



Corporate Governance and Capital

Evolution of capital and stock performance

D.3.4.4 Current authorizations to issue shares and other securities

The following authorizations to modify the share capital and to issue shares and other securities were in force in 2022:

Financial authorizations in force in 2022 and use by the Board of Directors in 2022

Nature of the delegations of authority and authorizations granted to the Board by the General Meeting	Maximum authorization amount (in euros)	Grant date of the authorization	Authorization expiration date	Duration	Use in 2022	Comments
Capital increase through an issue of shares and/or other securities giving access to the Company's share capital – Ingenico offer						
Authorization to decide to issue shares without preferential subscription rights (PSR), in the context of a public offer with an exchange component initiated by the Company for Ingenico shares	72,500,000	June 9, 2020 (32 nd resolution)	August 9, 2022	26 months	-	-
Authorization to decide the issue of shares, without preferential subscription rights, reserved for beneficiaries of free shares granted by Ingenico Group SA and holders of Ingenico Group SA shares through a company savings plan and/or a group savings plan or through a company mutual fund	650,000	June 9, 2022 (34 th resolution)	December 9, 2023	18 months	June 24, 2022 (€ 150,610.48) ⁶ July 28, 2022 (€ 8,893.04) ⁶ August 11, 2022 (€ 45,077.88) ⁶ August 25, 2022 (€ 11,642.96) ⁶ September 22, 2022 (€ 556.24) ⁶ September 26, 2022 (€ 60,046.04) ⁶ November 9, 2022 (€ 17,592.96) ⁶	May be used during a public offering
Capital increase through an issue of shares and/or other securities giving access to the Company's share capital						
Share capital increase with PSR	50% of the share capital* ²	June 9, 2022 (28 th resolution)	August 9, 2024	26 months	-	May not be used during a public offering
Share capital increase without PSR through public offerings or through public exchange offerings	10% of the share capital* ^{1,2}	June 9, 2022 (29 th resolution)	August 9, 2024	26 months	-	May not be used during a public offering
Share capital increase without PSR through public offerings mentioned in article L. 411-2 1° of the French Monetary and Financial Code	10% of the share capital* per 12-month period ^{1,2}	June 9, 2022 (30 th resolution)	August 9, 2024	26 months	-	May not be used during a public offering
Increase in the number of securities in case of share capital increase with or without PSR	15% of the initial issue ³	June 9, 2022 (31 st resolution)	August 9, 2024	26 months	-	May not be used during a public offering
Share capital increase through incorporation of premiums, reserves, benefits or other	500 million	June 9, 2022 (33 th resolution)	August 9, 2024	26 months	July 24, 2022 (€ 206,575.16) ⁷	-
Authorization to issue shares or securities giving access to the capital without PSR as consideration for contributions in kind of equity securities or securities giving access to the capital	10% of the share capital* ¹	June 9, 2022 (32 nd resolution)	August 9, 2024	26 months	-	May not be used during a public offering

**Financial authorizations in force in 2022
and use by the Board of Directors in 2022**

Nature of the delegations of authority and authorizations granted to the Board by the General Meeting	Maximum authorization amount (in euros)	Grant date of the authorization	Authorization expiration date	Duration	Use in 2022	Comments
Share buyback program						
Authorization to the Board of Directors for the purpose of purchasing, holding or transferring shares of the Company	10% of the share capital Maximum purchase price per share: € 74	June 9, 2022 (26 th resolution)	December 9, 2023	18 months	-	May not be used during a public offering
Capital reduction through the cancellation of treasury shares	10% of the share capital per 24-months periods	June 9, 2022 (27 th resolution)	August 9, 2024	26 months	-	-
Operations reserved for employees and Company Officers						
Capital increase reserved to employees and executive officers of the Group	2.5% of the share capital* 4	June 9, 2022 (35 th resolution)	August 9, 2024	26 months	-	-
Capital increase with the cancelation of the PSR to the benefit of members of a company or group savings plan as employees and/or executive officers of the Company and its affiliated companies	2.5% of the share capital*4	June 9, 2022 (36 th resolution)	December 9, 2023	18 months	-	-
Authorization to allot performance shares to the employees and executive officers of Ingenico	0.43% of the share capital(**)	June 9, 2020 (35 th resolution)	December 28, 2022	26 months	-	-
Authorization to grant stock options to employees and senior officers	2% of the share capital* (with an exceptional cap of 0.6% of the share capital in case of simultaneous or successive used and a sub-cap of 0.027% of the share capital for the executive corporate officers ⁵)	June 9, 2022 (37 th resolution)	August 9, 2024	26 months	June 9, 2022	-
Authorization to allot free shares to employees and Company Officers	0.70% of the share capital* (with a sub-cap of 0.027% of the share capital* for the executive corporate officers) ⁵	June 9, 2022 (38 th resolution)	June 9, 2025	38 months	June 9, 2022	-

* Share capital as at the AGM of June 9, 2022.

- 1 Global cap for share capital increases carried out without PSR under the 29th, 30th, 31st and 32nd resolutions of the AGM of June 9, 2022. Any share capital increase carried out pursuant to these resolutions shall be deducted from this aggregate cap of 10% of the share capital as at June 9, 2022 and the aggregate amount of 50% provided by the 28th resolution of the AGM of June 9, 2022.
- 2 Global cap for share capital increases carried out with or without PSR under the 28th, 29th, 30th, 31st and 32nd resolutions of the AGM of June 9, 2022. Any share capital increase carried out pursuant to these resolutions shall be deducted from this aggregate cap of 50%. The maximum nominal amount of the debt securities or other securities giving access to the share capital of the Company carried out under the 28th, 29th and 30th resolutions shall not exceed € 1.5 billion or counter value of this amount in the event of an issue in another currency.
- 3 The nominal amount of the capital increases pursuant to the 31st resolution shall be deducted from (i) the cap of the resolution pursuant to which the initial issuance was decided, (ii) the aggregate cap set by the 28th resolution of the AGM of June 9, 2022, and (iii) in case of share capital increase without preferential subscription right, the amount of the sub-cap mentioned in the 29th resolution of the AGM of June 9, 2022.
- 4 Common cap for the capital increases carried out under the 35th and 36th resolutions adopted by the AGM of June 9, 2022.
- 5 The total number of allocations of stock options pursuant to the 37th resolution and the allocations of free shares carried out under the 38th resolution of the AGM of June 9, 2022 shall not together exceed 0.60% of the share capital at the date of the AGM of June 9, 2022.
- 6 Capital increases carried out under the liquidity contracts concluded to the benefit of the beneficiaries of performance shares plans (please refer to section B.6.2.4 – Note 8 of this 2022 Universal Registration Document).
- 7 Use in the context of the performance share plans which acquisition period expired in 2022, or for the anticipated vesting of the performance shares under particular circumstances (death, invalidity), and for the capital increase reserved to the employees (Boost 2020) as part of the employer matching contribution (please refer to section B.6.2.4 – Note 8 of this 2022 Universal Registration Document).

