

This document is an unofficial English-language translation of the document relating to Worldline's other information (*document autres informations de Worldline*) which was filed with the French Autorité des marchés financiers on July 28, 2020. In the event of any differences between this unofficial English-language translation and the official French document relating to Worldline's other information, the official French document relating to Worldline's other information shall prevail.

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 cash¹

AND

ALTERNATIVE MIXED AND CASH OFFER

for bonds convertible into and/or exchangeable for new and/or existing Ingenico shares ("OCEANES")

of:



initiated by:



presented by:



BNP PARIBAS

Presenting Bank and Guarantor



Presenting Bank

Morgan Stanley

Presenting Bank



Presenting Bank

INFORMATION RELATING IN PARTICULAR TO THE LEGAL, FINANCIAL AND ACCOUNTING CHARACTERISTICS OF WORLDLINE



This document relating to Worldline's other information was filed with the Autorité des marchés financiers (the "AMF") on July 28, 2020, pursuant to the provisions of Article 231-28 of the AMF General Regulation and Article 5 of AMF instruction no. 2006-07 of July 25, 2006 relating to tender offers. This document was prepared under the responsibility of Worldline.

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 incorporates, by reference, Worldline's Universal Registration Document, filed with the AMF on April 29, 2020 under the number D.20-0411, as well as Worldline's half-year financial report as at June 30, 2020 and published on July 23, 2020 and supplements the offer document prepared by Worldline and approved by the AMF on July 28, 2020 under number 20-370, pursuant to its clearance decision issued on the same date (the "**Offer Document**").

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

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River Ouest
95870 Bezons

BNP Paribas
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75002 Paris

**Morgan Stanley
Europe SE**
61 rue de Monceau
75008 Paris

Natixis
47 quai d'Austerlitz
73013 Paris

Société Générale
GLBA/IBD/ECM/SEG
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A press release was issued pursuant to the provisions of Article 231-28 of the AMF General Regulation informing the public of the methods by which this document will be made available.

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1 REVIEW OF THE PRINCIPLE CHARACTERISTICS OF THE OFFER

It should be noted that 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**”), and to holders of bonds convertible into and/or exchangeable for new and/or existing Ingenico shares maturing in 2022 (the “**OCEANES**”) to acquire and/or exchange their Ingenico shares and/or OCEANES under the terms and conditions set forth in the Offer Document (the “**Offer**”).

The Offer is composed of a mixed public offer, as the main offer, accompanied as secondary offer by a public exchange offer and a public tender offer for the shares of Ingenico, and an alternative mixed public offer and tender offer for the OCEANES.

The Offer for the shares of Ingenico breaks down as follows:

- 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 Ingenico shares (the “**Primary Offer**”);
- as a secondary offer (all of the “**Secondary Offers**”):
 - within the limit defined in paragraph 2.1.1.3 of the Offer Document, the Offeror offers to the shareholders of Ingenico to receive 56 Worldline shares in exchange for 29 shares of Ingenico;
 - within the limit defined in paragraph 2.1.1.3 of the Offer Document, 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.

The Offer for the OCEANES breaks down as follows:

- a cash offer of €179 per OCEANE; and
- a combined offer of 4 Worldline shares and €998 for 7 Ingenico OCEANES.

The Offer is for:

- (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 the Offer Document, a maximum number of 63,713,047 Ingenico shares², 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 of the Offer Document), 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 the Offer Document, a maximum of 1,013,203 new Ingenico shares³) or (ii) the conversion of the OCEANEs (i.e., to the best of the Offeror's knowledge as of the date of the Offer Document, a maximum of 3,373,220 new Ingenico shares⁴);

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

- (ii) all outstanding OCEANEs (i.e., to the best of the Offeror's knowledge as of the date of the 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 Free Share plans are described in section 2.7.1 of the Offer Document.

Holders of these Free Shares will benefit from a liquidity mechanism under the conditions described in section 2.7.2 of the 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* (Afed) 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.

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

The Worldline shares delivered in connection with the Offer will be newly issued shares; they will be fully entitled to dividends on the date of their issuance and will be fully comparable with the Worldline shares existing on that date and admitted to trading on the regulated market of Euronext in Paris, on the same trading line as the existing Worldline shares.

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 banks presenting the Offer, filed the Offer and the draft Offer Document with the AMF on

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 See paragraph 2.7.1 of the Offer Document.

⁴ Calculated on the basis of the adjusted share allocation ratio, as determined in paragraph 2.6.1.2.1 of the Offer Document.

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 the 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 the Offer Document.

In addition, as of the date of the Offer Document, the Offer is subject to the condition precedent of obtaining the Merger Control Clearance (as defined in paragraph 2.8.4 of the Offer Document), 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.

2 INFORMATION RELATING IN PARTICULAR TO THE LEGAL, FINANCIAL AND ACCOUNTING CHARACTERISTICS OF WORLDLINE

2.1 Information about Worldline

Information relating to the identity and the legal, financial, accounting and other characteristics of Worldline is set forth in the sections E and G of the Universal Registration Document filed on April 29, 2020 under number D.20-0411 with the AMF (the “**Universal Registration Document**”), as well as in the half-year financial report as at June 30, 2020, published on July 23, 2020 (the “**Half-Year Financial Report**”), and are incorporated by reference in this document.

The Universal Registration Document and the Half-Year Report are available electronically on the websites of the AMF (www.amf-france.org) and Worldline (www.worldline.com). They may also be obtained free of charge from Worldline at 80 quai Voltaire, River Ouest, 95870 Bezons.

This document is supplemented by the following information relating to significant events subsequent to the publication of the Universal Registration Document referenced hereafter in this document and in the press releases published and put online by Worldline since the publication of the Universal Registration Document, reproduced hereafter.

No significant developments have occurred since the filing of the Universal Registration Document, subject to the published information described below (see paragraph 3.2 below).

2.2 Information relating to Worldline’s accounting and financial position

2.2.1 Information relating to the accounting and financial position

The corporate and consolidated financial statements as at December 31, 2019, as well as the related statutory auditors’ reports, are included in section E of the Universal Registration Document.

The condensed consolidated financial statements as at June 30, 2020, as well as the related limited statutory auditors’ report are included in the Half-Year Financial Report.

2.2.2 Pro forma financial information

Worldline’s pro forma financial information relating to the impact of the Offer on its accounting and financial position, in accordance with applicable regulations (the “**Pro Forma Financial Information**”) and the auditors’ report on the Pro Forma Financial Information are set out in Appendices I and II to this document, respectively.

As a preliminary remark, it is specified that the Pro Forma Financial Information has been prepared on the assumption that 100% of the Ingenico shares and OCEANEs will be tendered in the Offer and for the purpose of illustrating the impact of this acquisition of 100% of the Ingenico shares and OCEANEs, as if it had taken place on January 1, 2019. The Pro Forma Financial Information has been prepared on the basis of the assumptions set out in Appendix I of this document. The Pro Forma Financial Information is presented for illustrative purposes only and does not reflect the results of operations or the financial position that Worldline would have had if it had effectively acquired 100% of the Ingenico shares and OCEANEs on January 1, 2019. The Pro Forma Financial Information is not necessarily indicative of Worldline's future results of operations or financial condition and there can be no assurance that any trends in the Pro Forma Financial Information are indicative of Worldline's future results or performance.

As a result, the future results and future financial position of the combined group may differ significantly from the results and financial position presented in the Pro Forma Financial Information.

2.3 Worldline's share capital

As at June 30, 2020, the share capital of Worldline stands at €124,413,426.28 and is divided into 182,960,921 shares, representing 189,998,561 theoretical voting rights, fully paid-up, all of the same class.

It is specified, with respect to the free share grants that have not been fully vested and the stock options that have not yet been exercised, a description of which is provided in section G.3.3.6 (for the free shares) and section G.3.3.4 (for the stock options) of the Universal Registration Document, that as of June 30, 2020, 2,186,097 free shares are in the vesting period and 1,887,387 stock options have not been exercised.

In addition, Worldline issued 5,813,953 bonds convertible into and/or exchangeable for new and/or existing Worldline shares which are outstanding as of the date of this document.

It should also be noted that, under the terms of the Business Combination Agreement dated February 2, 2020, Worldline has undertaken to establish, in the event that the Offer is successful, a free share allocation plan (the "**Replacement 2020 Free Share Plan**") for employees and managers of the Ingenico group who are beneficiaries of free share allocations under the free share plan established by Ingenico in June 11, 2020, which will become null and void in the event that the Offer is successful (as described in paragraph 2.7.1 of the Offer Document).

The number of free Worldline shares that would be granted under the Replacement 2020 Free Share Plan would not exceed 786,617 Worldline shares and the free shares would have a vesting period expiring 3 years after the date of the initial grant by Ingenico (i.e. June 11, 2023) and would be subject to performance conditions substantially in line with those applicable to free share plans established by Worldline for its own employees and executives.

2.4 Risk factors relating to the Offer

As of the date of this document, the Offeror is not aware of any significant risks related to the Offer, other than those mentioned in the Universal Registration Document and those described below.

Implementation of integration and synergies

Worldline and Ingenico aim to increase the value created by the combined group resulting from the Offer, in particular through the realization of run-rate synergies representing approximately €250 million by 2024, as indicated in paragraph 1.3.2 "Synergies – Economic Gains" of the Offer Document.

The realization of the expected benefits of the Offer will depend in part on the effective integration of the activities of the two groups. Worldline may encounter difficulties in implementing measures to generate these synergies and/or may fail to achieve the operational benefits and synergies expected from the Offer. In addition, the costs incurred to achieve these synergies could be higher than expected or additional costs not anticipated or higher than expected could arise, which could result in a reduction in the amount of the expected synergies.

Events that could make integration more difficult, limit or prevent the realization of synergies and increase costs include the following:

- certain key employees may leave the combined group due to uncertainties and difficulties relating to integration, or, more generally, due to the desire not to remain within the combined group;
- the differences between the procedures, rules and organization of the two groups, as well as the need to set up, integrate and harmonize the different operational systems and procedures specific to the two groups, such as financial, accounting and other IT systems;
- certain customers or partners of both groups could turn to other suppliers.

The estimated synergies resulting from the Offer are based on a number of assumptions. These assumptions depend on factors that are largely beyond the control of Worldline, including the emergence of risks relating to Worldline and Ingenico's businesses, as described in section F of the Universal Registration Document and section 1.2 of Ingenico's universal registration document filed with the AMF on April 24, 2020 under number D.20-0347, as well as the risk factors relating to the Offer described in this document. Should one of these factors occur, or in the event of a new wave of pandemic related to Covid-19 and restrictive measures related to a resurgence of the health crisis, the level of synergies achieved could be lower than expected or their achievement delayed. It should also be noted that the synergy potential described in paragraph 1.3.2 "Synergies – Economic gains" of the Offer Document corresponds solely to an estimate by Worldline in the absence of a business plan drawn up jointly with Ingenico's management.

Failure to integrate the two groups or failure to achieve the expected synergies and/or increased costs incurred in this respect could have a material adverse effect on the combined group's business, operating income, financial condition and prospects.

Risk of volatility of Worldline Shares delivered under the Offer

The Worldline shares issued in consideration for the Ingenico shares and OCEANEs tendered in the Offer will be admitted to trading on the regulated market of Euronext in Paris. By its nature, the market price of the Worldline shares may vary and could be affected by numerous factors, including the risk factors described in the Universal Registration Document, including factors independent of Worldline's results.

Market fluctuations and economic conditions, particularly in the context of the Covid-19 pandemic, could increase the volatility of Worldline's shares.

The market price of Worldline's shares could also be significantly affected by numerous factors affecting Worldline or its competitors, including announcements by competitors with similar businesses and/or announcements regarding the markets in which Worldline operates, or adverse changes in the applicable regulatory environment.

Future sales of Worldline shares may decrease the market price of Worldline shares

The market price of the Worldline shares, including the Worldline shares issued in consideration for the Ingenico shares and OCEANEs tendered in the Offer, could be significantly reduced in the event of future sales, whether on or off-market, by one or more shareholders, of a significant number of Worldline shares.

Loss of double voting rights

Holders of fully paid-up Ingenico shares held in registered form for a period of at least two years are entitled to double voting rights. Ingenico shareholders who decide to tender their shares to the Offer will lose this benefit, which will not be transferred to Worldline shares delivered under the Offer.

However, Worldline's articles of association provide for double voting rights, which will be available to holders of Ingenico shares and holders of OCEANEs who have participated in the Offer and received Worldline shares in exchange, provided that they continue to hold the Worldline shares thus received in registered form for a minimum continuous period of two years.

Indicative nature of the pro forma information

Worldline has not verified the reliability of the information provided by Ingenico on the basis of which the Pro Forma Financial Information has been prepared and, as a result, some of the information contained in the Pro Forma Financial Information may be inaccurate.

Risk of not implementing the squeeze-out at the end of the Offer

Depending on the outcome of the Offer, Worldline may hold a number of Ingenico shares that may not be sufficient to enable it to implement a squeeze-out on Ingenico shares and OCEANEs at the end of the Offer, which may adversely affect the liquidity and market value of the Ingenico shares, and Worldline may not be able to fully realize the benefits (including synergies) expected from the Offer.

Risks related to the change of control of Ingenico

Ingenico is a party to certain agreements containing change of control clauses which may be triggered by the acquisition of Ingenico by Worldline, as a result of the Offer. These clauses may grant the co-contractor a right of unilateral termination upon completion of the change of control, which may be waived by such co-contractor. Under the terms of the Business Combination Agreement, Ingenico has undertaken to make every effort to obtain the waiver by the relevant counterparties of their right to exercise these clauses. In this respect, to the best of Worldline's knowledge, Ingenico has undertaken a notification process with the relevant counterparties, which is ongoing. There can be no assurance that all waivers have been requested and that those that have not yet been obtained to date will be obtained or that they will be obtained on favorable terms. The impact of the possible application of these clauses cannot be quantified by the Worldline teams at this stage of the preliminary analysis they have been able to conduct. Failure to obtain such waivers or to obtain them without consideration could have a material adverse effect on the business, financial position and/or results of operations of Worldline and Ingenico.

Completion of the Offer and subsequent transactions could give rise to certain tax risks and adverse tax consequences

The acquisition of Ingenico shares by Worldline in the Offer and/or the implementation of the squeeze-out or, as the case may be, a merger subsequent to the Offer could give rise to adverse tax consequences for the Worldline group and certain Ingenico entities (e.g. transfer taxes, including French financial transaction tax, a loss or limitation of the right to use certain tax items such as tax losses carried forward, the taxation of certain unrealised capital gains, the termination of the Ingenico French tax consolidation group which could lead to de-neutralisations and a loss of the benefit of the specific tax regime applicable to patent royalties, etc.).

Any merger subsequent to the Offer would be implemented subject to the prior receipt of a decision from the French tax authorities confirming the maintenance of the tax approval obtained in respect of reorganization operations previously carried out within the Ingenico group.

More generally, the organization of the Worldline group following the combination could result in tax inefficiencies and/or additional tax costs (e.g. tax costs related to any reorganizations implemented to

facilitate integration, inability to implement local tax consolidations between Worldline and Ingenico entities in certain countries, etc.).

The occurrence of any of the foregoing events could result in an increase in Worldline's tax expenses and adversely affect its results or financial position.

2.5 Worldline's net working capital

The group certifies that, in its opinion, before and after taking into account this Offer, its net working capital on a consolidated basis is sufficient in relation to its obligations over the next twelve months, as from the date of filing of this document.

2.6 Equity and indebtedness

Statement regarding capitalization and indebtedness

In accordance with the recommendations of the European Securities and Markets Authority (ESMA/2013/319/paragraph 127), the following table presents information on the audited consolidated shareholders' equity and net debt of Worldline Group as of June 30, 2020:

In millions of euros (unless otherwise indicated)	June 30, 2020
1. EQUITY AND DEBT	
Total short-term debt	110.2
Guaranteed	0
Secured	0
Unguaranteed/ Unsecured	110.2
Total medium and long-term debt	2,051.4
Guaranteed	0
Secured	0
Unguaranteed/ Unsecured	2,051.4
Equity attributable to shareholders of the parent company	3,278.8
Share capital	124.4
Premiums	2,545.7
Other reserves	608.7
2. NET INDEBTEDNESS	
A – Cash	1,692.4
B – Cash equivalents	0
C – Investment securities	0

D – Liquidity (A+B+C)	1,692.4
E – Short-term financial receivables	0
F – Short-term bank debt	110.2
G – Short-term portion of medium and long-term debt	0
H – Other short-term financial debt (1)	0
I – Short-term financial debt (F+G+H)	110.2
J – Short-term financial indebtedness (I-E-D)	(1,582.2)
K – Medium and long-term bank loans	0
L – Bonds issued	2,051.3
M – Other medium and long-term loans (2)	0
N – Total medium and long-term financial debt (K+L+M)	2,051.3
O – Medium and long-term financial assets	0
P – Medium and long-term financial indebtedness (N-O)	2,051.3
Q – Net financial debt (J+P) (3)(4)	469.1

(1) Excludes the current rental debt recognized in accordance with IFRS 16 for €34.8 million as at June 30, 2020.

(2) Excludes the non-current lease liability recognized in accordance with IFRS 16 for €173.3 million as at June 30, 2020.

(3) Excludes contingent or indirect liabilities: total commitments entered into of €334.9 million and commercial guarantees given of €475.2 million at December 31, 2019 (see Universal Registration Document - Note 13 Off-balance sheet commitments in the consolidated financial statements for the financial year 2019).

(4) For the impact of the transaction on capital and indebtedness see the paragraphs 2.5 and 2.16.2 of the Offer Document.

To the best of Worldline's knowledge, there was no significant change in the amount of its equity and indebtedness between June 30, 2020 and the date of registration of this document⁵.

With respect to its consolidated debt, on June 23 Worldline announced the success of its €1 billion bond issue, the main features of which are described below:

- issuance of fixed-rate senior bonds, on the euro bond market, in 2 tranches with maturities of 3 years and 7 years;
- these bonds are issued to pre-finance the proposed acquisition of Ingenico and/or for general corporate purposes;
- a 3-year tranche of €500 million bearing a coupon of 0.500% and a yield of 0.528%;

⁵ On July 23, 2020, Worldline announced that it had completed a placement of bonds convertible into and/or exchangeable for new or existing Worldline shares maturing on July 30, 2025 for a nominal amount of approximately 600 million euros, with settlement scheduled for July 30, 2020, see paragraph 2.8 of this document.

- a 7-year tranche of €500 million bearing a coupon of 0.875% and a yield of 0.980%.

This issue will contribute to the pre-financing of Ingenico's acquisition project and/or to the company's general financing needs. The settlement-delivery took place on June 30, 2020.

The bonds are rated BBB by S&P Global Ratings, in line with the Worldline's credit rating. The terms and conditions reflect a standard "Investment Grade" rating.

The Bonds have been issued under a recently signed Euro Medium Term Note (EMTN) program in accordance with French law and will be listed on the Luxembourg Stock Exchange.

2.7 Interest of legal entities and natural persons participating in the transaction

Prior to the filing of the Offer by Worldline, Bpifrance Participations made a commitment to Worldline to tender its Ingenico shares. The content and conditions of this tender commitment are described in paragraph 1.1.1(c) of the Offer Document. Since the announcement of the Offer, Bpifrance Participations has acquired an interest in the share capital of Worldline amounting to 3.61% of the share capital and 3.48% of the voting rights as of June 30, 2020 and which is described in paragraph 1.1.1(c) of the Offer Document.

In addition, BNP Paribas, Morgan Stanley Europe SE, Natixis and Société Générale, which are acting as presenting banks in connection with the Offer, and certain of their affiliates, have provided and may in the future provide various banking, financial, investment, commercial or other services to Worldline or to Worldline's shareholders in connection with which they may receive remuneration. In this respect, these institutions are also members of the banking club deal that has granted the financing referred to in section 2.8 below, intended to pay the portion of the price in cash that will be due in connection with the Offer and, if applicable, the Reopened Offer, and acted as Joint-Lead Managers and Active Bookrunners in connection with the bond issue intended to contribute to the pre-financing of the Offer and/or to Worldline's general financing needs (the settlement-delivery date of which was June 30, 2020).

2.8 Financing of the Offer

In the event that all of the Ingenico shares and OCEANEs concerned are tendered in the Offer and, if applicable, the Reopened Offer (with the exception of treasury shares, which the Company has undertaken not to tender), the maximum aggregate amount of the cash consideration 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 will be €2 billion⁶.

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 in the Offer and, if applicable, the Reopened Offer will be essentially financed through a €1.6 billion credit facility and the net proceeds of the bond issue settled on June 30, 2020. It is specified in this respect that the terms of the bond issue provide for an option of early redemption of the bonds exercisable by Worldline in the event that the Offer is not completed before June 30, 2021. It is expected that the credit facility will be refinanced or pre-financed at least in part by debt resulting from bond issues. In this respect, Worldline announced on July 23, 2020 that it had completed a placement of bonds convertible and/or exchangeable for new or existing Worldline shares maturing on July 30, 2025 for a nominal amount of approximately 600 million euros, with settlement scheduled for July 30, 2020. The net proceeds of this issue are intended

⁶ 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 the 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.

to be used for the pre-financing of the cash portion to be paid by the Offeror to the holders of Ingenico shares and/or OCEANEs, and should thus reduce the amount of the aforementioned credit facility⁷, and/or for general corporate purposes.

2.9 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 €50 million (excluding taxes).

2.10 Dilution

2.10.1 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 threshold crossings of which Worldline is aware as of the date of the Offer Document.

Shareholders	Number of shares	Percentage of the share capital	Percentage of the theoretical voting rights ⁸
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%

2.10.2 Distribution of capital and voting rights upon completion of the Offer

Subject to the adjustments described in paragraph 2.2 of the Offer Document, assuming: (i) that all the Ingenico shares already issued and the Free Shares are tendered in the Primary Offer and (ii) that all the Ingenico OCEANEs are tendered in the OCEANE Mixed Offer, a maximum number of 101,305,301 new Worldline shares may be issued and delivered under the Offer, which would represent 35.64% of the share capital and 34.78% of the voting rights of Worldline following the issue of these new shares. The number of Worldline shares would therefore be increased from 182,960,921 shares (as of June 30, 2020) to 284,266,222 shares.

⁷ The press release dated July 23, 2020, announcing the terms of the issue is reproduced in Annex 3 of this document.

⁸ Percentages of voting rights calculated on the basis of all shares to which voting rights are attached, including shares with no 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 the share capital	Percentage of the theoretical voting rights ⁹
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%
<i>Of which former Ingenico's shareholders</i>	101,305,301	35.64 %	34.78 %

2.11 Additional information

2.11.1 Report of the independent expert

The report by Ledouble, appointed as independent expert by Ingenico, is included in Ingenico's reply document available on the AMF website (www.amf-france.org) and Ingenico's website (www.ingenico.com).

⁹ Percentages of voting rights calculated on the basis of all shares to which voting rights are attached, including shares with no voting rights (treasury shares).

2.11.2 Report of the Statutory Auditors pursuant to Article L. 225-148 of the French Commercial Code

This is a translation into English of the statutory auditors' report on the proforma financial information of the Company issued in French and it is provided solely for the convenience of English-speaking users.

This auditors' report includes information required by French law. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

Report of the Auditors on the conditions and consequences of the capital increase as a consideration for Ingenico's securities tendered to the Tender bid having an exchange component

To the Chairman of the Board of Directors and Chief Executive Officer,

In our capacity of auditors of Worldline S.A. ('The Company') and in accordance with the provisions of Article L. 225-148 of the Code of Commerce, we present our report on the terms and consequences of the capital increase to the effect of remunerating, (i) a maximum of 68,099,470 shares of Ingenico Group ("Ingenico") and (ii) all of the 2,904,443 bonds of Ingenico due in 2022 that are convertible and/or exchangeable in new and/or existing shares (the "OCEANES"), tendered to the Tender offer with an exchange component initiated by your Company (the "Tender offer").

The Joint Shareholders' meeting dated June 9, 2020, in its 32nd resolution, had delegated to the Board of Directors, with the power to sub-delegate, their capacity to increase the share capital by issuing common shares, by a nominal amount of up to 72,500,000 euros, in connection with a tender offer with an exchange component initiated by the Company on Ingenico securities, for a period of 26 months from the date of the Shareholders' meeting.

Your Company's Board of Directors, at its July 6, 2020 meeting, authorized the filing of the Tender offer.

It is your Company's responsibility to prepare the disclosure document under section 231-28 of the General Regulations of the Financial Markets Authority (AMF). Our role is to give our opinion on the conditions and consequences of the share issue presented in the aforementioned document.

We have implemented the procedures that we have deemed necessary in light of the professional doctrine of the National Company of Auditors relating to this engagement. These procedures consisted in verifying the information provided in the disclosure document provided for in Article 231-28 of the General Regulations of the Financial Markets Authority (AMF) established during this transaction and describing the terms of the issue and its consequences in terms of dilution.

We have not identified any matter to put an emphasis on in relation to the presentation of the conditions of the share issue and its consequences in terms of dilution.

This report is included in the information document provided for in Section 231-28 of the General Regulations of the Financial Markets Authority (AMF) prepared for this share issue and relating to the characteristics, including legal, financial and accounting characteristics of the Company.

Paris – La Défense and Neuilly-sur-Seine, July 28, 2020

The Statutory Auditors

French original signed by

*Deloitte & Associés
Véronique Laurent*

*Grant Thornton
Virginie Palethorpe*

3 INFORMATION ON SIGNIFICANT EVENTS THAT HAVE OCCURRED SINCE THE PUBLICATION OF THE UNIVERSAL REGISTRATION DOCUMENT

3.1 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 tender offer (in particular 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
- 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 of the Offer Document.

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.

All the resolutions adopted by Worldline's Combined General Shareholders' Meeting on June 9, 2020 are included in the notice of meeting published on May 4, 2020 in the *Bulletin des Annonces Légales Obligatoires* (BALO). The notice of meeting as well as the result of the votes are available on Worldline's website (in the "Investors" section).

3.2 Press releases issued since the publication of the Universal Registration Document

Worldline publishes its press releases online on its website (www.worldline.com) in the "Newsroom" section.

All press releases published by Worldline since the publication of the Universal Registration Document can be consulted on Worldline's website in the "Newsroom" or "Investors" section. They are included in Appendix III of this document.

4 PERSONS RESPONSIBLE

4.1 Persons responsible for the information about Worldline

"I certify that this document, which was filed with the AMF on July 28, 2020 and which will be released no later than the day before the opening of the offer, includes all the information required by Article 231-28 of the AMF General Regulation and by Article 5 of AMF instruction no. 2006-07, in the context of the Offer initiated by Worldline for the shares and OCEANEs of Ingenico.

To the best of my knowledge, this information is true and accurate and contains no omission likely to affect its import."

Gilles Grapinet, Chairman and Chief Executive Officer

4.2 Persons responsible for auditing the financial statements

4.2.1 Statutory auditors

- Deloitte & Associés – 6, place de la Pyramide, 92908 Paris-La Défense
- Grant Thornton – 29 Rue du Pont, 92200 Neuilly-sur-Seine

4.2.2 Alternate auditors

- Cabinet BEAS – 7-9 Villa Houssay, 92200 Neuilly-sur-Seine, France

Appendix I
Pro Forma Financial Information

UNAUDITED PRO FORMA CONDENSED FINANCIAL INFORMATION

Introduction

In the context of its proposed acquisition of Ingenico, Worldline discloses pro forma financial information illustrating the effect that the contemplated acquisition may have had on the Company's consolidated balance sheet as of December 31, 2019 and on the consolidated income statement for the year ended December 31, 2019, had the acquisition been effective as of December 31, 2019 for the balance sheet and as of January 1, 2019 for the income statement.

Pro forma financial information is presented only as an illustration and does not constitute an indication of the financial condition or of the results which the combined entity would have recorded if the business combination had been completed on the above-referred dates. Pro forma information is not an indication of the future financial condition or results of operations of the combined entity. Pro forma adjustments contained in the pro forma information were prepared on the basis of assumptions estimates that Worldline believes are reasonable.

Pro forma financial information is intended to present the expected impact of the acquisition of Ingenico in the event of the successful completion of the Public Offer initiated by Worldline (the "Transaction" or the "Tender Offer"), on the financial position and results of Worldline, as if it had occurred on a date prior to its actual occurrence.

On February 3, 2020, Worldline and Ingenico announced that their respective Boards of Directors had unanimously approved a combination agreement pursuant whereby Worldline would launch a tender offer for all Ingenico shares, consisting in a 81% shares and 19% cash transaction, as of Worldline's closing price on January 31, 2020 as well as outstanding Ingenico OCEANE bonds. Under the terms of the Tender Offer, Ingenico shareholders would receive 11 Worldline shares and €160.50 in cash for 7 shares tendered (the "Primary Offer").

In order to better meet the expectations of Ingenico's shareholders who would like to benefit from a different proportion of Worldline shares and cash, the Primary Offer is complemented on a secondary basis by:

- a public exchange offer (the "Secondary Exchange Offer"): Worldline is offering Ingenico shareholders to receive 56 Worldline shares in exchange for 29 Ingenico shares; and
- a public tender offer (the "Secondary Takeover Bid"): Worldline is offering Ingenico shareholders to acquire their Ingenico shares at a price of € 123.10 per share.

The tender offer for the outstanding Ingenico OCEANES allows holders of outstanding Ingenico OCEANES an option between:

- a cash offer: € 179 per Ingenico OCEANE or
- a mixed offer: 4 Worldline shares and € 998 in cash for 7 OCEANES tendered, translating into an offer price of € 179 per OCEANE as of January 31, 2020

The unaudited pro forma condensed balance sheet of Worldline has been prepared to reflect the effects of the Transaction as if it had occurred on December 31, 2019 and the unaudited pro forma condensed income statement has been prepared to reflect the effects of the Transaction as if it had occurred on January 1, 2019. In addition, for the aforementioned balance sheet and income statement, it was assumed that all of the Ingenico shares and OCEANES had been tendered to the Tender Offer and more specifically to the mixed offer for the OCEANES. (see the sensitivity analysis on A.4.9).

The unaudited pro forma condensed financial information is presented for illustrative purposes only and, because of its hypothetical nature, is neither representative nor indicative of the results of operations that Worldline Group (combined with Ingenico Group) would have achieved, nor of the financial position that Worldline Group (combined with Ingenico Group) would have had if the Transaction had occurred on December 31, 2019 for the unaudited pro forma condensed balance sheet, or on January 1, 2019 for the unaudited pro forma condensed income statement. The unaudited pro forma condensed financial information is also not indicative of the future operating results or financial position of the Worldline Group resulting from the Transaction. Finally, the unaudited pro forma condensed financial information is also not indicative of the success of the Transaction.

Based on the progress of the discussions and on the information available to Worldline at this stage, Worldline considers that the risk of having to dispose significant assets as a results of the European Commission's merger control clearance of the Transaction is low given the strong complementarity between the two Groups, even if it cannot be completely ruled out at a later stage.

A.1 Basis of preparation of the pro forma information

This pro forma financial information has been prepared in accordance with the provisions of AMF Instruction n°2019-21, Appendix 20 of the Commission Delegated Regulation n°2019/980, the recommendations issued by ESMA (ESMA/2013/319 of March 20, 2013) as well as AMF recommendation n°2013-08 relating to pro forma financial information.

The unaudited pro forma condensed financial information is based on:

- Worldline's historical consolidated financial statements for the year ended December 31, 2019 prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union and audited by the statutory auditors Deloitte & Associates and Grant Thornton; and
- Ingenico's historical consolidated financial statements for the year ended December 31, 2019 prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union and audited by the statutory auditors KPMG and Mazars.

The unaudited pro forma condensed financial information is prepared in accordance with the accounting principles used in the preparation of Worldline's audited historical consolidated financial statements for the year ended December 31, 2019.

The pro forma adjustments taken into account in the preparation of this unaudited pro forma condensed financial information are limited to those directly attributable to the transaction and those that can be substantiated by facts. The unaudited pro forma condensed financial information is based on assumptions that Worldline believes to be reasonable as of the date of this document and in the context of the Transaction. The unaudited pro forma condensed financial information does not reflect any synergies or operating efficiency gains that may result from the Transaction, or any reorganization and integration costs that may be incurred as a result of the Transaction.

As part of the proposed Transaction, it is intended that Worldline will increase its shareholding in PAYONE (the joint venture currently controlled by Ingenico with Deutscher Sparkassenverlag), through the contribution of Worldline's existing Merchant Services activities in Germany and Austria to the joint venture. Following the contribution, Worldline would own 60% of the PAYONE JV, previously 52% owned by Ingenico.

The effects related to this transaction, which will impact only minority interests, are not reflected in this condensed pro forma financial information.

With regard to the tender offer for the outstanding Ingenico OCEANE bonds, the assumption used for the preparation of the pro forma financial statements is the total extinction of the liability following the Transaction and, therefore, the inclusion of the tender offer for the Ingenico OCEANE bonds in the acquisition price.

The pro forma adjustments to the unaudited pro forma condensed financial information do not include determination of fair value of Ingenico Group's assets, liabilities and contingent liabilities. This valuation will be made on the basis of analyses to be performed after completion of the Transaction. As a result, the determination of goodwill, based on the aggregated balance sheet of the Ingenico Group at December 31, 2019, is temporary and is made solely for the purpose of preparing a pro forma condensed balance sheet and income statement for the ongoing Transaction. It may therefore be subject to subsequent modifications depending on the final calculation of the fair value, at the settlement date of the Tender Offer (the "Completion Date").

Unaudited pro forma condensed financial information is presented in millions of euros.

A.2 Unaudited pro forma condensed balance sheet on December 31, 2019

(In € million)	Worldline's historical information published (cf. Notes A.4.1)	Ingenico's historical information restated (cf. Notes A.4.2 & A.4.3)	Pro forma adjustments (cf. Notes A.4.4)	Pro forma information
	December 31, 2019	December 31, 2019	December 31, 2019	December 31, 2019
ASSETS				
Goodwill	3,114.5	2,800.2	6,468.3	12,382.9
Intangible assets	1,047.1	1,105.0	0.0	2,152.1
Tangible assets	143.9	89.9	0.0	233.8
Right-of-use	202.1	97.0	0.0	299.1
Non-current financial assets	102.1	92.3	0.0	194.4
Deferred tax assets	26.5	56.1	-8.9	73.7
Total non-current assets	4,636.2	4,240.5	6,459.4	15,336.1
Trade accounts and notes receivables	413.5	619.4	-1.0	1,032.0
Current taxes	29.5	20.7	23.5	73.7
Other current assets	242.3	324.9	0.0	567.2
Assets linked to intermediation activities	1,053.4	1,541.9	0.0	2,595.3
Current financial instruments	0.4	5.7	0.0	6.1
Cash and cash equivalents	500.5	813.8	-68.2	1,246.1
Total current assets	2,239.7	3,326.4	-45.7	5,520.4
Total assets	6,875.9	7,566.9	6,413.7	20,856.5

(In € million)	Worldline's historical information published (cf. Notes A.4.1)	Ingenico's historical information restated (cf. Notes A.4.2 & A.4.3)	Pro forma adjustments (cf. Notes A.4.4)	Pro forma information
	December 31, 2019	December 31, 2019	December 31, 2019	December 31, 2019
LIABILITIES AND SHAREHOLDERS' EQUITY				
Common stock	124.3	63.7	5.2	193.2
Additional paid-in capital	2,542.8	902.3	6,602.4	10,047.5
Consolidated retained earnings	244.0	1,144.2	-1,546.9	-158.7
Translation adjustments	-1.1	-81.8	0.0	-82.9
Net income attributable to the owners of the parent	311.2	209.9	-31.3	489.8
Equity attributable to the owners of the parent	3,221.1	2,238.3	5,029.4	10,488.8
Non-controlling interests	0.0	274.6		274.6
Total shareholders' equity	3,221.1	2,512.9	5,029.4	10,763.4
Provisions for pensions and similar benefits	159.9	63.0	0.0	222.9
Non-current provisions	37.8	21.1	0.0	58.9
Borrowings	1,054.2	1,574.6	1,395.5	4,024.3
Deferred tax liabilities	206.5	222.1	-10.3	418.3
Non-current lease liabilities	169.4	78.1	0.0	247.5
Other non-current liabilities	0.0	59.1	0.0	59.1
Total non-current liabilities	1,627.7	2,018.0	1,385.2	5,031.0
Trade accounts and notes payables	318.4	449.2	-1.0	766.6
Current taxes	73.9	44.8	0.0	118.7
Current provisions	21.9	20.8	0.0	42.7
Current portion of borrowings	87.7	546.7	0.0	634.4
Liabilities linked to intermediation activities	1,053.4	1,541.9	0.0	2,595.3
Current lease liabilities	32.3	26.1	0.0	58.4
Other current liabilities	439.4	401.6	0.0	841.0
Current financial instruments	0.0	4.9	0.0	4.9
Total current liabilities	2,027.0	3,036.0	-1.0	5,062.0
Total liabilities and shareholders' equity	6,875.9	7,566.9	6,413.7	20,856.5

A.3 Unaudited pro forma condensed income statement for the year ended December 31, 2019

(In € million)	Worldline's historical information published (cf. Notes A.4.1)	Ingenico's historical information restated (cf. Notes A.4.2 & A.4.3)	Pro forma adjustments (cf. Notes A.4.4)	Pro forma information
Income statement	December 31, 2019	December 31, 2019	December 31, 2019	December 31, 2019
Revenue	2,381.6	2,895.4	-13.4	5,263.6
Personnel expenses	-870.3	-639.5	0.0	-1,509.8
Operating expenses	-1,068.8	-1,779.4	12.7	-2,835.5
Operating margin	442.6	476.5	-0.7	918.4
% of revenue	18.6%	16.5%	5.0%	17.4%
Other operating income and expenses	-148.3	-165.3	-47.7	-361.3
Operating income	294.3	311.2	-48.4	557.1
% of revenue	12.4%	10.7%	360.9%	10.6%
Financial expenses	-29.3	-90.8	-12.1	-132.2
Financial income	150.9	53.4	0.0	204.3
Net financial expenses	121.7	-37.4	-12.1	72.2
Net income before tax	416.0	273.8	-60.5	629.3
Tax charge	-75.0	-55.4	4.7	-125.7
<i>Effective tax rate</i>	<i>-18.0%</i>	<i>-20.2%</i>	<i>-7.8%</i>	<i>-20.0%</i>
Share of net profit/(loss) of associates	-2.9	0.0	0.0	-2.9
Net income	338.0	218.4	-55.8	500.6

A.4 Notes to the unaudited pro forma condensed financial information

This unaudited pro forma condensed financial information has been prepared to reflect the effects of the Transaction as if it had occurred on December 31, 2019 for the pro forma condensed balance sheet and on January 1, 2019 for the pro forma condensed income statement.

A.4.1 Worldline's historical data

Worldline's historical data as of December 31, 2019 presented in the pro forma condensed balance sheet and pro forma condensed income statement for the year ended December 31, 2019 correspond to the ones published in Worldline's historical consolidated financial statements for the year ended December 31, 2019 prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union and audited by Deloitte & Associates and Grant Thornton.

A.4.2 Ingenico's historical data

Ingenico's historical data as of December 31, 2019 presented in the pro forma condensed balance sheet and pro forma condensed income statement for the year ended December 31, 2019 correspond to the ones published in Ingenico's historical consolidated financial statements for the year ended December 31, 2019 prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union and audited by KPMG and Mazars.

Ingenico's historical data were first aggregated to be in line with the format used by Worldline. The transition from the format used by Ingenico to the format used by Worldline is presented below:

Published format

(In € million)	Consolidated accounts Ingenico	
ASSETS	31/12/2019	
Goodwill	2,800.2	
Other intangible assets	1,105.0	
Tangible assets	186.9	
Investments in equity accounted investees	1.3	a
Financial assets	32.1	b
Deferred tax assets	56.1	
Other non-current assets	58.9	c
Total non-current assets	4,240.5	
Inventories	188.1	d
Trade and related receivables	713.4	e
Receivables related to intermediation activities	336.4	g
Other current assets	42.8	f
Current taxes	20.7	
Derivative financial instruments	5.7	
Funds related to intermediation activities	1,205.5	h
Cash and cash equivalents	813.8	
Total current assets	3,326.4	
Total assets	7,566.9	

(In € million)	Consolidated accounts Ingenico	
LIABILITIES AND SHAREHOLDERS' EQUITY	31/12/2019	
Share capital	63.7	
Share premium account	902.3	
Other reserve	1,354.1	i
Translation differences	-81.8	
Equity attributable to the owners of the parent	2,238.3	
Non-controlling interests	274.6	
Total shareholders' equity	2,512.9	
Non current borrowings and long term debt	1,652.7	
Provisions for pensions and similar benefits	63.0	
Other long-term provisions	21.1	
Deferred tax liabilities	222.1	
Other non-current liabilities	59.1	
Total non-current liabilities	2,018.0	
Short-term loans and borrowings	642.6	
Other short term provisions	20.8	
Trade and related payables	670.4	l
Payables related to intermediation activities	1,469.9	
Other current liabilities	182.6	m
Current taxes	44.8	
Derivative financial instruments	4.9	
Total current liabilities	3,036.0	
Total liabilities and shareholders' equity	7,566.9	

Aggregated view based on Worldline format before reclassification

(In € million)	Ingenico's historical information published 31/12/2019
ASSETS	31/12/2019
Goodwill	2,800.2
Intangible assets	1,105.0
Tangible assets	186.9
Right-of-use	
Non-current financial assets	92.3
Deferred tax assets	56.1
Total non-current assets	4,240.5
Trade accounts and notes receivables	20.7
Current taxes	944.3
Other current assets	1,541.9
Assets linked to intermediation activities	5.7
Current financial instruments	813.8
Cash and cash equivalents	3,326.4
Total current assets	7,566.9
Total assets	

(In € million)	Ingenico's historical information published 31/12/2019
LIABILITIES AND SHAREHOLDERS' EQUITY	31/12/2019
Common stock	63.7
Additional paid-in capital	902.3
Consolidated retained earnings	1,146.1
Translation adjustments	-81.8
Net income attributable to the owners of the parent	208.0
Equity attributable to the owners of the parent	2,238.3
Non-controlling interests	274.6
Total shareholders' equity	2,512.9
Provisions for pensions and similar benefits	63.0
Non-current provisions	21.1
Borrowings	1,652.7
Deferred tax liabilities	222.1
Non-current lease liabilities	
Other non-current liabilities	59.1
Total non-current liabilities	2,018.0
Trade accounts and notes payables	
Current taxes	44.8
Current provisions	20.8
Current portion of borrowings	642.6
Liabilities linked to intermediation activities	1,469.9
Current lease liabilities	
Other current liabilities	853.0
Current financial instruments	4.9
Total current liabilities	3,036.0
Total liabilities and shareholders' equity	7,566.9

Published format

Aggregated view based on Worldline format before reclassification

(In € million)		Consolidated accounts Ingenico		(In € million)		Ingenico's historical information published	
Income statement		31/12/2019		Income statement		31/12/2019	
Revenue		3,370.1		Revenue		3,370.1	
Cost of sale		-2,208.4	A	Personnel expenses			
Gross profit		1,161.7		Operating expenses		-3,006.6	
Distribution and marketing costs		-301.9	B				
Research and development expenses		-189.9	C				
Administrative expenses		-306.4	D				
Profit from ordinary operating activities		363.5		Operating margin		363.5	
Other operating income		5.2	E	% of revenue		10.8%	
Other operating expenses		-57.5	F	Other operating income and expenses		-52.3	
Profit from operating activities		311.2		Operating income		311.2	
Financial income		50.8		% of revenue		9.2%	
Financial expenses		-90.8		Financial expenses		-90.8	
Net financial expenses		-40.0		Financial income		50.8	
Net income before tax		271.2		Net financial expenses		-40.0	
				Net income before tax		271.2	
Income tax expense		-54.7		Tax charge		-54.7	
Net profit		216.5		Effective tax rate		-20.2%	
				Net income		216.5	

These Ingenico's historical data have then been subject to pro forma adjustments for the purpose of alignment with Worldline's presentation and accounting policies, which are described below.

This homogenization is carried out on a preliminary basis based on of the information available at this stage; it is therefore subject to subsequent adjustments after completion of the Transaction.

A.4.3 Pro forma adjustments for homogenization of presentation and of accounting rules and methods

A.4.3.1 Balance sheet

(In € million)	Ingenico's historical information published	Adjustments in Ingenico's financial statements	Note ref	Ingenico's historical information restated
	December 31, 2019			December 31, 2019
ASSETS				
Goodwill	2,800.2			2,800.2
Intangible assets	1,105.0			1,105.0
Tangible assets	186.9	-97.0	(1)	89.9
Right-of-use		97.0	(1)	97.0
Non-current financial assets	92.3			92.3
Deferred tax assets	56.1			56.1
Total non-current assets	4,240.5			4,240.5
Trade accounts and notes receivables		619.4	(2)	619.4
Current taxes	20.7			20.7
Other current assets	944.3	-619.4	(2)	324.9
Assets linked to intermediation activities	1,541.9			1,541.9
Current financial instruments	5.7			5.7
Cash and cash equivalents	813.8			813.8
Total current assets	3,326.4			3,326.4
Total assets	7,566.9			7,566.9

(In € million)	Ingenico's historical information published	Adjustments in Ingenico's financial statements	Note ref	Ingenico's historical information restated
	December 31, 2019			December 31, 2019
LIABILITIES AND SHAREHOLDERS' EQUITY				
Common stock	63.7			63.7
Additional paid-in capital	902.3			902.3
Consolidated retained earnings	1,146.1	-1.9	(3)	1,144.2
Translation adjustments	-81.8			-81.8
Net income attributable to the owners of the parent	208.0	1.9	(3)	209.9
Equity attributable to the owners of the parent	2,238.3			2,238.3
Non-controlling interests	274.6			274.6
Total shareholders' equity	2,512.9			2,512.9
Provisions for pensions and similar benefits	63.0			63.0
Non-current provisions	21.1			21.1
Borrowings	1,652.7	-78.1	(4)	1,574.6
Deferred tax liabilities	222.1			222.1
Non-current lease liabilities		78.1	(4)	78.1
Other non-current liabilities	59.1			59.1
Total non-current liabilities	2,018.0			2,018.0
Trade accounts and notes payables		449.2	(5)	449.2
Current taxes	44.8			44.8
Current provisions	20.8			20.8
Current portion of borrowings	642.6	-95.9	(6)	546.7
Liabilities linked to intermediation activities	1,469.9	72.0	(7)	1,541.9
Current lease liabilities		26.1	(8)	26.1
Other current liabilities	853.0	-451.4	(9)	401.6
Current financial instruments	4.9			4.9
Total current liabilities	3,036.0			3,036.0
Total liabilities and shareholders' equity	7,566.9			7,566.9

1. Tangible assets and right-of-use

The € 97.0 million adjustment corresponds to the reclassification of right-of-use accounted for under IFRS16 which are included in tangible assets in Ingenico Group's IFRS consolidated financial statements, whereas this item is presented separately in Worldline Group's consolidated financial statements.

2. Trade accounts and other current assets

The reclassification of € 619.4 million corresponds to the amount of trade receivables and related accounts, which are included in "Trade and related receivables" in the Ingenico Group's consolidated financial statements, aggregated in "Other current assets", whereas they are presented separately under "Trade accounts and notes receivable" in Worldline Group's consolidated financial statements.

3. Shareholders' equity

The shareholders' equity adjustment of € 1.9 million corresponds to the reclassification of the fair value adjustment of the VISA Inc. preference shares held by Ingenico Group, booked in retained earnings in the Ingenico Group's consolidated financial statements, whereas the fair value adjustment of the VISA Inc. preference shares held by Worldline is accounted for in the income statement of the Worldline Group's consolidated financial statements.

4. Financial liabilities and non-current lease liabilities

The amount of € 78.1 million relates to the reclassification of the non-current lease liability accounted for under IFRS16, which is presented under "Borrowings" in the Ingenico Group's IFRS consolidated financial statements, whereas this item is presented separately within Worldline Group's consolidated financial statements.

5. Trade payables and related accounts

The reclassification of € 449.2 million corresponds to the amount of payables to suppliers which are included in "Trade and related payables" in the Ingenico Group's consolidated financial statements whereas they are presented separately in "Trade accounts and notes payable" in Worldline Group's consolidated financial statements.

6. Current portion of financial liabilities

The reclassification of € 95.9 million corresponds to:

- € 69.8 million of merchants pre-financing, reclassified under "Debt related to intermediation activities"
- the current lease liabilities recognized under IFRS 16 for an amount of € 26.1 million reclassified under "Current lease liabilities" to align with the presentation of the Worldline Group's consolidated financial statements.

7. Liabilities linked to intermediation activity

The reclassification of € 72.0 million corresponds to:

- € 69.8 million of merchant pre-financing presented in "Short term loans and borrowings" in the Ingenico Group's consolidated financial statements ;
- € 2.2 million included in "Other financial liabilities".

8. Current lease liabilities

The € 26.1 million adjustment relates to the reclassification of the current lease liabilities recognized under IFRS16 which is presented under "Short term loans and borrowings" in the Ingenico Group's IFRS consolidated financial statements whereas this item is presented separately within the Worldline Group's consolidated financial statements.

9. Other current liabilities

The adjustment of € 451.4 million concerns:

- The reclassification of € 449.2 million corresponding to the balance of the account "Trade accounts and notes payable";
- The reclassification of € 2.2 million to "Liabilities linked to intermediation activities"

A.4.3.2 Income statement

(In € million)	Ingenico's historical information published	Adjustments in Ingenico's financial statements	Note ref	Ingenico's historical information restated
Income statement	December 31, 2019			December 31, 2019
Revenue	3,370.1	-474.7	(10)	2,895.4
Personnel expenses	0.0	-639.5	(11)	-639.5
Operating expenses	-3,006.6	1,227.2	(12)	-1,779.4
Operating margin	363.5	113.0		476.5
% of revenue	10.8%	-23.8%		16.5%
Other operating income and expenses	-52.3	-113.0	(13)	-165.3
Operating income	311.2	0.0		311.2
% of revenue	9.2%	0.0%		10.7%
Financial expenses	-90.8			-90.8
Financial income	50.8	2.6	(14)	53.4
Net financial expenses	-40.0	2.6		-37.4
Net income before tax	271.2	2.6		273.8
Tax charge	-54.7	-0.7	(15)	-55.4
Effective tax rate	-20.2%	-26.9%		-20.2%
Share of net profit/(loss) of associates	0.0			0.0
Net income	216.5	1.9		218.4

10. Revenue

This adjustment relates to the reclassification of € 474.7 million corresponding to the amount of interchange fees received by Ingenico Group, whereas revenue in Worldline Group's consolidated financial statements is presented net of bank interchange fees received on behalf of card issuers

11. Personnel expenses

The reclassification of € 639.5 million corresponds to the amount of personnel expenses which are included in "Operating expenses" in the Ingenico Group's consolidated financial statements.

12. Operating expenses

The reclassification of € 1,227.2 million includes :

- € 639.5 million corresponding to personnel expenses presented separately in Worldline Group's consolidated financial statements;
- € 474.7 million euros corresponding to the amount of interchange fees presented in "Revenue" and "Operating expenses" within Ingenico Group's consolidated financial statements whereas these two items are recognized net in Worldline Group's consolidated financial statements;
- € 100.7 million corresponding to the depreciation expense of identified assets (hardware & software technologies and customer relationships) presented in "Other operating income and expenses" within Worldline Group's consolidated financial statements and which amounted to € 75.9 million at December 31, 2019.; and
- € 12.3 million relating to equity-based compensation costs presented in "Other operating income and expenses" within Worldline Group's consolidated financial statements and which amounted to € 19.9 million at December 31, 2019.

13. Other operating income and expenses

- € 100.7 million corresponding to the depreciation expense of identified assets (hardware & software technologies and customer relationships) presented in "Operating expenses" within the Ingenico Group's consolidated financial statements; and
- € 12.3 million relating to equity-based compensation costs presented in "Operating expenses" within the Ingenico Group's consolidated financial statements.

14. Financial result

The restatement of € 2.6 million corresponds to the fair value adjustment of the VISA Inc. preference shares held by Ingenico Group which is accounted for in consolidated retained earnings in the Ingenico Group's consolidated financial statements whereas this change in fair value is accounted for in the income statement of the Worldline Group's consolidated financial statements.

15. Taxes

The restatement of € 0.7 million corresponds to the tax charge on the fair value adjustment of the VISA Inc. preference shares held by Ingenico Group which is accounted for in consolidated retained earnings within the Ingenico Group's consolidated financial statements, whereas this change in fair value is accounted for in the income statement of the Worldline Group's consolidated financial statements.

A.4.4 Pro forma adjustments

(In € million)	Consideration transferred (Cf notes A.4.6 to A.4.9)	Preliminary Goodwill (Cf notes A.4.10 & A.4.11)	Worldline / Ingénico intercos (Cf notes A.4.12-1)	Transaction costs (Cf notes A.4.12-3)	Proforma adjustments December 31, 2019
ASSETS					
Goodwill		6,468.3			6,468.3
Intangible assets					0.0
Tangible assets					0.0
Right-of-use					0.0
Non-current financial assets	9,439.2	-9,439.2			0.0
Deferred tax assets		-8.9			-8.9
Total non-current assets	9,439.2	-2,979.8	0.0	0.0	6,459.4
Trade accounts and notes receivables			-1.0		-1.0
Current taxes		7.0		16.4	23.5
Other current assets					0.0
Assets linked to intermediation activities					0.0
Current financial instruments					0.0
Cash and cash equivalents		-20.5		-47.7	-68.2
Total current assets	0.0	-13.5	-1.0	-31.3	-45.7
Total assets	9,439.2	-2,993.3	-1.0	-31.3	6,413.7
LIABILITIES AND SHAREHOLDERS' EQUITY					
Common stock	68.9	-63.7			5.2
Additional paid-in capital	7,504.7	-902.3			6,602.4
Consolidated retained earnings		-1,546.9			-1,546.9
Translation adjustments					0.0
Net income attributable to the owners of the parent				-31.3	-31.3
Equity attributable to the owners of the parent	7,573.6	-2,512.9	0.0	-31.3	5,029.4
Non-controlling interests					0.0
Total shareholders' equity	7,573.6	-2,512.9	0.0	-31.3	5,029.4
Provisions for pensions and similar benefits					0.0
Non-current provisions					0.0
Borrowings	1,865.6	-470.1			1,395.5
Deferred tax liabilities		-10.3			-10.3
Non-current lease liabilities					0.0
Other non-current liabilities					0.0
Total non-current liabilities	1,865.6	-480.4	0.0	0.0	1,385.2
Trade accounts and notes payables			-1.0		-1.0
Current taxes					0.0
Current provisions					0.0
Current portion of borrowings					0.0
Liabilities linked to intermediation activities					0.0
Current lease liabilities					0.0
Other current liabilities					0.0
Current financial instruments					0.0
Total current liabilities	0.0	0.0	-1.0	0.0	-1.0
Total liabilities and shareholders' equity	9,439.2	-2,993.3	-1.0	-31.3	6,413.7

(In € million)	Impact linked to OCEANE (Cf notes A.4.9)	Worldline / Ingénico intercos (Cf notes A.4.12-1)	Financing costs linked to the transaction (Cf notes A.4.12-2)	Transaction costs (Cf notes A.4.12-3)	Other impacts linked to the transaquisition (Cf notes A.4.12-4)	Ajustements pro forma December 31, 2019
Income statement						
Revenue		-13.4				-13.4
Personnel expenses						0.0
Operating expenses		12.7				12.7
Operating margin % of revenue	0.0	-0.7		0.0	0.0	-0.7
Other operating income and expenses		0.0		-47.7		0.0
Operating income % of revenue	0.0	-0.7		-47.7	0.0	-47.7
Financial expenses	11.2		-23.3			-48.4
Financial income						0.0
Net financial expenses	11.2	0.0	-23.3	0.0	0.0	-12.1
Net income before tax	11.2	-0.7	-23.3	-47.7	0.0	0.0
Tax charge	-3.9	0.2	8.0	16.4	-16.1	-12.1
Effective tax rate	-34.4%	-25.6%	-34.4%	-34.4%		-7.8%
Share of net profit/(loss) of associates						0.0
Net income	7.3	-0.5	-15.3	-31.3	-16.1	-55.8

A.4.5 Accounting treatment of the transaction

The business combination will be accounted for under the acquisition method in compliance with IFRS 3 (revised). Under this method, Worldline is considered as the acquirer.

In preparing this pro forma condensed financial information, no purchase price allocation exercise was performed in compliance with IFRS 3. The pro forma information does not include any fair value measurement of the assets and liabilities of Ingenico Group. These valuations will be performed on the basis of analyses to be conducted after the Completion Date and in compliance with IFRS 3 (revised).

In the meantime, the goodwill presented in the pro forma condensed balance sheet has been determined as the difference between the consideration transferred and the book value of the assets and liabilities acquired from Ingenico at December 31, 2019.

A.4.6 Total amount of consideration transferred

Consideration transferred for shares (In cash and shares)	<i>M€</i>	8,901.1
Total consideration transferred for OCEANE (In cash and shares)	<i>M€</i>	538.2
Total consideration transferred (Shares and OCEANE)	<i>M€</i>	9,439.2
Incl. Share capital increase part	<i>M€</i>	7,573.6
Incl. Cash part	<i>M€</i>	1,865.6

A.4.7 Consideration transferred for Ingenico shares

Assuming that all shareholders tender their Ingenico shares, the Tender Offer would be paid as follows:

- through the issuance of 99,645,621 Worldline shares for an amount of € 7,449.5 million (assuming a Worldline share price of 74.76 euros, corresponding to the opening price on July 17, 2020), and
- through a € 1,451.5 million cash payment financed by debt.

The final consideration transferred will be determined based on the market price of Worldline shares on the completion date of the Transaction. For the purpose of preparing the unaudited pro forma condensed financial information, the preliminary consideration transferred has been based on the opening price of Worldline shares on July 17, 2020.

Worldline share price	€	74.76
Number of Worldline shares to be issued	nb	99,645,621
Consideration transferred in shares	M€	7,449.5
Consideration transferred in cash	M€	1,451.5
Consideration transferred for shares (In cash and shares)	M€	8,901.1

A.4.8 Sensitivity analysis

The table below presents the sensitivity analysis to changes in Worldline's share price and the impact on the consideration transferred. This analysis does not take into account the repurchase of the OCEANES, for which a sensitivity analysis is presented below in A.4.9.

Worldline share price	67.76	68.76	69.76	70.76	71.76	72.76	73.76	74.76	75.76	76.76	77.76	78.76	79.76	80.76	81.76
Consideration transferred for shares (In euro million)	8,204	8,303	8,403	8,502	8,602	8,702	8,801	8,901	9,001	9,100	9,200	9,300	9,399	9,499	9,599
Sensitivity	92.2%	93.3%	94.4%	95.5%	96.6%	97.8%	98.9%	100.0%	101.1%	102.2%	103.4%	104.5%	105.6%	106.7%	107.8%

A.4.9 Consideration transferred for Ingenico's OCEANES

For the preparation of the pro forma financial statements, the assumption used is that all holders of Ingenico OCEANES will opt for the mixed offer where € 998 and 4 Worldline shares will be exchanged for 7 Ingenico OCEANE (see Introduction). This assumption was the most probable when pro forma financial statements were prepared. A sensitivity analysis is presented below.

In this case, the Tender Offer for Ingenico's OCEANES will result in the issuance of 1,659,682 Worldline shares and the payment by Worldline of a cash amount of € 414.1 million financed by debt, which will extinguish the convertible bond debt included in Ingenico's long-term financial debt for an amount of € 470.1 million (see A.1 Basis of preparation of the pro forma information). This amount is restated in the pro forma adjustments as well as its impact on deferred taxes for € 10.3 million.

The financial interests of the OCEANE bond included in Ingenico's income statement have been cancelled for an amount of € 11.2 million before tax.

Number of bonds	<i>nb</i>	2,904,443
Number of Worldline shares to be issued	<i>nb</i>	1,659,682
Worldline share price	€	74.76
Consideration transferred in shares	M€	124.1
Consideration transferred in cash	M€	414.1
Total consideration transferred for OCEANE (In cash and shares)	M€	538.2

The table below presents the sensitivity to changes in Worldline's share price and the impact on the consideration transferred for the OCEANES.

Worldline share price	€	45.00	55.00	60.00	63.75	65.00	70.00	74.76	80.00	85.00
Mixed offer value (Per OCEANE)	€	168.29	174.00	176.86	179.00	179.71	182.57	185.43	188.29	191.14
Cash offer value (Per OCEANE)	€	179.00	179.00	179.00	179.00	179.00	179.00	179.00	179.00	179.00
<i>Options for OCEANE's holders</i>		<i>Cash option</i>				<i>Mixed option</i>				
Issuance of Worldline shares	<i>nb</i>	-	-	-	<i>Both options are equivalent</i>	1,659,682	1,659,682	1,659,682	1,659,682	1,659,682
Price paid in share	M€	-	-	-		107.9	116.2	124.1	132.8	141.1
Price paid in cash	M€	519.9	519.9	519.9		414.1	414.1	414.1	414.1	414.1
Consideration paid for OCEANE	M€	519.9	519.9	519.9	519.9	522.0	530.3	538.2	546.9	555.2
<i>Sensitivity</i>		96.6%	96.6%	96.6%	96.6%	97.0%	98.5%	100.0%	101.6%	103.2%

A.4.10 Allocation of the preliminary purchase price

Identifiable assets and liabilities acquired by Worldline will be accounted for at their fair value at the Completion Date, with any remaining difference from the consideration transferred being accounted for as goodwill. The unaudited pro forma condensed financial information does not include at this stage any fair value adjustments or allocations to new assets or liabilities due to the lack of relevant information available. Therefore, goodwill in the unaudited pro forma condensed financial information has been calculated on the basis of the book value of the acquired assets and liabilities reflected in Ingenico Group's financial statements as at December 31, 2019.

At the completion date of the Transaction, fair value adjustments are expected to be made notably by allocating a portion of the purchase price to intangible assets such as customer relationships, brand and potentially technologies.

The final valuation of the assets and liabilities acquired from Ingenico Group at the Completion Date might lead to significant differences with the amounts included within the pro forma condensed financial statements.

A.4.11 Goodwill calculation

	(In € million)	Amount
Total consideration transferred (Shares and OCEANE)		9,439.2
INGENICO's assets as at December 31st, 2019		7,566.9
INGENICO's liabilities as at December 31st, 2019		(5,054.0)
INGENICO's net assets as at December 31st, 2019		2,512.9
Pre existing goodwill in INGENICO balance sheet		(2,800.2)
Transaction costs supported by INGENICO	(13.5)	(Cf note A.4.12-3)
Indian deferred taxes not usable	(8.9)	(Cf note A.4.12-4)
OCEANE value net of tax in INGENICO's Balance sheet as at December 31st, 2019	480.4	(Cf note A.4.9)
Adjusted net value of acquired assets		170.8
Preliminary goodwill		9,268.5

Taking into account the € 2,800.2 million pre-existing Goodwill within the Ingenico Group as at December 31, 2019, the net impact reported in the pro forma adjustments amounts to € 6,468.3 million.

A.4.12 Other pro forma adjustments

1. Intercompany eliminations

Intra-group transactions carried out by the Worldline Group towards the Ingenico Group mainly relate to services delivered in the context of merchant acquiring activities.

The revenue generated by the Ingenico Group vis-à-vis the Worldline Group mainly concerns the sale of payment terminals. The margin realized by Ingenico on these terminals remaining on hand within Worldline has been restated in the pro forma accounts for an amount of € 0.7 million before tax.

The impacts in the pro forma income statement for the year ended December 31, 2019 or in the pro forma balance sheet at December 31, 2019 have been eliminated for the following amounts:

(In € million)	WORLDLINE Full year 2019	INGENICO Full year 2019	TOTAL
Revenue	6.8	6.6	13.4
Operating expenses	-5.9	-6.9	-12.7
TOTAL	1.0	-0.3	0.7

(In € million)	WORLDLINE December 2019	INGENICO December 2019	TOTAL
Trade accounts and notes receivables	0.1	0.9	1.0
Trade accounts and notes payables	1.1	-0.1	1.0
TOTAL	-1.0	1.0	0.0

2. Financing of the Transaction

The Worldline Group plans to finance the Tender Offer by means of financial debt. Accordingly, a credit facility has been entered into for € 1.6 billion and Worldline has issued bonds with net proceeds of € 1 billion to finance the part of the price paid in cash by Worldline Group for the Ingenico shares for € 1,451.5 million and for the acquisition of the OCEANEs for € 414.1 million. The interest rate used to calculate the cost of financial debt is 1.25%, corresponding to indicative quotations for bonds with maturities of between 3 and 10 years issued in June 2020.

The annual interest charge on this loan amounts to € 23.3 million. This charge could also have an impact on future years.

The tax impact of these charges is calculated on the basis of the tax rate applicable to the 2019 financial year of Worldline SA, which will take out this loan, i.e. 34.43%.

The costs directly related to this financing are included in the transaction costs at this stage. They will be analyzed in order to allocate the portion of these costs that can be spread over the duration of the loan using the amortized cost method in compliance with IAS 32 standard.

3. Transaction costs

Transaction costs incurred by Worldline and related to the realization of the Transaction are estimated at € 47.7 million, and no amount has been incurred in 2019. These costs are not expected to have a continuing impact on the new Worldline Group. They include in particular financial, legal and accounting consulting fees and expenses, advertising and communication expenses, and expenses relating to the financing of the Tender Offering. These costs will be analyzed and will potentially be included in the effective interest rate of the financing (see "Financing of the Transaction").

For the purpose of pro forma information, the total amount of transaction costs incurred by Worldline has been recognized in the pro forma condensed income statement and the pro forma condensed balance sheet.

No transaction costs were incurred by Ingenico in the year ended December 31, 2019. The total amount of acquisition costs to be incurred by Ingenico Group for the financial year 2020 is estimated at € 20.5 million. These costs are reflected in the preliminary goodwill calculation by a decrease in the net assets contributed for their amount net of tax (€ 13.5 million).

Further analysis will be performed to determine whether certain transaction costs incurred by Worldline are directly attributable to the capital increase and can therefore be recorded net of tax in shareholder equity.

4. Other impacts related to the transaction

In India, carry forward of tax losses are lost in the event of a direct or indirect change in ownership. The amount of deferred taxes recognized in this geography by Ingenico amounts to € 8.9 million and has therefore been restated in the pro forma accounts.

In France, the Ingenico Group benefits from a tax regime on income from patents which will not be continued following the Transaction. The annual impact of € 16.1 million has been taken into account as a pro forma adjustments to the income statement.

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Appendix II
Report of the statutory auditors on the Pro Forma Financial Information

This is a translation into English of the statutory auditors' report on the proforma financial information of the Company issued in French and it is provided solely for the convenience of English-speaking users.

This auditors' report includes information required by French law. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

**Report of the Auditors on pro forma financial information for the year ended
December 31, 2019**

To the Chairman of the Board of Directors and Chief Executive Officer,

In our capacity of auditors and following the EU regulation No. 2017/1129 supplemented by Delegate EU Regulation No. 2019/980, we have prepared this report on the pro forma financial information of Worldline SA (the "Company") relating to the year ended December 31, 2019 included in Schedule I of the document relating to Worldline's legal, financial and accounting characteristics, established on the occasion of (i) the mixed tender offer on a primary basis complemented with a secondary exchange offer and a secondary takeover bid offer on the shares of Ingenico, as well as (ii) the cash tender offer and the mixed tender offer for the convertible bonds of Ingenico and/or exchangeable in new and/or existing shares (the "Transaction").

This pro forma financial information was prepared for the sole purpose of illustrating the effect that the Transaction could have had on the consolidated balance sheet at December 31, 2019 and on the Company's consolidated income statement for the year ended December 31, 2019, if the transaction had taken effect on December 31, 2019 for the balance sheet and January 1, 2019 for the income statement. By their very nature, they describe a hypothetical situation and are not necessarily representative of the financial situation or performance that could have been seen if the Transaction or event had occurred at a date prior to its actual or contemplated occurrence.

This pro forma financial information was established under your responsibility under the provisions of Regulation (EU) No. 2017/1129 and ESMA recommendations on pro forma financial information.

Based on the work performed, we are to express a conclusion, in the terms required by Annex 20, Section 3, of the Delegate Regulation (EU) No. 2019/980, on the consistency of the established pro-forma information with the indicated basis.

We have implemented the procedures that we have deemed necessary in light of the professional doctrine of the National Company of Auditors relating to this mission. These procedures, which do not involve any audit or limited review of the financial information underlying the establishment of pro forma financial information, were primarily designed to verify that the basis from which this pro forma financial information was established are consistent with the source documents as described in the explanatory notes to the pro forma financial information, to examine the evidence justifying the pro

forma reprocessing, and to have discussions with Company's management in order to collect the information and explanations we considered necessary.

In our opinion:

- Pro forma financial information was correctly established in compliance with the indicated basis;
- This basis is consistent with the issuer's accounting methods.

This report is issued for the sole purpose of:

- filing with the AMF of the document relating to "Information relating to Worldline's legal, financial and accounting characteristics"
- and, if applicable, admission to negotiations on a regulated market, and/or an offer to the public, of the Company's financial securities in France and other European Union countries in which the prospectus filed with the AMF would be notified,

and cannot be used in any other context.

Paris – La Défense and Neuilly-sur-Seine, July 28, 2020

The Statutory Auditors

French original signed by

*Deloitte & Associés
Véronique Laurent*

*Grant Thornton
Virginie Palethorpe*

Appendix III

Press releases published since the publication of the Universal Registration Document

**The 2020 Combined General Meeting of Worldline
will be exceptionally held behind closed doors,
without the shareholders being physically present.**

**The shareholders are invited to vote or give proxy
before the meeting.**

**The preliminary documents for the General Meeting
are made available to the shareholders.**

Bezons, May 19, 2020

In the evolving and exceptional context of the coronavirus pandemic (Covid-19) and taking into account the maintenance of the state of health emergency, Mr. Gilles Grapinet (Chief Executive Officer and Chairman of the Board of Directors of Worldline) to whom power has been delegated by the Board of Directors, after consultation with the Lead independent Director and in agreement with the Board of Directors, decided to **exceptionally hold the Combined General Meeting of June 9, 2020 behind closed doors (à huis clos), without the physical presence of shareholders**, in accordance with the applicable regulations, in particular the order n°2020-321 dated March 25, 2020 and the decree n°2020-418 dated April 10, 2020.

The customary arrangements for the meeting have been adjusted so as to enable all the shareholders to participate remotely as fully as possible in this key event for your Company's corporate life, despite these exceptional circumstances.

- **How to participate to our General Meeting?**

The meeting being held behind closed doors, shareholders will be unable to obtain admittance cards.

Consequently, in advance of the General Meeting, shareholders are invited to:

- Vote online or give proxy online via the Votaccess secure website; or
- Vote or give proxy by postal mail.

Due to the situation brought about by the Covid-19 pandemic, the mail postal delays may be lengthened, shareholders are thus strongly encouraged to opt for the online participation. The procedure for remotely participating in the General Meeting is detailed in the *Brochure*, available at www.worldline.com/investors/annual-general-meeting.

- **Written Questions**

As the General Meeting will be held behind closed doors, shareholders will not be able, during the meeting, to raise questions orally, amend resolutions or propose new resolutions during the meeting.

However, in order to encourage participation, written questions may be submitted to the Company in advance of the General Meeting by registered mail with acknowledgment of receipt (for the attention of the Chairman of the Board) or to the following email address: assemblee-generale@worldline.com at the latest on the fourth business day before the date of the General Meeting (i.e. June 3, 2020). The written questions may be answered directly on the Company's website, at the following address: www.worldline.com, in the "Investors" section or by the Chairman during the Meeting.

- **Live broadcasting of the Meeting**

To enable the shareholders to view the meeting remotely, the General Meeting will be **broadcasted live (both in French and in English) on Tuesday June 9, 2020 at 10:30 a.m. (Paris time)**, with a replay subsequently available, on the General Meeting section of the Company's website, at the following address: www.worldline.com/investors/annual-general-meeting.

- **Documents and last information for the Combined General Meeting**

As per applicable legal and regulatory provisions, the preliminary documents for the General Meeting are made available to the shareholders, on the General Meeting section of the Company's website at the following link: www.worldline.com/investors/annual-general-meeting.

Shareholders will be informed of the detailed terms of participation in the General Meeting in the convening notice which is expected to be published on May 25, 2020 in the "*Bulletin des Annonces Légales Obligatoires*".

Shareholders are invited to regularly consult the General Meeting section of the Company's website at the following link: www.worldline.com/investors/annual-general-meeting.

The General Meeting section will be updated regularly to provide the latest information in respect with the 2020 Combined General Meeting, including regarding the arrangements and the draft resolutions.

The shareholders can request a copy of the documents and information concerning the Combined General Meeting as provided for by Article R.225-83 of the French Commercial Code. According to the provisions of Article 3 of Order n°2020-321 dated March 25, 2020, such communication can regularly be effected by electronic means, provided that the shareholder indicates in his/her request the electronic address at which it can be made. Shareholders are thus encouraged to communicate their electronic address at the time of any request.

Please contact the Investors Relations Department should you have any questions.

INVESTOR RELATIONS

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ABOUT WORLDLINE

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Thanks to a presence in 30+ countries, Worldline is the payment partner of choice for merchants, banks, public transport operators, government agencies and industrial companies, delivering cutting-edge digital services. Worldline activities are organized around three axes: Merchant Services, Financial Services including equensWorldline and Mobility & e-Transactional Services. Worldline employs circa 12,000 people worldwide, with 2019 revenue of 2.4 billion euros. Worldline.com

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Worldline's Annual General Meeting

Outstanding support from Worldline shareholders for the contemplated acquisition of Ingenico Group

Approval of all resolutions submitted by the Board of Directors

Bezons, 9 June 2020 – Worldline [Euronext: WLN], European leader in payments and transactional services, held today its Annual General Meeting chaired by Mr. Gilles Grapinet, Chairman and Chief Executive Officer. The meeting was held behind closed doors due to current sanitary constraints and gathered, despite this special context, a quorum of 78.44%. The shareholders overwhelmingly approved the resolutions relating to the contemplated acquisition of Ingenico Group. The renewal of the term of office of Mr. Gilles Grapinet, Chairman and Chief Executive Officer for a period of three years and the Company's "*raison d'être*" were also widely approved by the shareholders.

Worldline shareholders expressed their strong support to the contemplated acquisition of Ingenico announced on February 3, 2020 and overwhelmingly approved all the resolutions in that respect.

Notably, the General Meeting approved with a vast majority (99.59%) the issuance of shares as part of the public offering to be initiated by the Company on the shares and convertible bonds (OCEANEs) issued or to be issued by Ingenico, which are necessary for the successful completion of the acquisition.

In addition, the shareholders also voted in favour of the resolutions to be used to grant performance shares to the employees and corporate officers of Ingenico and/or its affiliated companies in substitution of the 2020 performance shares plan of Ingenico.

The General Meeting also approved the appointment as members of the Board of Mr. Bernard Bourigeaud, Thierry Sommelet, Michael Stollarz and Gilles Arditti as well as Mrs. Caroline Parot, Agnès Audier and Nazan Somer Özelgin, in each case subject to and effective upon closing of the acquisition of Ingenico, and also approved, subject to the same condition, the proposal to amend the bylaws to increase the age limit applicable to the Chairman of the Board of Directors.

Finally, the General Meeting approved the Company's purpose ("*raison d'être*") proposed by the Board of Directors:

"We design and operate leading digital payment and transactional solutions that enable sustainable economic growth and reinforce trust and security in our societies. We make them environmentally friendly, widely accessible and support social transformation."

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

“Today’s Combined General Meeting marks a very important milestone in the development of the Company. I am very pleased by the approval, with a vast majority of votes, of all resolutions related to the authorization and the implementation of the strategic acquisition of Ingenico. This acquisition is even more relevant in the current post COVID-19 context and will make Worldline definitively one of the key players in the consolidation of electronic payments.

I am also pleased by the perspective of welcoming in a more independent Board of Directors, new directors from Ingenico’s board of directors, including its current chairman Mr. Bernard Bourigeaud, at the closing of this acquisition, according to the provisions of the business combination agreement regarding the future governance of our Company.

Lastly, I want to thank our shareholders for their renewed trust in the directors of Worldline, and in particular in the directors who were re-appointed during this General Meeting.”

Significant progress made towards the completion of the acquisition of Ingenico

The contemplated time schedule for the closing of the acquisition of Ingenico, thanks to a strong mobilization and an efficient collaboration between the two groups, has progressed very positively.

- In this respect, Worldline already obtained the financial regulatory clearances from the Finanzdienstleistungsaufsicht (BaFin), the Swedish Financial Supervisory Authority (SFSA), the De Nederlandsche Bank (DNB) and the National Bank of Belgium (NBB) and some of the merger control clearances. The remaining ongoing processes (in particular with the European Commission and the Foreign Investment authorities) are progressing well and according to plan.
- Preliminary activities to prepare integration are also progressing as expected in compliance with applicable antitrust rules.
- Worldline is therefore fully in line with the objective to close the acquisition of Ingenico during the third quarter of 2020.

Approval of all resolutions

The General Meeting approved the Company and consolidated accounts for the financial year ending December 31, 2019, as well as all related-parties agreements submitted to its approval.

The General Meeting renewed the director's term of office of Mr. Gilles Grapinet, Chairman and Chief Executive Officer, for a period of three years and thereby reiterated its confidence until 2023. It also renewed the terms of office as directors of Ms. Giulia Fitzpatrick and Mr. Aldo Cardoso for a period of three years and ratified the nomination of Mr. Daniel Schmucki as director and of Mr. Gilles Arditti and Mr. Jos Dijsselhof as censors. The Board of Directors during its meeting held after the General Meeting confirmed the composition of the Board's Committees, and renewed Mr. Gilles Grapinet's mandate as Chairman and Chief Executive Officer and Mr. Marc-Henri Desportes' mandate as Deputy Chief Executive Officer.

The General Meeting also approved the elements of compensation and benefits paid to Mr. Gilles Grapinet, Chairman and Chief Executive Officer and to Mr. Marc-Henri Desportes, Deputy Chief Executive Officer, for the financial year ending December 31, 2019 or awarded to them for the same. The report on the compensation of Corporate Officers and the 2020 compensation policies applicable to the Senior Executive Officers and to the non-executive directors were also approved.

Finally, the General Meeting approved all financial delegations granted to the Board of Directors and adopted all proposed amendments to the bylaws, notably the Company's "*raison d'être*" proposed by the Board of Directors and the provisions to enable the nomination of a second director representing the employees.

The voting results of the Combined General Meeting will be available on the Company's website (Investors section – General Meeting of Stakeholders).

About Worldline

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Worldline and Ingenico to synchronize their first semester 2020 results releases

Worldline to publish H1 2020 results on July 23rd, 2020

Bezons, June 16th, 2020

In order to align its financial communication calendar with the one of Ingenico and ensure a synchronized financial communication between the two companies as done for the first quarter, the publication of Worldline results for the first semester of 2020 will be held on July 23rd, 2020 at 8.00am CET, instead of July 21st, 2020 as initially announced.

This synchronization takes place as part of the exemplary cooperation between the two groups to finalize the strategic friendly acquisition project of Ingenico announced on February 3rd 2020, for which it is reminded that an outstanding support was received from Worldline's shareholders during the Annual General Meeting held on June 9th, 2020, and which continues to progress positively and fully in line with the objective to close the transaction during the third quarter of 2020.

INVESTOR RELATIONS

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[Worldline.com](https://www.worldline.com)

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PRESS RELEASE



Worldline announces the success of a € 1 billion bonds issuance

Issuance of fixed rate senior unsecured notes, in the Euro bond market, in 2 tranches with respective maturities of 3 years and 7 years

These bonds are issued for the pre-financing of the contemplated acquisition of Ingenico and/or for general corporate purposes

Bezons, 23 June 2020 – Worldline [Euronext: WLN], European leader in payments and transactional services, announces that it has priced its senior unsecured bond issuance for a total of € 1 billion:

- **A € 500 million tranche maturing in 3 years with a 0.500% coupon and a 0.528% yield**
- **A € 500 million tranche maturing in 7 years with a 0.875% coupon and a 0.980% yield**

Proceeds will be used for the pre-financing of the contemplated acquisition of Ingenico and/or for general corporate purposes. The settlement date will be on June 30, 2020.

The bonds are expected to be rated BBB by S&P Global Ratings, in line with the corporate credit rating of the Company, and the terms and conditions reflect standard Investment Grade documentation.

The notes are issued as part of a recently signed Euro Medium Term Note programme, under French law, and will be listed on the Luxembourg Stock Exchange.

Eric Heurtaux, Chief Financial Officer of Worldline declared: *“This transaction on favorable terms confirms Worldline’s attractiveness in the debt markets and improves the diversification of our funding sources and maturities. By anticipating a large part of its financing, Worldline demonstrates its confidence and materializes an important milestone towards the closing of the planned acquisition of Ingenico.”*

BNP Paribas, Barclays, Crédit Agricole Corporate and Investment Banking, Commerzbank, Morgan Stanley, Natixis, Société Générale, and UniCredit acted as Joint lead managers and Active book runners.

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

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The Securities have only been offered only by way of a private placement to institutional investors comprising, for the purposes of this press release, professional clients and eligible counterparties within the meaning of MiFID II. The Securities may not be offered or sold to retail investors (as defined hereafter). No Key Information Document under PRIIPs (required by Regulation (EU) No

1286/2014 (as amended, the "PRIIPs Regulation") has been and will be prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

This press release may not be released, published or distributed, directly or indirectly, in or into the United States of America, Australia, Canada or Japan. The distribution of this press release may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein comes, should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

No communication or information relating to the offering of the Securities may be transmitted to the public in a country where there is a registration obligation or where an approval is required. No action has been or will be taken in any country in which such registration or approval would be required. The issuance or the subscription of the Securities may be subject to legal and regulatory restrictions in certain jurisdictions; none of Worldline and the Managers assumes any liability in connection with the breach by any person of such restrictions.

Prohibition of sales to European Economic Area retail investors and to United Kingdom retail investors

No action has been undertaken or will be undertaken to make available any Securities to any retail investor in the European Economic Area and in the United Kingdom.

United Kingdom

This press release is addressed and directed only (i) to persons located outside the United Kingdom, (ii) to investment professionals as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order"), (iii) to people designated by Article 49(2) (a) to (d) of the Order or (iv) to any other person to whom this press release may otherwise lawfully be communicated pursuant to applicable law (the persons mentioned in paragraphs (i), (ii), (iii) and (iv) all deemed relevant persons (the "Relevant Persons")).

The Securities (the "Financial Instruments"), are intended only for Relevant Persons and any invitation, offer of contract related to the subscription, tender, or acquisition of the Financial Instruments may be addressed and/or concluded only with Relevant Persons. All persons other than Relevant Persons must abstain from using or relying on this document and all information contained therein. This press release is not a prospectus which has been approved by the Financial Conduct Authority or any other United Kingdom regulatory authority for the purposes of Section 85 of the Financial Services and Markets Act 2000.

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This press release may not be released, published or distributed in or into the United States (as defined in Regulation S under the Securities Act). This press release does not constitute or form a part of an offer of securities for sale or an offer of securities for sale or of any offer or solicitation to purchase securities in the United States, except pursuant to an exemption from, or a transaction not subject to, the registration requirements of the Securities Act or the law of any state of the United States. The Securities will be offered or sold only in offshore transactions outside of the United States, in accordance with Regulation S of the Securities Act. Worldline does not intend to register any portion of the proposed offering of the Securities in the United States and no public offering will be made in the United States.

Australia, Canada and Japan

The Securities have not and will not be offered, sold or purchased in Australia, Canada or Japan. The information contained in this press release does not constitute an offer of securities for sale in Australia, Canada or Japan.

The distribution of this press release in certain countries may constitute a breach of applicable law.

Worldline filed its proposed tender offer for Ingenico securities with the Autorité des marchés financiers (AMF)

Ingenico's board of directors issued a favorable reasoned opinion on the offer

- **Worldline has filed the draft offer document, and Ingenico has filed a draft reply document, with the AMF**
- **The proposed tender offer for Ingenico shares includes a primary mixed offer and, subject to a "mix and match" mechanism, a secondary exchange offer and a secondary cash offer:**
 - **primary mixed offer: 11 Worldline shares and €160.50 for 7 Ingenico shares**
 - **secondary exchange offer: 56 Worldline shares in exchange for 29 Ingenico shares**
 - **secondary cash offer: €123.10 per Ingenico share**
- **The proposed tender offer for Ingenico OCEANEs includes an alternative between a mixed offer and a cash offer:**
 - **mixed offer: 4 Worldline shares and €998 for 7 Ingenico OCEANEs**
 - **cash offer: €179 for each Ingenico OCEANE**
- **The independent expert appointed by Ingenico's board of directors has concluded that the terms of the tender offer for the Ingenico shares and Ingenico OCEANEs are fair**
- **Ingenico's board of directors has issued a unanimous favorable reasoned opinion on the tender offer**

Bezons and Paris, July 8, 2020 – Worldline [Euronext : WLN] and Ingenico [Euronext : ING] announce today that they have reached a key milestone in their proposed combination with the filing with the Autorité des marchés financiers (AMF) of a draft offer document and a draft reply document, relating to Worldline's tender offer for Ingenico securities with a view to creating the world's fourth largest player in payment services by bringing together approximately 20,000 employees in 50 countries. Upon closing of the transaction, the newly combined group would offer leading payment services to nearly one million merchants and 1,200 financial institutions and would be highly value-creating with significant run-rate synergies of approximately €250 million annually by 2024.

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

"I am very happy of the decisive milestone reached today regarding our friendly acquisition project of Ingenico, at the date initially planned in the overall timetable set for the transaction. Indeed, thanks to the exemplary collaboration between the teams of our two groups, we have filed today with the AMF our draft offer document for Ingenico securities, which constitutes an essential step in the friendly public tender process."

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

"Today, we have achieved an important step in the creation of the new European World-Class leader in digital payments. As Gilles, I would like to thank all the teams for their exemplary collaboration in the combination process. We made Ingenico a proactive and trusted partner in the payment industry, reviving B&A and restoring its competitive edge while investing in Retail to accelerate its profitable growth."

The proposed tender offer for the shares of Ingenico includes¹:

- a primary mixed offer: 11 Worldline shares and €160.50 for 7 Ingenico shares;
- a secondary exchange offer: 56 Worldline shares for 29 Ingenico shares;
- a secondary cash offer: €123,10 per Ingenico share.

Ingenico shareholders will be able to tender their shares to the primary mixed offer and/or one or both of the secondary offers. The Ingenico shares tendered to the primary mixed offer will be fully satisfied and the shares tendered to the secondary offers may be subject to a reduction mechanism to ensure that the tender offer will result in the total consideration being composed of proportions of Worldline shares and cash of 81% and 19% respectively².

The draft offer also targets Ingenico's bonds convertible and/or exchangeable into new and/or existing shares (OCEANEs) maturing in 2022 in the form of an alternative mixed and cash offer:

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

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

¹ It is reminded that following the decision of the Board of Directors of Ingenico not to distribute a dividend for the 2019 financial year in the context of the Covid-19 crisis, the adjustment announced on February 26, 2020, which was conditional on the approval by the Ingenico General Meeting of the distribution of a dividend for the 2019 financial year, has lapsed.

The proposed tender offer therefore includes the same terms as those announced on February 3, 2020.

² 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).

The independent expert appointed by board of directors of Ingenico, Ledouble, has concluded that the terms of the tender offer for the Ingenico shares and OCEANEs are fair for the shareholders and holders of Ingenico OCEANEs. The independent expert has also concluded, in addition, that the terms of the secondary cash offer with a price of 123.10 euros per Ingenico share, and of the cash offer with a price of 179 euros per Ingenico OCEANE, are fair in view of the squeeze-out that Worldline intends to implement under the conditions described in the draft offer document. After reviewing this report, the board of directors of Ingenico, held yesterday, issued a unanimous favourable reasoned opinion on the tender offer and considered that the tender offer is in the interest of Ingenico, its shareholders, the holders of Ingenico OCEANEs and its employees, and recommended that shareholders and holders of Ingenico OCEANEs tender their shares to the tender offer.

It is recalled that Bpifrance Participations has also undertaken to tender its Ingenico shares, representing 5.31% of Ingenico's capital, to the tender offer.

In accordance with Articles 231-16 and 231-26 of the AMF General Regulations, the main terms of Worldline's draft offer document and Ingenico's draft reply document, as well as the ways to consult them, have been included in a press release issued by each of Worldline and Ingenico. Worldline's draft offer document and Ingenico's reply offer document are available on the AMF website (www.amf-france.org), as well as on the websites of Worldline (www.fr.worldline.com) and Ingenico (www.ingenico.com).

The tender offer and the draft offer document remain subject to review by the AMF, which will assess their compliance with applicable laws and regulations.

All other regulatory clearances required for the opening of the offer pursuant to banking/financial and foreign investment regulations have already been obtained. The social process for the acquisition has been completed.

Once opened, the tender offer will only be subject to the following conditions precedent (Worldline reserves the right to waive the benefit of each of these conditions):

- clearance under merger control by the European Commission,
- Worldline obtaining a number of Ingenico shares representing at least 60% of Ingenico's share capital on a fully diluted basis³.

It is recalled that the Worldline shareholders' meeting of June 9, 2020 delegated to the board of directors of Worldline the authority to issue Worldline shares as consideration for the Ingenico shares and OCEANEs that would be tendered to the tender offer.

³ If Worldline were to waive this condition, the statutory caducity threshold set at 50% of the share capital or voting rights (on a non-diluted basis) of Ingenico will remain applicable.

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ABOUT INGENICO

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

IMPORTANT INFORMATION

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

Investors and shareholders are strongly advised to read the offer documentation, which contains the terms and conditions of the offer, as well as any amendments or additions to these documents, if any, as they will contain important information about Worldline, Ingenico and the proposed transaction. The draft offer document prepared by Worldline has been filed with the *Autorité des marchés financiers* and has been disseminated today. The tender offer and the draft offer document remain subject to review by the *Autorité des marchés financiers*.

There can be no assurance that the proposed transaction between Worldline and Ingenico will be consummated or that the anticipated benefits will be realized. The proposed transaction is subject to various regulatory approvals and the fulfilment of certain conditions, and there can be no assurance that any such approvals will be obtained and/or such conditions will be met.

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

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

Resilient First half 2020 results
Improving momentum in line with full year trajectory
All 2020 objectives confirmed

Revenue: € 1,089 million

Organic decline limited to -5.7% despite exceptional COVID-19 situation

Resilient profitability with OMDA at € 246 million, 22.6% of revenue

Consistent with the margin profile expected for the full year

Free cash flow at € 132 million,

Free cash flow conversion ratio at 54% of OMDA

Strong commercial activity

With new major outsourcing contract signed with UniCredit

Acquisition of Ingenico on track: imminent opening of the Public Tender Offer

Bezons, July 23, 2020 – Worldline [Euronext: WLN], European leader in the payments and transactional services industry, today announces its first half 2020 results.

Gilles Grapinet, Worldline Chairman and CEO, said:

“We publish today a set of figures for the first half of 2020 perfectly in line with the ambitions set for the year, and showing the strong resilience and robustness of Worldline’s business model in the COVID-19 context. This H1 performance is consistent with our scenario of a progressive recovery of European economies in the coming months.

I am very satisfied with the decisive milestones reached towards the closing of the strategic acquisition of Ingenico, as the opening of our public offer on Ingenico’s securities is now imminent. These progresses could only be reached thanks to the strong mobilization of the two groups, in an exemplary cooperation mindset, which creates a remarkable momentum for the success of the forthcoming integration.

The resulting combined Group will be ideally positioned to take advantage of the structural transformations of our markets, such as contactless and online payments, which are already strongly accelerating as a consequence of the sanitary crisis. Thanks to this combination, Worldline will be more than ever ready to play a central role in the next phase of our industry consolidation.”

COVID-19 situation update

Business operations

Worldline was able to deliver a continuous delivery of its services during the first semester, in spite of the COVID-19 pandemic, while putting in place strong health protection measures for its employees through remote working or, in exceptional cases on site presence with strict adherence to local sanitary recommendations and Group policies.

Large sales engagements kept progressing as planned thanks to the constant dialogue maintained between Worldline's sales force and our customers. As a result, the level of commercial opportunities is at its all-time high, thereby providing confidence for the mid-term commercial ambitions.

Gradual business recovery

In most of our key markets, confinement, store lock-downs and strict distancing measures were implemented in March 2020, and were gradually eased in May and June. This resulted in a progressive recovery of payment transaction volumes throughout the quarter, from the March-end lowest-point of more than -30% compared with the same period last year, to June-end with volumes close to June 2019 levels for debit domestic transactions.

These evolutions are fully in line with the scenario retained by the Group of a very gradual business recovery until year-end, as outlined in our April 23, 2020 press release.

First half 2020 key figures

For the analysis of the Group's performance, revenue and Operating Margin before Depreciation and Amortization (OMDA) for the first semester of 2020 are compared with H1 2019 revenue and OMDA at constant scope and exchange rates. Worldline's first half 2020 performance, on a like-for-like basis compared with last year, was as follows:

In € million	H1 2020 key figures		
	H1 2020	H1 2019	Change
Revenue*	1,089.2	1,155.5	-5.7%
OMDA*	246.3	281.3	
% of revenue	22.6%	24.3%	-170 bps
Net income Group share	53.0	141.5	
% of revenue	4.9%	12.2%	
Normalized net income Group share**	114.7	120.2	
% of revenue	10.5%	10.4%	+10 bps
Free cash flow (FCF)	131.7	145.5	
OMDA to FCF conversion rate***	53.5%	52.2%	+120 bps
Closing net (debt)/cash	-469.1	171.7	

* H1 2019 at constant scope and exchange rates

** adjusted for (Group share): staff reorganization, rationalization, integration & acquisition costs, equity based compensation, and customer relationships & patents amortization

*** H1 2019 cash conversion calculated on H1 2019 published OMDA of €275.8m

Worldline **first half 2020 revenue** stood at **€ 1,089.2 million**, representing an organic decline limited to **-5.7%** compared to the first half of 2019, in spite of the adverse economic environment linked to the COVID-19 sanitary crisis. Indeed, while revenue for Merchant Services declined by -11% due to store lock-downs and confinement measures, the two other Business Lines of the Group proved their resilience, with Mobility & e-Transactional Services declining by -3% only and Financial Services succeeding in posting quasi-stable revenues.

The Group's **Operating Margin before Depreciation and Amortization (OMDA)** reached **€ 246.3 million** or **22.6%** of revenue, declining by -170 basis points organically. The impact of the COVID-19 environment on the Group's profitability has been indeed partly mitigated by strong actions taken to adapt the cost base, notably on discretionary and personal expenses, of which more than 50% of the effect is expected to benefit H2 2020.

Normalized net income¹ stood at **€ 114.7 million** (€-5.5 million vs. H1 2019) or 10.5% of revenue (+10 basis points improvement compared with last year).

Net income Group share stood at **€ 53.0 million**, decreasing by €-88.5 million compared with the same period last year. It is reminded that the 2019 first half net income included two non-recurring exceptional items:

- A €+53 million profit linked to a fair value adjustment of a contingent liability towards SIX group, which no longer exists.
- A €+13 million profit linked to the fair value adjustment of Visa preferred shares

Normalized diluted earnings per share² was **€ 0.62** in H1 2020, compared with € 0.66 in H1 2019 (-5.8%).

First half 2020 **free cash flow** was **€ 131.7 million**, decreasing by €-13.8 million compared to H1 2019. OMDA to free cash flow conversion rate stood at 53.5%, improving by +120 basis points compared with H1 2019.

Net debt reached **€ 469.1 million**, compared to € 641.3 million on December 31, 2019.

Performance per Global Business Line

In € million	Revenue			OMDA			OMDA %		
	H1 2020	H1 2019*	Organic change	H1 2020	H1 2019*	Organic change	H1 2020	H1 2019*	Organic change
Merchant Services	483.6	541.9	-10.8%	103.3	122.4	-15.6%	21.4%	22.6%	-120 bps
Financial Services	442.7	446.0	-0.7%	130.9	145.6	-10.1%	29.6%	32.7%	-310 bps
Mobility & e-Transactional Services	163.0	167.6	-2.8%	23.0	24.0	-4.2%	14.1%	14.3%	-20 bps
Corporate costs				-10.9	-10.7	+2.2%	-1.0%	-0.9%	-10 bps
Worldline	1,089.2	1,155.5	-5.7%	246.3	281.3	-12.5%	22.6%	24.3%	-170 bps

* at constant scope and exchange rates

¹ The normalized net income Group Share excludes unusual and infrequent items (Group share), net of tax.

² EPS including the impacts of potentially dilutive instruments, calculated on the net income Group share normalized for unusual and infrequent items (Group share), net of tax

Merchant Services

In € million	Merchant Services		
	H1 2020	H1 2019*	Organic change
Revenue	483.6	541.9	-10.8%
OMDA	103.3	122.4	
OMDA %	21.4%	22.6%	-120 bps

* at constant scope and exchange rates

Merchant Services' **revenue** for the first semester of 2020 reached **€ 483.6 million**, decreasing organically by €-58.3 million or **-10.8%** compared to same period last year.

After a solid growth recorded in January and February, Merchant Services business was impacted by confinement measures and store lock-down imposed to non-essential retail in the context of the COVID-19 pandemic, starting in March in most of our markets. As a consequence, number of transactions acquired dropped by more than 30% at the start of the confinement. With the gradual ease of these restrictions in the course of the second quarter, and the wider adoption of electronic payments, overall the number of acquiring transactions increased progressively during the second half of the second quarter and was close to 2019 levels by end of June for domestic payment transactions. Overall for the whole semester, face to face transactions declined mid-single-digit while online acquiring transactions volumes grew double-digit.

- In this context, **Commercial Acquiring** revenue decreased double-digit, impacted by lower acquiring volumes, as well as by lower average transaction value resulting on one side from the rise of low value electronic payment encouraged by higher contactless payment limits, and on the other side from less high value transactions, notably from tourism related activities (travel, hospitality, dynamic currency conversion services). Revenue was also impacted by a larger proportion of payments made on local card debit schemes and conversely by lower credit card transactions processed on international payment schemes.
- **Online Payment acceptance** revenue was impacted on one-side by a sharp reduction of online transactions in verticals such as transport and hospitality and on the other side by the increase in online entertainment and click & collect / home delivery type of transactions. Overall, revenue decline was therefore limited to a mid-single-digit for the semester.
- Revenue in **Merchant Digital Services** declined mid-single-digit as well, resulting primarily from fewer transactions from private labeled cards (fuel cards and hotel chain cards mainly), nonetheless mitigated by a good growth in Digital Retail fueled by higher demand for click & collect types of solutions, notably from French retailers.
- Lastly, revenue in **Payment Terminals** showed resilience with almost stable revenue, benefiting from merchant's demand for additional units and portable devices used for home deliveries, and from good market demand notably for the VALINA unattended payment terminal.

Merchant Services' **OMDA** was **€ 103.3 million** in H1 2020, or **21.4% of revenue**, decreasing organically by **-120 basis points**. Indeed, while the severe impact of COVID-19 on the revenue of the Business Line impacted strongly profitability, Merchant Services was able to limit the impact of this extraordinary revenue decrease through:

- specific and operational cost control actions, notably on personal costs and discretionary expenses (e.g. marketing and communication);
- incremental synergies resulting from the second year of the SIX Payment Services integration program; and
- the impacts of transversal productivity improvement actions.

Financial Services

In € million	Financial Services		
	H1 2020	H1 2019*	Organic change
Revenue	442.7	446.0	-0.7%
OMDA	130.9	145.6	
OMDA %	29.6%	32.7%	-310 bps

* at constant scope and exchange rates

Financial Services **revenue** was nearly stable over the period, reaching **€ 442.7 million**, slightly decreasing organically by **-0.7%** or €-3.3 million. In the extraordinary COVID-19 context, the Business Line showed, as expected, an overall resilience thanks to recurring payment flows (such as for payment of rent, utilities, etc.), newly signed large outsourcing contracts and ongoing project activity with banks and financial institutions.

Specifically, **Account Payments** revenue was quasi not affected by COVID-19 and recorded a solid double-digit growth rate, primarily fueled by:

- higher account-based payment transactions (+6%); and
- the ramp-up of large contracts such as Commerzbank and the newly announced large long-term payment outsourcing contract with UniCredit in Germany and Austria.

Digital Services grew double-digit as well, fueled by an increase in strong authentication transactions required notably for e-commerce (+42% altogether for ACS, Trusted Authentication and wallet transactions) and by higher volumes processed on Worldline's e-brokerage platform.

Those strong growth performances were nonetheless offset by the high single-digit revenue decrease recorded in card-based payments (issuing processing and acquiring processing altogether):

- Revenue in **Issuing Processing** was impacted by lower card issuing transaction volumes and less projects;
- **Acquiring Processing** remained as expected the division the most impacted by the COVID-19 context. Indeed, the number of transactions processed for local acquirers in The Netherlands, France, Switzerland, Italy, Belgium and to a lesser extent in the Baltics, decreased sharply as from March as a consequence of confinement measures.

Financial Services' **OMDA** remained high and reached **€ 130.9 million**, or **29.6% of revenue**, decreasing nonetheless by **-310 basis points** organically compared to the first semester of 2019. Being the Business Line with the highest proportion of fixed costs, the division was the most affected by volume decrease, particularly in the card payments divisions. In addition, significant investments were made for the ramp-up phase of recently signed large contracts. In order to mitigate these effects, strong measures were taken in terms of cost base monitoring and workforce management. The positive effect of these measures is expected to continue and to increase in the course of the second semester 2020.

Mobility & e-Transactional Services

Mobility & e-Transactional Services			
In € million	H1 2020	H1 2019*	Organic change
Revenue	163.0	167.6	-2.8%
OMDA	23.0	24.0	
OMDA %	14.1%	14.3%	-20 bps

* at constant scope and exchange rates

Revenue in Mobility & e-Transactional Services reached **€ 163.0 million**, decreasing organically by €-4.7 million or **-2.8%** compared to last year, with contrasted evolution between each of its 3 divisions.

- **e-Consumer & Mobility** activities showed resilience in the COVID-19 context, and revenue grew at a low single-digit rate during the semester, thanks to good volumes on the WL Contact platform as well as a strong growth in Germany for secured e-Health cryptographic solutions.
- Revenue in **Trusted Digitization** remained stable.
- While **e-Ticketing** revenue declined double-digit, suffering from the quasi complete stop of public transport networks and associated ticketing volumes in the United Kingdom and LATAM, due to the COVID-19 sanitary context.

Mobility & e-Transactional Services **OMDA** reached **€ 23.0 million** or **14.1%** of revenue. Despite negative business trends in e-Ticketing, profitability decrease was limited to €-1.0 million or **-20 basis points** compared to last year thanks to the COVID-19 cost optimization plan addressing fixed and variable costs as well as productivity improvements reached through more scalable platforms and tighter workforce management.

Corporate costs

Corporate costs were nearly stable, increasing by € 0.2 million while absorbing the costs linked to the carve-out from Atos (replacement of the corporate services provided by Atos with own resources).

Commercial activity and key achievements of the second quarter

During the second quarter, and despite the COVID-19 situation, Worldline sales teams remained very active and in constant dialogue with their customers, which led to the signature of a number of new contracts and to the renewal on time of key payment processing contracts.

Merchant Services

New signings in Merchant services included in particular:

- A framework agreement signed with the luxury group Kering, for which Worldline will provide commercial acquiring and value-added services for a large number of brands in several European countries;
- A new 3 year contract signed with a Finnish high tech company for epayment acceptance and acquiring across multiple countries

All these contracts constitute further evidence of the relevance of Worldline's omni-channel payment processing offers for global or digital merchants.

All along the quarter, Worldline stood alongside its customers to help them sell during the confinement and lock downs, and as an example, a secured remote order and payment system was set up in a record time for a designer brand, for its retail network in seven European countries.

In addition, several significant contracts were renewed:

- In omni-channel payment solution, with Aspro Park, a major European operator of leisure parks;
- For e-Payment acceptance with a leading ticketing website (Ticketnet);
- In Private Label Card and Loyalty Programs, for Repsol (fuel card services) and Iberia (frequent flyer solution).

On the payment terminal side, good progress has been made in the certification process of Worldline's unattended payment terminal VALINA, as the terminal is now certified for the Swiss market, where a significant contract was received from a provider of charging stations for electric cars, and in pilot phase in Poland and in Germany. Also, a first order was received from a Malaysian reseller.

Lastly, regarding innovative offers and acceptance of new payment methods:

- Worldline, in partnership with Axis Bank and MasterCard India, launched "Soft POS", a new solution enabling the smartphone to be used as POS devices in India. This new offer addresses the increasing need of small businesses, especially in the COVID-19 context, for an easy to implement card payment solution.
- Worldline launched its "Pay-By-Link" solution enabling merchants to implement personalized, fast and easy omni-channel payment.
- A partnership was signed with Silkpay (fintech company connecting European retailers to Chinese tourists) notably for the acceptance of Alipay and Wechatpay and acquiring of Asian credit cards (Union Pay, JCB).

Financial Services

As previously mentioned in Q1, the Group signed a very large long-term strategic outsourcing contract with UniCredit, a leading European financial institution. Worldline will be responsible for the processing of all SEPA (Single Euro Payments Area) payments, instant payments, multi-currency, domestic and high value payments transactions for UniCredit in Austria and Germany. This contract is currently in its initial project phase with an aim to start operation in H2 2020 as planned.

In terms of new contracts:

- Volksbank renewed its iDEAL contract with equensWorldline, which was extended with PSD2 TPP services, enabling the bank to offer Payment Initiation Services (PIS) and Account Information Services (AIS) to its customers; and
- A new ATM transaction management contract was signed with another French bank.

Several other contracts were renewed during the quarter, in particular for issuing processing services with a very large Dutch bank and 3D Secured Authentication with a very large French bank.

Lastly, in the current COVID-19 context, demand for secured remote payment grew significantly, and as a consequence, Worldline recorded an all-time high number of strong authentication's transaction volumes in June, more than doubling the number transactions recorded on WL Trusted Authentication platform in June last year.

Commercial perspectives in Financial Services remain strong, notably for card processing and ATM transaction management outsourcing contracts, for which progress has been made during the second quarter towards a signature in the second semester.

Mobility & e-Transactional Services

During the peak of the COVID-19 sanitary crisis, Worldline stood along-side governments and public agencies and fully mobilized its expertise in secured real-time regulated transaction management for new projects in the health sector. In particular:

- Worldline provided a secure application that enabled the identification and tracing of COVID-19 patients in hospitals in France.
- Maela, a highly secured data hosting solution, enabled the deployment of a digital healthcare solution for dozens of hospitals in France, and for the ministry of health of Luxembourg.
- Worldline has signed new contracts with German health insurance companies to implement secured solutions connecting customers and specific health applications, such as electronic patient files, to the German Health Telematic Infrastructure.

In parallel, Worldline's state-of-the-art secured customer engagement platform WL Contact was selected by BNP Paribas Fortis. Operating in SaaS mode, this proven contact center solution handles all secured interactions with customers, through whichever access channel they choose to use (voice, email, chat, social media, and videophone interactions). Indeed, the relevance of WL Contact became obvious during confinement and lock-downs, as it enabled banks and insurers to interact securely with their customers, as if they were present in the branch.

Backlog

Backlog reached its historical highest value on June 30, 2020 and reached **€ 4.0 billion**.

Operating Income and Net Income

Depreciation, amortization and other non-cash expenses was **€ 81.0 million**, leading to an operating margin of € 165.3 million (15.2% of revenue).

Non-recurring items were a net expense of **€ 83.5 million** and consisted mainly in:

- Purchase price allocation amortization (€ 36.6 million), out of which € 28.2 million linked to the acquisition of SIX Payment Services ("SPS");
- Integration and acquisition costs (€ 31.9 million), corresponded mainly to Six Payment Services integration costs, and to the costs related to the contemplated acquisition of Ingenico;
- IFRS 2 equity based compensation expenses (€ 12.2 million); and
- Restructuring and rationalization costs (€ 1.9 million).

As a result, **Operating income** for the first half of the year was **€81.8 million**.

Financial result was a net expense of **€ 12.5 million** comprising mainly in:

- A net cost of financial debt of € 5.6 million (interest expense linked to the bonds and OCEANES issued in 2019); and
- Foreign exchange losses for € 5.2 million.

The **tax charge** was **€ 16.4 million** (stable **effective tax rate** of **23.6%**).

As the result of the items above, **net income group share** was **€ 53.0 million**.

Normalized net income³ stood at **€ 114.7 million** (€-5.5 million vs. H1 2019) or 10.5% of revenue (+10 basis points improvement compared with last year).

Free Cash Flow and net cash

First half 2020 **free cash flow** was **€ 131.7 million**, decreasing by €-13.8 million compared to H1 2019. OMDA to free cash flow conversion rate stood at 53.5%, improving by +120 basis points compared with H1 2019, well in line with the objective of a full year 2020 OMDA to free cash flow conversion rate similar to 2019⁴ (c.47.8%).

Net debt was **€ 469.1 million** and includes a collection of a price adjustment linked to the acquisitions of SIX Payment Services for € 49.9 million.

³ Adjusted for (Group share): staff reorganization, rationalization, integration & acquisition costs, equity based compensation, and customer relationships & patents amortization

⁴ Excluding Ingenico transaction acquisition costs.

Further progress made towards the closing of the Ingenico acquisition

As a reminder, on February 3, 2020, Worldline and Ingenico Group SA announced that their respective Boards of Directors had unanimously approved a business combination agreement pursuant to which Worldline would launch a tender offer for all Ingenico shares, consisting of a 81% share and 19% cash transaction, as of last closing prices, as well as outstanding OCEANes.

Upon closing, former Worldline shareholders would own c.65% of the combined entity and former Ingenico shareholders would own c.35% of Worldline.

This transaction would combine two premier companies to create the world's number four player in payment services with circa 20,000 employees in approximately 50 countries with physical presence. Upon closing, the new combined group would offer best-in-class payment services to nearly 1 million merchants and 1,200 financial institutions, with estimated pro forma revenue reaching c. € 5.3 billion in 2019, out of which c. € 2.5 billion in merchant payment and transaction-related services. Since the announcement, the transaction has been particularly well received by the customers and the key partners of both groups, highlighting its very compelling industrial and business rationale.

Thanks to the full mobilization of teams on both sides, fast progresses have been made in the overall process of the transaction towards the approvals to be obtained. In particular:

Regarding the tender offer:

- On June 9, 2020, the General Meeting approved with a vast majority (99.59%) the issuance of shares as part of the tender offer by the Company on the shares and convertible bonds (OCEANes) issued by Ingenico.
- On July 8, 2020 Worldline filed its draft offer document relating to Worldline's tender offer for Ingenico securities and Ingenico filed its draft reply document, with the Autorité des marchés financiers (AMF). The tender offer and the draft offer document remain subject to clearance by the AMF, which will assess their compliance with applicable laws and regulations.
- All other regulatory clearances required for the opening of the offer pursuant to banking/financial and foreign investment regulations have already been obtained. The information and/or consultation of employee representative bodies with respect to the acquisition has been completed by Ingenico and Worldline.
- Hence, it is expected that the tender offer will be open imminently.
- Once opened, the tender offer will only be subject to the following conditions precedent (Worldline reserves the right to waive the benefit of each of these conditions):
 - clearance under merger control by the European Commission,
 - Worldline acquiring a number of Ingenico shares representing at least 60% of Ingenico's share capital on a fully diluted basis (it being specified that even if Worldline waives such condition, Worldline must meet the legal threshold of 50% of the Ingenico's share capital or voting rights).

Regarding the financing of the offer:

- In June 23, 2020, Worldline issued fixed rate senior unsecured notes for a total value of € 1 billion, in the Euro bond market, at attractive conditions in 2 tranches of € 500 million each with respective maturities of 3 years (0.5% coupon) and 7 years (0.875% coupon). Worldline intends to use the proceeds primarily for the pre-financing of the contemplated acquisition of Ingenico.
- A bridge financing for the transaction has been signed by a pool of 8 banks for an amount up to € 1.6 billion. That bridge financing will be available for duration of up to 2 years.

Regarding preliminary activities to prepare integration:

- These activities are now started, in line with the Worldline's *Day-1 readiness* proven methodology in compliance with applicable antitrust rules, under the supervision of senior management from both groups.
- Thanks to a good cooperation between the teams of both groups and to a timely management of the tender process, transaction costs related to the acquisition of Ingenico remain limited as a percentage of the value of the transaction and are estimated at circa. € 50 million.

For this acquisition, pro forma financial information has been prepared. This information intended to present the expected impact of the acquisition of Ingenico in the event of the successful completion of the Public Offer on the financial position and results of Worldline, as if it had occurred on a date prior to its actual occurrence. This information is available on investors.worldline.com.

For more information, in particular related to the terms of the offer, please refer to the press releases available on investors.worldline.com.

Confirmation of all 2020 objectives, as updated on April 23, 2020 to take into account COVID-19 effect

Based on the hypothesis outlined during the Q1 2020 revenue publication, confirmed so far, the Group confirms to expect a full year 2020 financial performance broadly in line with 2019, as follows:

Revenue

The Group expects its 2020 full year revenue to be flat or decreasing by a low single-digit compared with 2019 at constant scope and foreign exchange rates.

OMDA

The Group expects a 2020 full year OMDA percentage at constant scope and foreign exchange rates around 25%, circa the same percentage than 2019.

Free cash flow

The Group targets circa the same cash conversion percentage (free cash flow divided by OMDA) than in 2019⁵.

These objectives are expressed at constant exchange rates. They rely also on the absence of change in scope and of significant change in accounting standards.

These objectives have been built on a comparable basis versus historical financial information, and according to Group's accounting standards.

⁵ Excluding Ingenico transaction acquisition costs.

Appendices

Q2 2019 revenue performance by Global Business Line

<i>In € million</i>	Q2 2020	Q2 2019*	Organic change
Merchant Services	216.4	275.7	-21.5%
Financial Services	219.7	231.8	-5.2%
Mobility & e-Transactional Services	78.4	84.4	-7.1%
Worldline	514.5	591.8	-13.1%

* at constant scope and exchange rates

Statutory to constant scope and exchange rates reconciliation

For the analysis of the Group's performance, revenue and OMDA for H1 2020 is compared with H1 2019 revenue and OMDA at constant scope and foreign exchange rates.

Reconciliation between the H1 2019 reported revenue and OMDA and the H1 2019 revenue and OMDA at constant scope and foreign exchange rates are presented below (per Global Business Lines):

Exchange rate effects correspond mainly to the appreciation of the Swiss Franc partly offset by the depreciation of the Argentinian Peso.

<i>In € million</i>	Revenue			OMDA		
	H1 2019	Exchange rates effect	H1 2019*	H1 2019	Exchange rates effect	H1 2019*
Merchant Services	535.2	6.7	541.9	119.8	2.7	122.4
Financial Services	444.3	1.7	446.0	144.6	1.1	145.6
Mobility & e-Transactional Services	172.6	-4.9	167.6	24.9	-0.9	24.0
Corporate costs				-10.7	0.0	-10.7
Worldline	1,152.0	3.5	1,155.5	278.5	2.8	281.3

* at constant scope and exchange rates

Conference call

The Management of Worldline invites you to an international conference call on the Group first half 2020 results, on Thursday, July 23, 2020 at 8:00 pm (CET – Paris).

You can join the **webcast** of the conference:

- on worldline.com, in the Investors section
- by smartphones or tablets through the scan of the QR code or through this link : <https://edge.media-server.com/mmc/p/b84a7vfo>



- by telephone with the dial-in:
 United Kingdom (Local): +44 (0) 844 481 9752
 France (Local): +33 (0)1 70 70 07 81
 Germany (Local): +49 (0)69 22 22 26 25
 United States, New York (Local): +1-646-741-3167

Confirmation Code: **8099596**

After the conference, a replay of the webcast will be available on worldline.com, in the Investors section.

Forthcoming event

October 29, 2020 Q3 2020 revenue

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About Worldline

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

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

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This document contains forward-looking statements that involve risks and uncertainties, including references, concerning the Group's expected growth and profitability in the future which may significantly impact the expected performance indicated in the forward-looking statements. These risks and uncertainties are linked to factors out of the control of the Company and not precisely estimated, such as market conditions or competitors' behaviors. Any forward-looking statements made in this document are statements about Worldline's beliefs and expectations and should be evaluated as such. Forward-looking statements include statements that may relate to Worldline's plans, objectives, strategies, goals, future events, future revenues or synergies, or performance, and other information that is not historical information. Actual events or results may differ from those described in this document due to a number of risks and uncertainties that are described within the 2019 Universal Registration Document filed with the Autorité des Marchés Financiers (AMF) on April 29, 2020 under the filing number: D.20-0411.

Revenue organic growth and Operating Margin before Depreciation and Amortization (OMDA) improvement are presented at constant scope and exchange rate. OMDA is presented as defined in the 2019 Universal Registration Document. 2020 objectives have been considered with exchange rates as of March 31, 2020. All figures are presented in € million with one decimal. This may in certain circumstances lead to non-material differences between the sum of the figures and the subtotals that appear in the tables.

Global Business Lines include Merchant Services (in Argentina, Belgium, Brazil, Czech republic, France, Germany, India, Luxembourg, Malaysia, Poland, Spain, Sweden, Switzerland, The Netherlands, United Kingdom, USA), Financial Services (in Belgium, China, Estonia, Finland, France, Germany, Hong Kong, Indonesia, Italy, Latvia, Lithuania, Luxembourg, Malaysia, Singapore, Spain, Switzerland, Taiwan, The Netherlands and the United Kingdom), and Mobility & e-Transactional Services (in Argentina, Austria, Belgium, Chile, China, France, Germany, Spain, The Netherlands, and United Kingdom).

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press release

Worldline

Strong success of the issuance of Bonds Convertible into New Shares and/or Exchangeable for Existing Shares (OCEANE) due 2025

Bezons, July 23rd, 2020 - Worldline (the "**Company**") (Euronext Paris: FR0011981968), the European leader in the payment and transactional services industry has successfully placed today bonds convertible into new shares and/or exchangeable for existing shares ("**OCEANE**") due July 30, 2025 (the "**Bonds**") for a nominal amount of approximately €600 million being offered to qualified investors (within the meaning of Regulation (EU) 2017/1129) only in accordance with Article L. 411-2-1° of the French monetary and financial code (*Code monétaire et financier*) (the "**Offering**").

Following strong investor demand, the initial amount of €500 million has been increased to approximately €600 million.

The net proceeds of the Offering will be used for the pre-financing of the contemplated acquisition of Ingenico Group S.A. and/or for general corporate purposes.

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Eric Heurtaux, Group Chief Financial Officer, said:

"We are pleased to announce the success of a convertible bond issuance of 600 million euros on very favorable terms, with both a negative yield and a high conversion premium for this maturity. It confirms the attractiveness of Worldline and secures excellent conditions for the pre-financing of the Ingenico acquisition. This issuance complements the bonds issued for 1 billion euros on June 30th and represents one more step towards the finalization of the Ingenico financing."

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The nominal value of the Bonds has been set at €119.44, corresponding to a premium of 57.50% above Worldline's reference share price¹ on the regulated market of Euronext in Paris ("**Euronext Paris**").

The Bonds will not bear interest (zero-coupon) and will be issued at price of €126.96, i.e. 106.30% of their nominal value, corresponding to an annual gross yield-to-maturity of (1.22)%.

The settlement-delivery of the Bonds is expected to take place on July 30, 2020 (the "**Issue Date**").

Unless previously converted, exchanged, redeemed or purchased and cancelled, the Bonds will be redeemed at par on July 30, 2025 (the "**Maturity Date**") (or on the following business day if this date is not a business day).

¹ The reference share price is equal to the volume-weighted average price of Worldline shares recorded on Euronext Paris from the launch of the Offering today until the determination of the final terms (pricing) of the Bonds on the same day, i.e. €75.8343.

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The Bonds may be redeemed prior to maturity at the discretion of the Company, under certain conditions. In particular, the Bonds may be fully redeemed earlier at par, at the Company's option at any time from July 30, 2023 until the maturity date of the Bonds, subject to giving at least 30 (but not more than 60) calendar days' prior notice, if the arithmetic average, calculated over a period of 10 consecutive trading days chosen by the Company from among the 20 consecutive trading days preceding the publication of the early redemption notice, of the daily products of the Company's volume weighted average price on Euronext Paris on each trading day within the relevant period and the applicable conversion/exchange ratio on each such trading day exceeds 130% of the nominal value of the Bonds.

Upon a Change of Control of the Company or a Delisting of the shares of the Company (as these terms are defined in the terms and conditions of the Bonds), all bondholders will have an option to request the redemption of their Bonds before the Maturity Date at their nominal amount.

Application will be made for the listing of the Bonds on Euronext AccessTM (the open market of Euronext Paris) to occur within 30 days from the Issue Date.

Conversion/Exchange Right

Bondholders will be granted a conversion/exchange right of the Bonds into new and/or existing shares of the Company which they may exercise at any time from the Issue Date and until 5.00 p.m. (Paris time) on the 7th business day (inclusive) preceding the Maturity Date or the relevant early redemption date.

The conversion/exchange ratio is set at one share per Bond subject to standard adjustments in certain cases. Upon exercise of their conversion/exchange right, bondholders will receive at the option of the Company new and/or existing Company's shares carrying in all cases all rights attached to existing shares as from the date of delivery.

Lock-up undertaking from the Company

In the context of the Offering, the Company agreed to a lock-up undertaking for a period starting from the announcement of the final terms of the Bonds and ending 90 days after the Issue Date, subject to the potential issuance of shares in the context of the contemplated acquisition of Ingenico, waiver from the Joint Global Coordinators, certain customary exceptions and the issuance of shares or equity securities in the context of other M&A transactions, but provided that the lock-up is picked-up by the owner of such newly issued shares or equity securities.

Dilution

As a result of the Offering, the issue of the Bonds in an aggregate amount of 599,999,912.48 euros represented by 5,023,442 Bonds each with a nominal value of €119.44, would lead to a dilution of approximately 2.75% of the outstanding share capital, should the Company decide to exclusively deliver new shares upon conversion.

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Legal framework of the Offering and placement

The Offering has been conducted pursuant to the authorization granted by the Company's combined general meeting held on June 9, 2020 (39th resolution) and has been offered to qualified investors (within the meaning of Regulation (EU) 2017/1129) only, in compliance with Article L. 411-2-1° of the French monetary and financial code (*Code monétaire et financier*), by way of an accelerated bookbuilt placement to institutional investors only, in France and outside of France (excluding in particular the United States of America, Canada, Australia or Japan).

Existing shareholders of the Company shall have no preferential subscription rights (nor priority subscription period) in connection with the issuance of the Bonds or the underlying new shares of the Company issued upon conversion.

Available information

The Offering and the admission to trading on Euronext AccessTM are not subject to a prospectus approved by the French Financial Market Authority (*Autorité des marchés financiers*) (the "**AMF**"). Detailed information on Worldline, including its business, results, prospects and related risk factors are described in the Company's universal registration document (*document d'enregistrement universel*) filed by the Company with the AMF on April 29, 2020 under no D.20-0411, together with H1 2020 results, the press releases and other regulated information about the Company, on Worldline's website (www.worldline.com).

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About Worldline

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

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

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Worldline

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This press release does not constitute or form part of any offer or solicitation to purchase or subscribe for or to sell the Bonds or the shares of Worldline (together, the "**Securities**") to any person in the United States (as defined in Regulation S under the US Securities Act of 1933, as amended (the "**Securities Act**")). The Securities may not be offered or sold in the United States absent registration under the Securities Act or pursuant to an available exemption from, or in a transaction not subject to, the registration requirements thereof and applicable state or local securities laws. Worldline does not intend to register any portion of the offering of the Securities in the United States of America or to conduct a public offering of the Securities in the United States.

The Bonds have been offered only by way of a private placement to institutional investors comprising, for the purposes of this press release, professional clients and eligible counterparties, within the meaning of MiFID II (as defined hereafter). The Bonds may not be offered or sold to retail investors (as defined hereafter). No Key Information Document under PRIIPs Regulation (as defined hereafter) has been and will be prepared

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No communication or information relating to the offering of the Bonds may be transmitted to the public in a country where there is a registration obligation or where an approval is required. No action has been or will be taken in any country in which such registration or approval would be required. The issuance or the subscription of the Bonds may be subject to legal and regulatory restrictions in certain jurisdictions; none of Worldline and the Managers assumes any liability in connection with the breach by any person of such restrictions.

This press release is an advertisement and not a prospectus within the meaning of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**").

This press release is not an offer to the public other than to qualified investors, an offer to subscribe or designed to solicit interest for purposes of an offer to the public other than to qualified investors in any jurisdiction, including France. The Bonds have been offered only by way of an offering in France and/or outside France (excluding the United States of America, Australia, Canada and Japan), solely to qualified investors as defined in article 2(e) of the Prospectus Regulation and in accordance with articles L. 411-1 and L. 411-2 of the French monetary and financial code (*Code monétaire et financier*). There will be no public offering in any country (including France) in connection with the Bonds, other than to qualified investors. This press release does not constitute a recommendation concerning the issue of the Bonds. The value of the Bonds and the shares of Worldline can decrease as well as increase. Potential investors should consult a professional adviser as to the suitability of the Bonds for the person concerned.

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Prohibition of sales to European Economic Area and United Kingdom retail investors

No action has been undertaken or will be undertaken to make available any Bonds to any retail investor in the European Economic Area and in the United Kingdom. For the purposes of this provision:

- (a) the expression "**retail investor**" means a person who is one (or more) of the following:
 - (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**"); or
 - (ii) a customer within the meaning of Directive (EU) 2016/97, as amended, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or
 - (iii) not a "**qualified investor**" as defined in the Prospectus Regulation; and
- (b) the expression "**offer**" includes the communication in any form and by any means of sufficient information on the terms of the offer and the Bonds to be offered so as to enable an investor to decide to purchase or subscribe the Bonds.

Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRIIPs Regulation**") for offering or selling the Bonds or otherwise making them available to retail investors in the European Economic Area or in the United Kingdom has been prepared and therefore offering or selling the Bonds or otherwise making them available to any retail investor in the European Economic Area or in the United Kingdom may be unlawful under the PRIIPS Regulation.

MIFID II product governance / French Retail investors, professional investors and ECPs only target market

Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Bonds has led to the conclusion that: (i) the target market for the Bonds is French retail investors, eligible counterparties and professional clients, each as defined in MiFID II; and (ii) all channels for distribution of the Bonds to French retail investors, eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Bonds (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Bonds (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels. For the avoidance of doubt, even if the target market includes French retail investors, the manufacturers have decided that the Bonds have been offered, as part of the initial offering, only to eligible counterparties and professional clients.

France

The Bonds have not been and will not be offered or sold or cause to be offered or sold, directly or indirectly, to the public in France other than to qualified investors. Any offer or sale of the Bonds and distribution of any offering material relating to the Bonds have been and will be made in France only to qualified investors, as defined in article 2(e) of the Prospectus Regulation, and in accordance with, Articles L.411-1 and L.411-2 of the French monetary and financial code (*Code monétaire et financier*).

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United Kingdom

This press release is addressed and directed only (i) to persons located outside the United Kingdom, (ii) to investment professionals as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "**Order**"), (iii) to high net worth companies, and other persons to whom it may lawfully be communicated, falling within by Article 49(2) (a) to (d) of the Order (the persons mentioned in paragraphs (i), (ii) and (iii) all deemed relevant persons (the "**Relevant Persons**")). The Bonds and, as the case may be, the Shares to be delivered upon exercise of the conversion rights (the "**Financial Instruments**"), are intended only for Relevant Persons and any invitation, offer or agreement related to the subscription, tender, or acquisition of the Financial Instruments may be addressed and/or concluded only with Relevant Persons. All persons other than Relevant Persons must abstain from using or relying on this document and all information contained therein.

This press release is not a prospectus which has been approved by the Financial Conduct Authority or any other United Kingdom regulatory authority for the purposes of Section 85 of the Financial Services and Markets Act 2000.

United States of America

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Australia, Canada and Japan

The Bonds may not and will not be offered, sold or purchased in Australia, Canada or Japan. The information contained in this press release does not constitute an offer of securities for sale in Australia, Canada or Japan.

The distribution of this press release in certain countries may constitute a breach of applicable law.