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PRESS RELEASE

Exceptionnal success of the offering by Ingenico of Bonds Convertible into and/or Exchangeable for New or Existing Shares (OCEANEs)

Final terms

(subject to the approval (*visa*) of the *Autorité des marchés financiers*)

Neuilly-sur-Seine, March 3rd, 2011

Ingenico (Euronext: FR0000125346 – ING) launched today the offering of bonds convertible into and/or exchangeable for new or existing shares (OCEANEs) due January 1st, 2017 (the “**Bonds**”) in a nominal amount of approximately €220 million, which may be increased up to a maximum nominal amount of €250million in the event of the full exercise of the over-allotment option granted to Lazard-Natixis and Société Générale Corporate & Investment Banking, the Global Coordinators, Joint Lead Managers and Joint Bookrunners and exercisable no later than March 9th, 2011.

Philippe Lazare, Chief Executive Officer, declared : “*we are delighted with the success of this convertible bonds issuance which was significantly over-subscribed. We are very pleased with investors’ trust and to have taken advantage of this favourable market window to achieve such optimal conditions for this transaction. After a 2010 fiscal year characterized by an excellent financial performance and the successful integration of companies acquired during the last two years, the success of this issuance will significantly strengthen our financial flexibility and allow us to best prepare the second step about our development in the payment industry, beyond our global leading position in payment terminals.*”

Ingenico has approved the final financial terms and conditions of the offering at the end of a private placement to qualified investors in France and outside France. The significant amount of subscription orders during the bookbuilding private placement permits to fix these financial terms and conditions at the best terms of the issue premium and coupon ranges for Ingenico.

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The Bonds' nominal value has been set at 37.44 euros per Bond, representing an issue premium of 40% over the reference share price¹ on the regulated market of NYSE Euronext in Paris ("**Euronext Paris**").

The Bonds will bear interest at a rate of 2.75% per annum, payable annually in arrear on 1st January of each year (or on the following business day if such date is not a business day) i.e. approximately 1.03 euros per year and per Bond. The first interest payment made on 1st January 2012 (or on the following business day if such date is not a business day) will cover the period from March 11th, 2011, expected date of issue of the Bonds, to December 31st, 2011 inclusive, and will be calculated *pro rata temporis*; it will amount to approximately 0.83 euro per Bond.

The Bonds will be issued at par on March 11th, 2011, the expected settlement date of the Bonds, and redeemed at par on 1st January 2017.

The Bonds will entitle the holders to receive new and/or existing Ingenico shares at the ratio of one share per Bond, subject to any potential subsequent adjustments. The Bonds may be redeemed prior to maturity at the option of Ingenico, under certain conditions.

The proceeds of the issue will enable Ingenico to take advantage of current market conditions to secure financial resources in order to (i) diversify its sources of funding, (ii) extend its debt maturity, including by substitution of the acquisition credit line put in place in June 2010, and (iii) finance external growth, there being no projects for which a firm commitment has been made to date.

An application for listing of the Bonds on Euronext Paris will be made.

This offering is lead-managed by Lazard-Natixis and Société Générale Corporate & Investment Banking acting as Global Coordinators, Joint Lead Managers and Joint Bookrunners, and by BNP Paribas and Goldman Sachs International, acting as Joint Lead Managers and Joint Bookrunners (together, the "**Managers**"). Rothschild & Cie Banque is acting as Ingenico's financial advisor.

This press release does not constitute an offer to subscribe, and the offering of Bonds does not constitute an offer to the public in any country but France, within the terms defined hereafter:

In France,

- the Bonds have first been offered within a private placement as defined in article L. 411-2 II of the French monetary and financial code (*Code monétaire et financier*);
- following this placement, and after having set the final terms and conditions of the issue, a prospectus (the "**Prospectus**") will be submitted to the approval (*visa*) of the French *Autorité des marchés financiers* (the "**AMF**") in order to enable the public in France to

¹ This reference share price will be equal to the volume-weighted average share price of the Ingenico's shares on Euronext Paris from the opening of trading on March 3rd 2011 until the determination of the final terms and conditions of the Bonds on the same day.

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subscribe for the Bonds during a period of three trading days. No subscription from the public will be accepted before the AMF grants its visa on the Prospectus and the subscription period is opened.

The registration document of Ingenico was filed with the AMF on March 2nd, 2011 under No. D.11-0084 and is available on the websites of Ingenico (www.ingenico.com) and the AMF (www.amf-france.org).

About Ingenico (Euronext: FR0000125346 – ING)

Ingenico is a leading provider of payment solutions, with over 15 million terminals deployed in more than 125 countries. Its 3,000 employees worldwide support retailers, banks and service providers to optimize and secure their electronic payment solutions, develop their offer of services and increase their point of sales revenue. More information on www.ingenico.com.

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IMPORTANT NOTICE

No communication or information in respect of the offering by Ingenico of bonds convertible into and/or exchangeable for new or existing shares (the "**Bonds**") may be distributed to the public in any jurisdiction where a registration or an approval is required. No steps have been or will be taken outside of France in any jurisdiction where such steps would be required. The offering and the subscription of the Bonds may be subject to specific legal or regulatory restrictions in certain jurisdictions; Ingenico assumes no responsibility in connection with the breach of any such restrictions by any person.

This press release is not a prospectus within the meaning of Directive 2003/71/EC of the European Parliament and the Council of November 4th, 2003, as amended and as implemented in each Member State of the European Economic Area (the "**Prospectus Directive**").

With respect to the Member States of the European Economic Area other than France (the "**Relevant Member States**") which have implemented the Prospectus Directive, no action has been undertaken or will be undertaken to make an offer to the public of the Bonds requiring the publication of a prospectus in any Relevant Member State. As a result, the Bonds may only be offered in Relevant Member States:

- (a) to legal entities that are qualified investors as defined in the Prospectus Directive;
- (b) in any other circumstances that do not require the publication by the Company of a prospectus pursuant to Article 3(2) of the Prospectus Directive.

For the purposes of this paragraph, the notion of an "**offer to the public of Bonds**" in each of the Relevant Member States, means any communication, to individuals or legal entities, in any form and by any means, of sufficient information on the terms and conditions of the offering and on the Bonds to be offered, thereby enabling an investor to decide to purchase or subscribe for the Bonds, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive.

This selling restriction comes in addition to other selling restrictions applicable in the other Member States.

The distribution of this press release is not made, and has not been approved, by an "authorised person" within the meaning of Article 21(1) of the Financial Services and Markets Act 2000. Accordingly, this press release is directed only at persons who (i) are located outside the United Kingdom, (ii) have professional experience in matters relating to investments and fall within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended) or (iii) are persons falling within Article 49(2) (a) to (d) (high net worth companies, unincorporated associations etc.) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended) or (iv) are persons to whom this press release may otherwise lawfully be communicated (all such persons together being referred to as "**Relevant Persons**"). The securities are directed only at Relevant Persons and no invitation, offer or agreement to subscribe, purchase or otherwise acquire securities may be proposed or made other than with Relevant Persons. Any persons other than Relevant Persons may not act or rely on this document or any provision thereof. This press release is not a prospectus which has been approved by the Financial Services Authority or by any other United Kingdom regulatory authority for the purposes of Section 85 of the Financial Services and Markets Act 2000.

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The Bonds have not been and will not be qualified for sale to the public under applicable securities laws in Canada and, accordingly, any offer and sale of the Bonds in Canada will be made on a basis which is exempt from the prospectus requirements of such securities laws. The Bonds are subject to transfer and selling restrictions in certain countries, including Canada.

Pursuant to the terms of the underwriting agreement to be entered into between Ingenico and the Managers, Lazard-Natixis, acting as stabilizing manager (or any other institution acting on its behalf) will have the ability, but not the obligation as from the moment on which the final terms of this transaction become public, i.e., on March 3rd, 2011, to intervene so as to stabilize the market for the Bonds and/or possibly the Ingenico's shares in accordance with applicable laws and regulations, and in particular Regulation (EC) no. 2273/2003 of the Commission dated December 22, 2003. Such interventions may be interrupted at any time, if any, but at the latest on March 9th 2011 in accordance with article 8.5 of Regulation (EC) no. 2273/2003 of the commission dated December 22, 2003. Such interventions may stabilize the price of the Bonds and/or the Ingenico's shares. Such interventions may also affect the price of the Ingenico's shares and of the Bonds and could result in such prices being higher than those that might otherwise prevail.