

Annual General Meeting on 18 June 2019

Further explanations on the shareholders rights pursuant to Sect. 122 (2), Sect. 126 (1), Sect. 127, Sect. 131 (1) Stock Corporation Act (AktG)

The convocation of the Annual general Meeting contains information on the shareholders' rights pursuant to Sect. 122 (2), sect. 126 (1), sect. 127 and Sect. 131 (1) Stock Corporation Act (AktG). The following details provide further information.

1. Requests for additional items to be included on the agenda upon the demand of a minority in accordance with Sect. 122 (2) AktG

Shareholders whose shares amount in aggregate to EUR 500,000.00 of the Company's share capital (which is equivalent to EUR 500,000 no-par-value shares) may demand that certain items be included on the agenda and published.

In accordance with Sect. 122 (2) AktG in conjunction with Sect. 122 (1) AktG, the petitioner(s) must submit proof that they have held the required number of shares for at least ninety (90) days prior to the date on which their demand is received, and that they will continue to hold such shares until the Management Board takes a decision on the request. Sect. 121 (7) shall apply mutatis mutandis for calculating the prescribed period.

Each new item must be accompanied by a statement of reasons or a draft resolution. Supplemental requests must be addressed to the Management Board of Wirecard AG in writing and must be received by the Company by no later than 18 May 2019 (24:00 h local time at the Company's registered office).

Supplemental requests may be sent to the following address:

Wirecard AG
Management Board
General Meeting – Supplemental Requests
Einsteinring 35
D-85609 Aschheim

Requests for additional items on the agenda that have to be announced – unless they have already been included in the notice calling the General Meeting – shall be published in the Federal Gazette without delay upon receipt of the respective request, and shall be submitted for publication to those media which are expected to disseminate the information throughout the European Union. In addition, they shall be announced at ir.wirecard.com/agm and notified to the shareholders.

The provisions of the German Stock Corporation Act (AktG) underlying these shareholders' rights read as follows:

Section 122 German Stock Corporation Act (AktG) – Convening a meeting at the request of a minority

(excerpt – para. 1 and 2)

- (1) A shareholders' meeting shall be called if shareholders whose combined shareholdings amount to at least one-twentieth of the share capital request such meeting in writing, stating the purpose and the reasons of such meeting; such request shall be addressed to the managing board. The articles may provide that the right to request a shareholders' meeting shall require another form and the holding of a lower portion of the share capital. The petitioners shall provide evidence that they have been holders of such shares for not less than ninety days prior to the day of the receipt of the request and that they will hold the shares until the decision on the petition. Section 121, Subsection 7 shall apply mutatis mutandis.*
- (2) In the same manner, shareholders whose combined shareholdings amount to at least one-twentieth of the share capital or a proportionate ownership of at least EUR 500,000 may request that items be placed on the agenda and be published. Each new item must be accompanied by a reason or a proposed resolution. The request within the meaning of sentence 1 must be received by the company no later than 24 days, in the case of stock exchange listed companies no later than 30 days, prior to the meeting, excluding the day of receipt.*

Section 121 German Stock Corporation Act (AktG) - General

(excerpt – para. 7)

- (7) For periods and deadlines counted backwards from the date of the meeting, the day of the meeting shall not be included in the calculation. Any move from a Sunday, Saturday or public holiday to a preceding or subsequent business day shall not be possible. Sections 187 to 193 f the German Civil Code (BGB) shall not be applied accordingly. In the case of non-listed companies, the articles of association may determine a different calculation of the period.*

2. Counter-motions and nominations for election by shareholders pursuant to Sect. 126 (1) and 127 AktG

Each shareholder of the Company is entitled to send to the Company motions counter to a proposal put forward by the Management Board and/or the Supervisory Board concerning a specific item on the agenda, or nominations for elections of members of the Supervisory Board or auditors.

The Company shall make counter-motions within the meaning of Sect. 126 AktG and nominations for elections within the meaning of Sect. 127 AktG – including the name of the shareholder, the reasons and any comments by the management – available on the Company's website at ir.wirecard.com/agm, provided the Company has received them at least 14 days prior to the meeting, i.e. by the close of 3 June 2019 (24:00 h local time at the Company's registered office) at the address stipulated below, and provided the

remaining requirements for such obligatory publication pursuant to Sect. 126 AktG and Sect. 127 AktG are met:

Wirecard AG
Investor Relations
Einsteinring 35
85609 Aschheim
Telefax: +49 89 4424 1700
E-Mail: hauptversammlung@wirecard.com

Counter-motions or nominations for elections that are sent to any other address or received late will not be considered. The Company may refrain from announcing a counter-motion and the reasons for it or from publishing a nomination for election in the cases set out in Sect. 126 (2) and (3) AktG. Moreover, nominations do not need to be published if the proposal does not include the information required under stock corporation law pursuant to Sect. 124 (3) sentence 4 AktG and Sect. 125 (1) sentence 5 AktG (name, current job and place of residence of the person nominated, as well as – in case of the candidates nominated for the Supervisory Board – additional information on their membership of other supervisory bodies having to be constituted by law).

We would like to point out that counter-motions or nominations for elections will only be put to the vote at the General Meeting if they are made or submitted at the general meeting. Other than this, the right to file counter-motions concerning items of the agenda and to submit nominations during the General Meeting shall exist irrespective of whether such counter-motions or nominations have been sent to the Company in advance.

The provisions of the German Stock Corporation Act (AktG) underlying these shareholders' rights which also specify, under which conditions counter-motions and election proposals need not be made accessible, read as follows:

§ Section 126 German Stock Corporation Act (AktG) - Motions by shareholders

- (1) *Motions by shareholders, including the shareholders' name, supporting information and, if any, management's position shall be made available to the eligible persons referred to in Section 125, (1) through (3) under the conditions specified therein, provided that the shareholder transmitted to the company at least 14 days prior to the meeting a counter-proposal to a proposal of the managing board and the supervisory board regarding a specific item on the agenda, together with supporting information, to the address designated for this purpose in the shareholders' meeting notice. The day of receipt shall not be counted. In the case of stock exchange listed companies, the required accessibility shall be provided over the website of the company. Section 125 (3) shall apply mutatis mutandis.*
- (2) *A counter-motion and its reason need not be made accessible if:*
 1. *the managing board would by reason of such accessibility become criminally liable,*
 2. *the counter-motion would result in a resolution of the Annual Meeting of the Shareholders in violation of applicable law or the Articles of Incorporation,*
 3. *main points of the reason obviously contain false or misleading or insulting statements,*

4. a counter-motion of the shareholder relating to the same subject matter has already been made accessible to an Annual Meeting of the Shareholders pursuant to Section 125,
5. the same counter-motion of the shareholder with materially the same reason has already been made accessible to at least two of the Annual Meetings of the Shareholders of the Company in the past five years pursuant to Section 125 and less than one twentieth of the share capital represented at the Annual Meeting of the Shareholders voted in its favor,
6. the shareholder indicates that he will not attend or be represented at the Annual Meeting of the Shareholders, or
7. in the past two years at two Annual Meetings of the Shareholders, the shareholder notified the Company of a counter-motion but did not present that counter-motion and did not have it presented.

The reason need not to be made accessible if it is longer than 5,000 characters in total.

- (3) If several shareholders make counter-proposals for resolution with respect to the same subject matter, the managing board may combine such counter-proposals and the respective supporting information.

Section 127 German Stock Corporation Act (AktG) - Election proposals by shareholders

Section 126 shall apply *mutatis mutandis* to a proposal by a shareholder for the election of members of the supervisory board or independent auditors. Such election proposal need not be supported by a reason. The managing board need not make such election proposal accessible if the proposal fails to contain information pursuant to Section 124 (3) Sentence 4, and Section 125 (1) Sentence 5. Regarding nominations made by shareholders for the election of supervisory board members of listed companies, to which the Co-Determination Act (Mitbestimmungsgesetz), the Coal, Iron and Steel Co-Determination Act (Montan-Mitbestimmungsgesetz) or the Co-Determination Amendment Act (Mitbestimmungsergänzungsgesetz) apply, the management board has to add the following information:

1. reference to the requirements pursuant to Section 96 (2),
2. statement whether there has been an objection to the overall fulfilment pursuant to Section 96, Subsection 2, Sentence 3 and
3. statement how many seats in the supervisory board need to be occupied by women and men respectively to comply with the requirements pursuant to Section 96 (2) Sentence 1.

Section 124 German Stock Corporation Act (AktG) - Publication of requests for additions to the agenda; proposals for resolutions

(excerpt – para 3 and 4)

- (3) [...] Proposals to nominate Supervisory Board members or auditors must state the nominees' names, occupations and domiciles.

§ Section 125 German Stock Corporation Act (AktG) - Communications to shareholders and supervisory board members

(excerpt – para 1 s. 5)

- (1) [...] In the case of stock exchange listed companies, any proposal for the election of supervisory board members must be accompanied by details on the membership in other supervisory boards whose establishment is required by law; details on their membership in comparable domestic and foreign controlling bodies of business enterprises should also be provided.

* * *

3. Shareholders' right to information in accordance with Sect. 131 (1) AktG

Upon request, the Management Board shall provide each shareholder at the General Meeting with information about the Company' affairs, including the legal and business relationships of the Com-pany with affiliated enterprises, as well as about the situation of the Group and the entities included in the consolidated financial statements, if and to the extent that such information is necessary for a proper assessment of an item of the agenda and there is no right to refuse information pursuant to Section 131 (3) AktG.

Pursuant to Article 19 (2) of the Company's Articles of Association, the chairman of the meeting is authorized to reasonably limit time-wise the shareholders' right to speak and to ask questions.

The provisions of the German Stock Corporation Act (AktG) underlying these shareholders rights, read as follows:

Section 131 German Stock Corporation Act (AktG) - Shareholders' right to obtain information

- (1) Each shareholder shall upon request be provided with information at the shareholders' meeting by the managing board regarding the company's affairs, to the extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda. The duty to provide information shall also extend to the company's legal and business relations with any affiliated enterprise. If a company makes use of the simplified procedure pursuant to Section 266 (1) Sentence 3, Section 276 or Section 288 of the German Commercial Code (HGB), each shareholder may request that the annual financial statements be presented to him / her at the shareholders' meeting on such annual financial statements in the form they would take without these simplifications. The duty of the managing board of a parent company (Section 290 (1) and (2) of the German Commercial Code (HGB)) to provide information at the shareholders' meeting at which the consolidated financial statements and management report of these statements are presented also extends to the position of the consolidated group and any enterprises included in the consolidated financial statements.
- (2) The information provided shall comply with the principles of conscientious and accurate accounting. The articles or the bylaws pursuant to Section 129 may authorize

the chairman of the meeting to reasonably limit a shareholder's time to speak and ask questions and may provide relevant details in this connection.

- (3) *The managing board may refuse to provide information*
1. *if, according to a reasonable business judgment, disclosing the information is likely to result in material disadvantage to the Company or one of its subsidiaries;*
 2. *that relates to the estimation of amounts for tax purposes or the amounts of individual taxes;*
 3. *concerning the difference between the amounts at which items are entered in the year-end balance sheet and any higher value of those items, unless the shareholders' meeting is to approve the annual financial statements,*
 4. *concerning accounting and valuation methods, if the information on these methods given in the notes to the financial statements is sufficient to provide a view of the actual situation of the Company's financial position, liquidity and capital resources, and profitability in accordance with Section 264 (2) of the German Commercial Code (Handelsgesetzbuch); the foregoing shall not apply if the shareholders' meeting is to approve the annual financial statements;*
 5. *the managing board would by become criminally liable for providing such information;*
 6. *insofar as, in the case of a credit institution or financial services institution, information need not be given on methods of accounting and valuation applied and setoffs made in the annual financial statements, management's discussion and analysis thereof, consolidated financial statements or management's discussion and analysis thereof;*
 7. *if the information is fully accessible on the Company's Internet website for at least seven days before the beginning of the Annual Meeting of the Shareholders and is also accessible during the Annual Meeting.*

The information may not be refused for any other reasons.

- (4) *If information has been provided to a shareholder outside the shareholders' meeting by reason of his / her status as a shareholder, such information shall upon request be provided to any other shareholder at the shareholders' meeting, even if such information is not necessary to permit a proper evaluation of an item on the agenda. The managing board may not refuse to provide such information on the grounds of Section 131 (3) Sentence 1, no. 1 through 4. Sentences 1 and 2 shall not apply if a subsidiary (Section 290 (1) and (2) of the German Commercial Code (HGB)), a joint venture (Section 310 (1) of the German Commercial Code (HGB)) or an associated company (Section 311 (1) of the German Commercial Code (HGB)) provides information to a parent company (Section 290 (1) and (2) of the German Commercial Code (HGB)) for the purpose of inclusion of the company in the consolidated financial statements of the parent company and such information is needed for such purposes.*
- (5) *A shareholder who has been denied information may request that his / her query and the reason for which the information was denied be recorded in the minutes of the meeting.*

The chairman of the Meeting is entitled to various controlling and organizational measure in the General Meeting. This includes the limitation of the right to speak and to ask questions.

The underlying provisions of the Articles of Association of Wirecard AG read as follows:

Section 19(2) of the Articles of Association of Wirecard AG

- (2) *The Chairman shall chair the discussions and determine the order in which the items on the agenda are dealt with, as well as the form of voting.*

The Chairman can limit the right of the shareholders to speak and ask questions to a reasonable amount of time; in particular the Chairman can reasonably lay down the timeframe of the course of the meeting, the debate about the individual items on the agenda as well as the individual speeches and questions.

* * * * *