

## **Worldline holds more than 93% of the share capital and voting rights of Ingenico following the reopening of its friendly tender offer**

### **Ownership by Worldline following the reopening of the offer:**

- 93.91% of Ingenico's share capital, representing at least 93.05% of voting rights<sup>1</sup>
  - 99.64% of OCEANEs in circulation

### **Worldline will request the implementation of a squeeze-out**

#### **Bezons and Paris, November 9, 2020**

Following the publication today by the *Autorité des marchés financiers* (AMF) of the final results of Worldline's friendly tender offer for Ingenico securities, Worldline and Ingenico announce that, following settlement of the reopened offer, which will take place on November 17, 2020, Worldline will hold 59,835,692 Ingenico shares, representing 93.91% of the share capital and at least 93.05% of the voting rights<sup>1</sup> and 2,893,994 OCEANEs (i.e. 99.64% of the number of OCEANEs in circulation).

As the conditions required to implement a squeeze-out for the shares and OCEANEs of Ingenico have been satisfied, Worldline will request the AMF to implement a squeeze-out in the next few days in order to transfer all Ingenico shares and OCEANEs not tendered to the offer, at the price of the alternative tender offer for the shares (i.e. €123.10 per Ingenico share) and at the price of the alternative tender offer for the OCEANEs (i.e. €179 per OCEANE). The timetable for the squeeze-out will be published following the AMF's publication of a notice relating to the implementation of the squeeze-out.

Ingenico has requested the suspension of trading of its shares and OCEANE bonds.

<sup>1</sup> Based on a share capital of 63,713,047 shares representing 64,305,068 theoretical voting rights as at October 31, 2020 as published by Ingenico on November 4, 2020, it being specified that Ingenico owns 1,284,222 treasury shares, representing 2.02% of its share capital, which are not taken into account in the calculation of the above-mentioned percentages of ownership.

## Detailed results of the tender offer

The distribution of the shares tendered to the offer is as follows:

- Primary mixed offer: 1,622,805 Ingenico shares have been tendered to the primary mixed offer;
- Secondary exchange offer: 1,316,285 Ingenico shares have been tendered to the secondary exchange offer;
- Secondary cash offer: 422,186 Ingenico shares have been tendered to the secondary cash offer.

As part of the reopened offer, taking into account the results and in accordance with the planned mix and match mechanism, the orders of the primary mixed branch and the secondary exchange branch will be fully served. As the number of Ingenico shares tendered to the secondary cash branch compared to the number of Ingenico shares tendered to the secondary exchange branch is higher than the ratio of 0.229, the orders submitted to the secondary cash offer will be reduced in such a way that the ratio of 0.229 is respected. As a result, the number of shares retained in the secondary cash offer is 301,267, i.e. an allocation ratio of around 71.4%, and 120,919 Ingenico shares will be carried over to the primary mixed offer.

Upon completion of the settlement of the offer, Worldline will hold 59,835,692 Ingenico shares, representing 93.91% of Ingenico's share capital and at least 93.05% of its voting rights<sup>1</sup>.

The distribution of the OCEANEs tendered to the alternative offer is as follows:

- Mixed offer: 2 Ingenico OCEANEs have been tendered to the mixed offer;
- Cash offer: 1,900 Ingenico OCEANEs have been tendered to the cash offer.

As the tender offer on the OCEANEs contains two alternatives, all orders from holders of OCEANEs will be served.

Upon completion of the settlement of the offer, Worldline will hold 2,893,994 Ingenico OCEANEs, representing 99.64 % of Ingenico OCEANEs in circulation.

## Availability of documents relating to the offer

Worldline's offer document and Ingenico's response document, as approved by the AMF on July 28, 2020 under visa no. 20-370 and visa no. 20-371, respectively, as well as documents relating to the other information relating to the legal, financial, accounting and other characteristics of Worldline and Ingenico, as filed with the AMF on July 28, 2020, are available respectively on the AMF website ([www.amf-france.org](http://www.amf-france.org)) and on the websites of ([www.worldline.com](http://www.worldline.com)) and Ingenico ([www.ingenico.com](http://www.ingenico.com)). These documents may be obtained free of charge from Worldline (80 quai Voltaire, River Ouest, 95870 Bezons) or Ingenico (28-32, boulevard de Grenelle, 75015 Paris), depending on whether they relate to Worldline or Ingenico.

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## About Worldline

Worldline [Euronext: WLN] is the European leader in the payment and transactional services industry. With innovation at the core of its DNA, Worldline's core offerings include Pan-European and domestic Commercial Acquiring for physical or online businesses, secured payment transaction processing for banks and financial institutions, as well as transactional services in e-Ticketing and for local and central public agencies. Thanks to a presence in 30+ countries, Worldline is the payment partner of choice for merchants, banks, public transport operators, government agencies and industrial companies, delivering cutting-edge digital services. Worldline's activities are organized around three axes: Merchant Services, Financial Services including equensWorldline and Mobility & e-Transactional Services. Worldline employs circa 12,000 people worldwide, with 2019 revenue of circa 2.4 billion euros. [worldline.com](https://www.worldline.com)

Worldline's corporate purpose ("raison d'être") is to design and operate leading digital payment and transactional solutions that enable sustainable economic growth and reinforce trust and security in our societies. Worldline makes them environmentally friendly, widely accessible and support social transformation.

## About Ingenico

Ingenico Group (Euronext: FR0000125346 – ING) is shaping the future of payments for sustainable and inclusive growth. As a global leader in seamless payments, we provide merchants with smart, trusted and secure solutions to empower commerce across all channels and enable simplification of payments and deliver customer promises. We are the trusted and proactive world-class partner for financial institutions and retailers, from small merchants to the world's best-known global brands. We have a global footprint with more than 8,000 employees, 90 nationalities and a commercial presence in 170 countries. Our international community of payment experts anticipates the evolutions of commerce and consumer lifestyles to provide our clients with leading-edge complete solutions wherever they are needed. [ingenico.com](https://www.ingenico.com).

## **Important information**

This press release is disseminated for information purposes only and does not constitute an offer to purchase, or a solicitation of an offer to sell, any Worldline or Ingenico securities.

Investors and shareholders are strongly advised to read the offer document and response document, as approved by the AMF on July 28, 2020 under visa no. 20-370 and visa no. 20-371 respectively, as well as documents relating to the other information of each company, which are available on the AMF website ([www.amf-france.org](http://www.amf-france.org)) and the website of Worldline ([www.worldline.com](http://www.worldline.com)) or the website of Ingenico ([www.ingenico.com](http://www.ingenico.com)).

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