

WORLDLINE

Société Anonyme

80, quai Voltaire
95870 BEZONS

Statutory Auditors' report on the financial statements

Year ended December 31, 2014

Deloitte & Associés

185, avenue Charles de Gaulle
92524 Neuilly-sur-Seine Cedex

Grant Thornton

French member of Grant Thornton International
100, rue de Courcelles
75017 Paris

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Statutory Auditors' report on the financial statements

Year ended December 31, 2014

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

The statutory auditors' report includes information specifically required by French law in such reports, whether modified or not. This information is presented below the audit opinion on the consolidated financial statements and includes an explanatory paragraph discussing the auditors' assessments of certain significant accounting and auditing matters. These assessments were made for the purpose of issuing an audit opinion on the consolidated financial statements as a whole and not to provide separate assurance on individual account balances, transactions or disclosures. This report also includes information relating to the specific verification of information given in the management report and in the document addressed to the shareholders.

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

To the Shareholders,

In compliance with the assignment entrusted to us by your Annual General Meetings, we hereby report to you for the year ended December 31, 2014 on:

- the audit of the accompanying financial statements of Worldline;
- the justification of our assessments;
- the specific verifications and information required by law.

The financial statements have been approved by the Board of Directors. Our role is to express an opinion on these financial statements, based on our audit.

I. Opinion on the financial statements

We conducted our audit in accordance with professional standards applicable in France. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit involves performing procedures, using sample testing techniques or other selection methods, to obtain audit evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made, as well

as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a reasonable basis for our opinion.

In our opinion, the financial statements give a true and fair view of the financial position and the assets and liabilities of the Company as of December 31, 2014 and the results of its operations for the year then ended in accordance with French accounting principles.

II. Justification of our assessments

In accordance with the requirements of Article L.823-9 of the French Commercial Code (*Code de commerce*) relating to the justification of our assessments, we bring to your attention the following matters:

- Participating interests, with a net book value of € 380,534 thousands in the balance sheet as of December 31, 2014, are valued at acquisition cost and depreciated based on their value in use according to the procedures described in the Note “Long-term investments” under Section 20.2.1.3.3 “Accounting policies” of the financial statements. Our work consisted in appreciating the data and assumptions underlying these estimates, especially the cash flow forecasts prepared by the company’s operational departments, reviewing the calculations performed by the company, and analyzing the procedure adopted by management to approve such estimates.
- The Note “Revenue” under Section 20.2.1.3.3 “Accounting policies” of the financial statements outlines the methods used to recognize revenue. Based on the information made available to us, our work consisted in verifying that the accounting policies were correctly applied and assessing the estimated margins at contract completion determined by the company’s management.

These assessments were performed as part of our audit of the financial statements taken as a whole and contributed to the expression of our opinion in the first part of this report.

III. Specific verifications and information

We have also performed the specific verifications required by law in accordance with professional practice standards applicable in France.

We have no matters to report regarding the fair presentation and the consistency with the financial statements of the information provided in the management report of the Board of Directors, and in the documents addressed to the Shareholders with respect to the financial position and the financial statements.

Concerning the information given in accordance with the requirements of Article L. 225-102-1 of the French Commercial Code relating to remunerations and benefits received by the corporate officers and any other commitments made in their favor, we have verified its consistency with the financial statements, or with the underlying information used to prepare these financial statements and, where applicable, with the information obtained by your company from companies controlling your company or controlled by it. Based on these procedures, we attest to the accuracy of this information.

In accordance with French law, we have verified that the required information concerning the identity of the shareholders and holders the voting rights has been properly disclosed in the management report.

Neuilly-sur-Seine and Paris, March 26, 2015

The Statutory Auditors

Deloitte & Associés

Christophe Patrier

Grant Thornton

French member of Grant Thornton International

Victor Amselem