

## 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

### CONVENING NOTICE TO THE HOLDERS OF BONDS ISSUED BY INGENICO GROUP

Notice is hereby given to the holders of EUR 450 million bonds bearing an annual interest rate of 2,50% issued on May 20, 2014 and due on May 20, 2021 – ISIN FR0011912872 (the “**Bonds**”) pursuant to condition 10(d) of the terms and conditions of the Bonds (the “**Terms and Conditions**”) issued by INGENICO GROUP (the “**Company**”) that the holders of the Bonds are convened to a general meeting by the board of directors of the Company at the registered office located 28-32, boulevard de Grenelle, 75015 Paris, France, on March 18th, 2016 at 10:00 a.m. (Paris time), in order 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 (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.

### **Proposed resolutions**

**First resolution** (partial asset contribution draft governed by the legal regime for spin-offs granted by INGENICO GROUP (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)

The general meeting of the holders of the Bonds deliberating pursuant to article L.228-65, I 3° of the French *Code de commerce* and deciding in accordance with the applicable quorum and majority requirements,

after examining :

- the report of the board of directors,
- the draft of the partial asset contribution agreement dated February 29th, 2016 between the Company and its subsidiary Ingenico France SAS, a *société par actions simplifiée*, with a share capital of EUR 18.500, whose registered office is located 28/32 boulevard de Grenelle, 75015 Paris, registered with the Paris Register of Commerce and Companies under number 538 600 404 (“**Ingenico France**”),

1. Takes notice that the contemplated contribution agreement does not lead to the takeover by Ingenico France of the bond debt of the Company and, as a result, does not involve any amendments to the issuance agreement of the Bonds;

2. Approves, in accordance with article L. 236-18 of the French *Code de commerce*, the contribution agreement and the partial asset contribution governed by the legal regime for spin-offs granted by the Company to Ingenico France and subject to its approval by the extraordinary general meetings of shareholders of the company of Ingenico France, of its assessment, its remuneration and the resulting capital increase of Ingenico France, all the assets, rights and obligations as well as the liabilities related to the complete and autonomous business for 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 ;

3. Decides, consequently, not to raise any objections to the partial asset contribution ;

4. Grants, in light of the foregoing, all powers to the bearer of an original, a copy or an extract of the presents, to the extent needed, to make all determinations, conclusions, communications and formalities, including the publication of this decision in accordance with the Terms and Conditions, which shall be deemed necessary for the implementation of the contribution granted by the Company to Ingenico France.

**Second resolution** (partial asset contribution draft governed by the legal regime for spin-offs granted by INGENICO GROUP (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)

The general meeting of the holders of the Bonds deliberating pursuant to article L.228-65, I 3° of the French *Code de commerce* and deciding in accordance with the applicable quorum and majority requirements,

after examining :

- the report of the board of directors,
- the draft of the partial asset contribution agreement dated February 29th, 2016 between the Company and its subsidiary Ingenico Terminals SAS, a *société par actions simplifiée*, with a share capital of 18.500 Euros and whose registered office is located 28/32 boulevard de Grenelle, 75015 Paris, registered with the Paris Register of Commerce and Companies under number 538 600 412 (“**Ingenico Terminals**”)

1. Takes notice that the contemplated contribution agreement does not lead to the takeover by Ingenico Terminals of the bond debt of the Company and, as a result, does not involve any amendments to the issuance agreement of the Bonds ;

2. Approves, in accordance with article L. 236-18 of the French *Code de commerce*, the contribution agreement and the partial asset contribution governed by the legal regime for spin-offs granted by the Company to Ingenico Terminals and subject to its approval by the extraordinary general meetings of shareholders of the company of Ingenico Terminals, of its assessment, its remuneration and the resulting capital increase of Ingenico Terminals, all the assets, rights and obligations as well as the liabilities related to the complete and autonomous business for the 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 ;

3. Decides, consequently, not to raise any objections to the partial asset contribution ;

4. Grants, in light of the foregoing, all powers to the bearer of an original, a copy or an extract of the presents, to the extent needed, to make all determinations, conclusions, communications and formalities, including the publication of this decision in accordance with the Terms and Conditions, which shall be deemed necessary for the implementation of the contribution granted by the Company to Ingenico Terminals.

**Third resolution** (partial asset contribution draft governed by the legal regime for spin-offs granted by INGENICO GROUP (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)

The general meeting of the holders of the Bonds deliberating pursuant to article L.228-65, I 3° of the French *Code de commerce* and deciding in accordance with the applicable quorum and majority requirements,

after examining :

- the report of the board of directors,
- the draft of the partial asset contribution agreement dated February 29th, 2016 between the Company and its subsidiary Ingenico Business Support SAS, a *société par actions simplifiée*, with a share capital of 10.000 Euros and whose registered office is located 28/32 boulevard de Grenelle, 75015 Paris, registered with the Paris Register of Commerce and Companies under number 814 734 091 (“**Ingenico Business Support**”)

1. Takes notice that the contemplated contribution agreement does not lead to the takeover by Ingenico Business Support of the bond debt of the Company and, as a result, does not involve any amendments to the issuance agreement of the Bonds;

2. Approves, in accordance with article L. 236-18 of the French *Code de commerce*, the contribution agreement and the partial asset contribution governed by the legal regime for spin-offs granted by the Company to Ingenico Business Support and subject to its approval by the extraordinary general meetings of shareholders of the company of Ingenico Business Support, of its assessment, its remuneration and the resulting capital increase of Ingenico Business Support, all the assets, rights and obligations as well as the liabilities related to the complete and autonomous business for the 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;

3. Decides, consequently, not to raise any objections to the partial asset contribution;

4. Grants, in light of the foregoing, all powers to the bearer of an original, a copy or an extract of the presents, to the extent needed, to make all determinations, conclusions, communications and

formalities, including the publication of this decision in accordance with the Terms and Conditions, which shall be deemed necessary for the implementation of the contribution granted by the Company to Ingenico Business Support.

**Fourth resolution** (waiver to invoke the enforcement of article 8 (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)

The general meeting of the holders of the Bonds, in relation to the operations contemplated respectively under the first, second and third resolutions as well as in relation to the said operations taken as a whole waives its right to invoke the enforcement of article 8 (Events of Default) of the Terms and Conditions.

**Fifth resolution** (deposit location of the attendance sheet, powers of the represented holders of the Bonds and minutes)

The general meeting of the holders of the Bonds 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 holders of the Bonds and the minutes of the present meeting will be deposited at the registered office of the Company in order to allow any holder to exercise the right of communication granted by the law.

This notice was prepared by the Company on March 2<sup>nd</sup>, 2016 and is published in accordance with the Terms and Conditions.

### **Documents on display**

Each holder of Bonds or the representative of the *masse* has the right during the 15-day period preceding the holding of the general meeting, to consult or make a copy of the text of the Resolutions which will be proposed at the general meeting, the report of the board of directors presented to the general meeting of the holders of the Bonds (“*rapport du conseil d’administration présenté à l’assemblée générale de la masse des porteurs d’obligations*” available only in French), a copy of the drafts of the partial asset contribution agreements (“*projets de traités d’apport partiel d’actifs*” available only in French) and a consent solicitation memorandum at the registered office of the Company located 28-32, boulevard de Grenelle, 75015 Paris (France) and at the specified office of the Paying Agent and the Centralizing Agent (whose contact details are indicated hereunder). The report of the board of directors and the drafts of the partial asset contribution agreements will also be available on the website of the Company.

### **Quorum and second convocation**

The general meeting of the holders of the Bonds may deliberate validly on first notice only if the holders of the Bonds present or represented hold at least a fifth of the principal amount of the Bonds then outstanding. On second notice, no quorum shall be required. Decisions at the General

Meeting shall be taken by a two-third majority of votes cast by the holders of the Bonds attending the general meeting or represented thereat.

### **Conditions for attendance and voting**

Any holder of Bonds or Proxy Holder (as defined below) has one vote per Bond (whether held or represented), being specified that holders of Bonds having more than one vote are not obliged to vote the same way for each of such votes.

Any holder of Bonds, regardless of the number of Bonds held, has the right to participate in the aforementioned meetings in person, by proxy or by correspondence, in accordance with the legal and regulatory requirements applicable.

In accordance with article R. 228-71 of the French *Code de commerce*, the rights of each holder to participate in the general meeting will be evidenced by the entries in the books of the relevant account holder of the name of such holder on the third (3<sup>rd</sup>) business day in Paris preceding the date set for the general meeting at midnight (0:00), Paris Time, i.e. on Tuesday, March 15th 2016.

In order for them to evidence their right, Bondholders will submit a proof of entry. This entry in the books must be delivered to the Centralizing Agent in order to obtain an admission card or be presented on the day of the general meeting by the holder of Bonds who would not have received its admission card.

In the event a holder of Bonds does not participate in person in the general meeting, any holder of Bonds may choose between the three following options:

- either give proxy to the president of the meeting : in this case, the holder of the Bonds fills in the attached voting form without indicating the name of the proxy ;
- either give proxy to a proxy of his choice (a “**Proxy Holder**”), except to the persons mentioned at articles L.228-62 et L.228-63 of the French *Code de commerce* : in that case, the holder of the Bonds fills-in the attached voting form indicating the last name, first name(s) and address of the Proxy ;
- either vote by correspondence : in that case, the holder of the Bonds fills-in the attached voting form.

Proxy must be given in writing, must be signed by the holder of the Bonds giving proxy and must indicate the last name, first name(s) and address of the Proxy Holder.

Only the forms duly filled-in, signed and to which are attached the relevant entries in the books of the relevant account holder will be taken into account for the votes by Proxy or by correspondence.

Forms of request for information, proxy voting forms and correspondence voting forms are attached to this convening notice and are also at the holders of Bonds' disposal on demand, by the Centralizing Agent.

Proxy voting forms or correspondence voting forms dully filled-in must be received by the Centralizing Agent, two (2) business days at least before the date of the general meeting, i.e. at the latest on Wednesday, March 16th, 2016. Proxies or votes by correspondence will be valid for the successive Meetings convened with the same agenda.

In accordance with article R. 228-71 of the French *Code de commerce*, a holder of Bonds having already voted by correspondence or sent a proxy will have the right to sell all or part of its Bonds. It is however specified that if such sale is made before the third (3<sup>rd</sup>) business day preceding the general meeting at midnight (0:00), Paris time, the Company shall nullify or modify accordingly such vote as may have been exercised by correspondence or the proxy of such holder.

### **Resolution Fee**

Subject to the approval of all of the resolutions (the “**Resolutions**”) in accordance with the terms hereof, the Company will pay to each holder of Bonds an amount denominated in Euros (the “**Resolution Fee**”) of (i) 0.15% of the aggregate nominal amount of the Bonds held by such holders if the Resolutions are approved by the General Meeting on first notice and (ii) 0.10% of the aggregate nominal amount of the Bonds held by such holder if the Resolutions are approved by the General Meeting on second notice.

For the avoidance of doubt, if the Resolutions are adopted on first or second notice, 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 relevant General Meeting (or has voted in favor of the Resolution on first notice in the case where the Resolutions are adopted on second notice). In addition, if the Resolutions are not approved, the Resolution Fee will not be due to any holder of Bonds, whether or not such holder has voted in favor of the Resolutions.

Subject to the above, 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 third (3<sup>rd</sup>) business day in Paris preceding the date set for the Meeting of the relevant general meeting at midnight (0:00), Paris time.

Subject to the approval of all of the Resolutions on first notice, the payment of the Resolution Fee will be made by the Paying Agent on March 29th, 2016 at the latest.

Holders of Bonds are invited to submit their inquiries regarding the Resolution Fee to the Paying Agent (contact details indicated hereunder).

## Expected timetable of events

<b>Dates</b>	<b>Events</b>
2 March 2016	Announcement of the consultation
15 March 2016, 0:00 CET	Required time and date for the book-entry statement
16 March 2016	Deadline for sending mail voting forms and proxy forms
18 March 2016, 10:00am CET	First general meeting
21 March 2016	Announcement of results or announcement of adjourned meeting, as the case may be
29 March 2016	Payment of the Resolution Fee, as the case may be

### Expenses

The Company will pay all reasonable expenses relating to the convening and holding of the General Meeting, it being expressly stipulated that no expenses may be imputed against interest payable under the Bonds.

### Attachments

- Form of request for information.
- Proxy form / voting form.

The Board of Directors

For any additional information regarding this convening notice, please contact:

**INGENICO GROUP**  
28-32, boulevard de Grenelle – 75015 PARIS  
Tel : + 33 (0)1 58 01 85 09  
Attn : Caroline ALAMY – Investors Relations  
Email : [caroline.alamy@ingenico.com](mailto:caroline.alamy@ingenico.com)



**PAYING AGENT**

Société Générale Securities Services  
32, rue du Champ de Tir  
44312 Nantes, France  
Tel : + 33 (0)2 51 85 59 32  
Attn : Annie CUSSON  
Email : annie.cusson@sgss.socgen.com

**CENTRALIZING AGENT**

BNP Paribas Securities Services  
CTS – service Assemblées Générales  
Les Grands Moulins de Pantin  
9, rue du Débarcadère  
93761 Pantin Cedex,  
France  
Fax : +33 (0)1 40 14 58 90  
Tel : + 33 (0)1 42 98 00 58  
Attn : Olivier Beaubernard

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

**CONSULTATION COORDINATOR**

Société Générale  
17, cours Valmy  
92987 Paris La Défense cedex  
Tel : +33 (0)1 42 13 32 40  
Email : liability.management@sgcib.com

# INGENICO GROUP

**A limited company with registered and issued capital of 60.990.600 euros  
Registered office : 28-32, boulevard de Grenelle – 75015 PARIS  
317 218 758 RCS PARIS**

**To be taken into consideration, any form  
must be sent at the latest on March 16, 2016  
to the following address:**

BNP Paribas Securities Services  
CTS - service Assemblées générales  
Les Grands Moulins de Pantin  
9 rue du Débarcadère  
93761 PANTIN CEDEX  
France

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## **PARTICIPATION TO THE BONDHOLDERS' GENERAL MEETING**

**ON MARCH 18, 2016 (AT 10: 00 AM)**

(IEUR 450 million bonds bearing an annual interest rate of 2,50% issued on 20/05/2014  
due 05/2021– Code ISIN *FR0011912872*)

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## **PROXY FORM OR REMOTE VOTING FORM**

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I, the undersigned, <sup>1</sup> \_\_\_\_\_ holder of:

\_\_\_\_\_ bearer bonds (bond issuance bearing an annual interest rate of 2,50% 2014/21) recorded in a securities account maintained by a financial intermediary (a book entry statement must also be provided)

to which are attached \_\_\_\_\_ votes, acknowledge having received all the documents provided for by law , for the bondholders' general meeting in respect of the bond issuance bearing an annual interest rate of 2.50% 2014/21 of the Company of **March 18, 2016** to be called at **10:00 AM**, at 28-32 boulevard de Grenelle – 75015 Paris.

**I wish to attend this Meeting and request an admission card:**

or if not attending the aforementioned Meeting in person:

\_\_\_\_\_

<sup>1</sup> For natural persons: surname, first names and address –  
For legal persons: legal representative: surname, first names and quality.

If the person who signs is not the bondholder (example: (legal agent, guardian, etc.), he/she must indicate his/her surname, first name, and his/her quality under which he/she signs the voting form.



**If amendments to the resolutions submitted to the Meeting are proposed, you are invited to choose one of the three following alternatives:**

- I abstain (the abstention is equivalent to a vote against) .....*
- I give proxy to Mr. Mrs. or Miss..... to vote on my behalf.*
- I appoint the Chairman of the Meeting as my proxy to vote on my behalf.*

Signed in \_\_\_\_\_, on \_\_\_\_\_

Signature

**CONDITIONS TO TAKE PART IN THE BONDHOLDERS' MEETING OF March 18, 2016 at 10:00 a.m (Paris time)**

If you hold bonds, you may decide to participate to the Bondholders' Meeting to be held on March 18, 2016 at 10:00 a.m (Paris time) at the Head office of the Company.

**THE PROOF OF YOUR STATUS OF BONDHOLDER**

**You are holder of bonds in bearer form**

Your bonds shall be recorded in bearer form under your name in a securities account maintained by a financial intermediary on March 15, 2016 at 00:00 am (Paris Time). The recording of the securities in bearer form is certified by a book entry statement delivered by the financial intermediary.

**THE DIFFERENT OPTIONS TO TAKE PART IN THE MEETING**

**1/ Attending the Bondholders' meeting**

In this case, you must ask for an admission card by ticking the corresponding box of the form.

The holders of bonds in bearer form must attach their book entry statement in order to obtain their admission card.

The holders of bonds in bearer form should present their admission card or their book entry statement at the entrance of the Meeting

**2/ Vote by correspondence**

In this case, you must tick the corresponding box of the form and blacken for each resolution, one of the three boxes: "for", "against" or "abstention".

This form is to be sent back along with the book entry statement. The voting form should be received by BNP Paribas Securities Services, (details below) on March 16, 2016 at the latest.

The remote voting form produced for a meeting is valid for the latter meetings convened on the same agenda. It therefore remains valid for the meeting convened on second notice<sup>4</sup>.

\_\_\_\_\_

### **3/ Appoint the proxy of your choice (subject to certain legal prohibitions)**

In this case, you have to tick the corresponding box of the form and naming a proxy.

In compliance with Article L. 228-62 of the French Commercial Code, managers, directors, members of the executive committee and supervisory Board, managing directors, auditors or any employees of the debtor company or of companies that have guaranteed all or part of the commitments of this company, ascendants, descendants and spouses are not allowed to represent the bondholders at the Bondholders' meeting.

Likewise, it is specified that, in accordance with Article L.228-63 of the French Commercial Code, the Bondholders may not appoint a proxy to whom the practice of banker is forbidden or who have forfeited their right to direct, administer or manage a company in any capacity whatsoever.

The form must be returned accompanied for the bondholders in bearer form by their book entry statement.

The bondholders may also appoint a proxy by returning the form duly completed and signed together with their book entry statement to BNP Paribas Securities Services (detail below). This power of attorney is revocable in the same forms. This power for a General Meeting is valid for all the future General Meetings convened with the same agenda. Consequently, it remains valid for the Meeting to be held following the second convening.

### **RETURN OF THIS FORM**

Regardless of which option is chosen to attend the meeting, you have to:

- For the bonds held in a bearer securities account
- 1) Request from your financial intermediary a book entry statement proving your status of bondholder
- 2) Send the fully completed form to

BNP Paribas Securities Services,  
CTS – service Assemblées Générales,  
Les Grands Moulins de Pantin,  
9 rue du Débarcadère,  
93761 Pantin Cedex

email : [paris.bp2s.cts.general.meeting@bnpparibas.com](mailto:paris.bp2s.cts.general.meeting@bnpparibas.com)

Tel : +33 (0)1 42 98 00 58 - Fax numbers: +33 (0)1 40 14 58 90 or +33 (0)1 55 77 95 01)

- 3) Enclose, in all cases, the book entry statement delivered by the financial intermediary maintaining your securities account.

### **DOCUMENTS ON DISPLAY**

The draft resolutions to be submitted, within the legal time limits, to the Bondholders' meeting, will be at the disposal of the bondholders at the head office of INGENICO GROUP, 28-32 boulevard de Grenelle, 75019Paris and at BNP PARIBAS SECURITIES SERVICES, CTS - Service Assemblées Générales, Les Grands Moulins de Pantin 9, rue du Débarcadère - 93500 Pantin Cedex (email : [paris.bp2s.cts.general.meeting@bnpparibas.com](mailto:paris.bp2s.cts.general.meeting@bnpparibas.com) – Tel : +33 (0)1 42 98 00 58 - Fax numbers: +33 (0)1 40 14 58 90 or +33 (0)1 55 77 95 01).

**INGENICO GROUP**

*Société anonyme*

with a share capital of EUR 60.990.600

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

317 218 758 RCS PARIS

**FORM OF REQUEST FOR INFORMATION**

To be sent to the Centralizing Agent

**BNP PARIBAS SECURITIES SERVICES**

Les Grands Moulins de Pantin

9, rue du Débarcadère

93761 Pantin CEDEX, France

Tel : + 33 (0)1 42 98 00 58

Fax : + 33(0)1 40 14 58 90

Attn : CTS – service Assemblées Générales

**General meeting of the holders of the EUR 450 million bonds issued on May 20, 2014 and due on May 20, 2021 – (ISIN: FR0011912872) by Ingenico Group**

I, the undersigned

NAME: .....

FIRST NAME: .....

ADDRESS: .....

Request that the documents and information referred to in article R.225-83 of the French *Code de commerce* in relation to the general meeting of the holders of the bonds convened on March, 18th, 2016 at 10.00 a.m. (Paris time) be sent to us.

In: ..... On: .....

**By:**

**Sender:**

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