

INVITATION TO THE ANNUAL GENERAL MEETING

Munich
21 June 2018



wirecard

INVITATION TO THE ANNUAL GENERAL MEETING OF WIRECARD AG

which has its registered office (seat) in Aschheim
ISIN: DE0007472060

We hereby invite the shareholders of our Company to the Annual General Meeting which will take place at 10.00 AM at Konferenzzentrum München, Hanns-Seidel-Stiftung, Lazarettstraße 33, 80636 Munich, on Thursday, **21 June 2018**.

AGENDA

1

Presentation of the adopted annual accounts and the approved consolidated accounts as at 31 December 2017, as well as the annual reports for the Company and for the Group, the report by the Supervisory Board and the explanatory report by the Management Board on the disclosures for the financial year 2017 as required by Sections 289a(1), 315a(1) of the German Commercial Code ("HGB").

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 annual accounts have thus been adopted. 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 allocation of the profit from the financial year 2017

Of the net profit for the financial year 2017, EUR 0.18 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 2017 amounting to EUR 142,545,355.99 be appropriated as follows:

- a) To distribute a dividend of EUR 0.18 per no-par value share entitled to receive a dividend, i.e. a total amount of EUR 22,241,805.48.
- b) To carry forward an amount of EUR 120,302,550.51 to the new accounts.

Pursuant to Section 58(4), sentence 2, of the German Stock Corporation Act (hereinafter "AktG"), the claim to payment of the dividend becomes due on the third business day following the resolution taken by the General Meeting, thus on Tuesday, **26 June 2018**.

3

Resolution on the approval of the actions of the members of the Management Board during the financial year 2017

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 2017 be approved.

4

Resolution on the approval of the actions of the members of the Supervisory Board during financial year 2017

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 2017 be approved.

5

Election of the Company's auditor and of the Group auditor for the financial year 2018

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 financial year 2018.

6

By-election to the Supervisory Board

Ms. Tina Kleingarn resigned from the Supervisory Board of Wirecard AG with effect from the end of 31 December 2017; therefore, the by-election of a new member of the Supervisory Board is necessary.

Pursuant to Sections 96(1), 101(1) of the German Stock Corporation Act ("AktG") and Article 9(1) of the Articles of Association, the Supervisory Board of Wirecard AG consists of five members elected by the General Meeting.

The Supervisory Board proposes that:

Dr. Anastassia Lauterbach, independent technology consultant (Lauterbach Consulting and Venturing GmbH (Ltd.)), resident in Bonn, Germany,

be elected as a member of the Supervisory Board with effect from the end of this General Meeting for the period until the end of the General Meeting resolving on the approval of her actions for the financial year 2020.

The nomination is designed to meet the requirements profile for the Supervisory Board as defined by the Supervisory Board to combine the objectives for the composition, a competence profile for the Group Supervisory Board and a diversity concept. The requirements profile and the status of the implementation are published in the Corporate Governance Report, which is accessible as a separate document on the company's website under *ir.wirecard.com/agm* from the day on which the General Meeting is convened and in addition is published as an integral part of the Business report 2017.

Supplementary information as required by Section 125(1), sentence 5, AktG

Dr. Lauterbach is currently a member of the following other statutory supervisory boards or comparable bodies of business enterprises in Germany and other countries:

- Dun & Bradstreet Corp., Short Hills, New Jersey, USA (listed) – Member of the Board of Directors
- censhare AG, München, Germany (not listed) – Chairwoman of the Supervisory Board
- COGITANDA Dataprotect AG, Altenahr-Kreuzberg, Germany (not listed) – Member of the Supervisory Board
- Evolution Equity Partners, New York, USA (not listed) – Member of the Advisory Board
- Analytics Ventures, San Diego, USA (not listed) – Member of the Advisory Board

Supplementary information as required by Clause 5.4.1 of the German Corporate Governance Code (“DCGK”)

In the opinion of the Supervisory Board, there are no personal or business relations between Dr. Lauterbach on the one hand and the company, the corporate bodies of Wirecard AG or a major shareholder of Wirecard AG on the other hand which are decisive for the election by the General Meeting.

The Supervisory Board has verified that Dr. Lauterbach is capable of devoting the expected time to fulfill her mandate.

Further information on Dr. Lauterbach is printed subsequent to

this agenda and is also accessible on the company's website under *ir.wirecard.com/agm* from the day on which the General Meeting is convened.

Resolution on the approval of the conclusion of a profit and loss transfer agreement with the subsidiary Wirecard Technologies GmbH

Wirecard AG and its wholly owned subsidiary Wirecard Technologies GmbH (who at that time still took the legal form of a stock corporation) had concluded a Control and Profit and Loss Transfer Agreement in 2005, which since then has not been amended or updated. This Control and Profit and Loss Transfer Agreement is to be terminated with effect from the end of the financial year 2018 and is to be replaced by a new updated Profit and Loss Transfer Agreement between Wirecard AG (as controlling company) and Wirecard Technologies GmbH (as controlled company).

This Profit and Loss Transfer Agreement should have the following content:

Profit and Loss Transfer Agreement between

*Wirecard AG,
registered with the commercial register of the
Munich District Court under HRB 169227,
(hereinafter referred to as “Wirecard”)*

and

*Wirecard Technologies GmbH,
registered with the commercial register of the
Munich District Court under HRB 200352,
(hereinafter referred to as “WDT”)*

(Wirecard and WDT hereinafter collectively referred to as the “Parties”)

Preliminary Remarks

Wirecard holds all shares in WDT in the nominal amount of EUR 1,101,000.00, which is equivalent to the total voting stock of WDT (financial integration). This financial integration of WDT into Wirecard has been continued since the beginning of the current fiscal year of WDT.

The Parties intend to conclude a Profit and Loss Transfer Agreement. This said, the Parties agree as follows:

Clause 1 Profit Transfer

- (1) WDT undertakes to transfer to Wirecard its entire profits as determined in accordance with the provisions of the German Commercial Code ("HGB"). The amount to be transferred shall, subject to the retention or reversal of retained earnings under Clause 1(2) of this Agreement, be the maximum amount permissible under Section 301 of the German Stock Corporation Act ("AktG") as amended, for the first time for the fiscal year beginning on 1 January 2019.*
- (2) WDT may allocate amounts from the net income to other retained earnings (Section 272(3) HGB) with the consent of Wirecard, to the extent this is permissible under commercial law and is commercially reasonable.*
- (3) Other retained earnings accrued in accordance with Section 272(3) HGB during the term of this Agreement shall be reversed at the request of Wirecard and be transferred as profits. Other reserves may neither be transferred as profits to Wirecard nor be appropriated to compensate a net loss. In particular, the transfer of income from the reversal of capital reserves shall be excluded as well.*
- (4) The claim to the transfer of profits shall arise on the balance sheet date of the annual financial statements of WDT. The amount of profits to be transferred shall earn interest from that date at the applicable statutory interest rate.*

Clause 2 Transfer of Losses

- (1) The transfer of losses shall be governed by Section 302 AktG as amended.*
- (2) The claim to the transfer of losses shall arise on the balance sheet date of the annual financial statements of WDT. The amount of losses to be transferred shall earn interest from that date at the applicable statutory interest rate.*

Clause 3 Effective Date and Term of the Agreement

- (1) This Agreement shall be concluded subject to the approval of the General Meeting of Wirecard and of the shareholders' meeting of WDT. This Agreement shall become effective upon the registration in the commercial register of WDT with retroactive effect from the beginning of the fiscal year of WDT, in which the Agreement takes effect, but at the earliest by 1 January 2019, even if the registration takes place before.*
- (2) This Agreement shall be concluded for an indefinite period of time and may be properly terminated by three (3) months' notice at the end of the fiscal year of WDT, but at the earliest at the end of the fiscal year that ends five (5) years (60 months) after the beginning of the fiscal year of WDT, in which the Agreement has become effective according to Clause 1(1), sentence 2, above. If the fiscal year does not end at that time, this Agreement may be terminated for the first time at the end of the then current fiscal year. The notice of termination must be given in writing. Compliance with the notice period shall be determined on the basis of the receipt of the notice of termination by the other Party.*
- (3) The right to terminate the Agreement for cause without notice is not affected. In particular, such a right shall exist in the cases set out in Section 297(1) AktG or Section 14(1), sentence 1, no. 3, sentence 2 of the German Corporation Tax Act ("KStG") as amended. The Parties consider a good*

cause also to exist, if Wirecard no longer directly or indirectly holds the majority of the voting rights from the shares in WDT or if Wirecard is contractually bound to transfer shares in WDT to a third party, so that Wirecard with the pending execution of the corresponding agreement, which might still be subject to external conditions, no longer directly or indirectly holds the majority of the voting rights from the shares in WDT, or if WDT GmbH is merged into another company. Instead of such termination, the Parties may also cancel the Agreement with immediate effect by mutual consent.

Clause 4 Final Provisions

- (1) The costs for the notarization of the approval of this Agreement by WDT's General Meeting and the costs of registration in the commercial register of WDT shall be borne by WDT.*
- (2) Should a provision of this Agreement be or become invalid, the other provisions shall not be affected thereby. The Parties undertake to replace the invalid provision by a provision that comes as close as possible to the economic purpose of the invalid provision. The same applies in the event that this Agreement contains a gap.*
- (3) This Agreement shall be exclusively subject to German law.*

As Wirecard AG is the sole shareholder of Wirecard Technologies GmbH and there are no external shareholders, Wirecard AG has to offer neither any compensation under Section 304 AktG nor any compensation under Section 305 AktG for external shareholders. For the same reason, a review of the Profit and Loss Transfer Agreement by a contract auditor as provided in Section 293b AktG is not required.

The Management Boards of Wirecard AG and Wirecard Technologies GmbH have delivered a joint report as provided in Section 293a AktG, in which the Profit and Loss Transfer Agreement is explained and substantiated. The joint report together with

the draft Profit and Loss Transfer Agreement and the further documents to be published under Section 293f(1) AktG are accessible on the company's website under ir.wirecard.com/agm from the day on which the General Meeting is convened. In addition, these documents will also be available in the General Meeting of Wirecard AG.

The Management Board and the Supervisory Board propose that the conclusion of the Profit and Loss Transfer Agreement between Wirecard AG and Wirecard Technologies GmbH be approved.

8

Resolution on the amendment of Article 2 of the Articles of Association (Object of the Company)

The Object of the Company as laid down in Article 2 of the Articles of Association of Wirecard AG has remained unchanged for many years. Against this background, it is intended to revise and update this object as a whole.

The Management Board and the Supervisory Board therefore propose the following resolution:

Article 2 of the Company's Articles of Association is revised as follows:

- “(1) The object of the Company is the development, operation and marketing of information services (particularly using electronic media). Furthermore, the object of the Company is the development, conception and realization of technical applications, services and projects in the field of payment systems as well as all business associated therewith, including the acquisition and granting of licenses in the financial services sector. The Company may also limit its operation to a part of the above-mentioned activities.*
- (2) The Company is authorized to conduct all transactions and measures that are related to the fields of activities referred to in clause 1 or are appropriate to directly or indirectly serve the object of the Company. The Company may, in Germany and abroad, establish subsidiaries and branch offices, set*

up or acquire companies or participate in companies, in particular companies whose purposes cover the fields of activities referred to in clause 1 in whole or in part. The Company may change the structure of companies in which it holds shares, consolidate such companies under a joint management or limit the Company's operations to the management of the investment, sell the Company's holdings as well as conclude inter-company and cooperation agreements of any type. Furthermore, the Company may have its operations (including its investments in other companies) managed in whole or in part by affiliated companies or transfer or outsource the Company's operations to affiliated companies and limit the Company's operations to the activities of a managing holding company."

The current Articles of Association of Wirecard AG and a synopsis of the proposed amendments to the Articles (including the amendments under agenda item 9) are accessible on the company's website under ir.wirecard.com/agm from the day on which the General Meeting is convened.

9

Resolution on the enlargement of the Supervisory Board to six members by amending Article 9(1) of the Articles of Association

Pursuant to Article 9(1) of the current Articles of Association, the Supervisory Board of Wirecard AG consists of five members. It is intended to increase the number of the Supervisory Board members to six members. This increase takes account of the continuous corporate growth and provides the opportunity to gain additional expertise for the supervisory board work. The additional seat is to be filled by the election of a further Supervisory Board member as proposed under agenda item 10 to the General Meeting.

The Management Board and the Supervisory Board therefore propose the following resolution:

Article 9(1) of the Company's Articles of Association of the Company is revised as follows:

"The Supervisory Board (Aufsichtsrat) shall consist of six members."

10

Election of a further members to the Supervisory Board

After the amendment to the Articles of Association proposed to this General Meeting under agenda item 9 has become effect, the Supervisory Board of Wirecard AG as defined in Sections 96(1), 101(1) AktG and Article 9(1) of the amended Articles of Association shall consist of six members, who are elected by the General Meeting.

Taking into account the by-election of a Supervisory Board member proposed to this General Meeting under agenda item 6, the Supervisory Board currently has five members. Therefore, it is proposed that this General Meeting elects a further Supervisory Board member whose period of office shall commence on the amendment to the Articles of Association proposed under agenda item 9.

The Supervisory Board proposes that:

Ms. Susana Quintana-Plaza, a Partner at Next47, resident in Richmond, UK,

be elected as a member of the Supervisory Board with effect from the time when the amendment of Article 9(1) of the Articles of Association to be resolved according to agenda item 9 for the period until the end of the General Meeting resolving on the approval of her actions for the financial year 2020.

The nomination is designed to meet the requirements profile for the Supervisory Board as defined by the Supervisory Board to combine the objectives for the composition, a competence profile for the Group Supervisory Board and a diversity concept. The requirements profile and the status of the implementation are published in the Corporate Governance Report, which is accessible as a separate document on the company's website under ir.wirecard.com/agm from the day on which the General Meeting is convened and in addition is published as an integral part of the Business report 2017.

Supplementary information as required by Section 125(1), sentence 5, AktG

Ms. Quintana-Plaza is currently a member of the following other statutory supervisory boards or comparable bodies of business enterprises in Germany and other countries:

- Hexagon Composites ASA, Ålesund, Norway (listed)
 - Member of the Board of Directors

Supplementary information as required by Clause 5.4.1 of the German Corporate Governance Code (“DCGK”)

In the opinion of the Supervisory Board, there are no personal or business relations between Ms. Quintana-Plaza on the one hand and the company, the corporate bodies of Wirecard AG or a major shareholder of Wirecard AG on the other hand which are decisive for the election by the General Meeting.

The Supervisory Board has verified that Ms. Quintana-Plaza is capable of devoting the expected time to fulfill her mandate. Further information on Ms. Quintana-Plaza is printed subsequent to this agenda and is also accessible on the company's website under *ir.wirecard.com/agm* from the day on which the General Meeting is convened.

FURTHER INFORMATION ON THE CANDIDATES FOR THE SUPERVISORY BOARD AS PROPOSED UNDER ITEM 6 AND ITEM 10 OF THE AGENDA

DR. ANASTASSIA LAUTERBACH

independent technology consultant, resident in Bonn,

Personal Data:

born in 1972

citizenship: German

Studies:

1997: Doctorate as Dr. Phil. and M.A. degree in psychology and linguistics at the University of Bonn, Germany

1994: Graduation in linguistics and Slavic studies at the Lomonosov University in Moscow, Russia

Professional Career:

Since 2013: CEO and Founder of Lauterbach Consulting and Venturing GmbH (Ltd.) (1AU-Venture 1au-ventures.com), Bonn, Germany & London, UK

2011-2013: Qualcomm Incorporated, San Diego, USA–Senior Vice President Europe

2009-2011: Deutsche Telekom AG, Bonn, Germany–Divisional Director for Technology and Innovation

2006-2009: T-Mobile International, Bonn, Germany–Executive Vice President Strategy

2003-2006: Daimler Chrysler Financial Services–Head of Business Transformations, Strategy EMEA Regions

2001-2003: McKinsey & Company–Senior Associate

1997-2001: Münchener Rückversicherungs-Gesellschaft AG, München, Germany–Senior Underwriter Casualty

Memberships of other statutory supervisory boards or comparable bodies of business enterprises in Germany and other countries:

- Dun & Bradstreet Corp., Short Hills, New Jersey, USA (listed)—Independent Non-Executive Director and Chairwoman of the Innovation and Technology Committee
- censhare AG, München, Germany (not listed)—Chairwoman of the Board of Directors
- COGITANDA Dataprotect AG, Altenahr-Kreuzberg, Germany (not listed)—Independent Non-Executive Director
- Evolution Equity Partners, New York, USA and Zurich, Switzerland (not listed)—Member of the Advisory Board
- Analytics Ventures, San Diego, USA (not listed)—Member of the Advisory Board

Further key activities and experience:

- Senior Advisor for topics of Artificial Intelligence as Senior Advisor at McKinsey & Company
- Member in Advisory Council Next Generation Boards at NASDAQ, New York, USA (focus on Governance and Technology in US Boards)
- Member of Women Corporate Directors (WCD), New York, USA
- Member of North American Corporate Directors Associations (NACD), Washington DC, USA
- Member of the Advisory Board of Kaspersky Labs, Moscow, Russia (2013-2014)
- Member of the Communication Business Advisory Board of Intel (2010-2011)

SUSANA QUINTANA-PLAZA

Partner at Next 47, resident in Richmond, UK

Personal Data:

born in 1974
citizenship: Spanish

Studies:

2006: Master in Business Administration (MBA) at the Harvard Business School, Boston, USA
1997: Master of Science in aerospace technology at the University of Washington, Seattle, USA

Professional career:

since Next47 London, UK (Siemens' backed Venture Fund, founded in 2016 with several representations worldwide)—Partner
12/2016:
2011-2016: E.ON. SE, Düsseldorf, Germany—most recently as Senior Vice-President of Technology and Innovation (T&I)
2009-2011: E.ON Climate & Renewables (EC&R) GmbH, Düsseldorf, Germany—Strategy and Business Development Manager
2008-2009: GE Energy, Bracknell, UK—Eperience Commercial Leadership Program
2006-2008: Booz Allen Hamilton, London, UK—Associate
1998-2004: Boeing Commercial Airplane Group, Seattle, USA—most recently as Product Marketing Team Leader

Memberships of other statutory supervisory boards or comparable bodies of business enterprises in Germany and other countries:

- Hexagon Composites ASA, Ålesund, Norway (listed)—Member of the Board of Directors

FURTHER INFORMATION AND INSTRUCTIONS REGARDING THE GENERAL MEETING

Total number of shares and voting rights

On the day on which this General Meeting is called, the Company's nominal capital amounts to EUR 123,565,586.00 and is divided into 123,565,586 bearer shares (no-par value shares). Each share issued grants one vote. At said time, the Company holds no treasury shares.

Prerequisites for attending the General Meeting and exercising the voting right

Only those shareholders are entitled to attend the General Meeting and to exercise the voting rights who have registered with the Company by the close of **14 June 2018** (24:00 h local time at the Company's registered office) at the following address:

Wirecard AG
c/o Computershare Operations Center
80249 München
Fax: +49 89 30903-74675
Email: anmeldestelle@computershare.de

and who have delivered to the Company, at the above address and before the above date, proof issued by the custodian institution that they were shareholders of the Company at the beginning of the 21st day prior to the General Meeting, i.e. on **31 May 2018, 00:00 h** (local time at the Company's registered office) ("**Record Date**"). The registration and the record of proof must be in writing (Section 126b German Civil Code (hereinafter "**BGB**")) in German or English language.

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 shareholders having acquired their shares only after the Record Date will not be allowed to attend the General Meeting unless the Company has received, in due time and form, a registration, including proof of the former

shareholder's shareholding, and the shareholders concerned have been authorized to attend by the former shareholder or authorized to exercise rights. Shareholders who sell their shares after the Record Date are – provided 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 buyers of their shares to exercise the voting right. The Record Date has no impact on the saleability of the shares. Shareholders may continue to freely dispose of their shares even after their registration has been completed. The Record Date has no relevance for dividend entitlements.

Procedure for voting by authorized representatives/ proxy voting

Shareholders who do not wish to attend the General Meeting in person may have their voting right exercised by an authorized representative, e.g. by a credit institution, a shareholders' association or a third person. In this case as well, the registration by the shareholder or an authorized representative and the proof of shareholding must be received by the Company in due time.

If a shareholder appoints more than one person as authorized representatives, the Company may deny one or more of them access.

Authorization

The granting and withdrawal of a power of attorney and the provision of evidence of authorization to the Company shall be in text form (Section 126b BGB) unless the authorization is granted to a credit institution, a shareholders' association or other persons, institutions or companies of equivalent standing in accordance with Section 135(8) AktG or Section 135(10) in conjunction with Section 125(5) AktG. For the granting of a power of attorney, shareholders may use the form sent to them after their proper registration.

The power of attorney can be granted and withdrawn by both a declaration towards the Company and a declaration towards the person to be authorized. If the authorization is declared towards

the person to be authorized, evidence of such authorization shall be provided to the Company in text form. Shareholders and their authorized representatives can send evidence of authorization or of the withdrawal of the power of attorney to the Company at the address, fax number or email address stated above for registration purposes under *“Prerequisites for attending the General Meeting and exercising the voting right”*. This evidence can also be provided by presenting the power of attorney at the entrance desk on the day of the General Meeting. The authorization may also still be granted after the shareholder’s registration for the General Meeting.

Any authorization of credit institutions, shareholders’ associations or other institutions, companies or persons of equivalent standing in accordance with Section 135(8) AktG or Section 135(10) in conjunction with Section 125(5) AktG shall be subject to the special statutory provisions set out in Section 135 AktG. Exceptions to the rule concerning the text form requirement may therefore be applicable. However, it is possible that the institutions or persons who are to be authorized request a special form of the power of attorney because according to Section 135 AktG they must record the power of attorney in a verifiable manner. We therefore recommend a timely agreement with the recipients of the power of attorney concerned with regard to the relevant form and procedure of authorization.

The shareholder’s personal attendance at the General Meeting will be automatically deemed a revocation of the authorization previously granted to a third person.

Representation of voting rights by proxies bound by instructions and appointed by the Company

The Company offers its shareholders the possibility of authorizing proxies who have been appointed by the Company but are bound by the shareholders’ instructions to exercise their voting rights, already before the General Meeting. A timely registration and proof of shareholding, as described above under *“Prerequisites for attending the General Meeting and exercising the voting right”*, are required in this case as well. Our proxies are only allowed to cast their votes in compliance

with the instructions given. For this reason, it is absolutely necessary to give them instructions on the exercise of the voting right. It should be noted that proxies can, therefore, exercise the voting right only with regard to items on the agenda in respect of which you have given instructions and that the proxies can accept instructions as to procedural motions neither before nor during the General Meeting. It is also impossible to give instructions as to requests to speak, objections to be filed against resolutions of the General Meeting or questions to be asked or motions to be filed.

If you wish to authorize one of our proxies, please use the proxy and voting instructions form which you will receive together with the admission card following your due registration. Please send the proxy form with the corresponding instructions – as well as any subsequent changes and a revocation – in such a timely manner that the Company will receive it no later than **20 June 2018, 18:00 h** (local time at the Company’s registered office) at the address, fax number or email address indicated above for registration purposes under *“Prerequisites for attending the General Meeting and exercising the voting right”*. On the day of the General Meeting, proxies and voting instructions for the proxy holders appointed by the Company can be issued, and changed or revoked in text form, also at the entrance and exit desks at the General Meeting.

The personal attendance of a shareholder or an authorized third party at the General Meeting will be automatically deemed a revocation of the authorization previously granted to the Company’s proxies.

Shareholders’ rights under Section 122(2), Section 126(1), Section 127 and Section 131(1) AktG

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

Shareholders whose shares amount in aggregate to not less than an amount of the Company’s share capital of EUR 500,000.00 (which is equivalent to EUR 500,000 no-par value

shares) may demand that certain items be included on the agenda and published. Each new item must be accompanied by a statement of reasons or a draft proposal for resolution. Supplemental requests must be addressed to the Management Board of Wirecard AG in writing and must be received by the Company by no later than the close of **21 May 2018** (24:00 h local time at the Company's registered office).

Corresponding requests may be sent to the following address:

Wirecard AG
Management Board
Attn.: Investor Relations
Einsteinring 35
D-85609 Aschheim

Pursuant to Section 122(2) in conjunction with 122(1) AktG persons filing the request shall provide evidence that they have held the required number of shares at least 90 days prior to the day the request is received and that they will hold the shares until a decision on the request has been made by the Management Board; Section 121(7) AktG shall be applied accordingly to the calculation of the period.

The requests on the agenda that are required to be announced – unless they have already been announced in the notice calling the General Meeting – shall be announced without delay upon receipt of the corresponding request in the Federal Gazette and shall be submitted for publication to those media that can be presumed to distribute the information throughout the European Union.

Counter-motions and shareholders' nominations for elections according to Sections 126(1) and 127 AktG

Each shareholder of the Company is entitled to send to the Company motions counter to a proposal of the Management Board and/or the Supervisory Board as to a specific item on the agenda or nominations for elections of members of the Supervisory Board or auditors.

The Company shall make counter-motions within the meaning of Section 126 AktG and nominations for elections within the meaning of Section 127 AktG, including the name of the shareholder, the reasons and any comments by the management accessible on the Company's website at *ir.wirecard.com/agm*, if the Company has received them at least 14 days prior to the Meeting, i.e. by the close of **6 June 2018** (24:00 h local time at the Company's registered office), under the address stipulated below and the remaining prerequisites for a corresponding publication obligation pursuant to Section 126 AktG and Section 127 AktG are fulfilled:

Wirecard AG
Investor Relations
Einsteinring 35
85609 Aschheim
Fax: +49 89 4424 1700
Email: hauptversammlung@wirecard.com

Counter-motions or nominations for elections sent to any other address or received late will not be considered. The Company may refrain from publishing a counter-motion and its statement of reasons or a nomination for election in the cases set out in Section 126(2) and (3) AktG. Moreover, nominations for election do not need to be published, if the proposal does not include the information required under stock corporation law by Section 124(3) sentence 4 AktG and Section 125(1) sentence 5 AktG (name, exercised profession and place of residence of the nominated person as well as, in case of the nomination of Supervisory Board candidates, additional information on their membership on other supervisory boards to be constituted by law).

We would like to point out that counter-motions or nominations for elections will be put to the vote at the General Meeting only if they are filed or submitted at the Meeting. The right to file counter-motions concerning items of the agenda or to submit nominations for elections during the General Meeting shall exist irrespective of whether such counter-motions or nominations have been transmitted to the Company in advance.

Shareholder's right to information in accordance with Section 131(1) AktG

Upon request, the Management Board shall provide each shareholder with information at the General Meeting about the Company's affairs, including the legal and business relationships to affiliated companies as well as about the situation of the Group and the companies included in the consolidated financial statements if and to the extent that such information is necessary for a proper assessment of an item of the agenda and there is no right to refuse information pursuant to Section 131(3) AktG.

Pursuant to Article 19(2) of the Company's Articles of Association, the chairman of the Meeting is authorized to reasonably limit a shareholder's time to speak and to ask questions.

Publications on the Company's website (Section 124a AktG)

This notice of the General Meeting, the documents to be made available to the General Meeting, motions by shareholders, additional explanations as to the rights under Sections 122(2), 126(1), 127, 131(1) AktG as well as further information on granting of authorization and proxy will also be accessible on the Company's website at ir.wirecard.com/agm.

Aschheim, in May 2018

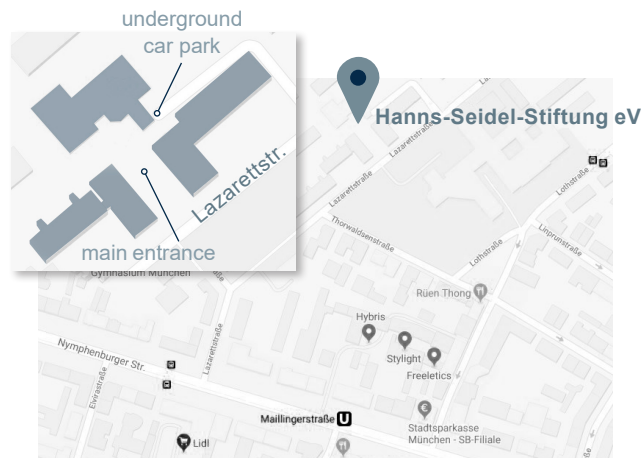
Wirecard AG
The Management Board

INSTRUCTIONS FOR ARRIVAL

The following map shows instructions for arrival to the Konferenzzentrum München, Hanns-Seidel-Stiftung, Lazarettstraße 33, 80636 Munich.

By car: Exit the "Mittlerer Ring" in Munich onto Nymphenburger Straße or Dachauer Straße. Continue towards the city centre and turn into Lazarettstraße. A limited number of underground parking spaces are available.

With public transportation: U1 towards „Olympia-Einkaufszentrum“ or U7 „Westfriedhof“ to the stop „Maillingerstraße“. Exit Lazarettstraße, follow signs to „Deutsches Herzzentrum“ (approx. 500 meters walking distance).



INVESTOR RELATIONS

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

Fax: +49 (0) 89 / 4424-1700

E-Mail: 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

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