

## Very large success of Worldline's friendly tender offer for Ingenico

### Ownership by Worldline at the end of the offer:

- 88.64% of Ingenico's share capital, representing at least 83.20% of voting rights<sup>1</sup>
  - 99.57% of OCEANEs in circulation

### Settlement of the offer on October 28, 2020

### Reopening of the offer

#### Bezons and Paris, October 21, 2020

Following the publication on October 20, 2020 by the Autorité des marchés financiers (AMF) of the results of Worldline's friendly tender offer for Ingenico securities, Worldline and Ingenico announce that, following settlement, which will take place on October 28, 2020, Worldline will hold 56,474,416 Ingenico shares, representing 88.64% of the share capital and at least 83.20% of the voting rights<sup>1</sup>, and 2,892,092 OCEANEs (i.e. 99.57% of the number of OCEANEs in circulation), thus largely exceeding the offer's waiver threshold, which had been set at 60% of Ingenico share capital (on a fully diluted basis).

The offer will be reopened and the AMF will publish the timetable for the reopening of the offer.

Worldline also confirms its intention to implement a squeeze-out for the Ingenico's shares and OCEANEs following the reopened offer.

**Gilles Grapinet, Worldline Chairman and Chief Executive Officer**, said:

*"I am very pleased with this extremely high contribution rate to the tender offer, which demonstrates the strong support of Ingenico's shareholders for our project and the recognized relevance of this combination. We are delighted to now count Ingenico's shareholders among our shareholders.*

*Today, with Ingenico, we are opening a new page in the history of our company and of our industry. Our new group becomes indeed the undisputed European leader in digital payments, and one of the major global players, with outstanding market positions in online payments, merchant acquiring and transaction processing. With more than 20,000 experts, complete coverage of the payment value chain, state-of-the-art offerings, and an extended geographical reach, Worldline now offers an enhanced value proposition to its customers, banks and merchants, as well as to all its business partners."*

<sup>1</sup> Based on a share capital of 63,713,047 shares representing a maximum of 67,878,793 voting rights as of September 30, 2020 (it being specified that Ingenico holds 1,284,299 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).

**Nicolas Huss, Ingenico Chief Executive Officer**, said:

*“We are delighted with the successful outcome of the tender offer, with a vast majority of Ingenico shareholders having chosen to tender their shares.*

*This is a key milestone for Ingenico and another positive step forward towards the exciting new chapter ahead, as we create a world-class champion in payments services.*

*I would like to express my deepest gratitude to the Ingenico and Worldline teams who have remained committed over the past few months to making this new chapter a real success.”*

### **Detailed results of the tender offer**

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

- Primary mixed offer: 5,107,463 Ingenico shares have been tendered to the primary mixed offer;
- Secondary exchange offer: 51,269,494 Ingenico shares have been tendered to the secondary exchange offer;
- Secondary cash offer: 97,459 Ingenico shares have been tendered to the secondary cash 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 cash branch will be fully served. The number of Ingenico shares tendered to the exchange branch compared to the number of Ingenico shares tendered to the cash branch being higher than the ratio of 0.229, the orders submitted to the secondary exchange 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 exchange offer is 425,813, i.e. a allocation ratio of 0.83%, and 50,843,681 Ingenico shares will be carried over to the primary mixed offer.

Upon completion of the settlement of the offer, the Initiator will hold 56,474,416 Ingenico shares representing the same number of voting rights, i.e. 88.64% of the share capital and at least 83.20% of the voting rights of Ingenico<sup>2</sup>.

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

- Mixed offer: 2,892,076 Ingenico OCEANEs have been tendered to the mixed offer;
- Cash offer: 16 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 are served.

Upon completion of the settlement of the offer, the Initiator will hold 2,892,092 Ingenico OCEANEs, representing 99.57% of Ingenico OCEANEs in circulation.

<sup>2</sup> Based on a share capital of 63,713,047 shares representing a maximum of 67,878,793 voting rights as of September 30, 2020.

## **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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