

This press release does not constitute an offer to acquire securities

PRESS RELEASE DATED JULY 28, 2020

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:

ingenico
GROUP

initiated by:

Worldline

presented by:



BNP PARIBAS

Presenting Bank and Guarantor



NATIXIS
BEYOND BANKING

Presenting Bank

Morgan Stanley

Presenting Bank



**SOCIETE
GENERALE**

Presenting Bank

AVAILABILITY OF THE OFFER DOCUMENT PREPARED BY WORLDLINE

TERMS OF THE OFFER

THE OFFER FOR THE SHARES OF INGENICO IS COMPOSED OF:

Primary mixed offer: €160.50 and 11 Worldline shares for 7 Ingenico shares

Secondary exchange offer: 56 Worldline shares for 29 Ingenico shares

Secondary cash offer: €123.10 per Ingenico share

THE OFFER FOR THE OCEANES OF INGENICO IS COMPOSED OF:

Mixed offer: €998 and 4 Worldline shares for 7 Ingenico OCEANES

Cash offer: €179 per Ingenico OCEANE

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



This press release was prepared by Worldline and made available to the public pursuant to Articles 231-27 1° and 2° of the General Regulation of the *Autorité des Marchés Financiers* (the “AMF”).

IMPORTANT NOTICE

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

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

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

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

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

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Pursuant to Article L. 621-8 of the French Monetary and Financial Code and Article 231-23 of the AMF General Regulation, the AMF has, pursuant to its clearance decision regarding the public offer for Ingenico Group's shares and OCEANEs dated July 28, 2020, granted visa no. 20-370 dated July 28, 2020 to the offer document prepared by Worldline.

Information relating in particular to the legal, financial and accounting characteristics of Worldline supplements the offer document prepared by Worldline. Such information will be made available to the public no later than the day preceding the opening of the tender offer. A press release will be issued to inform the public of the manner in which the information will be made available.

Worldline's offer document is available on the website of the AMF (www.amf-france.org) and the website of Worldline (www.worldline.com) and may be obtained free of charge from:

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75008 Paris

Natixis
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73013 Paris

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