

WORLDLINE

Société Anonyme

80, quai Voltaire
95870 BEZONS

Statutory auditors' report on the authorization to grant options to subscribe for or to purchase Company shares

Combined General Meeting of November 30, 2018
4th resolution

This is a free translation into English of a report issued in French and it is provided solely for the convenience of English-speaking users.

This report should be read in conjunction with, and construed in accordance with, French law and professional guidelines applicable in France.

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Combined General Meeting of November 30, 2018 - 4th resolution

To the Shareholders,

In our capacity as statutory auditors of your company (the “Company”) and pursuant to the assignment set forth in Articles L. 225-177 and R. 225-144 of the French commercial code (*Code de commerce*), we hereby report on the authorization to grant options to subscribe for or to purchase Company shares to employees and/or executive officers of SIX Payment Services (Europe) SA, SIX Payment Services (Luxembourg) SA and SIX Payment Services AG and/or its affiliates, an operation that you are being asked to approve, subject to the approval of the 1st and 2nd resolutions by your Combined General Meeting.

The total number of shares for which options are thus granted, shall not exceed 0.07% of the Company's share capital on of the date of this Combined General Meeting, prior to the share capital increase resulting from the 2nd resolution of this Combined General Meeting.

Furthermore, by way of exception of the provisions of the previous paragraph, an extraordinary global ceiling will be applied in the event of simultaneous or successive use by the Board of Directors of the authorizations given pursuant to the 4th and 5th resolutions of this Combined General Meeting. As such, the total number of options granted pursuant to the 4th resolution and the total number of free shares granted by in application of the 5th resolution shall not exceed 0.07% of the share capital at the date of this Combined General Meeting, prior to the share capital increase resulting from the 2nd resolution of this Combined General Meeting.

Based on its report, the Board of Directors asks for authorization to grant options to subscribe for or to purchase shares, for a period of 26 months starting from the date of this Combined General Meeting, being specified that the authorization granted by the combined general meeting held on May 24, 2018 in its 19th resolution shall remain in force and be effective for the initial duration of 26 months as of May 24, 2018.

The Board of Directors is responsible for preparing a report on the reasons for the share subscription or purchase option plan and on the proposed methods for determining the subscription or purchase price. Our role is to express our opinion on the proposed methods for determining the subscription or purchase price.

We performed the procedures that we considered necessary in accordance to the professional standards of the French National Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*) applicable to this engagement.

These procedures primarily consisted in ensuring that the proposed methods for determining the subscription or purchase price are described in the Board of Directors' report and that they comply with the French laws and regulations.

We have no matters to report as to the proposed methods for the determination of the subscription price and/or purchase price of the shares.

Paris La Défense and Neuilly-sur-Seine, October 26, 2018

The statutory auditors

French original signed by

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