

Report of the Supervisory Board

Dear Shareholders,

The 2018 fiscal year was characterised by a consistently very good business performance, which in turn culminated in the company's inclusion in the DAX30 group of companies in September 2018.

We were able to continue our strategy of global growth and acquire customers and business partners in strategically important growth markets such as China. This was not least the result of both strategically important investment in new technologies as part of the company's own research and development activities and also the acquisition of promising companies and customer portfolios. In the 2018 fiscal year, we also experienced strong, predominantly organic growth, which was reflected in the pleasing development of all important key performance indicators. A major contribution was made by the acquisition and integration of the comprehensive customer portfolio of the Citigroup in the APAC region. The growth targets for this globally active provider of financial technology were thus realised operationally and achieved in an outstanding manner.

In the following report, we want to inform you about the main focus of the Supervisory Board's activities over the last fiscal year. The Supervisory Board of the company kept itself continuously and intensively informed about the development, position and perspectives of the Wirecard Group in the 2018 fiscal year. The Supervisory Board performed the tasks incumbent upon it pursuant to the law, the Articles of Association and the rules of business procedure, and consulted with and supervised the Management Board on an ongoing basis in compliance with the German Corporate Governance Code and applicable laws. The Management Board always directly involved the Supervisory Board in considering the company's strategic orientation at an early stage and promptly submitted to them any significant corporate decisions, specific transactions, potential corporate acquisitions and significant cooperation ventures that require Supervisory Board approval due to legal regulations, the Articles of Association or the Management Board's rules of business procedure.

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

Board. Additional control measures, such as an inspection of the company's documentation and the appointment of special experts, were not necessary in the 2018 fiscal year.

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

Participation in the meetings by the members was also at a high level in 2018. All members of the Supervisory Board participated in significantly more than half of the meetings of the Supervisory Board in the 2018 fiscal year.

The Supervisory Board of Wirecard AG had not formed any committees up to the end of the 2018 fiscal year. As a result of increasing demands due to the growth and internationalisation of the company, three committees were formed after the reporting period in the 1st quarter of 2019: the Audit Committee, the Remuneration, Personnel and Nomination Committee and the Risk and Compliance Committee.

Both the Supervisory Board and the Risk and Compliance Committee have intensively discussed the accusations made most prominently in the Financial Times, inter alia in connection with an internal investigation in Singapore against the company and the procedures in this context after the end of the year under review. The Supervisory Board and the Committee have closely communicated with the Management Board and the auditor as well as with further experts involved, in each case in and outside of meetings. The Supervisory Board and the Committee required submission of reports and documentation related to various aspects of the topic and discussed the topic intensively (involving also external experts). In this context, the Supervisory Board has discussed with the Management Board already possible measures to be taken for improving internal structures and procedures.

Focal points of consultations

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

The focus of the first meeting of the Supervisory Board on 24 January 2018 were discussions on the business performance in the 2017 fiscal year and the business and budget plan for the 2018 fiscal year. The Management Board also provided a comprehensive overview of the strategic goals for 2018 and the developments in the area of issuing. Finally, the distribution of responsibilities within the newly formed committees was discussed.

At the meeting on 11 April 2018 and a preparatory meeting held previously and at a telephone conference on 25 April 2018, we dealt with the financial statements and

management reports of the company and Group as of 31 December 2017, the Report of the Supervisory Board, the Corporate Governance Report, the Group non-financial declaration and the proposal for the appropriation of profit. The financial statements and reports were intensively discussed and examined with the auditor Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft. The audited consolidated financial statements and management report for the Group that had been issued with an unqualified audit opinion and the audited financial statements and management report for the company that had been issued with an unqualified audit opinion were approved in this meeting.

The main subjects of the meeting on 8 May 2018 were, in particular, the ongoing business performance and discussions about the development of specific Wirecard products. In addition, the key performance indicators from the area of human resources and the acquisition strategy of the Group were discussed intensively.

At the meeting on 15 June 2018, the Supervisory Board discussed organisational and legal issues with respect to the expansion of the Supervisory Board, as well as the preparations for the Annual General Meeting of the company.

The first meeting of the extended Supervisory Board was held on 22 August 2018. This meeting focussed on the internal organisation of the Supervisory Board and the current issues facing the Group. The company's auditor participated at this meeting and presented the main themes of the audit of the consolidated financial statements for 2018. An external legal advisor provided the Supervisory Board with an overview of the obligations of the Supervisory Board and issues relating to corporate governance.

At the meeting on 26 September 2018, we dealt with the ongoing business performance of the Group, especially with respect to value added services, the development of strategic collaborations and the global marketing strategy of the Group. Other subjects discussed at the meeting were the effect of the inclusion of the company in the DAX, as well as the planned invitation to tender for the position of Group auditor in 2019. Finally, the integration of the customer portfolio in various countries that was acquired from Citibank in the 2017 fiscal year was discussed.

The focus of the Supervisory Board meeting on 7 November 2018 was the report by the Management Board on the Group's current situation with respect to IT security, operational risks, ongoing business performance, the status of the preparations for the audit process for 2018 and the integration of the acquired customer bases in Asia and the USA.

At the last meeting of the reporting period on 12 December 2018, the Management Board reported on the business performance in the first nine months. Other main subjects discussed were the company's equity ratio and the prefinancing of customers. The Management Board then reported on the ongoing business in China and the Group's strategic collaborations in Asia and the FinTech sector. Finally, the Supervisory Board discussed and resolved the invitation to tender for the audit, the tender documentation and the tender process.

Corporate governance

In the 2018 fiscal year, the Supervisory Board once again intensively discussed the issues related to corporate governance in the Group and dealt in depth with the recommendations contained in the German Corporate Governance Code.

On 26 March 2018, the statement of compliance with the German Corporate Governance Code in the version from 7 February 2017 was submitted. At the start of the 2019 fiscal year, the Supervisory Board also concerned itself – by way of preparation for the issuing of the compliance statement pursuant to Section 161 of the German Stock Corporation Act (AktG) – with the German Corporate Governance Code. Following in-depth discussions, the Management Board and the Supervisory Board passed a resolution to issue the current statement of compliance pursuant to Section 161 of the AktG on 29 March 2019. The current statement of compliance, as well as all previous statements of compliance since 2005, can be found on the company's website.

The Supervisory Board regularly examines the efficiency of its activities. After intensively discussing the results of the efficiency review, which was based on a questionnaire answered by the members of the Supervisory Board and evaluated on an anonymous basis, at the meeting of the Supervisory Board on 7 December 2017, we implemented some selective improvements in the reporting year. As part of an in-depth analysis of the implemented improvements, the work of the Supervisory Board and the cooperation with the Management Board were given a positive assessment overall by the members of the Supervisory Board. Further improvements in efficiency must be achieved with respect to the organisation of the meetings of the Supervisory Board.

No conflicts of interest relating to members of the Supervisory Board, which must be disclosed immediately to the Supervisory Board and included in the Report of the Supervisory Board for the Annual General Meeting, arose during the 2018 fiscal year.

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

Financial statements of the company and the consolidated financial statements

Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft audited the financial statements of the company as of 31 December 2018, the consolidated financial statements as of 31 December 2018 and the management report for the company and the Group, and issued unqualified audit opinions thereon. The financial statements and the management report of the company were prepared in accordance with the German Commercial Code (HGB). The consolidated financial statements and the Group management report of the company were prepared in accordance with the International Financial Reporting Standards (IFRS) as well as the additional requirements of German law pursuant to Section 315e (1) of the HGB.

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

The Group non-financial declaration has been published on the company's website at ir.wirecard.com.

At the meeting on 24 April 2019, the Supervisory Board intensively discussed and examined the consolidated financial statements and the Group management report, the Group non-financial declaration prepared in accordance with Section 315b of the HGB, the financial statements and management report for the company, the auditor's report and the Management Board's planned proposal for the appropriation of profit. The required documents were submitted to the members of the Supervisory Board in good time before the meeting so that they had sufficient opportunity to examine them. The auditor participated at this meeting of the Supervisory Board, reported on key audit results and was available to the members of the Supervisory Board to provide supplementary information. The auditor addressed in particular key audit matters which included allegations by a whistleblower in Singapore. The auditor also explained his findings on the company's control and risk management system relating to the financial accounting process. The Supervisory Board will participate in the further strengthening of these systems in the course of the continuing growth of the company (cf. 2.5 of the Risk Report). The auditor stated his independence and provided information about services that had been rendered in addition to the auditing services in the 2018 fiscal year.

The Supervisory Board approved the results of the audit carried out by the auditor and concluded that no objections needed to be raised based on the final results of its examination. The Supervisory Board in particular concurs with the conclusion of the auditor that - taking into account the corrections made by Wirecard - there are no objections against the accounting treatment of the facts that were the subject of various allegations made by a purported whistle-blower in Singapore (cf. the statements under 2.5 of the Risk Report regarding current investigations of the authorities in Singapore and possible criminal liability of individual employees). In this context, the Supervisory Board took into consideration in particular the quality of the alleged behaviour and the materiality threshold for the group audit. With a resolution dated 24 April 2019, the Supervisory Board approved both the consolidated financial statements of the company prepared according to IFRS for the 2018 fiscal year and the financial statements of the company prepared according to the HGB for the 2018 fiscal year. The financial statements have consequently been adopted in the sense of Section 172 of the AktG.

At the meeting on 24 April 2019, the Supervisory Board approved this Report of the Supervisory Board, as well as the Corporate Governance Report that is combined with the Corporate Governance Statement.

The Management Board plans to propose to the Annual General Meeting to carry forward an amount of kEUR 143.120 to a new account and distribute an amount kEUR 24.713 as a dividend from the profit of Wirecard AG (single entity) for the 2018 fiscal year of kEUR 167.833. This means that a dividend of EUR 0.20 per share will be paid on the basis of the 123,565,586 dividend-entitled ordinary shares. The Supervisory Board concurs with this proposal.

Personnel-related details

After the appointment of and the Management Board contract for the long-standing member of the Management Board and Chief Financial Officer (CFO) Burkhard Ley expired as of 31 December 2017, Alexander von Knoop was appointed as his successor as an ordinary member of the Management Board and as Chief Financial Officer with effect from 1 January 2018 and up until 31 December 2020. Furthermore, Susanne Steidl was appointed as an additional member of the Management Board and as Chief Product Officer (CPO) with effect from 1 January 2018 and up until 2020. In this position, she is responsible for the operation and technological development of core products at Wirecard.

The Management Board mandates of the Chief Executive Officer (CEO), Dr. Markus Braun, and the Chief Operational Officer (COO), Jan Marsalek, were also extended in each case by a further three years up until 31 December 2020 with effect from 1 January 2018. These personnel decisions took into account their outstanding achievements and aim to maintain continuity on the Management Board.

In his twelve years as the CFO of Wirecard AG, Burkhard Ley made a significant contribution to the expansion of Wirecard into a worldwide leading Internet Group in the area of payment processing and remains connected to the company since 1 January 2018 through a consulting contract.

In the 2018 fiscal year, there were major changes to the composition of the Supervisory Board. According to the resolution made by the Annual General Meeting on 21 June 2018, the total number of members of the Supervisory Board was increased to six (previously five) members. After Tina Kleingarn resigned her post as a member of the Supervisory Board as of 31 December 2017, two new members were elected to the Supervisory Board on 21 June 2018. In accordance with the proposal made by the Supervisory Board, Dr. Anastassia Lauterbach and Susana Quintana-Plaza were appointed as members until the Annual General Meeting which resolves on the discharge of the members of Supervisory Board for the fourth fiscal year 2020 following the start of the term of office. As of 31 December 2018, the Supervisory Board of Wirecard AG consists of six members in accordance with the Articles of Association, whereby there is now an identical number of male and female members. The target for the number of women on the Supervisory Board defined in the 2017 fiscal year of at least two women members was thus exceeded.

Outlook

Wirecard fulfils all the conditions to continue growing on a global level in the next few years and to exploit the immense potential for synergies. We will continue to pursue this path to success together, whereby our success already came to public attention in the 2018 fiscal year when we were included in the DAX 30 group of companies. The Supervisory Board is going to work closely with the Management Board to keep the company prepared even better for new challenges in connection with these developments.

The Supervisory Board thanks the Management Board for its fantastic business development work. We warmly thank all employees and recognise their extraordinary commitment in the 2018 fiscal year.

Aschheim, den 24 April 2019

On behalf of the Supervisory Board

A handwritten signature in black ink, appearing to read 'Matthias Wulf', written in a cursive style.

Wulf Matthias
Chairman of the Supervisory Board