



Convenience translation – The German version of the Invitation prevails over the English language version in all respects. The English version does not have any binding effect for Wirecard AG whatsoever.

**Modification of the  
resolution proposal regarding agenda item 8 of the invitation published in the  
electronic Federal Bulletin dated May 11, 2010 for the**

**Full Annual General Meeting**

**of**

**Wirecard AG**

**headquartered in Grasbrunn, Germany**

**registered at the Munich Local Court under HR B 169227**

**ISIN: DE0007472060**

which will take place on June 17, 2010 at 10.00 a.m. in the "Haus der Bayerischen Wirtschaft", Max-Joseph-Straße 5, 80333 Munich.

Due to the remarks of numerous investors, the executive board of Wirecard AG has decided to change the resolution proposal regarding agenda item 8 as follows:

In No. 1 Para. 3 second subitem, it will be changed that, in case of share purchases via a public purchase offer, the offered purchase price or the marginal value of the offered range of the purchase price per share (without costs of the acquisition) may not exceed the mean value of the share price (end price of public sale in the "Xetra"-retail business of the Deutsche Börse in Frankfurt / Main respectively in a comparable follow-up system) on three days before the day of the offer publication by more than 10 %.

In our earlier proposal, a threshold of 20 % was recommended.

Therefore, the resolution proposal now completely reads as follows:

## 8. **Vote on a resolution authorizing the acquisition of own (treasury) shares and the sale of own (treasury) shares to the exclusion of subscription rights**

German law relating to equities allows for the company to be specially authorized to acquire its own (treasury) shares. Due to the expiry as at December 17, 2010 of the authorization adopted at the last ordinary Annual General Meeting, the Management Board is to be authorized once again to acquire own (treasury) shares subject to termination of this authorization. The Management Board would like to use this instrument to be able to offer own (treasury) shares as an acquisition currency in acquiring companies and holdings therein if the opportunity arises and this appears to be expedient in the interests of the Company. In addition, the Management Board would like to offer such shares to third parties within the scope of strategic partnerships (e.g. as a remuneration component on achieving certain targets to be agreed) as well as for the other objectives listed below. Following the amendment to Sec. 71 para. 1 no. 8 of the German Stock Corporations Act (AktG) by the Act for Implementation of the Shareholder Rights Directive (*Gesetz zur Umsetzung der Aktionärsrechterichtlinie - ARUG*), such authorization may now be conferred for a period of up to five years. By means of an authorization that is to be valid for full years, in future it will be possible to avoid such authorization expiring between two Annual General Meetings.

Accordingly, the Management Board and Supervisory Board propose that the following resolution be adopted:

1. The Management Board is authorized, with the approval of the Supervisory Board, to acquire own (treasury) shares worth up to 10% of the Company's capital stock existing on the date of the resolution's adoption. The authorization will become effective at the end of the ordinary general meeting on June 17, 2010 and will remain in force until June 16, 2015. This authorization may be exercised one or several times for the whole or for partial amounts and can also be exercised by Group member companies or by third parties acting for the account of the Company or of a Group member company.

The shares acquired along with other own (treasury) shares held by the Company or attributable to it under Sec. 71a ff. of the German Stock Corporation Act may at no time account for more than 10% of the Company's capital stock. The Company may not exercise the authorization for the purpose of trading own (treasury) shares.

Acquisition may be carried out subject to the following provisions via the Stock Exchange, or by way of a public bid addressed to all the shareholders:

- If the shares are acquired through the Stock Exchange, then—using as a reference the opening price in Xetra trading (or some follow-up system replacing the Xetra system) at Frankfurt am Main Stock Ex-

change on the day of trading—the value per share paid by the Company (excluding incidental acquisition costs) may neither exceed nor fall short of said reference price by more than 10%.

- If the shares are acquired by making a public bid to all the Company's shareholders, then—using as a reference the closing price in Xetra trading (or some follow-up system replacing the Xetra system) at Frankfurt am Main Stock Exchange on the third day of trading before the day on which the bid is published—the purchase price offered per share or the limits of the purchase price margin offered per share (excluding incidental acquisition costs) may neither exceed nor fall short of said reference price by more than 10%. The volume of the bid may be limited. If the total subscription to the bid exceeds said volume, then acceptance must be done in proportion to the respective shares being offered. Provision may be made for preferential acceptance of small numbers of up to 50 shares per shareholder of the Company stock being offered as well as rounding according to commercial principles to avoid fractional shares from arising. Any further right to tender on the part of the shareholders shall be excluded.
2. With the Supervisory Board's permission, the Management Board is authorized to use the own (treasury) shares acquired under the present or an earlier authorization as follows, either wholly or in partial amounts, on one or several occasions, on the basis of individual or several authorizations, subject to the exclusion of the shareholders' subscription rights:
- to sell the shares acquired in some manner other than on the stock exchange or by offering them to all shareholders if this is done against a non-cash contribution in kind and for the purpose of acquiring companies, parts thereof or holdings in companies (including increases of existing holdings) or to enter into business combinations;
  - to sell the shares acquired in some manner other than on the stock exchange by offering them to all shareholders against payment of cash if the purchase price of the shares is not materially lower than the price of the shares on the stock market at the time of sale.

This authorization is confined to a maximum total of 10% of the Company's capital stock at the time the resolution on such authorization was adopted at the General Meeting or—in case this value is lower—to 10% of the capital stock at the time of sale of the shares. The authorization volume is reduced by the pro-rata

amount of the Company's capital stock accounted for by shares or relating to conversion and/or option rights and liabilities associated with bonds that were issued or sold since this authorization was given subject to the exclusion of voting rights in immediate, corresponding or analogous application of Sec. 186 para. 3, sentence 4 of AktG.

The price at which shares are sold to third parties in accordance with these authorizations must not fall below the mean value of stock prices (closing prices in the "Xetra" trading system of Deutsche Börse AG in Frankfurt/Main or in a comparable successor system) on the last three days before establishing the obligation to sell or on the IPO date by more than 5%;

- to issue shares to employees and members of the Company's Management Board and to employees and members of the managements of the Company's related enterprises, to the extent that the shares are to be used to fulfill the option and acquisition rights or obligations relating to the Company's shares, granted to employees and members of the management or to employees and members of the management of the Company's related enterprises;
  - to fulfill its obligations arising from securities loans taken out for the purpose of issuing shares to employees and members of the Management Board of the Company and to members of the management of the Company's related enterprises in accordance with c) above;
  - to fulfill conversion rights or obligations arising from convertible, option or profit-sharing bonds or certificates issued by the Company or by its related enterprises; and/or to grant a subscription right to own (treasury) shares for bearers or creditors of the Company or its related enterprises regarding options and/or convertible bonds issued by the Company or its related enterprises to the extent that they would be entitled to them as shareholders on exercising the option or conversion rights and can be offered to them for the purposes of protection from dilution in accordance with the detailed terms and conditions of the bonds or options in question;
  - for fractional amounts in the event of own (treasury) shares being sold within the scope of a sales offer addressed to all shareholders.
3. In addition, the Management Board is authorized to withdraw all or part of its own (treasury) shares with the consent of the Supervisory Board without such withdrawal or the execution thereof being subject to a fur-

ther resolution being adopted at a General Meeting. The authorization for collection may be used on several occasions. Own (treasury) shares can also be withdrawn in accordance with Sec. 237 para. 3, no. 3 of AktG in a simplified process without a capital reduction by adjusting the pro-rata amount of the capital stock applicable to a single share. In this event, the Management Board shall be authorized to adjust the number of shares in the Company by-laws.

4. The present authorization given at the Annual General Meeting on June 18, 2009, limited to run until December 17, 2010, for the acquisition or use of own (treasury) shares will be suspended for the period from the time this new authorization becomes effective; the authorization contained in the above-mentioned resolution adopted at the Annual General Meeting of June 18, 2009 for the use of own (treasury) shares repurchased on the basis of this former resolution shall remain in force.

Grasbrunn, June 2010

The Board of Management