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**THIS NOTICE IS IMPORTANT AND REQUIRES THE IMMEDIATE ATTENTION OF BONDHOLDERS. IF BONDHOLDERS ARE IN ANY DOUBT AS TO THE ACTION THEY SHOULD TAKE, THEY SHOULD IMMEDIATELY CONSULT THEIR OWN FINANCIAL, LEGAL, ACCOUNTING OR TAX ADVISERS.**

3 May 2021



**INGENICO GROUP**

*A société anonyme* established under the laws of France  
having a share capital of €63,713,047  
with its registered office at 28/32, boulevard de Grenelle, 75015 Paris, France  
317 218 758 R.C.S. Paris  
**(Ingenico)**

**NOTICE OF MEETING OF THE HOLDERS OF THE FOLLOWING BONDS**

€600,000,000 1.625 per cent. Bonds due 13 September 2024 issued on 13 September 2017  
ISIN: FR0013281946 – Common Code: 168184948  
(the **Bonds**)

issued by Ingenico

**NOTICE IS HEREBY GIVEN** (the **Notice of Meeting**) that, pursuant to Condition 10(d) of the terms and conditions of the Bonds as included in the Prospectus dated 11 September 2017 (the **Terms and Conditions**), the *Directeur Général* of Ingenico has decided to convene the holders of the Bonds (each a **Bondholder**, and together the **Bondholders**) to general meetings (each a **General Meeting**, and together, the **General Meetings**) at 80, quai Voltaire – 95870 Bezons, France on 20 May 2021, at 6:00 p.m. (Paris time) on first convocation and, if no quorum is reached, on 31 May 2021 on second convocation, at 6:00 p.m. (Paris time).

Unless the context otherwise requires, capitalised terms used in this Notice of Meeting shall have the same meaning ascribed to them in the Terms and Conditions.

The *Directeur Général* of Ingenico has convened the General Meetings in order to deliberate on the following agenda and, if thought fit, approve the following proposed resolutions (each a **Resolution**, and together the **Resolutions**):

### WARNING

In light of the ongoing developments in relation to Coronavirus (Covid 19) and in accordance with the provisions of Decree No. 2021-255 of 9 March 2021 extending the period of application of order no. 2020-321 of 25 March 2020 adapting the rules of meetings and deliberations meetings and governing bodies of legal entities due to the Covid-19 epidemic, and given the administrative measures limiting collective gatherings for health reasons, each of the General Meetings will be held in closed session (*à huis clos*), at the Worldline' head office, 80, quai Voltaire – 95870 Bezons, France, without the physical presence of the holders of the Bonds.

Under these conditions, the Bondholders are invited to participate to the General Meeting by proxy to the Chairman or by correspondence.

For the perfect information of the Bondholders, each General Meeting will be retransmitted by telephone conference call, the access number of which will be communicated to any Bondholders who so requests to the Centralising Agent and subject to the transmission by the Bondholders to the Centralising Agent via his account holder of a book entry statement substantiating the registration of such Bondholders on the books kept by the account holder on the Record Date (as defined in the section “Evidence of book-entries” below).

### AGENDA

- Approval of the Issuer Substitution (as defined below) and amendments of the Terms and Conditions;
- Deposit of the attendance sheet, the powers of represented Bondholders set out in the Participation Form (as defined in the Notice of Meeting) and the minutes of the General Meetings; and
- Delegation of authority given to the representative of the *Masse* to complete all formalities.

### BACKGROUND

Following the acquisition of Ingenico by Worldline (a French *société anonyme*, whose registered office is located at River Ouest, 80, quai Voltaire, 95870 Bezons, France registered under number 378 901 946 R.C.S. Pontoise) (**Worldline**), it has been decided to regroup the Group's main third party indebtedness at the level of Worldline and to separate its operational activities from its holding activities (**Group's Alignment**), which would consist in (i) the transfer from Ingenico to Worldline of all of the rights and obligations of Ingenico, as issuer, under the issuance contract with respect to the outstanding Bonds (the **Issuer Substitution**) and (ii) a Contemplated Partial Asset Contribution (as defined below) from Worldline to Worldline France (a French *société par actions simplifiée* having its registered office located at River Ouest, 80, quai Voltaire, 95870 Bezons, France, and registered under number 509 750 105 R.C.S. Pontoise) (**Worldline France**).

In order to notably centralise the group's debt at the level of Worldline, Ingenico and Worldline entered into a transfer agreement providing for the terms and conditions of the Issuer Substitution (**Transfer Agreement**). One of the conditions precedent under this Transfer Agreement is that the General Meeting of the holders of the Bonds approves the Issuer Substitution and amendments of the Terms and Conditions.

Worldline is the holding company of a wide international group. As such, the proposed substitution would allow the Bondholders to benefit from a large asset base. In addition, Worldline's shares are listed on Euronext Paris. In terms of credit profile, Worldline is rated BBB by Standard & Poor's. The Bondholders would benefit from the integration of the Bonds into Worldline's credit curve. The Bonds may also possibly become eligible to the European Central Bank asset purchase programmes.

In the context of the Group's Alignment, it is contemplated that Worldline would transfer part of its assets related to its operational and commercial activities and the associated support functions to Worldline France through a partial contribution of assets subject to the legal regime for spin-offs (*apport partiel d'actifs soumis au régime des scissions*) (the **Contemplated Partial Asset Contribution**), in accordance with Article L. 236-22 of the French *Code de commerce*. In consideration of this Contemplated Partial Asset Contribution, Worldline would receive shares of Worldline France. The impact of the Contemplated Partial Asset Contribution should be neutral for the Bondholders as Worldline France would still remain a subsidiary of Worldline.

On 9 April 2021, the partial asset contribution agreement was entered into between Worldline and Worldline France (the **Asset Contribution Agreement**), which sets out the terms and conditions of the Contemplated Partial Asset Contribution.

In order to proceed to the contemplated Group's Alignment, the Terms and Conditions need to be amended, which is why the consent of the holders of the Bonds would be required. In this context, Ingenico authorised Natixis, acting as consent solicitation agent (the **Consent Solicitation Agent**) to act on its behalf in connection with the solicitation of the holders of the Bonds and to disseminate the relevant documents to the holders of Bonds, including the consent solicitation memorandum dated 3 May 2021 (the **Consent Solicitation Memorandum**), which provides for more information on the consent solicitation to the holders of the Bonds.

Additional details on the Issuer Substitution and the Contemplated Partial Asset Contribution are provided in the documents described in section "Documents available for inspection" below.

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**THE TEXT OF THE PROPOSED RESOLUTIONS** is as follows:

***First resolution – Approval of the Issuer Substitution and amendments of the Terms and Conditions***

Following the acquisition of Ingenico by Worldline (a French *société anonyme*, whose registered office is located at River Ouest, 80, quai Voltaire, 95870 Bezons, France, registered under number 378 901 946 R.C.S. Pontoise) (**Worldline**), Ingenico is contemplating to transfer to Worldline all of its rights and obligations under the issuance contract with respect to the outstanding Bonds (the **Issuer Substitution**).

The terms and conditions of the Issuer Substitution are described in the transfer agreement (the **Transfer Agreement**).

In addition, Worldline is also contemplating to carry out a partial asset contribution governed by the legal regime for spin-offs (*apport partiel d'actifs soumis au régime des scissions*) whereby Worldline would be contributing assets constituting its operational and commercial

activities and the associated support functions which constitute an autonomous branch, to its subsidiary Worldline France (a French *société par actions simplifiée* having its registered office located at River Ouest, 80, quai Voltaire, 95870 Bezons, France, and registered under number 509 750 105 R.C.S Pontoise) (**Worldline France**), in consideration for shares issued by Worldline France through a capital increase (the **Contemplated Partial Asset Contribution**).

The terms and conditions of the Contemplated Partial Asset Contribution are described in the partial asset contribution agreement entered into on 9 April 2021 (the **Asset Contribution Agreement**).

In order to avoid to reconvene a general meeting of holders of the Bonds by Worldline following the Issuer Substitution to authorise the Contemplated Asset Contribution in accordance with the provisions of article L. 228-65, I, 3° of the French *Code de commerce*, the Terms and Conditions should be amended to provide that the general meeting of holders of the Bonds should not be convened in case of a group reorganisation of the issuer.

To take into account the Issuer Substitution and the Contemplated Partial Asset Contribution, the amendments to the Terms and Conditions (the **Amended Terms and Conditions**) will be attached to the Transfer Agreement and would notably consist in:

- (i) replacing all references to “Ingenico Group” by references to “Worldline”;
- (ii) adding the references to “Article L.228-65 I-1° only in respect of the change of the form of the Issuer into a *société européenne*” after “Article L.228-59” and “Article L.228-65 I-3° (in accordance with Condition 10(i) below)” after “Article L. 228-65 I-2°” in the list of exceptions (“with the exception of”) in the second paragraph of Condition 10 of the Terms and Conditions;
- (iii) adding the new sub-paragraph (i) to Condition 10 (*Representation of the Bondholders*) of the Terms and Conditions:
  - “(i) Exclusion of certain provisions of the French *Code de commerce*  
  
Merger (*fusion*) or a spin-off (*scission*) involving entities within the current Group perimeter and relating to an intra-group reorganisation will not require prior approval by the General Meeting of the Bondholders. Consequently, the provisions of Article L.228-65 I-3° of the French *Code de commerce* and the related provisions of the French *Code de commerce* shall not apply to the Bonds in relation to a merger (*fusion*) or spin-off (*scission*) of the Issuer in the context of such intra-group reorganisation.”;
- (iv) replacing Condition 8(e) (*Events of Default*) of the Terms and Conditions with the following provision:
  - “(e) if the Issuer ceases to carry on all or substantially all of its business, except if it results from the transfer by the Issuer of all or part of its activity to any of its subsidiaries ; or”;
- (v) aligning the terms of Condition 3 (*Negative Pledge*) and the definitions related thereto of the Terms and Conditions to the terms of Condition 4 (*Negative Pledge*) and the definitions related thereto of the terms and conditions of Worldline’s EMTN programme.

Having taken formal note of the Transfer Agreement and the Amended Terms and Conditions attached thereto, the Asset Contribution Agreement and the Consent Solicitation Memorandum, the General Meeting deliberating pursuant to article L. 228-65, I of the French *Code de commerce* and deciding in accordance with the applicable quorum and majority rule:

- acknowledges that the Transfer Agreement transfers to Worldline all of Ingenico’s rights and obligations under the issuance contract with respect to the outstanding Bonds;
- unconditionally approves, in accordance with Article 1216 of the French *Code civil*, the assignment by Ingenico of its capacity as party to the issuance contract with respect to the outstanding Bonds to Worldline; and
- decides to approve the Issuer Substitution and the Amended Terms and Conditions.

***Second resolution – Deposit of the attendance sheet, powers of the represented Bondholders and minutes of the General Meetings***

The General Meeting decides, in accordance with article R. 228-74 paragraph 1 of the French *Code de commerce* that the attendance sheet, the powers of the represented Bondholders set out in the Participation Form and the minutes of the present General Meeting will be deposited at the registered office of Ingenico.

***Third resolution – Delegation of authority given to the Representative to complete all formalities***

The General Meeting grants, in light of the foregoing, all powers to the representative of the *Masse* (the **Representative**), to make all communications and perform any legal or administrative formalities, including the publication of these Resolutions in accordance with the Terms and Conditions.

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***Date and publication***

This Notice of Meeting is issued on 3 May 2021 by Ingenico and is published in accordance with the Terms and Conditions.

***Indicative timetable***

Please note the following important dates relating to the General Meetings:

Capitalised terms in this table are defined further below.

<b>Times and Dates</b>	<b>Events</b>
3 May 2021	Convocation of the First General Meeting
17 May 2021 at 11:59 p.m. (Paris time)	Deadline for sending Participation Form in view of the First General Meeting

<b>Times and Dates</b>	<b>Events</b>
18 May 2021 at zero hour (0:00) (Paris time)	Deadline to have the right to participate in the First General Meeting as evidenced by the book-entries
20 May 2021, 6:00 p.m. (Paris time)	First General Meeting for the Bonds
20 May 2021	Announcement and publication of results (if quorate)
21 May 2021	If no quorum is met at the meeting held on first convocation, convocation of the Second General Meeting
27 May 2021 at zero hour (0:00) (Paris time)	Deadline to have the right to participate in the Second General Meeting as evidenced by the book-entries
28 May 2021 11:59 p.m. (Paris time)	Deadline for sending Participation Form in view of the Second General Meeting
31 May 2021, 6:00 p.m. (Paris time)	Second General Meeting for the Bonds
31 May 2021	Announcement and publication of results of the Second General Meeting

If the first General Meeting of the Bondholders (the **First General Meeting**) is not quorate, such General Meeting will be adjourned to a second General Meeting (the **Second General Meeting**).

***Documents available for inspection***

In accordance with Condition 10(f) of the Terms and Conditions and articles L. 228-69 and R. 228-76 of the French *Code de commerce*, each Bondholder or, as the case may be, its representative, has the right, as from the date hereof and during the fifteen (15) day period preceding the First General Meeting or the Second General Meeting, as the case may be, to obtain, consult or make a copy of the text of the Resolutions which will be proposed and of the report and other documents which will be presented at the General Meetings.

The following report and documents (together, the **Documents**) are available as from the date of this Notice of Meeting for consultation, copy or upon request by filling out the information request form attached to this Notice of Meeting (the **Information Request Form**):

- this Notice of Meeting, including the Information Request Form, the Participation Form and the Form of Book Entry Statement (as defined below);
- the proposed Resolutions (the text of which is reproduced on pages 3 - 5 of this Notice of Meeting);
- the Transfer Agreement, which includes as annex the Amended Terms and Conditions;

- the Asset Contribution Agreement; and
- the Consent Solicitation Memorandum, which includes the letter from the Chief Executive Officer of Ingenico to the Bondholders.

Copies of the Documents can be obtained from, and will be made available for inspection by the Bondholders at offices of, the following persons, whose contact details appear on the last page of this Notice of Meeting:

- Ingenico;
- Société Générale Securities Services, acting as paying agent of the Bonds (the **Paying Agent**);
- Société Générale Securities Services, acting as centralising agent (the **Centralising Agent**); and
- Natixis, acting as Consent Solicitation Agent.

*Ingenico confirms that it has authorised the Consent Solicitation Agent (i) to act on its behalf in connection with the Bondholders' solicitation, and (ii) to use and/or disseminate the relevant materials in connection with the Bondholders' solicitation, including the Consent Solicitation Memorandum. .*

*If any Bondholder has any question, they should feel free to contact, including by phone, the Centralising Agent for matters regarding the submission of Participation Form and associated documents, or the Consent Solicitation Agent for questions on the Consent Solicitation itself.*

### **General**

The relevant provisions governing the convening and holding of the General Meetings are set out in the Terms and Conditions.

Bondholders should pay particular attention to the requirements in respect of a quorum for the General Meetings and any adjourned General Meetings (if applicable), which are described below.

**In light of the current Covid-19 pandemic, the General Meetings will exceptionally be held in closed sessions (*à huis clos*) and not physically. Bondholders are strongly urged to participate by taking the steps referred to below as soon as possible in order to vote by proxy to the Chairman or by correspondence at the General Meetings.**

### ***Details of voting procedures***

#### ***Voting right***

Subject to providing an evidence of book entries in accordance with paragraph entitled “*Evidence of book-entries*” below, each Bondholder has one (1) vote per Bond, it being

specified that any Bondholder having more than one (1) vote is not obliged to vote the same way for each of such votes.

#### *Voting procedures*

Each Bondholder, regardless of the number of Bonds held by it, has the right to participate in the General Meetings by proxy to the Chairman or by correspondence, in accordance with applicable laws and regulations.

**In light of the ongoing developments in relation to Coronavirus (Covid-19), the General Meetings will be held in closed session (*à huis clos*) without the physical presence of the Bondholders.**

If a Bondholder wishes to vote on the Resolutions and the Bonds it owns are held by a financial intermediary such as a broker, dealer, commercial bank, trustee, custodian or other nominee, such Bondholder should contact such financial intermediary and instruct it to vote in respect of its Bonds on his/its behalf pursuant to the procedures of that custodian.

The Bondholder may:

- (a) vote by correspondence: in that case, the Bondholder shall complete the paragraph 2(a) of the Participation Form; or
- (b) give a proxy to the Chairman (as defined below) of the meeting: in this case, the Bondholder shall complete paragraph 2(b) of the Participation Form without indicating the name of the representative.

Participation Form will only be taken into account for the calculation of the quorum and for the votes, if such forms: (i) are duly completed and signed, (ii) attach a form of book entry statement substantially in accordance with the model form attached or in the form usually used by the account holder (a **Form of Book Entry Statement**) duly completed and signed by the relevant account holder (a **Valid Book Entry Statement**), and (iii) are returned by the Bondholder via their account holder and received by the Centralising Agent no later than 17 May 2021 at 11:59 PM (Paris time) on first convocation or no later than 28 May 2021 at 11:59 PM (Paris time) on second convocation, such forms being a **Valid Participation Form** if the above listed conditions are met.

Information Request Form, Participation Form and Form of Book Entry Statement are attached to this Notice of Meeting. These forms are available upon request from the Centralising Agent (contact details below). The Bondholders must send the Participation Form fully completed and signed to the account holder, who shall send it with a Valid Book Entry Statement to the Centralising Agent by mail or email.

Valid Participation Form will be valid for the Second General Meeting convened with the same agenda, subject as set out in paragraph entitled "*Evidence of book-entries*" below.

**In light of the ongoing developments in relation to Coronavirus (Covid 19) and in accordance with the provisions of Decree No. 2021-255 of 9 March 2021 extending the period of application of order no. 2020-321 of 25 March 2020 adapting the rules of meetings and deliberations meetings and governing bodies of legal entities due to the Covid-19 epidemic, and given the administrative measures limiting collective gatherings for health reasons, each of the General Meetings will be held in closed session (*à huis clos*) and will be held without the physical presence of the holders of the Bonds. For the perfect**

**information of the Bondholders, each General Meeting will be retransmitted by telephone conference call, the access number of which will be communicated to any Bondholders who so requests to the Centralising Agent and subject to the transmission by the Bondholders to the Centralising Agent via his account holder of a book entry statement substantiating the registration of such Bondholders on the books kept by the account holder on the Record Date (as defined in the section “Evidence of book-entries” below).**

#### *Evidence of book-entries*

In accordance with article R. 228-71 of the French *Code de commerce* and the Terms and Conditions of the Bonds, the rights of each Bondholder to participate in the General Meetings will be evidenced by the entries in the books of the relevant account holder of the name of such Bondholder **on the second (2nd) business day in Paris preceding the date set for the relevant General Meeting at zero hour (0:00) (Paris time)** (the “**Record Date**”).

In accordance with article R. 228-71 of the French *Code de commerce*, a Bondholder having already sent a Participation Form will have the right to sell all or part of its Bonds. It is however specified that if such sale is made before the Record Date, the relevant account holder shall inform the Centralising Agent of such sale and Ingenico shall nullify or modify accordingly such vote as may have been exercised in the Participation Form of such Bondholder.

#### *Chairman of the General Meeting*

The chairman of each General Meeting (the **Chairman**) shall be the Representative in respect of the Bonds, i.e. Massquote S.A.S.U., as designated in the Terms and Conditions of the Bonds.

However, the Bondholders may elect another representative of the *Masse* in the conditions set out in the French *Code de commerce* and the Terms and Conditions of the Bonds to act as a Chairman of the General Meeting.

#### *Required quorum*

The quorum at the First General Meeting is one (1) or more Bondholder(s) represented holding at least one-fifth (1/5) of the principal amount of the Bonds outstanding.

If the required quorum has not been achieved at the First General Meeting, a Second General Meeting will be held on 31 May 2021 at 6:00 p.m. (Paris time).

At the Second General Meeting, no quorum shall be required.

Valid Participation Form will be valid for both the First General Meeting and the Second General Meeting convened on the same agenda, subject to the provision of paragraph entitled "Evidence of book-entries" above.

#### *Required majority*

Any Resolution will be taken with a majority of two thirds (2/3) of votes cast by the Bondholders represented at the General Meetings. If passed, the Resolutions will be binding on all the Bondholders, whether or not present or represented at the relevant General Meeting.

### *Expenses*

In accordance with the Condition 10(g) of the Terms and Conditions, Ingenico will pay all reasonable expenses relating to convening and holding the General Meetings and, more generally, all administrative expenses resolved upon by the General Meetings. No expenses may be imputed against interest payable on the Bonds.

### *Attachments*

- Information Request Form
- Participation Form
- Form of Book Entry Statement

**INGENICO GROUP**

A *société anonyme* established under the laws of France  
with its registered office at 28/32, boulevard de Grenelle, 75015 Paris, France  
317 218 758 R.C.S. Paris

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**INFORMATION REQUEST FORM**

**GENERAL MEETING ON 20 MAY 2021 AT 6:00 p.m. (Paris time)  
AT 80, QUAI VOLTAIRE – 95870 BEZONS, FRANCE  
OF THE HOLDERS OF  
EUR 600,000,000 1.625 PER CENT. NOTES DUE 13 SEPTEMBER 2024 ISSUED ON  
13 SEPTEMBER 2017  
(ISIN: FR0013281946 – COMMON CODE: 168184948)  
(the Bonds)**

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**Form to be sent to:**

Société Générale Securities Services  
32, rue du Champs de Tir  
44312 Nantes Cedex 13  
France  
Attention: Elisabeth Bulteau  
Email: [agobligataire.fr@socgen.com](mailto:agobligataire.fr@socgen.com)

First name and Family name *or* Legal name:.....  
.....

Address *or* registered office:.....  
.....

E-mail: .....@ .....

Kindly request to receive the documents stated in the paragraph entitled “*Documents available for inspection*” of the notice of meeting issued by Ingenico Group in view of the meeting of the holders of the Bonds scheduled for 20 MAY 2021 AT 6:00 p.m. (Paris time).

Delivery mode (*by default, the document will be delivered electronically*):

By e-mail                       By mail

Signed at ..... on .....

Signature

**IMPORTANT NOTICE:** A book entry statement will need to be attached to the present form for the information request to be valid.

**PARTICIPATION FORM**  
**GENERAL MEETING ON 20 MAY 2021 AT 6:00 p.m. (Paris time)**  
**AT 80, QUAI VOLTAIRE – 95870 BEZONS, FRANCE**  
**OF THE HOLDERS OF**  
**EUR 600,000,000 1.625 PER CENT. NOTES DUE 13 SEPTEMBER 2024 ISSUED ON 13 SEPTEMBER 2017**  
**(ISIN: FR0013281946 – COMMON CODE: 168184948)**  
**(the Bonds)**

Please note that in order for this form to be taken into account for the General Meeting, paragraphs 1, 2 and 3 of this form must be duly and fully completed.

For instructions on how to participate in this General Meeting, please carefully read the back of this form.

Unless the context otherwise requires, capitalised terms used in this form shall have the meaning ascribed to them in the Notice of Meeting issued by Ingenico Group in view of this General Meeting.

1/ BONDHOLDER INFORMATION	
First name and Family name <i>or</i> Legal name	
Address <i>or</i> Registered office	
Number of Bonds held <i>(bearer form)</i>	

2/ PARTICIPATION AT THE GENERAL MEETING <i>(tick a box)</i> <i>In all cases, the form delivered for a General Meeting is valid for successive meetings convened on the same agenda</i>																	
<p>a. <input type="checkbox"/> <b>I VOTE BY CORRESPONDENCE</b>  Having taken formal note of the three (3) Resolutions proposed for the vote of the Bondholders at the General Meeting scheduled 20 May 2021 at 6:00 p.m. (Paris time) at 80, quai Voltaire – 95870 Bezons, France, and pursuant to article L. 228-61 of the French <i>Code de commerce</i>, I hereby cast my vote on the three (3) Resolutions as follows:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 30%;"></th> <th style="width: 20%;">For</th> <th style="width: 20%;">Against</th> <th style="width: 30%;">Abstain <i>(equivalent to "Against")</i></th> </tr> </thead> <tbody> <tr> <td>Resolution n°1</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>Resolution n°2</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>Resolution n°3</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </tbody> </table> <p><b>This vote shall remain valid for successive meetings convened on the same agenda, for lack of a quorum or any other reason.</b></p>			For	Against	Abstain <i>(equivalent to "Against")</i>	Resolution n°1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution n°2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution n°3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	For	Against	Abstain <i>(equivalent to "Against")</i>														
Resolution n°1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>														
Resolution n°2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>														
Resolution n°3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>														
<p>b. <input type="checkbox"/> <b>I APPOINT AS PROXY</b>, without possibility of substitution or subdelegation, the Representative of the <i>Masse</i>, as chairman of the General Meeting:  1. to represent me at the General Meeting of Bondholders, scheduled for 20 May 2021 at 6:00 p.m. (Paris time) at 80, quai Voltaire – 95870 Bezons, France, or at any adjournment thereof; and  2. to review all documents and receive all information, to sign the attendance sheets and any other documents, to take part in all proceedings, to cast all votes on the issues on the General Meeting’s agenda or abstain himself/herself, and to do any and all other acts necessary.  <b>The present proxy shall remain valid for successive meetings convened on the same agenda, for lack of a quorum or any other reason.</b></p>																	

3/ SIGNATURE <i>(complete and sign)</i> <i>Warning: this form must be received by Société Générale Securities Services at the latest on 17 May 2021 at 11:59 p.m. (Paris time)</i>			
First name and Family name of the signatory		Date	
Quality		Signature	

## **HOW TO PARTICIPATE IN THIS GENERAL MEETING**

To participate, your Bonds must have been entered in your name on a securities account maintained by an account holder on the second (2nd) business day in Paris preceding the date of the General Meeting at zero hour (0:00) (Paris time).

### **RETURN OF THIS FORM**

Please return this Participation Form fully completed and signed **to your account holder**, who shall send it with a Valid Book Entry Statement to the Centralising Agent:

**Société Générale Securities Services**  
32, rue du Champs de Tir  
44312 Nantes Cedex 13  
France  
Attention: Elisabeth Bulteau  
Email: agobligataire.fr@socgen.com

<p><b><u>In order to be taken into account for the General Meeting, this form fully completed and signed must be received by the Centralising Agent at least three (3) calendar days before the General Meeting, i.e. on 17 May 2021 at 11:59 p.m. (Paris time) at the latest.</u></b></p>
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### **OPTIONS FOR ATTENDING THE GENERAL MEETING**

#### **1/ Vote by correspondence**

You must complete paragraph 2(a) by ticking (i) the box "I vote by correspondence" of the form and (ii) one of the three boxes "FOR", "AGAINST" or "ABSTAIN" the Resolutions n°1, 2 and 3. Forms not indicating any vote or expressing an abstention shall be considered as negative votes.

#### **2/ Appoint the Chairman as proxy**

In this case, you must complete paragraph 2(b) by ticking the box "I appoint as proxy" of the form, in which case, you shall be deemed to have appointed the Chairman as your proxy.

#### **IMPORTANT NOTICE:**

**In accordance with the provisions of Article L. 228-61 of the French *Code de commerce*, any ballot that does not have a voting direction or indicating abstention with regards to the Resolutions will be counted as a vote against the Resolutions.**

**Any ballot with two contradictory votes for the Resolutions will be counted as a vote against the Resolutions.**

**A Bondholder cannot both vote by correspondence and appoint a proxy. However, if both paragraphs 2(a) and 2(b) are completed in this form, only the proxy will be taken into account.**

The holders of redeemed Bonds that were not repaid on account of the failure of the debtor company or a dispute relating to the conditions of repayment may participate in the General Meeting.

A company which holds at least 10% of the debtor company's capital shall not vote with the Bonds it holds at the General Meeting.

**INGENICO GROUP**

A *société anonyme* established under the laws of France  
with its registered office at 28/32, boulevard de Grenelle, 75015 Paris, France  
317 218 758 R.C.S. Paris

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**FORM OF BOOK ENTRY STATEMENT  
GENERAL MEETING ON 20 MAY 2021 AT 6 P.M. (Paris time)  
AT 80, QUAI VOLTAIRE – 95870 BEZONS, FRANCE,  
OF THE HOLDERS OF  
EUR 600,000,000 1.625 PER CENT. NOTES DUE 13 SEPTEMBER 2024 ISSUED ON 13 SEPTEMBER  
2017  
(ISIN: FR0013281946 – COMMON CODE: 168184948)  
(the Bonds)**

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**This form shall be filed in by your account holder and shall be returned to:**

**Société Générale Securities Services**  
32, rue du Champs de Tir  
44312 Nantes Cedex 13  
France  
Attention: Elisabeth Bulteau  
Email: agobligataire.fr@socgen.com

WE, THE UNDERSIGNED,

.....  
.....

ACTING AS ACCOUNT HOLDER,

HEREBY CERTIFY THAT

FIRST NAME AND FAMILY NAME or LEGAL NAME: .....

.....

ADDRESS OR REGISTERED OFFICE: .....

.....

is the holder of ..... Bonds (nominal amount €100,000 per Bond).

WE HEREBY CERTIFY THAT, unless otherwise indicated by us to the Centralising Agent of the General Meeting referred to herein in case of assignment of all or part of the above-mentioned Bonds before zero hour (00:00) (Paris time) on the second (2nd) business day preceding the date of such meeting, the above-mentioned holder of Bonds is entitled to participate at such General Meeting of Bondholders, scheduled for 20 May 2021, 6 p.m. (Paris time) at 80, quai Voltaire – 95870 Bezons, France.

Signed at ..... on .....

**Signature**

**Stamp of the account holder**

Unless the context otherwise requires, capitalised terms used in this form shall have the meaning ascribed to them in the Notice of Meeting issued by Ingenico Group in view of this General Meeting.

**For further information on this Notice of Meeting, in addition to Ingenico Group, the Paying Agent, Centralising Agent and the following Consent Solicitation Agent may be contacted:**

**INGENICO GROUP**

28/32, boulevard de Grenelle  
75015 Paris  
France

Tel: +33 (0)7 84 50 18 90  
Attention: Laurent Marie  
Email: [laurent.marie@worldline.com](mailto:laurent.marie@worldline.com)

**THE CONSENT SOLICITATION AGENT**

**NATIXIS**

30, avenue Pierre Mendès France  
75013 Paris  
France

Tel: +33 1 58 55 08 14  
Attention: Liability Management  
Email: [liability.management-corporate@natixis.com](mailto:liability.management-corporate@natixis.com)

**THE CENTRALISING AGENT**

**SOCIÉTÉ GÉNÉRALE SECURITIES SERVICES**

32, rue du Champs de Tir  
44312 Nantes Cedex 13  
France

Tel: +33 (0)2 51 85 65 93  
Attention: Elisabeth Bulteau  
Email: [agobligataire.fr@socgen.com](mailto:agobligataire.fr@socgen.com)

**THE PAYING AGENT**

**SOCIÉTÉ GÉNÉRALE SECURITIES SERVICES**

32, rue du Champs de Tir  
44312 Nantes Cedex 13  
France

Tel: +33 (0)2 51 85 52 80  
Attention: Laurent Brelet  
Email: [nantes.gis-serv-fin@sgss.socgen.com](mailto:nantes.gis-serv-fin@sgss.socgen.com)