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## **Invitation**

**to the Annual General Meeting**

**of**

**Wirecard AG**

**headquartered in Grasbrunn, Germany**

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

**ISIN: DE0007472060**

We hereby invite the shareholders of our Company to the Annual General Meeting scheduled to be held at *Haus der Bayerischen Wirtschaft*, Max-Joseph-Strasse 5, 80333 Munich at 10:00 a.m. on June 17, 2010.

### **I. Agenda**

- 1. Presentation of the adopted annual financial statements, the approved consolidated financial statements as at December 31, 2009, the management reports for the Company and for the Group, the Supervisory Board report, and the explanatory report by the Management Board on the disclosures of relevance for takeover purposes for the fiscal year 2009.**
- 2. Resolution on the appropriation of the accumulated profits for fiscal 2009 (Bilanzgewinn)**

Of the accumulated profits for the fiscal year 2009, EUR 0.09 is to be paid out per no-par-value share entitled to a dividend. Accordingly, the Management Board and Supervisory Board propose to appropriate the accumulated profits for 2009, amounting to EUR 13,662,170.02, as follows:

1. Payout of a dividend of EUR 0.09 per no-par-value share entitled to a dividend, i.e. a total amount of EUR 9,162,282.51;
2. An amount of EUR 4,499,887.51 is to be carried forward to new account.

**3. Vote on a resolution formally approving the actions of the members of the Board of Directors during fiscal 2009**

The Management Board and Supervisory Board propose that formal approval be granted for the actions of the members of the Management Board during the fiscal year ending on December 31, 2009.

**4. Vote on a resolution formally approving the actions of the members of the Supervisory Board during the fiscal year 2009**

The Management Board and Supervisory Board propose that formal approval be granted for the actions of the members of the Supervisory Board during the fiscal year ending on December 31, 2009.

**5. Resolution on approval of the remuneration system**

The “Act concerning the Appropriateness of Management Board Remuneration” (Gesetz zur Angemessenheit der Vorstandsvergütung - VorstAG), which entered into force on August 5, 2009, enables a resolution to be adopted at the annual general meeting on the approval of the remuneration system for management board members (Sec. 120 para. 4) of the German Stock Corporations Act - *Aktiengesetz*). This possibility is to be utilized.

The resolution relates to the system for fixing Management Board remuneration currently in force and presented in detail in the remuneration report. The remuneration report is published in the 2009 Annual Report as part of the management report.

The Management Board and Supervisory Board propose that the system in use for the remuneration of Management Board members be approved.

**6. Vote on resolution for fresh elections to the Supervisory Board**

Supervisory Board member Stefan Klestil was appointed a member of the Supervisory Board in terms of a ruling handed down by the Munich Local Court on December 1, 2009. His term of office ends once a Supervisory Board member is appointed at the Annual General Meeting. In accordance with Sec. 96 para. 1 (101) para. 1 of AktG and Sec. 9 (1) of the Company by-

laws, the Supervisory Board consists of three members, all of whom are elected at the Annual General Meeting.

The Supervisory Board proposes that:

**Mr. Stefan Klestil**, Vienna, Austria;

- Managing Director of Stefan Klestil Beratungs- & Beteiligungs GmbH

be appointed for the period until the end of the Annual General Meeting at which the discharge for fiscal 2014 is adopted.

In electing the Supervisory Board members, the Annual General Meeting is not bound by the election proposals. The elections are to be carried out in the form of individual elections.

The current Chairman of the Supervisory Board, Mr. Wulf Matthias, member of the Board of Directors of Credit Suisse Deutschland AG, has the necessary special expertise required pursuant to Sec. 100 para. 5 of AktG in the field of accounting and is therefore planned to assume the position of Financial Expert on the Supervisory Board.

Further particulars on the persons proposed as members of the Supervisory Board are provided under item II.2 of this invitation.

## **7. Election of an auditor and Group auditor for the fiscal year 2010**

The Supervisory Board proposes that the following resolution be adopted:

RP RICHTER GmbH Wirtschaftsprüfungsgesellschaft, Munich, and Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, likewise of Munich, are jointly appointed as auditors of the individual and consolidated financial statements for the fiscal year 2010, subject to the proviso that if either auditor is no longer available for any reason not attributable to any fault of the Company, the remaining auditor shall alone be responsible for the tasks of the auditor of the individual and consolidated financial statements.

RP RICHTER GmbH Wirtschaftsprüfungsgesellschaft, of Munich, and Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, likewise of Munich, are jointly appointed as auditors to inspect the abridged financial statements contained in the half-year financial report as well as the interim management report in fiscal 2010 subject to the proviso that if either auditor is no longer available for any reason not attributable to any fault of the Company, the remaining auditor shall alone be responsible to inspect the abridged financial statements contained in the half-year financial report as well as the interim management report.

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

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

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

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

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

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

- If the shares are acquired through the Stock Exchange, then—using as a reference the opening price in Xetra trading (or some follow-up system replacing the Xetra system) at Frankfurt am Main Stock Exchange on the day of trading—the value per share paid by the Company (excluding incidental acquisition costs) may neither exceed nor fall short of said reference price by more than 10%.
  - If the shares are acquired by making a public bid to all the Company's shareholders, then—using as a reference the closing price in Xetra trading (or some follow-up system replacing the Xetra system) at Frankfurt am Main Stock Exchange on the third day of trading before the day on which the bid is published—the purchase price offered per share or the limits of the purchase price margin offered per share (excluding incidental acquisition costs) may neither exceed nor fall short of said reference price by more than 20%. The volume of the bid may be limited. If the total subscription to the bid exceeds said volume, then acceptance must be done in proportion to the respective shares being offered. Provision may be made for preferential acceptance of small numbers of up to 50 shares per shareholder of the Company stock being offered as well as rounding according to commercial principles to avoid fractional shares from arising. Any further right to tender on the part of the shareholders shall be excluded.
2. With the Supervisory Board's permission, the Management Board is authorized to use the own (treasury) shares acquired under the present or an earlier authorization as follows, either wholly or in partial amounts, on one or several occasions, on the basis of individual or several authorizations, subject to the exclusion of the shareholders' subscription rights:
- to sell the shares acquired in some manner other than on the stock exchange or by offering them to all shareholders if this is done against a non-cash contribution in kind and for the purpose of acquiring companies, parts thereof or holdings in companies (including increases of existing holdings) or to enter into business combinations;
  - to sell the shares acquired in some manner other than on the stock exchange by offering them to all shareholders against payment of cash if the purchase price of the shares is not materially lower than the price of the shares on the stock market at the time of sale.

This authorization is confined to a maximum total of 10% of the Company's capital stock at the time the resolution on such authorization was adopted at the General Meeting or—in case this value is lower—to 10% of the capital stock at the time of sale of the shares. The authorization volume is reduced by the pro-rata amount of the Company's capital stock accounted for by shares or relating to conversion and/or option rights and liabilities associated with bonds that were issued or sold since this authorization was given subject to the exclusion of voting rights in immediate, corresponding or analogous application of Sec. 186 para. 3, sentence 4 of AktG.

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

- to issue shares to employees and members of the Company's Management Board and to employees and members of the managements of the Company's related enterprises, to the extent that the shares are to be used to fulfill the option and acquisition rights or obligations relating to the Company's shares, granted to employees and members of the management or to employees and members of the management of the Company's related enterprises;
- to fulfill its obligations arising from securities loans taken out for the purpose of issuing shares to employees and members of the Management Board of the Company and to members of the management of the Company's related enterprises in accordance with c) above;
- to fulfill conversion rights or obligations arising from convertible, option or profit-sharing bonds or certificates issued by the Company or by its related enterprises; and/or to grant a subscription right to own (treasury) shares for bearers or creditors of the Company or its related enterprises regarding options and/or convertible bonds issued by the Company or its related enterprises to the extent that they would be entitled to them as shareholders on exercising the option or conversion rights and can be offered to them for the purposes of protection from dilution in accordance with the detailed terms and conditions of the bonds or options in question;

- for fractional amounts in the event of own (treasury) shares being sold within the scope of a sales offer addressed to all shareholders.
3. In addition, the Management Board is authorized to withdraw all or part of its own (treasury) shares with the consent of the Supervisory Board without such withdrawal or the execution thereof being subject to a further resolution being adopted at a General Meeting. The authorization for collection may be used on several occasions. Own (treasury) shares can also be withdrawn in accordance with Sec. 237 para. 3, no. 3 of AktG in a simplified process without a capital reduction by adjusting the pro-rata amount of the capital stock applicable to a single share. In this event, the Management Board shall be authorized to adjust the number of shares in the Company by-laws.
  4. The present authorization given at the Annual General Meeting on June 18, 2009, limited to run until December 17, 2010, for the acquisition or use of own (treasury) shares will be suspended for the period from the time this new authorization becomes effective; the authorization contained in the above-mentioned resolution adopted at the Annual General Meeting of June 18, 2009 for the use of own (treasury) shares repurchased on the basis of this former resolution shall remain in force.

**9. Vote on adjustments to the bylaws in conformity with the Act for the Implementation of the Shareholder Rights Directive (Gesetz zur Umsetzung der Aktionärsrechterichtlinie-ARUG)**

The Act for the Implementation of the Shareholder Rights Directive (ARUG) will lead to changes to the German Stock Corporations Act with regard to the exercise of shareholder rights at the Annual General Meeting. Among other things, the possibility of attending the Annual General Meeting by electronic means and absentee voting is made available. Authority to decide whether such options are to be used is to be conferred on the Management Board. At the same time, the rules contained in the by-laws on the transfer of the Annual General Meeting, on the registration period and on authorization proceedings are to be adjusted to the new legal situation.

Accordingly, the Management Board and Advisory Board propose that the following resolutions be adopted:

- a) **Sec. 16 para. 2 of the Company by-laws is to be reworded as follows:**

*“The Annual General Meeting is called by the Management Board or, in the cases prescribed by statute law, by the Supervisory Board. The Annual General Meeting is to be called at least 30 days before the date on which it is scheduled to be held. The convoca-*

*tion period shall be extended by the days of the registration period in accordance with Sec. 17 para. 1 of the Company by-laws. The date of the Annual General Meeting and the convocation date are not to be included in calculating the convocation period.”*

**b) Sec. 16 of the Company by-laws is to be augmented by the following paragraph 4:**

*“Transmission of the convocation notices by credit institutions to shareholders is confined to electronic dispatch in accordance with Sec. 128 (1) Sentence 2 of AktG.”*

**c) Sec. 17 paras. 3 to 5 of the Company’s by-laws is to be reworded as follows:**

*“ (3) The Management Board is authorized to provide for shareholders to attend the Annual General Meeting even without being present on location and without a proxy and to exercise all or some of their rights, either wholly or in part, by way of electronic communication. The Management Board is also authorized to make arrangements concerning the scope and procedure of attendance and exercise of rights as contemplated in Sentence 1. These arrangements shall be announced at the time of convocation of the Annual General Meeting.*

*(4) The Management Board is authorized to provide for shareholders to be allowed to vote in writing or by way of electronic communication (absentee vote). The Management Board shall also be authorized to make arrangements concerning the proceedings in question. These shall be announced at the time of convocation of the Annual General Meeting.*

*(5) The chairman of the meeting shall be authorized to allow for the full or partial transmission of images and sound at the Annual General Meeting in a manner to be determined by him in detail.”*

**d) Sec. 17 para. 6 of the Company by-laws have been deleted.**

**e) Sec. 18 para. 2 of the Company by-laws is to be reworded as follows:**

*“The issue of an authorization, its revocation and proof of such authorization to the Company are required to be in writing. The details regarding the conferral of such authorizations, their revocation and proof to the Company shall be announced at the time of convening the Annual General Meeting, at which rules may also be laid down relating to relief. Sec. 135 of the German Stock Corporations Act shall remain unaffected.”*

## II.

### **Report by the Management Board on item 8 as well as supplementary notes on item 6**

#### **1. Report by the Management Board to the Annual General Meeting in accordance with Sec. 71 para. 1, no. 8, read in conjunction with Sec. 186 para. 4 p. 2 of AktG on agenda item 7**

Under item 8 of the agenda, a proposal is made to the General Meeting to authorize the Company in accordance with Sec. 71 para. 1 no. 8 of AktG to acquire own shares for up to 10% of the Company's capital stock existing at the time the resolution was adopted at the General Meeting. In accordance with the proposed resolution, the Company is authorized to sell its own shares subject to the exclusion of stockholders' subscription rights. The sale of its own shares is to be made possible in the following cases and for the following reasons, subject to the exclusion of the shareholders' subscription rights:

The Company is to dispose of own shares in order to be able to grant them in consideration within the scope of the acquisition of a company, or parts thereof, of holdings in companies as well as of other material working capital or to perform business combinations in any other manner. International competition and the globalization of the economy increasingly call for this form of acquisition financing. The authorization proposed in this context is thus intended to give the Company the necessary flexibility to be able to respond rapidly and flexibly to opportunities to perform appropriate corporate acquisitions. At the present time there are no concrete plans for utilizing this authorization. In fixing the valuation ratios, the Management Board shall ensure that the interests of the shareholders are appropriately taken into account. As a rule, in determining the value of the shares granted as consideration the Management Board will use their market price for guidance. A systematic peg to a stock market price is not planned at present, in particular so as not to allow fluctuations in stock prices to endanger the results of negotiations achieved.

In addition, the proposed resolution provides for the Management Board to be able to sell the Company's own shares also in some manner other than via the stock markets or by making an offer to all shareholders against a cash payment to third parties if the Company's own shares are to be sold at a price that does not fall materially below the Company's share price on the stock market at the time of sale. This authorization will enable the Company to respond rapidly to offers or to inquiries for holdings from investors that serve the objects of the enterprise. It is limited to a maximum total of 10% of the Company's capital stock both at the time of the effective date and at the time of its exercise. With regard to the limitation to 10% of the Company's capital stock, shares are to be taken into account that were issued after the

effective date of this authorization, utilizing an authorization applicable at the effective date of the proposed authorization to issue new shares from authorized capital in accordance with Sec. 186 para. 3, sentence 4 of AktG subject to the exclusion of subscription rights and superseding such authorization. In addition, under this limitation to 10% of the capital stock, those shares are to be taken into account which were or still are to be issued to service bonds with conversion or option rights if the bonds in question, after the effective date of this authorization, were or still are to be issued in accordance with an authorization applicable at the time of effectiveness of the proposed authorization and superseding the latter in accordance with Sec. 186 para. 3 sentence 4 of AktG subject to the exclusion of subscription rights. Taking the shares in question into account ensures that own shares acquired cannot be sold subject to the exclusion of subscription rights in accordance with Sec. 186 para. 3, sentence 4 of AktG if this would lead to the subscription rights of shareholders being excluded for a total of more than 10% of the Company's capital stock subject to direct or indirect application of Sec. 186 para. 3. sentence 4 of AktG.

Within the scope of the above-mentioned authorization, the asset-related interests of the shareholders in a non-dilution of their holdings are safeguarded by allowing the sale subject to the application of Sec. 186 para. 3 sentence 4 of AktG only to take place at a price that is not materially lower than the market price. Accordingly, in interpreting the parameter "not materially" the authorization allows for a maximum discount of 5% on the mean value of stock prices (closing prices in the "Xetra" trading system of Deutsche Börse AG in Frankfurt/Main or in a comparable successor system) on the last three days before establishing the obligation to sell on or before the IPO date.

Furthermore, the Management Board is to be authorized to deploy the own shares acquired to fulfill the option and acquisition rights or obligations relating to the Company's shares, granted to employees and members of the Management Board of the Company or employees and members of the management of its related enterprises.

In order to facilitate the execution of issuing shares to fulfill the option and acquisition rights and obligations to the Company's shares, granted to employees and members of the Management Board or to employees and members of the management of related enterprises, the Company is to be additionally allowed to procure the shares needed to this end by means of securities loans and to deploy own shares possibly to fulfill the claims for return on the part of the lenders in question.

In addition, the Management Board is to be entitled to use own shares in fulfillment of the rights of bearers or creditors or in fulfillment of conversion obligations arising from conversion or option rights or obligations granted or established by the Company when it issued bonds or certificates. In particu-

lar, the possibility is to be created to use own shares acquired in fulfillment of convertible bonds granted on the basis of the resolution adopted at the General Meeting of July 15, 2004. The proposed exclusion of the shareholders' subscription rights is to enable the Company to decide flexibly when exercising these rights or obligations whether it intends to grant new shares from contingent capital resources, own shares which it acquired on the basis of the proposed resolution for authorization, or cash compensation. The Company will consider whether and to what extent own shares are used within the scope of the authorization to do so, or whether new shares are to be issued from contingent capital or a cash settlement is granted by taking account of the present market and liquidity situation in the interests of the shareholders and of the Company. In doing so, it will also include other possibilities to use any own shares acquired in arriving at its decision.

Moreover, the authorization makes it possible to partly exclude the shareholders' subscription rights when selling the shares by making an offer to all shareholders in favor of holders of warrants, convertible bonds and convertible profit participation certificates. This has the advantage that in the event of utilization of the authorization, the option or conversion price for the holders of already existing option or conversion rights does not need to be reduced in accordance with the terms and conditions of the option or conversion in order to guarantee any protection from dilution that may be provided for bearers or creditors under such rights.

In addition, the Management Board is to be authorized to exclude the shareholders' subscription rights to fractional amounts when selling own shares within the scope of a sales offer to the Company's shareholders. The possibility of excluding subscription rights for fractional amounts serves to present a technically feasible subscription ratio. The own shares excluded as free fractional amounts from the stockholders' subscription rights are either realized by sale on the stock market or in some other optimum manner in the interests of the Company. The possible dilutive effect is low on account of the restriction to fractional amounts.

After all, it should be possible for the Company's own shares also to be withdrawn without a fresh resolution from the General Meeting being necessary. This should also be possible without the redemption being accompanied by a capital reduction. By redeeming own shares without reducing the capital, the pro-rata amount of capital stock per share will automatically increase, and the number of shares into which the capital stock is divided up will change. Accordingly, the Management Board is to be authorized to make the amendment to the Company by-laws that has become necessary as a result of this change. Legislation expressly provides for an authorization of this kind in Sec. 237 para. 3 no. 3 of AktG.

In considering all the circumstances indicated, the Management Board and Supervisory Board believe that the exclusion of shareholders' subscription

rights is necessary and expedient and, for the reasons specified, that this is factually justified and also appropriate vis-à-vis the Company's shareholders.

The Management Board will exercise the authorization with the consent of the Supervisory Board. The terms and conditions will be defined in due course in such a manner as to ensure that, taking account of the prevailing circumstances from time to time, the shareholders' interests and those of the Company will be appropriately protected. The Management Board will report to the General Meeting about the details of utilizing the authorization to redeem own shares and the use thereof.

**2. Supplementary disclosures pursuant to Sec. 125 para. 1 sentence 5 of AktG on agenda item 6**

The person nominated under agenda item 6 for election as a member of the Supervisory Board is to be a member of a supervisory board to be set up for the following companies or comparable domestic and foreign control body.

At present, Mr. Stefan Klestil has no further mandates on supervisory boards required to be set up by law.

**III.**

**Further information on convening the Annual General Meeting**

**Total number of shares and voting rights**

The Company's capital stock on the date of convocation of this Annual General Meeting is divided up into [101,803,139] bearer (no-par-value) shares. All shares issued shall give confer one vote. All [101,803,139] no-par-value shares are entitled to vote.

## **Prerequisites for attending the Annual General Meeting and exercise of voting rights**

### **Registration**

The shareholders entitled to attend the Annual General Meeting and to exercise their voting rights are those who registered with the Company by the close of June 10, 2010 (24:00h midnight CEST) at the following address:

Wirecard AG  
c/o Computershare HV-Services AG  
Prannerstrasse 8  
D-80333 Munich/ Germany  
Fax: +49 89 309037 4675  
eMail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

and have delivered proof to the Company, at the address above, issued by the institution managing the securities account that they were shareholders of the Company at the beginning of the 21st day prior to the Annual General Meeting, i.e. at the beginning of May 27, 2010 ("the record reference date") at 00:00h (CEST). The registration and record of proof must be in writing (Sec. 126b of the German Civil Code - BGB) and need to be filed in German or English.

In relation to the Company, attendance at the Annual General Meeting and the exercise of voting rights as a shareholder are possible only for persons who have delivered proof of their shareholding as at the record reference date. This means that shareholders who acquired their shares only after the record reference date shall not be entitled to attend the Annual General Meeting. Shareholders who sell their shares after the record reference date shall be entitled—upon timely registration and submission of the proof of shareholding—shall nevertheless be entitled to attend the Annual General Meeting and to exercise voting rights in relation to the Company. This record reference date has no impacts on the salability of the shares. Shareholders may continue to freely dispose of their shares even after registration has been completed.

Upon receipt of the registration and proof of shareholding, the entrance ticket is sent to the shareholders by the registration office for attendance at the Annual General Meeting. In order to ensure timely receipt of the entrance ticket, all shareholders are requested to order an entrance ticket from the institution keeping their securities account as early as possible. In these cases, the required registration and dispatch of the record of decisive shareholding are arranged for by the institution in charge of the securities account in these cases.

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

Shareholders who do not wish to attend the Annual General Meeting personally may have their voting rights exercised by a proxy, e.g. by a credit institution, a shareholder association or by proxies appointed by the Company. Even in such cases, registration and delivery of the record of shareholding will be necessary. Shareholders will receive a proxy form together with the entrance ticket.

The issue of an authorization, its revocation and proof of such authorization to the Company are generally required to be in writing. Revocation may also occur in the event of the shareholder's personal attendance at the Annual General Meeting. If a credit institution, a shareholder association or some other institution or person specified in Sec. 135 of AktG is to be authorized, the requirement as to written form shall not apply under the Act or the Company by-laws. It is possible, however, that the persons authorized in such cases may call for a special form of a power of attorney since they need to be in verifiable possession thereof in accordance with Sec. 135 of AktG. Should a shareholder wish to authorize a credit institution, a shareholder association or some other institution or person listed in Sec. 135 of AktG, it is urgently recommended to take up negotiations with such institutions or persons concerning a possible form of power of attorney.

The Company offers its shareholders to authorize proxies appointed by the Company but bound by the instructions of shareholders already before the Annual General Meeting to exercise their voting rights. The issue of an authorization, its revocation and proof of such authorization to the Company are required to be in writing. For authorization purposes, the form can be used, that is sent to the shareholders upon due registration. We wish to point out that due and proper registration and proof of shareholding are also required for authorization purposes. If a shareholder authorizes more than one person, the Company may decline one or several of such persons. We wish to point out that due and proper registration and proof of shareholding are also required for authorization purposes. If a shareholder authorizes more than one person, the Company may decline one or several of such persons.

To the extent that proxies nominated by the Company are to be authorized, in this event instructions for the exercise of voting rights need to be issued. Without such instructions, the proxy will be invalid. The proxies are obliged to vote as instructed.

Proxies forwarded by the shareholder to the Company or one of its appointed proxies may also be sent by facsimile or by some other electronic means to be defined by the Company. As an electronic communications channel, the Company may choose to send a scanned proxy form as a PDF (Portable Document Format) file by e-mail to the Company or to issue a proxy by e-mail addressed to the Company bearing an electronic signature in accordance with the [German] Signature Act. This record can also be sent to the following e-mail address: [HV2010-Wirecard@computershare.de](mailto:HV2010-Wirecard@computershare.de)

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

**Supplementary proposals to the agenda requested by a minority in accordance with Sec. 122 para. 2 of AktG**

Shareholders whose shares collectively account for a twentieth of the capital stock, equivalent to 5,090,157 no-par-value shares or a pro-rata amount of EUR 500,000, equivalent to 500,000 no-par-value shares, may call for matters to be placed on the agenda and announced accordingly. Each new item must be accompanied by justification or a proposed resolution. The petition in writing is to be addressed to the Management Board of Wirecard AG and must have been received by the Company at the latest by May 17, 2010, 24:00h midnight (CEST).

The petition must be signed by all shareholders who together account for the quorum of the twentieth of the capital stock or the prorated amount of EUR 500,000 or by their duly appointed proxies. The petitioners must deliver proof that they have been holders of the shares for at three months prior to the date of the petition and that they undertake to retain the shares until the Management Board has reached a decision on the petition.

Please send the relevant petitions to the following address:

**by post to:**

Wirecard AG  
Management Board / Investor Relations  
Bretonischer Ring 4  
85630 Grasbrunn

**by facsimile to:**

Fax: +49 89 4424 0726

Any supplementary entries on the agenda to be announced – unless already made public at the time of convocation – are promulgated without delay on receipt of the petition in the Electronic Government Gazette (elektronischer Bundesanzeiger) and forwarded for publication to such media that can be expected to disseminate the relevant information throughout the European Union. The relevant information can also be viewed on the Internet under:

<http://www.wirecard.com/investor-relations/agm.html>

**Counter-proposals and election proposals by shareholders in accordance with Sec.126 para. 1 and Sec. 127 of AktG**

In addition, shareholders of the Company may submit counter-proposals to proposals made by the Management Board and/or Supervisory Board on certain items of the agenda as well as election proposals. Counter-proposals and election proposals by shareholders on a certain item of the agenda must be sent exclusively to the following address:

**by post to:**

Wirecard AG  
Investor Relations  
Bretonischer Ring 4  
85630 Grasbrunn

**by facsimile to:**

Fax: +49 89 4424 0726

Any counter-proposals and election proposals duly received from shareholders by the close of June 2, 2010 (24:00h midnight CEST) under the following address, including a statement from Management, if any, will be made accessible without delay under the Internet address:

<http://www.wirecard.com/investor-relations/agm.html>

Any counter-proposals or election proposals bearing some other address or received late will not be taken into consideration.

We wish to point out that counter-proposals or election proposals sent to the Company in advance in good time will be taken into consideration at the Annual General Meeting only if expressed or submitted at that meeting. The right of any shareholder to submit counter-proposals or election proposals on the various items of the agenda before submitting these to the Company beforehand shall remain unaffected.

#### **Shareholders' right to information in accordance with Sec. 131 para. 1 of AktG**

If requested, each shareholder is to be supplied with information by the Management Board at the Annual General Meeting on the Company's affairs, including its legal and business relations with affiliates and on the situation of the Group and the companies included in the consolidated financial statements, to the extent that this is required for a due and proper assessment of an item on the agenda.

#### **Publications on the website**

This invitation to the Annual General Meeting, the documents and petitions from shareholders to be made accessible to the Annual General Meeting as well as further information will also be available from the time of convocation of the Annual General Meeting on the Company website at:

<http://www.wirecard.com/investor-relations/agm.html>

Convocation of the Annual General Meeting was promulgated in the electronic Federal Gazette on May 11, 2010.

Grasbrunn, May 2010

The Board of Management