



WIRECARD AG

NOTICE OF THE ANNUAL GENERAL MEETING

Munich, 17 June 2015



wirecard

TecDAX

NOTICE
OF THE ANNUAL
GENERAL MEETING
OF

WIRECARD AG

which has its registered office (seat) in Aschheim

ISIN: DE0007472060

Notice is hereby given to the shareholders of the Company that the Annual General Meeting will be held at the Haus der Bayerischen Wirtschaft, Max-Joseph-Strasse 5, 80333 Munich, Germany, on Wednesday **17 June 2015** at 10.00 a.m.

CONVENIENCE TRANSLATION

This translation is provided for convenience purposes only. Shareholders who wish to make a decision on certain topics of the agenda should consult the original German language version of this notice. Only the German language version is binding.

AGENDA

1 Presentation of the adopted annual accounts and the approved consolidated accounts as at 31 December 2014, as well as the annual reports for the Company and for the Group, the report of the Supervisory Board and the explanatory report by the Management Board on the disclosures of relevance for takeover purposes for the financial year 2014

There is no need for the General Meeting to pass a resolution on agenda item 1 because the Supervisory Board has already approved the annual accounts and consolidated accounts. The documents submitted serve to inform the General Meeting about the past financial year and about the situation of the Company and of the Group.

2 Resolution on the appropriation of the profit of the financial year 2014

Of the net profit for the financial year 2014, EUR 0.13 is to be distributed per no-par value share entitled to receive a dividend.

The Management Board and the Supervisory Board therefore propose that the unappropriated surplus for the financial year 2014 amounting to EUR 63,429,426.75 be appropriated as follows:

- a) To distribute a dividend of EUR 0.13 per no-par value share entitled to receive a dividend, i.e. a total amount of EUR 16,053,776.18.
 - b) To carry forward an amount of EUR 47,375,650.57 to the new accounts.
-

3 Resolution on the approval of the actions of the members of the Management Board during the financial year 2014

The Management Board and the Supervisory Board propose that the actions of the members of the Management Board during the financial year ending on 31 December 2014 be approved.

4 Resolution on the approval of the actions of the members of the Supervisory Board during the financial year 2014

The Management Board and the Supervisory Board propose that the actions of the members of the Supervisory Board during the financial year ending on 31 December 2014 be approved.

5 Election of the Company's auditor and of the Group auditor for the financial year 2015

The Supervisory Board proposes that it be resolved THAT:

Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Munich be elected as the auditor and the Group's auditor for the financial year 2015.

6 New elections to the Supervisory Board

The hitherto term of office of the Supervisory Board member, Mr. Stefan Klestil, will end when the General Meeting on 17 June 2015 closes. In accordance with Section 96(1) and Section 101(1) of the German Stock Corporation Act (AktG) and Section 9(1) of the Articles of Association, the Supervisory Board comprises three members, who are all elected by the General Meeting.

The Supervisory Board proposes THAT:

Mr. Stefan Klestil, Vienna, Austria,

Management Consultant,

be elected for the period until the General Meeting, which resolves upon the approval of his actions during the financial year 2019, closes.

When electing the members of the Supervisory Board the General Meeting is not bound by any nominations.

The Supervisory Board member, Stefan Klestil, is independent and has the expert knowledge in the field of accounting as required by Section 100(5) German Stock Corporation Act (AktG). He is currently the independent Financial Expert on the Supervisory Board.

Further details of his curriculum vitae can be found under ir.wirecard.de/hauptversammlung

Additional information in accordance with Section 125(1) sentence 5 German Stock Corporation Act (AktG)

Mr. Stefan Klestil is a member of a statutorily required supervisory board or a comparable domestic or foreign supervisory body in the companies set out below:

Memberships of other statutorily required supervisory boards:

- Wirecard Bank AG

Memberships of comparable domestic and foreign supervisory bodies:

- Member of the Board, Holvi Payment Services Oy, Helsinki, Finland,
- Chairman of the Board, iyzico Teknoloji Ödeme ve, Istanbul, Turkey.

Additional information in accordance with Article 5.4.1 German Corporate Governance Code (DCGK)

Apart from the fact that Mr. Stefan Klestil is already a member of the Supervisory Board of the Company and of Wirecard Bank AG, the Supervisory Board is of the opinion that with regard to the AGM's election decision there are no significant personal or business relationships between Mr. Klestil on the one hand, and the companies of the Wirecard Group, the organs of Wirecard AG or a shareholder with a significant interest in Wirecard AG, on the other hand.

7 Resolution on the creation of new authorized capital 2015 and on a change to the Articles of Association

With a share capital of EUR 123,490,586.00 the Company currently has at its disposal an authorized capital in the amount of EUR 18,801,655.00 [Authorized Capital 2012]. The corresponding authorization contained in Article 4(2) of the Articles of Association is for limited in time until 25 June 2017. In order to give the Company the greatest possible flexibility also in future, new authorized capital is to be created and the existing authorized capital is to be completely replaced thereby.

The Management Board and the Supervisory Board therefore propose that the following be resolved:

1. The existing Authorized Capital 2012 is cancelled.
2. The Management Board is authorized to, with the consent of the Supervisory Board, increase the nominal capital on one or more occasions up until 17 June 2020 by up to a total of EUR 30,000,000.00 in consideration for contributions in cash and/or kind (including so-called mixed contributions in kind) by issuing up to 30,000,000 new no-par value bearer shares (Authorized Capital 2015) and in so doing to stipulate a commencement of the profit participation in derogation from the statutory provisions, also retrospectively to a financial year that has already expired, provided that no resolution on the profit of said expired financial year has yet been adopted. The shareholders must as a general rule be granted a subscription right. The new shares can also be assumed by one or more banks designated by the Management Board with the obligation of offering them to the shareholders (indirect subscription right).
3. The Management Board is, however, authorized to, with the consent of the Supervisory Board, exclude the shareholders' statutory subscription right in the following cases:
 - to avoid fractional amounts;
 - in the case of a capital increase in consideration for contributions in cash, if the issue price of the new shares issued with the subscription right excluded in accordance with Section 186(3) sentence 4 German Stock Corporation Act (AktG) is not significantly below the stock exchange price and the new shares issued with the subscription right excluded in accordance with Section 186(3) sentence 4 German Stock Corporation Act (AktG) do not exceed 10 % of the nominal capital and, more particularly, neither at the time when this authorization becomes effective nor at the time when this authorization is exercised. The shares, which have been sold or issued, or which are to be issued, during the term of this authorization on the basis of other authorizations with the subscription right excluded by applying Section 186(3) sentence 4 German Stock Corporation Act (AktG) either directly or analogously, must be counted towards said limit;
 - in the case of a capital increase in consideration for contributions in kind, in particular for the purposes of acquiring an undertaking, parts of an undertaking, a holding in an undertaking or to acquire receivables or other major assets;

- in order to grant the holders of subscription warrants or convertible loan stock or bonds cum warrants a subscription right to the extent to which they would be entitled as a shareholder after exercising a conversion right or option right or in the fulfilment of the conversion obligation; as well as
 - in the case of a capital increase to issue employee shares in accordance with Section 204(3) German Stock Corporation Act (AktG), if the issue price of the new shares issued with the subscription right excluded is not more than 30 % less than the stock exchange price and the new shares issued with the subscription right excluded do not in total exceed 3 % of the nominal capital and, more particularly, neither at the time when this authorization becomes effective nor at the time when this authorization is exercised. All shares, which are issued to employees of the Company and members of the managements and employees of the undertakings affiliated with the Company as employee shares during the term of this authorization on the basis of other authorizations for a price, which is below the stock exchange price, with the shareholders' subscription right excluded, shall be counted towards the above-mentioned 3% limit. The 3% limit does not apply if the price is not significantly below the stock exchange price within the meaning of Section 186(3) sentence 4 German Stock Corporation Act (AktG);
 - the total number of shares to be issued and which have been issued with the subscription right excluded on the basis of one of said authorizations may not exceed 20 % of the nominal capital either at the time when the authorization becomes effective or at the time when the authorization is exercised; the shares, which have been sold or issued, or which are to be issued, during the term of this authorization on the basis of other authorizations with the subscription right excluded must be counted towards said limit.
4. The Management Board is authorized to, with the consent of the Supervisory Board, stipulate the further particulars of the capital increase and its implementation, particularly the substance of the rights in the shares, the conditions of the share issue including the issue price. The Supervisory Board is authorized to amend the version of the Articles of Association commensurately with the extent of the respective capital increase out of Authorized Capital.

5. The provision in Article 4(2) of the Articles of Association is reworded as follows:

“The Management Board is authorized to, with the consent of the Supervisory Board, increase the nominal capital on one or more occasions up until 17 June 2020 by up to a total of EUR 30,000,000.00 in consideration for contributions in cash and/or kind (including so-called mixed contributions in kind) by issuing up to 30,000,000 new no-par value bearer shares (Authorized Capital 2015) and in so doing to stipulate a commencement of the profit participation in derogation from the statutory provisions, also retrospectively to a financial year that has already expired, provided that no resolution on the profit of said expired financial year has yet been adopted. The shareholders must as a general rule be granted a subscription right. The new shares can also be assumed by one or more banks designated by the Management Board with the obligation of offering them to the shareholders (indirect subscription right).

The Management Board is, however, authorized to, with the consent of the Supervisory Board, exclude the shareholders' statutory subscription right in the following cases:

- to avoid fractional amounts;
- in the case of a capital increase in consideration for contributions in cash, if the issue price of the new shares issued with the subscription right excluded in accordance with Section 186(3) sentence 4 German Stock Corporation Act (AktG) is not significantly below the stock exchange price and the new shares issued with the subscription right excluded in accordance with Section 186(3) sentence 4 German Stock Corporation Act (AktG) do not exceed 10 % of the nominal capital and, more particularly, neither at the time when this authorization becomes effective nor at the time when this authorization is exercised. The shares, which have been sold or issued, or which are to be issued, during the term of this authorization on the basis of other authorizations with the subscription right excluded by applying Section 186(3) sentence 4 German Stock Corporation Act (AktG) either directly or analogously, must be counted towards said limit;
- in the case of a capital increase in consideration for contributions in kind, in particular for the purposes of acquiring an undertaking, parts of an undertaking, a holding in an undertaking or to acquire receivables or other major assets;

- in order to grant the holders of subscription warrants or convertible loan stock or bonds cum warrants a subscription right to the extent to which they would be entitled as a shareholder after exercising a conversion right or option right or in the fulfilment of the conversion obligation; as well as
- in the event of a capital increase to issue employee shares in accordance with Section 204(3) German Stock Corporation Act (AktG), if the issue price of the new shares issued with the subscription right excluded is not more than 30 % less than the stock exchange price and the new shares issued with the subscription right excluded do not in total exceed 3 % of the nominal capital and, more particularly, neither at the time when this authorization becomes effective nor at the time when this authorization is exercised. All shares, which are issued to employees of the Company and members of the managements and employees of the undertakings affiliated with the Company as employee shares during the term of this authorization on the basis of other authorizations for a price, which is below the stock exchange price, with the shareholders' subscription right excluded, are counted towards the above-mentioned 3% limit. The 3% limit does not apply if the price is not significantly below the stock exchange price within the meaning of Section 186(3) sentence 4 German Stock Corporation Act (AktG);
- the total number of shares to be issued and which have been issued excluding the subscription right excluded on the basis of one of said authorizations may not exceed 20 % of the nominal capital either at the time when the authorization becomes effective or at the time when the authorization is exercised; the shares, which have been sold or issued, or which are to be issued, during the term of this authorization on the basis of other authorizations with the subscription right excluded must thereby be counted towards said limit.

The Management Board is authorized to, with the consent of the Supervisory Board, stipulate the further particulars of the capital increase and its implementation, particularly the substance of the rights in the shares, the conditions of the share issue including the issue price. The Supervisory Board is authorized to amend the version of the Articles of Association commensurately with the extent of the respective capital increase out of Authorized Capital."

Report on agenda item 7

Report by the Management Board on agenda item 7 in accordance with Section 203(2) sentence 2 and Section 186(4) sentence 2 German Stock Corporation Act (AktG) on the reasons for the Management Board's authorization to exclude the shareholders' subscription right when making use of the authorized capital:

The authorization proposed under agenda item 7 serves to maintain and broaden the Company's equity capital basis. The authorization furthermore allows the Management Board to be able to respond flexibly to financing requirements that arise at short notice in connection with the implementation of strategic decisions. In detail:

1. The current authorized capital and reason for creating a new Authorized Capital 2015:

The Management Board and the Supervisory Board propose to the General Meeting on 17 June 2015 that a new Authorized Capital 2015 be created and that the existing authorized capital be completely replaced thereby.

The Company's nominal capital is currently EUR 123,490,586.00. Pursuant to Article 4(2) of the Company's Articles of Association in the version applicable at the time this notice is published, the Management Board – following partial utilization of the authorized capital – is authorized, up until 25 June 2017, to increase the Company's share capital, with the consent of the Supervisory Board, on one or more occasions by a further EUR 18,801,655.00 by issuing up to 18,801,655 new no-par value bearer shares (Stückaktien) (Authorized Capital 2012). The Authorized Capital 2012 was originally resolved at the Annual General Meeting of 26 June 2012 in the amount of EUR 30,000,000.00 and was entered in the Commercial Register on 28 June 2012. On 25 February 2014 the Management Board with the consent of the Supervisory Board resolved to increase the Company's nominal capital excluding the subscription right in accordance with Section 186(3) sentence 4 German Stock Corporation Act (AktG) out of authorized capital by EUR 11,198,345.00 to EUR 123,490,586.00 by issuing 11,198,345 new no-par value bearer shares having a pro rata value of the nominal capital of EUR 1.00 per share in consideration for contributions in cash. The capital increase was implemented in the full amount and was entered in the Commercial Register on 27 February 2014. After partial utilization the Authorized Capital 2012 currently still amounts to EUR 18,801,655.00.

In order to nevertheless give the Company the greatest possible flexibility a new authorized capital (Authorized Capital 2015) is to be created in lieu of the Authorized Capital 2012, authorizing the Company's management to increase the Company's nominal capital on one or more occasions up until 17 June 2020 by up to a total of EUR 30,000,000.00 in consideration for contributions in cash and/or kind by issuing up to 30,000,000 new no-par value bearer shares.

2. New Authorized Capital 2015 and the associated advantages for the Company:

The Management Board proposes THAT the provisions in the Articles of Association on the existing Authorized Capital 2012 be cancelled and a new Authorized Capital 2015 up to an amount of EUR 30,000,000.00 be created. The Authorized Capital 2015 allows the Management Board, with the consent of the Supervisory Board, to increase the nominal capital of the Company on one or more occasions by up to a total of EUR 30,000,000.00 in consideration for contributions in cash and/or kind by issuing up to a total of 30,000,000 new no-par value bearer shares. The Management Board is authorized to exclude the shareholders' statutory subscription right in certain cases and limited to a portion of the authorized capital (see 3 below). The authorization is to be granted up until 17 June 2020.

The proposed authorization to issue new shares out of the Authorized Capital 2015 is intended to put the Management Board in a position where it can, with the consent of the Supervisory Board, respond better to financing requirements that arise at short notice in connection with the implementation of strategic decisions as well as to obtain a range of possibilities of responding to market conditions in a manner that protects the share price.

3. Exclusion of the subscription right:

Under the terms of the Authorized Capital 2015 the Management Board is to be authorized to, with the consent of the Supervisory Board, exclude the shareholders' subscription right in some cases.

The exclusion of the subscription right for fractional amounts is necessary in order to produce a technically feasible subscription ratio. The shares excluded from the shareholders' subscription right as fractional shares are realized in the best way possible for the Company either by selling them on the stock exchange or in some other way. The possibility of a diluting effect for the shareholders is slight because of the limitation to fractional amounts.

Furthermore, there is to be the possibility of excluding the subscription right in the context of a capital increase in consideration for contributions in cash if the volume stipulations and the other requirements under Section 186(3) sentence 4 German Stock Corporation Act (AktG) are met. Any discount on the current stock exchange price will probably not be more than 3 %, but will in any event be a maximum of 5 % of the stock exchange price. The management should thus be able to exploit favourable stock exchange situations at short notice and thereby, as far as possible, achieve a high issue price due to the market-related fixing of the price and should thereby be able to strengthen the Company's own capital resources to the greatest extent possible. Experience shows that, due to the possibility of acting more quickly, such a capital increase gives rise to a greater influx of funds than a comparable capital increase where the shareholders have a subscription right. It is therefore in the best interests of the Company and of the shareholders. Although this causes the relative shareholding and the relative share of voting rights of the existing shareholders to be reduced, shareholders, who would like to retain their relative shareholding and their relative share of voting rights nevertheless have the possibility of acquiring the number of shares required for this through the stock exchange.

This possibility of excluding the subscription right is limited to a maximum percentage of 10 % of the nominal capital. The shares, which have been sold or issued, or which are to be issued, during the term of this authorization on the basis of other authorizations with the subscription right excluded by applying Section 186(3) sentence 4 German Stock Corporation Act (AktG) either directly or analogously must be counted towards said limit. Counting said shares towards the limit is

done in the shareholders' interest in having their holdings diluted as little as possible.

The possibility of excluding the subscription rights is furthermore to be given in the case of capital increases in consideration for contributions in kind to grant shares for the purposes of acquiring undertakings, parts of undertakings, holdings in undertakings, receivables or other major assets.

The purpose of this is to enable the said acquisition targets to be acquired in consideration for the grant of shares in the Company. The Company is in global competition. It must at all times be in a position to be able to act quickly and flexibly in the international markets in the interests of its shareholders and the Company. Practice shows that the owners of attractive acquisition targets often demand the creation of voting shares in the acquiring company as consideration for a sale. For such an acquisition the Company must therefore have the possibility of granting its own (treasury) shares as consideration. By excluding the subscription right it is to be enabled to exploit acquisition opportunities that arise quickly and flexibly. Although an exclusion of the subscription right in each case causes the relative shareholdings and the relative share of voting rights of the existing shareholders to be reduced, if an unlimited subscription right were granted it would not be possible to acquire the said acquisition targets in consideration for the grant of shares and the advantages for the Company and the shareholders associated with this could not be achieved.

As and when the said acquisition opportunities materialize, the Management Board will carefully review whether it should make use of the Authorized Capital 2015 for the purposes of acquiring undertakings, parts of undertakings, holdings, major assets in consideration for the issue of new shares. It will only do this if the acquisition in consideration for the grant of shares is in the best interests of the Company. Only then will the Supervisory Board give its necessary consent. The basis for valuing the shares in the Company, on the one hand, and the undertaking, holdings in an undertaking or other working assets to be acquired, on the other hand, shall be neutral valuations of the undertaking made by accountancy firms and/or renowned international investment banks.

There is also to be the possibility of excluding the subscription right for the acquisition of receivables. The Management Board will thereby strictly observe the statutory provisions on the lawfulness of and justification for excluding subscription rights as well as the court rulings that have been issued on this matter, in particular the so-called "Kali+Salz" judgment of the German Federal Supreme Court (Bundesgerichtshof). Pursuant thereto the contribution of a receivable, particularly a receivable owed to the investor by the Company, can be a contribution in kind only subject to very limited conditions. The limited conditions of the Kali+Salz judgment also apply to contributions of other major assets, e.g. intangible assets such as patents, trademarks or licences.

In addition the Management Board is to be allowed to exclude the subscription right in order to grant the holders of subscription warrants or convertible loan stock or bonds cum warrants a subscription right to the extent to which they would be entitled as a shareholder after exercising a conversion right or option right or in the fulfilment of the conversion obligation; at present the Company has not issued any subscription warrants or convertible loan stock or bonds cum warrants. The General Meeting of 26 June 2012 did however authorize the Management Board to issue bonds cum warrants and convertible bonds.

The authorization to exclude subscription rights is intended to make it possible to offer the shares as employee shares to members of the Company's management for a price which is not significantly below the stock exchange price. On the other hand there is to be the possibility of offering the shares as employee shares to the Company's employees as well as to members of the managements and to employees of undertakings affiliated with the Company for a price of up to 30 % less than the stock exchange price. This authorization is in addition to the existing authorization to issue reacquired shares to employees and members of the Company's Management Board to fulfil existing option rights, or rights or obligations to acquire shares in the Company.

The authorization to issue employee shares to employees of the Company and to members of the managements and to employees of undertakings affiliated with the Company for a price, which is below

the stock exchange price, is limited to a maximum of 3 % of the Company's nominal capital in total and, more particularly, both at the time when this authorization comes into effect and at the time when it is exercised. The 3% limit does not apply if the issue price is not significantly below the stock exchange price within the meaning of Section 186(3) sentence 4 German Stock Corporation Act (AktG). Shares, which are issued as employee shares after this authorization comes into effect using an authorization applicable at the time the proposed authorization comes into effect, or an authorization that substitutes it, and which authorizes the issue of new shares out of authorized capital excluding the subscription right for a price which is below the stock exchange price to employees of the Company and members of the managements and employees of undertakings affiliated with the Company are to be counted towards the 3% limit. The issue of new shares out of authorized capital shall not be counted towards the 3% limit if the shares are issued out of authorized capital for a price, which is not significantly below the stock exchange price within the meaning of Section 186(3) sentence 4 German Stock Corporation Act (AktG).

The issue of employee shares is in the interests of the Company and its shareholders because it encourages the members of the managements and the employees to identify with the Company, to be prepared to accept joint responsibility and it encourages the workforce to be loyal to the Company. It is desired by the legislator and is facilitated by the law in several ways. It is intended that only employees of the Company and members of the managements and employees of affiliated undertakings are to be included in the circle of people, who are eligible to benefit from being offered the possibility of acquiring shares in the Company for a price of up to 30 % below the stock exchange price as employee shares. It is intended that members of the management of the Company may only be offered employee shares for a price, which is not significantly below the stock exchange price.

The issue of employee shares makes it possible to create long-term incentives which take into account not only positive but also negative developments. The granting of shares, which are blocked from sale for several years, or for which there are retention incentives, can create not only a bonus effect but also a penalty effect in the event of negative developments. It is therefore an instrument which can give rise to greater joint economic responsibility in the interests of the Company and the shareholders.

In order to be able to issue acquired shares as employee shares it is necessary to exclude the shareholders' subscription right. Otherwise the associated advantages for the Company and its shareholders could not be achieved.

Weighing up all of the above-mentioned circumstances, the Management Board and the Supervisory Board consider the exclusion of the subscription right in the said cases to be objectively justified and reasonable for the shareholders for the reasons stated, even taking into account the possible effect of dilution.

The Management Board shall exercise the authorization with the consent of the Supervisory Board; the Supervisory Board shall decide on the issue of employee shares to members of the Company's Management Board. The terms and conditions shall in each case be laid down when the occasion arises such that the interests of the shareholders and the interests of the Company are adequately safeguarded having due regard for the respective conditions.

The total number of shares to be issued and which have been issued with the subscription right excluded on the basis of one of said authorizations may not exceed 20 % of the nominal capital either at the time when the authorization becomes effective or at the time when the authorization is exercised; the shares, which have been sold or issued, or which are to be issued, during the term of this authorization on the basis of other authorizations with the subscription right excluded must be counted towards said limit. The purpose of this is to limit the total number of shares in the Company issued with the subscription right excluded and thereby has the objective of limiting the dilution for the shareholders in the best possible manner.

4. Report by the Management Board on the utilization of the Authorized Capital:

The Management Board shall report to the General Meeting on each and every utilization of the Authorized Capital 2015 and on the particulars of any exclusion of the subscription right.

FURTHER INFORMATION REGARDING THE NOTICE CALLING THE GENERAL MEETING

Total number of shares and voting rights

On the date on which this General Meeting is called the Company's nominal capital is divided into 123,490,586 bearer shares (no-par value shares). Each share issued confers one vote.

The Company does not hold any of its own (treasury) shares. There are no shares of different classes.

Prerequisites for attending the General Meeting and exercising the voting rights

Registration

The shareholders entitled to attend the General Meeting and to exercise their voting rights are those, who have registered with the Company by the close of **10 June 2015** (24:00h local time at the Company's registered office (seat)) at the following address:

Wirecard AG
c/o Computershare Operations Center
D-80249 Munich
Facsimile: +49 89 30903-74675
E-mail: anmeldestelle@computershare.de

and who have delivered to the Company, at the above address, proof issued by the custodian institution where their shares are kept that they were shareholders of the Company at the beginning of the 21st day prior to the General Meeting, i.e. at the beginning of **27 May 2015 ("Record Date")** at 00:00 h (local time at the Company's registered office (seat)). The registration and the record of proof must be in writing (Sections 126b German Civil Code (BGB)) and must be filed in German or English.

The Significance of the Record Date

In relation to the Company, only persons who have delivered proof that they hold (a) share(s) on the Record Date may attend the General Meeting and exercise their voting rights as shareholders. This means that share-

holders, who did not acquire their shares until after the Record Date are not entitled to attend the General Meeting unless authorized to do so by the transferor. Shareholders, who sell their shares after the Record Date are – providing they register and submit proof of their shareholding on time – nevertheless entitled, in relation to the Company, to attend the General Meeting and to exercise their voting rights; they may also authorize the transferees of their shares to exercise the voting right. The Record Date has no impact on the ability to transfer the shares. Shareholders may continue to freely dispose of their shares even after registration has been completed.

Procedure for voting/proxy votes

Shareholders, who do not wish to attend the General Meeting in person, may exercise their voting rights through a proxy, including through a shareholders' association. Timely registration and proof of shareholding is also necessary in such cases. A power-of-attorney may be granted by means of a declaration to the person to be appointed as a proxy as well as by means of a declaration to the Company. The proxy may also be granted after the shareholder's registration for the General Meeting. The forms, which are sent to the shareholders after they have duly registered, can be used for granting the proxy. If a shareholder appoints more than one person as a proxy, the Company may deny one or more of them access.

The grant of the proxy, its revocation and proof of the authorization in relation to the Company are in principle required to be in text form (Section 126b German Civil Code (BGB)). Revocation may also occur by virtue of the grantor of the proxy appearing at the General Meeting personally. If a bank, shareholders' association or another institution or person mentioned in Section 135 German Stock Corporation Act (AktG) is to be authorized to act as a proxy, the requirements as to form under Section 134(3) German Stock Corporation Act (AktG) do not apply; however, it is possible that the institutions or persons to be appointed as proxies may demand a particular form of proxy because they must verifiably record the proxy in accordance with Section 135 German Stock Corporation Act (AktG). If a shareholder wishes to appoint a bank, a shareholders' association or another institution or person mentioned in Section 135 German Stock Corporation Act (AktG) as a proxy they are urgently advised to reach agreement with said institutions or persons about a possible form of proxy.

The Company offers the following e-mail address as an electronic means for sending the proof of the proxy:

HV2015-Wirecard@computershare.de

Proxy votes through proxies of the Company

The Company offers its shareholders the possibility of authorising proxies, who have been appointed by the Company but who are bound by the directions of the shareholders, to exercise their voting rights already before the General Meeting. If proxies appointed by the Company are to be authorized, said proxies must in any event be given instructions for exercising the voting right. Without said instructions the power-of-attorney will be void. The proxies are under an obligation to vote as instructed.

Shareholders will receive details on granting proxies and issuing voting instructions to the proxies appointed by the Company as well as other details regarding attendance at the General Meeting and the exercise of voting rights together with their admission ticket to the General Meeting. The relevant information can also be viewed on the Company's website at <http://www.wirecard.de> (there in the navigation bar under "Investor Relations" under "Annual General Meeting").

Requests for additional items to be included on the agenda upon the demand of a minority in accordance with Section 122(2) German Stock Corporation Act (AktG)

Pursuant to Section 122(2) German Stock Corporation Act ("AktG") shareholders, whose aggregate holdings amount to at least one-twentieth of the share capital or the amount of EUR 500,000.00 (equivalent to 500,000 no-par value shares of the nominal capital) may demand that certain items be included on the agenda and published. Each new item must be accompanied by supporting reasons or a formal resolution proposal. The demand must be addressed to the Management Board of Wirecard AG in writing and must be received by the Company by no later than **17 May 2015, 24:00h** (local time at the Company's registered office (seat)).

Please send corresponding requests to the following address:

Wirecard AG
Management Board (Vorstand) (Investor Relations)
Einsteinring 35
85609 Aschheim

The applicants must deliver proof that they have held the shares for at three months prior to the date upon which the request was received and that they will hold the shares until a decision has been made on the

request. Any matters to be added to the agenda and which are to be announced will be published in the Bundesanzeiger [German Federal Gazette] forthwith following receipt of the request, and will be forwarded for publication to such media as can be expected to publicise the relevant information throughout the European Union. They will also be announced on the Company's website at <http://www.wirecard.de> (there in the navigation bar under "Investor Relations" under "Annual General Meeting").

Countermotions and nominations for elections by shareholders in accordance with Section 126(1) and Section 127 German Stock Corporation Act (AktG)

Each shareholder of the Company has the right to submit countermotions to proposals by the Management Board and/or the Supervisory Board regarding specific agenda items or nominations for election as well as motions regarding the Rules of Procedure in the General Meeting without the need for any notice, announcement or other particular act prior to the General Meeting.

The Company shall make countermotions within the meaning of Section 126 German Stock Corporation Act (AktG) and nominations for election within the meaning of Section 127 German Stock Corporation Act (AktG) including the name of the shareholder, the reasons (reasons are, however, not required for nominations for election), and any comments by the management accessible on the Company's website at <http://www.wirecard.de> (there in the navigation bar under "Investor Relations" under "Annual General Meeting") if the shareholder has sent them at least 14 days prior to the Meeting, i.e. by the expiry of **2 June 2015** (24.00 h, local time at the Company's registered office (seat)), to the address stipulated below

Wirecard AG
Investor Relations
Einsteinring 35
85609 Aschheim
Facsimile: +49 89 4424 2626
E-Mail: hauptversammlung@wirecard.com

and the remaining prerequisites for a corresponding publication obligation pursuant to Section 126 and Section 127 German Stock Corporation Act (AktG) are fulfilled.

Please note that countermotions or nominations for election will be taken into consideration at the General Meeting only if put forward or submitted at the meeting.

Shareholders' right to information in accordance with Section 131(1) German Stock Corporation Act (AktG)

Upon verbal request at the General Meeting, all shareholders will be provided with information at the General Meeting by the Management Board on the company's affairs including the legal and business relationships of the Company with affiliated undertakings and on the situation of the Group, and of the undertakings included in the consolidated accounts to the extent that such information is necessary for a proper evaluation of an agenda item and provided no right exists to refuse to provide such information.

Announcements on the website

This notice of the General Meeting, the documents and motions by shareholders to be made available to the General Meeting as well as further information pursuant to Section 124a German Stock Corporation Act (AktG) will also be accessible on the Company's website at <http://www.wirecard.de> (there in the navigation bar under "Investor Relations" under "Annual General Meeting") as of the time when the General Meeting is called.

Aschheim, May 2015

The Management Board

WIRECARD AG

Investor Relations

Tel.: +49 (0) 89 / 4424-1788

Fax: +49 (0) 89 / 4424-1500

Email: ir@wirecard.com

You will find information on dates as well as our downloadable annual report in the Investor Relations section of our website www.wirecard.com.

Please send us an e-mail or use the contact form on our website if you would like a printed copy of the annual report.

WIRECARD AG
Einsteinring 35
85609 Aschheim
Germany

Tel.: +49 (0) 89 / 4424-1400

Fax: +49 (0) 89 / 4424-1500

Email: contact@wirecard.com

WIRECARD.COM