



Declaration of compliance with the German Corporate Governance Code by Wirecard AG in conformity with Paragraph 161 German Stock Corporation Act (AktG)

The Board of Management and the Supervisory Board declare that since the submission of the last declaration of compliance dated 28 March 2012, the Company has been and will be in compliance with the recommendations of the "Government Commission on the German Corporate Governance Code". This declaration refers to the recommendations of the Code in its version dated 15 May 2012.

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

1. **Art. 3.8 (3)** of the Code provides for the Company to take out D&O insurance for its management entities, the Board of Management and Supervisory Board with an excess (deductible) in the amount required by Paragraph 93(2) sentence 3 German Stock Corporation Act (Aktiengesetz – AktG). Wirecard AG has taken out a D&O insurance policy in respect of its managerial bodies, the Board of Management and the Supervisory Board. This policy provides for excess (deductible) provisions both for members of the Board of Management and for members of the Supervisory Board. The excess (deductible) for members of the Supervisory Board does not correspond to the amount required for members of the Board of Management by Paragraph 93(2) sentence 3 German Stock Corporation Act (AktG). According to the overwhelming prevailing opinion, the 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).

2. **Art. 5.2(2) and Arts. 5.3.1 – 5.3.3** 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 have always been dealt with by the plenary Supervisory Board. The Supervisory Board also plans to proceed in this manner in future.

3. **Art. 5.4.1(2) and (3)** of the Code contain recommendations on the composition of the Supervisory Board. Pursuant to Art. 5.4.1(2) of the Code the Supervisory Board should specify concrete objectives regarding its composition which, whilst having regard for the company's specific situation, take into account the company's international activities, potential conflicts of interest, the number of independent Supervisory Board members within the meaning of number 5.4.2 of the Code, an age limit to be specified for the members of the Supervisory Board and diversity. These concrete objectives should, in particular, stipulate an appropriate degree of female representation. Pursuant to Art. 5.4.1(3) of the Code the proposals, which the Supervisory Board makes to the competent election bodies, should take these concrete objectives into account.

The Supervisory Board of Wirecard AG has not defined any concrete objectives for its composition. In its election proposals submitted at the Annual General Meeting, it will continue to adhere to the recommendations of the Code in future, assigning priority to the specialist and personal qualifications of candidates, irrespective of gender. In the process, it is a matter of course that the international activities of the Company are taken into account as well as potential conflicts of interest. The Supervisory Board shall ensure that it has such number of independent members as it, in its estimation considers appropriate. It welcomes the intention of the Code to counteract any form of discrimination and to promote diversity to an appropriate degree. According to Wirecard

AG, it is not necessary to stipulate concrete objectives to this end. Instead, the definition of such objectives would impede the Supervisory Board in its selection of suitable members. A derogation from Art. 5.4.1(2) of the Code is therefore declared. Art. 5.4.1(3) of the Code has been and will therefore also be derogated from. Nevertheless, the Supervisory Board has based its election proposals to the competent election bodies on the recommendations of the Code and will also continue to do so in future.

4. **Art. 5.4.6 Art. 2 sentence 2** of the Code recommends that any success-oriented remuneration of the members of the Supervisory Board, to the extent any such remuneration is promised, should be commensurate with a sustainable development of the company.

The currently applicable Articles of Association of Wirecard AG provides for a success-oriented remuneration of the members of the Supervisory Board. Said remuneration depends on the results of the ordinary course of business before interest and taxes on earnings of the past financial year and does not provide for any calculation by comparing the results of several financial years. Wirecard AG therefore currently derogates from the recommendation that any success-oriented remuneration should be commensurate with a sustainable development of the company.

The Management Board and the Supervisory Board of Wirecard AG intend to adhere to the hitherto system for remunerating the Supervisory Board. They are of the opinion that the success-oriented remuneration component regulated in Art. 14(1) of the Articles of Association of Wirecard AG has proven to be appropriate consideration for the execution of the supervisory obligations incumbent upon the Supervisory Board and that the past remuneration system is also appropriate for the future.

5. **Art. 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 financial 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 said regulations, interim reports are to be published within two months. Up until now 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 internal procedures allow this to be done.

Aschheim, 28 March 2013

Wirecard AG

For and on behalf of the Management Board:

For and on behalf of the Supervisory Board:

Dr. Markus Braun/Burkhard Ley

Wulf Matthias