

## Closing of Worldline's friendly tender offer for Ingenico

**88.6% of Ingenico shares representing at least 83.2% of the voting rights<sup>1</sup> and  
99.6% of the OCEANEs tendered to the offer  
Reopening of the offer until November 4, 2020**

## New governance of Worldline and Ingenico

## Agreement entered into with SIX Group AG regarding its commitment to lock-up its shareholding in Worldline until June 30, 2021

**Bezons, October 28, 2020** - Following the very large success of Worldline's friendly tender offer for Ingenico shares and OCEANEs, Worldline announces that the settlement of the offer was completed today and that Worldline holds 56,474,416 Ingenico shares, representing 88.6% of the share capital and at least 83.2% of the voting rights, and 2,892,092 OCEANEs (i.e. 99.6% of the number of OCEANEs in circulation).

### Reopening of the offer

The reopened offer will allow Ingenico's shareholders and OCEANEs holders having not yet tendered their securities to the offer to do so under unchanged conditions, as summarized below, until November 4, 2020 (inclusive):

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

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

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

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

It is specified that the reduction rate that may result from the mix and match mechanism of the secondary branches for the Ingenico shares will only be applied to the Ingenico shares tendered during the reopening period of the offer without taking into account the shares tendered during the initial offer period for which the settlement-delivery will already have taken place.

The results of the reopening of the offer are expected to be published by the AMF on November 10, 2020.

<sup>1</sup> Based on a share capital of 63,713,047 shares representing a maximum of 67,878,793 voting rights as of September 30, 2020 (it being specified that Ingenico holds 1,284,299 treasury shares, representing 2.02% of its share capital, which are not taken into account in the calculation of the above-mentioned percentages of ownership).

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## **New governance**

Following the completion of the acquisition of control of Ingenico by Worldline, the composition of the Board of Directors of Worldline and its committees was modified at the Board meeting held today.

Pursuant to the combination agreement entered into on February 2, 2020 between Worldline and Ingenico, on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of Worldline was expected to vote on the appointment of Bernard Bourigeaud as Chairman of the Board of Directors and therefore the separation of the functions of Chief Executive Officer and Chairman of the Board of Directors. The Board having been informed by Bernard Bourigeaud that, for personal reasons, he would temporarily be unable to assume the duties of Chairman of the Board of Directors, the Board of Directors decided, in agreement with the Board of Directors of Ingenico, to defer the consideration of such dissociation until the personal constraints preventing Bernard Bourigeaud from assuming this position are resolved. If these constraints are not resolved by the end of the first quarter of 2021, the Board of Directors will re-examine the Company's governance structure in preparation for the 2021 Shareholders' Meeting.

As such, the Board of Directors has decided to maintain Gilles Grapinet as Chairman and Chief Executive Officer, considering that this form of governance would be the best way to take into account the unforeseen circumstances concerning Bernard Bourigeaud in the interest of Worldline, Ingenico and the combined group in order to successfully lead the integration and address the strategic challenges of the new combined group in the current context.

Ingenico directors prior to completion of the offer and appointed by the general meeting of Worldline held on June 9, 2020, subject to completion of the acquisition of control of Ingenico, have effectively become directors of Worldline, including Ms. Agnès Audier, Caroline Parot and Nazan Somer Özelgin and Messrs. Bernard Bourigeaud, Thierry Sommelet (designated by Bpifrance Participations) and Dr. Michael Stollarz (désigné by Deutscher Sparkassen Verlag GmbH ("DSV"), as well as Gilles Arditti, a former director at Worldline.

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Accordingly, the Board of Directors of Worldline is currently composed of 18 directors, one censor, and one representative of Worldline's Social and Economic Committee as follows :

- Gilles Grapinet, Chairman and Chief Executive Officer,
- Bernard Bourigeaud\*,
- Lorenz von Habsburg Lothringen, Giulia Fitzpatrick and Daniel Schmucki (designated by SIX Group AG),
- Thierry Sommelet (designated by Bpifrance Participations)\*,
- Dr. Michael Stollarz (designated by DSV),
- Georges Pauget, lead director\*,
- Agnès Audier\*,
- Mette Kamsvåg\*,
- Danielle Lagarde\*,
- Caroline Parot\*,
- Nazan Somer Özelgin\*,
- Susan M. Tolson\*,
- Aldo Cardoso\*,
- Luc Rémont\*,
- Gilles Arditti,
- Marie-Christine Lebert, director representing the employees,
- Jos Dijsselhof (censor, designated by SIX Group AG), and
- Julie Noir de Chazournes (attending the Board of Directors as a representative of Worldline's Social and Economic Committee).

It is recalled that the Worldline Annual General Meeting held on June 9, 2020 approved the amendments to the by-laws allowing the appointment of a second director representing the employees (46<sup>th</sup> resolution) which shall take place within six months of the general meeting of shareholders.

\* Independent director

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In order to take into account its expansion, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has modified the composition of its Committees, which now have the following members:

**Audit Committee:**

- Chairman: Aldo Cardoso\*
- Giulia Fitzpatrick
- Mette Kamsvåg\*
- Caroline Parot\*
- Daniel Schmucki
- Susan M. Tolson\*

**Nomination Committee:**

- Chairman: Lorenz von Habsburg Lothringen
- Vice-Chairman: Luc Rémont\*
- Danielle Lagarde\*
- Thierry Sommelet \*

**Remuneration Committee:**

- Chairman: Luc Rémont\*
- Vice-Chairman: Lorenz von Habsburg Lothringen
- Danielle Lagarde\*
- Marie-Christine Lebert (director representing the employees)
- Thierry Sommelet\*

**Strategy and Investment Committee:**

- Chairman: Daniel Schmucki
- Gilles Grapinet
- Gilles Arditti
- Bernard Bourigeaud\*
- Aldo Cardoso\*
- Lorenz von Habsburg Lothringen
- Mette Kamsvåg\*
- Thierry Sommelet\*

**Social and Environmental Responsibility Committee:**

- Chairwomen: Danielle Lagarde\*
- Gilles Grapinet
- Agnès Audier\*
- Giulia Fitzpatrick
- Marie-Christine Lebert (director representing the employees)

The composition of the Board's specialized committees complies with all the recommendations of the AFEP-Medef Corporate Governance Code for Listed Companies.

Worldline's Internal Rules of the Board were amended, in particular, to reflect such evolution and to raise the thresholds for delegations of authority to the Chief Executive Officer.

\* Independent director

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### **Completion of Ingenico pre-integration work enabling immediate implementation of the Day-one readiness program and the go-live of the new combined organization**

Thanks to this new governance fully in place, the Worldline's *Day-one readiness* proven methodology, and the full mobilization of teams on both sides on preliminary activities to prepare integration, the Group is now ready to operate as a single company as soon as November 2<sup>nd</sup>, enabling the timely implementation of the detailed integration and synergy plans.

In particular, the new organization is already in place, with notably:

- A re-design of the Merchant Services organizational blueprint; and
- The creation of a dedicated Global Business Line for Terminal Solutions & Services.

The plan to implementation the synergies is ready for starting immediately after closing, and the objective, presented on February 3<sup>rd</sup>, of delivering c. €250 million synergies is fully re-confirmed. As a reminder, the main synergy levers are:

- G&A cost optimizations;
- Convergence of technical platforms and solutions;
- Application of cost optimization best practices; and
- Cross-sell of products enabled by the new market-driven go-to-market organization.

### **Launch of the payment terminals business strategic review**

As already communicated on February 3<sup>rd</sup>, 2020, the Group is now launching the strategic review of its payment terminal business, now renamed as Terminal Solution & Services (TSS).

Indeed, in order to accelerate the transformation of this Global Business Line from a "Hardware + Service" to "Software-as-a-Service" business model, a review of the strategic alternatives available to TSS will be undertaken to secure the long term development perspectives for the business, in the best interest of its customers, employees and shareholders.

Worldline intends to have completed this strategic review in 2021.

### **Performance share plan for the employees and managers of the Ingenico group to replace the 2020 performance share plan set up by Ingenico**

Under the terms of the combination agreement, Worldline undertook to offer to the employees and managers of the Ingenico group a Worldline performance share plan to replace the performance share plan that Ingenico had planned to set up after its general shareholders' meeting in 2020, in the event of success of the offer, on the basis of the parity of the secondary exchange offer.

In accordance with this commitment, today's Board of Directors, on the recommendation of the Nomination and Remuneration Committee, adopted a Worldline performance share plan for beneficiaries of the 2020 Ingenico plan who have not left the Group before today. The performance conditions of this plan are aligned with those applicable to the 2020 performance share plan set up for the benefit of employees and managers of the Worldline Group. Beneficiaries of the Ingenico plan who have not left the Group before today have been granted a total number of 560,401 Worldline performance shares. The vesting period for Worldline performance shares is identical to the vesting period for the performance shares they replace, i.e. 3 years from the date of grant of the 2020 Ingenico plan.

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## New governance of Ingenico

Worldline has notified Ingenico of its wish to amend the composition of Ingenico's Board of Directors to reflect its membership of the Worldline group as of today, as contemplated under the terms of the combination agreement.

Therefore, as a result of the decisions adopted today by the Board of Directors of Ingenico, on the favorable recommendation of the Nomination, Remuneration and Governance Committee, Ingenico's Board of Directors is now composed as follows, in accordance with the recommendations of the AFEF-Medef Code, to which Ingenico refers:

- Gilles Grapinet, Chairman
- Eric Heurtaux
- Claude France
- Sophie Stabile\*, and
- Jean-François Rambicur\*.

Marc-Henri Desportes has been appointed Chief Executive Officer of Ingenico.

The details of Ingenico's new governance structure are made public by Ingenico today.

## SIX Group AG's lock-up commitment

Confirming its commitment announced at the time of the combination agreement, SIX Group AG today entered into an agreement with Worldline to lock-up its shareholding in Worldline until June 30, 2021.

This commitment is subject to exceptions in the event of an intra-group transfer (subject to the assumption of the commitment by the transferee entity) and in the event of an issue of exchangeable bonds intended to finance a publicly announced acquisition project, in accordance with market practices in terms of premium and maturity, and up to a maximum principal amount not exceeding 750 million euros.

## Availability of documents relating to the offer

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

\* Independent director

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## About Worldline

Worldline [Euronext: WLN] is the European leader in the payments and transactional services industry and #4 player worldwide. With its global reach and its commitment to innovation, Worldline is the technology partner of choice for merchants, banks and third party acquirers as well as public transport operators, government agencies and industrial companies in all sectors. Powered by over 20,000 employees in more than 50 countries, Worldline provides its clients with sustainable, trusted and secure solutions across the payment value chain, fostering their business growth wherever they are. Services offered by Worldline in the areas of Merchant Services, Terminal Services & Solutions, Financial Services and Mobility & e-Transactional Services include domestic and cross-border commercial acquiring, both in-store and online, highly-secure payment transaction processing, a broad portfolio of payment terminals as well as e-ticketing and digital services in the industrial environment. In 2019 Worldline generated a pro forma revenue of 5.3 billion euros in 2019. [worldline.com](http://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 supports social transformation.

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This document may contain 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 and its Amendment filed with the AMF on August 6, 2020 under the filing number: D.20-0411-A01.

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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 document and response document, as approved by the AMF on July 28, 2020 under visa no. 20-370 and visa no. 20-371 respectively, as well as documents relating to the other information of each company, which are available on the AMF website ([www.amf-france.org](http://www.amf-france.org)) and the website of Worldline ([www.worldline.com](http://www.worldline.com)) or the website of Ingenico ([www.ingenico.com](http://www.ingenico.com)).

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