

WORLDLINE

Société Anonyme

80, quai Voltaire
95870 BEZONS

Statutory auditors' report on the authorization to grant existing or newly-issued free shares

Combined General Meeting of November 30, 2018
5th 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 - 5th resolution

To the Shareholders,

In our capacity as statutory auditors of your company (the “Company”) and pursuant to the assignment set forth in article L. 225-197-1 of the French commercial code (*Code de commerce*), we hereby report on the proposed authorization to grant existing or newly-issued free shares to employees or executive officers of SIX Payment Services (Europe) SA, SIX Payment Services (Luxembourg) SA and SIX Payment Services AG and/or their affiliates, subject to performance conditions set by the Board of Directors, an operation that you are being asked to approved, subject to the approval of the 1st and 2nd resolutions by your Combined General Meeting.

The total number of free shares that may be granted pursuant to this resolution shall not represent more than 0.07% of the share capital on 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 above, 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 the 5th resolutions of this Combined General Meeting. As such, the total number of free shares granted by in application of the 5th resolution and the total number of options granted pursuant to the 4th 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 existing or newly-issued free 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 20th resolution shall remain in force and be effective for the initial duration of 38 months as of May 24, 2018.

The Board of Directors is responsible for preparing a report on the operation that it wishes to carry out. Our role is to inform you of our comments, if any, on the information thus given to you on the proposed operation.

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

These procedures primarily consisted in verifying that the proposed terms and conditions presented in the Board of Directors' report comply with the provisions provided for by law.

We have no comments on the information given in the Board of Directors' report in connection with the proposed operation for granting free shares.

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

The statutory auditors

French original signed by

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