

## **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 30, 2007 the Company has complied with the recommendations of the "Government Commission on the German Corporate Governance Code" in the version of June 12, 2006 and in the new version of June 14, 2007 and that the Company will continue to comply with the recommendations in the new version of June 14, 2007. The following exceptions apply in this regard:

No. 2.3.1 of the Code provides that the Board of Management is to publish the reports and records required by law for the Annual General Meeting, including the Annual Report, in an easily accessible location on the Company's website along 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. It goes without saying that the Annual Report is accessible on the Internet.

According to No. 4.2.4 of the Code, the total remuneration of each member of the Board of Management, divided up into performance-independent and performance-related components as well as components with a long-term incentive effect shall be disclosed, indicating the names of the persons in question, unless the Annual General Meeting has decided otherwise in terms of a resolution based on a three-quarters' majority of votes cast. No. 4.2.5 of the Code subsequently governs the details of disclosure relating to remuneration paid to the Board of Management. Moreover, No. 4.2.5 of the Code provides that the presentation of the concrete structure of a stock option plan or comparable components with a long-term incentive effect and risk characteristics is to include the value thereof and that in the case of benefit commitments, additions to pension reserves or pension funds are to be indicated. Finally, the essential content of commitments is to be indicated in cases where activities as a member of the Board of Management are terminated if the commitments do not differ materially in terms of their legal construction from the commitments made to employees. The remuneration report is also to contain information on the type of ancillary services rendered by the Company.

Under item 8 of the agenda of the annual general meeting of Wirecard AG held August 30, 2005 on the basis of § 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, Nos. 4.2.4 and 4.2.5 of the Code 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 be published in the Annual Report.

No. 5.3 of the Code 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 of the Code provides for the consolidated annual financial statements to 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 current reporting regulations relating to the Prime Standard of the German Securities Exchange provide for a period of four months for publication of the consolidated financial statements. 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, März 28, 2008  
Wirecard AG

on behalf of the Board of Management

Dr. Markus Braun     Burkhard Ley

on behalf of the Supervisory Board

Klaus Rehnig