



Report of the Supervisory Board

Dear Shareholders,

We were able to further expand our global growth strategy with the entry onto the US market in 2017. The Wirecard Group is now represented on all continents. In order to achieve this goal, we have invested extensively in both new technologies and also in acquisitions in the last few years. In the 2017 fiscal year, we also experienced strong, predominantly organic growth, which was reflected in the pleasing development of all important key indicators. It was announced in March 2017 that Wirecard was acquiring a comprehensive customer portfolio from the Citigroup in the APAC region. This transaction is a further indicator that the company's goal of becoming a globally active provider is being realised operationally in an outstanding manner.

In the following report, we want to inform you about the main focus of the Supervisory Board's activities over the last fiscal year. The Supervisory Board of Wirecard kept itself continuously and intensively informed about the development, position and perspectives of the Wirecard Group in the 2017 fiscal year. The Supervisory Board performed the tasks incumbent upon it pursuant to the law, the Group's Articles of Incorporation and the rules of business procedure, and consulted with and supervised the Management Board on an ongoing basis in compliance with the German Corporate Governance Code and applicable laws. The Management Board always directly involved the Supervisory Board in considering the company's strategic orientation at an early stage and promptly submitted to them any significant corporate decisions, specific transactions, corporate acquisitions and significant cooperation ventures that require Supervisory Board approval due to legal regulations, the Articles of Incorporation or the Management Board's rules of business procedure.

In order to exercise our monitoring function, we maintained intensive contact with the Management Board. The Management Board reported to us regularly, promptly and comprehensively in verbal and written form both during and outside of the Supervisory Board meetings about all relevant themes related to the management of the business of Wirecard. This included, in particular, written monthly reports on the most important business figures, reports and explanations on the corporate strategy and planning, the business performance and current status of the Group and the accounting process and effectiveness of the company's internal control and risk management system and the risks to the Wirecard Group identified by the Management Board, as well as all relevant business transactions and preparations to implement strategic intentions. Matters requiring approval, planned investments and fundamental questions about corporate policy and strategy were covered in particular detail, and the respective decisions were taken on the

This document is a translation of the German original and prepared for the convenience of English-speaking readers only. For purposes of interpretation, the German text shall be authoritative and final.

basis of extensive documentation and intensive and detailed discussions with the Management Board. Additional control measures, such as an inspection of the company's documentation and the appointment of special experts, were not necessary.

The Supervisory Board convened for twelve meetings in the year under review. On numerous occasions between meetings, important or urgent information was also conveyed in writing, or in the context of telephone conferences, and resolutions were issued in writing or by telephone. The Chairman of the Supervisory Board was also in close contact with the Management Board between meetings and was kept informed about the current business performance and important business transactions.

Participation in the meetings by the members was also at a high level in 2017. All members of the Supervisory Board participated in significantly more than half of the meetings of the Supervisory Board in the 2017 fiscal year.

The Supervisory Board of Wirecard AG did not form committees due to its small size.

Focal points of consultations

Regularly during the year under review, the Supervisory Board concerned itself intensively with the revenues and earnings performance of the company and the Group, as well as with significant investment projects and risk management. The following key topics were also discussed at the individual meetings:

The focus of the first meeting of the Supervisory Board on 26 January 2017 were discussions on the business performance in the 2016 fiscal year and the business and budget plan for the 2017 fiscal year. In addition, the Supervisory Board discussed M&A themes and transactions, especially those in the Asia-Pacific region and South Africa. The Management Board also provided a summarised overview of the key data for the acquisitions since 2014 and the post-merger integration process.

At the meeting on 22 February 2017, we mainly dealt with personnel issues, especially the successor to the CFO Burkhard Ley who was due to leave the Management Board as of 31 December 2017, the possible expansion of the Management Board of Wirecard AG and the personnel planning at the level below the Management Board. In addition, organisational themes related to the work of the Supervisory Board were discussed.

At the meeting on 29 March 2017, we discussed corporate governance issues including an update to the rules of procedure for the Management Board and Supervisory Board and the plans for the subsequent work of the Supervisory Board in the 2017 fiscal year. In the second part of the meeting, the auditor reported on the status of the auditing work for the 2016 fiscal year.

At the meeting on 5 April 2017, we mainly dealt with the separate financial statements of Wirecard AG and the consolidated financial statements as of 31 December 2016, the

Report of the Supervisory Board, the Corporate Governance Report and the proposal for the appropriation of profit. The financial statements and reports were intensively discussed and examined with the auditor Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft. The audited consolidated financial statements and management report for the Group that had been issued with unqualified audit opinions were approved at the meeting on 5 April 2017, while the audited separate financial statements and management report for Wirecard AG that had been issued with unqualified audit opinions were approved after the meeting during a telephone conference on 26 April 2017.

The subject of the meeting on 3 May 2017 was, in particular, the successor for the outgoing CFO and a possible expansion of the Management Board of Wirecard AG. In addition, this meeting was used to discuss the status of the strategic projects, especially in relation to the IT structure and M&A transactions including the transaction pipeline 2017, as well as the human resources development within the Wirecard Group and corporate governance themes.

At the meeting on 24 May 2017, we also focussed on the issue of succession planning for the Management Board and a possible expansion of the Management Board. In addition, the general personnel situation at the company was discussed.

The focus of the meeting of the Supervisory Board on 8 June 2017 was the latest business performance of the Wirecard Group. In addition, the Management Board reported on the completed M&A transactions in North America and South Africa, as well as on the strategic developments and personnel issues at the company.

At the meeting on 19 June 2017, which was continued after the ordinary Annual General Meeting on 20 June 2017, we intensively discussed the possible candidates for the position of CFO and another member of the Management Board and also spoke with possible candidates.

The main subjects of the meeting on 8 September 2017 were, in particular, corporate governance themes such as the size of the Supervisory Board and its internal organisation and a possible amendment to the rules of procedure for the Supervisory Board, as well as the business performance in India. In addition, we discussed agreeing a consulting contract with Burkhard Ley for the period after he stepped down from the Management Board.

The focus of the meeting on 10 November 2017 were the new Management Board employment contracts as of 1 January 2018.

This document is a translation of the German original and prepared for the convenience of English-speaking readers only. For purposes of interpretation, the German text shall be authoritative and final.

At the meeting of the Supervisory Board on 22 November 2017, the Management Board reported on the business performance in the first nine months. Other main subjects discussed at the meeting were the status of the M&A transactions and the M&A pipeline for 2018, ongoing FinTech projects and new product developments, the Management Board employment contracts as of 1 January 2018 and preparations for the efficiency review of the Supervisory Board.

At the last meeting in the fiscal year on 7 December 2017, the Management Board reported on the current regulatory environment, the status of the preparations for the audit, including the amendments to the IFRS accounting standards relevant for Wirecard, as well as the personnel planning in relation to the acquisitions in Asia. Another key focus of the meeting was the efficiency review of the Supervisory Board, as well as discussing and resolving the targets for the composition of the Supervisory Board and the competency profile for the Supervisory Board in its entirety, as well as a diversity concept for the Management Board.

Corporate governance

In the 2017 fiscal year, the Supervisory Board once again intensively discussed the issues related to corporate governance in the Wirecard Group and dealt in depth with the recommendations contained in the German Corporate Governance Code.

On 30 March 2017, the statement of compliance with the German Corporate Governance Code in the version from 5 May 2015 was submitted. At the beginning of the 2018 fiscal year, the Supervisory Board also dealt with the preparations for the statement of compliance pursuant to Section 161 of the German Stock Corporation Act (AktG) with the German Corporate Governance Code, paying particular attention to the amendments resolved by the Government Commission on the German Corporate Governance Code on 7 February 2017, which came into force on 24 April 2017. Following in-depth discussions, the Management Board and the Supervisory Board passed a resolution to issue the current statement of compliance pursuant to Section 161 of the AktG on 28 March 2018. The current statement of compliance, as well as all previous statements of compliance since 2005, can be found on the company's website.

The Supervisory Board regularly examines the efficiency of its activities. In order to complete the efficiency review, we developed an extensive company-specific questionnaire in the reporting year with the help of external consultants. The questionnaire was answered by the members of the Supervisory Board and evaluated on an anonymous basis. The results were intensively discussed at the meeting of the Supervisory Board in December 2017. The work of the Supervisory Board and the cooperation with the Management Board were given a positive assessment overall by the members of the Supervisory Board. In order to further increase the efficiency of the duties performed, we resolved isolated improvements to the organisation of the meetings of the Supervisory Board.

At the meeting of the Supervisory Board in December 2017, we also discussed and resolved the targets for the composition of the Supervisory Board and the competency profile for the Supervisory Board in its entirety, as well as a diversity concept for the Management Board.

Finally, we defined new targets in the 2017 fiscal year for the proportion of women on the Supervisory Board and Management Board with implementation deadlines in each case of 30 June 2022.

No conflicts of interest relating to members of the Supervisory Board, which must be disclosed immediately to the Supervisory Board and included in the Report of the Supervisory Board for the Annual General Meeting, arose during the 2017 fiscal year.

The Corporate Governance Report that is combined with the Corporate Governance Statement contains further in-depth information on corporate governance at Wirecard.

Separate and consolidated financial statements

Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft audited the separate financial statements of Wirecard AG as of 31 December 2017, the consolidated financial statements as of 31 December 2017 and the management report for the company and the Group, and issued unqualified audit opinions thereon. The separate financial statements and the management report of Wirecard AG were prepared in accordance with the German Commercial Code (HGB). The consolidated financial statements and the Group management report of Wirecard AG were prepared in accordance with the International Financial Reporting Standards (IFRS) as well as the additional requirements of German law pursuant to Section 315e (1) of the HGB.

In addition, Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Munich, was commissioned to complete an audit with limited assurance of the Group non-financial declaration in accordance with ISAE 3000 and produced a corresponding report.

At the meeting on 11 April 2018, the Supervisory Board intensively discussed and examined the consolidated financial statements and the Group management report, the auditor's report and the Management Board's planned proposal for the appropriation of profit. The required documents were submitted to the members of the Supervisory Board in good time before the meeting so that they had sufficient opportunity to examine them. The auditor participated at this meeting of the Supervisory Board, reported on key audit results and was available to the members of the Supervisory Board to provide supplementary information. The auditor also explained his findings on the company's control and risk management system relating to the financial accounting process. The auditor stated his independence and provided information about services that had been rendered in addition to the auditing services in the 2017 fiscal year.

This document is a translation of the German original and prepared for the convenience of English-speaking readers only. For purposes of interpretation, the German text shall be authoritative and final.

The Supervisory Board approved the results of the audit carried out by the auditor and concluded that no objections needed to be raised based on the final results of its examination. With a resolution dated 11 April 2018, the Supervisory Board approved the consolidated financial statements of Wirecard AG prepared according to IFRS for the 2017 fiscal year and the Report of the Supervisory Board from 11 April 2018 published in the 2017 Annual Report, as well as the Corporate Governance Report that is combined with the Corporate Governance Statement.

At the meeting on 25 April 2018, the Supervisory Board intensively discussed and examined the separate financial statements and management report of Wirecard AG that had been prepared by the Management Board and issued with an unqualified audit opinion by the auditor, the Group non-financial declaration that had to be prepared this year for the first time in accordance with Section 315b of the HGB and the auditor's reports. The required documents were submitted to the members of the Supervisory Board in good time before the meeting so that they had sufficient opportunity to examine them. The auditor participated at this meeting of the Supervisory Board, reported on key results from the audits and was available to the members of the Supervisory Board to provide supplementary information. The Supervisory Board approved the results of the audits carried out by the auditor and concluded that no objections needed to be raised based on the final results of its examinations. With a resolution dated 25 April 2018, the Supervisory Board approved the separate financial statements of Wirecard AG prepared according to the HGB for the 2017 fiscal year. The separate financial statements have consequently been adopted in the sense of Section 172 of the AktG.

The Management Board plans to propose to the Annual General Meeting to carry forward an amount of kEUR 120,303 to a new account and distribute an amount kEUR 22,242 as a dividend from the profit of Wirecard AG (single entity) for the 2017 fiscal year of kEUR 142,545. This means that a dividend of EUR 0.18 per share will be paid on the basis of the 123,565,586 dividend-entitled ordinary shares. The Supervisory Board concurs with this proposal. On 25 April 2018, the Supervisory Board also approved this Report of the Supervisory Board and the Group non-financial declaration for the 2017 fiscal year. The Group non-financial declaration has been published on the website of Wirecard AG at ir.wirecard.de.

Personnel-related details

The appointment of and the Management Board contract for the long-standing member of the Management Board and CFO Burkhard Ley expired as of 31 December 2017. In his 12 years as the CFO of Wirecard AG, Burkhard Ley has made a significant contribution to the expansion of Wirecard into a worldwide leading Internet Group in the area of payment processing and will remain connected to the company from 1 January 2018 through a consulting contract.

Following in-depth discussions, the Supervisory Board appointed Alexander von Knoop as the successor to Burkhard Ley in July 2017 as an ordinary member of the Management Board and as Chief Financial Officer with effect from 1 January 2018 and up until 31 December 2020. Furthermore, Susanne Steidl was appointed as an additional member of the Management Board and as Chief Product Officer (CPO) with effect from 1 January 2018 and up until 2020. In this position, she is responsible for the operation and technological development of core products at Wirecard. The Supervisory Board wishes both new members of the Management Board great success.

We also resolved in July 2017 to extend the Management Board mandates of the Chief Executive Officer (CEO), Dr. Markus Braun, and the Chief Operational Officer (COO), Jan Marsalek, in each case by a further three years up until 31 December 2020. These personnel decisions took into account their outstanding achievements and aim to maintain continuity on the Management Board.

In the 2017 fiscal year, there were no changes to the composition of the Supervisory Board. As Tina Kleingarn resigned her post as a member of the Supervisory Board due to personal reasons as of 31 December 2017, the Supervisory Board of Wirecard AG currently consists of only four members. The Supervisory Board will propose the election of a new member of the Supervisory Board as the successor to Tina Kleingarn at the ordinary Annual General Meeting 2018.

Outlook

Wirecard fulfils all the conditions to continue growing on a global level in the next few years and to exploit the immense potential for synergies. We will all pursue this path to success together.

The Supervisory Board thanks the Management Board and especially Mr. Ley for their fantastic work. We warmly thank all employees and recognise their extraordinary commitment in the 2017 fiscal year.

Aschheim, 25 April 2018

On behalf of the Supervisory Board

Wulf Matthias
Chairman of the Supervisory Board

This document is a translation of the German original and prepared for the convenience of English-speaking readers only. For purposes of interpretation, the German text shall be authoritative and final.