



Corporate Governance Report and Corporate Governance Statement

Pursuant to Section 3.10 of the German Corporate Governance Code in its version dated 7 February 2017, the Management Board – also on behalf of the Supervisory Board – issues the following statement concerning the corporate governance and, pursuant to Sections 289f, 315d of the German Commercial Code (HGB), the corporate management of Wirecard AG and the Wirecard Group. Accordingly, the following statements apply to Wirecard AG and the Wirecard Group, unless otherwise stated.

1. Statement of compliance with the German Corporate Governance Code pursuant to Section 161 of German Stock Corporation Act (AktG)

The Management and Supervisory Boards of Wirecard AG submitted their last statement of compliance on 30 March 2017. For the period since the submission of last year's statement of compliance up to 23 April 2017, the following statement of compliance refers to the German Corporate Governance Code (“**Code**”) in the version from 5 May 2015. For the period from 24 April 2017, the following statement of compliance refers to the version of the Code from 7 February 2017 that was published in the German Federal Gazette (Bundesanzeiger) on 24 April 2017.

The Management and Supervisory Boards of Wirecard AG declare that the company has complied and is complying with the recommendations of the Government Commission on the German Corporate Governance Code with the following exceptions:

1) **Committees of the Supervisory Board** (Sections 5.3.1 – 5.3.3 of the Code)

Sections 5.3.1 - 5.3.3 of the Code contain recommendations on committees of the Supervisory Board. According to the Articles of Incorporation, the Supervisory Board of the company consists of five members. Due to its relatively small size, the Supervisory Board does not find it appropriate to form any committees. All tasks performed by the Supervisory Board are handled by the plenary Supervisory Board.

2) **Targets for the composition of the Supervisory Board and the competency profile for the whole Supervisory Board** (Section 5.4.1 (2) and (3) of the Code in the version from 5 May 2015 and Section 5.4.1 (2) and (4) of the Code in the version from 7 February 2017)

Section 5.4.1 (2) of the Code recommends that the Supervisory Board should specify targets regarding its composition which take appropriate account of the company's international activities, potential conflicts of interest, the number of independent Supervisory Board members within the meaning of Section 5.4.2 of the Code, an age limit to be specified for the members of the Supervisory Board, a maximum time limit to be specified for the period of service on the

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Supervisory Board and diversity. In accordance with Section 5.4.1 (3) of the Code in the version from 5 May 2015, these targets should be taken into account by the Supervisory Board in election proposals, while the targets and the progress made towards their implementation should be published in the Corporate Governance Report. The recommendations for specifying targets regarding the composition of the Supervisory Board were supplemented by the Code in the version from 7 February 2017 so that the Supervisory Board should also develop a competency profile for the whole Supervisory Board and election proposals made to the Annual General Meeting should also seek the fulfilment of the competency profile for the whole Supervisory Board. According to Section 5.4.1 (4) Clauses 2 and 3 of the Code in the version from 7 February 2017, the progress made towards the implementation of these recommendations should be published in the Corporate Governance Report, which should now also provide information on what the Supervisory Board considers to be an appropriate number of independent members by specifically naming the independent members.

Except for defining targets for the proportion of women on the Supervisory Board, the Supervisory Board originally did not intend to define any further specific targets for its composition because it considered these inappropriate due to its relatively small size. Accordingly, a divergence from the recommendations in Section 5.4.1 (2) and (3) of the Code in the version from 5 May 2015 was declared in the last statement of compliance. After the Supervisory Board was enlarged to include five members, the Supervisory Board issued specific targets for its composition and – in accordance with the new recommendations in the Code – agreed a competency profile for the whole Supervisory Board in December 2017 and has since then complied with the recommendations in Section 5.4.1 (2). The targets for the composition and the competency profile will be taken into account for future election proposals and the progress made towards their implementation will also be published in the Corporate Governance Report (for the first time for the 2017 fiscal year). The Corporate Governance Report now also includes information on what the Supervisory Board considers to be an appropriate number of independent members and specifically names these independent members so that it now fully complies with the recommendations.

3. Publication deadlines for consolidated financial statements and interim financial information (Section 7.1.2 Clause 4 of the Code in the version from 5 May 2015 and Clause 3 of the Code in the version from 7 February 2017)

Section 7.1.2 Clause 4 (Code in the version from 5 May 2015) and Clause 3 (Code in the version from 7 February 2017) recommend that the consolidated financial statements and Group management report be made accessible to the public within 90 days and interim financial information within 45 days of the end of the respective reporting periods. The legal regulations currently stipulate that the consolidated financial statements and group management report be published within a period of four months after the end of a fiscal year and the six-monthly reports be published within a period of three months after the end of the period under review. According to the regulations of the Frankfurt Stock Exchange applicable to the Prime Standard, quarterly reports should be provided to the management of the stock exchange within a period of two

months after the end of the period under review. The company has to date adhered to these periods since the Management Board considers this time regime appropriate. The company may publish the reports at an earlier date if internal procedures allow this to be done.

The company now complies with the new recommendation included in the Code from 7 February 2017 in Section 4.1.3 Clause 2 that the fundamental features of the Compliance Management System of the company be made public; the fundamental features of the Compliance Management System are published on the website of Wirecard AG. Since the publication of the Code in the version from 7 February 2017, a whistleblowing contingency has also been added to the Compliance Management System in accordance with the new recommendation in Section 4.1.3 Clause 3.

This statement of compliance as well as the outdated versions of the statements of compliance from previous years are available on the website of Wirecard AG at ir.wirecard.com/corporate-governance.

2. Shareholders and Annual General Meeting

Transparent information for shareholders and the public

We keep our shareholders, analysts, shareholder associations, the media and interested members of the general public informed of important dates for the company on our website www.ir.wirecard.com under the “Financial Calendar” menu item and in our annual report, six-monthly report and the quarterly statements. As part of our investor relations activities, we conduct regular meetings with both analysts and institutional investors. In addition to the annual analysts’ conferences on the annual financial statements, telephone conferences for analysts and investors are held on the publication of the six-monthly reports and quarterly statements. Wirecard also participates in many capital market conferences. Important presentations are freely available on our website.

The annual reports, six-monthly reports and quarterly statements, as well as all press releases and ad-hoc statements of Wirecard AG, are available on our website in both German and English.

Annual General Meeting

The way the Annual General Meeting is organised and held has the aim of effectively providing all shareholders with comprehensive information prior to and during the meeting. Information on the Annual General Meeting, together with the documentation to be made accessible to those present at the Annual General Meeting, is readily accessible on the website along with the invitation to the meeting. In order to make it easier for shareholders to personally exercise their rights or to use a proxy, Wirecard AG appoints, amongst others, proxies to exercise voting rights in accordance with the instructions issued by shareholders.

3. Composition and working methodologies of the Management and Supervisory Boards

As a German public stock corporation (Aktiengesellschaft / “AG”), Wirecard AG operates under a dual management and control structure consisting of two bodies – the Management Board and Supervisory Board, each with its own set of competences. The Management Board and the Supervisory Board

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cooperate very closely and on the basis of mutual trust in the company's interests. The critical joint objective is to sustainably boost the company's market position and profitability.

a) Management Board

The Management Board of Wirecard AG consists of one or more members in accordance with the Articles of Incorporation. The precise figure is defined by the Supervisory Board. The Management Board consisted of three members as of 31 December 2017, while the Management Board has had four members since 1 January 2018.

In accordance with the "Law for the equal participation of women and men in leadership positions", the Supervisory Board has defined a target for the proportion of women on the Management Board and a deadline for achieving it. Further information can be found in the dedicated section about this subject (Section 6 of the Corporate Governance Report). In addition, the Supervisory Board has developed a diversity concept with regards to the composition of the Management Board. The details are also summarised in a dedicated section about this concept (Section 7 of the Corporate Governance Report).

Information on the areas of responsibility and the CVs for the members of the Management Board can be found on the website of Wirecard AG at www.wirecard.com/company/management/.

The Management Board manages Wirecard AG and the Wirecard Group and in doing so is bound to uphold the interests of the company. The Management Board develops the company's strategic orientation, agrees it with the Supervisory Board and ensures its implementation. The members of the Management Board hold joint responsibility for the overall management of the company. The Supervisory Board has issued rules of procedure for the work of the Management Board, which govern, amongst other things, the division of duties between the members of the Management Board. The members of the Management Board generally have individual responsibility for their specific areas. Insofar as a measure will affect multiple areas of responsibility, agreement with the other members of the Management Board should be sought, with the Supervisory Board taking any necessary decisions in the event of a difference of opinion. Certain matters of fundamental or significant importance, which are specified in more detail in the rules of procedure, require a resolution by the Management Board in its entirety. The Supervisory Board must also approve significant business transactions. The Management Board makes regular, comprehensive and timely reports to the Supervisory Board on all relevant questions of corporate planning and further strategic development, on the course of business and the Group's position, as well as on questions relating to its risk situation and risk management. Reporting by the Management Board also extends to include compliance, in other words, the activities instituted by Wirecard AG or in the Wirecard Group to observe legal and regulatory parameters, as well as internal corporate guidelines.

b) Supervisory Board

The Supervisory Board of Wirecard AG consists of five members in accordance with the Articles of Incorporation, who are elected by the Annual General Meeting without being bound by any election proposals. The CVs of the members of the Supervisory Board, as well as information on their main activities in addition to their Supervisory Board mandate at Wirecard AG are available on the website of Wirecard AG at www.wirecard.com/company/management/.

In accordance with the “Law for the equal participation of women and men in leadership positions”, the Supervisory Board has defined a target for the proportion of women on the Supervisory Board and a deadline for achieving it. Further information can be found in the dedicated section about this subject (Section 6 of the Corporate Governance Report). In addition, the Supervisory Board has developed specific targets for its own composition and a competency profile for the Supervisory Board in its entirety which also acts as the diversity concept for the Supervisory Board. The details and the latest progress made towards their implementation are also summarised in a dedicated section (Section 7 of the Corporate Governance Report).

The Supervisory Board advises the Management Board on its management of the company and monitors its management activities. The Supervisory Board receives regular, comprehensive and timely reports on all important issues for the company from the Management Board and agrees the corporate strategy and its implementation with it. The Chairman of the Supervisory Board is also in constant contact with the Management Board outside of the meetings of the Supervisory Board. The Chairman visits the company on a regular basis in order to obtain information on-site concerning business performance and to consult with the Management Board on its decisions.

The Supervisory Board examines and approves the separate financial statements and consolidated financial statements of Wirecard AG and the Group. The Supervisory Board has created rules of procedure to govern its own activities. In the event that a vote by the Supervisory Board is tied, the Chairman of the Supervisory Board has the casting vote. In addition, the Supervisory Board regularly examines the efficiency of its activities– at least once after half of the regular period of office of its members. Due to its small size, the Supervisory Board has dispensed with creating an audit committee or other Supervisory Board committees.

4. Important corporate governance practices

Corporate governance – good and responsible management of the company

The standards of good and responsible corporate governance, acknowledged both internationally and in Germany, are accorded high priority throughout the Wirecard Group. Compliance with these standards forms an essential prerequisite for qualified and transparent corporate governance with the aim of achieving long-term success for the Group as a whole. In this context, we wish to affirm the confidence of our investors, the financial markets, business associates, the general public and our employees.

Detailed information on corporate governance in the Wirecard Group can be found on our website.

Compliance as a managerial function

We view compliance with the law, regulations and internal company guidelines within the Group as a permanent and ongoing managerial function. For this purpose, we continuously and rigorously work to improve our Group-wide compliance programme. Information on our compliance management system can be found on our website at ir.wirecard.com/corporate-governance.

Responsible risk management

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Responsible risk management constitutes an important basis for good corporate governance. The Management Board must ensure there is appropriate risk management and risk controlling within the company. The Management Board notifies the Supervisory Board on a regular basis of existing risks and trends in these risks. Details relating to risk management can be found in the risk report (part of the management report).

Financial accounting and audit of the financial statements

The consolidated financial statements of Wirecard AG and the six-monthly reports for the Group are prepared in accordance with the International Financial Reporting Standards (IFRS), as adopted in the European Union, as well as the additional regulations of German commercial law. The separate financial statements of Wirecard AG are produced in accordance with the accounting regulations of the German Commercial Code (HGB).

In addition, Wirecard AG publishes quarterly statements in accordance with Section 53 of the regulations of the Frankfurt Stock Exchange. The consolidated financial statements and Group management report are made accessible to the public within four months of the end of the fiscal year, while six-monthly reports and quarterly statements are made accessible to the public within two months of the end of the reporting period.

At the Annual General Meeting 2017, Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Munich, was appointed as the auditor for the separate financial statements of Wirecard AG and the consolidated financial statements. The responsible auditor has been Mr. Andreas Loetscher since the 2015 fiscal year. Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft has been the sole auditor of Wirecard AG and the Group since 2011 and was previously the joint auditor together with RP Richter GmbH Wirtschaftsprüfungsgesellschaft since 2009.

It was agreed with the auditor of the financial statements that he/she would report to the Supervisory Board without delay all findings and events material to the duties of the Supervisory Board as determined in the course of its audit. In addition, the auditors are required to inform the Supervisory Board and/or to make a note in the audit report if they encounter facts in the course of the audit that are irreconcilable with the statement of compliance issued by the Management Board and Supervisory Board in accordance with Section 161 of the AktG.

Corporate social responsibility

Wirecard believes that exercising corporate social responsibility (CSR) makes a major contribution to the company's sustained growth. We are convinced that Wirecard will not be able to achieve long-term economic success in the future unless it acts in a responsible ecological, ethical and social manner.

In its sustainability strategy, the Wirecard Group aims to define objectives for the orientation of its core business activities – for example, minimum standards for energy consumption, assessment of environmental risks, etc. Through sustainability management, the company will stringently pursue the targets defined in the sustainability strategy.

The Wirecard Group respects internationally recognised human rights and strives to ensure they are observed. We base our activities on the relevant requirements of the International Labour Organisation

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and are compliant at least with the respective national minimum standards of the respective economic branches. We ensure equal opportunities and equal treatment, irrespective of ethnic origin, skin colour, gender, disability, religion, citizenship, sexual orientation, social origin, religious or philosophical viewpoints or political attitude.

Further information on corporate social responsibility, economic responsibility, employee issues and the management of resources in the Wirecard Group are published pursuant to Section 315b of the German Commercial Code (HGB) in the special non-financial report on the website of Wirecard AG.

Leadership culture and cooperation

We have set ourselves the objective of offering our employees personal and professional prospects to promote outstanding performance and results. As a consequence, the Wirecard Group invests in the qualification and competence of its employees and also expects all employees to make exacting demands of themselves, their performance and their health, as well as to engage proactively in their own development.

5. Managers' transactions

Persons who perform management duties (at Wirecard AG this means the members of the Management Board and Supervisory Board), as well as persons closely related to them, are obligated in accordance with Article 19 of the Market Abuse Directive to report to the Federal Financial Supervisory Authority and the company their own dealings in the shares of the company or the debt instruments of the company or any associated derivatives or other associated financial instruments within three business days. However, this reporting obligation only applies if the total volume of the business dealings carried out by the affected person exceeds EUR 5,000 within one calendar year.

The transactions reported to Wirecard AG in the 2017 fiscal year can be found on the website: ir.wirecard.com/corporate-governance.

In total, the members of the Management Board directly or indirectly held a 7 percent equity interest in the company as of 31 December 2017. Members of the Supervisory Board held no shares in the company as of 31 December 2017.

6. Regulations for promoting the participation of women in management positions in accordance with Sections 76 (4) and 111 (5) of the AktG

According to the "Law for the equal participation of women and men in leadership positions in the private and public sectors", the Supervisory Board of Wirecard AG must define targets for the proportion of women on the Management Board and Supervisory Board, while the Management Board of Wirecard AG must define targets for the proportion of women in the two management levels below the Management Board. If the proportion of women at the time that each target is defined is less than 30%, the target value in each case for the proportion of women must not be lower than the level already achieved. At the same time, deadlines for the achievement of the targets must be defined, which must not be longer than five years; the deadline for the achievement of the first target must not extend beyond 30 June 2017.

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In September 2015, the Supervisory Board and the Management Board of Wirecard AG defined targets for the proportion of women on the Supervisory Board, Management Board and the first two management levels below the Management Board respectively with a deadline of 30 June 2017. The achievement of these targets will be reported on below. Following the expiry of the deadlines, new targets were defined with a deadline of 30 June 2022.

	Target for 30 June 2017	Level achieved by 30 June 2017	New target for 30 June 2022
Supervisory Board	1 woman	2 women	2 women
Management Board	0	0	1 woman
1st management level	30%	30%	30%
2nd management level	30%	42%	30%

Susanne Steidl was appointed as a member of the Management Board with effect from 1 January 2018. The current target of one female member of the Management Board has thus now been achieved. Tina Kleingarn resigned her Supervisory Board mandate due to personal reasons with effect from the end of the 2017 fiscal year so that there is currently only one female member of the Supervisory Board.

7. Requirement profile and diversity concept for the composition of the Management Board and Supervisory Board

Management Board

a) Requirement profile and diversity aspects

The Supervisory Board of Wirecard AG works together with the Management Board to ensure there is a long-term plan for succession on the Management Board. When examining candidates, the most important eligibility criteria in the opinion of the Supervisory Board are their professional qualifications for the position to be filled, convincing leadership qualities, previous performance and knowledge of the company and its business activities.

As part of this assessment to decide which personality will best complement the Management Board as a corporate body, the Supervisory Board also focuses on diversity. The decision-making criteria of diversity is understood by the Supervisory Board to mean, in particular, different and mutually complementary profiles, professional and personal experience – also in the international arena – and appropriate representation of women. The Supervisory Board also strives to maintain an appropriate mix of ages on the Management Board as it believes that this is another aspect of diversity that will complement the Management Board as a corporate body.

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The requirement profile for the Management Board includes, in particular, the following aspects which are taken into account by the Supervisory Board when making an appointment to a specific position on the Management Board:

- The members of the Management Board should possess long-standing leadership experience, also at an international level where possible.
- The Management Board in its entirety should possess long-standing experience in the areas of electronic payment systems, sales, finance and human resources.
- At least two members of the Management Board should have technical training and qualifications in the area of IT.
- At least one member of the Management Board should have proven expertise and experience in the area of finance.
- To comply with the regulations in the “Law for the equal participation of women and men in leadership positions”, the Supervisory Board defined a target in the 2017 fiscal year for the proportion of women on the Management Board as one woman and the deadline for achieving this target as 30 June 2022.
- In accordance with the recommendations of the German Corporate Governance Code, the general age limit for members of the Management Board has been defined as 62. An exception can be made in justified individual cases, e.g. to provide support for orderly succession planning.

When deciding which personality to appoint to a specific position on the Management Board, the Supervisory Board acts in the company's interest and takes appropriate account of all factors relevant to the circumstances in each individual case.

b) Aims of the requirement profile

The aim of the requirement profile for the Management Board of Wirecard AG is to guarantee the most diverse and mutually complementary composition possible for a Management Board offering strong leadership. The Management Board in its entirety should possess the sound industry expertise and leadership experience that is required for the management of a globally active technology and financial services company so that it can optimally fulfil its duties and obligations according to the law, Articles of Incorporation and rules of procedure.

Alongside complementary educational and career backgrounds and specialist qualifications, the Supervisory Board believes that the diversity accomplished through a range of different personal qualities and experiences – which are also influenced by gender and age – and the different perspectives these will bring is a decisive factor for the sustainable success and continuous development of the company.

c) Implementation method

In accordance with the legal regulations, the Supervisory Board is responsible for making appointments to the Management Board and for personnel and succession planning. The requirement profile described above and the diversity concept that it follows were agreed by the Supervisory Board in the 2017 fiscal year and act as the basis for the Supervisory Board to take decisions on appointments to

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specific Management Board positions and for long-term succession planning. In this context, the Supervisory Board is in continuous contact with the Management Board and actively monitors management personnel and their development with a view to their suitability as potential candidates for filling Management Board positions. In addition, the Supervisory Board monitors national and international markets with a view to identifying possible candidates outside of the company. When making specific appointments to Management Board positions, the Supervisory Board also holds, in particular, interviews with potential candidates to gain a personal impression of their professional and personal suitability. The aspects of diversity play an important role in the decision-making process. However, the most important consideration when making an appointment to a specific Management Board position is always the company's interest while taking account of all factors relevant to the circumstances in each individual case.

d) Results achieved in the 2017 fiscal year

In July 2017, the Supervisory Board appointed Susanne Steidl (born in 1971) as a member of the Management Board and as Chief Product Officer (CPO) with effect from 1 January 2018. As a business management graduate and long-standing manager and Executive Vice President who was responsible over the last few years for, amongst other things, the successful expansion of the company on the American market, Susanne Steidl possesses the best qualifications and international experience for the position. Alexander von Knoop was also appointed as a member of the Management Board and as Chief Financial Officer (CFO) with effect from 1 January 2018 as the successor to Burkhard Ley who left the Management Board at the end of the 2017 fiscal year. The Supervisory Board believes that Alexander von Knoop (born in 1972) is an ideal addition to the Management Board due to his business degree in the USA, his long-standing expertise in the area of accounting and his contribution to the expansion of the digital value added services of Wirecard Bank AG. The appointments of Susanne Steidl and Alexander von Knoop not only contribute greater gender diversity but also add fresh impetus and lower the average age of the members of the Management Board. The average age is currently 45 years old. By extending the appointments to the Management Board of the long-standing CEO Dr. Markus Braun and the long-standing Chief Operational Officer (COO) Jan Marsalek, it has also been ensured that Wirecard can continue to benefit from their performance and experience at the same time. In the opinion of the Supervisory Board, the current composition of the Management Board conforms to the requirement profile developed by the Supervisory Board for the composition of the Management Board.

Supervisory Board

a) Requirement profile and diversity aspects

The Supervisory Board of Wirecard AG must be comprised in such a way that it can guarantee the provision of competent and qualified supervision of and advice to the Management Board.

For this purpose, the Supervisory Board has defined the following specific goals for its composition while taking into account the recommendations in the German Corporate Governance Code. These goals also include a competency profile developed by the Supervisory Board for the Supervisory Board in its entirety. In addition, they describe a concept that can be followed in order to achieve a diverse overall composition of the Supervisory Board.

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(I) Requirements for the composition of the Supervisory Board in its entirety

(1) Competency profile for the Supervisory Board in its entirety

- The members of the Supervisory Board in their entirety must be familiar with the sector of Wirecard AG in the sense of Section 100 (5) of the AktG.
- The Supervisory Board in its entirety must possess the knowledge, skills and specialist experience to properly perform the duties required of a Supervisory Board for a listed and globally active technology and financial services company.

In particular, this includes in-depth experience and knowledge in the following areas:

- Electronic payment systems
- IT and digitalisation
- Financial services
- Controlling/risk management
- Experience with mergers & acquisitions
- Board experience, ideally at a listed company
- Corporate and operational experience

It is not necessary that every individual member of the Supervisory Board possess all of the required specialist knowledge and experience. However, at least one of the members of the Supervisory Board should possess specialist knowledge and experience in every area.

- At least one member of the Supervisory Board must have specific expertise in the area of accounting or auditing in the sense of Section 100 (5) of the AktG.

(2) Independence and potential conflicts of interest

- The Supervisory Board should have an appropriate number of independent members. Taking into account the current ownership structure, a least half of the members should be independent in the sense of Section 5.4.2 of the German Corporate Governance Code, i.e. they especially do not have any business or personal relationship with Wirecard AG or its corporate bodies, with a controlling shareholder or one of its associated companies that could constitute a material and not just temporary conflict of interest.
- In addition, the Supervisory Board must not have as members more than two former members of the Management Board of the company.

(3) International experience

In light of the international business activities of Wirecard, an appropriate number of members of the Supervisory Board, although at least two members, must have long-standing international experience.

(4) Appropriate proportion of women

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To comply with the regulations in the “Law for the equal participation of women and men in leadership positions”, the Supervisory Board defined a target in the 2017 fiscal year for the proportion of women on the Supervisory Board as two women and the deadline for achieving this target as 30 June 2022.

(5) Diversity

In the search for qualified personalities for the Supervisory Board, focus should also be placed on diversity so that the Supervisory Board is able to call on the broadest possible range of personalities, experience and specialist knowledge. When preparing election proposals for the Annual General Meeting, the extent to which different, mutually complementary specialist knowledge, educational backgrounds, professional and personal experiences and an appropriate mix of ages will benefit the work of the Supervisory Board should be taken into account in each individual case.

II. Requirements for the individual members of the Supervisory Board

(1) General requirement profile

- Every member of the Supervisory Board should possess general knowledge of the technology and financial services business or related sectors.
- Every member of the Supervisory Board must possess the required personality and integrity to perform their duties properly and be prepared to engage with the content to an appropriate extent.

(2) Availability

- Every member of the Supervisory Board must ensure that they can dedicate the required amount of time to properly perform their duties according to their Supervisory Board mandate. In particular, it is important to take into account that at least four, although generally at least six, ordinary meetings of the Supervisory Board are held each year. These require appropriate preparatory work in each case. Sufficient time must also be made available for examining the separate and consolidated financial statements. If required, additional extraordinary meetings may be necessary to handle special topics and pass resolutions outside of the ordinary meetings. The members are also required to be present in person at the Annual General Meeting.
- Members of the Supervisory Board who are also members of a management board at a listed company should generally not hold more than three supervisory board mandates in listed companies that are not in the group of companies in which they hold a management board function.

(3) Avoidance of potential conflicts of interest

Members of the Supervisory Board are not permitted to hold any board functions at or provide advisory services to any main competitor of the Wirecard Group.

(4) Length of service

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In general, a member of the Supervisory Board should not hold their position without interruption for longer than 15 years. An exception to this general limitation can be made if it is in the company's interest, e.g. to follow one of the appointment objectives such as the appropriate representation of women, diversity within the specialist profiles or professional or personal experience.

(5) Age limit

Candidates for the Supervisory Board should generally not yet have reached 75 years of age at the time of their election. An exception can be made in justified cases, e.g. to provide support for orderly succession planning and if the candidate holds key functions or qualifications.

The Supervisory Board has defined a deadline of 30 June 2022 for the achievement of the diversity targets.

b) Aims of the requirement profile

The Supervisory Board in its entirety must by law be familiar with the sector in which the company is active.

The aim of the requirement profile for the Supervisory Board of Wirecard AG is also to guarantee the most diverse, mutually complementary and balanced composition possible for the Supervisory Board. The Supervisory Board in its entirety should understand the business model of Wirecard and possess the required knowledge, skills and experience, especially in the previously mentioned specialist areas, to properly provide qualified supervision of and advice to the Management Board. Overall, the specialist knowledge and professional experience of the members of the Supervisory Board should complement each other so that the Supervisory Board can call on the broadest possible pool of experience and different specialist expertise. As a result, the Supervisory Board should be capable of critically questioning and assessing the strategy of the Management Board and its decisions. By stipulating that at least half of the members of the Supervisory Board should be independent, the independent performance of the advisory and supervisory duties will be promoted, unencumbered by any special interests and in compliance with international, and also domestic, expectations of good governance. The same objective is also served by the objective that no more than two former members of the Management Board should serve on the Supervisory Board and that members of the Supervisory Board should not hold any board functions or provide advisory services to any main competitor of the Wirecard Group. As is also the case for the composition of the Management Board, the Supervisory Board believes that a diverse range of different personal qualities and experiences and the different perspectives associated with them are a decisive factor for the competent and sound performance of the duties of the Supervisory Board. Against this background, the Supervisory Board of Wirecard AG has set an ambitious target of at least two women members of the Supervisory Board, which corresponds to a ratio of 40 percent in a Supervisory Board consisting of five members.

By setting a limit for the length of service on the Supervisory Board and also an age limit, the aim is to ensure that the regular replacement of members will enrich the Supervisory Board with new impetus, perspectives and experience and thus make a contribution to the continuous growth of the company.

c) Implementation method

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In accordance with the legal regulations, the Supervisory Board must present its election proposals for the election of members of the Supervisory Board to the Annual General Meeting. The Supervisory Board takes into account the requirement profile described above and the diversity concept that it follows when making each of its election proposals. However, the most important consideration when proposing a particular candidate for election to the Supervisory Board is always the company's interest while taking account of all factors relevant to the circumstances in each individual case. In accordance with the recommendation in Section 5.4.1 Clause 8 of the DCGK, the progress made in the implementation is published annually in the Corporate Governance Report for all interested stakeholders.

d) Results achieved in the 2017 fiscal year

The composition of the Supervisory Board did not change in the 2017 fiscal year.

The Supervisory Board believes that its composition as of 31 December 2017 fulfils the requirement profile described above for the Supervisory Board in its entirety and the individual members, especially in relation to the in-depth experience and knowledge of the specialist areas.

All members of the Supervisory Board are independent in the sense of the definition found in the German Corporate Governance Code. As of 31 December 2017, the Supervisory Board did not have any former members of the Management Board as members nor any members that hold any board functions or provide advisory services to any main competitor of Wirecard.

None of the current members of the Supervisory Board is older than 74 years old. No member of the Supervisory Board has held their position for longer than 15 years.

As of 31 December 2017, there were two female members of the Supervisory Board in Tina Kleingarn and Vuyiswa M'Cwabeni. Tina Kleingarn resigned her post on the Supervisory Board due to personal reasons at the end of the fiscal year so that there is currently only one female member of the Supervisory Board. The Supervisory Board will take account of the requirement profile when making its election proposals to the Annual General Meeting 2018 for the by-election.