



Detailed explanation of shareholders' rights

(pursuant to Section 122 (2), Section 126 (1), Section 127, Section 131 (1) of the German Stock Corporation Act (AktG))

The convocation of the Annual General Meeting contains information on shareholders' rights pursuant to Section 122 (2), Section 126 (1), Section 127, Section 131 (1) of the German Stock Corporation Act (AktG). The following details provide further explanations.

1. Supplementary amendments to the Agenda as motioned by a minority, pursuant to Section 122 (2) of the German Stock Corporation Act (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

Pursuant to Section 122(2) and (1) sent. 3 AktG in the version valid until 30 December 2015¹ in conjunction with Section 142 (1) sent. 2 AktG 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.

The provisions of the German Stock Corporation Act (AktG) or the Transitional Provision to the Stock Corporation Act Amendment 2016 (EGAktG) underlying these shareholders' rights read as follows:

Section 122 German Stock Corporation Act (AktG) (version valid until 30 December 2015) Convening a meeting at the request of a minority (excerpts)

¹ The Law on Amending the German Stock Corporation Act ("2016 Amendment of the Stock Corporation Act") passed by the German Parliament (*Bundestag*) on November 12, 2015, entered into force on December 31, 2015. However, according to the transitional provisions, the amendments to Section 122 of the German Stock Corporation Act (AktG) do not yet apply for the Annual General Meeting of Wirecard AG to be held on June 16, 2016.



(1) A shareholders' meeting shall be called if shareholders whose combined shareholdings amount to at least one-twentieth of the share capital request such meeting in writing, stating the purpose and the reasons of such meeting; such request shall be addressed to the managing board. The articles may provide that the right to request a shareholders' meeting shall require another form and the holding of a lower portion of the share capital. Section 142, Subsection 2, Sentence 2, shall apply mutatis mutandis.

(2) In the same manner, shareholders whose combined shareholdings amount to at least one-twentieth of the share capital or a proportionate ownership of at least €500,000 may request that items be placed on the agenda and be published. Each new item must be accompanied by a reason or a proposed resolution. The request within the meaning of sentence 1 must be received by the company no later than 24 days, in the case of stock exchange listed companies no later than 30 days, prior to the meeting, excluding the day of receipt.

Section 26h Transitional Provision to the Stock Corporation Act Amendment 2016 (EAGAktG) (excerpts)

(4) Section 122 of the Stock Corporation Act as amended by the Stock Corporation Act Amendment 2016 of December 22, 2015, (Federal Law Gazette, I p. 2565) is to be applied for the first time to requests to convene general meetings and supplemental motions, which are received by the Company on June 1, 2016. With supplementary motions that are received by the Company prior to June 1, 2016, Section 122 shall continue to be applied in the version applicable up until December 30, 2015.

Section 142 German Stock Corporation Act (AktG) Appointment of special auditors (excerpts)

(2) [...] The petitioners shall furnish evidence that they have been holders of such shares for not less than three months prior to the date of the shareholders' meeting and that they will hold the shares until the decision on the petition.

2. Counter-motions and election proposals pursuant to Section 126 (1) and Section 127 of the German Stock Corporation Act (AktG)

Each 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 share-holder, the reasons and any comments by the management accessible on the Company's web-site 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.

The provisions of the German Stock Corporation Act (AktG) underlying these shareholders' rights which also specify, under which conditions countermotions and election proposals need not be made accessible, read as follows:

Section 126 Motions by shareholders

(1) Motions by shareholders, including the shareholders' name, supporting information and, if any, management's position shall be made available to the eligible persons referred to in Section 125, (1) through (3) under the conditions specified therein, provided that the shareholder transmitted to the company at least 14 days prior to the meeting a counterproposal to a proposal of the managing board and the supervisory board regarding a specific item on the agenda, together with supporting information, to the address designated for this purpose in the shareholders' meeting notice. The day of receipt shall not be counted. In the case of stock exchange listed companies, the required accessibility shall be provided over the website of the company. Section 125 (3) shall apply mutatis mutandis.

(2) A countermotion and its reason need not be made accessible if:

- 1. the managing board would by reason of such accessibility become criminally liable,*
- 2. the countermotion would result in a resolution of the Annual Meeting of the Shareholders in violation of applicable law or the Articles of Incorporation,*
- 3. main points of the reason obviously contain false or misleading or insulting statements,*
- 4. a countermotion of the shareholder relating to the same subject matter has already been made accessible to an Annual Meeting of the Shareholders pursuant to Section 125,*



5. *the same countermotion of the shareholder with materially the same reason has already been made accessible to at least two of the Annual Meetings of the Shareholders of the Company in the past five years pursuant to Section 125 and less than one twentieth of the share capital represented at the Annual Meeting of the Shareholders voted in its favor,*
6. *the shareholder indicates that he will not attend or be represented at the Annual Meeting of the Shareholders, or*
7. *in the past two years at two Annual Meetings of the Shareholders, the shareholder notified the Company of a countermotion but did not present that countermotion and did not have it presented.*

The reason need not to be made accessible if it is longer than 5,000 characters in total.

(3) If several shareholders make counterproposals for resolution with respect to the same subject matter, the managing board may combine such counterproposals and the respective supporting information.

Section 127 Election proposals by shareholders

Section 126 shall apply mutatis mutandis to a proposal by a shareholder for the election of members of the supervisory board or independent auditors. Such election proposal need not be supported by a reason. The managing board need not make such election proposal accessible if the proposal fails to contain information pursuant to Section 124 (3) Sentence 4, and Section 125 (1) Sentence 5. Regarding nominations made by shareholders for the election of supervisory board members of listed companies, to which the Co-Determination Act (Mitbestimmungsgesetz), the Coal, Iron and Steel Co-Determination Act (Montan-Mitbestimmungsgesetz) or the Co-Determination Amendment Act (Mitbestimmungsergänzungsgesetz) apply, the management board has to add the following information:

1. *reference to the requirements pursuant to Section 96 (2),*
2. *statement whether there has been an objection to the overall fulfilment pursuant to Section 96, Subsection 2, Sentence 3 and*
3. *statement how many seats in the supervisory board need to be occupied by women and men respectively to comply with the requirements pursuant to Section 96 (2) Sentence 1.*

Section 124 Publication of requests for additions to the agenda; proposals for resolutions (excerpts)

(3) For each agenda item on which the Annual Shareholders' Meeting is to decide in the form of a resolution, the Executive and Supervisory Boards shall make proposals in the notification, whereas with respect to the nomination of Supervisory Board members and auditors only the Supervisory Board shall make proposals. With regard to companies in terms of Section 264d of the German Commercial Code (HGB), a proposal by the Supervisory Board to nominate an auditor must be supported by the audit committee's recommendation. Sentence 1 shall not apply if the Annual Shareholders' Meeting is bound to certain nominations when Supervisory Board members are voted for as per Section 6 of the German Codetermination Act (Montan-Mitbestimmungsgesetz) or



if the resolution item has been included in the agenda due to a motion by a minority. Proposals to nominate Supervisory Board members or auditors must state the nominees' names, occupations and domiciles. If the Supervisory Board must also be comprised of members representing the Company's employees, then Supervisory Board resolutions on proposals to nominate Supervisory Board members only require a majority of votes of the Supervisory Board members representing the shareholders; Section 8 of the German Codetermination Act remains unaffected.

Section 125 Communications to shareholders and supervisory board members (excerpts)

(1) [...] In the case of stock exchange listed companies, any proposal for the election of supervisory board members must be accompanied by details on the membership in other supervisory boards whose establishment is required by law; details on their membership in comparable domestic and foreign controlling bodies of business enterprises should also be provided.

3. Right to obtain information pursuant to Section 131 (1) of the German Stock Corporation Act (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.

The provisions of the German Stock Corporation Act (AktG) underlying these shareholders' rights which also determine under which circumstances this information need not be provided, read as follows:

Section 131 Shareholders' right to obtain information

(1) Each shareholder shall upon request be provided with information at the shareholders' meeting by the managing board regarding the company's affairs, to the extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda. The duty to provide information shall also extend to the company's legal and business relations with any affiliated enterprise. If a company makes use of the simplified procedure pursuant to Section 266 (1) Sentence 3, Section 276 or Section 288 of the German Commercial Code (HGB), each shareholder may request that the annual financial statements be presented to him / her at the shareholders' meeting on such annual financial statements in the form they would take without these simplifications. The duty of the managing board of a parent company (Section 290 (1) and (2) of the German Commercial Code (HGB)) to provide information at the shareholders' meeting at which the consolidated financial statements and management report of these statements are presented also extends to the position of the consolidated group and any enterprises included in the consolidated financial statements.

(2) The information provided shall comply with the principles of conscientious and accurate accounting. The articles or the bylaws pursuant to Section 129 may authorize the chairman of the meeting to reasonably limit a shareholder's time to speak and ask questions and may provide relevant details in this connection.



(3) The managing board may refuse to provide information

- 1. if, according to a reasonable business judgment, disclosing the information is likely to result in material disadvantage to the Company or one of its subsidiaries;*
- 2. that relates to the estimation of amounts for tax purposes or the amounts of individual taxes;*
- 3. concerning the difference between the amounts at which items are entered in the year-end balance sheet and any higher value of those items, unless the shareholders' meeting is to approve the annual financial statements;*
- 4. concerning accounting and valuation methods, if the information on these methods given in the notes to the financial statements is sufficient to provide a view of the actual situation of the Company's financial position, liquidity and capital resources, and profitability in accordance with Section 264 (2) of the German Commercial Code (Handelsgesetzbuch); the foregoing shall not apply if the shareholders' meeting is to approve the annual financial statements;*
- 5. the managing board would by become criminally liable for providing such information;*
- 6. insofar as, in the case of a credit institution or financial services institution, information need not be given on methods of accounting and valuation applied and setoffs made in the annual financial statements, management's discussion and analysis thereof, consolidated financial statements or management's discussion and analysis thereof;*
- 7. if the information is fully accessible on the Company's Internet website for at least seven days before the beginning of the Annual Meeting of the Shareholders and is also accessible during the Annual Meeting.*

The information may not be refused for any other reasons.

(4) If information has been provided to a shareholder outside the shareholders' meeting by reason of his / her status as a shareholder, such information shall upon request be provided to any other shareholder at the shareholders' meeting, even if such information is not necessary to permit a proper evaluation of an item on the agenda. The managing board may not refuse to provide such information on the grounds of Section 131 (3) Sentence 1, no. 1 through 4. Sentences 1 and 2 shall not apply if a subsidiary (Section 290 (1) and (2) of the German Commercial Code (HGB)), a joint venture (Section 310 (1) of the German Commercial Code (HGB)) or an associated company (Section 311 (1) of the German Commercial Code (HGB)) provides information to a parent company (Section 290 (1) and (2) of the German Commercial Code (HGB)) for the purpose of inclusion of the company in the consolidated financial statements of the parent company and such information is needed for such purposes.

(5) A shareholder who has been denied information may request that his / her query and the reason for which the information was denied be recorded in the minutes of the meeting.

Section 19 of the Articles of Association (excerpts)



(2) The Chairman shall chair the discussions and determine the order in which the items on the agenda are dealt with, as well as the form of voting.

The Chairman can limit the right of the shareholders to speak and ask questions to a reasonable amount of time; in particular the Chairman can reasonably lay down the timeframe of the course of the meeting, the debate about the individual items on the agenda as well as the individual speeches and questions.