WIRECARD AG

NOTICE OF THE ANNUAL GENERAL MEETING

MUNICH, 18 JUNE 2014
NOTICE OF THE
ANNUAL GENERAL MEETING OF

WIRECARD AG
with registered seat in Aschheim

ISIN: DE0007472060

We hereby notify the shareholders of our Company of the Annual General Meeting to be held at the Haus der Bayerischen Wirtschaft, Max-Joseph-Strasse 5, 80333 Munich, Germany, on 18 June 2014 at 10 a.m.
AGENDA

1. Submission of the adopted separate annual financial statements and approved consolidated financial statements as of 31 December 2013, as well as the management reports for the Company and the Group, the report of the Supervisory Board and the explanatory report by the Management Board on the disclosures of relevance for takeover purposes for the 2013 fiscal year

It is not necessary for the Shareholders’ General Meeting to pass a resolution on agenda item 1 as the Supervisory Board has already approved the separate annual and consolidated financial statements. The documents that have been submitted serve to inform the Shareholders’ General Meeting about the past fiscal year and about the situation of the Company and the Group.

2. Resolution on the application of the profit for the 2013 fiscal year

Of the profit for the 2013 fiscal year included in retained earnings, an amount of EUR 0.12 per dividend-entitled share is to be distributed as a dividend.

As a consequence, the Management and Supervisory Boards propose that the profit for the 2013 fiscal year of EUR 54,338,289.52 included in retained earnings be applied as follows:

a) Distribution of a dividend of EUR 0.12 per dividend-entitled ordinary share, in other words, a total amount of EUR 14,818,870.32.

b) The carrying forward to a new account of an amount of EUR 39,519,419.20.

3. Resolution concerning the discharge of the Management Board members for the 2013 fiscal year

The Management and Supervisory Boards propose that the Management Board members be discharged for the fiscal year ending on 31 December 2013.

4. Resolution concerning the discharge of the Supervisory Board members for the 2013 fiscal year

The Management and Supervisory Boards propose that the Supervisory Board members be discharged for the fiscal year ending on 31 December 2013.
5. Election of the auditor for the consolidated financial statements for the 2014 fiscal year

The Supervisory Board proposes that the following resolution be passed:

Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Munich, shall be appointed as the auditor for both the separate and consolidated financial statements for the 2014 fiscal year.

6. New elections to the Supervisory Board

The current period of office of Supervisory Board member Alfons W. Henseler ends with the conclusion of the AGM on 18 June 2014. Pursuant to Sections 96 (1), 101 (1) of the German Stock Corporation Act (AktG) and Section 9 (1) of the articles of incorporation, the Supervisory Board consists of three members, all of whom are to be elected by the Shareholders’ General Meeting.

The Supervisory Board proposes the following:

Mr. Alfons W. Henseler, Königstein/Taunus
Freelance management consultant

shall be elected for the period until the conclusion of the AGM that approves his discharge for the 2018 fiscal year.

When electing Supervisory Board members, the AGM shall not be bound by election proposals.

Supplementary disclosures pursuant Section 125 (1) Clause 5 of the German Stock Corporation Act (AktG)

Mr. Alfons W. Henseler is a member of a statutory supervisory board at the following listed companies, or of a comparable German or foreign controlling body.

Wirecard Bank AG, Aschheim, Germany
Diamos AG, Sulzbach, Germany

Supplementary information pursuant to Section 5.4.1 of the German Corporate Governance Code

Apart from the fact that Mr. Alfons W. Henseler is already a member of the Supervisory Board of the Company and of Wirecard Bank AG, the Supervisory Board is of the opinion that with regard to the AGM’s election decision no significant personal or business relationships exist between Mr. Henseler on the one hand, and the companies of the Wirecard Group, the executive boards of Wirecard AG or with a shareholder that holds a significant interest in Wirecard AG, on the other hand.
FURTHER INFORMATION ON THE CONVENING OF THE GENERAL MEETING

Total number of shares and voting rights

On the date of convening this General Meeting the Company’s share capital is divided into 123,490,586 bearer shares (no-par-value shares). All shares issued confer one vote.

PREREQUISITES FOR ATTENDING THE GENERAL MEETING AND EXERCISING VOTING RIGHTS

Registration

The shareholders entitled to attend the General Meeting and to exercise their voting rights are those who have registered with the Company by no later than the close of 11 June 2014 (24:00h local time at the Company’s registered seat) at the following address:

Wirecard AG

c/o Computershare Operations Center

80249 Munich

Fax: +49 89 30903-74675

E-mail: anmeldestelle@computershare.de

and have delivered to the Company, at the above address, proof issued by the custodian institution where their shares are kept that they were shareholders of the Company at the beginning of the 21st day prior to the General Meeting, i.e. at the beginning of 28 May 2014 (“Record Date”) at 00:00h (local time at the Company’s registered seat). The registration and the record of shareholding must be in text form (Section 126b of the German Civil Code [BGB]) and must be filed in German or English.

Significance of the record date

In relation to the Company, only persons who have delivered proof of their shareholding as of the record date may attend the General Meeting and exercise their voting rights as shareholders. This means that shareholders who did not acquire their shares until after the record date are not
entitled to attend the General Meeting unless authorized to do so by the transferor. Shareholders who transfer their shares after the record date are – provided they register and submit proof of their shareholding on time – nevertheless entitled, in relation to the Company, to attend the General Meeting and to exercise their voting rights; they may also authorize the transferees of their shares to exercise the voting right. The record date has no impact on the ability to transfer the shares. Shareholders may continue to freely dispose of their shares even after registration has been completed.

Procedure for voting/proxy votes

Shareholders who do not wish to attend the General Meeting in person may exercise their voting rights through a proxy, including through a shareholders’ association. Timely registration and proof of share ownership is also necessary in such cases. A power-of-attorney may be granted by means of a declaration to the person to be appointed as a proxy, as well as by means of a declaration to the Company. The proxy may also be granted after the shareholder’s registration for the General Meeting. The forms that are sent to the shareholders after they have duly registered can be used for granting the proxy. If a shareholder appoints more than one person as a proxy, the Company may deny access to one or more of them.

The grant of the proxy, its revocation and proof of the authorization in relation to the Company in principle require text form (Section 126b of the German Civil Code [BGB]). Revocation may also occur by virtue of the grantor of the proxy appearing at the General Meeting personally. If a bank, shareholders’ association or another institution or person mentioned in Section 135 of the German Stock Corporation Act (AktG) is to be authorized to act as a proxy it is possible that the institutions or persons to be appointed as proxies may demand a particular form of proxy because they must verifiably record the proxy pursuant to Section 135 of the German Stock Corporation Act (AktG). If a shareholder wishes to appoint a bank, a shareholders’ association or another institution or person mentioned in Section 135 of the German Stock Corporation Act (AktG) as a proxy they are urgently advised to reach agreement with said institutions or persons concerning a possible form of proxy.

The Company offers the following e-mail address as an electronic means for sending the proof of the proxy:

HV2014-Wirecard@computershare.de
Proxy votes through Company proxies

The Company offers its shareholders the possibility of authorizing proxies who have been appointed by the Company but who are bound by the directions of the shareholders to exercise their voting rights before the General Meeting. If proxies appointed by the Company are to be authorized, such proxies must in any event be given instructions for exercising the voting right. Without such instructions the power-of-attorney will be void. The proxies are obligated to vote as instructed.

Shareholders will receive details on granting proxies and issuing voting instructions to the proxies appointed by the Company, as well as other details regarding attendance at the General Meeting and the exercise of voting rights together with their entrance ticket to the General Meeting. The relevant information can also be viewed on the Company’s website at http://www.wirecard.de (English version: under “Investor Relations” under “AGM”).

Requests for additions to the agenda upon demand of a minority in accordance with Section 122 (2) of the German Stock Corporation Act (AktG)

Pursuant to Section 122 (2) of the German Stock Corporation Act (AktG), shareholders whose aggregate shares amount to at least one-twentieth of the capital stock or a proportionate ownership of at least EUR 500,000 (equivalent to 500,000 no-par-value shares of the capital stock) may demand that items be included on the agenda and be published. Each new item must be accompanied by supporting information or a formal resolution proposal. Requests must be addressed to the Management Board of Wirecard AG in writing and must be received by the Company no later than 18 May 2014 by 24:00h (local time at the Company’s registered seat).

Please send corresponding requests to the following address:

Wirecard AG
Vorstand (Investor Relations)
Einsteinring 35
85609 Aschheim

The applicants must deliver proof that they have held the shares for at least three months prior to the date on which the request was received, and that they will hold the shares until a decision has been made on the request. Supplements to the agenda that are to be announced will be pub-
lished immediately in the German Federal Gazette (Bundesanzeiger) following receipt of the request, and will be forwarded for publication to such media as can be expected to distribute the relevant information throughout the European Union. They will also be published on the Company’s website at http://www.wirecard.de (English version: under “Investor Relations” under “AGM”).

**Countermotions and nominations for elections by shareholders in accordance with Section 126 (1) and Section 127 of the German Stock Corporation Act (AktG)**

Each shareholder of the Company has the right to submit countermotions to proposals by the Management Board and/or the Supervisory Board regarding specific agenda items or nominations for election as well as motions regarding the rules of procedure in the General Meeting without the need for any notice, announcement or other particular act prior to the General Meeting.

The Company shall make countermotions in the meaning of Section 126 of the German Stock Corporation Act (AktG) and nominations for election in the meaning of Section 127 of the German Stock Corporation Act (AktG), including the name of the shareholder, the justification (which are however not required for nominations for election), and any comments by the management, accessible on the Company’s website at http://www.wirecard.de (English version: under “Investor Relations” under “AGM”) if the shareholder has sent them at least 14 days prior to the Meeting, i.e. by the end of **3 June 2013** (24.00 h, local time at the Company’s registered seat), to the address stipulated below:

Wirecard AG  
Investor Relations  
Einsteinring 35  
85609 Aschheim  
Fax: +49 89 4424 2626  
E-mail: hauptversammlung@wirecard.com

and the remaining prerequisites for a corresponding publication obligation pursuant to Section 126 and Section 127 of the German Stock Corporation Act (AktG) are fulfilled.

Please note that countermotions or nominations for election will be taken into consideration at the General Meeting only if put forward or submitted at the meeting.
Shareholders’ right to information in accordance with Section 131 (1) of the German Stock Corporation Act (AktG)

Upon verbal request at the General Meeting, all shareholders will be provided with information at the General Meeting by the Management Board on the Company’s affairs including the legal and business relationships of the Company with affiliated companies and on the situation of the Group, and on the companies included in the consolidated financial statements, to the extent that such information is necessary for a proper evaluation of an agenda item, and to the extent that no right exists to refuse to provide such information.

Announcements on the website

This notice of the General Meeting, the documents and motions by shareholders to be made available to the General Meeting as well as further information pursuant to Section 124a of the German Stock Corporation Act (AktG) will also be accessible on the website of the Company at http://www.wirecard.de (English version: under “Investor Relations” under “AGM”) as of the time when the General Meeting is called.

Aschheim, May 2014

The Management Board
You will find information on dates as well as our downloadable annual report in the Investor Relations section of our website www.wirecard.de.

Please send us an e-mail or use the contact form on our website if you would like a printed copy of the annual report.