

Declaration of compliance with the German Corporate Governance Code by Wirecard AG in conformity with § 161 of the German Companies Act (AktG).

The Board of Management and the Supervisory Board declare that since the submission of the last declaration of compliance dated March 17, 2006 relating to the German Corporate Governance Code in the version of May 21, 2003 and in the version of June 2, 2005, the Company has complied with the recommendations of the "Government Commission on the German Corporate Governance Code" in the version of June 2, 2005 and in the new version of 12 June 2006 and that the Company will continue to comply with the recommendations of the "Government Commission on the German Corporate Governance Code" in the new version of June 12, 2006. The following exceptions apply in this regard:

No. 2.3.1 (both in the version of the Code of June 12, 2006 and in the version of the Code of June 2, 2005) provides for the Board of Management not only to provide reports and records required for the annual general meeting by law in the form of handouts and to send the documents in question to the shareholders upon request, but also to publish them on the Company's website together with the agenda.

For competition-related reasons and in view of the increasing trend in the direction of 'competitive piracy', the Board of Management has decided not to publish strategic corporate documents on the Internet.

According to No. 4.2.4. (version of the Code of June 12, 2006), the total remuneration of each member of the Board of Management, divided up into performance-independent, performance-related components and into components with a long-term incentive effect shall be disclosed, indicating the names of the persons in question, unless the Annual General Meeting decides otherwise in terms of a resolution based on a three-quarters majority of votes cast. No. 4.2.5. (version of the Code of June 12, 2006) subsequently governs the details of disclosure relating to remuneration paid to the Board of Management. In addition, No. 4.2.3 par. 3 (version of the Code of June 2, 2005) provides that the fundamental characteristics of the remuneration system and the concrete structure of a stock option plan or comparable plans for components with a long-term incentive effect and risk characteristics are to be published on the Company's website in generally understandable form, with explanatory notes added to the Annual Report. The information provided is to include the value of stock options.

Under item 8 of the agenda of the annual general meeting of Wirecard AG held August 30, 2005, pursuant to § 286, (5) HGB read in conjunction with § 314, (2) HGB the Annual General Meeting decided to waive disclosure of remuneration paid to the Board of Management until fiscal 2009. On account of this resolution adopted by the Annual General Meeting, No. 4.2.5 (version of the Code of June 12, 2006) shall not apply; no disclosure is to be made. Other than that, the fundamental characteristics of the remuneration system and the methods and impacts of the stock option plan will not be published on the Internet but in the Annual Report.

No. 4.2.4 (versio of the Code of June 2, 2005) provided for remuneration of members of the Board of Management to be reported in the Notes to the consolidated annual financial statements, broken down into fixed and performance-related components as well as components with a long-term incentive effect. The information is to be provided on an individualized basis.



In order to protect individual personality rights, the remuneration paid to members of the Board of Management will not be reported on an individualized basis.

No. 5.3. (both in the version of the Code of June 12, 2006 and in the version of the Code of June 2, 2005) provides for committees to be set up.

The current Supervisory Board, consisting of three members, has not appointed any committees to date. The full Supervisory Board deals with all transactions requiring consent.

No. 7.1.2. (both in the version of the Code of June 12, 2006 and in the version of the Code of June 2, 2005) provides for the consolidated annual statements to be made publicly accessible within 90 days of the end of the fiscal year and the interim reports within 45 days of the end of the reporting period.

The current reporting regulations relating to the Prime Standard of the German Securities Exchange provide for a period of four months. Accordingly, the Company will adhere to these time limits in publishing its consolidated financial statements. According to the reporting regulations of the Prime Standard of the German Securities Exchange, interim reports are published within two months. The Company will adhere to the two-month period and, if its internal processes allow for this, it may even opt for earlier publication.

Grasbrunn, March 30, 2007
Wirecard AG

on behalf of the Board of Management

on behalf of the Supervisory Board

Dr. Markus Braun Burkhard Ley

Klaus Rehnig