



## CONVENIENCE TRANSLATION

**This translation is provided for convenience purposes only. Shareholders who wish to make a decision on certain topics of the agenda should consult the original German language version of this notice. Only the German language version is binding.**

**Notice  
of the Annual General Meeting  
of  
Wirecard AG**

**which has its registered office (seat) in Grasbrunn,**

**ISIN: DE0007472060**

Notice is hereby given to the shareholders of the Company that the Annual General Meeting will be held at Haus der Bayerischen Wirtschaft, Max-Joseph-Strasse 5, 80333 Munich, Germany, on Wednesday 22 June 2011 at 10:00 a.m.

### **I. Agenda**

- 1 Presentation of the adopted annual accounts and the approved consolidated accounts as at 31 December 2010, as well as the annual reports for the Company and for the Group, the report of the Supervisory Board and the explanatory report by the Management Board on the disclosures of relevance for takeover purposes for the financial year 2010**

There is no need for the General Meeting to pass a resolution on agenda item 1 because the Supervisory Board has already approved the annual accounts and consolidated accounts. The documents submitted serve to inform the General Meeting about the past financial year and about the situation of the Company and of the Group.

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### **2 Resolution on the appropriation of the profit of the financial year 2010**

Of the net profit for the financial year 2010, EUR 0,10 is to be distributed per no-par value share entitled to receive a dividend.

The Management Board and the Supervisory Board therefore propose that the unappropriated surplus for the financial year 2010 amounting to EUR 19,022,820.76 be appropriated as follows:

- a) Distribution of a dividend of EUR 0,10 per no-par value share entitled to receive a dividend, i.e. a total amount of EUR 10,180,313.90.
- b) An amount of EUR 8,842,506.86 is to be carried forward to the new accounts.

### **3 Resolution on the approval of the actions of the members of the Management Board during the financial year 2010.**

The Management Board and the Supervisory Board propose that the actions of the members of the Management Board during the financial year ending on 31 December 2010 be approved.

### **4 Resolution on the approval of the actions of the members of the Supervisory Board during the financial year 2010.**

The Management Board and the Supervisory Board propose that the actions of the members of the Supervisory Board during the financial year ending on 31 December 2010 be approved.

### **5 New Elections to the Supervisory Board**

The hitherto term of office of the members of the Supervisory Board, Wulf Matthias and Alfons Henseler, will end when the General Meeting on 22 June 2011 closes. In accordance with Paragraph 96(1) and Paragraph 101(1) of the German Stock Corporation Act (*AktG*) and Paragraph 9(1) of the Articles of Association, the Supervisory Board comprises three members, who are all elected by the General Meeting.

The Supervisory Board proposes:

- c) Mr. Wulf Matthias, Königstein/Taunus

Managing Director, Bankhaus Sarasin AG

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be elected for the period until the General Meeting, which resolves upon the approval of his actions during the financial year 2015, closes.

d) Mr. Alfons Henseler, Königstein/Taunus

freelance management consultant

be elected for the period until the General Meeting, which resolves upon the approval of his actions during the financial year 2013, closes.

When electing the members of the Supervisory Board the General Meeting is not bound by any nominations. The elections should be held as individual elections.

The Supervisory Board member, Stefan Klestil, is independent (his advisory contract with the company has ended in the financial year 2010) and has the expert knowledge in the field of accounting as required by Paragraph 100(5) German Stock Corporation Act (*AktG*). Therefore, he is the independent Financial Expert on the Supervisory Board.

Further particulars on the persons proposed as Supervisory Board members are set out under Part II of this Notice.

### **6 Election of the Company's auditor and of the Group auditor for the financial year 2011**

The Supervisory Board proposes that it be resolved THAT:

Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Munich be appointed as the auditor of the individual and consolidated accounts for the financial year 2011.

### **7 Resolution on a supplement to the resolution of the General Meeting of 17 June 2010 on the authorisation to acquire and to use own (treasury) shares with the possibility of excluding the shareholders' subscription right.**

By resolution of the General Meeting of 17 June 2010 the Management Board was authorised to acquire its own (treasury) shares up until 16 June 2015. The Management Board would also like to be able to use this instrument in future for issuing employee shares. So far, the resolution has not provided for any authority on the part of the Management Board to use the shares acquired on the basis of the authorisation for issuing them as employee shares to the employees of the Company and of the undertakings affiliated with the Company within the meaning of Paragraphs 15 *et. seq.* German Stock Corporation Act (*AktG*). So far, the resolution only provides

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for the authority to use the shares to serve option rights, or rights or obligations to acquire shares in the Company.

The Management Board and the Supervisory Board therefore propose that the authorisation granted by the General Meeting under agenda item 8 on 17 June 2010 authorizing the acquisition of its own (treasury) shares and the use of its own (treasury) shares with the possibility of excluding the shareholders' subscription right be extended by the following resolution:

The resolution of the Annual General Meeting of Wirecard AG of 17 June 2010 on the authorisation to acquire and use its own (treasury) shares with the possibility of excluding the shareholders' subscription right is supplemented:

- Shares which have been acquired on the basis of the above authorisation, may be offered as a whole or in portions, on one or more occasions, excluding the shareholders subscription right, to members of the Company's management board for a price, which is not substantially less than the stock exchange price, with the consent of the Supervisory Board,
- Shares which have been acquired on the basis of the above authorisation, may be offered as a whole or in portions, on one or more occasions, excluding the shareholders subscription right, to the Company's employees as well as to members of the managements and to employees of undertakings affiliated with the Company as employee shares for a price of up to 50% less than the stock exchange price, with the consent of the Supervisory Board.

The number of shares offered as employee shares to the Company's employees as well as to members of the managements and to employees of undertakings affiliated with the Company at a price which is less than the stock exchange price may thereby not exceed 3% of the Company's nominal capital and, more particularly, neither at the time when this authorisation comes into effect nor at the time when it is exercised. The maximum limit of 3% does not apply when the price is not substantially less in terms of Paragraph 186(3) sentence 4 German Stock Corporation Act (*AktG*) than the stock exchange price. The maximum limit of 3% of the nominal capital shall be reduced by the pro rata amount of the Company's nominal capital that is attributable to those shares, which are issued since this authorisation was granted using an authorisation to issue new shares from authorised capital and excluding the subscription right as employee shares at a price which was less than the stock exchange price to employees in the meaning of Paragraph 204(3) German Stock Corporation Act (*AktG*). Shares issued under the authorised capital shall not be taken into account of the limit of 3% when the price at which these shares are issued is not substantially less in terms of Paragraph 186(3)

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sentence 4 German Stock Corporation Act (*AktG*) than the stock exchange price.

In all other respects the authorisation to acquire and use the Company's own (treasury) shares, which currently exists and which was granted by the General Meeting on 17 June 2010 and limited in time until 16 June 2015, shall remain unaltered.

The complete wording of the original resolution of the General Meeting of 17 June 2010 and the report by the Management Board are set out under Part II of this Notice.

### **8 Resolution on a supplement to the resolution of the General Meeting of 18 June 2009 on the creation of Authorised Capital 2009/I and on a change to the Articles of Association**

On 18 June 2009 under agenda item 6 the General Meeting resolved an Authorised Capital 2009/I in the amount of EUR 37,299,652.00 (Article 4(5) of the Articles of Association). So that the option of increasing the capital from Authorised Capital can in future also be used for issuing employee shares to employees of the Company and of the undertakings affiliated with the Company within the meaning of Paragraphs 15 *et seq.* German Stock Corporation Act (*AktG*), the Management Board and the Supervisory Board propose to supplement the resolution adopted by the General Meeting on 18 June 2009 under agenda item 6 on the creation of a further Authorised Capital 2009/I and on a change to the Articles of Association by the following resolution:

1. The resolution of the Annual General Meeting of Wirecard AG of 18 June 2009 on the creation of a further Authorised Capital 2009/I and on changing the Articles of Association is supplemented such that the Management Board is also authorised, with the consent of the Supervisory Board, to exclude the shareholders' statutory subscription right in the event of a capital increase to issue employee shares in accordance with Paragraph 204(3) German Stock Corporation Act (*AktG*) if the issue price of the new shares issued with the subscription right excluded is not more than a maximum of 50% less than the stock exchange price and the new shares issued with the subscription right excluded does not in total exceed 3% of the nominal capital and, more particularly, neither at the time when this authorisation comes into effect nor at the time when it is exercised.

All of the Company's (treasury) shares, which are issued during the term of this authorisation on the basis of other authorisations as employee shares to the Company's employees as well as to members of the managements and to employees of undertakings affiliated with the Company at a price which is less than the stock exchange price and which exclude the subscription right must be

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counted towards the above-mentioned 3% limit. The maximum limit of 3% does not apply when the price is not substantially less in terms of Paragraph 186(3) sentence 4 German Stock Corporation Act (*AktG*) than the stock exchange price.

In all other respects - taking into account the changes pursuant to agenda item 7 above - the authorisation to utilize the Authorised Capital 2009/I, which currently exists and which was granted by the General Meeting of 18 June 2009 and is limited in time until 18 June 2014, shall remain unaltered.

2. Paragraph 4(5) sentence 4 of the Articles of Association is supplemented by the following bullet point to take effect upon entry of the corresponding change to the Articles of Association in the Commercial Register:

"[...]

- In the event of a capital increase to issue employee shares in accordance with Paragraph 204(3) German Stock Corporation Act (*AktG*), if the issue price of the new shares issued with the subscription right is not more than 50% less than the stock exchange price and the new shares issued with the subscription right excluded do not in total exceed 3% of the nominal capital and, more particularly, neither at the time when this authorisation becomes effective nor at the time when this authorisation is exercised. All of the Company's (treasury) shares, which are issued during the term of this authorisation on the basis of other authorisations as employee shares to the Company's employees as well as to members of the managements and to employees of undertakings affiliated with the Company at a price which is less than the stock exchange price and which exclude the subscription right must be counted towards the above-mentioned 3% limit. The maximum limit of 3% does not apply when the price is not substantially less in terms of Paragraph 186(3) sentence 4 German Stock Corporation Act (*AktG*) than the stock exchange price.

The complete wording of the original resolution of the General Meeting of 18 June 2009 and the report by the Management Board are set out under Part II of this Notice.

### **9 Resolution on the cancellation of the Share Option Plan 2008 and on the corresponding change to the Articles of Association**

By resolution of 24 June 2008 the General Meeting of the Company created the 2008 Share Option Plan under agenda item 8. The General Meeting authorised the

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Management Board to grant subscription rights to employees and members of the Management Board of Wirecard AG as well as to employees and members of the managements of affiliated undertakings. Said authorisation has not yet been used and it is also not intended that said authorisation will be used in future.

The Management Board and the Supervisory Board therefore propose that the following resolutions be adopted:

1. The authorisation to grant subscription rights to employees and members of the Management Board of Wirecard AG as well as to employees and members of the managements of affiliated undertakings (2008 Share Option Plan) under agenda item 8 of the General Meeting of 24 June 2008 is cancelled.
2. Article 4(4) of the Articles of Association is removed.

### **10 Resolution to move the registered office (seat) of the Company and the corresponding change to the Articles of Association**

The Company currently has its registered office (seat) in Grasbrunn. The growth of the Company has made it necessary to rent new and larger offices within the district of Munich. As of 11 March 2011 the Company therefore moved into new business premises in the North East of Munich in the local authority of Aschheim. The new business address is Einsteinring 35, 85609 Aschheim. Accordingly, the Company's registered office (seat) in the Articles of Association should also be moved to the local authority of Aschheim.

The Management Board and the Supervisory Board therefore propose to the General Meeting that the following be resolved:

The registered office (seat) of the Company is moved to Aschheim near Munich and Article 1(2) of the Articles of Association is amended and newly worded as follows:

"The Company's registered office (seat) is Aschheim near Munich."

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### II. Report by the Management Board on agenda items 7 and 8 as well as additional details about agenda item 5

**Report by the Management Board on agenda item 7 in accordance with Paragraph 71(1) no. 8 sentence 5 in conjunction with Paragraph 186(3) sentence 4, Paragraph 186(4) sentence 2 German Stock Corporation Act (AktG) on the reasons for the Management Board's authorisation to exclude the shareholders' subscription right when selling the Company's own (treasury) shares:**

At the Annual General Meeting of the Company on 17 June 2010 the following resolution was passed under agenda item 8 (Resolution authorising the acquisition of the Company's own (treasury) shares and the sale of the Company's own (treasury) shares to the exclusion of subscription rights).

"[...]

1. *The Management Board is authorised, with the approval of the Supervisory Board, to acquire the Company's own (treasury) shares up to 10% of the Company's nominal capital existing on the date upon which the resolution is adopted. The authorisation shall become effective when the Annual General Meeting closes on 17 June 2010 and shall apply until 16 June 2015. The authorisation can be exercised either in whole or in partial amounts, on one or more occasions and can also be exercised by affiliates or by third parties acting for the Company's account or for the account of an affiliate.*

*At no point in time may the acquired shares together with other own (treasury) shares held by the Company or which are attributable to it in accordance with Paragraphs 71a et seq. German Stock Corporation Act (AktG) comprise more than 10% of the Company's nominal capital. The Company may not make use of the authorisation for the purposes of trading in its own (treasury) shares.*

*The acquisition can be effected in accordance with the following provisions via the stock exchange or by means of a public purchase offer addressed to all shareholders:*

- *If the Company's own (treasury) shares are acquired through the stock exchange, the consideration paid by the Company per share (excluding incidental acquisition costs) may not exceed or fall short of the mean value of the share prices (closing auction prices in the "Xetra" trading system of Deutsche Börse AG in Frankfurt am Main or an equivalent*

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successor system) on the three days prior to the acquisition, or the obligation to acquire, by more than 10%;

- *If the Company's own (treasury) shares are acquired through a public purchase offer made to all of the Company's shareholders, the purchase price offered or the limits of the purchase price range offered per share (excluding incidental acquisition costs) may not exceed or fall short of the mean value of the share prices (closing auction prices in the "Xetra" trading system of Deutsche Börse AG in Frankfurt am Main or an equivalent successor system) on the three days prior to the date on which the offer is published, by more than 20%. The volume of the offer can be limited. If the total subscription to the offer exceeds said volume the acceptance must be effected pro rata proportionate to the respective shares offered. The preferential acceptance of a small number of up to 50 of the Company's shares on offer for acquisition per shareholder may be provided, as can rounding in accordance with commercial principles in order to avoid arithmetical fractions of shares. Any further-reaching put option of the shareholders is excluded.*

2. *With the Supervisory Board's permission, the Management Board is authorised to use the Company's shares acquired on the basis of the present authorisation or on the basis of a previously granted authorisation either in whole or in partial amounts, on one or more occasions, on the basis of single or more authorisations and excluding the shareholders' subscription right as follows:*

- *to dispose of the shares acquired in some way other than through the stock exchange or through an offer to all shareholders provided that this is done in return for a payment in kind and for the purposes of acquiring undertakings, parts of undertakings or holdings in undertakings (including the increase of existing holdings) or for the purposes of carrying out corporate mergers;*
- *to dispose of the shares acquired in some way other than through the stock exchange or through an offer to all shareholders in return for a cash payment if the purchase price is not substantially less than the stock exchange price of the shares at the time of the disposal.*

*This authorisation is limited in total to a maximum of 10% of the Company's nominal capital at the date of the General Meeting's resolution on this authorisation or - if this value is lower - to 10% of the nominal capital at the date of the disposal of the shares. Said authorised volume shall be reduced by the proportionate amount of the*

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*Company's nominal capital that is attributable to shares, or relating to conversion and/or option rights or obligations arising out of bonds, which have been issued or disposed of since the authorisation was granted with the right of subscription excluded applying Paragraph 186(3) sentence 4 German Stock Corporation Act (AktG) directly, analogously or mutatis mutandis.*

*The price for which the shares are passed on to third parties in accordance with this authorisation may not be more than 5% less than the mean value of the share prices (closing auction prices in the "Xetra" trading system of Deutsche Börse AG in Frankfurt am Main or an equivalent successor system) on the three days before the disposal obligation was created or the date of the stock market flotation;*

- *to issue shares to employees and members of the Management Board of the Company and to employees and members of the managements of undertakings affiliated with the Company to the extent that they are to be used to service option rights, or rights or obligations to acquire shares in the Company granted to employees and members of the Management Board of the Company or employees and members of the managements of undertakings affiliated with the Company.*
- *to fulfil the obligations arising out of loans on securities/securities lending taken up for the purposes of issuing shares to employees and members of the Management Board of the Company and to employees and members of the managements of undertakings affiliated with the Company in accordance with paragraph c) above;*
- *to fulfil conversion rights or obligations arising out of convertible bonds, bonds with warrants and/or participating bonds or units; and/or to grant a right to subscribe to the Company's own (treasury) shares for holders or creditors of bonds with warrants and/or convertible bonds issued by the Company or its affiliates to the extent to which they, as shareholders, would be entitled after exercising the option rights or conversion rights granted to them and to the extent that can be offered in accordance with the more particular provisions of the terms and conditions of the bond or option for the purposes of providing protection against dilution;*
- *for fractions in the event that the Company's own (treasury) shares are disposed of as part of an offer of sale made to all of the shareholders.*

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3. *The Management Board is further authorised, with the consent of the Supervisory Board, to redeem all or part of the Company's own (treasury) shares, without the redemption or its implementation requiring a further resolution of the General Meeting. The authorisation to redeem shares can be exercised on more than one occasion. The Company's own (treasury) shares can also be redeemed using the simplified procedure without a reduction in capital by adjusting the pro rata amount attributable to one share in accordance with Paragraph 237(3) no. 3 German Stock Corporation Act (AktG). The Management Board shall in that case be authorised to adjust the number of no-par value shares in the Articles of Association.*
  
4. *The authorisation to acquire and use the Company's own (treasury) shares, which currently exists and was granted by the General Meeting on 18 June 2009 and is for a fixed term until 17 December 2010, is rescinded with effect from when this new authorisation comes into effect; the authorisation contained in the above-mentioned resolution of the General Meeting of 18 June 2009 authorizing use of the Company's own (treasury) shares reacquired on the basis of said resolution of that time shall survive."*

**At the time the report by the Management Board to the General Meeting in accordance with Paragraph 71(1) no. 8 in conjunction with Paragraph 186(4) sentence 2 German Stock Corporation Act (AktG) read as follows:**

*"In item 8 of the agenda, it is proposed to the General Meeting that the Company be authorised in accordance with Paragraph 71(1) no. 8 German Stock Corporation Act (AktG) to acquire its own (treasury) shares, up to 10% of the Company's nominal capital existing at the date of the resolution of the General Meeting. According to the proposed resolution the Company is entitled to in some cases dispose of its own (treasury) shares excluding the shareholders' subscription right. A sale of the Company's own (treasury) shares excluding the shareholders' subscription right is to be permitted in the following cases and for the following reasons:*

*The Company is to have some of its own (treasury) shares at its disposal in order to be able to grant said shares as consideration when acquiring an undertaking, parts of an undertaking, holdings in an undertaking or other material equipment and facilities or to otherwise be able to implement corporate mergers. International competition and the economic globalisation increasingly demand this form of acquisition financing. The authorisation proposed here is therefore intended to give the Company the necessary flexibility in order to be able to exploit opportunities that arise to carry out such acquisitions of undertakings quickly and flexibly. There are currently no concrete plans to exercise this authorisation. When establishing the valuation ratios the Management Board shall ensure that the shareholders' interests are adequately safeguarded. As a*

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*rule, when determining the value of the shares given as consideration, the Management Board shall use their stock exchange price for guidance. Nevertheless, a schematic link to the stock exchange price is not intended, particularly so as not to allow fluctuations in the stock exchange price to jeopardize any negotiation results that have been achieved.*

*The proposed resolution further provides that the Management Board can also sell the Company's own (treasury) shares to third parties in some way other than through the stock exchange or through an offer to all shareholders in return for a cash payment if the Company's own (treasury) shares are sold for a price which is not substantially less than the stock exchange price of the Company's shares at the time of the sale. Said authorisation allows the Company to be able to respond quickly to offers or investment enquiries by investors, which serve the objects of the Company. It is limited in total to a maximum of 10% of the Company's nominal capital and, more particularly, both at the time when it comes into effect and at the time when it is exercised. Shares, which are issued after this authorisation comes into effect using an authorisation applicable at the time the proposed authorisation comes into effect, or an authorisation that substitutes it, and which authorises the issue of new shares out of authorised capital excluding the subscription right in accordance with Paragraph 186(3) sentence 4 German Stock Corporation Act (AktG), are to be counted towards the limitation of 10% of the nominal capital. Furthermore, those shares, which have been issued or are to be issued to service bonds with a conversion or option right must be counted towards said limitation of 10% of the nominal capital provided that the bonds in question were or are issued after this authorisation came into effect on the basis of an authorisation applicable at the time the proposed authorisation came into effect, or an authorisation that substitutes it, and excluding the subscription right by the analogous application of Paragraph 186(3) sentence 4 German Stock Corporation Act (AktG). Said crediting ensures that the Company's own (treasury) shares acquired are not sold with the subscription right excluded applying Paragraph 186(3) sentence 4 German Stock Corporation Act (AktG) analogously if this would cause the shareholders' subscription right to be excluded - whether by the direct or indirect application of Paragraph 186(3) sentence 4 German Stock Corporation Act (AktG) - for more than 10% of the nominal capital in total.*

*Under the above-mentioned authorisation the shareholders' pecuniary interests in the value of their holdings not being diluted are safeguarded by the sale being permitted - by the analogous application of Paragraph 186(3) sentence 4 German Stock Corporation Act (AktG) - only for a price which is not substantially less than the stock exchange price. The authorisation therefore - by interpreting the stipulation "not substantially" - allows a maximum discount of 5% of the mean value of the share prices (closing auction prices in the "Xetra" trading system of Deutsche Börse AG in Frankfurt*

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*am Main or an equivalent successor system) on the last three days before the disposal obligation was created or before the date of the stock market flotation.*

*The Management Board is further authorised to use the Company's own (treasury) shares acquired to service option rights, or rights or obligations to acquire shares in the Company granted to employees and members of the Management Board of the Company or employees and members of the managements of affiliated undertakings.*

*So as to facilitate the handling of the issue of shares to service option rights, or rights or obligations to acquire shares in the Company granted to employees and members of the Management Board of the Company or employees and members of the managements of affiliated undertakings, the Company is additionally to be permitted to acquire the shares required for this also by means of loans on securities/securities lending and, as the case may be, to use its own (treasury) shares also to fulfil claims for repayment by the lenders/loaners.*

*In addition the Management Board is to be entitled to use the Company's own (treasury) shares to fulfil holders' or creditors' rights or to fulfil conversion obligations arising out of conversion rights or option rights or conversion obligations granted or created when issuing bonds or units. In particular, a possibility is to be created of using the Company's own (treasury) shares acquired to fulfil convertible bonds, which have been created on the basis of the resolution of the General Meeting of 15 July 2004. The proposed exclusion of the shareholders' subscription right is intended to put the Company in a position to be able to decide flexibly whether, when exercising said rights or obligations, it wishes to grant new shares out of conditional capital, its own (treasury) shares, which it has acquired on the basis of the proposed authorizing resolution, or a cash settlement. The Company shall in each case decide whether, and to what extent, the authorisation to use its own (treasury) shares is used or new shares are granted out of conditional capital or a cash settlement in the interests of the shareholders and of the Company taking into account the existing market and liquidity situation. In making its decision it will also consider the other possibilities of using any of its own (treasury) shares that may have been acquired.*

*In addition the authorisation creates the possibility of, in some cases, excluding the shareholders' subscription right in favour of the holders of subscription warrants, convertible bonds and convertible participatory rights when the shares are sold by means of an offer to all of the shareholders. This has the advantage that, in the event that the authorisation is used, the option price or conversion price for the holders of option rights or conversion rights that already exist do not need to be reduced in accordance with the option or conversion terms and conditions in order to guarantee any protection provided therein of the holders or creditors of said rights against dilution.*

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*The Management Board is furthermore to be entitled to exclude the shareholders' subscription right for fractional amounts when selling the Company's own (treasury) shares as part of an offer of sale made to the shareholders of the Company. The purpose of the possibility of excluding the subscription right for fractional amounts is to produce a technically feasible subscription ratio. The shares excluded from the shareholders' subscription right as fractional shares are realized in the best way possible for the Company either by selling them on the stock exchange or in some other way. The possibility of a diluting effect is slight because of the limitation to fractional amounts.*

*Finally, the Company's own (treasury) shares are also to be redeemable by the Company even without a renewed resolution by the General Meeting. This is also to be possible without the redemption requiring a reduction in capital. A redemption of the Company's own (treasury) shares without a reduction in capital automatically has the effect of increasing the pro rata amount of the nominal capital per share attributable to the remaining no-par value shares and the number of no-par value shares into which the nominal capital is divided changes. The Management Board is therefore to be authorised to make the modification to the Articles of Association, which becomes necessary as a consequence of this change. The possibility of such an authorisation is expressly provided by statute in Paragraph 237(3) no. 3 German Stock Corporation Act (AktG).*

*Weighing up all of the above-mentioned circumstances, the Management Board and the Supervisory Board consider it to be necessary and expedient to exclude the subscription right in the above-mentioned cases in the interests of the Company and, for the reasons explained, consider this to be objectively justified as well as reasonable for the shareholders.*

*The Management Board shall exercise the authorisation with the consent of the Supervisory Board. The terms and conditions shall in each case be laid down when the occasion arises such that the interests of the shareholders and the interests of the Company are adequately safeguarded having due regard for the respective conditions. The Management Board shall report to the General Meeting on the details of any exercise of the authorisation to repurchase its own (treasury) shares or on the use thereof."*

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**That said, the Management Board additionally reports to the General Meeting on agenda item 7 as follows in accordance with Paragraph 71(1) no. 8 in conjunction with Paragraph 186(4) sentence 2 German Stock Corporation Act (*AktG*):**

On the one hand, the authorisation is intended to create the possibility that the shares can be offered as employee shares to members of the Company's management to acquire for a price, which is not substantially less than the stock exchange price. On the other hand, the authorisation is intended to create the possibility that these shares can be offered as employee shares to the Company's employees as well as to members of the managements and to employees of undertakings affiliated with the Company for a price of up to 50% less than the stock exchange price. This authorisation complements the existing authorisation to offer such shares to the Company's employees as well as to members of the Company's management in order to serve option rights, or rights or obligations to acquire shares in the Company.

The authorisation to issue employee shares to the Company's employees as well as to members of the managements and to employees of undertakings affiliated with the Company at a price which is less than the stock exchange price is limited in total to a maximum of 3% of the Company's nominal capital and, more particularly, both at the time when it comes into effect and at the time when it is exercised. The maximum limit of 3% does not apply when the price is not substantially less in terms of Paragraph 186(3) sentence 4 German Stock Corporation Act (*AktG*) than the stock exchange price. Shares, which are issued as employee shares to the Company's employees as well as to members of the managements and to employees of undertakings affiliated with the Company at a price which is less than the stock exchange price after this authorisation comes into effect using an authorisation applicable at the time the proposed authorisation comes into effect, or an authorisation that substitutes it, and which authorises the issue of new shares out of authorised capital excluding the subscription right, are to be counted towards the limitation of 3% of the nominal capital. This attribution does not apply when the price for the shares issued under the authorised capital is not substantially less in terms of Paragraph 186(3) sentence 4 German Stock Corporation Act (*AktG*) than the stock exchange price.

The issue of employee shares is in the interests of the Company and its shareholders because it encourages the members of the managements and the employees to identify with the Company, to be prepared to accept joint responsibility and it encourages the workforce to be loyal to the Company. It is desired by the legislator and is facilitated by the law in several ways. The circle of beneficiaries to which the possibility is opened to issue shares as employee shares at a price which is up to 50% less than the stock exchange price, is to include only employees of the Company and members of the managements and employees of affiliated undertakings. Employee

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shares shall only be offered to the members of the company's management board when the price is not substantially less than the stock exchange price.

The issue of employee shares makes it possible to create long-term incentives which take into account not only positive but also negative developments. The granting of shares, which are blocked from sale for several years, or for which there are retention incentives, can create not only a bonus effect but also a penalty effect in the event of negative developments. It is therefore an instrument which can give rise to greater joint economic responsibility in the interests of the Company and the shareholders.

In order to be able to issue acquired shares as employee shares it is necessary to exclude the shareholders' subscription right. Otherwise the associated advantages for the Company and its shareholders could not be achieved. Weighing up all of the above-mentioned circumstances, the Management Board, in agreement with the Supervisory Board, considers the exclusion of the subscription right in the said cases to be objectively justified and reasonable for the shareholders for the reasons stated, even taking into account the possible effect of dilution.

The Management Board shall exercise the authorisation with the consent of the Supervisory Board; the Supervisory Board shall decide on the issue of employee shares to members of the Company's Management Board. The terms and conditions shall in each case be laid down when the occasion arises such that the interests of the shareholders and the interests of the Company are adequately safeguarded having due regard for the respective conditions. The Management Board shall report to the General Meeting on the details of any exercise of the authorisation to repurchase its own (treasury) shares or on the use thereof.

**Report by the Management Board on agenda item 8 in accordance with Paragraph 203(2) in conjunction with Paragraph 186(3) and Paragraph 186(4) sentence 2 German Stock Corporation Act (*AktG*) on the reasons for the Management Board's authorisation to exclude the shareholders' subscription right when making use of the authorised capital.**

At the Annual General Meeting of the Company on 18 June 2009 the following resolution was passed under agenda item 6 (Resolution on the creation of a further Authorised Capital 2009/I and on changing the Articles of Association).

"[...]

1. *The Management Board is authorised, with the consent of the Supervisory Board, to increase the nominal capital on one or more occasions up until 18 June 2014 by up to a total of EUR 37,299,652.00 in consideration for contributions in cash and/or*

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*kind (including so-called mixed contributions in kind) by issuing up to 37,299,652 new no-par value bearer shares (Authorised Capital 2009/I) and in so doing to stipulate a commencement of the profit participation, which derogates from the statutory provisions. The shareholders must in principle be granted a subscription right. The new shares can also be accepted by one or more banks designated by the Management Board with the obligation of offering them to the shareholders (indirect subscription right). The Management Board is, however, authorised, with the consent of the Supervisory Board, to exclude the shareholders' statutory subscription right in the following cases:*

- *To avoid fractional amounts;*
- *In the case of a capital increase in consideration for contributions in cash, if the issue price of the new shares issued with the subscription right excluded in accordance with Paragraph 186(3) sentence 4 German Stock Corporation Act (AktG) is not substantially less than the stock exchange price and the new shares issued with the subscription right excluded in accordance with Paragraph 186(3) sentence 4 German Stock Corporation Act (AktG) do not exceed 10% of the nominal capital and, more particularly, neither at the time when this authorisation becomes effective nor at the time when this authorisation is exercised. The volume covered by the authorisation is to be reduced by the attributable amount of the company's nominal capital which is apportioned to shares or which is related to convertible and/or optional rights or obligations arising from bonds which have been sold or issued since the resolution on this authorisation on the basis of other authorisations and, which exclude the subscription right by applying Paragraph 186(3) sentence 4 German Stock Corporation Act (AktG);*
- *In the case of a capital increase in consideration for contributions in kind in connection with the acquisition of an undertaking, of parts of an undertaking, a holding in an undertaking or other material equipment and facilities, if the new shares issued out of said Authorised Capital 2009/I in consideration for contributions in kind with the subscription right excluded do not in total exceed 20% of the nominal capital and, more particularly, neither at the time when this authorisation becomes effective nor at the time when this authorisation is exercised.*

*The Management Board is authorised, with the consent of the Supervisory Board, to stipulate the further particulars of the capital increase and its implementation, particularly the substance of the rights in the shares, the conditions of the share issue including the issue price. The Supervisory Board is*

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*authorised to amend the version of the Articles of Association in accordance with the extent of the respective capital increase out of Authorised Capital.*

2. *The following paragraph (5) is added to Article 4 of the Articles of Association:*

*The Management Board is, with the consent of the Supervisory Board, authorised to increase the nominal capital on one or more occasions up until 18 June 2014 by up to a total of EUR 37,299,652.00 in consideration for contributions in cash and/or kind (including so-called mixed contributions in kind) by issuing up to 37,299,652 new no-par value bearer shares (Authorised Capital 2009/I) and in so doing to stipulate a commencement of the profit participation which derogates from the statutory provisions. The shareholders must in principle be granted a subscription right. The new shares can also be accepted by one or more banks designated by the Management Board with the obligation of offering them to the shareholders (indirect subscription right). The Management Board is, however, authorised, with the consent of the Supervisory Board, to exclude the shareholders' statutory subscription right in the following cases:*

- *To avoid fractional amounts;*
- *In the case of a capital increase in consideration for contributions in cash, if the issue price of the new shares issued with the subscription right excluded in accordance with Paragraph 186(3) sentence 4 German Stock Corporation Act (AktG) is not substantially less than the stock exchange price and the new shares issued with the subscription right excluded in accordance with Paragraph 186(3) sentence 4 German Stock Corporation Act (AktG) do not exceed 10% of the nominal capital and, more particularly, neither at the time when this authorisation becomes effective nor at the time when this authorisation is exercised. The volume covered by the authorisation is to be reduced by the attributable amount of the company's nominal capital which is apportioned to shares or which is related to convertible and/or optional rights or obligations arising from bonds which have been sold or issued since the resolution on this authorisation on the basis of other authorisations and, which exclude the subscription right by applying Paragraph 186(3) sentence 4 German Stock Corporation Act (AktG);*
- *In the event of a capital increase in consideration for contributions in kind in connection with the acquisition of an undertaking, of parts of an undertaking, a holding in an undertaking or other material equipment and facilities provided that the new shares issued out of said*

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*Authorised Capital 2009/I in consideration for contributions in kind with the subscription right excluded do not in total exceed 20% of the nominal capital and, more particularly, neither at the time when this authorisation becomes effective nor at the time when this authorisation is exercised.*

*The Management Board is authorised, with the consent of the Supervisory Board, to stipulate the further particulars of the capital increase and its implementation, particularly the substance of the rights in the shares, the conditions of the share issue including the issue price. The Supervisory Board is authorised to amend the version of the Articles of Association in accordance with the extent of the respective capital increase out of Authorised Capital."*

**At the time, the report by the Management Board to the General Meeting in accordance with Paragraph 203(2) in conjunction with Paragraph 186(3) and Paragraph 186(4) sentence 2 German Stock Corporation Act (AktG) read as follows:**

*"The authorisation proposed under agenda item 6 serves to maintain and broaden the Company's equity capital basis. The authorisation furthermore allows the Management Board to be able to respond flexibly to financing requirements that arise at short notice in connection with the implementation of strategic decisions. In detail:*

1. *The current authorised capital and reason for creating a further Authorised Capital 2009/I:*

*The Management Board and the Supervisory Board will propose to the General Meeting on 18 June 2009 that a further Authorised Capital 2009/I be created.*

*The Company's nominal capital is currently EUR 101,803,139.00. Pursuant to Article 4(2) of the Company's Articles of Association in the version applicable at the time this Notice is published, the Management Board is still authorised - up until 14 December 2009 - to increase the Company's nominal capital, with the consent of the Supervisory Board, on one or more occasions by up to EUR 13,601,917.00 by issuing up to 13,601,917 new no-par value bearer shares (Authorised Capital 2004/II). The Authorised Capital 2004/II was originally resolved at the General Meeting of 14 December 2004 in the amount of EUR 26,334,867.00 and was entered in the Commercial Register on 14 March 2005. The originally existing Authorised Capital 2004/II in the amount of EUR 26,334,867.00 has already partly been used so the Authorised Capital in the amount of EUR 13,601,917.00 pursuant to Article 4(2) of the Company's*

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*Articles of Association in the version applicable at the time this Notice is published represents the Authorised Capital 2004/II that now remains. There is no other authorised capital.*

*In order to give the Company the necessary flexibility additional authorised capital (Authorised Capital 2009/I) is to be created, which authorises the Company's administration to increase the Company's nominal capital on one or more occasions up until 18 June 2014 by up to a total of EUR 37,299,652.00 in consideration for contributions in cash and/or kind (including so called mixed contributions in kind) by issuing up to 37,299,652 new no-par value bearer shares.*

2. *New Authorised Capital 2009/I and the associated advantages for the Company:*

*In total a further authorised capital of up to EUR 37,299,652.00 is to be created. The Company would then, together with the existing Authorised Capital 2004/II have at its disposal an authorised capital in the total amount of up to EUR 50,901,569.00. However, the Authorised Capital 2004/II expires on 14 December 2009.*

*The Authorised Capital 2009/I allows the Management Board, with the consent of the Supervisory Board, to increase the nominal capital of the Company on one or more occasions by up to a total of EUR 37,299,652.00 in consideration for contributions in cash and/or kind (including so called mixed contributions in kind) by issuing new no-par value bearer shares. The Management Board is authorised to exclude the shareholders' statutory subscription right in certain cases (see 3 below). The authorisation is to be granted up until 18 June 2014.*

*The proposed authorisation to issue new shares out of the Authorised Capital 2009/I is intended to put the Management Board in a position where it can, with the consent of the Supervisory Board, respond better to financing requirements that arise at short notice in connection with the implementation of strategic decisions as well as to obtain a range of possibilities of responding to market conditions in a manner that protects the share price.*

3. *Exclusion of the subscription right:*
  - *The Management Board is to be authorised under the Authorised Capital 2009/I, with the consent of the Supervisory Board, to exclude fractional amounts from the shareholders' subscription right. An exclusion of the subscription right for fractional amounts in the case of the Authorised Capital 2009/I is necessary*

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*in order to produce a technically feasible subscription ratio. The shares excluded from the shareholders' subscription right as fractional shares are realized in the best way possible for the Company. The possibility of a diluting effect for the shareholders is slight because of the limitation to fractional amounts.*

- *In the case of the Authorised Capital 2009/I it is to be made possible to further exclude the subscription right if the volume stipulations and the other requirements for the exclusion of a subscription right pursuant to Paragraph 186(3) sentence 4 German Stock Corporation Act (AktG) are met. Any discount on the current stock exchange price will probably not be more than 3%, but will in any event be a maximum of 5% of the stock exchange price. This possibility of excluding the subscription right is intended to put the administration in a position to exploit favourable stock exchange situations at short notice and to thereby as far as possible achieve a high issue price due to the market-related fixing of the price and thereby a greatest possible strengthening of the Company's own capital resources. Experience shows that, due to the possibility of acting more quickly, such a capital increase gives rise to a greater influx of funds than a comparable capital increase where the shareholders have a subscription right. It is therefore in the best interests of the Company and of the shareholders. Although this causes the relative shareholding and the relative share of voting rights of the existing shareholders to be reduced, shareholders, who would like to retain their relative shareholding and their relative share of voting rights nevertheless have the possibility of acquiring the number of shares required for this through the stock exchange.*

*This possibility of excluding the subscription right is limited to a maximum percentage of 10% of the nominal capital. The volume covered by the authorisation is to be reduced by the attributable amount of the company's nominal capital which is apportioned to shares or which is related to convertible and/or optional rights or obligations arising from bonds which have been sold or issued since the resolution on this authorisation on the basis of other authorisations and, which exclude the subscription right by applying Paragraph 186(3) sentence 4 German Stock Corporation Act (AktG); Said crediting is done in the shareholders' interest in having their holding diluted as little as possible.*

- *The Management Board is additionally to be authorised under the Authorised Capital 2009/I, with the consent of the Supervisory Board, to exclude the subscription right in the case of capital increases in consideration for contributions in kind to grant shares for the purposes of acquiring undertakings, parts of undertakings, holdings in undertakings or other material equipment and facilities. This possibility of excluding the subscription right in the case of capital*

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*increases out of the Authorised Capital 2009/I is limited to 20% of the nominal capital.*

*This authorisation to exclude the subscription right is intended to serve the purposes of allowing the acquisition of undertakings, parts of an undertaking, holdings in undertakings or other material equipment and facilities in consideration for the grant of shares in the Company. The Company is in global competition. It must at all times be in a position to be able to act quickly and flexibly in the international markets in the interests of its shareholders. This also includes the option to acquire undertakings, parts of undertakings, holdings therein or other material equipment and facilities to improve its competitive position. The optimal implementation of this option in the interests of the Company and of the shareholders in the individual case consists of acquiring an undertaking, part of an undertaking, a holding therein or other material equipment and facilities by granting shares in the acquiring company. Practice shows that the owners of attractive acquisition targets often demand the creation of voting shares in the acquiring company as consideration for a sale. So that the Company can also acquire such undertakings, the Company must have the possibility of granting its own (treasury) shares as consideration. The proposed authorisation to exclude the subscription right is intended to give the Company the necessary flexibility in order to be able to exploit opportunities that arise to acquire undertakings, parts of undertakings, holdings in undertakings or other material equipment or facilities quickly and flexibly. Although an exclusion of the subscription right in each case causes the relative shareholdings and the relative share of voting rights of the existing shareholders to be reduced, if an unlimited subscription right were granted it would not be possible to acquire undertakings, parts of undertakings, holdings in undertakings or other material equipment and facilities in consideration for the grant of shares and the advantages for the Company and the shareholders associated with this could not be achieved. The increase of the nominal capital on the basis of this authorisation may not exceed 20% of the nominal capital at the time when this authorisation becomes effective or of the nominal capital which may theoretically be reduced at the time when this authorisation is exercised.*

*If possibilities of acquiring undertakings, parts of undertakings, holdings or other material equipment and facilities materialize, the Management Board will carefully review whether it should make use of the Authorised Capital 2009/I for the purposes of acquiring undertakings, parts of undertakings, holdings, other material equipment and facilities in consideration for the issue of new shares. It will only do this if the acquisition of the undertaking or holding or the acquisition of other material equipment and facilities in consideration for the grant of shares is in the best interests of the Company. Only if this condition is met will the*

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*Supervisory Board give its necessary consent. The basis for valuing the shares in the Company, on the one hand, and the undertaking, holdings in an undertaking or other material equipment and facilities to be acquired, on the other hand, shall be neutral valuations of the undertaking made by accountancy firms and/or renowned international investment banks.*

*Weighing up all of the above-mentioned circumstances, the Management Board and the Supervisory Board consider the exclusion of the subscription right in the said cases to be objectively justified as well as reasonable for the reasons stated, even taking into account the effect of dilution that arises to the detriment of the shareholders.*

4. *Report by the Management Board on the utilization of the Authorised Capital:*

*The Management Board shall report to the General Meeting on each and every utilization of the Authorised Capital 2009/1."*

**That said, the Management Board additionally reports to the General Meeting on agenda item 8 as follows in accordance with Paragraph 203(2) in conjunction with Paragraph 186(3) and Paragraph 186(4) sentence 2 German Stock Corporation Act (AktG):**

The grant of employee shares serves the objectives that have already been mentioned above. The Management Board and the Supervisory Board shall in each case examine the individual case as to the extent to which it is in the interests of the Company to issue employee shares by utilising the Authorised Capital.

In order to be able to issue employee shares it is necessary to exclude the shareholders' subscription right. Otherwise the associated advantages for the Company and its shareholders could not be achieved.

For this purpose, shares can be issued under the authorised capital to the Company's management as employee shares with the subscription right excluded at a price which is not substantially less than the stock exchange price. Shares can be issued to the Company's employees as well as to members of the managements and to employees of undertakings affiliated with the Company in accordance with Paragraph 204(3) German Stock Corporation Act (AktG). The price at which these shares are issued with the subscription right excluded shall not be less than 50% of the stock exchange price and the shares issued with the subscription right excluded shall not exceed 3% of the nominal capital in total, neither at the time when this authorisation becomes effective, nor at the time when this authorisation is exercised.

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Shares which are issued to the Company's employees as well as to members of the managements and to employees of undertakings affiliated with the Company as employee shares during the term of this authorisation on the basis of other authorisations and which exclude the shareholders' subscription right at a price which is less than the stock exchange price, must be counted towards said limitation. The maximum limit of 3% does not apply when the price is not substantially less in terms of Paragraph 186(3) sentence 4 German Stock Corporation Act (*AktG*) than the stock exchange price. This possibility of excluding the subscription right in the case of a capital increase for issuing employee shares is limited to a maximum percentage of 3% of the nominal capital. The shares, which are issued as employee shares during the term of this authorisation on the basis of other authorisations and which exclude the shareholders' subscription right by applying Paragraph 186(3) sentence 4 German Stock Corporation Act (*AktG*) either directly or analogously, must be counted towards said limitation. Said crediting is done in the shareholders' interest in having their holding diluted as little as possible.

Weighing up all of the above-mentioned circumstances, the Management Board, agreeing with the Supervisory Board, considers the exclusion of the subscription right in the case of the issue of employee shares to be objectively justified and reasonable for the shareholders for the reasons stated, even taking into account the possible effect of dilution.

### **Additional information on agenda item 5 in accordance with Paragraph 125(1) sentence 5 German Stock Corporation Act (*AktG*).**

The persons nominated under agenda item 5 for election as a member of the Supervisory Board are members of a supervisory board to be established by law or a comparable domestic or foreign supervisory body in the companies set out below:

- a) Mr. Wulf Matthias currently has the following additional seats.

Membership of supervisory boards to be established by law:

Wirecard Bank AG, Grasbrunn, Germany

Wirecard Technologies AG, Grasbrunn, Germany

- b) Mr. Alfons Henseler currently has the following additional seats.

Membership of supervisory boards to be established by law:

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Wirecard Bank AG, Grasbrunn, Germany

Wirecard Technologies AG, Grasbrunn, Germany

Diamos AG, Sulzbach, Germany

### III. Further Information on the Notice Calling the General Meeting

#### Total number of shares and voting rights

On the date on which this General Meeting is called the Company's nominal capital is divided into 101,803,139 bearer shares (no-par value shares). All shares issued confer one vote. All 101,803,139 no-par value shares are voting shares.

#### Prerequisites for attending the General Meeting and exercising the voting rights

##### Registration

The shareholders entitled to attend the General Meeting and to exercise their voting rights are those, who have registered with the Company by the close of **15 June 2011** (24:00h local time at the Company's registered office) at the following address:

Wirecard AG  
c/o Computershare HV-Services AG  
Prannerstrasse 8  
D-80333 Munich  
Facsimile: 089 / 309037-4675  
Email: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

and have delivered to the Company, at the above address, proof issued by the custodian institution where their shares are kept that they were shareholders of the Company at the beginning of the 21st day prior to the General Meeting, i.e. at the beginning of 1 June 2011 ("Cut-off Date") at 00:00h (local time at the Company's registered office). The registration and the record of proof must be in writing (Paragraphs 126b German Civil Code (*BGB*)) and must be filed in German or English.

#### Relevance of the Cutt-off date

In relation to the Company, only persons who have delivered proof of their shareholding as at the Cut-Off Date may attend the General Meeting and exercise their voting rights as

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shareholders. This means that shareholders, who did not acquire their shares until after the Cut-Off Date shall not be entitled to attend the General Meeting. Shareholders, who sell their shares after the Cut-Off Date shall – providing they register and submit proof of their shareholding on time – nevertheless be entitled, in relation to the Company, to attend the General Meeting and to exercise their voting rights. The Cut-Off Date has no impact on the alienability of the shares. Shareholders may continue to freely dispose of their shares even after registration has been completed.

### **Procedure for voting/proxy votes**

Shareholders, who do not wish to attend the General Meeting in person, may exercise their voting rights, via a proxy, e.g. a bank, a shareholders' association or the proxies appointed by the Company. Timely registration and proof of share ownership is also necessary in such cases. The form sent to the shareholders after they have duly registered can be used for authorising the proxy. If a shareholder authorises more than one person, the Company may deny one or more of them access.

The grant of the proxy, its revocation and proof of the authorisation in relation to the Company are in principle required to be in writing. Revocation may also occur by virtue of the proxy's personal appearance at the General Meeting. If a credit institution, a shareholders' association or any other institution or person mentioned in Paragraph 135 German Stock Corporation Act (*AktG*) are to be appointed as a proxy it is possible that the persons or institutions to be appointed as proxies require a particular form of proxy because they must verifiably record the power-of-attorney pursuant to Paragraph 135 German Stock Corporation Act (*AktG*). If a shareholder wishes to appoint a bank, a shareholders' association or another institution or person mentioned in Paragraph 135 German Stock Corporation Act (*AktG*) as a proxy they are urgently advised to reach agreement with said institutions or persons about a possible form of proxy.

The Company offers its shareholders the possibility of authorising proxies, who have been appointed by the Company but who are bound by the directions of the shareholders, to exercise their voting rights already before the General Meeting. If proxies appointed by the Company are to be authorised, said proxies must in any event be given instructions for exercising the voting right. Without said instructions the power-of-attorney will be void. The proxies are obliged to vote as instructed.

As an electronic means, the Company offers the possibility of sending a scanned proxy form as a PDF (Portable Document Format) file by e-mail to the Company at the following e-mail address:

**HV2011-WireCard@computershare.de**

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Shareholders will receive details about granting proxies and issuing voting instructions to the proxies appointed by the Company as well as other details regarding attendance at the General Meeting and the exercise of voting rights together with their entrance ticket to the General Meeting. The relevant information can also be viewed on the Internet under <http://www.wirecard.com/investorrelations/agm>.

### **Additional requests for items to be included on the agenda upon the demand of a majority in accordance with Paragraph 122(2) German Stock Corporation Act (*AktG*)**

Pursuant to Paragraph 122(2) German Stock Corporation Act (*AktG*) shareholders, whose aggregate holdings amount to at least one-twentieth of the nominal capital, which is the equivalent of 5,090,157 no-par value shares, or the amount of EUR 500,000, which is the equivalent of 500,000 no-par value shares, may demand that certain items be included on the agenda and published. Each new item must be accompanied by a statement of grounds or a draft resolution. The demand must be addressed to the Management Board of Wirecard AG in writing and must be received by the Company by no later than **22 May 2011**, 24:00h (local time at the Company's registered office).

Please send requests to the following address:

Wirecard AG  
Management Board (*Vorstand*) (Investor Relations)  
Einsteinring 35  
85609 Aschheim

Any additional entries on the agenda which are to be announced shall be announced in the electronic *Bundesanzeiger* [German Federal Gazette] without undue delay following receipt of the request and forwarded for publication to such media as can be expected to disseminate the relevant information throughout the European Union. They shall also be announced on the Internet under <http://www.wirecard.com/investorrelations/agm>.

### **Counterproposals and nominations for elections by shareholders in accordance with Paragraph 126(1) and Paragraph 127 German Stock Corporation Act (*AktG*)**

In addition, shareholders of the Company may submit counter-proposals to proposals made by the Management Board and/or Supervisory Board on certain items of the agenda, including an explanatory statement, and may submit nominations for election. Counter-proposals and nominations for election by shareholders relating to a specific agenda item must be sent solely to:

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Wirecard AG  
Investor Relations  
Einsteinring 35  
85609 Aschheim

**By fax to:**

Facsimile: +49 89 4424 0726

**By Email to:**

hauptversammlung@wirecard.com

Any due and proper counter-proposals and nominations for elections received from shareholders at the above address by the close of **7 June 2011** (24:00h local time at the Company's registered office), shall promptly be made available under the Internet address **<http://www.wirecard.com/investorrelations/agm>** together with any statement (if any) by the administration. Any counter proposals or nominations for election that have been addressed differently or have been received late shall not be taken into consideration.

Please note that counter-proposals or nominations for election sent to the Company in advance and on time will be taken into consideration at the General Meeting only if put forward or submitted at said meeting. This is without prejudice to the right of every shareholder to submit counter-proposals or nominations for election on the various agenda items without submitting them to the Company beforehand.

**Shareholders' right to information in accordance with Paragraph 131(1) German Stock Corporation Act (*AktG*)**

Upon request, each shareholder shall be provided with information at the General Meeting by the Management Board on the company's affairs including the legal and business relationships of the Company with affiliated undertakings and on the situation of the group and of the undertakings included in the consolidated accounts to the extent that such information is necessary for a proper evaluation of an item on the agenda.

**Publications on the website**

This Notice calling the General Meeting, the documents and requests from shareholders to be made available to the General Meeting as well as further information pursuant to Paragraph 124a of the German Stock Corporation Act (*AktG*) will also be available as of the time when the General Meeting is called on the Company's website at **<http://www.wirecard.com/investorrelations/agm>**.

Aschheim, May 2011

The Management Board