

EDENRED

Société Anonyme

166-180 boulevard Gabriel Péri
92240 MALAKOFF

Statutory auditors' attestation on the information provided under section 5 of article L. 225-115 of the French Commercial Code (*Code de commerce*) relating to the total amount of payments made pursuant to sections 1 and 4 of article 238 bis of the French General Tax Code (*Code general des impôts*) for the year ended December 31, 2012

Annual Shareholders' Meeting held to approve the financial statements for the year ended December 31, 2012

Cabinet Didier Kling & Associés
28, avenue Hoche
75008 Paris

Deloitte & Associés
185 avenue Charles de Gaulle
92524 Neuilly-sur-Seine Cedex

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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 and construed in accordance with French law and professional auditing standards applicable in France.

To the Shareholders,

In our capacity as statutory auditors of your Company and in compliance with section 5 of article L. 225-115 of the French Commercial Code (*Code de commerce*), we have prepared this attestation on the total amount of payments made pursuant to sections 1 and 4 of article 238 bis of the French General Tax Code (*Code general des impôts*) for the year ended December 31, 2012, as presented in the attached document.

This information has been prepared under the responsibility of the Chairman and Chief Executive Officer. Our role is to report on this information.

As part of our statutory audit, we have audited the financial statements of your company for the year ended December 31, 2012. Our audit, conducted in accordance with professional standards applicable in France, was intended to express an opinion on the financial statements taken as a whole, and not on specific elements of the accounts used for the determination of the aggregate of payments made pursuant to sections 1 and 4 of article 238 bis of the French General Tax Code (*Code general des impôts*). Therefore, we have not performed our audit tests and procedures with this objective in mind, and we express no opinion on these elements taken separately.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body (Compagnie nationale des commissaires aux comptes) for this type of engagement. These procedures, which do not constitute an audit or a limited review, consisted in making the necessary comparisons between the total amount of payments made pursuant to sections 1 and 4 of article 238 bis of the French General Tax Code (*Code general des impôts*) and the source accounting documents, and verifying that it agrees with the elements used as a basis for the preparation of the annual accounts for the year ended December 31, 2012.

On the basis of our work, we have no matters to report on the consistency of the total of payments made pursuant to sections 1 and 4 of article 238 bis of the French General Tax Code (*Code general des impôts*), as presented in the attached document and amounting to €17,900 with the accounting used as a basis for the preparation of the annual accounts for the year ended December 31, 2012.

This attestation shall serve as the certification of the accuracy of payments made pursuant to sections 1 and 4 of article 238 bis of the French General Tax Code (*Code general des impôts*) within the meaning of section 5 of article L. 225-115 of the French Commercial Code.

Paris and Neuilly-sur-Seine, March 1st, 2013

The Statutory Auditors

Cabinet Didier Kling & Associés

Deloitte & Associés

Didier Kling

David Dupont-Noel