223-16 of the AMF General Regulation, i.e., 63,713,047 shares representing 67,849,883 theoretical voting rights. Based on the same information, this also includes treasury shares, i.e., 1,294,974 shares, it being specified that the Company undertook not to tender the treasury shares in the Offer.

[3] Calculated on the basis of the adjusted share allocation ratio, as determined in paragraph 2.6.1.2.1.

decided not to submit the distribution of a dividend for the 2019 financial year to Ingenico's General Shareholders' Meeting.

As of the date of this Draft Offer Document, Worldline does not directly or indirectly hold any Ingenico shares, alone or in concert.

In accordance with Article 231-13 of the AMF General Regulation, on July 8, 2020, BNP Paribas, Morgan Stanley Europe SE, Natixis and Société Générale (together the "**Presenting Banks**"), in their capacity as institutions presenting the Offer, filed the proposed Offer and this Draft Offer Document with the AMF on behalf of the Offeror. Only BNP Paribas guarantees the content and the irrevocable nature of the undertakings made by the Offeror in connection with the Offer.

The Offer is subject to the caducity threshold referred to in Article 231-9, I of the AMF General Regulation, as described in more detail in paragraph 2.8.1 of this Draft Offer Document. The Offer also includes an acceptance threshold, in accordance with Article 231-9, II of the AMF General Regulation, as detailed in paragraph 2.8.2 of this Draft Offer Document (it being specified that the Offeror reserves the right to waive this condition).

In addition, as of the date of this Draft Offer Document, the Offer is subject to the condition precedent of obtaining Merger Control Clearance (as defined in paragraph 2.8.4 below), it being specified that the Offeror reserves the right to waive this condition.

The Offer is made on a voluntary basis and will be conducted following the standard procedure pursuant to Articles 232-1 *et seq*. of the AMF General Regulation.

Information relating in particular to the legal, financial and accounting characteristics of the Offeror will be filed with the AMF and made available to the public no later than the day before the opening of the Offer, in accordance with Article 231-28 of the AMF General Regulation.

1.1 Background and Reasons for the Offer

1.1.1 *Background*

Following contact made between the representatives of Worldline and Ingenico, Worldline expressed its interest in a combination in the form of a tender offer initiated by Worldline for the securities of Ingenico and, following a series of exchanges, the respective Boards of Directors of Worldline and Ingenico unanimously approved the conclusion of a Business Combination Agreement on February 2, 2020 (the "**Business Combination Agreement**"), which was signed on the same day.

On February 2, 2020, the Board of Directors of Ingenico, on the advice of its ad hoc committee, also appointed the firm Ledouble, represented by Agnès Piniot, as independent expert (the "**Independent Expert**"), in accordance with the provisions of Articles 261-1 I, 4° and 5° and 261-1 II of the AMF General Regulation to issue a decision on the fairness of the financial conditions of the Offer. The mission of the firm Ledouble cover, as necessary, the conditions of the squeeze-out that the Offeror intends to implement at the end of the Offer on the terms and conditions specified in this Draft Offer Document.

The transaction and the terms of the Offer were announced by a joint press release on February 3, 2020, which is available on Worldline's website (www.worldline.com), as well as Ingenico's (www.ingenico.com).

In parallel, Worldline, Ingenico, Deutscher SparkassenVerlag GmbH and S-Payment GmbH ("**DSV**") entered into a memorandum of understanding (the "**Payone JV MoU**") on February 2, 2020, relating to the joint venture between Ingenico and DSV combining the retail activities[4] of the two groups in Germany, Austria and Switzerland (the "**Payone JV**"). The clauses of the Payone JV MoU were implemented by the conclusion on June 8, 2020, in particular, of a combination agreement and an amendment to the shareholders' agreement relating to the Payone JV and the other agreements with respect to the JV Payone (together with the Payone JV MoU, the "Payone Agreements").

In addition, following discussions between Worldline and Bpifrance Participations, one of the main shareholders of Ingenico, Worldline and Bpifrance Participations entered into a tender commitment on February 2, 2020 under the terms of which Bpifrance Participations undertook to endorse the proposed Offer and tender all of its Ingenico shares[5] in the Offer (the "**BPI Tender Commitment**").

The main terms of the Business Combination Agreement, the Payone Agreements and the BPI Tender Commitment are described below.

(a) *Business Combination Agreement*

The Business Combination Agreement specifies the terms and conditions of the combination between Worldline and Ingenico, and sets out in particular:

(i) the principal terms and conditions of the Offer, as detailed in paragraph 2 of this Draft Offer Document;

(ii) the conditions for the filing, opening and completion of the Offer;

(iii) a customary commitment made by Ingenico and Worldline in the normal course of business and in a manner consistent with past practice, as well as specific commitments not to carry out certain transactions without the agreement of the other company (such as, for example, amending the by-laws, issuing shares, acquiring or selling assets, changing accounting principles (subject, as applicable, to exceptions and/or thresholds defined in the Business Combination Agreement)), until the date of final completion of the transaction;

(iv) the customary reciprocal representations and warranties made by Ingenico and Worldline to the other party (such as the composition of its capital, financial information, litigation, regulatory approvals, lack of privileged information, etc.);

(v) the treatment of the situation of the beneficiaries eligible to receive Free Shares, as described in paragraph 2.4.1 of this Draft Offer Document;

(vi) Ingenico's undertaking not to tender the treasury shares in the Offer;

(vii) Worldline and Ingenico's respective undertaking to cooperate with each other with respect to the implementation of procedures for information and/or consultation of employee representative bodies, the work of the Independent Expert, the preparation of the Offer documentation and the completion of the Offer, and in obtaining all necessary regulatory clearances (including from the competent competition authorities);

(viii) an undertaking by Ingenico to make all reasonable efforts, with the cooperation of Worldline, to obtain any necessary third party consents under change of control, exclusivity or non-compete clauses to avoid any material prejudice or disruption to Ingenico's business that may result from the completion of the Offer; and

[4] As defined in Ingenico's Universal Registration Document filed with the AMF on April 24, 2020 under number D.20-0347.
[5] Representing 3,384,971 shares, or approximately 5.31% of Ingenico's share capital.

(ix) Worldline and Ingenico's commitment to take all necessary or appropriate action to successfully implement the Offer and not to take any action that would impede its completion.

The Business Combination Agreement provides that, following completion of the Offer, the Worldline Board of Directors, in addition to the directors representing the employees,[6] will be composed of 17 members as follows:

- 10 directors from the Worldline Board of Directors (other than the director representing the employees[2]);
- 4 members from the Ingenico Board of Directors;
- 1 director representing Bpifrance Participations; and
- 1 director representing DSV;
- 1 additional director representing SIX Group AG.

Since the signature of the Business Combination Agreement, Gilles Arditti and Ursula Morgenstern, directors representing Atos SE, have resigned following the reduction of Atos SE's shareholding in Worldline. As a result, Worldline's Board of Directors, upon recommendation of the Nomination and Remuneration Committee, in anticipation of the appointment of the additional director representing SIX Group AG, decided to co-opt, upon proposal of SIX Group AG, Daniel Schmucki (former non-voting director) as director. This cooptation was ratified during Worldline's General Shareholders' Meeting on June 9, 2020 (11th resolution). In addition, the Board of Directors of Worldline wanted Gilles Arditti to continue to participate in the Board's work in view of his commitment in recent years, his experience and his knowledge of Worldline. Accordingly, on the recommendation of the Nomination and Remuneration Committee: (i) Worldline's Board of Directors appointed Gilles Arditti as a non-voting director (in his own name), this appointment having been ratified during Worldline's General Shareholders' Meeting on June 9, 2020 (13th resolution) in accordance with the by-laws and (ii) during Worldline's General Shareholders' Meeting of June 9, 2020, the appointment of Gilles Arditti as Director of Worldline (in his own name) was also approved (15th resolution), subject to the completion of the acquisition of Ingenico (it being specified that Gilles Arditti will cease to be a non-voting director as of the effective date of his appointment as Director).

Accordingly, during the Worldline General Shareholders' Meeting of June 9, 2020, the appointments of Bernard Bourigeaud, Thierry Sommelet (director representing Bpifrance Participations), Michael Stollarz, (director representing DSV), Caroline Parot, Agnès Audier and Nazan Somer Özelgin as members of Worldline's Board of Directors were approved by the 16th, 17th, 18th, 19th, 20th and 21st resolutions, subject to the condition precedent of the completion of Worldline's acquisition of Ingenico.

Subject to the success of the Offer, on the settlement date of the Offer, Worldline's Board of Directors will therefore be composed as follows:

- The current members of Worldline's Board of Directors, including:
  - The Chief Executive Officer and current Chairman of the Board of Directors: Gilles Grapinet;

[6] As of the date of this Draft Offer Document, only one director representing employees has been appointed to the Worldline Board of Directors. However, during Worldline's General Shareholders' Meeting of June 9, 2020, by adoption of the 46th resolution, a decision was made to amend the by-laws with respect to the appointment of a second director representing employees.

  - 3 directors appointed upon proposal of SIX Group AG: Lorenz von Habsburg, Giulia Fitzpatrick and Daniel Schmucki (third director representing SIX Group AG in accordance with the agreements concluded with SIX Group AG);
  - 6 independent directors : Danielle Lagarde, Mette Kamsvåg and Susan Tolson as well as Aldo Cardoso, Georges Pauget and Luc Rémont;
  - 1 director representing the employees[7]: Marie-Christine Lebert;

- 6 members from the Ingenico Board of Directors:
  - Bernard Bourigeaud (who will be appointed Chairman of the Board of Directors);
  - 1 director representing Bpifrance Participations: Thierry Sommelet;
  - 1 director representing DSV: Michael Stollarz;
  - 3 other independent directors: Agnès Audier, Caroline Parot and Nazan Somer Özelgin;
- Gilles Arditti (currently censor in his own name; member of the Board of Directors originally appointed upon proposal of Atos SE in 2014 still in office at the time of the Combination Agreement but having resigned following the reduction by Atos SE of its shareholding in the Company's share capital) ;
- Jos Dijsselhof (censor).

In accordance with the terms of the Combination Agreement, the roles of Chairman of the Board of Directors and CEO of Worldline will be separated. Accordingly, Gilles Grapinet (current Chairman and CEO of Worldline) will be the CEO, and Bernard Bourigeaud (current Chairman of the Board of Ingenico) will become the Chairman of the Board. In order to allow Bernard Bourigeaud to hold this position, the statutory age limit for the Chairman of the Board of Directors of Worldline has been modified, subject to the condition precedent of the completion of Worldline's acquisition of Ingenico, by the 36th resolution of Worldline's General Shareholders' Meeting of June 9, 2020. The amended statutory clause specifies that when, during his term of office, this age limit has been reached, the Chairman of the Board of Directors will be deemed to have resigned automatically at the end of the next ordinary general shareholders' meeting.

In addition, during the term of the Business Combination Agreement, Ingenico has undertaken, *inter alia*, not to solicit or facilitate the conclusion of a competing transaction or to enter into negotiations or discussions with a view to the conclusion of such a competing transaction, nor to approve or recommend a competing transaction.

However, in the event of an unsolicited offer given by a third party on terms more favorable than those of the Offer, Ingenico may:

- enter into discussions with the third party; and
- approve or recommend the competing offer, provided that Worldline has been notified in advance (and provided with the details of the competing offer) and has given Worldline the opportunity to submit an amended offer. Ingenico will negotiate in good faith with Worldline in this regard.

[7] As of the date of the Draft Offer Document, only one director representing employees has been appointed to the Worldline Board of Directors. However, the Worldline shareholders' meeting of June 9, 2020 decided, by the 46th resolution, to amend the Articles of Association with respect to the appointment of a second Director representing employees.

The Business Combination Agreement expires on October 31, 2020. However, this term will be automatically extended until December 31, 2020 (i) if the regulatory clearances and merger control clearances stipulated therein are not obtained by October 31, 2020 or (ii) if the Offer is still open on October 31, 2020.

The Business Combination Agreement may been terminated:

- by Worldline or Ingenico in the event that the Offer (i) is not successful, due to the failure to fulfill one of the conditions at the opening or upon completion of the Offer or (ii) is withdrawn in accordance with applicable regulations (including pursuant to Article 232-11 of the AMF General Regulation);

- by Worldline or Ingenico (as applicable) in the event of a material breach of the Business Combination Agreement by the other party. In the event of a material breach by Worldline, Worldline shall pay to Ingenico a termination fee of €200 million and, in the event of a material breach by Ingenico, Ingenico shall pay to Worldline a termination fee of €100 million;

- by Worldline in the event that:

    - the Board of Directors of Ingenico does not issue a favorable reasoned opinion, changes its recommendation concerning the Offer or recommends or enters into a competing transaction with a third party;

    - Ingenico makes a decision or takes an action resulting in the withdrawal of the Offer in accordance with Article 232-11 of the AMF General Regulation, thus preventing or significantly impeding the completion of the Offer.

In the latter two cases, Ingenico will be required to pay Worldline a termination fee of €100 million.

(b) *Payone JV*

The legal documentation relating to the Payone JV initially concluded between Ingenico and DSV provided for exclusivity of the Payone JV for the retail activities of both groups in Germany, Austria and Switzerland.

Pursuant to the Payone JV MoU, the territorial scope of activity of the Payone JV has been modified subject to the satisfaction of certain conditions precedent provided for in the Payone Agreements, namely, in particular, that the Offer is successful and that the regulatory approvals and tax rulings relating to the contributions to be made to the Payone JV under the Payone Agreements are obtained. In this respect, the Payone Agreements provide in particular for:

- the lifting of exclusivity of JV Payone on Swiss territory followed by the sale, by the JV Payone, of its business in Switzerland to Worldline (or one of its affiliates); and

- the contribution, by some Worldline group companies, of the Merchant Services activity[8] in Germany and Austria to Payone GmbH (in exchange for new shares of Payone GmbH, which will then be contributed to the Payone JV).

As mentioned below, Michael Stollarz, representative of DSV, was appointed Director of Worldline by Worldline's General Shareholders' Meeting of June 9, 2020, subject to the condition precedent of the completion of Worldline’s acquisition of Ingenico.

[8] As set out in Worldline’s Universal Registration Document filed with the AMF on April 29, 2020 under the number D.20-0411.

The Payone Agreements specify that Worldline's management undertakes to use its best efforts to propose to Worldline's Board of Directors and the Nominations and Remuneration Committee the appointment of a Director representing DSV on Worldline's Board of Directors in the event of future appointments to the Board of Directors.

In addition, two supplementary agreements have been concluded. The first one organizes the interactions between the Payone JV and the member institutions of the Sparkassen-Finanzgruppe in order to strengthen their cooperation. The second one frames the commercial relations between the Payone JV and its shareholders.

(c) *Bpifrance Participation's tender commitment*

Under the terms of the BPI Tender Commitment, Bpifrance Participations has undertaken to Worldline to tender all of its Ingenico shares in the Offer, i.e. 3,384,971 shares, representing approximately 5.31% of Ingenico's share capital.[9]

Under the terms of the BPI Tender Commitment, Bpifrance Participations has also undertaken not to hinder or prevent the completion of the transaction, and to reaffirm, if necessary, the BPI Tender Commitment.

The BPI Tender Commitment is valid until December 31, 2020, subject to extension or early termination.

The BPI Tender Commitment will become null and void if (i) a tender offer is filed by a third party prior to the filing of the Offer, or if (ii) a competing tender offer is cleared by the AMF. However, in the event that, following such a third party bid, Worldline files a competing bid or a superior bid that is cleared by the AMF, and the other principles and terms of the transaction remain unchanged, the BPI Tender Commitment will refer to such competing bid or superior bid by Worldline.

The BPI Tender Commitment was the subject of an AMF notice on February 18, 2020 (D&I 220C0652).

The BPI Tender Commitment also provides for the appointment of a representative of Bpifrance Participations to the Board of Directors of Worldline, who will remain in this role as long as Bpifrance Participations holds at least 4% of Worldline's share capital no later than 10 weeks prior to the 2021 Worldline Annual General Shareholders' Meeting. Assuming that Bpifrance Participations maintains its stake in Worldline, *i.e.* as of June 30, 2020, 3.61% of Worldline's share capital, and 5.31% of Ingenico's share capital, this threshold should be reached upon completion of the Offer. During the General Shareholders' Meeting of Worldline on June 9, 2020, the appointment of Thierry Sommelet to Worldline's Board of Directors was approved by the 17th resolution, subject to the condition precedent of the completion of the acquisition of Ingenico.

(d) *Information and consultation of employee representative bodies*

On February 4, 2020, in accordance with Articles L. 2312-42 *et seq*. of the French Labor Code, the information procedure of Worldline's employee representative bodies and the information-consultation procedure of Ingenico's employee representative bodies were initiated. On March 12, 2020, the social and economic committee of the Ingenico economic and social unit issued a reasoned opinion on the draft Offer (which is reproduced in Ingenico's draft reply document, in accordance with applicable regulations).

(e) *Decision to file the proposed Offer*

The Board of Directors of Worldline, which met on July 6, 2020, unanimously decided to file this proposed Offer with the AMF.

[9] On the basis of the information disclosed by the Company on its website as of June 30, 2020, in accordance with Article 223-16 of the AMF General Regulation, i.e., 63,713,047 shares representing 67,849,883 theoretical voting rights.

On July 6, 2020, the Independent Expert submitted to the Board of Directors of Ingenico its final report on the financial terms and conditions of the Offer in accordance with the aforementioned Article 261-1 of the AMF General Regulation. The report of the Independent Expert dated July 6, 2020 is reproduced in Ingenico's draft reply document. The Independent Expert has concluded that the Offer is fair to holders of Ingenico shares and OCEANEs.

On July 7, 2020, the Board of Directors of Ingenico, after having read the report of the Independent Expert, considered that the Offer was in the interest of Ingenico, its shareholders and employees and issued a reasoned opinion recommending that the holders of Ingenico shares and OCEANEs tender their securities to the Offer.

(f) Data room

Prior to signing the Business Combination Agreement, Worldline and Ingenico exchanged limited information concerning them through a data room procedure in accordance with the AMF recommendations on data room procedures contained in the guide to ongoing information and management of privileged information (AMF - DOC-2016-08).

1.1.2 *Reasons for the Offer*

Creation of the n°4 player in payment services worldwide

Worldline is a European leader in the payment and transactional services industry. Ingenico Group is the global leader in seamless payment.

This transaction would combine two premier companies to create the world's number four player in payment services with 2019 net pro forma revenues reaching €5.3 billion, €1.2 billion in OMDA and approximately 20,000 employees in approximately 50 countries. Upon closing, the new combined group would offer payment services to nearly 1 million merchants and 1,200 financial institutions.

Unique combination in the payment ecosystem with a new global powerhouse in Merchant Services

The transaction would allow Worldline to consolidate its existing position within the European payments landscape, reaching c. €300 billion of purchase volume acquired and a c. 20% European market share in Financial Services. Worldline would strengthen its capabilities in Merchant Services[10] doubling its revenues to approximately €2.5 billion. Worldline would also become the number 3 online payment acceptance provider in Europe with c. 250,000 e-commerce customers and websites, with acceptance of more than 350 payment methods and connection to more than c. 150 local acquirers. Finally, Worldline would be able to offer the most extensive value chain coverage, from issuing to merchant acquiring, including very strong positions in last generation payment systems such as account-based and instant payment.

Worldline would benefit from an expanded global geographical coverage with exceptional reach in Continental Europe, access to the US market, reinforcement of Worldline's exposure to merchants in Latin America and Asia-Pacific and expansion in low card-penetrated countries.

Worldline's and Ingenico's unique market expertise is highly complementary, with Ingenico's strong solutions in Travel, Health and e-Commerce complementing Worldline's expertise in Hospitality, Petrol retail, Luxury retail.

Worldline would become the global leader in payment terminals with more than 14 million units shipped per year and a presence built over 35 years in the sector, bringing Worldline 1,000 new

[10] As defined in Worldline's Universal Registration Document filed with the AMF on April 29, 2020 under number D.20-0411.

banking and acquirer relationships worldwide. In order to accelerate its transformation towards *Payment Platform as a Service* (PPaaS), a review of the strategic alternatives available to the Banks and Acquirers division (B&A)[11] would be undertaken post-closing to secure the long term development perspectives for this business, in the best interest of its customers, employees and shareholders.

Finally, this combination would strengthen product innovation and investment capabilities with a combined R&D investment in excess of €300 million.

A leadership position in Germany and Austria through a reinforced partnership with the German saving banks

As part of this transaction, the combined group would reinforce its controlling position in Payone, the joint-venture between Ingenico and the German savings bank group DSV (*Deutscher Sparkassenverlag*), currently controlled by Ingenico, through the contribution of Worldline's Merchant Services activities in Germany and Austria to the joint-venture.

Worldline would thereby establish a new strategic partnership with a major European banking group from the largest European economy, while the German savings banks would benefit from an enhanced partnership to provide their customers with best-in-class merchant services and associated offers.

Significant run-rate synergies of approximately €250 million by 2024

A description of the expected synergies can be found in section 1.3.2.

Major player for continued consolidation in Europe and beyond

The Offer confirms Worldline's position as a consolidator in the payments industry, with its distinctive track record of strategic partnerships with banking institutions. Following the completion of the Offer, Worldline will benefit from a strong balance sheet and increased size enabling it to participate in the next steps of the industry consolidation.

1.1.3 *Worldline Combined General Shareholders' Meeting on June 9, 2020*

On June 9, 2020, during Worldline's Combined General Shareholders' Meeting, by the adoption of the 32nd resolution, the shareholders delegated to the Board of Directors their authority to issue Worldline shares as consideration for the Ingenico shares and OCEANEs tendered in the Offer or, if applicable, the Reopened Offer, or in the context of a squeeze-out, as well as in the context of any purchase or sale commitments entered into in connection with the Offer with employees or former employees and officers or former officers of the Ingenico group.

In addition, during Worldline's Combined General Shareholders' Meeting held on June 9, 2020, for the purpose of completing the transaction, the shareholders:

- by the adoption of the 33rd resolution, delegated to the Board of Directors their authority to decide the issue of shares reserved for the beneficiaries of free shares granted by Ingenico on the basis of Article L. 225-197-1 *et seq.* of the French Commercial Code, to holders of Ingenico shares through a company savings plan and/or a group savings plan or through a company mutual fund; and

[11] As defined in Ingenico's Universal Registration Document filed with the AMF on April 24, 2020 under number D.20-0347.

- by the adoption of the 34th resolution, delegated to the Board of Directors their authority to issue shares or securities giving access to the capital as consideration for contributions in kind relating to equity securities or securities giving access to capital.

The delegations granted by the 32nd, 33rd and 34th resolutions may be used to deliver Worldline shares in exchange for Ingenico shares to the beneficiaries of free shares granted by Ingenico to its employees and managers, in accordance with the applicable regulations and restrictions, under the conditions defined in section 2.7 below.

Finally, during Worldline's Ordinary and Extraordinary General Shareholders' Meeting held on June 9, 2020, by adoption of the 35th resolution, the Board of Directors was authorized to proceed with the free allotment of Worldline shares to the employees and corporate officers of Ingenico and its subsidiaries.

1.2 Interest of the Offer for the Offeror, the Company, their shareholders and holders of OCEANEs

Ingenico shareholders who tender their shares to the Primary Offer will receive a premium corresponding to:

- 17% based on the closing prices of Worldline and Ingenico on January 31, 2020 immediately prior to the announcement of the proposed Offer;
- 24% on the basis of the volume-weighted average prices over the month preceding the announcement of the proposed Offer;
- 18% on the basis of the volume-weighted average prices over the three months prior to the announcement of the proposed Offer;
- 23% on the basis of the volume-weighted average prices over the six months prior to the announcement of the proposed Offer.

Ingenico's shareholders will also benefit from significant exposure to the synergies resulting from the combination of Worldline and Ingenico through their stake of approximately 35% in the combined group (see paragraph 2.5.2 of this Draft Offer Document).

Finally, Ingenico shareholders who will receive Worldline shares will benefit from increased liquidity with high trading volumes on Worldline shares, which joined the CAC40 index on March 23, 2020.

Holders of OCEANEs who tender their OCEANEs to the cash offer will benefit from immediate liquidity and a premium corresponding to:

- a 2.6% premium for tenders to the OCEANE cash offer and a 2.3% premium for tenders to the OCEANE mixed offer, based on the price of the OCEANE on January 31, 2020 immediately prior to the announcement of the proposed Offer;
- a 3.2% premium for tenders to the OCEANE cash offer and a 3.7% premium for tenders to the OCEANE mixed offer, on the basis of the average price of the OCEANE over the month preceding the announcement of the proposed Offer;
- a 3.6% premium for tenders to the OCEANE cash offer and a 2.2% premium for tenders to the OCEANE mixed offer, on the basis of the average price of the OCEANE over the three months prior to the announcement of the proposed Offer.
- a 4% premium for tenders to the OCEANE cash offer and a 2.4% premium for tenders to the OCEANE mixed offer, on the basis of the average price of the OCEANE over the six months prior to the announcement of the proposed Offer.

Elements for assessing the price of the Offer are presented in Section 3 below.

1.3 Intentions of the Offeror over the next twelve months

1.3.1 *Industrial, commercial and financial strategy and policy*

The intentions of the Offeror with respect to the industrial, commercial and financial strategy and policy are described in the reasons for the Offer (see paragraph 1.1.2 above).

1.3.2 *Synergies – Economic gains*

Significant run-rate synergies representing approximately €250 million are expected by 2024 as a result of the Offer.

The expected synergies in Merchant Services represent approximately 8% of the combined target addressable cost base, in line with the precedents set by Worldline with its acquisition of SIX Payment Services and Equens.

The break-down of these synergies is as follows:

- a €220 million improvement in run-rate OMDA, of which approximately 30% would be achieved in 2021 and more than 50% in 2022, from:

    - cost synergies of €190 million notably from IT infrastructure, support functions combination, optimized procurement and the exchange and implementation of operational best practices;

    - revenue expansion with an OMDA impact of €30 million, through a more comprehensive and competitive offer in Merchant Services and new bank alliances in Payment Acquiring, leveraging the augmented scale of the combined group;

- €30 million in run-rate cash savings expected from capital expenditure optimization and rationalized rent & lease.

These expected synergies should be fully realized within 4 years.

These synergy targets are based on numerous assumptions which, to a large extent, are based on factors that are not entirely within Worldline’s control. Worldline may not achieve these synergy targets for a variety of reasons, including those set forth in Section F.2.5.2 “Risks Related to Mergers and Acquisitions” of Worldline’s 2019 Universal Registration Document. In this respect, it should be noted that this synergy potential corresponds solely to an estimate by Worldline in the absence of a business plan drawn up jointly with Ingenico’s management.

Worldline has also identified certain unquantified sources of potential additional synergies, for example in purchasing, platform and infrastructure rationalization, re-internalization of currently outsourced services or increased operational optimization in payment terminals.

Implementation costs corresponding to approximately €250 million over 4 years have also been identified.

1.3.3 *Composition of the management and supervisory bodies of Ingenico*

Subject to the success of the Offer, the Offeror reserves the right to request the appointment (including through cooptation) of its representatives to the Board of Directors of the Company, in order to reflect the new shareholding structure, as well as the renewal or the appointment of directors unrelated to the Worldline group, for a period at least equal to the period during which the shares of the Company remain listed on Euronext Paris.

If the Offer is successful, Ingenico's recomposed Board of Directors will appoint a new CEO to replace Nicolas Huss, the current CEO and director of Ingenico.

1.3.4 *Employment Policy*

The Offer is not expected to have, in itself, any impact on the terms and conditions of employment of Ingenico's employees. The Offer would result in a change in Ingenico's shareholding structure without a change of employer and, therefore, would not imply any change in the collective or individual status of Ingenico's employees or in the terms and conditions of employment of Ingenico's employees.

Some organizational adjustments will be considered at a later stage in order to ensure the success of the integration and to contribute to the synergies expected in the long term (i.e. in approximately 4 years' time). Given the history of Worldline's past acquisitions as well as the expected growth of the combined group's activities, the intention is to promote internal mobility while reducing external recruitment and the use of subcontractors.

The Offer is not expected to have, in itself, any impact on Ingenico's locations or decision-making centers. Staff pooling schemes will be considered on a case-by-case basis, taking into account Ingenico's and Worldline's respective initial geographic locations, in line with Worldline's consistent practice of integrating acquired companies.

1.3.5 *Dividend distribution policy*

The Offeror reserves the right to modify the Company's dividend distribution policy following the Offer, in accordance with applicable laws and the Company's by-laws, and depending in particular on its distributive capacity and financing needs. In particular, the Offeror reserves the right to modify the Company's dividend distribution policy in order to align it with the Offeror's current dividend distribution policy, which aims to distribute dividends amounting to approximately 25% of its consolidated net income, insofar as this is compatible with the implementation of the group's external growth policy. It is specified that Worldline has not distributed any dividends during the last three financial years.

The Offeror also reserves the right to cease the distribution of any further dividends by the Company in order to leave it with more resources to ensure its development and debt reduction.

To date, no decision has been made.

1.3.6 *Intentions with respect to squeeze-out and delisting*

In the event that, following the Offer or, if applicable, the Reopened Offer:

- the number of shares not tendered in the Offer or, if applicable, the Reopened Offer by the minority shareholders of Ingenico does not represent more than 10% of the share capital and voting rights of Ingenico; and

- the numbers of shares not tendered in the Offer or, if applicable, the Reopened Offer, by the minority shareholders of Ingenico and the number of Ingenico shares likely to be issued following the conversion of the Ingenico OCEANEs not tendered in the Offer or, if applicable, the Reopened Offer, does not represent more than 10% of the sum of the existing Ingenico shares and the Ingenico shares that may be created as a result of the conversion of the Ingenico OCEANEs,

Worldline intends, within a period of ten (10) trading days from the publication of the notice announcing the result of the Offer or, if applicable, at the latest within three (3) months following the closing of the Reopened Offer, in accordance with Article L. 433-4 II of the French Monetary and Financial Code and Articles 232-4 and 237-1 to 237-10 of the AMF General Regulation, to implement a squeeze-out in order to be transferred, on the one hand, the Ingenico shares not tendered to the Offer or, as the case may be, to the Reopened Offer against compensation equal to the price of the secondary cash offer (i.e. €123.10 per Ingenico share), net of all costs and after adjustments if any, and, on the other hand, the OCEANEs not tendered in the Offer or, if applicable, the Reopened Offer in exchange for compensation equal to the OCEANEs cash offer price (i.e. €179 per Ingenico OCEANE), net of all costs and after adjustments, where applicable.

Furthermore, in the event that the conditions required to implement a squeeze-out in respect of Ingenico shares would be met, but that those required to implement a mandatory squeeze-out for the Ingenico OCEANEs would not be, Worldline intends to implement a mandatory squeeze-out for the Ingenico shares under the terms and conditions of time and indemnity set out above on condition that Ingenico is able to exercise an option for early redemption of OCEANEs, in accordance with the terms and conditions of the OCEANEs (in particular in the event that the number of Ingenico OCEANEs remaining in circulation, other than those held by Worldline at the end of the Offer or, as the case may be, of the Reopened Offer, is less than 15% of the OCEANEs issued[12]) (it being specified that Worldline reserves the right to waive this condition). It is reminded that, in accordance with paragraphs I and III of Article 237-3 of the AMF's General Regulation, if the Offeror requests the implementation of a squeeze-out with respect to the Ingenico shares and/or OCEANEs (in accordance with the intentions expressed pursuant to this paragraph), the AMF will not rule on the compliance of such squeeze-out.

In the event that the Offeror is unable to implement a squeeze-out following the Offer or the Reopened Offer, the Offeror reserves the right to file a tender offer proposal, followed, if applicable, by a squeeze-out in respect of the Ingenico shares and/or the Ingenico OCEANEs that it does not hold directly or indirectly or in concert at that date. In this context, the Offeror may decide to increase its shareholding in the Company following the Offer and prior to the filing of a new offer in accordance with the applicable legal and regulatory provisions. In this case, the tender offer will be subject to approval by the AMF, which will rule on its compliance in light of the report of the independent expert that will be appointed in accordance with the provisions of Article 261-1 I and II of the AMF General Regulation.

1.3.7 *Merger - reorganization*

The Offeror reserves the right to effect a merger of the Company (or other Ingenico group entities) with itself or other Worldline group entities, or any transfer of assets or business, including by way of contribution or assignment, between the Company (or other Ingenico group entities) and the Offeror (or any Worldline group entity). The Offeror also reserves the right to carry out any other reorganization of the Company (or other Ingenico group entities).

1.4 Agreements that may have a material effect on the valuation of the Offer or its outcome

With the exception of (i) the Business Combination Agreement, the Payone Agreements and the BPI Tender Commitment (as described in paragraph 1.1.1 above) and (ii) the agreements relating to the liquidity mechanism described in paragraph 2.7.2 below, the Offeror is not a party to and not aware of any agreement that would have an impact on the valuation of the Offer or its outcome.

[12] Worldline reserves the right to ask Ingenico to proceed with the early redemption of the Ingenico OCEANEs in accordance with the terms and conditions of the said OCEANEs (see paragraph 2.6.1.2.2 below).

2 CHARACTERISTICS OF THE OFFER

2.1 Terms of the Offer

In accordance with Article 231-13 of the AMF General Regulation, BNP Paribas, Morgan Stanley Europe SE, Natixis and Société Générale, in their capacity as presenting institution acting on behalf of the Offeror, filed, on July 8, 2020, this proposed Offer and this Draft Offer Document with the AMF in the form of a mixed public tender offer, as the primary offer, accompanied as secondary offers by a public exchange offer and a public cash offer for the shares of Ingenico, and an alternative mixed public offer and cash offer for the OCEANEs. Only BNP Paribas guarantees the content and the irrevocable nature of the undertakings made by the Offeror in connection with the Offer.

This Offer is made on a voluntary basis and will be conducted following the standard procedure pursuant to Articles 232-1 *et seq*. of the AMF General Regulation.

The Offer and this Draft Offer Document remain subject to review by the AMF.

The Offeror irrevocably undertakes to acquire from the shareholders of Ingenico and the holders of OCEANEs all the Ingenico shares and OCEANEs, which will be tendered in the Offer, in exchange for the remuneration provided in paragraphs 2.1.1 and 2.1.2 below.

2.1.1 *Offer for the Ingenico shares*

2.1.1.1 Primary offer

As a primary offer, the Offeror irrevocably offers Ingenico shareholders to tender their Ingenico shares to the Offer and to receive, in consideration, €160.50 and 11 Worldline shares for 7 tendered Ingenico shares (the "**Primary Offer**").

2.1.1.2 Secondary Offers

In order to best meet the expectations of Ingenico's shareholders who would like to receive a different proportion of Worldline shares and cash, without altering the overall proportion of 81% in Worldline shares and 19%[13] in cash, the Primary Offer is accompanied by a public exchange offer and a public cash offer (the "**Secondary Offers**"), the characteristics of which are as follows:

- secondary exchange offer (the "**Secondary Exchange Offer**"): within the limit defined below in section 2.1.1.3, the Offeror offers to the shareholders of Ingenico to receive 56 Worldline shares in exchange for 29 shares of Ingenico;

- secondary cash offer (the "**Secondary Cash Offer** "): within the limit defined below in paragraph 2.1.1.3, the Offeror offers Ingenico shareholders to acquire their Ingenico shares at a price of €123.10 per Ingenico share.

Ingenico shareholders may tender their Ingenico shares (i) either to the Primary Offer, (ii) or to one and/or another of the Secondary Offers, (iii) or to the Primary Offer and one and/or another of the Secondary Offers.

2.1.1.3 Proration mechanism

The Ingenico shares tendered to the Primary Offer will be fully paid in accordance with this offer.

Secondary Offers will be subject, where applicable, to a proration mechanism in order to obtain:

[13] These percentages (and the ratio shown in paragraph 2.1.1.3) are rounded off. The exact percentages are determined by the ratio of the cash component of the Primary Offer, i.e., €160.50, to the Worldline share component of the Primary Offer, i.e., 11 Worldline shares multiplied by €63.75 (based on Worldline's closing price on January 31, 2020).

- an amount in cash to be paid under the Offer equal to the amount that would have been obtained if all the Ingenico shareholders who tendered to the Offer had tendered their Ingenico shares to the Primary Offer; and

- a total number of Worldline shares under the Offer equal to the number that would have been obtained if all Ingenico shareholders who tendered to the Offer had tendered their Ingenico shares to the Primary Offer.

In the event that the number of Ingenico shares tendered to the Secondary Cash Offer relative to the number of Ingenico shares tendered to the Secondary Exchange Offer is not equal to 0.229 (i.e. 19% divided by 81%, the "**Ratio**"), a proration mechanism will be put in place under the following conditions:

- if, under the Secondary Offers, the number of Ingenico shares tendered to the Secondary Cash Offer relative to the number of Ingenico shares tendered to the Secondary Exchange Offer is greater than the Ratio, the requests to tender to the Secondary Exchange Offer will be fully satisfied and the number of Ingenico shares tendered to the Secondary Cash Offer will be reduced in such a way that the Ratio is respected. The reduction will be proportional to the number of Ingenico shares tendered to the Secondary Cash Offer by each shareholder. For this purpose, the number of Ingenico shares tendered to the Secondary Cash Offer will be rounded down to the next lower whole number, if applicable. The Ingenico shares for which the tender requests are not satisfied under the Secondary Cash Offer as a result of the aforementioned proportional reduction will be deemed to have been tendered to the Primary Offer. If the number of Worldline shares to be delivered under the Primary Offer is not a whole number, in accordance with the fractional treatment mechanism described below, such number of Worldline shares will be reduced to the next lower whole number, and the fractional Worldline share will be paid in cash (see examples below).

- if, under the Secondary Offers, the number of Ingenico shares tendered to the Secondary Cash Offer relative to the number of Ingenico shares tendered to the Secondary Exchange Offer is less than the Ratio, the requests to tender to the Secondary Exchange Offer will be fully satisfied and the number of Ingenico shares tendered to the Secondary Cash Offer will be reduced in such a way that the Ratio is respected. The reduction will be proportional to the number of Ingenico shares tendered to the Secondary Cash Offer by each shareholder. For this purpose, the number of Ingenico shares tendered to the Secondary Cash Offer will be rounded down to the next lower whole number, if applicable. The Ingenico shares for which the tender requests are not satisfied under the Secondary Exchange Offer as a result of the aforementioned proportional reduction will be deemed to have been tendered to the Primary Offer. If the number of Worldline shares to be delivered under the Primary Offer is not a whole number, in accordance with the fractional treatment mechanism described below, such number of Worldline shares will be reduced to the next lower whole number, and the fractional Worldline shares will be paid in cash (see examples below).

The table below presents examples of the application of the proration mechanism in the event of a reduction of the Secondary Cash Offer or the Secondary Exchange Offer by 30%, i.e. an assumed service level of 70%.

In this example, the average sale price of the fractional Worldline shares net of expenses is set at €63.75, by way of example (based on Worldline's closing price as at January 31, 2020).

Subscribed offer	Shares tendered	Assumed reduction	Orientation of the shares after the reduction	Remuneration
Number of Ingenico shares tendered to the Secondary Cash Offer, relative to the number of shares tendered to the Secondary Exchange Offer greater than the Ratio (reduced Secondary Cash Offer)				

Subscribed offer	Shares tendered	Assumed reduction	Orientation of the shares after the reduction	Remuneration
Secondary Cash Offer	10 Ingenico shares	30%	Secondary Cash Offer : 7 Ingenico shares	= 7x123.10 = €861.70
			Primary Offer: 3 Ingenico shares	Worldline Shares = 3x11/7 = 4.71 Worldline shares, or 4 Worldline shares and 0.71x63.75 = €45.54 Cash = 3x160.50/7 = €68.79
Total = 4 Worldline shares + €976.03				
Secondary Cash Offer	175 Ingenico shares	30%	Secondary Cash Offer : 122 Ingenico shares	= 122x123.10 = €15,018.20
			Primary Offer: 53 Ingenico shares	Worldline shares = 53x11/7 = 83.29 Worldline shares, or 83 Worldline shares and 0.29x63.75 = €18.21 Cash = 53x160.50/7 = €1,215.21
Total = 83 Worldline shares + €16,251.62				
Number of Ingenico shares tendered to the Secondary Cash Offer, relative to the number of shares tendered to the Secondary Exchange Offer less than the Ratio (reduced Secondary Exchange Offer)				
Secondary Exchange Offer	10 Ingenico shares	30%	Secondary Exchange Offer: 7 Ingenico shares	= 7x56/29 = 13.52 Worldline shares or 13 Worldline shares and 0.52x63.75 = €32.97
			Primary Offer: 3 Ingenico shares	Worldline shares = 3x11/7 = 4.71 Worldline shares or 4 Worldline shares and 0.71x63.75 = €45.54 Cash = 3x160.50/7 = €68.79
Total = 17 Worldline shares + €147.30				
Secondary Exchange Offer	175 Ingenico shares	30%	Secondary Exchange Offer: 122 Ingenico shares	= 122x56/29 = 235.59 Worldline shares or 235 Worldline shares and 0.59x63.75 = €37.37
			Primary Offer: 53 Ingenico shares	Worldline shares = 53x11/7 = 83.29 Worldline shares or 83 Worldline shares and 0.29x63.75 = €18.21 Cash = 53x160.50/7 = €1,215.21
Total = 318 Worldline shares + €1,270.79				

The cash amount of the Primary Offer will be rounded off to the nearest euro cent, it being specified that 0.5 euro cent will be rounded off to one euro cent.

2.1.2 *Offer for the Ingenico OCEANEs*

The Offeror irrevocably invites the holders of OCEANEs to tender their OCEANEs in the Offer in exchange for either:

- €179 for 1 Ingenico OCEANE (the "**OCEANE Cash Offer**"); or

- 4 Worldline shares and €998 for 7 Ingenico OCEANEs (the "**OCEANE Mixed Offer**").

2.1.3 *Treatment of fractional shares*

No fractional Worldline shares may be delivered under the Offer or, if applicable, the Reopened Offer. Ingenico shareholders or holders of Ingenico OCEANEs who tender to the Offer or, if applicable, the Reopened Offer, a number of Ingenico shares or OCEANEs that does not entitle them to a whole number of Worldline shares will be deemed to have expressly agreed to participate in the mechanism for the resale of fractional Worldline shares described below in respect of the fractional Worldline shares to which they are entitled.

In consideration for the fractional Worldline shares, Ingenico shareholders or holders of Ingenico OCEANEs will receive a cash amount (in euros, rounded to the nearest euro cent, it being specified that 0.5 euro cent will be rounded to one euro cent) equal to such fractional Worldline shares multiplied by the average price per Worldline share, net of costs, resulting from the sale of all fractional Worldline shares.

After the closing of the Offer (or, if applicable, the Reopened Offer), an authorized intermediary appointed by the Offeror will sell the fractional Worldline shares on the market on behalf of the Ingenico shareholders and the holders of Ingenico OCEANEs. The sale of all fractional Worldline shares (their number as communicated by Euronext Paris being rounded up) will take place no later than ten (10) trading days after settlement of the Offer or, if applicable, the Reopened Offer. The amount in cash will be paid to the shareholders of Ingenico and to the holders of Ingenico OCEANEs as soon as possible after this date.

No interest will be paid on the cash amount to be received by an Ingenico shareholder or a holder of Ingenico OCEANEs in consideration for a fractional Worldline share, including in the event of late payment of such amount.

It is specified that the shareholders of Ingenico may, if they so wish, waive the compensation in cash for their fractional rights, the compensation then remaining acquired by the Offeror. It will be the responsibility of shareholders wishing to waive their fractional rights to inform their financial intermediary when they send their order to tender to the Offer or, as the case may be, to the Reopened Offer. The Ingenico shareholders concerned are invited to consult section 2.18 of this Draft Offer Document, in particular paragraph 2.18.1.2(a)(iii) below on the applicable tax regime.

2.2 Adjustment of the terms of the Offer in the event of a distribution prior to the settlement of the Offer

In the event that Worldline or Ingenico carries out a Distribution (as such term is defined below), in any form whatsoever, for which the reference date on which one must be a shareholder in order to receive the Distribution is set no later than the settlement date of the Offer or, if applicable, the Reopened Offer, the remuneration offered under the Offer will be adjusted to take such Distribution into account.

For the purposes of this section, a "**Distribution**" means, as applicable, the amount per Ingenico or Worldline share of any distribution (in cash or any other form), including (i) any distribution of a dividend, interim dividend, reserves or premiums by Worldline or Ingenico, as well as (ii) any capital amortization or capital decrease by Worldline or Ingenico, or any acquisition or buy-back by Worldline or Ingenico of their own shares, in all cases prior to the settlement of the Offer or, if applicable, the Reopened Offer.

Any adjustment of the terms of the Offer will be announced in a press release subject to the AMF's prior approval.

In accordance with the recommendations of the *Association française des entreprises privées* (Afep) in the context of the Covid-19 crisis, Ingenico announced on April 22, 2020, that it had decided not to submit the distribution of a dividend for the 2019 financial year to Ingenico's General Shareholders' Meeting.

2.3 Number and type of securities included in the Offer

The Offer is for:

- all the Ingenico shares admitted to trading:

    - that are currently issued and outstanding, *i.e.*, to the best of the Offeror's knowledge as of the date of this Draft Offer Document, a maximum number of 63,713,047 Ingenico shares,[14] and

    - that may be issued prior to the closing of the Offer or the Reopened Offer (as such term is defined in paragraph 2.155 below), as a result of (i) the vesting of the Free Shares, (i.e., to the best of the Offeror's knowledge as of the date of this Draft Offer Document, a maximum of 1,013,203 new Ingenico shares) or (ii) the conversion of the OCEANEs (as defined below) (i.e., to the best of the Offeror's knowledge as of the date of this Draft Offer Document, a maximum of 3,373,220[15] new Ingenico shares),

  altogether representing, to the best of the Offeror's knowledge as of the date of this Draft Offer Document, a maximum number of 68,099,470 Ingenico shares included in this Offer; and

- all outstanding Ingenico bonds convertible into and/or exchangeable for new and/or existing shares ("**OCEANEs**") maturing in 2022 (*i.e.*, to the best of the Offeror's knowledge as of the date of this Draft Offer Document, 2,904,443 OCEANEs).

The Free Shares still in the vesting period on the closing date of the Offer or, if applicable, the Reopened Offer are not included in the Offer, subject to the lifting of unavailability periods provided for by the applicable legal or regulatory provisions.

To the best of the Offeror's knowledge, there are no other equity securities, or other financial instruments issued by the Company or rights granted by the Company that could give access, either immediately or in the future, to the share capital or voting rights of the Company.

As of the date of this Draft Offer Document, Worldline does not directly or indirectly hold any Ingenico shares, alone or in concert.

2.4 Number, source and characteristics of the Worldline shares to be delivered in connection with the Offer

2.4.1 *Maximum number of Worldline shares delivered in connection with the Offer*

A maximum number of 104,946,395 Worldline shares[16] may be issued and delivered in connection with the Offer, provided that this maximum number does not take into account the treasury shares held by Ingenico, which will not be tendered in the Offer.

2.4.2 *Source of the Worldline shares delivered in connection with the Offer*

The new Worldline shares to be delivered in exchange for the Ingenico shares and the OCEANEs tendered in the Offer and, if applicable, the Reopened Offer, will be new Worldline shares issued

[14] On the basis of the information disclosed by the Company on its website as of June 30, 2020, in accordance with Article 223-16 of the AMF General Regulation, i.e., 63,713,047 shares representing 67,849,883 theoretical voting rights. Based on the same information, this also includes treasury shares, i.e., 1,294,974 shares, it being specified that the Company undertook not to tender the treasury shares in the Offer.

[15] Calculated on the basis of the adjusted share allocation ratio, as determined in paragraph 2.6.1.2.1.

[16] This number corresponds to the theoretical maximum number of Worldline shares to be issued calculated on the basis of the maximum total number of Ingenio shares targeted by the offer (as described in paragraph 2.3). Assuming: (i) the tendering of all the Ingenico shares already issued and the Free Shares to the Principal Offer and (ii) the tendering of all the Ingenico OCEANEs to the Mixed Offer, the maximum number of new Worldline shares to be issued would be 101,305,301.

pursuant to a delegation of authority granted under the terms of the 32nd resolution of Worldline's Combined General Shareholders' Meeting held on June 9, 2020.

The new Worldline shares will be issued in accordance with French law.

2.4.3 *Nature, class, dividend entitlement date, form, tradability and rights attached to Worldline shares*

2.4.3.1 Nature, class and dividend entitlement date of the new Worldline shares issued in connection with the Offer

The new Worldline shares delivered in exchange for the Ingenico shares and Ingenico OCEANEs tendered in the Offer will be ordinary shares with a nominal value of €0.68, all of the same class and giving the same rights as the existing Worldline shares currently listed on Euronext Paris, under ISIN code FR0011981968.

2.4.3.2 Form of the new Worldline shares issued in connection with the Offer

The new Worldline shares issued in connection with the Offer may be in registered or bearer form, at the shareholders' discretion.

In accordance with Article L. 211-3 of the French Monetary and Financial Code, they must be recorded in a securities account held, as appropriate, by Worldline or an authorized intermediary.

Accordingly, the rights of the holders will be represented by an entry in a securities account opened in their name in the books:

- of Société Générale Securities Services, 32 rue du Champ de Tir – CS 30812 – 44308 Nantes Cedex 3, appointed by the Company, for shares held in pure registered form;

- of an authorized intermediary of their choice and Société Générale Securities Services, 32 rue du Champ de Tir – CS 30812 – 44308 Nantes Cedex 3, appointed by the Company, for shares held in administered registered form;

- of an authorized intermediary of their choice for shares held in bearer form.

2.4.3.3 Tradability of the new Worldline shares issued in connection with the Offer

The new Worldline shares issued in connection with the Offer will be freely tradable subject to legal and regulatory requirements.

Worldline's by-laws do not provide for any restriction on the free trading of shares.

The shares are registered in an account and are transmitted by means of an account-to-account transfer.

A request for admission to trading on Euronext Paris and to Euroclear France will be made for the new Worldline shares that will be delivered in exchange for the Ingenico shares and the OCEANEs tendered in the Offer in order for them to be effective on the settlement date of the Offer.

2.4.3.4 Rights attached to the new Worldline shares issued in connection with the Offer

Possession of a Worldline share automatically implies adherence to the by-laws and the decisions of the Worldline General Shareholders' Meeting.

Whenever it is necessary to own a certain number of Worldline shares in order to exercise a right, it is the responsibility of the shareholders who do not own that number to arrange for the required grouping of shares.

All shares that make up or will make up the share capital of Worldline, provided they are of the same class, the same par value and the same paid-up amount, are fully assimilated as from the moment they carry the same rights.

In addition to the non-pecuniary rights provided for by the legal provisions applicable at the time or by Worldline's by-laws, each share entitles the holder to a share of the profits or liquidation surplus in proportion to the number of existing shares.

Each share also gives the right to vote and to be represented at shareholders' meetings, as well as the right to be informed about the progress of Worldline's business and to obtain corporate documents at the times and under the conditions provided for by law and the by-laws.

Each member of the Ordinary or Extraordinary General Shareholders' Meeting has as many votes as the number of shares he or she owns or represents, it being specified that Worldline's by-laws provide for double voting rights to be attributed to fully paid-up shares that have been registered in the name of the same shareholder for two years.

For any additional information concerning the rights attached to Worldline shares, please refer to the Worldline's 2019 Universal Registration Document filed with the AMF on April 29, 2020 under number D.20-0411.

2.5 Consequences of the Offer on the distribution of Worldline's share capital and voting rights

2.5.1 *Distribution of capital and voting rights prior to the Offer*

The table below shows the distribution of Worldline's share capital and voting rights as of June 30, 2020 (on a non-diluted basis), based on the declarations of thresholds crossings of which Worldline is aware as of the date of this Draft Offer Document and, as the case may be, Worldline's share register.

Shareholders	Number of shares	Percentage of the share capital	Percentage of theoretical voting rights[17]
SIX Group	29,853,529	16.32 %	15.71 %
BlackRock, Inc.	11,415,010	6.24 %	6.01 %
The Capital Group Companies, Inc	10,718,989	5.86 %	5.64 %
Atos SE	6,986,500	3.82 %	7.35 %
Bpifrance	6,604,061	3.61 %	3.48 %
Floating	117,029,485	63.96 %	61.62 %
Treasury shares	353,347	0.19 %	0.19 %
TOTAL	182,960,921	100.00 %	100.00 %

2.5.2 *Distribution of capital and voting rights after the Offer*

Subject to the adjustments described in section 2.2 of this Draft Offer Document, assuming: (i) the tendering of all the Ingenico shares already issued and the Free Shares to the Principal Offer and (ii) the tendering of all the Ingenico OCEANEs to the Mixed Offer, the maximum number of new Worldline shares to be issued and delivered under the Offer would be 101,305,301, which would represent 35.64 % of the capital and 34.78 % of the voting rights of Worldline following the issuance of these new shares. The number of Worldline shares would therefore be increased from 182,960,921 shares (at June 30, 2020) to 284,266,222 shares.

[17] Percentages of voting rights calculated on the basis of all shares to which voting rights are attached, including shares deprived of voting rights (treasury shares).

On these bases, the distribution of Worldline's share capital following the Offer would be as follows:

Shareholders	Number of shares	Percentage of share capital	Percentage of theoretical voting rights[18]
SIX Group	29,853,529	10.50 %	10.25 %
BlackRock, Inc.	19,367,354	6.81 %	6.65 %
Bpifrance	11,921,729	4.19 %	4.09 %
The Capital Group Companies, Inc	10,718,989	3.77 %	3.68 %
Atos SE	6,986,500	2.46 %	4.80 %
Floating	205,064,774	72.14 %	70.41 %
Treasury shares	353,347	0.12 %	0.12 %
TOTAL	284,266,222	100.00 %	100.00 %

In accordance with Ingenico's by-laws, a voting right double that conferred on other shares in view of the percentage of share capital they represent is attributed to all fully paid-up shares for which proof of registration in the name of the same shareholder for at least two years is provided. Ingenico shareholders will lose this benefit by tendering their Ingenico shares in the Offer. However, as stated in section 2.4.3.4 above, Worldline's by-laws provide for double voting rights to be attributed to fully paid-up shares that have been registered in the name of the same shareholder for at least two years.

2.6 Situation of holders of OCEANEs

On June 26, 2015, Ingenico issued 2,904,443 OCEANEs due June 26, 2022. The OCEANEs, with a nominal value of €172.15 each, do not bear interest and are convertible or exchangeable at any time by the delivery of 1.009 new or existing shares for one OCEANE[19], subject to additional adjustments provided for in the terms and conditions of the OCEANEs and under the conditions set out therein. To the best of the Offeror's knowledge, 2,904,443 OCEANEs are outstanding as of the date of the Draft Offer Document.
The terms and conditions of the OCEANEs are available on Ingenico's website (https://www.ingenico.com/fr/finance/obligations-convertibles/oceane).

2.6.1.1 Tenders to the Offer

Holders of OCEANEs who wish to do so may tender their OCEANEs to the Offer, in accordance with the terms and conditions described in this Draft Offer Document.

2.6.1.2 Rights of holders of OCEANEs in the event of an Offer

2.6.1.2.1 *Conversion or exchange of the OCEANEs in the event of an Offer*

In accordance with the terms and conditions of the OCEANEs, to the extent that the Offer is likely to result in a Change of Control (as defined below) of the Company, the opening of the Offer entails an adjustment of the allocation ratio of Ingenico shares during the Adjustment Period in the event of a Tender Offer (as defined below) in accordance with the following formula (the result will be rounded off in accordance with the terms and conditions of issuance of the OCEANEs) :

NRAA = RAA x [1 + Issue Premium of the OCEANEs x (J / JT)]

where:

- NRAA means the new Ingenico share award ratio (*nouveau ratio d'attribution d'actions*) applicable during the Tender Offer Adjustment Period;

[18] Percentages of voting rights calculated on the basis of all shares to which voting rights are attached, including shares deprived of voting rights (treasury shares).
[19] To the Offeror's knowledge, according to the press release published by Ingenico on June 1, 2018 mentioning the share allocation ratio.

- RAA means the Ingenico share allocation ratio (*ratio d'attribution d'actions*) in effect prior to the Offer Opening Date (as defined below);
- Issue Premium of the OCEANEs means the premium, expressed as a percentage that the nominal value of the OCEANEs reflects in relation to the reference share price of the Company's Shares selected at the time of determination of the final terms and conditions of the OCEANEs, i.e. 55%;
- J means the exact number of days between the Offer Opening Date (included) and June 26, 2022, the maturity date of the OCEANEs (excluded); and
- JT means the exact number of days between June 26, 2015, the issue date of the OCEANEs (included) and June 26, 2022, the maturity date of the OCEANEs (excluded), i.e. 2,557 days.

As a result of this Offer, the adjusted share allocation ratio (or NRAA) is 1,1614, based on an opening date of the Offer of July 24, 2020, as set out in the indicative timetable in section 2.13 of this Draft Offer Document. As the ratio is dependent on the opening date of the Offer, it could be modified in the event of a postponement or advancement of this date.

The adjustment of the Ingenico share allocation ratio, as set out above, will exclusively benefit the holders of OCEANEs who exercise their right to the allocation of Ingenico shares, between (and through):

i. the first day on which Ingenico shares may be tendered to the Offer (the "**Offer Opening Date**"); and

ii. (x) if the AMF determines that the Offer has been successful, the date falling 10 business days after the publication by the AMF of the result of the Offer (or, in the case of a Reopened Offer, the date falling 5 business days after the last day on which the Ingenico shares can be tendered to the Reopened Offer), or (y) if the AMF determines that the Offer has been unsuccessful, the date of publication by the AMF of the result of the Offer; or

iii. if waived by the Offeror, the date on which such waiver is disclosed.

This period will be referred to as the "**Tender Offer Adjustment Period**".

For the purposes of this section, "**Change of Control**" means the act, by one or more natural persons or legal entities, acting alone or in concert, of acquiring control of the Company, it being specified that the notion of "control" means, for the purposes of this definition, the fact of holding (directly or indirectly through companies which are themselves controlled by the person(s) concerned) (x) the majority of the voting rights attached to Ingenico shares or (y) more than 40% of these voting rights if no other shareholder of the Company, acting alone or in concert, holds (directly or indirectly through companies controlled by such shareholder(s)) a percentage of the voting rights greater than the percentage held in this manner.

If the right to the allocation of Ingenico shares is exercised during the Adjustment Period in the event of a Tender Offer, the corresponding shares will be delivered within a maximum period of 3 business days from the date of exercise of the OCEANEs.

In the event of an adjustment, the Company will inform the holders of OCEANEs by means of a notice distributed by it and posted on its website (www.ingenico.com) no later than 5 business days after the new adjustment takes effect. This adjustment will also be the subject of a notice circulated by Euronext Paris within the same timeframe.

2.6.1.2.2 *Early redemption if the outstanding OCEANEs represent less than 15% of the total outstanding OCEANEs*

In accordance with the terms and conditions of the OCEANEs, the Company may, at its discretion and at any time, but subject to giving at least 30 calendar days' notice, redeem at par all of the remaining outstanding OCEANEs, if they represent less than 15% of the number of OCEANEs issued. If the Offer is successful, Worldline reserves the right to request that Ingenico carry out such early redemption in due course. Holders of OCEANEs will, however, retain the right to exercise their right to the allocation of Ingenico shares up to and including the 7th business day preceding the date set for early redemption.

2.6.1.2.3 *Early redemption in the event that Ingenico shares are delisted*

In accordance with the terms and conditions of the OCEANEs, the representative of the body of OCEANE bondholders may, upon the decision of the meeting of OCEANE bondholders ruling under the quorum and majority conditions provided for by law, by simple written notification to the Company, providing a copy to Société Générale Securities Services, make all of the OCEANEs payable at par, in particular in the event that the Ingenico shares are no longer admitted to trading on Euronext Paris or any other regulated market.

Consequently, this early redemption could be decided under the conditions referred to above, in the event of the implementation of a squeeze-out procedure for Ingenico shares only, in particular in the absence of early redemption of the OCEANEs before that date.

2.6.1.2.4 *Early redemption in the event of a Change of Control*

In the event of a Change of Control, any holder of OCEANEs may, at its discretion, request the early redemption in cash, under the conditions specified in the terms and conditions of the OCEANEs, of all or part of the OCEANEs held by it, unless the entity acquiring control of Ingenico has a rating of at least BBB- (or equivalent) from one of the rating agencies mentioned in the terms and conditions of the OCEANEs (i.e. (a) Standard & Poor's Rating Services, (b) Moody's Investors Services, (c) Fitch Ratings, (d) any other internationally recognized financial rating agency) and that it maintains this rating for a period of 90 calendar days following the date of the first press release announcing the Change of Control.

As of the date of this Draft Offer Document, Worldline has a BBB rating, as stated in a notice from Standard & Poor's Global Ratings dated February 3, 2020. If Worldline's rating is not downgraded during the above-mentioned period, the holders of the OCEANEs will not be able to request the early redemption of the OCEANEs following the success of the Offer, and the mechanism described in the terms and conditions of the OCEANEs in the event of a Change of Control will not be implemented.

2.7 Situation of the holders of free shares and liquidity mechanisms

2.7.1 *Description of the current plans*

To the best of the Offeror's knowledge, the Company put in place several Free Share allocation plans between 2017 and 2020, the respective vesting periods of which are still ongoing as of the date of this Draft Offer Document.

The beneficiaries of rights to receive Free Shares may tender such Free Shares in the Offer or in the Reopened Offer, provided they are fully vested and transferable.[20]

The table below summarizes the principal characteristics of the Free Share allocation plans in effect as of the date of this Draft Offer Document, to the best of the Offeror's knowledge:

[20] In particular in the event of the lifting of unavailability pursuant to Articles L. 225-197-1 *et seq.* of the French Commercial Code (death or disability of the beneficiary).

	2017-1 Plan	2017-2 Plan	2018- 1 Plan	2018-2 Plan	2018-3 Plan	2019 Plan	2020 Plan
Date of authorization of the allocation by the shareholders general meeting	04/29/2016						11/06/2019
Date of allocation by the Board of Directors	05/10/2017 07/26/2017	05/10/2017 07/26/2017	05/16/2018	05/16/2018	05/16/2018	06/11/2019	11/06/2019
Number of shares allocated[21]	115,710	70,839	171,310	226,264	21,600	471,361	321,232
Presence condition	Continuous presence of the beneficiary within the Ingenico group until the vesting date. An exception is made in the event of a change of control occurring before the end of the vesting period.					Continuous presence of the beneficiary within the Group until the vesting date. An exception is made in the case of forced departure within 18 months of a change of control.	Continuous presence of the beneficiary within the Group until the vesting date. An exception is made in the case of forced departure within 18 months of a change of control.
Performance conditions	Based on future objectives being met in terms of (i) adjusted EBITDA and (ii) relative performance of the Ingenico share compared to SBF 120. Automatic lifting of the condition in the event of a change of control.			Based on future objectives being met in terms of (i) Bambora/SMB EBITDA and (ii) Ingenico share price on Euronext. Automatic lifting of the condition in the event of a change of control.		Based on future objectives being met in terms of (i) adjusted EBITDA, (ii) compound annual growth rate of adjusted sales and (iii) relative performance of the Ingenico share compared to the Euro Stoxx 600 Tech.	Based on future objectives being met in terms of (i) adjusted EBITDA, (ii) compound annual growth rate of adjusted sales and (iii) relative performance of the Ingenico share compared to the Euro Stoxx 600 Tech.
Vesting period	3 years						
Settlement	Existing or future Ingenico shares						
Expiry date of the vesting period	06/20/2020 08/28/2020	05/10/2020 06/20/2020 08/28/2020	05/16/2021	05/16/2021	05/16/2021	06/11/2022	06/11/2023
Lock-up period	None						
Maximum number of shares that may be acquired as of June 30, 2020[22]	**16,330**	**15,800**	**100,764**	**138,302**	**11,700**	**409,075**	**321,232**

The following principles will apply if the Offer is successful:

(i) for the 2018-1, 2018-2 and 2018-3 Free Share plans:

- the presence and performance conditions will be deemed satisfied pursuant to the terms of the plans as a result of the change of control resulting from the success of the Offer;

(ii) for the 2019 Free Share plan:

[21] Including outperformance shares.
[22] Assuming the performance objectives set out in the Free Share plans are reached.

- the presence condition will remain applicable, it being specified, however, that in accordance with the terms of the 2019 Free Share plan, this condition will be automatically waived for the beneficiary concerned in the event of forced departure during the 18 months following the settlement and delivery of the Offer;

- with regard to performance conditions: (x) the Ingenico Board of Directors has decided that conditions relating to the achievement of revenue and EBITDA targets for the employees beneficiaries of the 2019 Free Share plan will be deemed satisfied and (ii) the condition relating to the evolution of the Ingenico share price will be assessed according to a formula taking into account the variation of the Ingenico share price during a first period, and then the variation of the Worldline share price during a second period in the event of a successful offer, according to the following formula: (C) / (D),

  where:

(A) represents the difference between the average closing price of the Ingenico share over a period of 20 trading sessions following February 12, 2019 (€57.854) and the average closing price of the Ingenico share over a period of 20 trading sessions following the closing of the Offer (or, as the case may be, any shorter period between the closing of the Offer and the implementation of the squeeze-out);

(B) represents the difference between the average closing price of the Worldline share over a period of 20 trading sessions following the closing of the Offer (or, as the case may be, any shorter period between the closing of the Offer and the implementation of the squeeze-out) and the average closing price of the Worldline share over a period of 20 trading sessions following the date of the meeting of Worldline's Board of Directors called to approve the financial statements for 2021;

(C) represents: (A) + (B);

(D) represents the variation between the average of the Euro Stoxx 600 Tech index over a 20-day period following February 12, 2019 (443.518) and the average of the Euro Stoxx 600 index over a 20-day period following the closing of the 2021 financial statements by Worldline's Board of Directors.

(iii) For the 2020 Free Share plan (the "**2020 Plan**"):

The 2020 Plan provides that it will automatically lapse on the settlement date of the Offer subject to the condition that the Board of Directors of Worldline has adopted the implementation, on the same date, of a Worldline performance share plan (the "**Worldline Plan for Ingenico**") for the beneficiaries of the 2020 Plan and decided that the number of Worldline performance shares granted to each of the beneficiaries of the 2020 Plan (other than those who will not be eligible for such allocation, as referred to below) is equal to the number of Free Shares allocated to each of the beneficiaries (under the 2020 Plan) multiplied by the exchange ratio of the Secondary Exchange Offer (subject to rounding and adjustments). It is specified as necessary that the beneficiaries of 2020 Free Shares who will have left the Ingenico group before the settlement of the Offer will not be eligible for this allocation.

The performance conditions of the Worldline Plan for Ingenico will be aligned with the performance conditions of the Worldline performance action plans put in place in 2020, subject to taking into account, for 2020, the internal performance conditions of the 2020 Plan, to the extent possible. The presence condition of the Worldline Plan for Ingenico will be aligned with the presence condition of the Worldline plans, and will be waived in the event of forced departure during the 18-month period following settlement of the Offer. The vesting period will expire 3 years after the grant date of the 2020 Plan, *i.e.* on June 11, 2023.

If the Worldline Plan for Ingenico is not in place on the settlement date of the Offer, the 2020 Plan will remain in force, it being specified that the initial performance conditions of the 2020 Plan will be replaced *ipso facto* by the performance conditions of Worldline's Performance Share Plans put in place in 2020 and that the 2020 Plan will be considered as a Covered Plan (as defined below) for the purposes of the liquidity mechanism.

2.7.2 *Liquidity Mechanism*

The beneficiaries of the (i) rights to receive Free Shares still in the vesting period on the closing date of the Offer or, if applicable, the Reopened Offer or (ii) for French tax residents (current or having been during the vesting period of the free shares in question), 2017 Free Share plans (the "**Beneficiaries**") will be offered a liquidity mechanism pursuant to liquidity agreements that they will be invited to enter into individually with the Offeror.

The plans covered by the liquidity mechanism are the Free Share Plans 2017-1, 2017-2, 2018-1, 2018-2, 2018-3 and 2019 referred to above (together, the "**Covered Plans**"), it being specified that in the event of implementation of the squeeze-out, the liquidity mechanism will not apply to shares definitively acquired prior to its implementation (except, for French tax residents (current or having been French tax residents during the vesting period of the free shares in question), with respect to the 2017 Free Share plans).

The liquidity agreements will automatically terminate in the event of a merger of Ingenico with the Offeror.

Under the liquidity agreements:

- The Beneficiaries will have the option to exercise a put option granted by the Offeror allowing them to transfer to the Offeror all of their Free Shares under the Covered Plans within 60 calendar days from the first business day following the end of the vesting period of the shares (the first exercise period of the put option) and again, for French tax residents (current or having been French tax residents during the vesting period of the free shares in question), in the absence of prior exercise of the put option or call option available to Worldline, within 60 calendar days from the first business day following the expiry of a period of two years following the end of the vesting period of the shares (the second period for exercising the put option) (subject to possible time lags to take account of forbearance periods), provided that on the date of exercise of the option (x) the shares of Ingenico are no longer admitted to trading on the regulated market of Euronext Paris due to the implementation of a squeeze-out or (y) the average daily trading volume on the market during the Reference Period is less than or equal to 0.07% of the share capital of Ingenico (the "**Illiquidity Conditions**"); the "Reference Period" means the period of 20 trading sessions preceding the date on which this Illiquidity Condition is assessed; and

- The Offeror will have a call option granted by the Beneficiaries, pursuant to which, in the absence of prior exercise of the put option by the Beneficiaries concerned, it may acquire all of the Free Shares under the Covered Plans of such Beneficiaries within (i) for French residents (current or former French residents during the vesting period of the Free Shares in question), commencing on the first business day following the expiry date of the first period for exercising the above-mentioned put option and expiring on the 120th calendar day following the expiry of a period of two years after the end of the vesting period of the shares concerned (with the exception, however, of the second period for exercising the put option referred to above) and (ii) in other cases, of 60 calendar days from the first business day following the end of the first exercise period of the put option.

In the event of exercise of the aforementioned put or call option, the Beneficiary will receive, in exchange for its Ingenico shares, a number of Worldline shares calculated by applying the exchange ratio applicable in the Secondary Exchange Offer, subject to fractional shares (which will be paid in cash) and adjustments to take into account transactions affecting the share capital of the Company or of Worldline. The Offeror will have the option to tender existing shares or newly issued shares.

However, for Beneficiaries located in countries where the delivery of Worldline shares would be prohibited or would require compliance with a registration or prospectus requirement or would result in significant additional tax or social security costs for Worldline or if Worldline would not, in due course, have the necessary authorizations to allow it to deliver Worldline shares to the relevant Beneficiaries, the Offeror will have the option to deliver, in lieu of the Worldline Shares, an amount in cash corresponding to the equivalent value of the Worldline Shares expected to be delivered, based on the average of the opening trading prices of the Worldline Shares on Euronext Paris over the 20 trading days preceding the date of exercise of the put option or call option, as the case may be. Until the exercise of the put or call option, the beneficiaries will make certain commitments, including the commitment to vote in favor of any reorganization operations that may be submitted to the Ingenico shareholders' meeting (such as, in particular, a possible transformation of the Company into a simplified joint stock company or any intra-group mergers or asset contributions).

The following is a reminder of the conditions for the departure of Nicolas Huss provided for in the remuneration policy as described in section 3.3.1.1 of Ingenico's universal registration document filed with the AMF on 24 April 2020 under number D.20-0347, approved by Ingenico's General Meeting of 11 June 2020.

It is reminded that Nicolas Huss, Chief Executive Officer of Ingenico, has been granted in this capacity 34,000 shares under the 2019 Free Share plan and 30,000 shares under the 2020 Free Share plan. In accordance with Nicolas Huss' compensation policy as described in section 3.3.1.1.1 of Ingenico's universal registration document filed with the AMF on 24 April 2020 under number D.20-0347, approved by the shareholders' meeting of 11 June 2020, Nicolas Huss will retain the benefit of all of his Free Shares.

The same principles as those set forth in paragraph 2.7.1 above shall be applied to all beneficiaries with respect to the Free Shares they benefit from, in particular with respect to the application of the conditions of presence, it being specified, however, that, in accordance with its decision prior to the General Meeting of 11 June 2019, its Free Shares shall remain subject to the satisfaction of the performance conditions under the plans concerned. It will also be offered to enter into the liquidity contracts referred to in this section 2.7.2.

As indicated in section 1.3.3 and previously announced, Nicolas Huss will leave the group on the date of settlement of the Offer in the event that the Offer is successful. It is recalled that Nicolas Huss has resigned, following the general shareholders' meeting called to approve the financial statements for the financial year 2019, from his employment contract, which had been suspended at the time of his appointment as Chief Executive Officer on 5 November 2018.

In this respect, he is expected to receive a severance payment in the event of a forced departure linked to a change of control, as authorized by Ingenico's Board of Directors on 25 February 2019 and approved by the Combined General Meeting of 11 June 2019 and by the Combined General Meeting of 11 June 2020. The calculation methods are detailed in Section 3. 3.1.1.1 of Ingenico's universal registration document filed with the AMF on 24 April 2020 under number D.20-0347.

2.8 Conditions of the Offer

2.8.1 *Caducity threshold*

Pursuant to the provisions of Article 231-9, I of the AMF's General Regulations, the Offer will lapse if, at its closing date, the Offeror, acting alone or in concert within the meaning of Article L. 233-10 of the French Commercial Code, does not hold a number of shares representing more than 50% of the share capital or voting rights of the Company (this threshold being hereinafter referred to as the "**Caducity Threshold**"). The determination of this threshold follows the rules set out in Article 234-1 of the AMF General Regulation.

It will not be known whether the Caducity Threshold has been reached until the AMF has published the final or, where applicable, provisional result of the Offer.

If the Caducity Threshold (as calculated above) is not reached, the Offer will not be successful and the securities tendered to the Offer will be returned to their holders, without any interest, indemnity or other payment of any kind whatsoever being due to said holders.

2.8.2 *Acceptance Threshold*

In accordance with Article 231-9, II of the AMF General Regulation, and without prejudice to in the provisions of paragraph 2.8.1 above, the Offeror reserves the right, until the date of publication of the final result of the Offer by the AMF, to withdraw the Offer if the threshold of 60% of the share capital of the Company, on a fully diluted basis, is not reached (the "**Acceptance Threshold**").

For the purposes of calculating the Acceptance Threshold, the following will be taken into account:

(i) the numerator will include all the shares of the Company held by the Offeror, alone or in concert, directly or indirectly, on the closing date of the Offer (including treasury shares held or controlled by the Company and those issued under Free Share plans or due to the exercise of Ingenico OCEANEs), with the shares tendered in the Offer being considered as already held by the Offeror on the closing date of the Offer notwithstanding the non-implementation, on such date, of the settlement operations relating to the Offer;

(ii) the denominator will include all of the shares making up the share capital of the Company on a fully diluted basis on the closing date of the Offer, including any shares that may be issued under Ingenico's Free Share plans and OCEANEs.

It will not be known whether the Acceptance Threshold is reached until the AMF publishes the final result of the Offer after its completion. In accordance with Article 231-9, II of the AMF General Regulation, if the Acceptance Threshold is not reached, the Offeror reserves the right, until the date on which the AMF publishes the final result of the Offer, to withdraw the Offer. In the event that the Offeror exercises such right, the securities tendered in the Offer will be returned to their holders without any interest, indemnification or other payment of any nature whatsoever being due to such holders.

In addition, the Offeror reserves the right to waive or lower the Acceptance Threshold by filing a superior offer no later than five (5) trading days before the closing of the Offer, in accordance with Articles 232-6 and 232-7 of the AMF General Regulation.

The Offeror also reserves the right to waive this Acceptance Threshold until the date of publication by the AMF of the final result of the Offer. In this case, subject to the Offer having been successful in reaching the Caducity Threshold, the Offeror will have acquired the majority of the Company's share capital.

2.8.3 *Regulatory Approvals*

As of the date of this Draft Offer Document, the operation has already been authorized by the competent regulatory authorities, *i.e.*:

(i) the competent financial supervisory authority in Belgium (*National Bank of Belgium – NBB*) on May 6, 2020;

(ii) the competent financial supervisory authority in Sweden (*Swedish Financial Supervisory Authority – SFSA*) on June 3, 2020;

(iii) the competent financial supervisory authority in the Netherlands (*De Nederlandsche Bank – DNB*) on June 4, 2020;

(iv) the competent financial supervisory authority in Germany (*Bundesanstalt für Finanzdienstleistungsaufsicht – BaFin*) on June 8, 2020;

(v) the competent financial supervisory authority in Finland (*Finland Financial Supervisory Authority - FFSA*) on June 17, 2020;

(vi) the competent authority in the New Zealand under foreign investment control regulations (*New Zealand Overseas Investment Office*) on June 17, 2020;

(vii) the competent authority in the United States under foreign investment control regulations (*Committee on Foreign Investment in the United States – CFIUS*) on June 25, 2020.

The opening of the Offer is therefore not subject to obtaining regulatory approvals under the provisions of Article 231-32 of the AMF's General Regulations.

Ingenico e-Commerce Solutions Ltd ("**IeCS**"), a subsidiary of Ingenico, has applied to the Financial Conduct Authority ("**FCA**") in the United Kingdom to be authorized to operate in the UK. as a *limited permission consumer credit firm*, in order to be able to offer payment terminals for rent as part of the development of its offers in the United Kingdom. If such authorization were to be obtained before the settlement date of the Offer, Worldline will be required to obtain FCA approval for the indirect change of control of IeCS. Worldline has already approached the FCA in this regard; obtaining of such authorization by Worldline is not a condition to the opening of the Offer.

2.8.4 *Merger Control Clearance*

In accordance with Article 231-11 of the AMF General Regulation, the Offer is conditioned upon obtaining merger control clearance from the European Commission, in accordance with Article 6.1.b) of EC Regulation No. 139/2004 of January 20, 2004 (the "**Competition Clearance**"); it being specified that the Offeror reserves the right to waive this condition.

The AMF will set the closing date of the Offer as soon as the abovementioned clearances or confirmation that there is no objection to such clearances have been obtained.

In accordance with Article 231-11 of the AMF General Regulation, the Offer will automatically lapse if the combination is the subject of the European Commission procedure provided in Article 6.1.c) of EC Regulation No. 139/2004 of January 20, 2004.

The pre-notification has been filed with the European Commission on March 16, 2020.

In addition, the transaction has already obtained merger control clearance from:

(i) the competition authority in the United States (*United States Federal Trade Commission*) on April 14, 2020;

(ii) the competition authority in Turkey (*Turkish Competition Authority*) on April 30, 2020; and

(iii) the Russian competition authority (*Federal Antimonopoly Service*) on June 17, 2020.

2.9 Terms of the Offer

This proposed Offer was filed with the AMF on July 8, 2020. A notice relating to the filing will be published by the AMF published a notice of filing on its website (www.amf-france.org).

In accordance with Article 231-16 of the AMF General Regulation, this Draft Offer Document, as filed with the AMF, is available to the public free of charge at the registered offices of the Offeror and each of the Presenting Banks, as well as online on the websites of the AMF (www.amf-france.org) and Worldline (www.fr.worldline.com).

In addition, the press release containing the main information of this Draft Offer Document was published by the Offeror on July 8, 2020.

The Offer and this Draft Offer Document remain subject to review by the AMF.

The AMF will publish on its website a reasoned clearance decision with respect to the Offer after having verified that the Offer complies with applicable laws and regulations. Such clearance decision will constitute approval ("*visa*") of the offer document. The offer document approved by the AMF as well as the information relating in particular to the legal, financial and accounting characteristics of the Offeror, will be made available to the public, in accordance with Article 231-28 of the AMF General Regulation, by the Offeror and each of the Presenting Banks, no later than the day preceding the opening of the Offer. Such documents will also be available on the websites of the AMF and Worldline.

A press release indicating how such documents will be made available will be issued no later than the day preceding the opening of the Offer.

Prior to the opening of the Offer, the AMF will publish a notice announcing the opening of the Offer and its timeline, and Euronext Paris will publish a notice announcing the terms and timeline of the Offer.

Prior to the opening of the Offer, the AMF will publish a notice of opening, and Euronext Paris will publish a notice announcing the terms and opening of the Offer.

2.10 Procedure for tendering in the Offer

On the basis of the tentative timetable set out in paragraph 2.13 of this Draft Information Document, the Offer would be open for a period from July 24, 2020 to the end of September 2020.

The Ingenico shares and OCEANEs tendered in the Offer (and, if applicable, in the Reopened Offer) must be freely tradeable and free of all liens, pledges or other sureties or restrictions of any nature whatsoever restricting the free transfer of their ownership. The Offeror reserves the right to reject any tendered Ingenico share or OCEANE that does not comply with this condition.

The shareholders or holders of Ingenico OCEANEs whose Ingenico shares or OCEANEs are held through a financial intermediary (credit institution, investment company, etc.) and who wish to tender their Ingenico shares or OCEANEs in the Offer must deliver to their financial intermediary, no later than the closing date of the Offer (unless otherwise instructed by the registrar), a tender order in the form made available to them by their intermediary.

In accordance with Article 232-2 of the AMF General Regulation, orders to tender Ingenico shares or OCEANEs in the Offer may be revoked at any time, including up until the closing date of the Offer. After that date, orders will be irrevocable.

Shareholders or holders of Ingenico OCEANEs whose Ingenico shares or OCEANEs are recorded in "pure" registered form ("*nominatif pur*") in the account register of the Company, held by CACEIS

Corporate Trust, may request that their shares be converted into "administrative" registered form ("*nominatif administré*") in order to tender their shares in the Offer, unless they have already requested their conversion to bearer form ("*au porteur*") (unless otherwise instructed by the registrar). The Offeror reminds shareholders that any shareholder who expressly requests conversion of their shares into bearer form will lose the advantages of holding shares in registered form if the Offer does not succeed.

The Offer and all of its related agreements are governed by French law. Any dispute or conflict, whatever its purpose or grounds, relating to the Offer will be brought before the competent courts.

No commission will be paid by the Offeror to the financial intermediaries through whom the shareholders tender their shares in the Offer.

2.11 Centralization of tender orders

The centralization of orders to tender Ingenico shares or OCEANEs in the Offer and the Reopened Offer will be carried out by Euronext Paris.

Each financial intermediary and the registrar that holds the registered accounts for the Ingenico shares or OCEANEs will, on the date indicated on the notice published by Euronext Paris, transfer to Euronext Paris the Ingenico shares or OCEANEs for which it has received a tender order.

Following receipt by Euronext Paris of all orders to tender in the Offer in accordance with the above terms, Euronext Paris will centralize all of the orders and determine the outcome of the Offer.

2.12 Publication of the results and settlement of the Offer

Pursuant to Article 232-3 of its General Regulation, the AMF will announce the final result of the Offer no later than nine (9) trading days after the closing of the Offer. If the AMF observes the Offer is successful, Euronext Paris will indicate in a notice the date and procedures for the settlement of the Offer.

The Ingenico shares and OCEANEs tendered in the Offer and all rights attached thereto will be transferred to the Offeror on the settlement date of the Offer mentioned in the Euronext Paris notice.

The settlement transactions will be handled by Euronext Paris.

No interest will be due for the period running from the date of the tendering of shares in the Offer through the date of settlement of the Offer.

2.13 Tentative timetable for the Offer

Prior to the opening of the Offer, the AMF will publish a notice announcing the opening and timetable of the Offer, and Euronext Paris will publish a notice announcing the terms and the timetable of the Offer.

A tentative timetable is set forth below and remains subject to AMF approval:

Dates	Main steps of the Offer
July 8, 2020	- Offeror's Draft Offer Document filed with the AMF - Offeror's Draft Offer Document posted on the websites of the Offeror (www.fr.worldline.com) and of the AMF (www.amf-france.org) - Offeror's Draft Offer Document made available to the public at the registered offices of the Offeror and of the Presenting Banks - Publication of the press release announcing the filing and the availability of the Offeror's Draft Offer Document
	- Filing with the AMF of the Company's draft reply document, including the reasoned opinion of the Company's Board of Directors, the opinion of its competent employee representative body and the report of the Independent Expert - Company's draft reply document posted on the websites of the Company (www.ingenico.com/fr) and of the AMF (www.amf-france.org) - Company's draft reply document made available to the public at the Company's registered office - Publication of press release announcing the filing and the availability of the Company's draft reply document

Dates	Main steps of the Offer
July 21, 2020	- Publication of the AMF's clearance decision with respect to the Offer, constituting approval ("*visa*") of the Offeror's offer document - Offeror's approved offer document posted on the websites of the Offeror (www.fr.worldline.com) and of the AMF (www.amf-france.org) and made available to the public at the registered offices of the Offeror and of the Presenting Banks - Publication of the press release announcing the availability of the Offeror's approved offer document - AMF approval (*visa*) of the Company's reply document - Company's reply document posted on the websites of the Company (www.ingenico.com/fr) and of the AMF (www.amf-france.org) and made available to the public at the Company's registered office - Publication of the press release announcing the availability of the Company's reply document
July 23, 2020	- Information relating in particular to the legal, financial and accounting characteristics of the Offeror posted on the websites of the Offeror (www.fr.worldline.com) and of the AMF (www.amf-france.org) and made available to the public at the registered office of the Offeror and the presenting banks - Publication of the press release announcing the availability of the information relating to the legal, financial and accounting characteristics of the Offeror - Information relating in particular to the legal, financial and accounting characteristics of the Company posted on the websites of the Company (www.ingenico.com/fr) and of the AMF (www.amf-france.org) and made available to the public at the registered office of the Company - Publication of the press release announcing the availability of the information relating to the legal, financial and accounting characteristics of the Company - Determination by the AMF of the Offer timetable - Publication by the AMF of the notice announcing the opening of the Offer - Publication by Euronext Paris of the notice relating to the Offer and its terms
July 24, 2020	- Opening of the Offer
Second half of September and no later than September 30	- Estimated date for obtaining the European Commission's merger control clearance
Late September 2020	- Closing of the Offer
Late September 2020	- Notice announcing the result of the Offer published by the AMF
Late September 2020	- In the event the Offer is successful, opening of the Reopened Offer
Late September 2020	- In the event the Offer is successful, settlement of the Offer
Early October 2020	- Closing of the Reopened Offer
Early October 2020	- Notice announcing the result of the Reopened Offer published by the AMF
Mid-October 2020	- Settlement of the Reopened Offer

Dates	Main steps of the Offer
Mid-October 2020	- Implementation of the squeeze-out, if applicable

2.14 Possibility of withdrawing the Offer

In accordance with Article 232-11 of the AMF General Regulation, the Offeror may withdraw its Offer within five (5) trading days following the publication of the timetable for a competing offer or a superior competing offer. It must inform the AMF of its decision, which is made public.

It may also withdraw its Offer if the Offer no longer serves its intended purpose, or if Ingenico adopts measures that modify its substance, either during the Offer or in the event that the Offer is successful, or if measures adopted by Ingenico increase the costs of the Offer for the Offeror. It may only exercise such right with the prior authorization of the AMF, which will make its decision based on the principles set forth in Article 231-3 of the AMF General Regulation.

In the event of a withdrawal, securities tendered in the Offer will be returned to their owners without any interest, indemnification or other payment being due.

2.15 Reopening of the Offer

In accordance with Article 232-4 of the AMF General Regulation, if the Offer is successful, it will be automatically reopened within ten (10) trading days following the publication of the final result of the Offer, under terms identical to those of the Offer. The AMF will publish the timetable for the reopening of the Offer, which will remain open for at least ten (10) trading days (the "**Reopened Offer**").

If the Offer is reopened, the tender process and order centralization for the Reopened Offer will be identical to those applicable to the Offer described in paragraphs 2.10 and 2.11 of this Draft Offer Document, it being specified that orders to tender in the Reopened Offer will be irrevocable.

However, the Offeror reserves the right, in the event that it is able and decides to implement a squeeze-out directly following the Offer under the conditions described in section 1.3.6, to request the AMF to implement such a squeeze-out within ten (10) trading days from the publication of the notice of the outcome of the Offer. In such a case, the Offer would not be reopened.

The Reopened Offer and all of its related agreements are governed by French law. Any dispute or conflict, whatever its purpose or grounds, relating to this Offer will fall within the jurisdiction of the competent courts.

2.16 Costs and financing of the Offer

2.16.1 *Costs relating to the Offer*

The overall amount of all fees, costs and external expenses incurred in connection with the Offer by the Offeror, including fees and expenses of its financial, legal and accounting advisors, publicity and disclosure costs and costs relating to the financing of the Offer, is estimated at approximately €48 million (excluding taxes).

2.16.2 *Financing terms of the cash portion of the Offer*

In the event that all of the targeted Ingenico shares and OCEANEs are tendered in the Offer and, if applicable, the Reopened Offer (with the exception of treasury shares that the Company undertook not to tender), the maximum total amount of the cash portion to be paid by the Offeror to the holders of

Ingenico shares and/or OCEANEs who have tendered their Ingenico shares and/or OCEANEs to the Offer and, if applicable, the Reopened Offer would be €2 billion[23].

The cash portion to be paid by the Offeror to the holders of Ingenico shares and/or OCEANEs who have tendered their Ingenico shares and/or OCEANEs to the Offer and, as the case may be, to the Reopened Offer will be mainly financed by a credit facility in the amount of €1.6 billion and the net proceeds of the bond issue, which was settled on June 30, 2020. It is expected that the credit facility will be refinanced at least partially by debt resulting from bond issues.

2.16.3 *Payment of shareholders' costs*

In the context of the offer, the Offeror will bear the brokerage costs and the related VAT incurred by the shareholders who tender their shares in the Offer or the Reopened Offer, where applicable, up to a maximum of 0.2% (excluding taxes) of the amount of the order, with a cap equal to 75 euros (all taxes included) per case. The shareholders will not be reimbursed of any costs if the Offer is not successful for any reason.

The payment of the aforementioned costs to the shareholders will be implemented by Euronext Paris on behalf of the Offeror via the financial intermediaries.

2.17 Offer restrictions outside of France

Neither the Draft Offer Document nor any other document relating to the Offer constitutes an offer to buy or sell financial instruments or a solicitation of an offer in any country in which such offer or solicitation would be illegal, or to any person to whom such an offer cannot legally be made. The shareholders of the Company and the holders of Ingenico OCEANEs located outside of France may participate in the Offer only to the extent that such participation is authorized by the local law to which they are subject.

The distribution of this Draft Offer Document and of any document relating to the Offer or to participation in the Offer may be subject to legal restrictions in certain jurisdictions.

The Offer is not being made to persons subject directly or indirectly to such restrictions, and may not in any way be the subject of an acceptance from a country in which the Offer is subject to restrictions.

Those who come into possession of this Draft Offer Document must inform themselves of the applicable legal restrictions and comply with them. A failure to comply with legal restrictions may constitute a violation of applicable stock exchange laws and regulations in certain jurisdictions. The Offeror will not be liable for the violation of applicable legal restrictions by any person.

United States

The Worldline shares to be issued as consideration in connection with the Offer have not been and will not be registered under the provisions of the United Securities Act of 1933, as amended (the "**Securities Act**"**),** or with any state or other United States financial market supervisory authority and may not be offered, sold, pledged, delivered or otherwise transferred within or into the United States, except pursuant to an exemption from the registration requirements of the Securities Act or a transaction not subject to the registration requirements of the Securities Act, and in accordance with any applicable state securities laws.

[23] In the event that the Offer is successful, with the implementation of a squeeze-out of 10% of the Ingenico shares and OCEANEs referred to in paragraph 1.3.6 of this Draft Offer Document (with the exception of treasury shares, which the Company has undertaken not to tender), the maximum total amount of the cash portion to be paid by the Offeror to the holders of Ingenico shares and/or OCEANEs would amount to 2.6 billion euros.

The Worldline shares to be issued under the Offer are being offered in exchange for existing Ingenico shares or OCEANEs (a) in the United States to a limited number of "qualified institutional buyers", or "*QIBs*", as such term is defined in Regulation 144A under the Securities Act, in accordance with the exemption from registration provided for private placements under Section 4(a)(2) of the Securities Act and (b) outside the United States only in reliance on Regulation S under the U.S. Securities Act in "offshore transactions", as defined in, and in accordance with, such Regulation S. Any person in the United States to whom Worldline shares are offered will be required to represent, warrant and agree that he or she is a "qualified institutional buyer", as that term is defined in Regulation 144A under the Securities Act, and to sign and deliver an investor letter addressed to Worldline using the form available from Worldline together with the offer instructions.

Therefore, with the exception of the Worldline Shares to be issued in connection with the Offer to QIBs, in accordance with the preceding paragraph:

- Ingenico shareholders and holders of Ingenico OCEANEs in the United States may not tender their Ingenico shares or OCEANEs (or any existing unsponsored American Depositary Receipt) in the Offer.

- No communication relating to the Offer or any invitation to participate in the Offer may be addressed to the United States or to persons who reside or are present in the United States.

- Neither this document nor any other document relating to the Offer may be distributed or disseminated by an intermediary or any other person in the United States.

- Envelopes containing the tender orders should not be postmarked in the United States or otherwise dispatched from the United States, and all persons exchanging Ingenico shares or OCEANEs for Worldline shares and wishing to hold such Worldline shares in registered form must provide an address for registration of the Worldline shares that is outside the United States.

- At the time of a person's decision to tender the Ingenico shares or OCEANEs to the Offer, a person receiving this offer document will be deemed to represent that he or she (i) did not receive in the United States a copy of this offer document, any other offer document or document relating to the Offer of the Worldline Shares nor any exercise form or information, (ii) at the time of tender, is located outside the United States and is not acting on behalf of a person located in the United States, and (iii) is acquiring the Worldline shares outside the United States in an "offshore transaction", as that term is defined in Regulation S under the Securities Act.

Authorized financial intermediaries may not accept tenders of Ingenico Shares or OCEANES if they reasonably believe that they do not conform to the provisions mentioned above, and in particular may not accept tenders of Ingenico shares or OCEANEs made by clients who are present in the United States or have an address in the United States, subject to certain exceptions described in a U.S. private placement memorandum for QIBs. Any incomplete tender order or tender order that does not meet these requirements shall be null and void.

In addition, until the expiration of a period of forty (40) days after the settlement of the offer for the Worldline shares in exchange for the existing Ingenico shares or OCEANEs, an offer to sell or sale of Worldline shares within the United States by a dealer (whether or not it is participating in the Offer) may violate the registration requirements of the Securities Act.

2.18 Tax regime of the Offer

This section outlines certain tax consequences under current French tax laws and regulations that may apply to persons participating in the Offer.

Persons participating in the Offer should note, however, that this information is only a summary of the tax regime applicable under current French legislation, presented for general information purposes.

The rules described below could be impacted by possible changes in laws and regulations, which could have a retroactive effect or could apply to the current year, or by possible changes in their interpretation by the French tax authorities.

The tax information set forth below does not constitute a comprehensive description of all the tax consequences that may apply to persons participating in the Offer.

The information below concerns the tax regime of the Primary Offer, the Secondary Exchange Offer and, finally, the Secondary Cash Offer as well as of the Worldline shares newly issued in connection with the Primary Offer and the Secondary Exchange Offer. The tax regime of each of these three branches must be considered independently, according to their particular tax regime, in accordance with the administrative doctrine published in the Bulletin Officiel des Finances Publiques-Impôts ("**BOFiP**"). It is specified that the applicable tax regime will be determined after implementation of the proration mechanism described in section 2.1.1.3 above. In the event of tender to different branches of the Offer, the tender to each of the branches concerned (after implementation of the proration mechanism) will have its own specific tax regime, as described below.

Participating persons are urged to consult with their usual tax advisor in order to determine the tax regime applicable to their particular situation.

Persons who are not French tax residents must also comply with the tax legislation of their state of residence and, where applicable, with the provisions of any tax treaty entered into between France and such jurisdiction.

2.18.1 *Tax regime of the Offer for the Ingenico shares*

2.18.1.1 Tax treatment of the Primary Offer

Holders of Ingenico shares should note that when they tender their shares to the Primary Offer and receive a cash payment as compensation for fractional shares, the transaction will constitute, for the amount of shares corresponding to the rights thus transferred, a sale transaction immediately taxable under the standard tax regime law, described in the section below.

(a) Individual French residents holding shares as part of their private estate and who do not trade on the markets on a regular basis and who do not hold shares acquired pursuant to a company or group savings plan (including through a company mutual investment fund) or as part of employee incentive schemes (e.g. performance shares or shares resulting from the exercise of stock options)

The following does not apply to individuals who carry out stock market transactions under conditions similar to those which characterize an activity carried out by a person conducting such operations on a professional basis or to individuals who hold or have acquired shares through a company savings plan (*plan d'épargne d'entreprise*) or a group savings plan (*plan d'épargne de groupe*) (including through a company mutual investment fund (*fonds commun de placement d'entreprise,* "**FCPE**") or as part of employee incentive schemes (e.g. performance shares or shares resulting from the exercise of share purchase or subscription options). Such individuals are urged to consult with their usual tax advisor in order to determine the tax regime applicable to their particular situation.

(i) Standard tax regime

(a) Personal income tax

In accordance with Articles 200 A, 158, 6 *bis* and 150-0 A *et seq*. of the French Tax Code ("**FTC**") net capital gains resulting from the sale of securities by individuals who are French tax residents are subject to a 12.8% flat tax, without rebate.

The abovementioned net gains correspond to the difference between the value of the Worldline shares received in exchange plus the amount of the cash component of the offer price, net of any costs borne by the tenderer, on the one hand, and, on the other hand, the tax basis of the Ingenico shares tendered in the Primary Offer.

However, pursuant to Article 200 A, 2 of the FTC, taxpayers may elect, before the deadline for filing their income tax return for a given year, that such net capital gains be taken into account for the purposes of determining the net global income subject to the progressive income tax rate scale. The election is global, irrevocable, express and applies on a yearly basis to all investment income (with the exception of certain tax-exempt income) and capital gains falling within the scope of the 12.8% flat tax and earned during the given year.

If such an election is filed, the net capital gains resulting from the sale of shares, acquired or subscribed before January 1, 2018 will be taken into account for the purposes of determining the net global income subject to the progressive income tax rate scale after application of a proportional rebate in accordance with Article 150-0 D of the FTC, which is equal to:

- 50% of their amount where the shares have been held for at least two years and less than eight years, at the date of the sale;
- 65% of their amount where the shares have been held for at least eight years, at the date of the sale.

Subject to exceptions, for the application of this rebate, this holding period is computed from the share subscription or acquisition date. In any case, no such rebate will apply to shares acquired or subscribed on or after January 1, 2018.

Persons with reportable net capital losses or recognizing capital losses on the sale of shares in the context of the Primary Offer are urged to consult with their usual tax advisor in order to review the conditions for the use of such capital losses.

Where relevant, tendering shares in the Primary Offer will trigger the termination of any tax deferral or rollover relief that may have been available to the relevant persons in prior transactions with respect to the shares tendered in the Primary Offer.

Persons potentially concerned by these rules should consult their usual tax advisor to determine the consequences applicable to their particular situation.

(b) Social levies

Net capital gains resulting from the sale of securities are also subject to social levies at an overall rate of 17.2%, without any rebate, where such a rebate is applicable for income tax purposes under the conditions specified above, broken down as follows:

- the general social contribution (*contribution sociale généralisée*, "**CSG**"), at a rate of 9.2%;
- the contribution for social debt repayment (*contribution pour le remboursement de la dette sociale*, "**CRDS**"), at a rate of 0.5%; and
- the solidarity levy (*prélèvement de solidarité)*, at a rate of 7.5%.

If the net capital gains resulting from the sale of securities are subject to the abovementioned 12.8% flat tax, none of these social levies are deductible from the taxable income. If the taxpayer opts for taxation based on the progressive income tax rate scale, the CSG will be partially deductible, in the amount of 6.8%, from the taxable income of the year during which it is paid, it being understood that other social levies will not be deductible from the taxable income.

(c) Exceptional contribution on high income

Article 223 *sexies* of the FTC provides that taxpayers subject to personal income tax are also subject to an exceptional contribution on high income applicable when their reference income for tax purposes exceeds certain thresholds.

This contribution is calculated by applying a rate of:

- 3% for the portion of reference income (i) in excess of €250,000 and representing less than or equal to €500,000 for taxpayers who are single, widowed, separated, divorced or married but taxed separately and (ii) in excess of €500,000 and representing less than or equal to €1,000,000 for taxpayers subject to joint taxation;

- 4% for the portion of reference income exceeding (i) €500,000 for taxpayers who are single, widowed, separated, divorced or married but taxed separately and (ii) in excess of €1,000,000 for taxpayers subject to joint taxation.

For the purposes of such rules, the reference income of a tax household is defined in accordance with Article 1417, IV, 1° of the FTC, without application of the "*quotient*" rules defined under Article 163-0 A of the FTC, and, where applicable, by applying the specific *quotient* rules provided for in Article 223 *sexies*, II of the FTC.

The abovementioned reference tax income includes net capital gains resulting from the sale of shares by the relevant taxpayers, before the application of the income tax rebate, if such a rebate is applicable in accordance with the conditions described above, in the event that the taxpayer opts for taxation according to the progressive income tax rate scale (see paragraph (a).(i).(a) (Personal income tax) above).

*(ii) Shares held through a share savings plan (*plan d'épargne en actions *or "***PEA***")*

Persons holding shares of the Company as part of a PEA can participate in the Primary Offer. Worldline shares received under the Primary Offer shall be booked in the PEA.

Subject to certain conditions, the PEA offers (i) during the lifetime of the PEA, an exemption from personal income tax and social levies with respect to capital gains and other income derived from investments made through the PEA, provided, in particular, that such income and capital gains are maintained within the PEA and (ii) at the time of the closing the PEA (if this occurs more than five (5) years after the PEA opening date) or at the time of a partial withdrawal from the PEA (if such withdrawal occurs more than five (5) years after the PEA opening, unless otherwise specified), an exemption from personal income tax for net gains realized since the opening of the plan.

Such net gain is not taken into account for the calculation of the exceptional contribution on high income, described above, but remains subject to the social levies described in paragraph (a).(i).(b) (*Social levies*) above at a rate of 17.2% for net gains realized as from January 1, 2018. However, the applicable rate of these social levies may vary depending on the date of realization of such net gains for (i) net gains acquired or recognized before January 1, 2018 and (ii) net gains realized within the first five years following the opening of the plan, where such plan was opened before January 1, 2018.

Specific provisions, not described in this Draft Offer Document, apply if capital losses are realized, if the plan is closed before the end of the fifth year following the opening of the PEA or if a withdrawal is made from the PEA in the form of an annuity. Concerned persons are urged to consult with their usual tax advisor.

Persons holding shares of the Company as part of a PEA that wish to participate in the Primary Offer are urged to consult with their usual tax advisor in order to determine the consequences of the sale of their shares held as part of a PEA in the context of the Primary Offer and the tax regime applicable to such a sale, particularly with regard to the treatment of the related costs.

(iii) Shares acquired pursuant to free share allocation plans

It should be noted that among the free shares granted by Ingenico, shares for which the vesting period is still running at the closing date of the Offer may not be tendered in the Offer. In addition, a special lockup period is applicable to corporate officers. Persons in any of these situations are therefore not concerned by the information below and are urged to consult section 2.7 "Situation of holders of free shares and liquidity mechanisms" and to consult with their tax advisor to determine the tax regime applicable to them.

In other cases, tendering, in the Primary Offer, free shares granted pursuant to the provisions of Articles L.225-197-1 *et seq*. of the French Commercial Code will constitute a taxable event for the acquisition gains and will also give rise to the recognition of any capital gains or losses arising from the sale.

The acquisition gains on the shares concerned will be taxed in accordance with the regime applicable to each free share allocation plan from which the shares tendered in the Primary Offering originated. The persons concerned are invited to review their specific tax situation with their usual tax advisor.

Net gains realized as a result of tendering, in the Primary Offer, shares resulting from free share allocation plans for which the vesting period has expired, corresponding to the difference between the value of the Worldline shares received in exchange plus the amount of the cash component of the offer price, net of any costs borne by the tenderer, on the one hand, and, on the other hand, the first quoted price of the Ingenico shares on the date of final acquisition of the free shares, will be taxed in accordance with the regime described in section 2.18.1.1(a).(i) of this Draft Offer Document.

The abovementioned sale and acquisition gains are taken into account in the calculation of the reference tax income on which the exceptional contribution on high income is based, where applicable.

Persons holding free shares as part of a company or group savings plan are invited to consult with their usual tax advisor to determine the tax and social security regime applicable to them.

(*b) Legal entities that are tax residents in France and subject to corporate income tax*

(i) Legal entities that are residents in France and subject to corporate income tax and for which the Company's shares do not qualify as equity investment (or assimilated securities) for the purposes of Article 219 I-a quinquies of the FTC

Net capital gains resulting from the sale of shares in the context of the Primary Offer, equal to the difference between the value of the Worldline shares received in exchange plus the amount of the cash component of the offer price, on the one hand, and, on the other hand, the tax basis of the Ingenico shares tendered in the Primary Offer, will be included in the taxable income subject to corporate income tax ("**CIT**") at the relevant applicable standard tax rate, plus the 3.3% social contribution (Article 235 *ter* ZC of the FTC), where applicable, which is assessed on the basis of the amount of

CIT after application of a rebate which may not exceed an amount of €763,000 per twelve-month period.

In principle and unless a specific regime applies, capital losses incurred on the sale of shares of the Company in the context of the Primary Offer are deductible from the legal entity's taxable income.

Furthermore, it should be noted that tendering shares in the Primary Offer will result in the termination of any tax deferral or rollover relief that may have been available to the relevant companies with respect to prior transactions.

The applicable CIT rate will depend on the legal entity's revenues and, in some cases, the amount of its taxable income, as well as the date of the sale and the opening date of the financial year during which the sale takes place, it being specified that the standard tax rate for fiscal years opened on or after January 1, 2020 is currently 28%.[24]

Concerned legal entities are urged to consult with their usual tax advisor in order to determine the CIT rate applicable to their particular situation.

*(ii) Legal entities that are residents in France and subject to CIT and for which the Company's shares qualify as equity investment (or assimilated securities) (*titres de participation et titres assimilés*) for the purposes of Article 219 I-a quinquies of the FTC*

Legal entities that are residents in France for which the Company's shares qualify as equity investment or assimilated securities for the purposes of Article 219 I-a *quinquies* of the FTC are urged to consult with their usual tax advisor in order to determine the tax regime applicable to their particular situation.

(c) Non-French tax residents

The following does not apply to the situation of investment funds or "partnerships."

Non-French tax residents are urged to consult with their usual tax advisor regarding their particular situation in order to take into consideration the tax regime applicable both in France and in the jurisdiction where they reside for tax purposes.

Subject to any international tax treaties and any specific rules that may apply to individuals who are not French tax residents and have acquired their shares through an employee benefits plan or any incentive scheme, capital gains on the sale of their shares, equal to the difference between the value of the Worldline shares received in exchange plus the amount of the cash component of the offer price, on the one hand, and, on the other hand, the tax cost price of the Ingenico shares tendered in the Primary Offer, by taxpayers who are not French tax residents within the meaning of Article 4B of the FTC or whose registered office is located outside of France (and which do not own their shares in connection with a fixed base or a permanent establishment subject to taxation in France on the balance sheet of which the shares are recorded as an asset) and that have at no time during the five (5) years preceding the sale held, directly or indirectly, alone or together with the members of their family, an interest of over 25% in the Company's profits are in principle not subject to taxation in France (Articles 244 *bis* B and C of the FTC), except where the capital gains have been realized by legal entities or organizations that are domiciled, established or incorporated outside of France in a non-cooperative State or territory within the meaning of Article 238-0 A of the FTC ("**NCSTs**"), other than those mentioned in Article 238-0 A, 2 *bis*, 2°. In the latter case, subject to the provisions of any international tax treaties that may apply, regardless of the percentage of rights held in the Company's profits, capital gains will be taxed at the flat rate of 75%, unless it is demonstrated that the principal purpose or effect of the transactions triggering such capital gains is not simply to allow their location

[24] It being specified that for taxpayers with a revenue equal to or greater than 250 million euros, this rate is increased to 31% for the fraction of taxable profit in excess of 500,000 euros.

in an NCST. A list of NCSTs is published by ministerial decree and may be updated at any time and, in principle, at least once a year. In this respect, it should be noted that the Law no. 2018-898 of October 23, 2018 relating to the fight against tax fraud, which entered into force on December 1, 2018, expanded the list of NCSTs as defined under Article 238-0 A of the FTC to the States and jurisdictions included in the blacklist published by the Council of the European Union, which is regularly updated.

Legal entities or organizations domiciled, established or incorporated in an NCST that do not fulfil the conditions to qualify for exemption are urged to consult with their usual tax advisor.

The sale of shares in the context of the Primary Offer will trigger the termination of any payment deferral that may have been available to individuals subject to the "exit tax" rules set out in Article 167 *bis* of the FTC in the context of the transfer of their tax residence outside of France. Such individuals are urged to consult with their usual tax advisor.

(d) Persons subject to a different tax regime

Shareholders subject to a tax regime other than those referred to above and who participate in the Primary Offer, in particular taxpayers who carry out stock market transactions under conditions similar to those which characterize an activity carried out by a person conducting such operations on a professional basis or who have recorded their shares as an asset on their commercial balance sheet, non-residents or individuals who hold or have acquired shares through a company or group savings plan (including through an FCPE) or by the exercise of stock purchase or subscription options or legal entities subject to CIT and for which the shares qualify as equity investment or assimilated securities are urged to consult with their usual tax advisor in order to determine the tax regime applicable to their particular situation.

(e) Transfer tax or financial transaction tax

Pursuant to Article 235 *ter* ZD of the FTC, the financial transaction tax ("**French FTT**") will be due at a rate of 0.3% with respect to shares acquired by the Offeror in the context of the Primary Offer and will be borne by the Offeror.

The 0.1% transfer tax referred to in Article 726 of the FTC is not due when the French FTT applies.

It is specified that the French FTT will not be due with respect to the Worldline shares delivered in connection with the Primary Offer, pursuant to Article 235 *ter* ZD II 1° of the FTC, as they are newly issued by the Offeror.

2.18.1.2 Tax regime of the secondary exchange offer (the "Secondary Exchange Offer")

Shareholders should note that, in the event that a proportional reduction of the shares tendered in the Secondary Exchange Offer is applied in accordance with the proration mechanism described in Section 2.1.1.3. of this Draft Offer Document, the tax regime described below would only apply to the shares ultimately and effectively admitted to the Secondary Exchange Offer, with the exception of the excess shares that will have been carried over to the Primary Offer and that will therefore fall under the tax regime described above in Section 2.18.1.1.

In addition, when holders of Ingenico shares tender their shares in the Secondary Exchange Offer and receive a cash payment as compensation for fractional shares, the transaction will constitute, for the amount of shares corresponding to the rights thus transferred, a sale transaction immediately taxable under the standard tax regime, described in section 2.18.1.3 below.

(a) Individual French residents holding shares as part of their private estate and who do not trade on the markets on a regular basis and who do not hold shares acquired pursuant to a

company or group savings plan (including through an FCPE) or as part of employee incentive schemes (e.g. performance shares or shares resulting from the exercise of stock options)

(i) Standard tax regime

(a) Income tax

Under Article 150-0 B of the FTC, capital gains or losses resulting from the exchange of Ingenico shares for Worldline shares in the context of the Secondary Exchange Offer are subject to a tax deferral regime and are not taken into account for the determination of the income tax for the year of the exchange of securities, as the exchange without a cash payment resulting from a public exchange offer carried out in accordance with the regulations in force constitutes an interim transaction.

The application of the provisions of Article 150-0 B of the FTC is mandatory.

As a result, in particular:

- the taxpayer is not required to report the exchange transaction on his or her income tax return; and

- the exchange loss, if any, cannot be recognized in respect of the year of exchange and cannot subsequently be offset against any capital gains realized during the year of exchange or during the ten (10) years following the year of exchange.

The tax deferral will expire, in particular, upon the sale, redemption, repayment or cancellation of the Worldline shares received in exchange for Ingenico shares or, under certain conditions provided for in Article 167 *bis* of the FTC, in the event of a change of tax residence. Net gains resulting from the completion of one of the events mentioned above, and which terminate the tax rollover, will be calculated in relation to the tax basis of the Ingenico shares delivered in exchange and according to the tax regime applicable on the date of the said event. The starting point of the rebate that may under certain conditions apply to the taxable capital gains (if an election has been filed for the taxation at the progressive income tax rate scale) is the date of acquisition of the Ingenico shares delivered in the exchange. In any case, these rebates are not applicable to shares acquired or subscribed on or after January 1, 2018.

It should also be noted that the French tax authorities consider that amounts paid to individual shareholders in the context of an exchange transaction as compensation for fractional shares do not have to be taken into account when assessing the 10% cash payment threshold (administrative doctrine published in BOFiP BOI-RPPM-PVBMI-30-10-20-10, No. 330, dated December 2, 2019).

Tendering Ingenico shares in the Secondary Exchange Offer should therefore, in principle, automatically allow a rollover of capital gains on share exchanges that were subject to a tax deferral in the context of previous transactions. The persons concerned will have to fill in the follow-up statements included in the form relating to the capital gains benefiting from a tax deferral that is attached as appendix to the specific capital gain return to be filed for the year in which the exchange is carried out.

(b) Social levies

Insofar as no cash payment will be made in connection with the Secondary Exchange Offer and insofar as, in accordance with Article 150-0 B of the FTC, capital gains or losses on exchange will be subject to a rollover regime and will not be taken into account for the determination of the income tax for the year of the exchange, any capital gains or losses on exchange will also not be taken into account in the basis for calculating social levies for the year of the exchange.

(c) Exceptional contribution on high income

Article 223 *sexies of* the FTC sets out the contribution mentioned in section 2.18.1.1.(a).(i).(c) for taxpayers subject to income tax, applicable when the reference tax income of the taxpayer concerned exceeds certain limits. The reference tax income used for such purposes will not include the capital gains or losses on exchange resulting from the Secondary Exchange Offer, since, in accordance with Article 150-0 B of the FTC, these capital gains or losses on exchange will be subject to a rollover regime and will not be taken into account for the determination of income tax for the year of the exchange.

(ii) Shares held in a shares saving plan (PEA)

Individuals holding Ingenico shares as part of a PEA may participate in the Secondary Exchange Offer. Under current French legislation, Worldline shares received in the Secondary Exchange Offer will be eligible for the PEA and must be booked thereon. Capital gains realized on the exchange are exempt from income tax, subject to compliance with the conditions of application of the regime specific to the PEA, in particular with regard to its duration.

Subject to certain conditions, the PEA offers (i) during the lifetime of the PEA, an exemption from personal income tax and social levies with respect to capital gains and other income derived from the investments made through the PEA, provided, in particular, that such income and capital gains are maintained within the PEA and (ii) at the closing of the PEA (if this occurs more than five (5) years after the PEA opening) or at the time of a partial withdrawal from the PEA (if such withdrawal occurs more than five (5) years after the PEA is opened, unless otherwise specified), an exemption from personal income tax of the net gain earned since the opening of the plan.

Such net gains are not taken into account for the calculation of the exceptional contribution on high income, described in section 2.18.1.1.(a).(i).(c), but remain subject to the social levies described in section 2.18.1.1.(a).(i).(b) above at a rate of 17.2% for net gains realized as from January 1, 2018. However, the applicable rate of these social levies may vary depending on the date of realization of such net gains for (i) net gains acquired or recognized before January 1, 2018 and (ii) net gains realized within the first five years following the opening of the plan, where such plan was opened before January 1, 2018.

Specific provisions, not described in this Draft Offer Document, apply if capital losses are realized, if the plan is closed before the end of the fifth year following the opening of the PEA or if a withdrawal is made from the PEA in the form of an annuity. Concerned persons are urged to consult with their usual tax advisor.

Individuals holding Ingenico shares as part of a PEA are urged to consult with their usual tax advisor in order to determine the tax regime applicable to their particular situation, in particular with regard to the treatment of related costs.

(iii) Shares acquired pursuant to free share allocation plans

It should be noted that among the free shares granted by Ingenico, shares for which the vesting period is still running at the closing date of the Offer may not be tendered in the Offer. In addition, a special lockup period is applicable to corporate officers. Persons in any of these situations are therefore not concerned by the following paragraphs and are invited to consult section 2.7 “Situation of holders of free shares and liquidity mechanisms” and to consult with their tax advisor to determine the tax regime applicable to them.

In other cases, tendering in the Secondary Exchange Offer will be treated as an interim transaction with respect to both the gains on the acquisition of the free shares and the capital gains or losses on the sale of these shares, provided, with respect to the acquisition gains, that no compensation for fractional shares is received. The taxable event will be deferred until the sale, redemption, repayment or cancellation of the Worldline shares received in exchange for the free Ingenico shares. With regard to the treatment of fractional shares, in its doctrine published in the BOFiP BOI-RSA-ES-20-20-10-20, dated July 24, 2017, the French tax authorities indicated that, in the case of a public exchange offer taking place during the lock-up period applying to the shares, the rollover relief on the acquisition gains was subject to the absence of any compensation for fractional shares. If the French tax authorities were to consider that the condition of the absence of compensation for fractional shares continues even after the end of the lock-up period, with respect to the treatment of the acquisition gains, the failure to waive this possible cash payment as compensation for their fractional shares would cause the holders of free Ingenico shares to lose the benefit of the rollover regime provided for in Article 80 *quaterdecies* of the FTC. The persons concerned are invited to consult section 2.1.3 "Treatment of fractional shares" and to discuss their specific tax situation with their usual tax advisor.

Holders of free shares should be aware that holders of Ingenico free shares who are tax residents in France and parties to the liquidity agreements described in section 2.7 of the Draft Offer Document will not benefit from any tax deferral with respect to the exchange of Ingenico shares for Worldline shares under this agreement (except for any capital gains on the sale, in the event that Worldline treats the exchange as a legal contribution in kind, which has not been decided at this stage, as Worldline has a choice between delivering existing shares or new shares, and in the latter case, a choice of the method of issue of such shares). As a result, the acquisition gains and the corresponding capital gains, if any, will be taxed in respect of the year during which the Ingenico shares are exchanged for Worldline shares, pursuant to the liquidity agreement. Beneficiaries are advised to consult with their tax advisor to determine the tax regime applicable to them.

(*b) Legal entities that are tax residents in France and subject to CIT*

Under Article 38-7 of the FTC, a tax deferral is applicable to profits and losses recognized in connection with exchange offer transactions provided that the exchange does not give rise to a cash payment exceeding 10% of the nominal value of the shares allocated or the amount of the capital gain realized.

Consequently, in accordance with the provisions of Article 38-7 of the FTC, the profit or loss resulting from the exchange of Ingenico shares for Worldline shares carried out in connection with the Secondary Exchange Offer will be included in the taxable income of the fiscal year during which the Worldline shares received in exchange for the Ingenico shares will be sold.

The application of the provisions of Article 38-7 of the FTC is mandatory.

Profits and losses resulting from the subsequent sale of the Worldline shares received in exchange for the Ingenico shares will be determined by reference to the tax basis of the Ingenico shares tendered to the exchange by the shareholder. For the purposes of the long-term capital gains regime, if applicable, the holding period for Worldline shares will be computed from the date of acquisition of the Ingenico shares tendered to the exchange.

Pursuant to the provisions of Article 54 *septies* of the FTC, specific reporting obligations are imposed on legal entities benefiting from the tax deferral provided for in Article 38-7 of the FTC.

Legal entities recognizing capital losses or whose securities have been depreciated are urged to consult with their usual tax advisor regarding the rules applicable to the use of such capital losses.

(c) Non-French tax residents

The following section does not apply to the situation of investment funds or "partnerships."

Non-French tax residents are urged to consult with their usual tax advisor regarding their particular situation in order to determine, in particular, the tax regime applicable both in France and in the jurisdiction where they reside for tax purposes.

Subject to any international tax treaties and any specific rules that may apply to individuals who are not French tax residents and have acquired their shares through an employee benefits plan or any incentive scheme, capital gains on the sale of Ingenico shares in connection with the Secondary Exchange Offer, by persons who are not French tax residents within the meaning of Article 4B of the FTC or whose registered office is located outside of France (and the holding of the shares is not connected to a fixed base or a permanent establishment subject to taxation in France on the balance sheet of which the shares are recorded as an asset) and that have at no time during the five (5) years preceding the sale held, directly or indirectly, alone or together with the members of their family, an interest of over 25% in the Company's profits are in principle not subject to taxation in France (Articles 244-*bis* B and C of the FTC), except where the capital gains have been realized by legal entities or organizations that are domiciled, established or incorporated outside of France in an NCST within the meaning of Article 238-0 A of the FTC, other than those mentioned in Article 238-0 A, 2 *bis*, 2°. In the latter case, subject to the provisions of any international tax treaties that may be applicable, regardless of the percentage of rights held in the Company's profits, capital gains will be taxed at the flat rate of 75%, unless it is demonstrated that the principal purpose or effect of the transactions triggering such capital gains is not simply to allow their location in an NCST. A list of NCSTs is published by ministerial decree and may be updated at any time and, in principle, at least once a year. In this respect, it should be noted that the Law no. 2018-898 of October 23, 2018 relating to the fight against tax fraud, which entered into force on December 1, 2018, expanded the list of NCSTs as defined under Article 238-0 A of the FTC to the States and jurisdictions included in the blacklist published by the Council of the European Union, which is regularly updated.

Persons or organizations domiciled, established or incorporated in an NCST that do not meet the conditions for exemption are invited to consult their usual tax advisor.

Non-French tax residents are urged to discuss their particular tax situation with their usual tax advisor in order to take into consideration the tax regime applicable both in France and in their country of tax residence.

(d) Persons subject to a different tax regime

Shareholders subject to a tax regime other than those referred to above and who participate in the Secondary Exchange Offer, in particular taxpayers who carry out stock market transactions under conditions similar to those which characterize an activity carried out by a person conducting such operations on a professional basis or who have recorded their shares as an asset on their commercial balance sheet, non-residents or individuals who hold or have acquired shares through a company or group savings plan (including through an FCPE) or by the exercise of stock purchase or subscription options or legal entities subject to CIT and for which the shares qualify as equity investment or assimilated securities are urged to consult with their usual tax advisor in order to determine the tax regime applicable to their particular situation.

(e) French FTT

The French FTT will be due at a rate of 0.3% with respect to shares acquired by the Offeror in the context of the Secondary Exchange Offer and will be borne by the Offeror.

The 0.1% transfer tax referred to in Article 726 of the FTC is not due when the French FTT applies.

It is specified that the French FTT will not be due with respect to the Worldline shares delivered in connection with the Secondary Exchange Offer, pursuant to Article 235 *ter* ZD II 1° of the FTC, as they are newly issued by the Offeror.

2.18.1.3 Tax regime of the Secondary Cash Offer

Shareholders should note that, in the event that a proportional reduction of the shares tendered in the Secondary Cash Offer is applied in accordance with the proration mechanism described in Section 2.1.1.3. of this Draft Offer Document, the tax regime described below would only apply to the shares ultimately and effectively admitted to the Secondary Cash Offer, with the exception of the excess shares that will have been carried over to the Primary Offer and that will therefore fall under the tax regime described above in Section 2.18.1.1.

Holders should note that when they tender their shares to the Offer and receive a cash payment as compensation for fractional shares, the transaction will constitute, for the amount of shares corresponding to the rights thus transferred, a sale transaction immediately taxable under the standard tax regime, described in this section.

(a) Individual French residents holding shares as part of their private estate and who do not trade on the markets on a regular basis and who do not hold shares acquired pursuant to a company or group savings plan (including through an FCPE) or as part of employee incentive schemes (e.g. performance shares or shares resulting from the exercise of stock options)

(i) Standard tax regime

Net gains on the sale of shares in the context of the Secondary Cash Offer by individuals that are French tax residents, corresponding to the difference between the offer price, net of any costs borne by the tenderer and the tax basis of the shares tendered in the Secondary Cash Offer, will fall under the regime described in Section 2.18.1.1.(a).(i) of this Draft Offer Document.

Tendering shares in the Secondary Cash Offer may result in the termination of any tax deferral or rollover that may have been available to the holders of such shares in previous transactions.

(ii) Shares held in a PEA

Individuals holding Ingenico shares as part of a PEA can participate in the Secondary Cash Offer.

Capital gains on the sale of shares held in a PEA, realized in the context of the Secondary Cash Offer by individuals who are tax residents in France, equal to the difference between the sale price and the tax basis of the shares tendered in the Secondary Cash Offer, will fall under the regime described in Section 2.18.1.1.(a).(ii) of this Draft Offer Document.

Persons holding their shares in a PEA are advised to consult their usual tax advisor, particularly with regard to the allocation of costs.

(iii) Shares acquired pursuant to free share allocation plans

It should be noted that among the free shares granted by Ingenico, shares for which the vesting period is still running at the closing date of the Offer may not be tendered in the Secondary Cash Offer. In addition, a special lockup period is applicable to corporate officers. Persons in any of these situations are therefore not concerned by the information below and are invited to consult section 2.7 “Situation of holders of free shares and liquidity mechanisms” and to consult with their tax advisor to determine the tax regime applicable to them.

In other cases, tendering, in the Secondary Cash Offer, free shares granted pursuant to the provisions of Articles L.225-197-1 *et seq*. of the French Commercial Code will be a taxable event for the acquisition gain and will also give rise to the recognition of any capital gains or losses arising from the sale.

The acquisition gains on the shares concerned will be taxed in accordance with the regime applicable to each free share allocation plan from which the shares tendered in the Secondary Cash Offer originated. The persons concerned are invited to review their specific tax situation with their usual tax advisor.

Net gains realized as a result of tendering, in the Secondary Cash Offer, shares resulting from free share allocation plans for which the vesting period has expired, corresponding to the difference between the offer price, net of any costs borne by the tenderer, and the first quoted price of the Ingenico shares on the date of definitive acquisition of the free shares, will be taxed in accordance with the regime described in section 2.18.1.1(a).(i) of this Draft Offer Document.

The abovementioned sale and acquisition gains are taken into account in the calculation of the reference tax income on which the exceptional contribution on high income is based, where applicable.

Persons holding free shares as part of a company or group savings plan are invited to consult their usual tax advisor to determine the tax and social security regime applicable to them.

(*b*) *Legal entities that are tax residents in France and subject to CIT*

(i) Legal entities that are residents in France and subject to CIT and for which the Company's shares do not qualify as equity investment (or assimilated securities) for the purposes of Article 219 I-a quinquies of the FTC

Capital gains and losses resulting from the sale of shares in the context of the Secondary Cash Offer, equal to the difference between the offer price and the tax cost price of the shares tendered in the Secondary Cash Offer, shall be, in principle, included in the taxable income subject to CIT and, as applicable, the 3.3% social contribution under the conditions described in section 2.18.1.1.(b).(i).

It should be noted that tendering shares in the Secondary Cash Offer may result in the termination of any tax deferral or rollover relief that may have been available to the relevant companies with respect to prior transactions.

(ii) Legal entities that are residents in France and subject to CIT and for which the Company's shares qualify as equity investment (or assimilated securities) for the purposes of Article 219 I-a quinquies of the FTC

Legal entities that are residents in France for which the Company's shares qualify as equity investment or assimilated securities for the purposes of Article 219 I-a *quinquies* of the FTC are urged to consult with their usual tax advisor in order to determine the tax regime applicable to their particular situation.

(c) Non-French tax residents

The following section does not apply to the situation of investment funds or "partnerships."

Subject to any international tax treaties and any specific rules that may apply to individuals who are not French tax residents and have acquired their shares through an employee benefits plan or any incentive scheme, capital gains on the sale of their shares, equal to the difference between the offer price and the tax cost price of the shares tendered in the Secondary Cash Offer by individuals who are not French tax residents within the meaning of Article 4B of the FTC or by legal entities that are not French tax residents (and the holding of the shares is not connected to a fixed base or a permanent establishment subject to taxation in France on the balance sheet of which the shares are recorded as an asset) will be exempt from taxation in France under the conditions and with the reservations described in section 2.18.1.1.(c). However, when the capital gains are earned by legal entities or organizations that are domiciled, established or incorporated outside of France in an NCST, within the meaning of Article 238-0 A of the FTC, other than those mentioned in Article 238-0 A, 2 *bis*, 2°, regardless of the percentage of rights held in the Company's profits, capital gains will be taxed at the flat rate of 75%, unless it can be demonstrated that the principal purpose or effect of the transactions triggering such capital gains is not simply to allow their location in an NCST.

Shareholders that are not French tax residents are invited to review their particular tax situation with their usual tax advisor in order to take into consideration the tax regime applicable both in France and in their country of tax residence

The sale of shares in the context of the Secondary Cash Offer will trigger the termination of any payment deferral that may have been available to individuals subject to the "exit tax" rules set out in Article 167 *bis* of the FTC in the context of the transfer of their tax residence outside of France. Such individuals are urged to consult with their usual tax advisor.

(d) Persons subject to a different tax regime

Shareholders of the Company subject to a tax regime other than those referred to above and who participate in the Secondary Cash Offer, in particular persons who carry out stock market transactions under conditions similar to those which characterize an activity carried out by a person conducting such operations on a professional basis or who have recorded their shares as an asset on their commercial balance sheet, non-residents or individuals who hold or have acquired shares through a company or group savings plan (including through an FCPE) or by the exercise of stock purchase or subscription options or legal entities subject to CIT and for which the shares qualify as equity investment or assimilated securities are urged to consult with their usual tax advisor in order to determine the tax regime applicable to their particular situation.

(e) Transfer tax or French FTT

The French FTT will be due at a rate of 0.3% with respect to shares acquired by the Offeror in the context of the Secondary Exchange Offer and will be borne by the Offeror.

The 0.1% transfer tax referred to in Article 726 of the FTC is not due when the French FTT applies.

2.18.1.4 Tax regime of the Worldline shares received in exchange for Ingenico Shares in connection with the Offer

(a) Individual French residents holding shares as part of their private estate and who do not trade on the markets on a regular basis and who do not hold shares acquired pursuant to a company or group savings plan (including through an FCPE) or as part of employee incentive schemes (e.g. performance shares or shares resulting from the exercise of stock options)

As mentioned above in Section 2.18.1.1(a)(ii), Worldline shares will be eligible for the PEA. Dividends distributed by Worldline and capital gains resulting from the sale of Worldline shares under the PEA are eligible for an exemption from income tax and social levies under the conditions set forth in section 2.18.1.1.(a).(ii) above.

(i) Dividends

Income tax and additional contributions

Dividends distributed by Worldline to shareholders domiciled for tax purposes in France are subject to income tax in France under the conditions described below.

The gross amount of the dividends is subject to flat tax at the rate of 12.8% for income tax purposes, without the possibility of benefiting from the 40% rebate provided for in Article 158, 3-2° of the FTC or, if expressly, globally, irrevocably and annually elected, subject to the progressive income tax rate scale. In the latter case, the gross amount of the dividends is taken into account for the determination of the global income of the taxable shareholder in the category of investment income, subject to income tax at the progressive rate, after application of a rebate equal to 40% of the amount of the dividends.

The gross amount of dividends received will also be included in the taxpayer's reference tax income, which may be subject to the exceptional contribution on high income at a rate of 3% or 4%.

Non-discharging levy of 12.8%

Pursuant to Article 117 *quater* of the FTC and subject to the exceptions set forth below, individuals domiciled in France are subject to a non-discharging levy at a rate of 12.8% on the gross amount of distributed income. This withholding tax is levied by the paying agent if it is established in France. If the paying agent is established outside France, the income is declared and the corresponding withholding tax paid within the first 15 days of the month following the month in which the income is paid, either by the taxpayer or by persons responsible for paying the income if it is established in a member State of the European Union or in another State party to the agreement on the European Economic Area that has concluded an administrative assistance agreement with France to combat tax fraud and tax evasion, and that has been mandated for this purpose by the taxpayer.

However, in cases where the paying agent is established in France, individuals belonging to a tax household whose reference tax income for the penultimate year, as defined in Article 1417, IV, 1° of the FTC, is less than €50,000 for single, divorced or widowed taxpayers and less than €75,000 for taxpayers subject to joint taxation, may request exemption from this tax, under the conditions provided for in Article 242 *quater of* the FTC, i.e. by producing, no later than November 30 of the year preceding the year in which the distributed income is paid, to the persons responsible for paying it, a sworn statement indicating that their reference tax income appearing on the tax notice issued in respect of the income for the penultimate year preceding the payment of said income is below the aforementioned thresholds. However, taxpayers who acquire shares after the deadline for filing the aforementioned exemption request may, under certain conditions, file this exemption request with their paying agent when acquiring these shares, pursuant to paragraph 320 of the administrative doctrine BOI-RPPM-RCM-30-20-10-20191220.

Where the paying agent is established outside France, only individuals belonging to a tax household whose reference tax income for the penultimate year, as defined in Article 1417, IV, 1° of the FTC, is equal to or greater than the amounts mentioned in the above paragraph are subject to the withholding tax of 12.8%.

This levy does not release the taxpayer from income tax or, where applicable, the exceptional contribution on high income. However, it can be offset against the income tax due for the year in which it is levied, and any excess payment is refundable. Unless the taxpayer exercises an option to take into account investment income (with the exception of certain tax-exempt income) and capital gains in determining the overall net income subject to the progressive income tax rate scale, the non-discharging tax levy of 12.8% will correspond to the flat tax rate applicable for personal income tax purposes. Election for the progressive income tax rate scale applies on an annual basis to all investment income (with the exception of certain tax-exempt income) and capital gains falling within the scope of the above-mentioned flat-rate tax of 12.8% and realized in respect of the same year.

In the event of payment of dividends outside France in an NCST within the meaning of Article 238-0 A of the FTC, other than those mentioned in Article 238-0 A, 2 bis, 2° of the FTC (i.e. other than those listed due to a European criterion other than that of facilitating offshore structures or arrangements), regardless of the place of residence or the status of the shareholder concerned, a 75% withholding tax is applicable. Notwithstanding the above, the 75% withholding tax shall not apply if the debtor proves that the distributions in such a State or territory have neither the object nor the effect of permitting, for the purpose of tax evasion, their location in an NCST. The list of NCSTs is published by ministerial decree and may be updated at any time and, in principle, at least once a year. The provisions of the FTC referring to Article 238-0 A of the FTC apply to the States or territories added to this list as of the first day of the third month following the publication of the decree. Law No. 2018-898 relating to the fight against tax fraud published in the Official Journal on October 24, 2018 (i) removed the specific exclusion of the member States of the European Union, (ii) extended this list to the States and territories appearing on the "black list" published by the Council of the European Union, as well as any amendments made to it, and (iii) thus extended the scope of application of the provisions of the FTC referring to Article 238-0 A of the same code, as well as any amendments made to it.

Social levies

In addition, dividends distributed by Worldline will be subject to social levies. Whether or not the 12.8% levy described above is applicable and whether or not the taxpayer has opted for taxation according to the progressive income tax rate scale, the gross amount of dividends, if any, distributed by Worldline will also be subject in full to social levies at an overall rate of 17.2%, broken down as follows:

- the general social contribution (*contribution sociale généralisée*, "**CSG**"), at a rate of 9.2%;
- the contribution for social debt repayment (*contribution pour le remboursement de la dette sociale*, "**CRDS**"), at a rate of 0.5%; and
- the solidarity levy (*prélèvement de solidarité)*, at a rate of 7.5%.

If the dividends are subject to the abovementioned 12.8% flat tax, none of these social levies are deductible from the taxable income. If the taxpayer opts for taxation based on the progressive income tax rate scale, the CSG will be partially deductible, in the amount of 6.8%, from the taxable income of the year during which it is paid, it being understood that other social levies will not be deductible from the taxable income.

These social levies are withheld and collected in the same way as the 12.8% non-discharging levy described above when applicable, it being specified that when the paying agent is established outside France, it is the taxpayer who is, in principle, liable for the social levies (unless a mandate is given under the conditions set forth above for the non-discharging levy). Shareholders are invited to consult with their usual tax advisor in order to determine the conditions of payment of social levies when the 12.8% levy is not applicable.

Concerned shareholders are invited to consult their usual tax advisor to determine the conditions for the declaration and payment of the 12.8% levy and social levies applicable to dividends, as well as, more generally, the tax regime applicable to their particular situation (including, in particular, the regime applicable to dividends for income tax purposes, whether or not the taxpayer should opt for the progressive income tax rate scale and the applicable tax regime in the event that the taxpayer decides to opt out of the application of the 12.8% flat-rate tax for income tax and the conditions for applying the exceptional contribution on high income).

(ii) Capital gains

Net gains from the sale of securities by individuals who are French tax residents are subject to a 12.8% flat tax, without rebate.

However, taxpayers may elect, before the deadline for filing their income tax return for the year in question, that such net capital gains be taken into account for the purposes of determining the net global income subject to the progressive income tax rate scale. The election is global, irrevocable, express and applies on a yearly basis to all investment income (with the exception of certain tax-exempt income) and capital gains falling within the scope of the 12.8% flat tax and earned during the year in question.

If such an election is filed, net capital gains resulting from the sale of shares, acquired or subscribed before January 1, 2018, will be taken into account for the purposes of determining the net global income subject to the progressive income tax rate scale after application of a proportional rebate in accordance with Article 150-0 D of the FTC, which is equal to:

- 50% of their amount where the shares have been held for at least two years and less than eight years, at the date of the sale;

- 65% of their amount where the shares have been held for at least eight years, at the date of the sale.

No rebate applies if the sale is made during the first two (2) years of the holding period. For the purposes of determining the rebate, if any, applicable to the holders of Ingenico shares (other than those holding their Ingenico shares in a PEA) who have tendered their Ingenico shares in the Secondary Exchange Offer, the holding period is calculated using as a starting point the acquisition or subscription date of the Ingenico shares tendered in the Offer in exchange for Worldline shares. In any case, no such rebate will apply to shares acquired or subscribed on or after January 1, 2018.

Net capital gains are also included, without rebate, in the taxpayer's reference tax income, which may be subject to the exceptional contribution on high income at a rate of 3% or 4%.

In addition, capital gains resulting from the sale of Worldline shares will also be subject to social levies without the application of any rebate.

Capital losses resulting from the sale of Worldline shares during a given year will be deducted from capital gains of the same nature realized during the same year or during the ten (10) following years, subject to the application of the rebates provided for in Article 150-0 D of the FTC with respect to income tax.

Persons recognizing capital losses are urged to consult with their usual tax advisor with regard to the rules governing the use of such capital losses.

*(iii) Real estate wealth tax (Impôt sur la fortune immobilière, "**IFI**")*

Individual shareholders are invited to discuss their potential IFI liability with their usual tax advisor.

(iv) Inheritance and gift tax

Subject to international tax treaties, Worldline shares received by individuals who are tax residents of France by way of inheritance or gift will generally be subject to inheritance or gift tax in France regardless of the country of residence of the donor or the deceased.

(b) Legal entities that are tax residents in France and subject to CIT
(i) Dividends

Dividends distributed by Worldline to shareholders that are legal entities subject to CIT in France are subject to CIT in France under the following conditions.

The gross amount of the dividends received is included in the income subject to CIT at the standard rate plus the 3.3% social contribution (Article 235 ter ZC of the FTC), where applicable, which is assessed on the basis of the amount of CIT after application of a rebate which may not exceed an amount of €763,000 per twelve-month period.

The applicable CIT rate will depend on the legal entity's revenues and, in some cases, the amount of its taxable income, it being specified that it is currently 28%[25] for fiscal years opened on or after January 1, 2020, but will gradually decrease to 25% for fiscal years opened on or after January 1, 2022). The shareholders concerned are invited to consult with their tax advisor in order to determine the tax rate applicable to them.

Notwithstanding the foregoing, in accordance with the provisions of Articles 145 and 216 of the FTC, legal entities holding, in general, at least 5% of Worldline's share capital may benefit, under certain conditions and at their option, from the parent company and subsidiary regime. Under this regime, dividends received by the parent company are not subject to CIT, with the exception of a quota for costs and expenses representing 5% of the amount of the dividends.

However, if the dividends paid by the Company are paid outside France in an ETNC, other than those mentioned in Article 238-0 A, 2 *bis*, 2° of the FTC, the dividends distributed by the Company are subject to withholding tax at a rate of 75%. Notwithstanding the above, the 75% withholding tax shall not apply if the debtor proves that the distributions in such a State or territory have neither the object nor the effect of permitting their location in an NCST for the purpose of tax evasion,. The list of NCSTs is published by ministerial decree and may be updated at any time and, in principle, at least once a year. The provisions of the FTC referring to Article 238-0 A of the FTC apply to the States or territories added to this list as of the first day of the third month following the publication of the decree. Law No. 2018-898 relating to the fight against tax fraud published in the Official Journal on October 24, 2018 (i) removed the specific exclusion of the member States of the European Union, (ii) extended this list to the States and territories appearing on the "black list" published by the Council of the European Union, as well as any amendments made to it, and (iii) thus extended the scope of application of the provisions of the FTC referring to Article 238-0 A of the same code, as well as any amendments made to it.

Shareholders that are legal entities are invited to consult with their usual tax advisor in order to determine the taxation that will apply to them.

(ii) Capital gains

Net capital gains resulting from the sale of Worldline shares shall be included in the income subject to CIT at the standard rate plus the 3.3% social levy (Article 235 ter ZC of the FTC), where applicable, which is assessed on the basis of the amount of CIT after application of a rebate which may not exceed an amount of €763,000 per twelve-month period. In principle, and except where a specific regime applies, capital losses resulting from the sale of Worldline shares will be deducted from the legal entity's taxable income.

The applicable tax rate will depend on the legal entity's revenues and, in some cases, the amount of its taxable income, as well as on the date of the sale and the opening date of the fiscal year in which the sale takes place.

Concerned shareholders are urged to consult with their tax advisor in order to determine the CIT rate applicable to them.

Legal entities that are residents in France for which the Company's shares qualify as equity investment or assimilated securities for the purposes of Article 219 I-a *quinquies* of the FTC (*titres de*

[25] It being specified that for taxpayers with revenues of €250 million or more, this rate is increased to 31% for the portion of taxable income exceeding €500,000.

participation et titres assimilés) are urged to consult with their usual tax advisor in order to determine the tax regime applicable to their particular situation.

(c) Non-French tax residents
(i) Dividends

Under current French legislation and subject to the possible application of international tax treaties, the following provisions summarize certain French tax consequences with respect to withholding taxes on income from Worldline shares that may apply to shareholders (i) who are not domiciled in France within the meaning of Article 4 B of the FTC or whose registered office is located outside France and (ii) whose ownership of the shares is not linked to a fixed base or a permanent establishment subject to tax in France. Such shareholders should consult with their usual tax advisor to determine the tax regime applicable to their particular case.

Non-French tax residents must also comply with the tax legislation in force in their State of residence, subject to the application of any international tax treaty entered into between France and that State.

Dividends distributed by Worldline are, in principle, subject to a withholding tax, levied by the agent paying the dividends, when the tax domicile or registered office of the beneficiary is located outside France.

Subject to what is stated below, the rate of this withholding tax is set at (i) 12.8% when the beneficiary is an individual, (ii) 15% when the beneficiary is an entity having its registered office in a member State of the European Union or in another State, party to the Agreement on the European Economic Area, that has concluded an administrative assistance agreement with France to combat tax fraud and tax evasion and which would be, if it had its registered office in France, subject to taxation under the special regime provided for in Article 206(5) of the FTC (which refers to organizations generically referred to as “non-profit organizations”), as interpreted by the administrative doctrine BOI-IS-CHAMP-10-50-10-40-20130325, paragraph 580 *et seq*, and by applicable case law and (iii) the standard CIT rate provided for in Article 219, I, paragraph 2, first sentence of the FTC set at (x) 28% for fiscal years opened on or after January 1, 2020, (y) 26.5% for fiscal years opened on or after January 1, 2021 and (z) 25% for fiscal years opened on or after January 1, 2022 in other cases.

However, regardless of the location of the beneficiary's tax domicile, place of residence or registered office, subject to the provisions of international tax treaties, if they are paid outside France in an NCST, other than those mentioned in Article 238-0 A, 2 *bis*, 2° of the FTC, the dividends distributed by Worldline are subject to withholding tax at a rate of 75%, unless Worldline can demonstrate that the distribution of these dividends in such a State or territory has neither the object nor the effect of permitting their location in an NCST for the purpose of tax evasion. The list of NCSTs is published by ministerial decree and may be updated at any time and, in principle, at least once a year. The provisions of the FTC referring to Article 238-0 A of the FTC apply to the States or territories added to this list as of the first day of the third month following the publication of the decree. Law No. 2018-898 relating to the fight against tax fraud published in the Official Journal on October 24, 2018 (i) removed the specific exclusion of the member States of the European Union, (ii) extended this list to the States and territories appearing on the “black list” published by the Council of the European Union, as well as any amendments made to it, and (iii) thus extended the scope of application of the provisions of the FTC referring to Article 238-0 A of the same code, as well as any amendments made to it.

The withholding tax may be reduced or even waived, in particular under:

(i) Article 119 *ter* of the FTC applicable under certain conditions to shareholders who are legal entities and who are the beneficial owners of the dividends:

- having their effective place of management in a State of the European Union or in another State, party to the Agreement on the European Economic Area, that have concluded a convention for the elimination of double taxation with France containing a clause on administrative assistance for the purpose of combatting tax fraud or evasion and which are not considered, under a tax convention concluded with a third State, as having their tax residence outside the European Union or the European Economic Area;

- that have one of the forms listed in Part A of Annex I to Council Directive 2011/96/EU of November 30, 2011 on the common system of taxation applicable in the case of parent companies and subsidiaries of different member States, or an equivalent form where the company has its effective center of management in a State party to the European Economic Area;

- that hold at least 10% of the capital of the French distributing company for two years and meeting all the other conditions referred to in this article and as interpreted by the administrative doctrine BOI-RPPM-RCM-30-20-10-20190703, it being specified, however, that *(x)* this holding rate is reduced to 5% of the capital of the French company making the distribution when the legal entity that is the beneficial owner of the dividends holds an equity interest that satisfies the conditions provided for in Article 145 of the FTC and is deprived of any possibility of charging the withholding tax, and *(y)* the holding rates are assessed by taking into account full ownership or bare ownership; and

- that are liable, in the member State of the European Union or in the State party to the Agreement on the European Economic Area where it has its effective place of management, to the corporate income tax of that State, without the possibility of an option and without being exempt from it;

- it being specified that Article 119 *ter of* the FTC does not apply to dividends distributed as part of an arrangement or series of arrangements which, having been put in place to obtain, as a main objective or as one of the main objectives, a tax advantage that runs counter to the object or purpose of Article 119 *ter of the* FTC, is not genuine in light of all the relevant facts and circumstances; or

(ii) Article 119 *quinquies* of the FTC, as amended by Financial Law n°2019-1479 for 2020 published in the Official Journal on December 29, 2019, applicable to legal entity shareholders with a tax loss located in *(x)* a member State of the European Union, *(y)* another State or territory party to the Agreement on the European Economic Area that is not an NCST and that has concluded an administrative assistance agreement with France to combat tax fraud and evasion and a mutual collection assistance agreement with a similar scope to that provided for in Council Directive 2010/24/EU of March 16, 2010 or *(z)* a State outside the European Union or the European Economic Area that is not an NCST and has concluded the administrative assistance and mutual collection assistance agreements mentioned above with France, provided that the legal entity shareholder's equity interest in the Company does not allow it to participate effectively in its management or control, and that is subject to a judicial liquidation procedure comparable to that mentioned in Article L. 640-1 of the French Commercial Code (or, failing such proceedings, that is in a state of suspension of payments and in a situation where its recovery is manifestly impossible) and that meets the other conditions set forth in Article 119 *quinquies* of the FTC; or

(iii) international tax treaties where applicable.

Concerned shareholders are invited to consult their usual tax advisor in order to determine whether, and under what conditions, they can benefit from one of these exemptions or a reduction in withholding tax.

In addition, income distributed to mutual investment funds constituted under foreign law that (*i)* are located in a member State of the European Union or in another State or territory that has concluded an administrative assistance agreement with France to combat tax fraud and evasion and fulfils the conditions set out in Article *119 bis*, 2 of the FTC will be exempt from withholding tax, (*ii)* raise capital from a certain number of investors with a view to investing it, in accordance with a defined investment policy, in the interest of those investors and (*iii)* have characteristics similar to those of French mutual investment funds fulfilling the conditions set out in Article *119 bis*, 2 of the FTC and in the administrative doctrine BOI-RPPM-RCM-30-20-70-20170607.

In addition, Article 235 *quater of* the FTC resulting from Finance Law 2019-1479 for 2020, published in the Official Journal on December 28, 2019, provides for a mechanism to refund the withholding tax with a tax deferral applicable to shareholders who are legal entities or organizations (*a)* whose taxable income for the fiscal year in which the dividend is received is in deficit, (*b)* whose registered office or permanent establishment the revenues of which include the income and profits is located (*x)* in a member State of the European Union, (*y)* in another State party to the Agreement on the European Economic Area that is not an NCST and that has concluded an administrative assistance agreement with France to combat tax fraud and evasion and a mutual collection assistance agreement with a similar scope to that provided for in Council Directive 2010/24/EU of March 16, 2010 or (*z)* in a State outside the European Union that is not party to the Agreement on the European Economic Area but has concluded the administrative assistance and mutual collection assistance agreements mentioned above with France, provided that this State is not an NCST and that the distributing company's equity interest does not allow the beneficiary to participate effectively in its management or control of this company or organization and (*c*) complying with the reporting obligations set out in Article 235 *quater* of the FTC. The tax deferral ends for the fiscal year during which the legal entity shareholder once again becomes a beneficiary, as well as in the cases set forth in Article 235 *quater* of the FTC.

Finally, shareholders should note that Finance Law No. 2018-1317 for 2019, published in the Official Journal on December 30, 2018, introduced an anti-abuse measure codified in Article 119 *bis* A of the FTC, with effect from July 1, 2019, providing for the application by the paying agent of the withholding tax applicable to dividends in the event of temporary sales of securities or similar transactions relating to the payment of dividends, allowing non-resident shareholders of French companies to avoid the withholding tax normally applicable. In this case, the withholding tax applies without the beneficiary being able to avail himself of the so-called "simplified" procedure in order to benefit from the more favorable provisions of a tax treaty that may be applicable. However, the text provides, under certain conditions, for a safeguard measure allowing the refund of all or part of the withholding tax thus levied if it provides proof that this payment corresponds to a transaction whose main purpose and effect is other than to avoid the application of a withholding tax or to obtain a tax advantage.

Concerned Worldline shareholders are responsible for consulting with their usual tax advisor in order to (*i*) determine whether they are likely to be subject to the legislation on NCSTs and/or to benefit from a reduction or exemption from withholding tax and/or to be subject to the anti-abuse measure, (*ii)* familiarize themselves with the practical procedures for applying these agreements as provided for in particular by the administrative doctrine BOI-INT-DG-20-20-20-20120912 relating to the so-called "standard" or "simplified" procedure for reduction or exemption from withholding tax, and (*iii)* more generally, to determine the tax regime applicable to them in light of their particular situation.

(ii) Capital gains

Non-French tax residents are urged to review their particular tax situation with their usual tax advisor in order to take into consideration the tax regime applicable both in France and in the jurisdiction where they reside for tax purposes.

Subject to any international tax treaties and any specific rules that may apply to individuals who are not French tax residents and have acquired their shares through an employee benefits plan or any incentive scheme, capital gains on the sale of their Worldline shares by persons who are not French tax residents within the meaning of Article 4B of the FTC or whose registered office is located outside of France (and the holding of the shares is not connected to a fixed base or a permanent establishment subject to taxation in France on the balance sheet of which the shares are recorded as an asset) and that have at no time during the five (5) years preceding the sale held, directly or indirectly, alone or together with the members of their family, an interest of over 25% in the Company's profits are in principle not subject to taxation in France (Articles 244-*bis* B and C of the FTC), except where the capital gains are earned by persons or entities that are domiciled, established or incorporated outside of France in an NCST within the meaning of Article 238-0 A of the FTC, other than those mentioned in Article 238-0 A, 2 *bis*, 2°. In the latter case, subject to the provisions of any international tax treaties that may be applicable, regardless of the percentage of rights in the Company's profits held, capital gains will be taxed at the flat rate of 75%, unless it is demonstrated that the principal purpose or effect of the transactions triggering such capital gains is not simply to allow their location in an NCST. A list of NCSTs is published by ministerial decree and may be updated at any time and, in principle, at least once a year. In this respect, it should be noted that the Act no. 2018-898 of October 23, 2018 relating to the fight against tax fraud, which entered into force on December 1, 2018, expanded the list of NCSTs as defined under Article 238-0 A of the FTC to the States and jurisdictions included in the blacklist published by the Council of the European Union.

Persons or organizations domiciled, established or incorporated in an NCST that do not meet the conditions for exemption are invited to consult their usual tax advisor.

(d) IFI

Individual non-French tax residents are invited to discuss their potential IFI liability with their usual tax advisor.

(e) Inheritance and gift tax

Subject to international tax treaties and pursuant to Article 750 *ter* 2° of the FTC, securities of French companies received by individuals who are tax residents of France by way of inheritance or gift will generally be subject to inheritance or gift tax in France.

Concerned individuals who are not French tax residents are invited to consult their usual tax advisor to determine the tax regime applicable to them.

(f) Persons subject to a different tax regime

Holders of Worldline shares and subject to a tax regime different from those described above are urged to consult with their usual tax advisor in order to determine the tax regime applicable to their particular situation.

(g) Transfer tax or French FTT

Pursuant to Article 235 *ter* ZD of the FTC, the French FTT applies to acquisitions for consideration of equity securities admitted to trading on a regulated market that are issued by a company whose registered office is located in France and whose market capitalization exceeds one billion euros on December 1 of the year preceding the tax year. A list of companies falling within the scope of the French FTT is published each year (most recently BOI-ANNX-000467-20191218). Worldline is currently included in this list. As a result, transactions in Worldline shares will be subject to the French FTT at the current rate of 0.3% of the acquisition price of Worldline's equity securities (subject to certain exceptions).

When the French FTT is not due, registration fees at the rate of 0.1% under Article 726 of the FTC apply, under certain conditions, to transfers of shares of listed companies when such transfers are evidenced by a deed (regardless of where the deed is signed), subject to certain exceptions.

Worldline is not required to bear the cost of the French FTT or any applicable transfer tax.

Prospective holders of Worldline shares are advised to consult their usual tax advisor for information on the potential consequences of the French FTT or transfer taxes.

When the French FTT is applicable to the transaction, the 0.1% registration fee under Article 726 of the FTC is not due.

2.18.2 *Tax regime of the offers relating to the Ingenico OCEANEs*

(a) Individual French residents holding OCEANEs as part of their private estate and who do not trade on the markets on a regular basis

The following does not apply to individuals who carry out stock market transactions under conditions similar to those which characterize an activity carried out by a person conducting such operations on a professional basis. Such individuals are urged to consult with their usual tax advisor in order to determine the tax regime applicable to their particular situation.

Holders of Ingenico OCEANEs should note that when they tender their securities to the Offer and receive a cash payment as compensation for fractional shares, the transaction will constitute, for the amount of shares corresponding to the rights thus transferred, a sale transaction immediately taxable under the standard tax regime, described in this section.

(i) Standard tax regime

In accordance with Articles 200 A, 158, 6 *bis* and 150-0 A *et seq*. of the FTC, net capital gains resulting from the sale of OCEANEs, calculated taking into account the fraction of the price corresponding to the accrued interest, by individuals who are French tax residents in connection with the OCEANE Cash Offer are subject to a 12.8% flat tax, without rebate.

However, taxpayers may elect, before the deadline for filing their income tax return for the year in question, that such net capital gains be taken into account for the purposes of determining the net global income subject to the progressive income tax rate scale. The election is global, irrevocable, express and applicable on a yearly basis to all investment income (with the exception of certain tax-exempt income) and capital gains falling within the scope of the 12.8% flat tax and earned during the year in question. If such an election is filed, the net capital gains resulting from the sale of OCEANEs will be taken into account for the purposes of determining the net global income subject to the progressive income tax rate scale.

The OCEANEs do not fall within the scope of the rebate under Article 150-0 D of the FTC.

Persons with reportable net capital losses or recognizing capital losses on the sale of OCEANEs in the context of the OCEANE Mixed Offer and the OCEANE Cash Offer are urged to consult with their usual tax advisor in order to review the conditions for the use of such capital losses.

Net gains on the sale of bonds will also be subject, without rebate, to social levies at an overall rate of 17.2%, broken down as follows:

- the general social contribution (*contribution sociale généralisée*, "**CSG**"), at a rate of 9.2%;

- the contribution for social debt repayment (*contribution pour le remboursement de la dette sociale*, "**CRDS**"), at a rate of 0.5%; and

- the solidarity levy (*prélèvement de solidarité),* at a rate of 7.5%.

If the net capital gains resulting from the sale of securities are subject to the abovementioned 12.8% flat tax, none of these social levies are deductible from the taxable income. If the taxpayer files an election for taxation based on the progressive income tax rate scale, the CSG will be partially deductible, in the amount of 6.8%, from the taxable income of the year during which it is paid, it being understood that other social levies will not be deductible from the taxable income.

Net capital gains are also included in the taxpayer's reference tax income, which may be subject to the exceptional contribution on high income at a rate of 3% or 4%, the tax regime of which is described in section 2.18.1.1 (a).(i).(c).

Tendering in the context of the OCEANE Mixed Offer or the OCEANE Cash Offer will trigger the termination of any tax deferral or rollover relief that may have been available to the holders for prior transactions with respect to the OCEANEs tendered in the Offer.

(ii) PEA

The OCEANEs are not eligible for the PEA.

(*b) Legal entities that are tax residents in France and subject to corporate income tax*

Net capital gains resulting from the sale of OCEANEs (calculated not including the fraction of the price corresponding to the accrued interest, as such interest is subject to a separate tax under the standard tax regime relating to accrued interest) in the context of the OCEANE Mixed Offer or the OCEANE Cash Offer will be included in the income subject to CIT at the standard rate plus the 3.3% social contribution (Article 235 *ter* ZC of the FTC), where applicable, which is assessed on the basis of the amount of CIT after application of a rebate which may not exceed an amount of €763,000 per twelve-month period.

Capital losses resulting from the sale of the Company's OCEANEs (calculated not including the fraction of the price corresponding to the accrued interest, as such interest is subject to a separate tax under the standard tax regime relating to accrued interest) in the context of the OCEANE Mixed Offer or the OCEANE Cash Offer will be deducted from the legal entity's taxable income.

In addition, it should be noted that tendering the Company's OCEANEs in the OCEANE Mixed Offer or the OCEANE Cash Offer will trigger the termination of any tax deferral or rollover relief that may have been available to the concerned holders of the Company's OCEANEs for prior transactions.

The applicable CIT rate will depend on the legal entity's revenues and, in some cases, the amount of its taxable income, as well as the date of the sale and the opening date of the financial year during which the sale takes place, it being specified that the standard tax rate for fiscal years opened on or after January 1, 2020 is currently 28%[26].

Concerned holders of OCEANEs are invited to consult with their tax advisor in order to determine the CIT rate applicable to them.

(c) Non-French tax residents

[26] It being specified that for taxpayers with a revenue equal to or greater than 250 million euros, this rate is increased to 31% for the fraction of taxable profit in excess of 500,000 euros.

Holders of OCEANEs that are not French tax residents are invited to review their particular tax situation with their usual tax advisor in order to take into consideration the tax regime applicable both in France and in their country of tax residence.

Subject to any international tax treaties that may apply, pursuant to Article 244 *bis* C of the FTC, capital gains resulting from the sale of OCEANEs by persons who are not French tax residents within the meaning of Article 4B of the FTC or whose registered office is located outside of France (and the holding of the securities is not connected to a fixed base or a permanent establishment subject to taxation in France) are in principle not subject to taxation in France.

(d) Persons subject to a different tax regime

Holders of Ingenico OCEANEs subject to a tax regime different from those described above and that are participating in the OCEANE Mixed Offer or the OCEANE Cash Offer, in particular taxpayers whose transactions involve securities that are not simply part of their private estate or are recorded as assets on their balance sheet, as well as non-residents, are invited to review their particular situation with their usual tax advisor.

(e) Transfer tax or French FTT

No transfer tax is due in France on the sale of the OCEANEs, unless the sale of the OCEANEs is spontaneously presented for registration, in which case a minimal registration fee (*droit fixe des actes innomés*) of €125 will apply (Article 680 of the FTC).

Sales of OCEANEs under the Offer are not concerned by the French financial transfer tax provided under Article 235 *ter* ZD of the FTC.

3 VALUATION CRITERIA FOR THE OFFER PRICE

3.1 Summary of the context and terms of the Offer

The Offer initiated by Worldline relates to the outstanding shares and OCEANEs issued by Ingenico and aims to create a new world-class leader in payment services.

3.2 Financial references

3.2.1 *Preliminary remarks*

The valuation assessment of the Offer price was prepared by the Presenting Banks on behalf of the Offeror based on a multi-criteria approach using customary valuation methodologies, selected taking into account the specificities of Worldline and Ingenico, their size and sector of activity.

The valuation analysis hereafter was prepared based on financial information publicly released by Worldline and Ingenico or available through public databases, without any independent verification by the Presenting Banks.

The financial information as well as the market data presented herein are dated as of 31 January 2020 market close, the last trading day prior to the announcement of the Offer.

3.2.2 *Financial metrics*

The Presenting Banks did not have access to Worldline and Ingenico's management business plans. The valuation analysis for both companies, is therefore based on 2018 audited and consolidated financial statements, 2019 preliminary financial results, 2019 audited and consolidated financial statements, as well as projected financials based on a consensus of research analysts covering each company. The consensus-based financial projections for each company are in line with the guidance and outlook communicated by Wordline and Ingenico during their 2019 investor day (dated 30 January 2019 and 24 April 2019 respectively) as well as during the publication of their 2019 half-year results (dated 24 and 23 July 2019 respectively).

The Offeror did not have access to Ingenico's management business plan.

The financial statements retained for the fiscal year 2018 were released by Worldline and Ingenico on 20 February 2019 and 12 February 2019 respectively[27].

The preliminary results retained for the fiscal year 2019 were released by Worldline and Ingenico on 3 February 2020. The detailed financial statements for the fiscal year 2019 were released by Worldline and Ingenico on 24 February 2020 and 19 February 2020 respectively[28].

The retained consensus for 2020 and 2021 has been prepared based on research analysts' reports published since the release of 2019 third-quarter earnings of both companies – communicated by Worldline and Ingenico on 23 October 2019 and 22 October 2019 respectively – until the reference date of 31 January 2020.

Furthermore, the analysis is based on standalone perimeters for each company, i.e. before any impact from the combination. As such, the impact of the potential synergies expected from the combination has not been taken into account in the analysis herein as these synergies would only materialise when the transaction is successfully carried out (with no possible ex-ante allocation between each company).

Retained Worldline financial metrics (in euro million):

	Preliminary	*Consensus*	
As of 31 December	**2019**	**2020**	**2021**
Net revenues	**2,382**	**2,540**	**2,726**
Growth (%)		*6.6 %*	*7.3 %*
OMDA (post-IFRS 16)[29]	**602**	**680**	**759**
Margin (%)	*25.3 %*	*26.8 %*	*27.8 %*
IFRS 16 impact	*(41)*	*(41)*	*(41)*
Growth (%)	*n.a.*	*1.0 %*	*1.0 %*
OMDA (pre-IFRS 16)	*562*	*639*	*718*
Margin (%)	*23.6 %*	*25.2 %*	*26.3 %*
Capital expenditures	**n.a.[30]**	**142**	**153**
As % of net revenues	*n.a.*	*5.6 %*	*5.6 %*

Sources : Company, research analyst reports as of 31 January 2020

Worldline's financial metrics presented herein reflect the positive impact from IFRS 16 adjustment, amounting to 41 million euros at OMDA level. For illustrative purposes, the 2019 OMDA pre-IFRS 16 impact is of 562 million euros.

[27] Worldline and Ingenico's 2018 universal registration documents were released on 22 March and 24 April 2019 respectively.
[28] Worldline and Ingenico's 2019 universal registration documents were released on 28 April and 29 April 2020 respectively.
[29] Operating margin before depreciation and amortisation (OMDA), equivalent to EBITDA in Worldline's financial communication.
[30] The capital expenditures were not released during Worldline's 2019 preliminary results on 3 February 2020. They amount to 114 million euros (publication of the consolidated financial statements on 19 February 2020).

Worldline adopted IFRS 16 accounting standards as of 1 January 2019. IFRS 16 requires lessees to recognise nearly all leases on the balance sheet which will reflect their right to use an asset for a period of time and the associated liability for payments.

The research analysts' consensus for Worldline, as of 31 January 2020, is in line with the 2019-2021 outlook communicated by the company during Atos' investor day on 30 January 2019. The 2019 guidance was subsequently reiterated during the 2019 half-year earnings release on 24 July 2019.

Worldline guided towards an organic revenue Compounded Annual Growth Rate (CAGR) of 7% to 8% over the 2018-2021 period. The forecasted revenue CAGR in the research analysts' consensus is of 7.1% over 2018[31]-2021.

Worldline guided towards a 2021 OMDA margin improvement of 400 to 500 basis points[32] compared to 2018[33]. The forecasted 2021 OMDA margin in the research analysts' consensus is of 27.8% representing about 480 basis points improvement compared to 2018.

Retained Ingenico financial metrics (in euro million):

	Preliminary	*Consensus*	
As of 31 December	**2019**	**2020**	**2021**
Revenues[34]	**3,370**	**3,592**	**3,840**
Growth (%)		*6.6 %*	*6.9 %*
EBITDA (post-IFRS 16)	**606**	**662**	**722**
Margin (%)	*18.0 %*	*18.4 %*	*18.8 %*
IFRS 16 Impact	*(33)*	*(33)*	*(34)*
Growth (%)	*n.a.*	*1.0 %*	*1.0 %*
EBITDA (pre-IFRS 16)	*573*	*629*	*688*
Margin (%)	*17.0 %*	*17.5 %*	*17.9 %*
Capital expenditures	**135**	**144**	**156**
As % of revenues	*4.0 %*	*4.0 %*	*4.1 %*

Sources : Company, research analyst reports as of 31 January 2020

Ingenico's financial metrics herein reflect the positive impact from IFRS 16 adjustment, amounting to 33 million euros at EBITDA level. For illustrative purposes, the 2019 EBITDA pre-IFRS 16 impact is of 573 million euros.

The research analysts' consensus for Ingenico, as of 31 January 2020, is slightly above the 2021 mid-term outlook released during the investor day on 24 April 2019. In fact, Ingenico revised its 2019 guidance upwards, during the 2019 half-year earnings release as of 23 July 2019, however, the 2021 mid-term outlook remained unchanged since the 24 April 2019 investor day.

[31] Based on reported 2018 revenues of 2,221 million euros, pro forma for the acquisition of SIX Payment Services, had the company been acquired on 1st January 2018.
[32] Excluding the impact from the adoption of IFRS 16.
[33] At constant scope.
[34] Including interchange fees, as reported by Ingenico until 3 February 2020, and as reflected by research analysts in their projections. For illustrative purposes, the 2019 net revenues reported by Ingenico during its 2019 preliminary results amount to 2,895 million euros. Worldline notably reports on a net revenue basis, excluding interchange fees.

Ingenico guided towards an organic revenue CAGR above 6% over 2018-2021. The forecasted revenue CAGR in the research analysts' consensus is of 8.2% over 2018[35]-2021.

Ingenico guided towards a 2021 EBITDA of about 700 million euros. The research analysts' consensus forecasts a 2021 EBITDA of 722 million euros.

3.2.3 *Bridge from enterprise value ("EV") to equity value ("EQV")*

The bridges between the enterprise values and the equity values are calculated based on the annual reports as of 31 December 2019 released by Worldline and Ingenico on 24 February 2020 and 19 February 2020 respectively.

In addition to the net debt, other adjustments were taken into account including the following non-operating assets and liabilities as of 31 December 2019:

- Ingenico's non-controlling interests, mainly BS Payone (based on the average valuation from research analysts' reports);
- Pension provisions (at book value net of tax);
- Investments in associates (at book value); and
- Other financial assets and provisions (at book value).

Bridge retained for Ingenico (in euro million):

Net debt pre-IFRS 16 (including OCEANEs)[36]	**684**
IFRS 16 impact	202
Net debt post-IFRS 16 (including OCEANEs)	**886**
Investments in associates / Non-current financial assets[37]	(86)
Pension provisions (net of taxes)[38]	107
Non-current provisions	38
Current provisions	22
Deferred tax assets	(25)
Total bridge from equity value to enterprise value post-IFRS 16	**943**
Total bridge from equity value to enterprise value pre-IFRS 16	*741*

Source : Worldline 2019 annual report

[35] Based on reported 2018 revenues of 3,032 million euros, pro forma for the acquisition of BS Payone and Paymark.

[36] Including adjustments related to the equity component of Worldline and Ingenico's OCEANEs, valued respectively at 43 and 30 million euros as of 31 December 2019, in order to reflect the nominal value of the OCEANEs, respectively at 600 and 500 million euros for Worldline and Ingenico.

[37] Worldline's non-current financial assets are net of prepaid pension assets (16.4 million euros in 2019) which were included in the pension provisions post tax adjustment. Investments in associates retained at book value. Ingenico's non-controlling interests based on the average valuation from research analysts' reports. Their book value amounted to circa 275 million euros as of 31 December 2019, compared to an average valuation of 672 million euros retained by research analysts (Exane (30 January 2020), Morgan Stanley (21 January 2020), UBS (4 November 2019) et Société Générale (25 October 2019)).

[38] Effective tax rates retained for Worldline and Ingenico as reported for 2019, respectively 25.1% (excluding cancelation of contingent liability linked to SIX Payment Services acquisition) and 20.2 %.

Bridge retained for Worldline (in euro million):

Net debt pre-IFRS 16 (including OCEANEs)[36]	**1,338**
IFRS 16 impact	104
Net debt post-IFRS 16 (including OCEANEs)	**1,442**
Non-controlling interests[37]	672
Investments in associates[37]	(1)
Pension provisions (net of taxes)[38]	50
Non-current provisions	21
Current provisions	21
Deferred tax assets	(30)
Total post-IFRS 16 bridge from equity value to enterprise value	**2,175**
Total pre-IFRS 16 bridge from equity value to enterprise value	*2,071*

Source : Ingenico 2019 annual report

3.2.4 *Number of shares*

The number of Worldline and Ingenico shares retained corresponds to the number of shares issued, as communicated by Worldline and Ingenico, less treasury shares, plus free shares and/or stock option plans.

The number of shares retained for Worldline excludes the OCEANEs, which are "out of the money" (conversion price of 103.20 euro compared to a reference share price of 63.75 euro as of 31 January 2020).

The number of shares retained for Ingenico excludes the OCEANEs, which are "out of the money" (conversion price of 170.61 euro compared to a reference share price of 105.2 euro as of 31 January 2020).

Detailed number of shares retained for Worldline as of 31 December 2019:

Number of shares outstanding	**182,764,457**
Treasury shares	(368,877)
Impact of dilutive instruments[39]	909,289
Number of shares retained	**183,304,869**

Sources: Company, monthly regulated information as of 31 December 2019, Worldline 2019 annual report

Detailed number of shares retained for Ingenico as of 31 December 2019:

Number of shares outstanding	**63,713,047**
Treasury shares	(1,315,400)
Impact of dilutive instruments[39]	823,832
Number of shares retained	**63,221,479**

Sources: Company, monthly regulated information as of 31 December 2019, Ingenico 2019 annual report

[39] Dilutive instruments correspond to Ingenico and Worldline's free share plans.

3.3 Valuation criteria for the Offer on Ingenico shares

3.3.1 *Valuation criteria for the Primary Offer*

The Offer on Ingenico's shares consists of a Primary Offer, a Secondary Exchange Offer and a Secondary Cash Offer:

- under the terms of the Primary Offer, Ingenico's shareholders would receive 160.50 euros and 11 Worldline shares in exchange for 7 Ingenico shares;

- under the terms of the Secondary Exchange Offer, Ingenico's shareholders would receive 56 Worldline shares in exchange for 29 Ingenico shares, subject to the adjustment mechanism defined in paragraph 2.1.13;

- under the terms of the Secondary Cash Offer, Ingenico's shareholders would receive 123.10 euros per Ingenico share, subject to the adjustment mechanism defined in paragraph 2.1.13.

Based on Worldline and Ingenico's closing share prices as of 31 January 2020 (last trading day prior to announcement) of 63.75 euros and 105.20 euros respectively:

- the implied value of Ingenico shares under the terms of the Primary Mixed Offer amounts to 123.11 euros ((11 x 63.75 euros + 160.50 euros) / 7), in line with the Secondary Cash Offer price of 123.10 euros per Ingenico share;

- the implied exchange ratio of the Primary Offer amounts to 1.9311 ((11 x 63.75 euros + 160.50 euros) / (7 x 63.75 euros)), in line with the Secondary Exchange Offer ratio of 56 Worldline shares for 29 Ingenico shares (i.e. 1.9310 Worldline share for 1 Ingenico share).

Therefore, the terms of the Primary Offer have been assessed on the basis of the analysis of the Secondary Cash Offer and the Secondary Exchange Offer presented hereafter.

Additionally, the table below includes a summary of the implied Primary Offer values and premia based on Worldline and Ingenico's historical share prices prior to the announcement of the transaction:

	Reference share price			
As of 31 January 2020	**Worldline (€)**	**Ingenico (€)**	**Implied value of Primary Offer (€)**	**Implied premium (%)**
Closing share price	**63.8**	**105.2**	**123.1**	**17.0 %**
1-month VWAP[40]	65.3	101.4	**125.5**	23.8 %
2-month VWAP[40]	62.8	99.2	**121.7**	22.7 %
3-month VWAP[40]	59.4	98.3	**116.3**	18.4 %
6-month VWAP[40]	58.7	93.7	**115.2**	23.0 %
9-month VWAP[40]	58.2	87.2	**114.4**	31.2 %
12-month VWAP[40]	57.7	79.7	**113.7**	42.5 %
Last 12-month high	68.0	107.7	**129.7**	20.4 %
Last 12-month low	46.9	46.2	**96.7**	109.4 %

Sources: Capital IQ, Bloomberg as of 31 January 2020

3.3.2 *Valuation criteria for the Secondary Cash Offer*

[40] Volume weighted average share price (VWAP), based on volumes traded on European electronic platforms, excluding over-the-counter platforms.

3.3.2.1 Retained methodologies

3.3.2.1.1 *Historical share price analysis*

Ingenico shares are listed on the Euronext Paris (ISIN code: FR0000125346). As of 31 January 2020, Ingenico is listed on the SBF 120 index and benefits from a wide coverage by research analysts. Ingenico's share capital includes 94.3% of free float, valued at 6.2 billion euros as of 31 January 2020, with significant volumes traded.. Over the last 6 months as of 31 January 2020, the average daily volumes traded amounted to 43 million euros (based on shares traded on European electronic trading platforms, excluding over-the-counter – source: Bloomberg as of 31 January 2020).

The below table summarises the Secondary Cash Offer price's implied premia based on Ingenico's last closing price as of 31 January 2020, as well as volume weighted average prices over several reference periods up to this date:

As of 31 January 2020	**Ingenico share price (€)**	**Implied premium (%)**
Closing price	105.2	17.0%
1-month VWAP[41]	101.4	21.4%
2-month VWAP[41]	99.2	24.1%
3-month VWAP[41]	98.3	25.3%
6-month VWAP[41]	93.7	31.4%
9-month VWAP[41]	87.2	41.2%
12-month VWAP[41]	79.7	54.4%
Last 12-month high	107.7	14.3%
Last 12-month low	46.2	166.6%

Sources: Capital IQ, Bloomberg as of 31 January 2020

The Secondary Cash Offer value implies a premium of 17% to closing share price as of 31 January 2020 and a premium ranging from 21% to 54% to selected VWAPs over the last twelve months up to 31 January 2020.

3.3.2.1.2 *Research analysts' target prices*

The below table summarises, as of 31 January 2020, the target prices published by research analysts covering Ingenico and who have published an update of their target price subsequent to the release of 2019 third quarter earnings, on 22 October 2019.

Ingenico benefits from a wide coverage by research departments from recognised brokers and financial institutions. Based on the twenty-one research reports issued since 22 October 2019, the valuation of Ingenico shares ranges from 80 to 110 euros with an average value of 98.7 euros and a median value of 102 euros.

[41] Volume weighted average share prices, based on volumes traded on European electronic platforms, excluding over-the-counter platforms.

Research analyst	Date	Target Price (€)	Implied premium (%)
Kepler Cheuvreux	30 January 2020	110.0	
Exane BNP Paribas	29 January 2020	85.0	
AlphaValue/Baader Europe	23 Januray 2020	110.0	
Berenberg	21 January 2020	106.0	
Barclays	15 January 2020	110.0	
J.P. Morgan	09 January 2020	102.0	
Equita SIM SpA	19 December 2019	108.0	
Morgan Stanley	11 December 2019	103.0	
MainFirst Bank AG	10 December 2019	100.0	
UBS	04 November 2019	108.0	
Deutsche Bank	29 October 2019	80.0	
Société Générale	25 October 2019	108.0	
HSBC	24 October 2019	95.0	
Goldman Sachs	24 October 2019	107.0	
Oddo BHF	23 October 2019	90.0	
Bryan Garnier & Co	23 October 2019	101.0	
Invest Securities SA	23 October 2019	80.0	
CIC Market Solutions	23 October 2019	83.0	
Bank of America Merrill Lynch	23 October 2019	102.0	
Citi	23 October 2019	93.0	
Macquarie	22 October 2019	92.6	
Average		**98.7**	24.7%
Median		**102.0**	20.7%
Highest target price		**110.0**	11.9%
Lowest target price		**80.0**	53.9%

Sources: Research analyst reports, Bloomberg as of 31 January 2020

The Secondary Cash Offer price implies a premium of respectively 25% and 21% based on the average and median target price of research analysts.

3.3.2.1.3 *Comparable trading companies (sum-of-the-parts)*

In order to capture the differences of growth and profitability dynamics between Ingenico's Retail ("Ingenico Retail") and Banks & Acquirers' ("Ingenico B&A") activities, the Presenting Banks performed a sum-of-the-parts-based valuation by retaining different sets of trading comparables for each activity. The valuation based on trading multiples of comparable companies has been retained given the availability of a relevant set of comparables for both Ingenico's activities, although differences in business model, positioning and sizes might exist.

The retained set of comparables to Ingenico Retail is the following:

- **Fidelity National Information Services, Inc. (FIS)**, is a global leader in payment and transaction services, listed on the New York Stock Exchange. FIS acquired Worldpay in 2019 and the integration process is ongoing. FIS' activities include services for issuing financial institutions, services to merchants and networks, and security and fraud risk management. The company employs approximately 55,000 people and generated revenues of 10.3 billion dollars in the fiscal year 2019 (pro forma of the acquisition of Worldpay). Its market capitalisation is 89.0 billion dollars[42].

- **Fiserv, Inc. (Fiserv)**, is a global player in the payment and transaction services sector, listed on the New York Stock Exchange. Fiserv acquired First Data in 2019 and the integration process is ongoing. Fiserv's activities include payment processing and mobile banking, card issuance processing and digital implementation services. The company employs approximately 44,000 people and generated revenues of 10.2 billion dollars in the fiscal year 2019 (pro forma of the acquisition of First Data). Its market capitalisation is 81.9 billion dollars[42].

- **Global Payments, Inc. (Global Payments)**, listed on the New York Stock Exchange, offers payment services and software solutions to approximately 3.5 million merchants and more than 1,300 financial institutions in more than 100 countries. Global Payments acquired TSYS in 2019 and the integration process is ongoing. The company employs approximately 24,000 people and generated revenues of 4.9 billion dollars in the fiscal year 2019 (pro forma of the acquisition of TSYS). Its pro forma market capitalisation is 59.0 billion dollars[42].

- **Nexi SpA (Nexi)**, is the leader in payment and transaction services in Italy, listed on the Milan Stock Exchange. Nexi established partnerships with 150 banks and financial institutions representing more than 41 million payment cards issued. The company also offers services to merchants. Nexi employs around 2,000 people and generated revenues of 1.6 billion euros in the fiscal year 2019, exclusively in Italy. In December 2019 Nexi announced the acquisition of Intesa Sanpaolo’s merchant payment business. Its market capitalisation is 8.0 billion euros[42].

- **EVO Payments, Inc. (EVO Payments)**, is a player in the merchant payment and transaction services sector present in the Americas and Europe, listed on the New York Stock Exchange. The company provides services to approximately 550,000 merchants, and has processes approximately one billion transactions in the Americas and 2.5 billion transactions in Europe. The company employs approximately 2,400 people and generated revenues of 486 million dollars in the fiscal year 2019. Its market capitalisation is 2.3 billion dollars[42].

The following companies have been excluded from the set of comparables to Ingenico Retail:

- **Wirecard AG (Wirecard),** is listed on the Frankfurt Stock Exchange and offers payment acceptance and issuance services in 26 countries. Wirecard went through a series of investigations regarding its accounting practices during the months preceding the announcement, and which have led to successive delays of its 2019 earnings release, translating into high volatility of the company’s share price and ultimately resulting in a filing for bankruptcy in June 2020. Consequently, Wirecard was not included in the set of comparable companies to Ingenico Retail.

- **Network International Holdings plc (Network International),** is the leading payment and transaction services company in Africa and the Middle East (one of the least penetrated payment markets in the world), listed on the London Stock Exchange. Network International offers acquisition and transaction processing services as well as a wide range of services to merchants in more than 50 countries. The company employs approximately 1,250 people and generated revenues of 0.3 billion euros in the fiscal year 2019. Its market capitalisation is 3.6 billion euros. Given that Network International’s activities are mainly exposed to emerging markets, the company was not included in the set of comparable companies to Ingenico Retail.

[42] Market capitalisation as of 31 January 2020.

Due to the lack of direct comparables for Ingenico B&A after the take private in 2018 of Verifone Systems Inc.'s (Verifone), a global leader in payment terminals, the Presenting Banks retained a set of comparables from the payment industry specialising in hardware with products that are distributed to merchants.

Verifone was delisted on 20 August 2018, following a take private by Francisco Partners and British Columbia Investment Management Corporation (BCI). Verifone's undisturbed valuation level (on the day prior to the announcement of the acquisition) has been included for illustrative purposes.

The retained set of comparables to Ingenico B&A is the following:

- **Diebold Nixdorf, Inc. (Diebold Nixdorf)**, is a US-based specialist in manufacturing and distributing automated banking machines, listed on the New York Stock Exchange. Diebold Nixdorf also offers a range of services, software and security. The company employs approximately 22,000 people and generated revenue of 4.0 billion euros in the fiscal year 2019. Its market capitalisation is 0.8 billion euros[42].

- **NCR Corporation (NCR)**, is a US-based specialist in manufacturing and distributing cash registers and automated teller machines (ATM), listed on the New York Stock Exchange. Its activities also include a range of services, software and security. The company employs approximately 36,000 people worldwide and generated revenue of 6.2 billion euros in the fiscal year 2019. Its market capitalisation is 3.9 billion euros[42].

In order to ensure the comparability of financial metrics between US companies having adopted the ASC 842 accounting standards and European companies having adopted the IFRS 16 accounting standards, the Presenting Banks retained an approach using pre-IFRS 16 and pre-ASC 842 aggregates. The enterprise value for each company in the set of comparables is calculated based on market capitalisation adjusted for pre-IFRS 16 net debt (for European companies), and for the net debt excluding operating leases (for US companies reporting on a US GAAP basis). Other adjustments include non-controlling interests, other debt-like items (such as pension provisions net of tax) and investments in associates.

The average trading multiples of comparable companies have been applied to:

- the 2019 reported financial metrics (Retail EBITDA of 301 million euros and Ingenico B&A EBITDA of 305 million euros) adjusted for IFRS 16 impact of 33 million euros in 2019 (20 million euros for Ingenico Retail and 13 million euros for Ingenico B&A); and

- the financial forecasts based on research analysts' consensus for 2020 and 2021 (Retail EBITDA of respectively 349 million and 405 million euros in 2020 and 2021 and Ingenico B&A EBITDA of respectively 314 million and 315 million euros in 2020 and 2021)[43] adjusted for IFRS 16 impact by applying a 1.0% growth rate per annum to the 2019 IFRS 16 adjustments.

The below table presents the pre-IFRS 16 and pre-ASC 842 EBITDA multiples for Ingenico Retail's comparables:

Company	Market capitalisation (€ million)	Enterprise value (pre-IFRS 16) (€ million)	EBITDA multiple (pre-IFRS 16) 2019E (x)	2020E (x)	2021E (x)
FIS[44]	80,318	97,379	19.8x	17.6x	15.7x

[43] Based on research analysts' EBITDA forecasts by division, before central costs allocation.
[44] 2019E pro forma for the acquisition of Worldpay.

Fiserv[45]	73,829	91,866	17.6x	16.6x	15.3x
Global Payments[46]	53,202	60,558	21.8x	19.1x	16.7x
Nexi[47]	8,037	10,481	18.3x	16.1x	14.4x
EVO Payments	2,052	2,562	17.8x	16.1x	14.4x
Average			**19.1x**	**17.1x**	**15.3x**
Median			**18.3x**	**16.6x**	**15.3x**

Source: Capital IQ as of 31 January 2020

The table below presents the pre-IFRS 16 and pre-ASC 842 multiples for Ingenico B&A's comparables:

			EBITDA multiple (pre-IFRS 16)		
Company	**Market capitalisation (€ million)**	**Enterprise value (pre-IFRS 16) (€ million)**	**2019E (x)**	**2020E (x)**	**2021E (x)**
Diebold Nixdorf	797	2,692	7.3x	6.8x	5.9x
NCR	3,904	7,600	7.9x	7.4x	7.1x
Average			**7.6x**	**7.1x**	**6.5x**
Median			**7.6x**	**7.1x**	**6.5x**

Source: Capital IQ as of 31 January 2020

For illustrative purposes, Verifone's undisturbed EBITDA multiples as of 6 April 2018 (the day prior to the announcement of the acquisition by Francisco Partners and BCI) were as follow:

			LTM EBITDA multiple (pre-IFRS 16)	
Company	**Market capitalisation (€ million)**	**Enterprise value (pre-IFRS 16) (€ million)**	**April 2018A (x)**	**April 2019E (x)**
Verifone Systems Inc.	1,364	1,953	9.4x	7.2x

Source : Capital IQ as of 6 April 2018

These multiples are in line with the EBITDA multiples of Ingenico B&A's comparables.

The implied value of Ingenico's shares based on the comparable companies' average EV / EBITDA multiple in 2019, 2020 and 2021 ranges between 87.1 and 91.5 euros. The premium implied by the Secondary Cash Offer price ranges between 41.3% and 34.5%, as presented in the summary table below[48]:

[45] 2019E pro forma for the acquisition of First Data.
[46] 2019E pro forma for the acquisition of TSYS.
[47] 2019E and 2020E pro forma for the acquisition of Intesa Sanpaolo's activities.
[48] EBITDA multiples based on the average trading multiples of comparable companies.

	EBITDA multiple (pre-IFRS 16)			EBITDA (pre-IFRS 16)[49]			Enterprise value		
	2019E	2020E	2021E	2019A (€ million)	2020E (€ million)	2021E (€ million)	2019E (€ million)	2020E (€ million)	2021E (€ million)
Ingenico Retail	19.1x	17.1x	15.3x	281	329	385	5,358	5,634	5,889
Ingenico B&A	7.6x	7.1x	6.5x	292	301	302	2,219	2,139	1,967
Implied Ingenico enterprise value							**7,577**	**7,773**	**7,857**
EV to EQV bridge pre-IFRS 16							(2,071)	(2,071)	(2,071)
Implied equity value							**5,506**	**5,703**	**5,786**
Ingenico – Implied value per share (€)							**87.1**	**90.2**	**91.5**
Premium implied by the Secondary Cash Offer price (%)							*41.3 %*	*36.5 %*	*34.5 %*

3.3.2.1.4 *Comparable transactions (sum-of-the-parts)*

The comparable transactions methodology consists of the valuing the target company based on valuation multiples observed in recent transactions involving companies operating in similar sectors and having comparable operational characteristics .

Similar to the comparable trading companies' methodology, the Presenting Banks retained a different set of comparable transactions for Ingenico Retail and Ingenico B&A, in order to perform a sum-of-the-parts valuation. The following transactions have been selected, notwithstanding the intrinsically different features of the companies involved, the underlying market dynamics at the time of the transactions and specific rationales for each transaction which makes it difficult to identify direct comparable transactions for each of Ingenico's businesses.

The comparable transactions related to Ingenico Retail are the following:

- **Global Payments Inc. / Heartland Payment Systems Inc.**: On 15 December 2015, Global Payments, a listed US-based provider of payment technology services, announced the acquisition of Heartland Payment systems, a listed US-based company specialised in payment processing and payment solutions for merchants, for a total consideration of 4.3 billion dollars (3.9 billion euros). The transaction took the form of a mixed cash and share offer and closing took place on April 2016. The transaction valued Heartland Payment Systems at 15.8x last twelve-month EBITDA.

- **Total System Services Inc. (TSYS) / TransFirst Holdings Corp.**: On 26 January 2016, TSYS, a listed US-based provider of electronic payment processing solutions and related services, announced the acquisition, from Vista Equity Partners, of TransFirst Holdings Corp., a US-based provider of transaction processing services and payment processing technologies, for a total cash consideration of 2.4 billion dollars (2.2 billion euros). The cash acquisition, closed in April 2016, and valued TransFirst Holdings Corp. at 16.1x last twelve-month EBITDA.

- **Bain Capital LLC and Advent International Corporation / Concardis Payment Group GmbH**: On 13 January 2017, Bain Capital LLC and Advent International Corporation, two US-based private equity firms, announced the acquisition of Concardis Payment Group GmbH, a Germany-based company engaged in providing debit and credit card payment transaction services and owned by a pool of European banks (DZ Bank AG, Deutsche Bank AG, Commerzbank AG, Sparkassenverband Baden-Wuerttemberg et UniCredit Group). The

[49] Ingenico pre-IFRS 16 EBITDA excluding the impact of IFRS 16 amounting to 33 million euros in 2019 and 2020 (of which 20 million euros for Ingenico Retail and 13 million euros for Ingenico B&A) and to 34 million euros in 2021.

estimated consideration is of 700 million euros[50] (enterprise value), representing 12.7x last twelve-month EBITDA.

- **Ingenico Group / Bambora** : On 20 July 2017 Ingenico Group announced the acquisition of Bambora, a specialist in payment services owned by Nordic Capital and headquartered in Stockholm, for a total cash consideration of 1.5 billion euros. The cash acquisition closed in November 2017 and valued Bambora at a 37.0x last twelve-month EBITDA.

- **Blackstone Group LP and CVC Capital Partners Ltd / Paysafe Group Ltd**: On 21 July 2017, Paysafe Group Ltd, a listed UK-based provider of online money transfer services, announced being approached by a consortium of private equity funds (Blackstone Group LP and CVC Capital Partners Ltd) for a potential public takeover. On 4 August 2017, a binding all-cash offer for a total consideration of 4.3 billion dollars (3.7 billion euros) implying a 13.1x last twelve-month EBITDA, was accepted by Paysafe's board of directors. The transaction was closed in December 2017.

- **Worldpay Group plc / Vantiv, Inc**: On 9 August 2017, Worldpay and Vantiv, two payment services providers, respectively based in the UK and the US, announced the signing of a merger agreement valuing Worldpay at a total consideration of 9.3 billion pound sterling. The transaction, which closed in January 2018, took the form of a mixed cash and share offer, and valued Worldpay at 19.4x last twelve-month EBITDA.

- **Hellmann & Friedman / Nets A/S**: On 25 September 2017, Hellmann & Friedman, a US-based private equity fund, announced the acquisition of Nets, a Denmark-listed specialist in digital payment services and related technological solutions operating in Denmark, Norway, Finland, Sweden and Baltic countries, for a total cash consideration of 5.6 billion euros. The transaction, which closed in February 2018, took the form of a cash public offer and valued Nets at 15.2x last twelve-month EBITDA.

- **Worldline / SIX Payments Services**: On 15 May 2018, Worldline announced the acquisition of SIX Payments Services, a subsidiary of the Swiss company SIX Group specialised in payment and transaction processing services, for a total consideration of 2.3 billion euros. The transaction was mostly financed in Worldline shares and included a 0.3 million euros cash consideration. The transaction, which closed in November 2018, valued SIX Payments Services at 20.6x last twelve-month EBITDA.

- **Fiserv, Inc. / First Data**: On 16 January 2019, Fiserv, a US-based company listed on the New York Stock Exchange and a global leader in payment and transaction processing, announced the acquisition of First Data, a listed US-based provider of technological payment solutions for merchants, financial institutions and payment card issuers, for a total consideration of 41.5 billion dollars (36.4 billion euros). The transaction, which closed in July 2019, took the form of a public exchange offer and valued First Data at 12.4x last twelve-month EBITDA.

- **Fidelity National Information Services, Inc. (FIS) / Worldpay, Inc.:** On 16 March 2019, FIS, a US-based company listed on the New York Stock Exchange and global leader in payment and transaction processing, announced the acquisition of Worldpay, a listed US-based company and global leader in eCommerce and payment technology, for total consideration of 43.0 billion dollars (38.0 billion euros). The transaction, which closed in July 2019, took the form of a mixed cash and share offer, and valued Worldpay at 22.7x last twelve-month EBITDA.

- **Global Payments Inc. / Total System Services Inc. (TSYS)** : On 28 May 2019, Global Payments and TSYS, two listed US-based providers of electronic payment processing

[50] Source: Reuters.

solutions and related software-based services, announced the signing of a merger agreement valuing TSYS at a total consideration of 25.0 billion dollars (22.4 billion euros). The transaction, which took the form of a public exchange offer, closed in September 2019 and valued TSYS at 17.9x last twelve-month EBITDA.

- **KKR / Heidelpay Group**: On 4 August 2019, KKR, a US-based private equity firm, announced the acquisition of a majority stake in Heidelpay, a German leading service payment provider, following an agreement with AnaCap Financial Partners (Heidelpay's reference shareholder). The estimated consideration is of 750 million euros[51] (enterprise value) implying a 18.5x 2019 EBITDA.

The comparable transactions related to Ingenico B&A's are the following:

- **Diebold, Inc. (Diebold) / Wincor Nixdorf Aktiengesellschaft (Wincor Nixdorf)**: On 23 November 2015, Diebold, a listed US-based provider of self-service delivery, services and software primarily to the financial industry, announced the acquisition of Wincor Nixdorf, a listed Germany-based manufacturer of solutions for ATMs and cash registers, for a total consideration of 1.6 billion euros. The transaction took the form of a mixed cash and share offer and closed in July 2016 when Diebold acquired a 69% of the shares outstanding. The acquisition valued Wincor Nixdorf at 8.4x last twelve-month EBITDA.

- **Francisco Partners and British Columbia Investment Management Corporation (BCI) / Verifone Systems Inc. (Verifone)**: On 9 April 2018, an investor consortium led by Francisco Partners, announced the acquisition of Verifone, a global leader in payment terminals, for a total consideration of 2.7 billion euros. The transaction closed in August 2018 and valued Verifone at 12.7x last twelve-month EBITDA. The acquisition multiple reflects Verifone's lower profitability level at the time of the acquisition compared to Ingenico B&A. Francisco Partners identified about 155 million dollars of directly actionable cost savings, for a reported EBITDA of 257 million dollars. Therefore, the transaction multiple adjusted to reflect the targeted profitability level identified by Francisco Partners is of 7.9x last twelve-month adjusted EBITDA.

The below table summarises the last twelve-month EBITDA multiples of the transactions involving comparable companies to Ingenico Retail:

[51] Source: Mergermarket.

Announcement date	Acquiror	Target	Enterprise value (€ billion)	LTM EBITDA multiple (x)
Dec-15	Global Payments, Inc	Heartland Payment Systems, Inc	3.9	15.8x
Jan-16	TSYS	Transfirst	2.2	16.1x
Jan-17	Advent International, Bain Capital Private Equity	Concardis GmbH	0.7	12.7x
Jul-17	Ingenico Group	Bambora	1.5	37.0x
Jul-17	Blackstone Group Inc, CVC Capital Partners Ltd	Paysafe Group Ltd	3.7	13.1x
Jul-17	Vantiv	Worldpay, Inc	10.5	19.4x
Sep-17	Hellman & Friedman	Nets A/S	5.6	15.2x
May-18	Worldline	SIX Payment Services	2.3	20.6x
Jan-19	Fiserv, Inc	First Data Corporation	36.4	12.4x
Mar-19	FIS	Worldpay, Inc	38.0	22.7x
May-19	Global Payments, Inc	TSYS	22.4	17.9x
Aug-19	KKR	Heidelpay Group	0.8	18.5x
Average				**18.5x**
Median				**17.0x**

Sources: Companies, press releases, Capital IQ as of 31 January 2020

The below table summarises the last twelve-month EBITDA multiples of the transactions involving comparable companies to Ingenico B&A:

Announcement date	Acquiror	Target	Enterprise value (€ billion)	LTM EBITDA multiple (x)
Nov-15	Diebold, Inc.	Wincor Nixdorf Aktiengesellschaft	1.6	8.4x
Apr-18	Francisco Partners[52]	Verifone Systems, Inc.	2.7	12.7x
Apr-18	*Francisco Partners[52]*	*Verifone Systems, Inc. (adjusted)*	*2.7*	*7.9x[53]*
Average – including the Verifone transaction as reported				**10.6x**
Average – including the adjusted Verifone transaction				8.2x
Median – including the Verifone transaction as reported				**10.6x**
Median – including the adjusted Verifone transaction				8.2x

Sources: Companies, press releases, Capital IQ as of 31 January 2020

Following the accounting changes related to the introduction of the IFRS 16 and ASC 842 accounting standards, the Presenting Banks applied the valuation multiples in the above table to Ingenico's pre-IFRS 16 financial aggregates. The average multiples of comparable transactions were applied to the 2019 financial metrics (Ingenico Retail EBITDA of 301 million euros and Ingenico B&A EBITDA of 305 million euros) adjusted for the IFRS 16 impact of 33 million euros in 2019 (20 million euros for Ingenico Retail and 13 million euros for Ingenico B&A).

The implied value of Ingenico shares based on the average comparable transactions multiples is of 98.1 euros. The implied premium from the Secondary Cash Offer premium is of 25.5%. For illustrative purposes, including the adjusted transaction multiple for Verifone's acquisition by

[52] Francisco Partners associated to British Columbia Investment Management Corporation (BCI) for the acquisition of Verifone.
[53] Verifone EBITDA including 155 million dollars of cost savings identified by Francisco Partners at the time of Verifone's acquisition.

Francisco Partners and BCI to the average multiples of comparable transactions results in a valuation of Ingenico shares of 87.0 euros, implying a 41.5% premium for the Secondary Cash Offer price.

	EBITDA Multiple	**EBITDA (pre-IFRS 16)[54]**	**Enterprise value (pre-IFRS 16)**
	2019E	**2019A (€ million)**	**2019E (€ million)**
Ingenico Retail	18.5x	281	5,212
Ingenico B&A	10.6x	292	3,085
Implied Ingenico enterprise value			**8,272**
EV to EQV bridge pre-IFRS 16			(2,071)
Implied equity value			**6,201**
Ingenico – implied value per share (€)			**98.1**
Premium implied by the Secondary Cash Offer price (%)			*25.5%*

3.3.2.1.5 *Discounted cash flows ("DCF") valuation*

The discounted cash flows valuation methodology consists of valuing the company's enterprise value by estimating the sum of its discounted free cash flows. This intrinsic methodology takes into account the company's financial perspectives and is highly dependent on the underlying assumptions retained.

Free cash flows are defined as operating income after tax, increased by the amount of depreciation and amortisation and decreased by net capital expenditures and disposals of long-term assets, as well as change in working capital.

Ingenico's enterprise value is obtained by discounting as of 31 December 2019 the estimated free cash flows (pre-IFRS 16) at the weighted average cost of capital ("WACC"). These estimates are based on the consensus of research analysts for 2020 and 2021, as presented in the paragraph 3.2, and extrapolated until 2024.

The equity value is derived by deducting the pre-IFRS 16 net debt (including OCEANEs) as of 31 December 2019 as well as other adjustments detailed in paragraph 3.2.3 from the enterprise value.

Ingenico's valuation parameters

Operational assumptions (retained future cash flows)

Research analysts covering Ingenico do not provide detailed financial estimates for each of Ingenico B&A and Ingenico Retail. Therefore the DCF valuation of Ingenico has been prepared for the consolidated perimeter. Ingenico's free cash flow projections are based on:

- research analysts' consensus for 2020 and 2021, presented in the paragraph 3.2; and
- an extrapolation over 2022-2024 performed by the Presenting Banks, in line with long-term trends provided by a limited number of research analysts covering Ingenico. The main assumptions are as follow:
    - Revenues CAGR of 6.0% over 2021-2024;
    - Linear EBITDA margin ramp-up reaching 20.0% in 2024;

[54] Pre-IFRS 16 EBITDA excluding the impact of IFRS 16 amounting to 33 million euros in 2019 (of which 20 million euros for Ingenico Retail and 13 million euros for Ingenico B&A).

- Change in working capital as a percentage of change in revenues stable at 4.9%, in line with the last year of the research analysts' consensus;

- 1.0% annual growth rate of IFRS 16 lease payments;

- Net capital expenditures as a percentage of revenues stable at 4.0%, in line with the last year of the research analysts' consensus;

- Depreciation and amortisation linearly trending towards 100% of net capital expenditures in the terminal year;

- Tax rate stable at 24%, in line with the consensus of research analysts as of 31 January 2020.

Terminal value

The terminal value is calculated using the Gordon Shapiro formula, applied to normative free cash flows based on the following assumptions:

- 20.0% EBITDA margin;

- Change in working capital as a percentage of revenues at 4.9%;

- Net capital expenditures at 4.0% of revenues, in line with research analysts' consensus and Ingenico's guidance;

- Depreciation and amortisation as a percentage of revenues stable at 4.0%; and

- tax rate at 24%.

Cash flows discounting

Free cash flows are discounted as of 31 December 2019, applying a "mid-year convention".

The average WACC used by research analysts in their DCF valuation[55] (7.98%) differs significantly from the WACC calculated through the standard WACC methodology (6.24%). The average of both values is 7.11%. Therefore, the retained WACC range is centred around 7.00%, in line with the average value, plus or minus 50 basis points, i.e. a range between 6.50% and 7.50%.

The standard WACC methodology is based on the Capital Asset Pricing Model ("CAPM") and is based on the following parameters:

- Risk-free rate: 0.42% (2-year average of the 10-year French government bonds' rate – source : Bloomberg);

- Market risk premium: 7.4% (the average of France market risk premium over 2 years per Bloomberg (9.05% as of 31 January 2020) and Damodaran's France market risk premium (5.69% as of 1 January 2020));

- Unlevered beta: 0.82 (based on the average unlevered betas of comparable companies to Ingenico Retail (0.79) and Ingenico B&A (0.85), as presented in paragraph 3.3.2.1.3, weighted average based on the 2019 divisional EBITDA; source for beta: Barra Beta, unlevered using standard tax rate);

[55] Based on the WACCs published by Kepler Cheuvreux (19 December 2019), Morgan Stanley (12 December 2019), UBS (4 November 2019), HSBC (24 October 2019), Société Générale (25 October 2019) and Macquarie (22 October 2019).

- Financial structure (pre-IFRS 16 debt / market capitalisation): 32%, in line with the current financial structure, in the absence of target financial structure communicated by Ingenico;

- Pre-tax cost of debt: 1.11%, in line with the yield of the 600 million euro bond issued by Ingenico on 13 September 2014 and maturing on 13 September 2024, as of 31 January 2020 (Source : Bloomberg); and

- Tax rate: 24%, in line with the average tax rate retained by research analysts for 2024.

The discounted free cash flows result in a valuation of 111.7 euros per share in the central case. The sensitivity analysis results in a valuation range of 110.4 to 112.9 euros, representing an implied premium of the Secondary Cash Offer of 11.5% and 9.0%, and corresponding to a crossing low/high-end of range between the two following parameters:

- WACC between 6.75% and 7.25%; and

- Perpetuity growth rate ("PGR") between 1.63% and 2.13%, corresponding to the average PGR used by research analysts in their DCF valuation of Ingenico[56], plus or minus 25 basis points. This PGR reflects the respective long-term growth perspectives of Ingenico's Retail and B&A activities.

Million euros, unless otherwise stated	**Central case**
Sum of discounted cash flows	1,785
Terminal value	7,345
Enterprise value	**9,130**
EV to EQV bridge pre-IFRS 16	(2,071)
Equity value	**7,059**
Ingenico value per share (€)	111.7

The below tables summarise the results of the DCF valuation:

Ingenico value per share

		Perpetuity growth rate				
		1.4 %	1.6 %	1.9 %	2.1 %	2.4 %
WACC	6.5 %	114.2	120.5	127.6	135.5	144.3
	6.8 %	107.2	112.9	119.2	126.2	134.0
	7.0 %	100.8	106.0	111.7	117.9	124.9
	7.3 %	95.0	99.7	104.8	110.4	116.6
	7.5 %	89.6	93.9	98.6	103.6	109.2

Premium / (discount) implied by the Secondary Cash Offer (%)

		Perpetuity growth rate				
		1.4 %	1.6 %	1.9 %	2.1 %	2.4 %
WACC	6.5%	7.8%	2.1%	(3.5%)	(9.1%)	(14.7%)
	6.8%	14.9%	9.0%	3.3%	(2.5%)	(8.2%)
	7.0%	22.1%	16.2%	10.3%	4.4%	(1.4%)
	7.3%	29.6%	23.5%	17.5%	11.5%	5.6%
	7.5%	37.3%	31.1%	24.9%	18.8%	12.7%

[56] Based on the perpetuity growth rates published by Morgan Stanley (12 December 2019), UBS (4 November 2019), HSBC (24 October 2019), Macquarie (22 October 2019) and Société Générale (25 October 2019).

3.3.2.2 Valuation methodologies not retained

3.3.2.2.1 *Book net asset value*

The book net asset value methodology was not deemed relevant in the assessment of the offer price. This methodology, based on historical value of assets and liabilities, does not take into account the actual value of intangible assets (market shares, customer relationship, brand image, know-how) or company's future performance.

3.3.2.2.2 *Market net asset value*

The market net asset value methodology consists of correcting the net book value for identified realised or unrealised gains or losses in the assets, liabilities or off-balance sheet commitments.

This approach is customarily used to evaluate portfolio companies having minority holdings, and has been excluded given that Worldline and Ingenico's assets are primarily operating assets that are majority-owned.

3.3.2.2.3 *Dividend discount model*

The dividend discount method consists of valuing a company's equity by discounting the future flows of dividends received by its shareholders, at the cost of equity. It is essentially based on the company's net income estimates and dividend payout policy.

Given differences between both companies' historical dividend policies, this methodology has been excluded (note that Worldline has not paid dividends to its shareholders during the past years).

3.3.3 *Valuation criteria for the Secondary Exchange Offer*

3.3.3.1 Historical share price analysis

Worldline shares are listed on the Euronext Paris (ISIN code: FR0011981968). As of 31 January 2020, Worldline is listed on the SBF 120 and the CAC Next 20 indices, and benefits from a wide coverage by research analysts. Worldline's share capital includes 55.9% of free float, valued at 6.5 billion euros as of 31 January 2020, with significant volumes traded. Over the last 6 months as of 31 January 2020, the average daily volumes traded amounted to 48 million euros (based on shares traded on European electronic trading platforms, excluding over-the-counter – source: Bloomberg as of 31 January 2020).

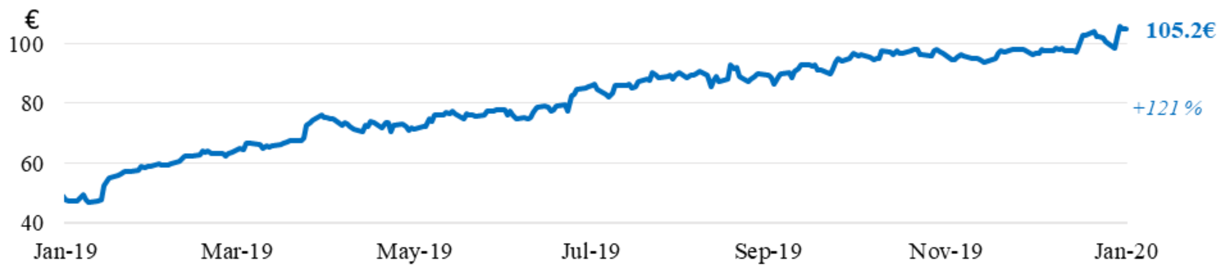
The below chart summarizes Worldine's share price performance over the twelve months preceding 31 January 2020:

The below table summarises Worldline's share price performance over various periods:

As of 31January2020	**Worldline share price (€)**	**Performance (%)**
Closing price	63.8	
Share price as of 31/12/2019 (1 month)	63.2	1.0 %
Share price as of 31/10/2019 (3 month)	54.5	17.1 %
Share price as of 31/07/2019 (6 month)	64.8	(1.6 %)
Share price as of 30/04/2019 (9 month)	56.2	13.5 %
Share price as of 31/01/2019 (12 month)	46.8	36.2 %
Last 12-month high	68.0	
Last 12-month low	46.9	

Source: Capital IQ as of 31 January 2020

The below chart summarizes Ingenico's share price performance over the twelve months preceding 31 January 2020:



The below table summarises Ingenico's share price performance over various periods:

As of 31 January 2020	**Ingenico share price (€)**	**Performance (%)**
Closing price	105.2	
Share price as of 31/12/2019 (1 month)	96.8	8.7%
Share price as of 31/10/2019 (3 month)	95.7	9.9%
Share price as of 31/07/2019 (6 month)	86.0	22.3%
Share price as of 30/04/2019 (9 month)	75.2	40.0%
Share price as of 31/01/2019 (12 month)	47.6	121.0%
Last 12-month high	107.7	
Last 12-month low	46.2	

Source: Capital IQ as of 31 January 2020

The below table summarises the implied premia from the Secondary Exchange Offer ratio (56 Worldline shares in exchange for 29 Ingenico shares i.e. a ratio of 1.9310) to the exchange ratio implied by Worldline and Ingenico's last closing prices as of 31 January 2020, as well as both companies' volume weighted average share prices over selected periods up to this date:

	Reference share price			
As of 31 January 2020	**Worldline (€)**	**Ingenico (€)**	**Implied exchange ratio**	**Implied premium (%)**

Closing price	63.8	105.2	1.6502	**17.0%**
1-month VWAP[57]	65.3	101.4	1.5532	**24.3%**
2- month VWAP[57]	62.8	99.2	1.5784	**22.3%**
3- month VWAP[57]	59.4	98.3	1.6532	**16.8%**
6- month VWAP[57]	58.7	93.7	1.5951	**21.1%**
9- month VWAP[57]	58.2	87.2	1.4976	**28.9%**
12- month VWAP[57]	57.7	79.7	1.3809	**39.8%**
Last 12-month high	68.0	107.7	1.5850	**21.8%**
Last 12-month low	46.9	46.2	0.9836	**96.3%**

Sources: Bloomberg, Capital IQ as of 31 January 2020

The Secondary Exchange Offer ratio of 1.9310 implies a premium of 17% to closing share price as of 31 January 2020 and a premium ranging from 17% to 40% to exchange ratios based on selected VWAPs over the last twelve months up to 31 January 2020.

3.3.3.2 Research analysts' target prices

The below table summarises, as of 31 January 2020, the target prices published by research analysts covering Worldline and who have published an update of their target prices subsequent to the release of 2019 third quarter earnings, on 23 October 2019.

Worldline benefits from a wide coverage by research departments from recognised brokers and financial institutions. Based on the twenty one research reports issued since 23 October 2019, the valuation of Worldline shares ranges from 46 to 89 euros with an average value of 65.8 euros and a median value of 66.0 euros.

The below table presents the latest target prices by research analysts covering Worldline as of 31 January 2020:

[57] Volume weighted average share prices, based on volumes traded on European electronic platforms, excluding over-the-counter platforms.

Research analyst	Date	Target price (€)
Exane BNP Paribas	29 January 2020	77.0
Goldman Sachs	24 January 2020	89.0
Berenberg	21 January 2020	70.0
Guggenheim Securities	21 January 2020	72.0
Kepler Cheuvreux	20 January 2020	62.0
Barclays	15 January 2020	66.0
Société Générale	20 December 2019	68.0
MainFirst Bank AG	11 December 2019	60.0
Morgan Stanley	01 December 2019	52.0
Equita SIM SpA	29 November 2019	60.0
J.P. Morgan	26 November 2019	74.0
Oddo BHF	31 October 2019	77.0
Invest Securities SA	30 October 2019	70.0
Deutsche Bank	29 October 2019	75.0
Credit Suisse	24 October 2019	48.0
Bryan Garnier & Co	24 October 2019	65.0
CIC Market Solutions	24 October 2019	46.0
Citi	24 October 2019	71.0
HSBC	24 October 2019	55.0
UBS	23 October 2019	62.0
Macquarie	23 October 2019	62.3
Average		**65.8**
Median		**66.0**
Highest target price		**89.0**
Lowest target price		**46.0**

Sources: Broker reports, Bloomberg as of 31 January 2020

The latest target prices published by research analysts covering Ingenico are presented in paragraph 3.3.2.1.2.

The exchange ratio implied by the target prices of research analysts ranges from 1.2360 to 1.7391. Therefore, the Secondary Exchange Offer ratio of 56 Worldline shares for 29 Ingenico shares (1.9310 Worldline share for on Ingenico share) implies premia ranging from 56.2% to 11.0%.

	Target price (€)			
	Worldline	**Ingenico**	**Implied exchange ratio**	**Implied premium (%)**
Average	65.8	98.7	1.5012	28.6%
Median	66.0	102.0	1.5455	24.9%
Highest target price	89.0	110.0	1.2360	56.2%
Lowest target price	46.0	80.0	1.7391	11.0%

3.3.3.3 Comparable trading companies

The retained set of comparable companies for Worldline's valuation includes integrated payment companies, and is the same set of comparable companies retained for Ingenico Retail.

The table below summarises the valuation analysis using comparable companies' average EV / EBITDA multiples.

	EBITDA multiple (pre-IFRS 16)			EBITDA (pre-IFRS 16)[58]			Enterprise value		
	2019E	2020E	2021E	2019A (€ million)	2020E (€ million)	2021E (€ million)	2019E (€ million)	2020E (€ million)	2021E (€ million)
Ingenico – Implied value per share (€)							**87.1**	**90.2**	**91.5**
Implied Worldline enterprise value	19.1x	17.1x	15.3x	562	639	718	10,706	10,945	10,976
EV to EQV bridge pre-IFRS 16							(741)	(741)	(741)
Implied equity value							**9,966**	**10,204**	**10,235**
Worldline – Implied value per share (€)							**54.4**	**55.7**	**55.8**
Implied exchange ratio							**1.6020**	**1.6205**	**1.6391**
Premium implied by Secondary Exchange Offer ratio (%)							*20.5%*	*19.2%*	*17.8%*

The analysis results in an implied exchange ratio of 1.6020 based on 2019 EV / EBITDA multiple, 1.6205 based on 2020 EV / EBITDA multiple and 1.6391 based on 2021 EV / EBITDA multiple.

The Secondary Exchange Offer ratio of 1.9310 thus implies premia of 20.5%, 19.2% and 17.8% respectively based on 2019, 2020 and 2021 EV / EBITDA multiples.

3.3.3.4 Discounted cash flows ("DCF") valuation

Worldline's valuation parameters

Operational assumptions (retained future cash flows)

Worldline's free cash flow projections are based on:

- research analysts' consensus for 2020 and 2021, presented in the paragraph 3.2; and
- an extrapolation over 2022-2024 performed by the Presenting Banks, in line with long-term trends provided by a limited number of research analysts covering Worldline. The main assumptions are as follow:
    - Revenues CAGR of 7.0% over 2021-2024;
    - Linear EBITDA margin ramp-up reaching 30.0% in 2024;
    - Change in working capital as a percentage of change in revenues stable at 2.8%, in line with the last year of the research analysts' consensus;
    - 1.0% annual growth rate of IFRS 16 lease payments;

[58] Worldline pre-IFRS 16 EBITDA excluding the IFRS 16 impact amounting to 41 million euros on the 2019, 2020 and 2021 EBITDA.

- Net capital expenditures as a percentage of revenues stable at 5.0%, in line with the last year of the research analysts' consensus;

- Depreciation and amortisation linearly trending towards 100% of net capital expenditures in terminal year;

- Tax rate stable at 24%, in line with the consensus of research analysts as of 31 January 2020 and the company's guidance.

Terminal value

The terminal value is calculated using the Gordon Shapiro formula, applied to normative free cash flows based on the following assumptions:

- 30.0% EBITDA margin;

- Change in working capital as a percentage of revenues at 2.8%;

- Net capital expenditures at 5.0% of revenues;

- Depreciation and amortisation as a percentage of revenues stable at 5.0%; and

- tax rate at 24%.

Cash flows discounting

Free cash flows are discounted as of 31 December 2019, applying the "mid-year convention".

The retained WACC range is centred around 7.00%, in line with the average of the two following methodologies (6.97%):

- The average WACC used by research analysts in their DCF valuation[59] (7.90%); and

- The WACC calculated through the standard WACC methodology (6.05%).

The methodology and range used for Worldline are the same as those used for Ingenico, i.e. the central value plus or minus 50 basis points : 6.50% and 7.50%.

The standard WACC methodology is based on the Capital Asset Pricing Model ("CAPM") and is based on the following parameters:

- Risk-free rate: 0.42% (2-year average of the 10-year French government bonds rate – source : Bloomberg);

- Market risk premium: 7.4% (the average of France market risk premium over 2 years per Bloomberg (9.05% as of 31 January 2020) and Damodaran's France market risk premium (5.69% as of 1st January 2020));

- "Unlevered" beta: 0.79 (based on the average of unlevered betas of Worldline's comparable companies as presented in paragraph 3.3.2.1.3; source for beta: Barra Beta, unlevered using standard tax rate);

[59] Based on the WACCs published by Kepler Cheuvreux (9 January 2020), Société Générale (11 December 2019), Morgan Stanley (28 November 2019), J.P. Morgan (26 November 2019), HSBC (11 November 2019), Citi (24 October 2019), MainFirst (24 October 2019), Exane BNP Paribas (23 October 2019).

- Financial structure (debt / market capitalisation): 16%, based on the 2.0x mid-term financial leverage guidance communicated by Worldline and reiterated at the announcement of Ingenico's acquisition;

- Pre-tax cost of debt: 0.25%, in line with the yield of the 500 million euro bond issued by Worldline on 18 September 2019 and maturing on 18 September 2024, as of 31 January 2020 (Source : Bloomberg). Worldline's credit rating has been confirmed at BBB/Stable by Standard & Poor's following the announcement of Ingenico's acquisition and the confirmation by Worldline of its mid-term leverage guidance. As such, the bond yield as of 31 January 2020 is a relevant reference for the cost of debt; and

- Tax rate: 24%, in line with the consensus of research analysts as of 31 January 2020 and with the company's guidance.

The discounted free cash flows result in a valuation at 69.2 euros per share in the central case. The Secondary Exchange Offer ratio of 1.9310 thus implies a premium of 19.8% to the implied exchange ratio of 1.61 (based on central cases DCF valuations). The sensitivity analysis results in a range of implied exchange ratios of 1.62 to 1.61, corresponding to an implied premium of the Secondary Exchange Offer of 19.5% and 20.0%, by retaining a crossing low/high-end of range between the two following parameters:

- WACC between 6.75% and 7.25% ; and

- PGR between 2.95% and 3.45%: corresponding to the average PGR used by research analysts in their DCF valuation of Worldline[60], plus or minus 25 basis points. This PGR is in line with Ingenico Retail's long-term growth rate, implicitly reflected in Ingenico's consolidated long-term growth rate as described in paragraph 3.3.2.1.5.

Million euros, unless otherwise indicated	**Central case**
Sum of discounted cash flows	2,011
Terminal value	11,423
Enterprise value	**13,434**
EV to EQV bridge pre-IFRS 16	(741)
Equity value	**12,693**
Worldline value per share (€)	69.2
Implied exchange ratio (x)	*1.61*

Ingenico's DCF valuation is presented in paragraph 3.3.2.1.5.

The below tables summarise the results of the DCF valuation:

Worldline value per share

		Perpetuity growth rate				
		2.7%	**3.0%**	**3.2%**	**3.5%**	**3.7%**
WACC	**6.5%**	70.5	75.2	80.5	86.7	94.1

Implied exchange ratio

			Perpetuity growth rate				
		Ingenico	**1.4%**	**1.6%**	**1.9%**	**2.1%**	**2.4%**
	Ingenico	*Worldline*	**2.7%**	**3.0%**	**3.2%**	**3.5%**	**3.7%**
WACC	***6.5%***	***6.5 %***	1.62	1.60	1.58	1.56	1.53

[60] Based on the perpetuity growth rates published by Société Générale (11 December 2019), Morgan Stanley (28 November 2019), J.P. Morgan (26 November 2019), MainFirst (24 October 2019) and Exane BNP Paribas (23 October 2019).

	6.8%	65.9	69.9	74.5	79.8	85.9
	7.0%	61.7	65.3	69.2	73.8	79.0
	7.3%	58.1	61.2	64.7	68.6	73.1
	7.5%	54.8	57.5	60.6	64.1	68.0

	6.8%	**6.8 %**	1.63	1.62	1.60	1.58	1.56
	7.0%	**7.0 %**	1.63	1.62	1.61	1.60	1.58
	7.3%	**7.3 %**	1.64	1.63	1.62	1.61	1.60
	7.5%	**7.5 %**	1.64	1.63	1.63	1.62	1.61

Premium implied by the Secondary Exchange Offer ratio (%)

			Perpetuity growth rate				
		Ingenico	***1.4 %***	***1.6 %***	***1.9 %***	***2.1 %***	***2.4 %***
	Ingenico	*Worldline*	***2.7 %***	***3.0 %***	***3.2 %***	***3.5 %***	***3.7 %***
WACC	**6.5 %**	**6.5 %**	19.3%	20.4%	21.9%	23.6%	25.9%
	6.8 %	**6.8 %**	18.7%	19.5%	20.6%	22.0%	23.8%
	7.0 %	**7.0 %**	18.3%	18.9%	19.8%	20.9%	22.2%
	7.3 %	**7.3 %**	18.0%	18.5%	19.1%	20.0%	21.1%
	7.5 %	**7.5 %**	18.0%	18.3%	18.7%	19.4%	20.2%

3.3.4 *Summary valuation assessment of the terms of the Offer relating to Ingenico shares*

3.3.4.1 Summary valuation assessment of the Primary Offer terms

The table below summarizes the valuation criteria for the Primary Offer terms.

	Value per share			
	Worldline (€)	**Ingenico (€)**	**Implied value of Primary Offer[61] (€)**	**Implied premium (%)**
Share price				
Closing price as of 31 January 2020	63.8	105.2	123.1	17.0%
1-month VWAP[62]	65.3	101.4	125.5	23.8%
2-month VWAP[62]	62.8	99.2	121.7	22.7%
3-month VWAP[62]	59.4	98.3	116.3	18.4%
6-month VWAP[62]	58.7	93.7	115.2	23.0%
9-month VWAP[62]	58.2	87.2	114.4	31.2%
12-month VWAP[62]	57.7	79.7	113.7	42.5%
Last 12-month high	68.0	107.7	129.7	20.4%
Last 12-month low	46.9	46.2	96.7	109.4%
Research analysts' target prices				
Average	65.8	98.7	126.3	27.9%
Median	66.0	102.0	126.6	24.2%
Highest target price	89.0	110.0	162.8	48.0%
Lowest target price	46.0	80.0	95.2	19.0%
Comparable trading companies – Sum-of-the-parts				
2019 EV / EBITDA	54.4	87.1	108.4	24.4%
2020 EV / EBITDA	55.7	90.2	110.4	22.4%
2021 EV / EBITDA	55.8	91.5	110.7	20.9%
Discounted cash flows valuation				
Central case	69.2	111.7	131.7	18.0%
High-end of the range	69.9	112.9	132.8	17.6%
Low-end of the range	68.6	110.4	130.7	18.4%

Source: Capital IQ as of 31 January 2020

[61] The implied value of Ingenico's shares based on the Primary Offer is calculated as follows: (11 x value per Worldline share in euro + 160,50 euros) / 7

[62] Volume weighted average share prices, based on volumes traded on European electronic platforms, excluding over-the-counter platforms.

3.3.4.2 Summary valuation assessment of the Secondary Cash Offer terms

The table below summarizes the valuation criteria for the Secondary Cash Offer terms.

	Ingenico value per share (€)	**Implied premium (%)**
Share price		
Closing price as of 31 January 2020	105.2	17.0%
1-month VWAP[63]	101.4	21.4%
2-month VWAP[63]	99.2	24.1%
3-month VWAP[63]	98.3	25.3%
6-month VWAP[63]	93.7	31.4%
9-month VWAP[63]	87.2	41.2%
12-month VWAP[63]	79.7	54.4%
Last 12-month high	107.7	14.3%
Last 12-month low	46.2	166.6%
Research analysts' target prices		
Average	98.7	24.7%
Median	102.0	20.7%
Highest target price	110.0	11.9%
Lowest target price	80.0	53.9%
Comparable trading companies – Sum-of-the-parts		
2019 EV / EBITDA	87.1	41.3%
2020 EV / EBITDA	90.2	36.5%
2021 EV / EBITDA	91.5	34.5%
Comparable transactions – Sum-of-the-parts		
Average – including the Verifone transaction as reported (pre-IFRS 16)	98.1	25.5%
Average – including the adjusted Verifone transaction (pre-IFRS 16)	87.0	41.5%
Discounted cash flows valuation		
Central case	111.7	10.3%
High-end of the range	112.9	9.0%
Low-end of the range	110.4	11.5%

Source: Capital IQ as of 31 January 2020

[63] Volume weighted average share prices, based on volumes traded on European electronic platforms, excluding over-the-counter platforms.

3.3.4.3 Summary valuation assessment of the Secondary Exchange Offer terms

The table below summarizes the valuation criteria for the Secondary Exchange Offer terms.

	Value per share		**Implied exchange ratio**	**Implied premium (%)**
	Worldline (€)	**Ingenico (€)**		
Share price				
Closing price as of 31 January 2020	63.8	105.2	1.6502	17.0%
1-month VWAP[64]	65.3	101.4	1.5532	24.3%
2-month VWAP[64]	62.8	99.2	1.5784	22.3%
3-month VWAP[64]	59.4	98.3	1.6532	16.8%
6-month VWAP[64]	58.7	93.7	1.5951	21.1%
9-month VWAP[64]	58.2	87.2	1.4976	28.9%
12-month VWAP[64]	57.7	79.7	1.3809	39.8%
Last 12-month high	68.0	107.7	1.5850	21.8%
Last 12-month low	46.9	46.2	0.9836	96.3%
Research analysts' target prices				
Average	65.8	98.7	1.5012	28.6%
Median	66.0	102.0	1.5455	24.9%
Highest target price	89.0	110.0	1.2360	56.2%
Lowest target price	46.0	80.0	1.7391	11.0%
Comparable trading companies – Sum-of-the-parts				
2019 EV / EBITDA	54.4	87.1	1.6020	20.5%
2020 EV / EBITDA	55.7	90.2	1.6205	19.2%
2021 EV / EBITDA	55.8	91.5	1.6391	17.8%
Discounted cash flows valuation				
Central case	69.2	111.7	1.6124	19.8%
High-end of the range	69.9	112.9	1.6153	19.5%
Low-end of the range	68.6	110.4	1.6094	20.0%

Source: Capital IQ as of 31 January 2020

[64] Volume weighted average share prices, based on volumes traded on European electronic platforms, excluding over-the-counter platforms.

3.4 Subsequent events to the announcement of the transaction

Since the transaction announcement on 3 February 2020, Worldline and Ingenico have released their full-year results for 2019 as well as revenues for the first quarter of 2020.

The results for the year-ended 31 December 2019 were released by Worldline and Ingenico respectively on 19 and 25 February 2020 and confirmed the 2019 preliminary results released on 3 February 2020.

The results for the first quarter ended 31 March 2020 were released by Worldline and Ingenico respectively on 23 and 22 April 2020. Each company presented an update on the impact of the coronavirus (Covid-19) on its activities and revised its guidance for 2020 taking into account the health crisis.

3.4.1 *Worldline first quarter 2020 net revenues and 2020 guidance revision*

- Worldline generated 575 million euros of net revenues during the first quarter of 2020, representing organic growth of 2.0% year-on-year. After double-digit growth recorded during the first two months of the year, Worldline's activities were impacted by the global reduction in payment transactions, as a result of the public measures implemented in the geographies where the company operates. The growth of the "Financial Services" division partially offset the very sharp slowdown in "Merchant Services" activities since March 2020.

- Subsequently, Worldline updated its full-year 2020 guidance in order to take into account the Covid-19 impact as follow:

    - flat to low single digit net revenues decline compared with 2019 at constant scope and foreign exchange rates (compared to an initial guidance of above 7% organic revenue growth communicated on 19 February 2020);

    - around 25% OMDA margin, at the same level as in 2019 (compared to an initial guidance of 26% to 27% OMDA margin communicated on 19 February 2020); and

    - a conversion rate of OMDA into free cash flow in 2020 comparable to the 2019 levels (compared to a guidance of free cash flow between 325 million euros and 350 million euros communicated on 19 February 2020).

	2020 objectives communicated at 2019 full year results	**2020 objectives communicated at 2020 first quarter earnings**
Net revenues	Organic growth above 7% compared with 2019 at constant scope and exchange rates	Flat or decreasing by a low single digit compared with 2019 at constant scope and foreign exchange rates
OMDA margin	Between 26% and 27%	Around 25%
Free cash flow	Between 325 million euros and 350 million euros	n.a.
Free cash flow conversion	n.a.	About same cash conversion percentage as 2019 (47.8% of OMDA in 2019)

Source: Worldline 2019 full year and 2020 first quarter earnings releases

3.4.2 *Ingenico first quarter 2020 net revenues and 2020 guidance revision*

- Ingenico generated 658 million euros of net revenue during the first quarter of 2020, representing an organic growth of 4% year-on-year. Net revenues by division stood at 341 million euros for Ingenico Retail (7% organic growth year-on-year) and 318 million euros for Ingenico B&A (1% organic growth year-on-year). The Ingenico Retail division was impacted by the Covid-19 from mid-March 2020, while B&A's performance remained stable, benefiting from its global exposure, resulting in resilient quarterly earnings at group level.

- Subsequently, Ingenico updated its full-year 2020 guidance in order to take into account the Covid-19 impact as follow:

  - mid to high single digit organic net revenues decline compared with 2019 (compared to an initial guidance of 4% to 6% organic revenue growth communicated on 25 February 2020);

  - more than 21% EBITDA margin (compared to an initial guidance of more than 650 million euros EBITDA communicated on 25 February 2020); and

  - above 50% conversion rate of EBITDA into free cash flow (unchanged compared to the guidance communicated on 25 February 2020).

- Ingenico also announced its decision to not pay dividend in 2020.

	2020 objectives communicated at 2019 full year results	**2020 objectives communicated at 2020 first quarter earnings**
Net revenues	4% to 6% organic growth compared to 2019	Mid to high single digit organic decline of 2020 revenues compared to 2019
EBITDA	> 650 million euros	n.a.
EBITDA margin	n.a.	Above 21%
Free cash-flow conversion	>50% of EBITDA	>50% of EBITDA

Source : Ingenico 2019 full year results and 2020 first quarter earnings

3.4.3 *Research analysts' consensus update*

Given the impact of Covid-19 and the guidance revisions by both companies, the Presenting Banks updated, illustratively, the research analysts' consensus for 2020 and 2021 as of 26 June 2020, based on the research analysts' reports published after the announcement of the first quarter 2020 earnings for the two companies. However, given the uncertainties around the economic impact of the Covid-19 crisis and the forecasts made by research analysts, this update is presented for illustrative purposes only.

3.4.3.1 Evolution of Worldline's research analysts' consensus post transaction announcement

The table below summarizes the evolution of research analysts'[65] consensus for Worldline's 2020 and 2021 revenue and OMDA estimates compared to projections presented in paragraph 3.2.2. The consensus post-Covid-19, as of 26 June 2020, has been prepared based on the latest research analysts' estimates published after the release of the first quarter earnings and the revised 2020 guidance, on 23 April 2020.

Million euros	**At announcement**		**Revised Post T1-2020**		**Delta**		**% Variation**	
	2020E	**2021E**	**2020E**	**2021E**	**2020E**	**2021E**	**2020E**	**2021E**
Net revenues	**2,540**	**2,726**	**2,358**	**2,567**	**(182)**	**(159)**	**(7.2%)**	**(5.8%)**
Growth (%)	*6.6%*	*7.3%*	*(1.0%)*	*8.9%*	*(766 pts)*	*157 pts*		
OMDA	**680**	**759**	**593**	**686**	**(87)**	**(73)**	**(12.8%)**	**(9.6%)**
% net revenues	*26.8%*	*27.8%*	*25.2%*	*26.7%*	*(163 pts)*	*(112 pts)*		

Research analysts' consensus for 2020 and 2021 net revenues revised downwards by 7.2% and 5.8% respectively, taking into account the impact of the Covid-19 crisis. Research analysts' consensus for 2020 and 2021 OMDA revised downwards by 12.8% and 9.6% respectively.

[65] Research analysts retained for consensus are: Morgan Stanley (23 April 2020), Deutsche Bank (23 April 2020), J.P.Morgan (24 April 2020), Kepler Cheuvreux (24 April 2020), Crédit Suisse (27 April 2020), UBS (27 April 2020), Oddo (28 April 2020), Jefferies (29 May 2020), Citi (9 June 2020), Bryan Garnier (10 June 2020), and Berenberg (24 June 2020).

3.4.3.2 Evolution of Ingenico's research analysts' consensus post transaction announcement

The table below summarizes the evolution of research analysts'[66] consensus for Ingenico's 2020 and 2021 revenue and EBITDA estimates compared to projections presented in paragraph 3.2.2. The consensus post-Covid-19, as of 26 June 2020, has been prepared based on the latest research analysts' estimates published after the release of the first quarter earnings and the revised 2020 guidance, on 22 April 2020.

Million euros	**At announcement**		**Revised Post T1-2020**		**Delta**		**% Variation**	
	2020E	**2021E**	**2020E**	**2021E**	**2020E**	**2021E**	**2020E**	**2021E**
Gross revenues	**3,592**	**3,840**	**n.a.**	**n.a.**	**n.a.**	**n.a.**	**n.a.**	**n.a.**
Growth (%)	*6.6%*	*6.9%*	*n.a.*	*n.a.*	*n.a.*	*n.a.*	*n.a.*	*n.a.*
Net revenues	**3,086**[67]	**3,298**[42]	**2,686**	**2,881**	**(399)**	**(418)**	**(12.9%)**	**(12.7%)**
Growth (%)	*6.6%*	*6.9%*	*(7.2%)*	*7.2%*	*(1,379 pts)*	*33 pts*		
EBITDA	**662**	**722**	**573**	**635**	**(90)**	**(87)**	**(13.5%)**	**(12.0%)**
% gross revenues	*18.4%*	*18.8%*	*n.a.*	*n.a.*	*n.a.*	*n.a.*	*n.a.*	*n.a.*
% net revenues	*21.5%*[42]	*21.9%*[42]	*21.3%*	*22.0%*	*(14 pts)*	*16 pts*		

Research analysts' consensus for 2020 and 2021 net revenues revised downwards by 12.9% and 12.7% respectively, taking into account the impact of the Covid-19 crisis[42]. Research analysts' consensus for 2020 and 2021 EBITDA revised downwards by 13.5% and 12.0% respectively.

3.4.4 *Illustrative update of valuation criteria as of 26 June 2020*

In light of the developments outlined in paragraphs 3.4.1, 3.4.2 and 3.4.3, the Presenting Banks updated, for illustrative purposes, the valuation assessment of Offer terms as of 26 June 2020.

This update focuses on the comparable trading companies as well as the discounted cash flows methodologies. The analyses of historical share prices and research analysts' target prices is impacted by the Offer. Regarding the comparable transactions, no new elements are available as of 26 June 2020, that could warrant an update of this valuation methodology.

Nonetheless, this valuation update has a number of limitation, notably due to the lack of revised medium-term outlook by Worldline and Ingenico, as well as the increased dispersion of research analysts' projections, in particular for Ingenico, reflecting uncertainties related to the post-crisis economic scenarios.

[66] Research analysts retained for consensus are: Morgan Stanley (23 April 2020), Deutsche Bank (23 April 2020), J.P.Morgan (24 April 2020), Kepler Cheuvreux (24 April 2020), Berenberg (27 April 2020), Jefferies (29 May 2020), Citi (9 June 2020) and Bryan Garnier (10 June 2020).
[67] In order to measure the change in research analysts' consensus and for comparability purposes between the research analysts' consensus at announcement (based on gross revenues) and as of 26 June 2020 (based on net revenues, in line with Ingenico's new reporting starting from 2019 annual results), the Presenting Banks have estimated 2020E and 2021E net revenues by applying the gross to net revenues ratio of 86% (based on Ingenico's 2019 reported metrics), to the 2020E and 2021E research analysts' gross revenue estimates at announcement.

3.4.4.1 Valuation criteria for the Secondary Cash Offer terms

3.4.4.1.1 *Comparable trading companies*

The Presenting Banks updated the valuation of Ingenico's shares based on comparable trading companies based on the same sum-of-the-parts approach outlined in paragraph 3.3.2.1.3.

It is worth noting the more reduced number of analysts publishing divisional forecasts for Ingenico.

The below table sets forth the pre-IFRS 16 and pre-ASC 842 EBITDA multiples for Ingenico Retail's comparables as of 26 June 2020:

			EBITDA multiple (pre-IFRS 16)		
Company	**Market capitalisation (€ million)**	**Enterprise value (pre-IFRS 16) (€ million)**	**2019 (x)**	**2020E (x)**	**2021E (x)**
FIS[68]	72,767	89,482	18.4x	18.8x	16.0x
Fiserv[69]	58,530	76,023	15.9x	15.5x	13.6x
Global Payments[70]	43,724	50,956	18.5x	18.8x	15.8x
Nexi[71]	9,451	11,859	20.3x	21.5x	18.4x
EVO Payments	1,636	2,130	15.0x	18.3x	14.4x
Average			**17.6x**	**18.6x**	**15.6x**
Median			**18.4x**	**18.8x**	**15.8x**

Source: Capital IQ as of 26 June 2020

The below table sets forth the pre-IFRS 16 and pre-ASC 842 EBITDA multiples for Ingenico B&A's comparables as of 26 June 2020:

			EBITDA multiple (pre-IFRS 16)		
Company	**Market capitalisation (€ million)**	**Enterprise value (pre-IFRS 16) (€ million)**	**2019 (x)**	**2020E (x)**	**2021E (x)**
Diebold Nixdorf	388	2,346	6.5x	7.8x	5.6x
NCR	1,847	5,616	5.9x	7.3x	6.2x
Average			**6.2x**	**7.5x**	**5.9x**
Median			**6.2x**	**7.5x**	**5.9x**

Source: Capital IQ as of 26 June 2020

The implied value of Ingenico's shares based on the comparable companies' average EV / EBITDA multiple in 2019, 2020 and 2021 ranges between 72.7 and 79.4 euros. The premium implied by the Secondary Cash Offer price ranges between 69.3% and 55.0%, as presented in the summary table below.

[68] 2019 pro forma for the acquisition of Worldpay
[69] 2019 pro forma for the acquisition of First Data.
[70] 2019 pro forma for the acquisition of TSYS.
[71] 2019 and 2020E pro forma for the acquisition of Intesa Sanpaolo's activities.

	EBITDA multiple (pre-IFRS 16)			EBITDA (pre-IFRS 16)[72]			Enterprise value		
	2019A	2020E	2021E	2019A (€ million)	2020E (€ million)	2021E (€ million)	2019A (€ million)	2020E (€ million)	2021E (€ million)
Ingenico Retail	17.6x	18.6x	15.6x	281	274	321	4,953	5,096	5,020
Ingenico B&A	6.2x	7.5x	5.9x	292	265	280	1,802	1,996	1,646
Implied Ingenico enterprise value							**6,756**	**7,092**	**6,666**
EV to EQV bridge pre-IFRS 16							(2,071)	(2,071)	(2,071)
Implied equity value							**4,685**	**5,022**	**4,596**
Ingenico – implied value per share (€)							**74.1**	**79.4**	**72.7**
Premium implied by the Seondary Cash Offer price (%)							*66.1%*	*55.0%*	*69.3%*

3.4.4.1.2 *Discounted cash flows valuation*

The DCF valuation for Ingenico was updated based on the research analysts' consensus extended until 2022. This update has been performed assuming that the Covid-19 crisis would delay the realisation of Ingenico's business plan. Therefore, the cash flow extrapolation beyond the consensus period was extended to 2025.

The enterprise value is obtained by discounting as of 31 December 2019 the estimated free cash flows (pre-IFRS 16) at the WACC.

The equity value is derived by deducting the same adjustments as those detailed in paragraph 3.2.3 from the enterprise value.

Ingenico's valuation parameters

Operational assumptions (retained future cash flows)

- research analysts' revised consensus for the 2020-2022 period; and
- an extrapolation over 2022-2025. The main assumptions are as follows:
    - 6.0% annual growth rate of net revenues from 2023 onwards;
    - Linear EBITDA margin ramp-up reaching 24.0% of net revenues[73] in 2025;
    - Assumptions of depreciation and amortisation, net capital expenditures as a percentage of net revenues and change in WCR as a percentage of change in net revenues unchanged compared to paragraph 3.3.2.1.5[74]; and
    - Assumptions of lease payments under IFRS 16 and tax rates unchanged compared to paragraph 3.3.2.1.5.

[72] Ingenico pre-IFRS 16 EBITDA excluding the impact of IFRS 16 amounting to 33 million euros in 2019 and 2020 (of which 20 million euros for Ingenico Retail and 13 million euros for Ingenico B&A) and to 34 million euros in 2021. The difference between Ingenico's consolidated EBITDA estimates and the sum of the EBITDA estimates by division for 2020 and 2021 was allocated to Ingenico Retail and Ingenico B&A EBITDA pro rata of the 2020 and 2021 EBITDA

[73] The margins of the revised trajectory are based on net revenues (vs. gross at announcement), in line with Ingenico's new reporting starting from 2019 annual results, the 2020 guidance communicated on 25 February 2020 and research analysts' new consensus

[74] Margins recalculated as percentage of net revenues (compared to gross revenues at announcement) by applying the gross to net revenues ratio of 86% (based on Ingenico's 2019 reported metrics)

Terminal value

The terminal value is calculated using the Gordon Shapiro formula, applied to normative free cash flows by applying the same methodology as in paragraph 3.3.2.1.5, with an EBITDA margin as percentage of net revenues[73] at 24.0%.

Cash flows discounting

Free cash flows are discounted at the WACC at 31 December 2019 and by applying the mid-year cash discount convention.

The retained WACC range is unchanged compared to paragraph 3.3.2.1.5, and has a central value of 7.00% plus or minus 50 basis points, i.e. between 6.50% and 7.50%.

This range was maintained as the update of the standard WACC calculation methodology as of 26 June 2020 results in a value of 6.19% vs. 6.24% as of 31 January 2020, based on market risk premium and beta as of 31 January 2020, given current levels are affected by volatility related to the Covid-19 crisis. In addition, there were no updates by research analysts of WACC assumptions which remains therefore unchanged compared to 31 January 2020.

The PGR retained for Ingenico in paragraph 3.3.2.1.5 remains also unchanged.

The DCF results in a valuation of 101.8 euros per share in the central case. The sensitivity analysis results in a valuation range of 100.3 to 103.2 euros, corresponding to an implied premium of the Secondary Cash Offer of 22.7% and 19.3%, retaining the same crossed low/high-end of range between the WACC and the perpetuity growth rate as in the analysis as of 31 January 2020 presented in paragraph 3.3.2.1.5.

The below tables summarise the results of the DCF valuation:

Ingenico value per share

		Perpetuity growth rate				
		1.4 %	1.6 %	1.9 %	2.1 %	2.4 %
WACC	6.5 %	104.7	110.4	116.8	124.0	132.0
	6.8 %	98.0	103.2	108.9	115.2	122.3
	7.0 %	92.0	96.6	101.8	107.4	113.7
	7.3 %	86.5	90.7	95.3	100.3	105.9
	7.5 %	81.4	85.2	89.4	93.9	98.9

Premium / (discount) implied by the Secondary Cash Offer (%)

		Perpetuity growth rate				
		1.4 %	1.6 %	1.9 %	2.1 %	2.4 %
WACC	6.5 %	17.6%	11.5%	5.4%	(0.7%)	(6.7%)
	6.8 %	25.6%	19.3%	13.0%	6.8%	0.7%
	7.0 %	33.8%	27.4%	21.0%	14.6%	8.3%
	7.3 %	42.4%	35.8%	29.2%	22.7%	16.2%
	7.5 %	51.2%	44.4%	37.7%	31.0%	24.4%

3.4.4.2 Valuation criteria for the Secondary Exchange Offer terms

3.4.4.2.1 *Comparable trading companies*

The table below summarises the application of comparable companies' average EV / EBITDA multiples (pre-IFRS 16 and pre-ASC 842) updated as of 26 June 2020.

	EBITDA multiple (pre-IFRS 16)			EBITDA (pre-IFRS 16)[75]			Enterprise value		
	2019A	2020E	2021E	2019A (€ million)	2020E (€ million)	2021E (€ million)	2019A (€ million)	2020E (€ million)	2021E (€ million)
Ingenico – implied value per share (€)							**74.1**	**79.4**	**72.7**
Implied Worldline enterprise value	17.6x	18.6x	15.6x	562	552	645	**9,897**	**10,258**	**10,075**
EV to EQV bridge pre-IFRS 16							(741)	(741)	(741)
Implied equity value							**9,157**	**9,517**	**9,334**
Worldline – implied value per share (€)							**50.0**	**51.9**	**50.9**
Implied exchange ratio							**1.4836**	**1.5300**	**1.4275**
Premium implied by Secondary Exchange Offer ratio (%)							*30.2%*	*26.2%*	*35.3%*

The analysis results in an implied exchange ratio of 1.4836 by applying the 2019 EV / EBITDA multiple, 1.5300 by applying the 2020 EV / EBITDA multiple and 1.4275 by applying the 2021 EV / EBITDA multiple.

The Secondary Exchange Offer ratio of 1.9310 thus implies premia of 30.2%, 26.2% and 35.3% respectively based on 2019, 2020 and 2021 EV / EBITDA multiples.

3.4.4.2.2 *Discounted cash flows valuation*

The DCF approach for Worldline was updated based on the research analysts' consensus extended to 2022. This update has been performed assuming that the Covid-19 crisis would delay the realisation of Worldline's business plan. Therefore, The cash flow extrapolation beyond the consensus period was extended to 2025.

The enterprise value is obtained by discounting as of 31 December 2019 the estimated free cash flows (pre-IFRS 16) at the WACC.

The equity value is derived by deducting the same adjustments as those detailed in paragraph 3.2.3 from the enterprise value.

Worldline's valuation parameters

[75] Worldline pre-IFRS 16 EBITDA excluding the IFRS 16 impact of € 41 million on 2019, 2020 and 2021 EBITDA

Operational assumptions (future flows considered)

- research analysts' revised consensus for the 2020-2022 period; and
- an extrapolation over 2022-2025. The main assumptions are as follows:
  - 7.0% annual growth rate of net revenues from 2023 onwards;
  - Linear EBITDA margin ramp-up reaching 30.0% of net revenues in 2025;
  - Assumptions of depreciation and amortisation, net capital expenditures as a percentage of net revenues and change in WCR as a percentage of change in net revenues unchanged compared to paragraph 3.3.3.4; and
  - Assumptions of lease payments under IFRS 16 and tax rates unchanged compared to paragraph 3.3.3.4.

Terminal value

The terminal value is calculated using the Gordon Shapiro formula, applied to normative free cash flows by applying the same methodology as in paragraph 3.3.3.4.

Cash flow discounting

Free cash flows are discounted at the WACC at 31 December 2019 and by applying the mid-year cash discount convention.

The retained WACC range is unchanged compared to paragraph 3.3.3.4, and has a central value of 7.00% plus or minus 50 basis points, i.e. between 6.50% and 7.50%.

This range was maintained as the update of the standard WACC calculation methodology as of 26 June 2020 results in a value of 5.95% vs. 6.05% as of 31 January 2020, based on market risk premium and beta as of 31 January 2020, given current levels are affected by volatility related to the Covid-19 crisis. In addition, the average WACC based on research analysts' DCF valuations published after the release of the first quarter earnings, on 23 April 2020, is 8.08%[76], in line with the average research analysts' WACC of 7.90% as of 31 January 2020.

The PGR retained for Worldline in paragraph 3.3.3.4 is also unchanged.

The discounted free cash flows result in a valuation of 67.3 euros per share in the central case. The Secondary Exchange Offer ratio of 1.9310 thus implies a premium of 27.7% compared to the implied exchange ratio of 1.51. The sensitivity analysis results in a range of implied exchange ratios of 1.51 to 1.52, corresponding to an implied premium of the Secondary Exchange Offer of 28.0% and 27.4%, retaining the same crossed low/high-end of range between the WACC and the perpetuity growth rate as in the analysis as of 31 January 2020 presented in paragraph 3.3.3.4.

The below tables summarise the results of the DCF valuation:

[76] Based on the WACCs published by HSBC (2 April 2020, target price unchanged post Q1-2020), Mainfirst (23 April 2020), Kepler Cheuvreux (23 April 2020), Bryan Garnier (24 April 2020), Citi (27 April 2020).

Worldline value per share

		Perpetuity growth rate				
		2.7 %	**3.0 %**	**3.2 %**	**3.5 %**	**3.7 %**
WACC	**6.5 %**	68.9	73.3	78.4	84.4	91.4
	6.8 %	64.2	68.1	72.5	77.5	83.4
	7.0 %	60.1	63.5	67.3	71.6	76.6
	7.3 %	56.5	59.5	62.8	66.5	70.8
	7.5 %	53.2	55.9	58.8	62.1	65.8

Implied exchange ratio

			Perpetuity growth rate				
		Ingenico	**1.4%**	**1.6 %**	**1.9 %**	**2.1 %**	**2.4 %**
	Ingenico	*Worldline*	**2.7 %**	**3.0 %**	**3.2 %**	**3.5 %**	**3.7 %**
WACC	***6.5 %***	***6.5 %***	1.52	1.51	1.49	1.47	1.44
	6.8 %	**6.8 %**	1.53	1.52	1.50	1.49	1.47
	7.0 %	**7.0 %**	1.53	1.52	1.51	1.50	1.48
	7.3 %	**7.3 %**	1.53	1.53	1.52	1.51	1.50
	7.5 %	**7.5 %**	1.53	1.53	1.52	1.51	1.50

Premium implied by Secondary Exchange Offer ratio (%)

			Perpetuity growth rate				
		Ingenico	***1.4 %***	***1.6 %***	***1.9 %***	***2.1 %***	***2.4 %***
	Ingenico	*Worldline*	***2.7 %***	***3.0 %***	***3.2 %***	***3.5 %***	***3.7 %***
WACC	6.5 %	6.5 %	27.1%	28.2%	29.6%	31.4%	33.7%
	6.8 %	6.8 %	26.5%	27.4%	28.5%	29.9%	31.7%
	7.0 %	7.0 %	26.3%	26.9%	27.7%	28.8%	30.2%
	7.3 %	7.3 %	26.2%	26.6%	27.2%	28.0%	29.1%
	7.5 %	7.5 %	26.3%	26.6%	27.0%	27.5%	28.4%

3.4.4.3 Summary valuation assessment as of 26 June 2020

3.4.4.3.1 *Summary valuation assessment of the Primary Offer terms*

	Value per share				
	Worldline (€)	**Ingenico (€)**	**Implied value of Primary Offer[77] (€)**	**Implied premium (%)**	***Memo: Implied premium as of 31-Jan-2020 (%)***
Comparable trading companies – Sum-of-the-parts					
2019 EV / EBITDA	50.0	74.1	101.4	36.9%	*24.4%*
2020 EV / EBITDA	51.9	79.4	104.5	31.6%	*22.4%*
2021 EV / EBITDA	50.9	72.7	103.0	41.6%	*20.9%*
Discounted cash flows valuation					
Central case	67.3	101.8	128.7	26.5%	*18.0%*
High-end of the range	68.1	103.2	129.9	25.9%	*17.6%*
Low-end of the range	66.5	100.3	127.5	27.0%	*18.4%*

3.4.4.3.2 *Summary valuation assessment of the Secondary Cash Offer terms*

	Ingenico value per share (€)	**Implied premium (%)**	***Memo: Implied premium as of 31-Jan-2020 (%)***
Comparable trading companies – Sum-of-the-parts			
2019 EV / EBITDA	74.1	66.1%	*41.3%*
2020 EV / EBITDA	79.4	55.0%	*36.5%*
2021 EV / EBITDA	72.7	69.3%	*34.5%*
Discounted cash flows valuation			
Central case	101.8	21.0%	*10.3%*
High-end of the range	103.2	19.3%	*9.0%*
Low-end of the range	100.3	22.7%	*11.5%*

3.4.4.3.3 *Summary valuation assessment of the Secondary Exchange Offer terms*

	Value per share				
	Worldline (€)	**Ingenico (€)**	**Implied exchange ratio**	**Implied premium (%)**	***Memo: Implied premium as of 31-Jan-2020 (%)***
Comparable trading companies – Sum-of-the-parts					
2019 EV / EBITDA	50.0	74.1	1.4836	30.2%	*20.5%*
2020 EV / EBITDA	51.9	79.4	1.5300	26.2%	*19.2%*

[77] The implied value of Ingenico's shares based on the Primary Offer is calculated as follows: (11 x value per Worldline share in euro + 160,50 euros) / 7

2021 EV / EBITDA	50.9	72.7	1.4275	35.3%	*17.8%*
Discounted cash flows valuation					
Central case	67.3	101.8	1.5121	27.7%	*19.8%*
High-end of the range	68.1	103.2	1.5158	27.4%	*19.5%*
Low-end of the range	66.5	100.3	1.5083	28.0%	*20.0%*

3.5 Valuation criteria for the offer on Ingenico's OCEANEs

3.5.1 *Main characteristics of Ingenico's OCEANEs*

The main characteristics of the Ingenico OCEANEs are presented in paragraph 2.6 of this Draft Offer Document.

For further information on the OCEANEs, please refer to the terms and conditions (*"Terms and Conditions of the Senior Unsecured Bonds Convertible into New Shares and/or Exchangeable for Existing Shares of Ingenico Group Due 2022"* or *"Terms and Conditions"*). The terms in italics in this paragraph are defined in the terms and conditions.

3.5.2 *Cash offer and mixed offer for Ingenico's OCEANEs*

The offer on Ingenico's OCEANEs consists of:

- the OCEANE Cash Offer at 179.00 euros per OCEANE; or
- the OCEANE Mixed Offer at 998.00 euros and 4 Worldline shares for 7 Ingenico OCEANEs, effectively a value of 179.00 euros per OCEANE based Worldline's closing share price of 63.75 euros as of 31 January 2020.

3.5.3 *Valuation criteria for the OCEANE Cash Offer*

3.5.3.1 Historical prices analysis

OCEANEs trading on the market is fairly limited given transactions are predominantly over-the-counter. The historical OCEANEs prices in the below table are sourced from Bloomberg, which does not provide any information on the traded volumes.

The price of the OCEANE Cash Offer compares with the historical OCEANE prices as follows:

As of 31 January 2020	**OCEANE price (€)**[78]	**Cash offer price per OCEANE (€)**	**Cash offer premium (%)**

[78] Average as per Bloomberg Generic

Closing price	174.4	179.0	2.6%
1-month average	173.5	179.0	3.2%
2-month average	172.9	179.0	3.5%
3-month average	172.7	179.0	3.6%
6-month average	172.0	179.0	4.0%
9-month average	171.0	179.0	4.7%
12-month average	169.0	179.0	5.9%
Last 12-month high	175.1	179.0	2.2%
Last 12-month low	158.8	179.0	12.7%

Source: Bloomberg

3.5.3.2 Intrinsic value of OCEANEs in the event of a public offer

The intrinsic value of OCEANEs is determined by applying the *Conversion/Exchange Ratio* of 1.009 share per OCEANE at the date of this offer document, adjusted during the *Adjustment Period in the event of public offer*, in accordance with the terms and conditions of the OCEANEs.

The adjusted Conversion / Exchange Ratio is derived according to the following formula:

NCER = CER x [1 + BIP x (c/t)]

Where:

- NCER means the new Conversion/Exchange Ratio applicable during the Adjustment Period in case of a public offer;
- CER means the Conversion/Exchange Ratio in effect before the Offer opening date, i.e. 1.009 per OCEANE;
- BIP means the OCEANE issue premium, equal to 55%;
- c means the exact number of days between the Offer opening date (included), i.e. 24 July 2020, and the maturity date of the OCEANEs (excluded), i.e. 26 June 2022, equal to 702 days; and
- t means the exact number of days between the OCEANEs issue date (included), i.e. 26 June 2015, and the maturity date of the OCEANEs (excluded), i.e. on 26 June 2022, equal to 2,557 days.

The application of the above formula results in an adjusted Conversion/Exchange Ratio of 1.161 per OCEANE. Thus the intrinsic value per OCEANE stands at 142.9 euros, based on a share price of 123.1 euros for Ingenico, corresponding to the implied value of the Ingenico share under the terms of the Primary Offer, using Worldline share price as of 31 January 2020.

3.5.3.3 Theoretical value

The value of the OCEANEs presented below is based on a trinomial valuation model derived based on market conditions on the last trading day prior to the transaction announcement, i.e. 31 January 2020.

The following assumptions were retained:

- ingenico share price: 105.2 euros;

- credit spread: 85 basis points;
- cost of borrow of Ingenico share: 35 basis points;
- volatility of the Ingenico share: 32%, in line with the historical volatility of the Ingenico share as of 31 January 2020.

This methodology results in a theoretical value of 175 euros per OCEANE.

3.5.3.4 Early redemption value of the OCEANEs

The early redemption price is equal to the nominal value of the OCEANEs, i.e. 172.15 euros. In the event of a *Change of Contro*l, OCEANE holders may request the early redemption in cash of all or part of the OCEANE owned, unless the person(s) acquiring control of the Issuer has a credit rating of at least BBB- (or equivalent), assigned by a rating agency at the time it gains control of Ingenico, and maintains a credit rating of at least BBB- after such acquisition during the *Change of Control Period*.

At the date of this Draft Offer Document, Worldline is rated BBB by Standard & Poor's. If this credit rating is maintained during the Change of Control Period, the early redemption option will not be triggered. This reference is therefore solely provided for information purposes.

3.5.3.5 Summary valuation criteria to assess the OCEANE Cash Offer terms

Criteria	**Value (€)**	**Premium implied by the OCEANE Cash Offer (179.0 euros)**
OCEANE price		
Last quote prior to announcement	174.4	2.6 %
1-month average[79]	173.5	3.2 %
2-month average[79]	172.9	3.5%
3-month average[79]	172.7	3.6 %
6-month average[79]	172.0	4.0 %
9-month average[79]	171.0	4.7%
12-month average[79]	169.0	5.9 %
Implied value at offer price	143.8	24.5 %
Theoretical value	175.0	2.3 %
Early redemption value	172.2	4.0 %

3.5.4 *Summary valuation criteria to assess the OCEANE Mixed Offer terms*

The implied value of the OCEANE Mixed Offer compares with the historical OCEANE prices as follows:

	OCEANE price (€)[80]	**Worldline share price (€)**	**Implied value of the OCEANE Mixed Offer (€)**	**OCEANE Mixed Offer premium (%)**
Closing price as of 31 January 2020	174.4	63.8	179.0	2.6 %
1-month average[79]	173.5	65.3	179.9	3.7 %
2-month average[79]	172.9	62.8	178.5	3.2 %

[79] Moyenne sur la période
[80] Point moyen de Bloomberg Generic

3-month average[79]	172.7	59.4	176.5	2.2 %
6-month average[79]	172.0	58.7	176.1	2.4 %
9-month average[79]	171.0	58.2	175.8	2.8 %
12-month average[79]	169.0	57.7	175.6	3.9 %
Last 12-month high	175.1	68.0	181.4	3.6 %
Last 12-month low	158.8	46.9	169.4	6.6 %

Source: Bloomberg

4 METHOD FOR MAKING INFORMATION RELATING TO THE OFFEROR AVAILABLE

In accordance with Article 231-28 of the AMF General Regulation, information relating in particular to the legal, financial and accounting characteristics of the Offeror will be the subject of a specific document filed with the AMF and made available to the public in a manner intended to ensure full and effective disclosure, no later than the day prior to the opening of the Offer.

5 PERSONS RESPONSIBLE FOR THE OFFER DOCUMENT

5.1 For the Offeror

"*To the best of my knowledge, the information contained in this offer document is true and accurate and contains no omission likely to affect its scope.*"

Gilles Grapinet, Chief Executive Officer

5.2 For the Presenting Banks of the Offer

"*In accordance with Article 231-18 of the AMF General Regulation, BNP Paribas, Morgan Stanley Europe SE, Natixis and Société Générale, as institutions presenting the Offer, certify that, to the best of their knowledge, the presentation of the Offer, which they examined on the basis of information provided by the Offeror, and the valuation criteria for the proposed price and exchange ratio is true and accurate and contains no omission likely to affect its scope.*"

BNP Paribas
Morgan Stanley Europe SE
Natixis
Société Générale