

Annual General Meeting on 18 June 2019

Further information on voting by authorised representatives and proxy voting

Convenience translation

Shareholders who do not wish to attend the General Meeting in person may have their voting right exercised by an authorized representative, e.g. by a credit institution, a shareholders' association or a third person. In this case as well, registration by the shareholder or an authorized representative and proof of the shareholding must be received by the Company in due time.

If a shareholder appoints more than one person as authorized representatives, the Company may deny one or more of them access.

Authorization

The granting and withdrawal of power of attorney and the provision of evidence of authorization to the Company must be in text form (Sect. 126b BGB), unless the authorization is granted to a credit institution, a shareholders' association or other persons, institutions or companies of equivalent standing in accordance with Sect. 135 (8) AktG or Sect. 135 (10) in conjunction with Sect. 125 (5) AktG. For granting power of attorney, shareholders may use the form which is sent to them together with the admission ticket after they have duly registered.

The power of attorney can be granted and withdrawn both by a declaration towards the Company and a declaration towards the person to be authorized. If authorisation is declared towards the person to be authorized, evidence of such authorization shall be provided to the Company in text form. Shareholders and their authorized representatives can send evidence of authorization or of the withdrawal of the power of attorney to the Company at the address, fax number or email address stated for registration purposes in the invitation to the General Meeting under "Requirements for attending the General Meeting and exercising voting rights". Proof can also be furnished by presenting the power of attorney at the admissions desk on the day of the General Meeting. Proxy powers may also still be conferred after the shareholder's registration for the General Meeting.

Using the data printed on the admission ticket, power of attorney may also be declared towards the Company electronically via the Company's investors' portal at ir.wirecard.com/agm; proxy powers granted via the investors' portal may also be revoked using the same channel. The access data for the investors' portal will be provided together with the General Meeting admission ticket.

If a shareholder attends the General Meeting in person, this shall automatically be deemed revocation of any proxy powers previously conferred upon a third person.

Any authorization of credit institutions, shareholders' associations or other institutions, entities or persons of equivalent standing pursuant to Sect. 135 (8) AktG or Sect. 135 (10) in conjunction with Sect. 125 (5) AktG shall be subject to the special statutory provisions set out in Sect. 135 AktG. Exceptions to the rule specifying the requirement for text form may therefore be applicable. However, it is possible that the institutions or persons who are to be authorized demand a letter of proxy in a particular form, because they are obliged under Sect. 135 AktG to document proxy powers in a verifiable manner. We therefore recommend that the proxies concerned be consulted in a timely fashion as regards the respective form of authorization and the relevant procedure.

Voting by proxies appointed by the Company and bound by specific instructions

The Company offers its shareholders the possibility of authorising proxies, who have been appointed by the Company and are bound by the shareholders' instructions, to exercise their voting rights, already before the General Meeting. A timely registration and proof of the shareholding, as de-scribed in the invitation to the General Meeting under "Requirements for attending the General Meeting and exercising voting rights", are required in this case as well. Our proxies are only allowed to cast votes in compliance with the instructions given. For this reason, it is imperative that they are given instructions on how to exercise the voting right. It should be noted that proxies can therefore only vote on items on the agenda in respect of which you have given instructions, and that proxies cannot accept instructions on procedural motions either before or during the General Meeting. It is also not possible to give instructions as to requests to speak, objections to be filed against shareholders' resolutions, or questions to be asked or motions to be filed.

If you wish to authorize one of our proxies, please use the proxy and voting instruction form which you will receive together with the admission ticket after you have duly registered. Please send the proxy form with the relevant instructions – as well as any subsequent amendments or revocation – in such a timely manner that the Company will receive it no later than **17 June 2019, 18:00 h** (local time at the Company's registered office) at the address, fax number or email address indicated for registration purposes in the invitation to the General Meeting under "Requirements for attending the General Meeting and exercising voting rights". On the day of the General Meeting, proxy powers and voting instructions for the proxies appointed by the Company can be issued, amended or revoked in text form, also at the admission and exit desks at the General Meeting.

In addition, proxy powers and instructions for the proxies appointed by the Company as well as any revocation may also be issued no later than **18 June 2019, 10:00 h** (local time at the Company's registered office) via the Company's investors' portal at ir.wirecard.com/agm. Shareholders can access the investors' portal at ir.wirecard.com/agm using the data printed on the admission ticket.

If a shareholder or authorized third party attends the General Meeting in person, this shall automatically be deemed revocation of any proxy powers previously conferred upon the proxies appointed by the Company and also rules out any further authorization of the latter via the investors' portal.