



## PRESS RELEASE

### MERGER PLANNED BETWEEN INGENICO SA AND MONEYLINE SA

Neuilly-sur-Seine, June 29, 2006

On June 29, 2006, the Board of Directors of INGENICO SA and the Board of Directors of MONEYLINE SA both approved a project to merge the two companies.

#### **Creating the European leader in the field of integrated electronic payment**

This operation will give rise to the undisputable leader in the field of integrated electronic payment solutions for multi-lane retail, thanks to the combination of MONEYLINE's Axis C3 solution with INGENICO's range of payment terminals, the most complete on the market.

MONEYLINE's high-quality solution, together with INGENICO's worldwide presence and vast applications library, will allow the new Group to move quickly to meet the growth needs of its current customers by offering to support their expansion in Europe with a unique integrated payment solution combining stability and a wealth of functionalities.

This merger fits in perfectly with the geographic priority plan announced by Amedeo d'Angelo, CEO of INGENICO, on September 20, 2005.

The merger should have an anti-dilutive impact as of fiscal year 2006.

In 2005, MONEYLINE booked revenue of €26.8 million and operating profit of €3.5 million.

In 2005, the figures for INGENICO were revenue of €436.9 million and operating profit of €8.2 million.

#### **Terms and conditions**

The proposed exchange ratio is 2.08 INGENICO SA shares for 1 MONEYLINE SA share.

This represents a 22.85% premium for MONEYLINE shareholders on the basis of the average closing price over the last 20 trading days preceding the announcement of the merger.

INGENICO SA, MONEYLINE SA and Mr. Marc Bonnemoy, the founder of MONEYLINE SA, who holds 50.23% of the latter's share capital and 66.76% of its voting rights, signed a Memorandum of

---

Agreement on June 29, 2006 under which the two companies undertook to merge MONEYLINE SA into INGENICO SA. This merger will speed things up and facilitate the whole process of welding the two companies together.

Once the exchange ratio has been approved by the merger appraisers, the proposal will be submitted to Extraordinary Shareholders' Meetings of both companies, scheduled for October, 31, 2006 at the latest. The Works Council of each company shall also be informed and consulted. Mr. Marc Bonnemoy, who holds 66.76% of the voting rights in MONEYLINE SA, undertook to vote in favor of the merger at the MONEYLINE SA Shareholders' Meeting.

Furthermore, in case the merger is not completed by October, 31, 2006 at the latest, the Memorandum of Agreement stipulates that Mr. Marc Bonnemoy shall contribute his majority shareholding in MONEYLINE SA to INGENICO at the proposed exchange ratio. Thereafter, and in accordance with stock market regulations, INGENICO SA will launch a public exchange offer for the remaining MONEYLINE SA shares. The INGENICO Board of Directors is authorized to issue INGENICO shares as consideration for this contribution in kind and the public exchange offer.

The whole process should be completed during the fourth quarter of 2006.