

INGENICO GROUP

Société anonyme à conseil d'administration

with a share capital of 60.990.600 euros

Registered office : 28-32, boulevard de Grenelle – 75015 PARIS

317 218 758 RCS PARIS

CONSENT SOLICITATION RESULTS ANNOUNCEMENT

INGENICO GROUP (the “**Company**”) announces today that it has successfully concluded its consent solicitation with respect to its EUR 499.999.862,45 bonds convertible and/or exchangeable in new and/or existing shares bearing no interest issued on June 26, 2015 and due on June 26, 2022 – ISIN FR0012817542 (the “**Bonds**”).

The holders of the Bonds have been convened on March 2nd, 2016 to a general meeting.

At a duly convened and quorate meeting on March 18th, 2016 at 10:30 a.m. (Paris time), the holders of the Bonds were asked to deliberate on the following agenda :

Agenda :

- approval of the partial asset contribution plan governed by the legal regime for spin-offs granted by the Company to its subsidiary Ingenico France SAS of the branch of activity constituting the distribution activities in France and export from France (in particular research and development of payment software/applications for terminals for the French markets and export to Africa, certain functions being in support of the Europe & Africa region), including the holding and the management of the platform Axis, remunerated by the allocation of shares of Ingenico France SAS, in accordance with article L. 236-18 of the French *Code de commerce* ;
- approval of the partial asset contribution plan governed by the legal regime for spin-offs granted by the Company to its subsidiary Ingenico Terminals SAS of the branch of activity constituting research and development activities, development of products, planning and supply as well as the sale of terminals to the distribution subsidiaries and related services as well as the development of mobile payment solutions for connected equipment, remunerated by the allocation of shares of Ingenico Terminals SAS, in accordance with article L. 236-18 of the French *Code de commerce* ;
- approval of the partial asset contribution plan governed by the legal regime for spin-offs granted by the Company to its subsidiary Ingenico Business Support SAS of the branch of activity constituting support activities for the operational issues of the group including in particular the supply of services such as : IT operating on large systems, operational safety of products and services, human resources management as well as French accounting and operational management control, remunerated by the allocation of shares of Ingenico Business Support SAS, in accordance with article L. 236-18 of the French *Code de commerce* ;

- waiver to invoke the enforcement of article 8.4 (Events of Default) of the Terms and Conditions in relation to the operations contemplated under the first, second and third resolutions as well as in relation to the said operations taken as a whole ;
- delegation of authority given to the representative of the *masse* to complete all formalities needed for the implementation of the aforementioned project.

All the resolutions proposed at the meeting (the “**Resolutions**”) have been duly adopted on first notice.

Following the approval of the Resolutions on first notice, the Company will pay to each holder of Bonds an amount denominated in Euros of 0.15% of the aggregate nominal amount of the Bonds held by such holders (the “**Resolution Fee**”).

Each holder of Bonds shall be entitled to payment of the Resolution Fee, whether or not such holder has voted in favor of the Resolutions at the meeting.

The right of any holder of Bonds to be paid the Resolution Fee shall be evidenced by the entries in the books of the relevant account holder of the name of such holder on the day of the general meeting.

The payment of the Resolution Fee will be made by the Paying Agent on March 29th, 2016 at the latest.

For any additional information regarding this notice, please contact:

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PAYING AGENT

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CENTRALIZING AGENT

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For any additional information regarding this notice, besides the Company, the Centralizing Agent / the Paying Agent, you may contact :

CONSULTATION COORDINATOR

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