

## **Statement of compliance with the German Corporate Governance Code by Wirecard AG pursuant to Section 161 of German Stock Corporation Act (AktG)**

The Management Board and the Supervisory Board declare that since the submission of the last statement of compliance dated 30 March 2015, the Company has complied and will comply with the recommendations of the Government Commission on the German Corporate Governance Code (Code). This statement refers to the recommendations of the Code in its version dated 5 May 2015.

The following exceptions apply to the statement of compliance referred to above:

1. Section 5.2 (2) and Sections 5.3.1 – 5.3.3 of the Code contain individual recommendations on committees of the Supervisory Board. Since the present Supervisory Board of Wirecard AG consists of only three members, it has dispensed with setting up committees. All transactions subject to approval have always been dealt with by the plenary Supervisory Board. The Supervisory Board also plans to proceed in this manner in future.

2. Sections 5.4.1 (2) Clause 1 and (3) Clauses 1 and 2 of the Code contain recommendations on the composition of the Supervisory Board. Section 5.4.1 (2) Clause 1 of the Code recommends that the Supervisory Board should specify objectives regarding its composition which, whilst having regard for the Company's situation, take into account the company's international activities, potential conflicts of interest, the number of independent Supervisory Board members within the meaning of Section 5.4.2 of the Code, an age limit to be specified for the members of the Supervisory Board, a maximum time limit to be specified for the period of service on the Supervisory Board and diversity. Section 5.4.1 (3) Clause 1 of the Code recommends that the proposals that the Supervisory Board makes to the relevant election bodies should take these specific objectives into account. According to Section 5.4.1 (3) Clause 2 of the Code, the objectives set by the Supervisory Board and the progress made towards their implementation should be published in the corporate governance report.

In accordance with the new legal regulations in the "Law for the equal participation of women and men in leadership positions in the private and public sectors", the Supervisory Board defined new targets for the proportion of women on the Management Board and Supervisory Board in September 2015.

The Supervisory Board of Wirecard AG welcomes the intention of the Code to also counteract any form of discrimination and to promote diversity to an appropriate degree. The Wirecard Group is a modern, globally active company with a diverse personnel structure. It is an absolutely fundamental principle of corporate governance at Wirecard, both at the level of the topmost corporate bodies and below this first management level, to select candidates for vacant positions in accordance with their specialist and personal qualifications, irrespective of their gender, irrespective of their religion, irrespective of their nationality, their beliefs, their skin colour, etc. and, in the case of candidates for the Supervisory Board, to propose their selection to the Annual General Meeting. In doing so, the Company's international activities are taken into account as a matter of course, as well as potential conflicts of interest. The Supervisory Board will ensure that it has the number of independent members it considers appropriate. Above and beyond the previously mentioned targets for the proportion of women, Wirecard AG believes that it has not been necessary up to now to set further concrete targets for the composition of the Supervisory Board. In particular, no maximum time limit for serving on the Supervisory Board has been defined because the Supervisory Board believes that such a time limit could be in conflict with the benefits of having continuity and retention of long-standing expertise on the Supervisory Board that is in the best interests of the company. Therefore, a divergence from Section 5.4.1 (2) Clause 1 of the Code is currently declared. The Company has consequently diverged, and will diverge from, Sections 5.4.1 (3) Clauses 1 and 2 of the Code. Nevertheless, the Supervisory Board has based its election proposals to the competent election bodies on the recommendations of the Code and will also continue to do so in future.

3. Section 5.4.6 (2) Clause 2 of the Code recommends that any performance-based remuneration of Supervisory Board members should be commensurate with the Company's sustainable development and growth, to the extent any commitment to any such remuneration is made.

The currently applicable Articles of Incorporation of Wirecard AG provide for performance-based remuneration of the members of the Supervisory Board. This remuneration depends on the earnings from the ordinary course of business before interest and taxes for the 2015 fiscal year and does not provide for any calculation based on the comparison of the earnings of several fiscal years. Consequently, Wirecard AG currently diverges from the recommendation that any performance-based remuneration should be commensurate with the Company's sustainable development and growth.

The Management and Supervisory Boards of Wirecard AG intend to adhere to the existing remuneration scheme for the Supervisory Board. They are of the opinion that the performance-based remuneration component regulated in Section 14 (1) of the Articles of Incorporation of Wirecard AG has proved to be appropriate consideration for the execution of the supervisory obligations incumbent upon the Supervisory Board and that the past remuneration scheme is also appropriate for the future.

4. Section 7.1.2 Clause 3 of the Code recommends that the consolidated financial statements be made accessible to the public within 90 days of the end of a fiscal year and the interim reports within 45 days of the end of the reporting period.

The legal regulations currently stipulate that the consolidated financial statements be published within a period of four months after the end of a fiscal year and the six-monthly reports be published within a period of three months after the end of the period under review. According to the regulations of the Frankfurt Stock Exchange applicable to the Prime Standard, quarterly reports should be provided to the management of the stock exchange within a period of two months after the end of the period under review. The Company has to date adhered to these periods since the Management Board considers this time regime appropriate. The Company may publish the reports at an earlier date if internal procedures allow this to be done.

Aschheim, 30 March 2016 Wirecard AG

On behalf of the Management Board:

Dr. Markus Braun/ Burkhard Ley

On behalf of the Supervisory Board:

Wulf Matthias