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M. 9776 - WORLDLINE / INGENICO

SECTION 1.2

Description of the concentration

The notified concentration concerns the acquisition of sole control of Ingenico Group S.A. by Worldline S.A. Worldline filed the Tender Offer with the AMF on July 8, 2020. The opening of the Tender Offer is subject to clearance by the AMF.

As of the date hereof, all regulatory and merger control clearances have been obtained, except the merger control clearance from the European Commission. The shareholders' meeting of Worldline approved, all resolutions required in connection with the Transaction on June 9, 2020.

The closing of the Tender Offer will also be subject to the condition that Worldline acquires a number of Ingenico shares representing at least 60% of Ingenico's share capital on a fully diluted basis (which condition may be waived by Worldline).

The nature of the overlapping businesses of the Parties is as follows:

- Worldline is active in the payment and transactional services industry clients on a EEA-wide basis and in emerging markets such as India, China and certain countries in Asia and Latin America. Worldline activities are organized around merchant acquiring services, services for in-store and online payments and payment processing. Worldline also provides POS terminals to merchant acquirers, distributors and merchants. Worldline employs approximately 12 000 people worldwide and has global revenue of EUR 2,4 billion in 2019.
- Ingenico is mainly engaged in the design and supply of POS terminals (hardware and related software) and also provides payment-related services such as merchant acquiring services as well as other services for in-store and online payments. Operating in 170 countries, Ingenico employs some 8 000 people worldwide with a global revenue of EUR 3,4 billion in 2019.