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PRESS RELEASE

## **Issuance by Ingenico of Bonds Convertible into and/or Exchangeable for New or Existing shares (OCEANE)**

### **Amount of the issue increased to €250million following to the exercise of the over-allotment option**

**Neuilly-sur-Seine, March 4<sup>th</sup> 2011**

Ingenico (Euronext: FR0000125346 – ING) launched on March 3<sup>rd</sup>, 2011 an issuance of bonds convertible into and/or exchangeable for new or existing shares (OCEANE) due 1<sup>st</sup> January 2017 (the “**Bonds**”).

Lazard-Natixis and Société Générale Corporate & Investment Banking, acting as Global Coordinators, Joint Lead Managers and Joint Bookrunners of the Bonds issue have informed Ingenico that they are exercising the over-allotment option granted to them.

As a result, the aggregate nominal amount of the issue will be increased to approximately €250 million, represented by 6,677,350 Bonds.

Furthermore, Lazard-Natixis, as stabilising agent, has informed Ingenico that no stabilisation has been carried out during the stabilisation period, which began on March 3<sup>rd</sup>, 2011 and ended today.

The expected date of issue and settlement and delivery of the Bonds is March 11<sup>th</sup>, 2011.

The Bonds issue 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 a subscription offer, and the offering of the Bonds does not constitute a public offering in any country other than France.

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### **Availability of the French prospectus**

A French prospectus (the "**Prospectus**"), consisting of the Company's reference document filed with the French *Autorité des marchés financiers* (the "**AMF**") on March 2<sup>nd</sup>, 2011 under number D.11-0084 (the "**Document de Référence**"), a securities note (the "**Note d'Opération**") and a prospectus summary (included in the *Note d'Opération*), was approved by the AMF under visa n°11-062 on March 3<sup>rd</sup>, 2011. Copies of the Prospectus are available free of charge at the registered office of the Company, and on the websites of the Company ([www.ingenico.com](http://www.ingenico.com)) and the AMF ([www.amf-france.org](http://www.amf-france.org)).

The Company draws investors' attention to the risk factors mentioned in chapter IV of the *Document de Référence*, and section 2 of the *Note d'Opération*.

### **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](http://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 action has 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 for any breach of any such restrictions by any person.

A French language prospectus received visa number 11-062 on March 3<sup>rd</sup>, 2011 from the AMF, comprised of the document de reference filed with the AMF under number D11-0084 on March 2<sup>nd</sup>, and the note d'opération including the summary of the prospectus, may be obtained free of charge from Ingenico and the financial intermediaries, as well as on the websites of Ingenico ([www.ingenico.com](http://www.ingenico.com)) and the AMF ([www.amf-france.org](http://www.amf-france.org)). The attention of the public is drawn to the "risk factors" section of the prospectus.

This press release is not a prospectus within the meaning of Directive 2003/71/EC of the European Parliament and the Council of November 4<sup>th</sup>, 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 Members State**") which have implemented the Prospectus Directive, no steps have been undertaken or will be undertaken to make an offer to the public of the Bonds requiring a 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 not approved by any "authorised person" within the meaning of Article 21(1) of the Financial Services and Markets Act 2000. Accordingly, As a consequence, 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)

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This press release does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The securities described herein have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**") and may not be offered or sold, directly or indirectly, within the United State except pursuant to an exemption from or in a transaction not subject to, the registration requirements of the U.S. Securities Act. Ingenico does not intend to register any portion of the proposed offering in the United States nor to conduct a public offering of securities in the United States.

The distribution of this document in certain countries may constitute a breach of the applicable law. The information contained in this document does not constitute an offer of securities for sale in the United States, Canada, Australia or Japan.

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.

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