

## Implementation of the squeeze out with respect to the Ingenico shares and OCEANEs following the Worldline's friendly tender offer

### Bezons and Paris, November 13, 2020

In accordance with the notice published today by the Autorité des marchés financiers (AMF), Worldline will implement on November 19, 2020 a squeeze-out with respect to all Ingenico shares which have not been tendered to the tender offer<sup>1</sup>, i.e., 2,576,195 Ingenico shares representing 4.04% of the share capital and at most 4.93% of the voting rights<sup>2</sup> of Ingenico and of all the Ingenico OCEANEs that were not tendered to the tender offer, i.e. 10,449 Ingenico OCEANEs, representing 0.36% of the number of outstanding OCEANEs.

It is specified that the number of Ingenico shares likely to be created as a result of the conversion of the Ingenico OCEANEs not presented in the Offer added to the number of shares not presented in the Offer represent 3.88%<sup>3</sup> of the sum of the existing and likely to be created equity securities in connection with the OCEANEs.

The compensation to be paid in connection with the squeeze-out will be equal to the price of the secondary cash offer for the shares (i.e., 123.10 euros per Ingenico share) and to the price of the cash offer for the OCEANEs (i.e. 179 euros per OCEANE).

The Ingenico shares and OCEANEs will be delisted from Euronext in Paris on November 19, 2020, the date on which the squeeze-out will be implemented.

<sup>1</sup> With the exception of the 1,284,222 Ingenico treasury shares and the 16,938 Ingenico free shares granted under the 2017 plans covered by the liquidity mechanism.

<sup>2</sup> Based on a share capital of 63,713,047 shares representing at least 64,305,068 voting rights of Ingenico as of October 31, 2020 as published by Ingenico on November 4, 2020 (it being specified that the treasury shares and the **free shares abovementioned**, representing 2.05% of the Ingenico share capital, are taken into account in the calculation of the percentages of ownership).

<sup>3</sup> Based on a conversion or exchange ratio of 1.009 new or existing shares for one OCEANE, applicable as from the date following the 5 business days after the last day on which the Ingenico shares could be tendered to the reopened Offer (subject to additional adjustments provided for in the terms and conditions of the OCEANEs).

## Technical modalities of the squeeze-out

Once Euroclear France has closed the affiliates' accounts, the custody account-keeping institutions will request Caceis Corporate Trust, to make payment of the compensation for the shares registered in their books which have not been tendered to the tender offer, and will credit the accounts of the Ingenico security holders with the compensation due. Caceis Corporate Trust has been appointed by Worldline to act as the custody account-keeper to centralize completion of the transactions in connection with the squeeze-out.

The funds corresponding to the compensation not requested by the custody account-keeping institutions on behalf of the beneficiaries will be kept by Caceis Corporate Trust for a period of ten years after the squeeze-out and will be transferred to the Caisse des Dépôts et Consignations following the expiry of such period. Such funds may be claimed at any time by their respective beneficiaries, subject to a thirty-year statute of limitations, after which the funds will become the property of the French State.

## 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.

## Worldline contact

### Investor Relations

David Pierre-Kahn  
+33 6 28 51 45 96

[david.pierre-kahn@worldline.com](mailto:david.pierre-kahn@worldline.com)

### Communication

Sandrine van der Ghinst  
+32 499 585 380

[sandrine.vanderghinst@worldline.com](mailto:sandrine.vanderghinst@worldline.com)

### Press

Anne-Sophie Gentil

[asgentil@kairosconsulting.fr](mailto:asgentil@kairosconsulting.fr)

## Ingenico contact

### Investor Relations

Laurent Marie  
+33 7 84 50 18 90

[laurent.marie@ingenico.com](mailto:laurent.marie@ingenico.com)

### Press

Hélène Carlander  
+33 (0)7 72 25 96 04

[helene.carlander@ingenico.com](mailto:helene.carlander@ingenico.com)

## About Worldline

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

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

## About Ingenico

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