



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 28, 2009 the Company has been and will be in compliance with the recommendations of the "Government Commission on the German Corporate Governance Code". For the past, the above-mentioned declaration refers to the version of the Code dated June 6, 2008. For the current and future corporate governance practice of Wirecard AG, the above-mentioned declaration refers to the recommendations of the Code in its version dated June 18, 2009.

The following exceptions apply to the declaration of compliance referred to above:

1. 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.

In the past, Wirecard AG published all reports on the Company's website, except for the individual financial statements of Wirecard AG according to the German Commercial Code (HGB). 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 certain strategically important corporate documents on the Internet.

In future, however, the Board of Management will meet comply with the Company's duties in accordance with § 124a of the German Companies Act (AktG) in its new version.

2. No. 4.2.5 of the Code recommends individual disclosure of remuneration paid to the Board of Management in a remuneration report as part of the Corporate Governance Report, which is also intended to explain the remuneration system for the members of the Board of Management in generally understandable form and contain information on the ancillary services rendered by the Company.

Under item 8 of the agenda, at the Annual General Meeting of Wirecard AG held August 30, 2005 on the basis of §§ 286 (5) of HGB read in conjunction with § 314, (2) HGB, it was decided to dispense with the need for individual disclosure of remuneration paid to the Board of Management for fiscal 2005 up to (and including) fiscal 2009. Owing to this resolution adopted at the Annual General Meeting, the Company follows the recommendation in No. 4.2.5 of the Code only to a limited degree. However, the fundamentals of the remuneration system, overall remuneration paid to the members of the Board of Management and the conditions and consequences of the stock option plan are published and discussed individually in the Annual Report as well as in the Corporate Governance Report.

3. No. 3.8 sentence 5 – Excess (deductible) clause under D&O insurance: Wirecard AG has taken out a D&O insurance policy in respect of its executive bodies, the Board of Management and the Supervisory Board. The said insurance policy provides for excess (deductible) amounts both for members of the Board of Management and the Supervisory Board, albeit not to the same extent as required for members of the Management Board pursuant to § 93 (2) clause 3 of the German Companies Act (AktG). On the basis of the past legal situation, the Company did not consider it necessary to arrange for higher excess (deductible) amounts to be defined. However, the Company undertakes to adjust its D&O insurance policy to meet the new provisions of § 93 (2) clause 3 of AktG. According to the largely prevailing opinion, this new statutory provision does not apply to members of the Supervisory Board. Accordingly, the Company does not plan to raise the excess (deductible) payments for members of the Supervisory Board at this time. The Board of Management and the Supervisory Board consider it important to ensure that suitable

persons are not deterred from taking on a Supervisory Board mandate with Wirecard AG due to an increased risk of personal liability resulting from an excess (deductible) stipulated in a D&O insurance policy.

4. Nos. 5.2 and 5.3 of the Code contain individual recommendations on committees of the Supervisory Board.

Since the present Supervisory Board of Wirecard AG consists of only three members, it has dispensed with the need to set up committees. All transactions subject to approval are also dealt with by the full Supervisory Board. The Supervisory Board also plans to proceed in this manner in future.

5. 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 regulations of the Frankfurt Stock Exchange applicable to the Prime Standard have thus far provided for the consolidated financial statements to be published within a period of four months after the end of a financial year. According to these regulations, interim reports are to be published within two months. In the past, the Company has adhered to these periods laid down by the Frankfurt Stock Exchange since the Board of Management considers this time regime appropriate. The Company may publish the reports at an earlier date if the internal procedures allow for this to be done.

Grasbrunn, March 28, 2010

Wirecard AG

On behalf of the Board of Management:

On behalf of the Supervisory Board:

Dr. Markus Braun/Burkhard Ley

Wulf Matthias