

## **Fundamentals of the WIRECARD compliance management system**

### **I. Introduction**

We are convinced that, thanks to the quality of our services and products, our high level of innovation and our team of highly qualified employees, we are a reliable partner for successful business relationships. Transparency, independence and trust are fundamental principles of what we do and are the basis for our commercial success. Unlawful business practices do not only harm specific business relationships but also business and competition as a whole in the medium term. What we do is therefore governed by the imperative guideline that all business decisions and actions should be taken in accordance with the applicable laws in each case and our internal policies. We also demand that our business partners meet these requirements. In our business relationships therefore, we work towards our business partners also complying with the guidelines set out in our Code of Conduct.

Our compliance management system includes, in addition to the laying down of our values in a Code of Conduct and their substantiation in internal policies, the training of our employees on relevant compliance-related topics and the possibility of (anonymously) submitting information via a whistleblower system.

We have defined priorities for the main content of our compliance programme using a risk analysis. The Code of Conduct includes these key issues identified by the risk analysis.

### **II. Compliance Organisation**

#### **1. Compliance responsibility of the Executive Board**

From the perspective of stock company and administrative offence law, the Executive Board bears the responsibility for a proper compliance management system. As part of the distribution of responsibilities at Executive Board level, the CFO of Wirecard has been put in charge of the area of compliance and of the establishment and maintenance of an appropriate system. In this regard, the CFO is responsible among other things for preparing the resolutions of the Executive Board in compliance-related matters, reporting any compliance cases in the company and handling and investigating them and for the continued development of the Code of Conduct and internal policies at group level.

#### **2. Chief Compliance Counsel**

The role and tasks of the Chief Compliance Counsel are taken on by the head of the legal department. Within the Compliance Organisation, the function of Chief Compliance Counsel serves as a staff unit between the Executive Board and the Compliance Organisation below the Executive Board. The Chief Compliance Officer thus reports directly to the Executive Board. The tasks of the Chief Compliance Counsel primarily comprise the combined reporting of compliance-related matters and cases to the Executive Board, the implementation of the Executive Board's requirements and the consultation of the Group Compliance Office.

### **3. Group Compliance Office**

Within the legal department of the Wirecard AG is a Group Compliance Office, which is responsible for company and group compliance and is managed by the Head of Group Compliance Office. The Head of Group Compliance Office reports directly to the appointed Chief Compliance Counsel. The Group Compliance Office is the central office for the implementation of compliance requirements within the group. It monitors the group-wide establishment and implementation of the compliance programme and supports the implementation of local compliance requirements as well as the development and implementation of binding worldwide internal policies. In addition, the Group Compliance Office is responsible for the compliance-related training of employees, the implementation of policies and monitoring of their compliance and the compliance with additional legal requirements. For this purpose, random (and especially event-related) checks are carried out in individual areas. Any misconduct shall be put a stop to by the Group Compliance Office, internally investigated and penalised accordingly.

### **4. Compliance responsibility in the subsidiaries**

To ensure a company-wide compliance organisation, the managing directors of the respective subsidiaries have their own responsibility for the implementation of a proper compliance organisation. In the individual countries where Wirecard operates, specifically appointed compliance officers within the business organisation of the respective subsidiaries therefore serve as central points of contact for the Group Compliance Office. These provide "dotted line" reporting directly to the Head of Group Compliance Office.

### **5. Risk- and Compliance Committee of the Supervisory Board**

The Supervisory Board established a Risk- and Compliance Committee. This shall review and monitor compliance of the Company in close coordination with the Executive Board of Wirecard AG. The aim is to accompany and monitor ongoing compliance activities and to drive forward the further expansion of compliance.

## **III. Compliance Programme**

### **1. Tone from the top**

The Executive Board does not tolerate any illegal or unethical behaviour and refrains from making business transactions that violate compliance principles. The Executive Board is obligated to comply with legal requirements and expects its employees to act responsibly and in accordance with the law. The Executive Board is expressly committed to the values laid down in our Code of Conduct. Misconduct will be sanctioned accordingly on a case-by-case basis.

### **2. Wirecard Code of Conduct**

The Code of Conduct shall be implemented by all group companies of Wirecard. In doing so, each group company is obligated to comply with the applicable law in their country and, to a permissible extent, with

the local cultural practices in each case. Where there are stricter regulations in individual countries than those laid down in this Code of Conduct, these stricter regulations shall be observed.

### **3. Internal policies**

The guidelines laid down in our Code of Conduct are substantiated in internal policies. In addition to rules on data protection, market abuse law and representation rights, the anti-corruption policy is also at the core of our compliance policies. All these policies give our employees an action framework to allow them to go about their daily work in accordance with the applicable laws.

### **4. Whistleblower system**

We offer our employees the possibility of providing information regarding violations in the group, either giving their name or anonymously. For this purpose, an internet-based whistleblower system has been set up, which is available worldwide 24 hours a day, seven days a week, and ensures a secured communication with the whistleblower. The system is operated by an external provider specialised in secure data handling.

### **5. E-learning and classroom training**

Misconduct should be prevented in advance. Our Code of Conduct and the internal policies guide employees in doing so. The content of these is bindingly acknowledged by our employees. In addition, our employees are trained on compliance-related matters such as antitrust law, data protection and money laundering. Training takes the form of classroom sessions or an e-learning programme. Electronic training sessions are held at regular intervals and are mandatory.