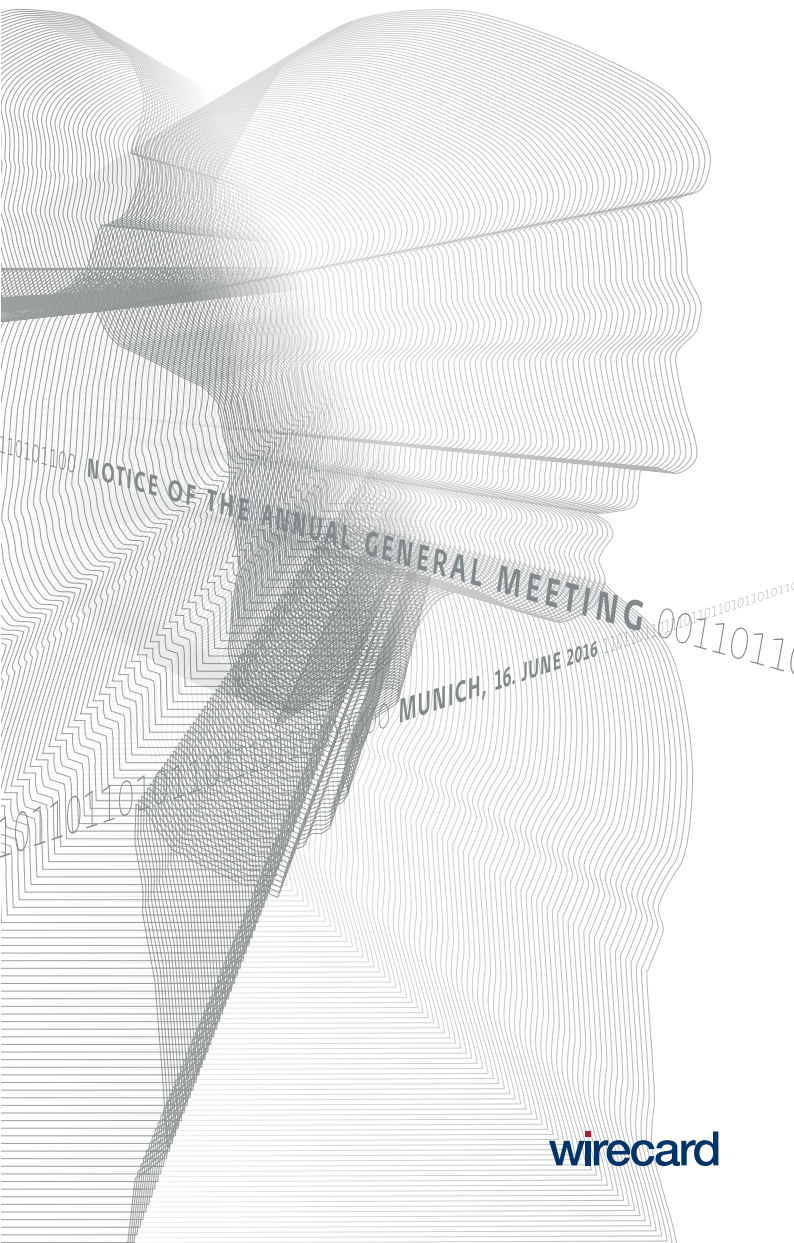


WIRECARD AG



NOTICE OF THE ANNUAL GENERAL MEETING
MUNICH, 16. JUNE 2016

decision, there are no significant personal or business relationships between Mr. Matthias on the one hand, and the company, the organs of Wirecard AG or a shareholder with a significant interest in Wirecard AG, on the other hand.

7

Resolution on the enlargement of the Supervisory Board to five members and a corresponding amendment to Section 9 of the Articles of Association

The Supervisory Board of Wirecard AG currently consists of a total of three members pursuant to Article 9(1) of the Articles of Association. In view of the growth and the increasing international proportion of the Company's business, it is intended that the number of Supervisory Board members be increased from the current three to a future total of five. Due to the amendment to Section 95(1) AktG by virtue of the 2016 Stock Corporation Law Amendment, it is no longer necessary for the number of Wirecard AG Supervisory Board members to be divisible by three. The additional seats created as a result are to be filled by virtue of the by-elections proposed under item 8 of the agenda of the General Meeting.

THEREFORE, THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD PROPOSE THAT IT BE RESOLVED THAT:

*Article 9(1) of the Articles of Association shall be rewritten as follows:
 "The Supervisory Board (Aufsichtsrat) shall consist of five members."
 There shall be no further amendment to Article 9 of the Articles of Association.*

8

Election of two additional members to the Supervisory Board

Once the amendment to the Articles of Association proposed to this General Meeting under item 7 of the agenda comes into effect, the Supervisory Board of Wirecard AG shall, pursuant to Sections 96(1) and Section 101(1) AktG and Article 9(1) of the amended Articles of Association, consist of a total of five members, all elected by the General Meeting. Currently, the Wirecard AG Supervisory Board consists of three members. Therefore, the two additional members of the Supervisory Board, whose term of office begin once the proposed amendment to the Articles of Association, to be resolved upon as per item 7 of the agenda, comes into effect, are to be elected at this General Meeting

THE SUPERVISORY BOARD PROPOSES THAT IT BE RESOLVED THAT:

- a) Ms Tina Kleingarn, Corporate Advisor at Westend Corporate Finance, residing in Frankfurt am Main, Germany, and
 - b) Ms Vuyiswa V. M'Cwabeni, Chief Product Strategist at SAP SE, residing in Rodenbach, Germany,
- be elected as members of the Supervisory Board.

In each case, their election shall be effective until the close of the General Meeting which resolves on the approval of the actions of the Supervisory Board for the financial year 2020. In each case, their term of office begins once the amendment to the Articles of Association to be resolved on as per item 7 of the agenda becomes effective.

It is intended that the vote for the candidates will be made by way of an individual ballot.

The proposal was made in line with the requirements of the German Corporate Governance Code. The Supervisory Board has assured itself that each of the proposed candidates will be able to dedicate the anticipated time required in order to fulfil their mandates.

You can find more personal and career details on the proposed candidates on the Company's website at ir.wirecard.com/aggm.

Additional information in accordance with Section 125(1) sent. 5 AktG

The proposed candidates are currently not members of other statutorily required supervisory boards or comparable domestic or foreign supervisory bodies.

Additional information in accordance with Article 5.4.1 German Corporate Governance Code (DCGK)

The Supervisory Board is of the opinion that, with regard to the AGM's election decision, there are no significant personal or business relationships between Ms Tina Kleingarn or Ms Vuyiswa V. M'Cwabeni on the one hand, and the company, the organs of Wirecard AG or a shareholder with a significant interest in Wirecard AG, on the other hand.

9

Resolution on the adjustment of the Supervisory Board remuneration and a corresponding amendment to Article 14 of the Articles of Association

Remuneration for members of the Supervisory Board was last resolved on by the 2008 General Meeting. Currently, Article 14 of the Articles of Association provides for an annual fixed remuneration (compensation) of EUR 55,000.00 per member plus a variable, performance-related annual remuneration dependent upon the consolidated EBIT of the Company. With regards the development of the Company since 2008, it is intended that the hitherto variable part of the remuneration be completely omitted in line with a trend which can be observed both on a national and international level in terms of Supervisory Board remuneration. At the same time, it is intended for the remaining fixed remuneration to raised to an appropriate level. With the revision, the Company would in future be in line with all recommendations made by the German Corporate Governance Code upon the Supervisory Board remuneration.

THEREFORE, THE MANAGEMENT BOARD AND SUPERVISORY BOARD PROPOSE THAT IT BE RESOLVED THAT:

a) Article 14 of the Articles of Association shall be revised as follows:

“(1) The members of the Supervisory Board shall receive a fixed remuneration in an Amount of EUR 120,000.00 for every full financial year they are members of the Supervisory Board. The Chairman shall receive double and the Deputy Chairman shall receive one and a half times this amount.

(2) The remuneration pursuant to paragraph 1 above is payable in four equal parts, each due at the end of a calendar quarter. Supervisory Board members that do not belong to the Supervisory Board or occupy the position of Chairman or Deputy Chairman of the Supervisory Board for an entire financial year, receive the remuneration on a pro rata temporis basis, rounded up to full months.

(3) In addition, the Supervisory Board members receive an attendance fee of EUR 1.250,00 per meeting day for their participation in each Supervisory Board meeting they attend in person, payable at the end of the calendar quarter in which the relevant meetings took place.

(4) The Company shall reimburse the Supervisory Board members for expenses incurred in the performance of their duties, including turnover tax payable on the remuneration and reimbursed expenses. Also, any employer contributions payable under foreign laws for social insurances shall be paid or reimbursed to the Supervisory Board member

(5) The Company can conclude D&O insurance for the benefit of the Supervisory Board members on appropriate, market-standard terms and conditions which covers statutory third-party liability in relation to their Supervisory Board work.”

b) The amendment to the Articles of Association specified in a) of this item 9 on the agenda replaces the current provision on Supervisory Board member remuneration only once it becomes effective, and applies for the first time to the financial year which began on 1 January 2016.

10

Resolution on the cancellation of an existing authorisation and the granting of a new authorisation to issue convertible bonds and/or warrant bonds with the option to exclude subscription rights, cancellation of the Conditional Capital 2012 and the creation of a new Conditional Capital 2016 as well as on an amendment to the Articles of Association

The General Meeting of 26 June 2012 authorised the Management Board under item of the agenda to issue warrant and/or convertible bonds in a total nominal amount of up to EUR 300,000,000.00 until 25 June 2017 and to grant the holders or creditors of such bonds option

or conversion rights to shares in the Company up to a pro rata amount of EUR 25,000,000.00 in total (“**Authorisation 2012**”). To service the warrant and conversion rights arising from these bonds, the same General Meeting resolved on a Conditional Capital 2012 in the amount of EUR 25,000,000.00 (equal to about 22.32 % of the then existing share capital) (Article 4(4) of the Articles of Association). The Authorisation 2012 provides, inter alia, for the possibility, in accordance with Section 221(4) sentence 2 in conjunction with Section 186(3) sent. 4 AktG, of excluding the shareholders’ subscription right when issuing bonds with conversion and/or option rights against cash payment if the issue price of the bonds does not fall substantially short of the hypothetical market value and the bonds grant or impose conversion or option rights for shares not exceeding 10 % of the share capital existing at that time. This 10 % cap shall include both new shares issued after the beginning of 26 June 2012 with a facilitated exclusion of the subscription right according to Section 186(3) sent. 4 AktG and own shares sold after this date by excluding the subscription right according to § 186(3) sent. 4 AktG.

The Authorisation 2012 has not been used so far. However, in February 2014 the Company implemented a cash capital increase from the authorised capital resolved upon by the same General Meeting on 26 June 2012 amounting to EUR 11,198,345.00 (equal to about 10 % of the former share capital) with the shareholders’ subscription right being excluded according to Section 186(3) sent. 4 AktG. Therefore, due to the aforementioned inclusion rule, the authorisation for a facilitated exclusion of the subscription right has been exhausted also with regard to the issue of bonds with conversion and/or option rights or conversion and/or option obligations.

To provide the company with the flexibility required to issue bonds in the future, the existing Authorisation 2012 shall be cancelled and replaced with a new authorisation to issue convertible and/or warrant bonds, which again provides for an authorisation for a facilitated exclusion of the subscription right according to Section 221 (4) sent. 2 in conjunction with Section 186 (3) sent. 4 AktG, and the Conditional Capital 2012 shall be replaced by a new Conditional Capital 2016. As part of this, the nominal amount of the bonds to be issued under the authorisation shall remain EUR 300,000,000.00, the volume of the new Conditional Capital 2016 to be created to service the bonds shall be adjusted to current conditions and total only EUR 12,356,558.00 (which equates to 10 % of the current share capital).

THEREFORE, THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD SUBMIT THE FOLLOWING RESOLUTION FOR ADOPTION:

a) Cancellation of the Authorisation 2012 and the Conditional Capital 2012

The authorisation approved by the General Meeting on 26 June 2012 in item 9 of the agenda to issue convertible and/or warrant bonds and

the associated Conditional Capital 2012 shall be cancelled when the Conditional Capital 2016 to be resolved on under c) of item 10 of the agenda and the revision of Article 4(4) of the Articles of Association come into effect.

b) New authorisation to issue convertible bonds and/or warrant bonds, participation rights and/or profit participating bonds (or combinations of these instruments)

aa) Authorisation period; nominal amount; term; share capital amount

The Management Board is authorised, with the consent of the Supervisory Board, to issue bearer and/or registered convertible bonds and/or warrant bonds, participation rights and/or profit participating bonds or combinations of these instruments (collectively referred to hereinafter as "Bonds") until 15 June 2021 in a nominal amount of up to EUR 300,000,000.00, with or without a definite maturity date, and to entitle existing holders or creditors of these Bonds conversion and/or warrant rights to acquire bearer shares of the Company in a proportionate amount of the share capital of the Company of up to EUR 12,356,558.00 as set forth in detail in the bond conditions.

The Bonds may be issues in return for a cash contribution or contribution in kind, in particular in return for participation in other companies.

The relevant bond conditions may also provide for a conversion or warrant obligation as well as a put option on the part of the issuer to supply shares in the Company at the end of the term or at another time (in any chosen combination). The authorisation includes the option to grant shares in the Company insofar as the holder or creditor of Bonds uses their conversion or warrant right, satisfy their conversion or warrant obligation or share tenders occur.

The Bonds may be issued on one or several occasions, in the total amount or in partial amounts as well as simultaneously in different tranches.

The Bonds (Partial Bonds) can be denominated in euros or – capped at their equivalent value in euros – in the legal currency of an OECD country. They may also be issued by an undertaking affiliated company pursuant to Sections 15 et seqq. AktG; in this case, the Management Board is authorised, with the consent of the Supervisory Board, to assume the guarantee for the Bonds for the issuing company and to grant the holders or creditors of such Bonds shares in Wirecard AG in order to satisfy conversion or warrant rights and conversion or warrant obligations granted with these Bonds as well as to make additional declarations and undertake additional actions necessary for the successful issue of the Bonds.

bb) Subscription rights and exclusion of subscription rights

In principle, the shareholders are entitled to subscription rights in relation to the Bonds. The statutory subscription right on the bonds can also be granted to the shareholders by way of an indirect subscription right in that the bonds are taken over by a credit institution or the members of a consortium of credit institutions or companies deemed equivalent hereto according to Section 186 (5) sent. 1 AktG with the obligation to offer these to the shareholders for subscription.

However, the Management Board is authorised, with the consent of the Supervisory Board, to exclude the shareholders' statutory subscription right in the following cases:

(i) in order to exclude any fractional amounts resulting from the conversion ratio from the shareholder subscription right;

(ii) insofar as it is necessary in order to grant holders or creditors of warrant or conversion rights or warrant or conversion obligations under previously issued Bonds a subscription right to the same extent as they would be entitled to as shareholders after exercising these rights or satisfying these obligations;

(iii) if Bonds are issued in return for cash payment and are structured such that the issue price of the Bonds does not fall substantially below the theoretical market value determined in accordance with accepted mathematical finance methods. However, this authorisation to exclude the subscription right shall only apply to Bonds with conversion or warrant rights or conversion or warrant obligations on shares with a pro rata amount of the share capital, which in total may not exceed 10 % of the share capital, neither at the time when this authorisation comes into effect nor – insofar as this amount is lower – at the time when this authorisation is exercised. This 10 % limit includes shares that (a) are issued or sold during the term of this authorisation up to the time of their use in direct or corresponding application of Section 186 (3) sent. 4 AktG or that (b) are to be issued or granted on the basis of a convertible or warrant Bonds issued during the term of this authorisation excluding the subscription right in accordance with Section 186(3) sent. 4 AktG.

(iv) to the extent Bonds are issued against contributions in kind or payments in kind, in particular in connection with mergers of companies or for the acquisition (including indirect acquisition) of companies, establishments, divisions, holdings or other assets or claims for the acquisition of assets, including receivables from the Company or its affiliated companies within the meaning of Sections 15 et seqq. AktG.

Any issue of Bonds excluding the subscription right pursuant to (i) to (iv) above may only be made under such authorisation if the arithmetic share in the share capital attributable to the sum of new shares issued under such Bond excluding the subscription right does not exceed 20% of the Company's existing share capital at the time such authorisation becomes effective. This 20% limit includes shares which (i) are issued or sold during the term of this authorisation excluding the subscription right against contribution in cash and/or in kind, or (ii) are to be issued under a convertible or warrant bond issued during the term of this authorisation on the basis of another authorisation by excluding the subscription right.

cc) Convertible Bonds

If Bonds are issued with conversion rights, the creditors are entitled to exchange their Bonds for shares of the Company, as set forth in detail in the terms and conditions of the bond conditions to be determined by the Management Board. The bond conditions may also provide for compulsory conversion at the end of the term or at an earlier point or contain a put option on the part of the issuer. The conversion ratio is determined by dividing the nominal value or an issue price that is below the nominal value of a Partial Bond, by the conversion price determined for one share in the Company. The conversion ratio can be rounded up or down to a whole number; also, an additional payment, to be rendered in cash, may also be determined. Also, provision can be made for fractional amounts to be consolidated and/or paid in cash. The bond conditions may also provide for a variable conversion ratio. Under no circumstances may the proportionate amount of share capital of the shares to be received per Partial Bond exceed the nominal amount and issue amount of the individual Partial Bond.

dd) Warrant Bonds

In the event of warrant Bonds being issued, on or more warrants shall be attached to each Partial Bond, which, in accordance with the bond conditions to be determined by the Management Board, shall confer on the holders the right or obligation to subscribe to shares in the Company or contain a put option for the issuer.

The bond conditions may also provide that the warrant price be partially or entirely satisfied by means of the transfer of Partial Bonds and, if applicable, through an additional cash payment. The subscription ratio is determined by dividing the nominal value or an issue price that is below the nominal value of a Partial Bond, by the warrant price determined for one share in the Company. The subscription ratio can be rounded up or down to a whole number; also, an additional payment, to be rendered in cash, may also be determined. Also, provision can be made for fractional amounts to

be consolidated and/or paid in cash. The bond conditions may also provide for a variable subscription ratio. The proportionate amount of share capital of the shares to be received per Partial Bond may not exceed the nominal amount and issue amount of the individual Partial Bond.

ee) Conversion / warrant price

The conversion/warrant price for one share to be determined in each case must equate – including where there is a variable exchange ratio and taking rounded numbers and additional payments into consideration – to at least 80 % of the arithmetic average of the closing prices of the Company's stock in Xetra trading (or a comparable system succeeding it) on the five trading days on the Frankfurt am Main Stock Exchange prior to the date of the final decision by the Management Board on the placement of Bonds or rather on acceptance or allocation by the Company in the context of the placement of Bonds or, if the shareholders are entitled to a subscription right to the Bond, to at least 80 % of the arithmetic average of the closing prices of the Company's stock in Xetra trading (or a comparable system succeeding it) (i) on the days on which the subscription rights are being traded on the Frankfurt am Main Stock Exchange, with the exception of the two final trading days of subscription right trading, or (ii) during the time from the beginning of the subscription period to when the subscription price is definitively determined. The above is without prejudice to Section 9(1) and Section 199 AktG. In the case of Bonds with a conversion or warrant obligation or alternatively a put option on the part of the issuer in relation to the supply of shares, the conversion or warrant price may, as set forth in detail in the bond conditions, amount to at least the aforementioned minimum price (80 %) or equate to the average volume-weighted price of the Company's stock on at least three trading days on the Frankfurt am Main Stock Exchange in Xetra trading (or a comparable system succeeding it) directly before the conversion or warrant price is issued, even if this average price is below the aforementioned minimum price (80 %). The above is without prejudice to Section 9(1) and Section 199 AktG.

As set forth in detail in the bond conditions, it is also possible under the authorisation to provide protection against dilution or make adjustments. A protection against dilution or adjustments can be stipulated in particular for cases of changes in the capital of the Company during the term of the Bonds, but also in relation to dividend payments, the issuing of further convertible/warrant bonds, transformation measures as well as in case of any other events with effects on the value of the conversion or warrant rights that may occur during the term of the Bonds (e.g. acquisition of

control by a third party). A protection against dilution or adjustments can be provided or made especially by granting subscription rights, changing the conversion/warrant price and changing the grant of a cash component.

ff) Authorised capital; treasury shares; cash compensation; replacement authorisation

The bond conditions can provide for or permit that, at the Company's choice, it is also possible to use shares from authorised capital or, in accordance with a relevant separate authorisation of the Management Board by the General Meeting, the Company's treasury shares for the purpose of servicing conversion and warrant rights or conversion and warrant obligations or put options, except the Conditional Capital 2016 to be created in conjunction with this authorisation. The bond conditions can also stipulate or permit that the Company shall not grant shares in the Company to those entitled to conversion or warrant rights or to those with equivalent obligations, but pay the equivalent amount in cash which, according to the more specific details of the bond conditions, corresponds to the average value of the shares in the final auction in Xetra trading (or a comparable successor system) during the last ten to twenty stock exchange days before the declaration or obligation of conversion or option exercise on the Frankfurt Stock Exchange.

On the other hand, the bond conditions may also give the Company the right, on the due date of the Bonds, to either wholly or partially grant the holders or creditors of the Bonds shares in the Company instead of paying the amount due.

gg) Authorisation to determine additional conditions

The Management Board shall be authorised to determine the further details regarding the issuance and structure of the Bonds, in particular the interest rate, the issue price, the term and denomination of the Bonds, the conversion and/or warrant prices and periods, or as the case may be, to determine the aforementioned details in consultation with the corporate bodies of affiliated companies (verbundene Unternehmen) of Wirecard AG pursuant to Sections 15 et seqq. AktG responsible for issuing the Bonds.

c) Creation of a Conditional Capital 2016

The Company's share capital shall be conditionally increased by up to EUR 12,356,558.00 through issuance of up to 12,356,558 new no-par value bearer shares (Conditional Capital 2016). The conditional capital increase services to grant shares to the holders or creditors of Bonds that, pursuant to the authorisation in b) above, are issued by 15 June 2021 by Wirecard AG or an affiliated company pursuant to Sections 15 et seqq. AktG. New shares may be issued only at a conversion and/or warrant price which is in keeping with the requirements of the author-

isation agreed by the General Meeting on June 16, 2016 under item 10 (b) of the agenda.

The conditional capital increase is only to be carried out insofar as the conversion or warrant rights are used or the conversion or warrant obligations are satisfied or shares are served and insofar as no other forms of servicing are used.

The new shares will participate in the profit from the start of the financial year for which, at the time of their creation by virtue of the exercising of conversion or warrant rights or by the satisfaction of conversion or warrant obligations, there has not yet been any resolution taken by the General Meeting about the allocation of the profit.

The Management Board shall be authorised, with the consent of the Supervisory Board, to stipulate the further details of the execution of a conditional capital increase.

The Supervisory Board shall be authorised to adjust the wording of Article 4(1) and (4) of the Articles of Association in accordance with the respective utilisation of the Conditional Capital 2016 and to carry out all other, related adjustments of the Articles of Association that only concern the wording. The same applies in the case of non-utilization of the authorization to issue Bonds after the authorisation period has expired, as well as in the case of non-utilization of the Conditional Capital 2016 after all conversion and warrant periods have expired.

d) Rewording of Article 4(4) of the Articles of Association

**ARTICLE 4 (4) OF THE ARTICLES OF ASSOCIATION
IS REWORDED AS FOLLOWS:**

"The Company's share capital is conditionally increased by up to EUR 12,356,558.00 through issuance of up to 12,356,558 new no-par value bearer shares (Conditional Capital 2016). The conditional capital increase services to grant shares to the holders or creditors or Bonds that, pursuant to the authorisation agreed by the General Meeting of 16 June 2016 in item 10b) of the agenda, are issued by Wirecard AG or an affiliated company pursuant to Sections 15 et seqq. AktG. New shares may be issued only at a conversion and/or warrant price which is in keeping with the requirements of the authorisation agreed by the General Meeting on June 16, 2016 under item 10 (b) of the agenda.

The conditional capital increase is only to be carried out insofar as the conversion or warrant rights are used or the conversion or warrant obligations are satisfied or shares are served and insofar as no other forms of servicing are used.

The new shares will participate in the profit from the start of the financial year for which, at the time of their creation by virtue of the exercising of conversion or warrant rights or by the satisfaction of conversion or warrant obligations, there has not yet been any

resolution taken by the General Meeting about the use of the profit. The Management Board shall be authorised, with the consent of the Supervisory Board, to stipulate the further details of the execution of a conditional capital increase.

The Supervisory Board shall be authorised to adjust the wording of Article 4(1) and (4) of the Articles of Association in accordance with the respective utilisation of the Conditional Capital 2016 and to carry out all other, related adjustments of the Articles of Association that only concern the wording. The same applies in the case of non-utilisation of the authorisation to issue Bonds after the authorisation period has expired, as well as in the case of non-utilisation of the Conditional Capital 2016 after all conversion and warrant periods have expired."

The Management Board has prepared a written report on the reasons for why it should be authorised to exclude the shareholder subscription right under certain circumstances. A copy of the report is included after the section "Further information and instructions regarding the General Meeting".

FURTHER INFORMATION AND INSTRUCTIONS REGARDING THE GENERAL MEETING

Total number of shares and voting rights

On the day on which this General Meeting is called, the Company's nominal capital amounts to EUR 123,565,586.00 and is divided into 123,565,586 bearer shares (no-par value shares). Each share issued grants one vote. At said time, the Company holds no treasury shares.

Prerequisites for attending the General Meeting and exercising the voting right

Only those shareholders are entitled to attend the General Meeting and to exercise the voting rights who have registered with the Company by the close of **9 June 2016** (24:00 h local time at the Company's registered office) at the following address:

*Wirecard AG
c/o Computershare Operations Center
80249 München/Munich
Facsimile: +49 89 30903-74675
Email: anmeldestelle@computershare.de*

and who have delivered to the Company, at the above address and before the above date, proof issued by the custodian institution that they were shareholders of the Company at the beginning of the 21st day prior to the General Meeting, i.e. on **26 May 2016, 00:00 h** (local time at the Company's registered office) ("**Record Date**"). The registration and the record of proof must be in writing (Section 126b German Civil Code (hereinafter "**BGB**") in German or English language.

Significance of the Record Date

In relation to the Company, only persons who have delivered proof that they hold (a) share(s) on the Record Date may attend the General Meeting and exercise their voting rights as shareholders. This means that shareholders having acquired their shares only after the Record Date will not be allowed to attend the General Meeting unless the Company has received, in due time and form, a registration, including proof of the former shareholder's shareholding, and the shareholders concerned have been authorised to attend by the former shareholder or authorised to exercise rights. Shareholders who sell their shares after the Record Date are - provided they register and submit proof of their shareholding on time - nevertheless entitled, in relation to the Company, to attend the General Meeting and to exercise their voting rights; they may also authorise the buyers of their shares to exercise the voting right. The Record Date has no impact on the saleability of the shares.

Shareholders may continue to freely dispose of their shares even after their registration has been completed. The Record Date has no relevance for dividend entitlements.

Procedure for voting by authorised representatives/proxy voting

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

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

Authorisation

The granting and withdrawal of a power of attorney and the provision of evidence of authorisation to the Company shall be in text form (Section 126b BGB) unless the authorisation is granted to a credit institution, a shareholders' association or other persons, institutions or companies of equivalent standing in accordance with Section 135(8) or Section 135(10) in conjunction with Section 125(5) AktG. For the granting of a power of attorney, shareholders may use the form sent to them after their proper registration.

The power of attorney can be granted and withdrawn by both declarations towards the Company and declarations towards the person to be authorised. If the authorisation is declared towards the person to be authorised, evidence of such authorisation shall be provided to the Company in text form. Shareholders and their authorised representatives can send evidence of authorisation or of the withdrawal of the power of attorney to the Company at the address, fax number or email address stated above for registration purposes under "Prerequisites for attending the General Meeting and exercising the voting right". This evidence can also be provided by presenting the power of attorney at the entrance desk on the day of the General Meeting. The authorisation may also still be granted after the shareholder's registration for the General Meeting.

Any authorisation of credit institutions, shareholders' associations or other institutions, companies or persons of equivalent standing in accordance with Section 135(8) AktG or Section 135(10) in conjunction with Section 125(4) AktG shall be subject to the special statutory provisions set out in Section 135 AktG. Exceptions to the rule concerning the text form requirement may therefore be applicable. However, it is possible that the institutions or persons who are to be authorised request a special form of the power of attorney because according to Section 135 AktG they must record the power of attorney in a verifiable manner. We therefore recommend a timely agreement with the recipients of the power of attorney concerned with regard to the relevant form and procedure of authorisation. The shareholder's personal attendance at the General Meeting will be automatically deemed a revocation of the authorisation previously granted to a third person.

Representation of voting rights by proxies bound by instructions and appointed by the Company

The Company offers its shareholders the possibility of authorising proxies who have been appointed by the Company, but are bound by the shareholders' instructions to exercise their voting rights, already before the General Meeting. A timely registration and proof of shareholding, as described above under "Prerequisites for attending the General Meeting and exercising the voting right", are required in this case as well. Our proxies are only allowed to cast their votes in compliance with the instructions given. For this reason, it is absolutely necessary to give them instructions on the exercise of the voting right. It should be noted that proxies can, therefore, exercise the voting right only with regard to items on the agenda in respect of which you have given instructions and that the proxies can accept instructions as to procedural motions neither before nor during the General Meeting. It is also impossible to give instructions as to requests to speak, objections to be filed against resolutions of the General Meeting or questions to be asked or motions to be filed.

If you wish to authorise one of our proxies, please use the proxy and voting instructions form which you will receive together with the admission card following your due registration. Please send the proxy form with the corresponding instructions - as well as any subsequent changes and a revocation - in such a timely manner that the Company will receive it no later than 15 June 2016, 18:00 h (local time at the Company's registered office) at the address, fax number or email address indicated above for registration purposes under "Prerequisites for attending the General Meeting and exercising the voting right". On the day of the General Meeting, proxies and voting instructions for the proxy holders appointed by the Company can be issued, and changed or revoked in text form, also at the entrance and exit desks at the General Meeting. The personal attendance of a shareholder or an authorised third party at the General Meeting will be automatically deemed a revocation of the authorisation previously granted to the Company's proxies.

Shareholders' rights under Section 122(2), Section 126(1), Section 127 and Section 131(1) AktG

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

Pursuant to Section 122(2) AktG, shareholders whose shares amount in aggregate to not less than an amount of the share capital corresponding to EUR 500,000.00 (equivalent to 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 reasons or a draft proposal for 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 the close of **16 May 2016** (24:00 h local time at the Company's registered office).

Please send corresponding requests to the following address:

*Wirecard AG
Management Board
Attn. Investor Relations
Einsteinring 35
85609 Aschheim*

Persons filing the request shall provide evidence showing that they have held the shares for a period of at least three months before the day of the receipt of the request and that they will hold the shares until a decision has been made by the Management Board on the request. If not previously announced with the notice calling the General Meeting, additions to the agenda that are required to be announced are published without delay upon receipt of the corresponding request in the same manner as the notice calling the Meeting.

Counter-motions and shareholders' nominations for elections according to Section 126(1) and Section 127 AktG

Jeder Aktionär der Gesellschaft hat das Recht, der Gesellschaft GegenEach shareholder of the Company is entitled to send to the Company motions counter to a proposal of the Management Board and/or the Supervisory Board as to a specific item on the agenda or nominations for elections of members of the Supervisory Board or auditors.

The Company shall make counter-motions within the meaning of Section 126 AktG and nominations for elections within the meaning of Section 127 AktG, including the name of the shareholder, the reasons and any comments by the management accessible on the Company's website at <http://www.wirecard.de> (there in the "Investor Relations" section under "Annual General Meeting") if the Company has received them at least 14 days prior to the Meeting, i.e. by the close of **1 June 2016** (24:00 h local time at the Company's registered office), under the address stipulated below and the remaining prerequisites for a corresponding publication obligation pursuant to Section 126 AktG and Section 127 AktG are fulfilled:

*Wirecard AG
Investor Relations
Einsteinring 35
85609 Aschheim
Facsimile: +49 89 4424 1700
Email: hauptversammlung@wirecard.com*

Counter-motions or nominations for elections sent to any other address or received late will not be considered. Counter-motions must be published only if they include a statement of reasons. Nominations for elections do not have to be justified, but do not need to be published, if the proposal does not include the information required under stock corporation law by Section 124(3) sent. 4 AktG and Section 125(1) sent. 5 AktG (name, exercised profession and place of residence of the auditor or candidate for the Supervisory Board as well as, in case of the proposal of Supervisory Board candidates, additional information on their membership on other supervisory boards to be constituted by law). In the cases set out in Section 126(2), (3) and Section 127 AktG, the Company may furthermore abstain from making a counter-motion or nomination accessible.

We would like to point out that counter-motions or nominations for elections will be put to the vote at the General Meeting only if they are filed or submitted at the Meeting. The right to file counter-motions concerning items of the agenda or to submit nominations for elections during the General Meeting shall exist irrespective of whether such counter-motions or nominations have been transmitted to the Company in advance.

Shareholder's right to information in accordance with Section 131(1) AktG

Upon request, the Management Board shall provide each shareholder with information at the General Meeting about the Company's affairs, including the legal and business relationships to affiliated companies as well as about the situation of the Group and the companies included in the consolidated financial statements if and to the extent that such information is necessary for a proper assessment of an item of the agenda and there is no right to refuse information pursuant to Section 131(3) AktG. Pursuant to Article 19(2) of the Company's Articles of Association, the chairman of the Meeting is authorised to reasonably limit a shareholder's time to speak and to ask questions.

Publications on the Company's website (Section 124a AktG)

This notice of the General Meeting, the documents to be made available to the General Meeting, motions by shareholders, additional explanations as to the rights under Sections 122(2), 126(1), 127, 131(1) AktG as well as further information on granting of authorisation and proxy will also be accessible on the Company's website at <http://www.wirecard.de> (there in the "Investor Relations" section under "Annual General Meeting") as of the time when the General Meeting is called.

REPORT BY THE MANAGEMENT BOARD ON ITEM 10 OF THE AGENDA

Report by the Management Board to the General Meeting on item 10 of the agenda with regard to the exclusion of the subscription right when issuing convertible Bonds and/or warrant Bonds participation rights and/or profit participating Bonds (or combinations of such instruments) according to Section 221(4) sent. 2 in conjunction with Section 186(4) sent. 2 AktG

Concerning item 10 of the agenda of the General Meeting to be held on 16 June 2016, the Management Board and the Supervisory Board propose to cancel the existing authorisation from the year 2012 to issue convertible bonds and/or warrant bonds as well as the corresponding Conditional Capital 2012 and to replace them with a new authorisation and a new conditional capital (Conditional Capital 2016). The new authorisation to issue convertible Bonds and/or warrant Bonds or participation rights and/or profit participating Bonds (or combinations of such instruments) once again also provides for the authorisation to exclude the subscription right. Pursuant to Section 221(4) sent. 2 in conjunction with Section 186(4) sent. 2 AktG, the Management Board submits to the General Meeting the following report concerning item 10 of the agenda with regard to the reasons of the authorisation to exclude the subscription right:

1. Initial situation

The General Meeting of 26 June 2012 authorised the Management Board under item of the agenda to issue warrant and/or convertible bonds in a total nominal amount of up to EUR 300,000,000.00 until 25 June 2017 and to grant the holders or creditors of such bonds option or conversion rights to shares in the Company up to a pro rata amount of EUR 25,000,000.00 in total. To service the warrant and conversion rights arising from these bonds, the same General Meeting resolved on a Conditional Capital 2012 in the amount of EUR 25,000,000.00 (equal to about 22.32 % of the then existing share capital) (Article 4(4) of the Articles of Association). The Authorisation 2012 provides, inter alia, for the possibility, in accordance with Section 221(4) sentence 2 in conjunction with Section 186(3) sent. 4 AktG, of excluding the shareholders' subscription right when issuing bonds with conversion and/or option rights against cash payment if the issue price of the bonds does not fall substantially short of the hypothetical market value and the Debentures grant or impose conversion or option rights for shares not exceeding 10 % of the share capital existing at that time. This 10 % cap shall include both new shares issued after the beginning of 26 June 2012 with a facilitated exclusion of the subscription right according

to Section 186(3) sent. 4 AktG and own shares sold after this date by excluding the subscription right according to § 186(3) sent. 4 AktG.

The Authorisation 2012 has not been used so far. However, in February 2014 the Company implemented a cash capital increase from the authorised capital resolved upon by the same General Meeting on 26 June 2012 amounting to EUR 11,198,345.00 (equal to about 10 % of the former share capital) with the shareholders' subscription right being excluded according to Section 186(3) sent. 4 AktG. Therefore, due to the aforementioned inclusion rule, the authorisation for a facilitated exclusion of the subscription right has been exhausted also with regard to the issue of bonds with conversion and/or option rights or conversion and/or option obligations.

To provide the company with the flexibility required to issue bonds in the future, the existing Authorisation 2012 shall be cancelled and replaced with a new authorisation to issue convertible and/or warrant bonds, which again provides for an authorisation for a facilitated exclusion of the subscription right according to Section 221 (4) sent. 2 in conjunction with Section 186 (3) sent. 4 AktG, and the Conditional Capital 2012 shall be replaced by a new Conditional Capital 2016. As part of this, the nominal amount of the bonds to be issued under the authorisation shall remain EUR 300,000,000.00, the volume of the new Conditional Capital 2016 to be created to service the bonds shall be adjusted to current conditions and total only EUR 12,356,558.00 (which equates to 10 % of the current share capital).

2. Advantages of such financing instruments

Adequate capital resources constitute an essential requirement for the Company's business development. The proposed authorisation to issue Bonds shall make it possible for the Company to use attractive financing opportunities in a flexible and timely manner. This shall enable the Company to use, apart from the typical means of borrowed capital (bank loans) and equity capital, also the instrument of Bonds for the purpose of financing acquisitions and other expansions of its business thereby being in a position to address different groups of investors in order to select, in the interest of the shareholders, the most suitable financing instrument in the relevant market situation in relation to the possibilities of placement and achievable prices. Furthermore, the Company can provide for a conversion or warrant obligation or a put option of the issuer and service the Bonds by offering treasury shares, offering shares from authorised capital or making a cash payment thereby extending the leeway for such financing instruments.

For reasons of flexibility, the Company acting through affiliated companies (verbundene Unternehmen) within the meaning of Sections 15 et seqq. AktG shall also be able to use German or international capital markets, depending on the market situation, and to issue the Bonds also in the statutory currency of an OECD country, apart from euro.

3. Conversion or warrant price

The conversion or warrant price shall not fall short of a minimum issue amount, whose calculation basis is precisely specified. In each case, the calculation shall be based upon the stock exchange price of the Wirecard share at the time when the Bond is placed or in the case of a conversion or warrant obligation or a put option, if any, alternatively upon the stock exchange price of the Wirecard share at the time when the conversion/warrant price is determined as more closely specified in the bond conditions.

The conversion/warrant price may be adjusted in specific cases as more closely specified in the bond conditions in order to provide protection against dilution in accordance with the authorisation. A protection against dilution or adjustments can be stipulated in particular for cases of changes in the capital of the Company during the term of the Bonds, but also in relation to dividend payments, the issuing of further convertible/warrant bonds, transformation measures as well as in case of any other event with effects on the value of the conversion or warrant rights that may occur during the term of the Bonds (e.g. acquisition of control by a third party). A protection against dilution or adjustments can be provided or made especially by granting subscription rights, changing the conversion/warrant price and changing the grant of a cash component.

4. Subscription right and exclusion of subscription right

The shareholders shall, in principle, have a subscription right when Bonds of this type are issued (Section 221(4) in conjunction with Section 186(1) AktG). The Management Board may also use the possibility to issue the Bonds to a credit institution or the members of a consortium of credit institutions or companies deemed equivalent to them according to Section 186(5) sent. 1 AktG with the obligation to offer the Bonds to the shareholders in line with their subscription right (indirect subscription right within the meaning of Section 186(5) AktG). This is no restriction on the shareholders' subscription right. The shareholders are finally granted the same subscription rights as in case of a direct subscription. For reasons of technical processing, only one or several credit institutions or companies deemed equivalent to them will be involved in the processing.

THE MANAGEMENT BOARD CAN, HOWEVER, WITH THE CONSENT OF THE SUPERVISORY BOARD, EXCLUDE THE SHAREHOLDERS' SUBSCRIPTION RIGHT IN SPECIFIC CASES:

(i) Exclusion of the subscription right for fractional amounts resulting from the subscription ratio

The authorisation to exclude the subscription right for fractional amounts serves the purpose that, with regard to the amount of the respective issue, a practical subscription relationship can be presented. The value of the fractional amounts is, as a rule, low for each

shareholder and thus the potential dilution effect is to be considered insignificant as well. However, the expenditure involved in an issue without such an exclusion is substantially larger. The exclusion serves the feasibility and facilitated execution of an issue. Therefore, the Management Board and the Supervisory Board deem the potential exclusion of the subscription right for fractional amounts to be objectively justified and appropriate by considering the shareholders' interests. The Bonds excluded from the shareholders' subscription right as free peaks are sold in the best possible way for the Company either by sale via the stock exchange or in any other manner.

(ii) Exclusion of the subscription right in favour of the holders or creditors of previously issued warrant rights or conversion rights or corresponding obligations

It shall also be possible to exclude the shareholders' subscription right insofar as necessary in order to grant holders or creditors of warrant or conversion rights or warrant or conversion obligations under previously issued Bonds a subscription right to the same extent as they would be entitled to as shareholders after exercising these rights or satisfying these obligations. The customary exclusion of the subscription right in favour of the holders or creditors of previously issued Bonds has the advantage that the warrant or conversion price for the previously issued Bonds regularly provided with an anti-dilution mechanism, e.g. in capital measures, does not need to be reduced. It is thereby possible to place the Bonds in several tranches in a more attractive way allowing a higher cash inflow for the Company on the whole. Therefore, this case of the exclusion of the subscription right is also in the interest of the Company and its shareholders.

(iii) Facilitated exclusion of the subscription right by analogous application of Section 186(3) sent. 4 in conjunction with Section 202(4) sent. 2 AktG

The Management Board shall furthermore be authorised, by analogous application of Section 186(3) sent. 4 AktG, to exclude the subscription right with the consent of the Supervisory Board when issuing Bonds against cash payment, if the issue price of the Bonds is not significantly below their market value. This may be appropriate to place a Bond quickly and flexibly on the market on attractive conditions. As stock markets may be volatile, the achievement of an as advantageous issue result as possible will increasingly depend on whether it is possible to respond to market trends in the short term. Favourable conditions which are, as far as possible, related to the market can, as a rule, be stipulated only if the Company is not bound by them for a too long offer period. When issuing subscription rights, a substantial markdown is, as a rule, required to ensure the chances of success of the issue over the entire offer period. Section

186(2) AktG does in fact permit a publication of the subscription price (and thus the conditions of these warrant and convertible bonds) by no later than three days before the end of the subscription period. In view of the volatility on the stock markets, there is, however, also a market risk over several days, which leads to markdowns when stipulating the conditions for the bonds. The alternative placement with third parties is also in danger or associated with additional expenses when granting a subscription right owing to the uncertainty concerning its exercise (subscription behaviour). Ultimately, granting a subscription right will inhibit the Company from promptly responding to a change in the market conditions due to the length of the subscription period, which may result in a less favourable capital procurement for the Company.

The interests of the shareholders are safeguarded by issuing the Bonds at a price that is not significantly below the market value. It is thereby ensured that a significant financial dilution of the value of the shares will be prevented. Whether such a dilution effect will occur when issuing corresponding Bonds with conversion or warrant rights or obligations as well as put options, free of subscription rights, can be determined by calculating the hypothetical market value of the Bonds according to recognised, in particular financial mathematical, methods and comparing it with the issue price. If, following a due and proper examination, this issue price is only insignificantly below the hypothetical stock exchange price (market value) at the time when the Bonds are issued, an exclusion of subscription rights is permitted according to the sense and purpose of the provision set out in Section 186(3) sent. 4 AktG owing to the only insignificant deduction. When fixing the price by taking into account the relevant situation on the capital market, the management will keep the discount on this market value as small as possible. Thus, the calculated market value of a subscription right will be low so that the shareholders cannot suffer any significant financial disadvantage from the exclusion of the subscription right.

A stipulation of conditions similar to those available on the market and thus an avoidance of a significant value dilution can also be effected by the Management Board using a so-called book-building process. In this process, investors are requested to submit purchase applications on the basis of provisional bond conditions by specifying, for example, the interest rate deemed fair and/or other economic components. At the end of the book-building period, conditions that have not been stipulated so far, e.g. the interest rate, are fixed on the basis of the purchase applications submitted by investors taking into account the market situation according to the principle of supply and demand. The aggregate value of the Bond is thereby determined in relation to the market situation. Such book-building process allows the Management Board to also ensure that the value of the share will not be significantly diluted by excluding the subscription right.

Furthermore, it is also possible for the shareholders to maintain their share in the Company's share capital on approximately the same conditions by acquiring shares via the stock exchange. Their financial interests are thereby safeguarded. The authorisation to exclude the subscription right on facilitated terms pursuant to Section 221(4) sent. 2 in conjunction with Section 186(3) sent. 4 AktG shall apply only to Debentures with rights and obligations to acquire shares in a pro rata amount of the share capital which in total may not exceed 10 % at the time when this authorisation comes into effect and - insofar as this amount is lower - at the time when this authorisation is exercised.

This limit shall include shares issued or sold in direct or analogous application of Section 186(3) sent. 4 AktG during the term of this authorisation up to the time of it being exercised. Furthermore, this limit shall also include shares to be issued or granted on the basis of a convertible or warrant bond issued during the term of this authorisation with a facilitated exclusion of subscription rights in accordance with Section 186(3) sent. 4 in conjunction with Section 221(4) sent. 2 AktG. Counting said shares towards the limit is done in the shareholders' interest in having their holdings diluted as little as possible.

(iv) Bonds against contributions in kind

Bonds may also be issued against contributions or payments in kind provided this is in the interest of the Company. In this case, the Management Board is also authorised - with the consent of the Supervisory Board - to exclude the subscription right. This shall allow the Company, inter alia, to use the Bonds as an acquisition currency for buying, in suitable specific cases, such contributions or benefits in kind against the transfer of such financial instruments within the scope of mergers of companies or for the acquisition (including an indirect acquisition) of companies, establishments, divisions, shareholdings or other assets or claims for the acquisition of assets, including receivables against the Company or its affiliated companies within the meaning of Sections 15 et seqq. AktG. This authorisation makes it possible to quickly and flexibly use advantageous opportunities on the national and international market for an expansion of the Company by issuing Bonds in the interest of the Company and its shareholders. In contrast to a cash payment, the issue of Bonds will save the Company's liquidity thus often being the more favourable form of financing. The Management Board is also entitled to grant holders of receivables against the Company or its affiliated companies within the meaning of Sections 15 et seqq. AktG Bonds of the Company, either wholly or partially, instead of a payment of money. This will provide the Company with additional flexibility for implementing measures intended to improve the capital structure.

The management will carefully review on a case-by-case basis whether it should make use of the authorisation once the acquisition opportunities materialise. It will exclude the shareholders' subscription right only when such an exclusion is in the best interest of the Company.

The authorisations to exclude the subscription right as described under (i) to (iv) above are limited to the extent that they only apply to Bonds for shares with a calculated share in the share capital that may not exceed 20 % of the share capital at the time when this authorisation takes effect in total. This 20 % limit shall include shares which (i) are issued or sold during the term of this authorisation by excluding the subscription right against a contribution in cash and/or in kind, or (ii) are to be issued due to a convertible or warrant bond issued during the term of this authorisation on the basis of another authorisation by excluding the subscription right. When considering all these facts and circumstances, the authorisation to exclude subscription rights is, to the extent described, necessary, suitable and reasonable as well as required in the interest of the Company.

5. Conditional Capital, other options

The proposed Conditional Capital 2016 serves the purpose of servicing the conversion and/or warrant rights, conversion and/or warrant obligations or put options associated with the convertible Bonds and/or warrant Bonds.

The bond conditions can stipulate or permit that it is also possible to optionally use shares from authorised capital or, in the event of a relevant separate authorisation of the Management Board by the General Meeting, the Company's treasury shares for the purpose of servicing conversion and warrant rights or conversion and warrant obligations or in relation to put options. This option allows the Company to also use previously existing shares or other capital measures to service the Bonds thereby increasing the Company's flexibility. Furthermore, the bond conditions may require that the number of shares to be granted upon the exercise of the conversion or warrant rights or upon compliance with corresponding obligations or an exchange ratio in this respect be variable and rounded up or down to a whole number

The bond conditions can also stipulate or permit that the Company shall not grant shares of the Company, but pay the equivalent amount in cash which, according to the more specific details of the bond conditions, corresponds to the average value of the shares in the final auction in XETRA trading (or a comparable successor system) during the last ten to twenty stock exchange days before the declaration or obligation of conversion or option exercise on the Frankfurt Stock Exchange. The Company can use such virtual Bonds to obtain finance on terms which

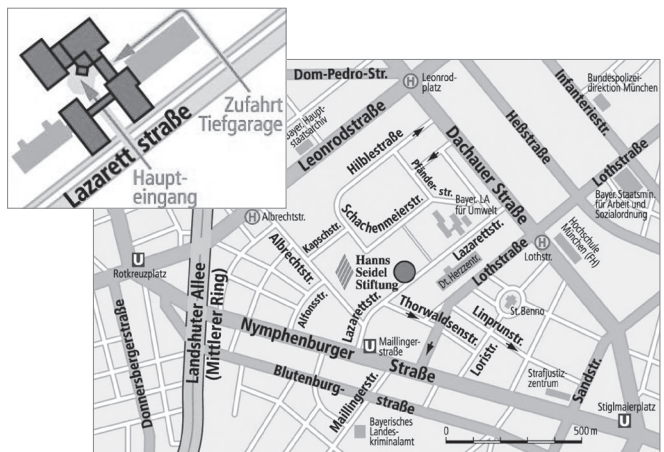
are similar to those available on the capital market without a real capital measure subject to company law actually having to be carried out. This measure takes into account the fact that an increase in the share capital may potentially be unwelcome at a future time when the Bonds are exercised or corresponding obligations are satisfied. Apart from that, by using the possibility of cash payment, shareholders are protected against a reduction in their participation ratio as well as against a dilution of the value of their shares because no new shares are being issued. On the other hand, the bond conditions may also give the Company the right to grant the holders or creditors of the Bonds on the due date of the Bonds, either wholly or partially, shares in the Company instead of paying the amount due.

The Management Board will inform the General Meeting of any exercise of the authorisation

Aschheim, May 2016

Wirecard AG
The Management Board

PLEASE FIND BELOW
THE ROUTE PLAN



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INVESTOR RELATIONS

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You will find information on dates as well as our downloadable annual report in the Investor Relations section of our website www.wirecard.com.

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