



wirecard

WIRECARD AG

NOTICE OF THE ANNUAL
GENERAL MEETING

MUNICH, 20 JUNE 2013

TecDAX



CONVENIENCE TRANSLATION

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

Notice
of the Annual General Meeting of
Wirecard AG
with registered seat in Aschheim

ISIN: DE0007472060

Notice is hereby given to the shareholders of the Company that the Annual General Meeting will be held at the Haus der Bayerischen Wirtschaft, Max-Joseph-Strasse 5, 80333 Munich, Germany, on Thursday **20 June 2013** at 10.00 a.m.

Agenda

- 1. Presentation of the adopted annual financial statements and the approved consolidated financial statements as of 31 December 2012, as well as the management reports for the Company and the Group, the report of the Supervisory Board and the explanatory report by the Management Board on the disclosures of relevance for takeover purposes for the fiscal year 2012**

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

- 2. Resolution on the appropriation of the profit of the fiscal year 2012**

Of the balance sheet profit for the fiscal year 2012, EUR 0.11 is to be distributed on each share of no par value entitled to a dividend.

The Management Board and the Supervisory Board therefore propose that the unappropriated balance sheet profit for the fiscal year 2012 amounting to EUR 41,920,238.21 be appropriated as follows:

- To distribute a dividend in the amount of EUR 0.11 on each no par value share entitled to a dividend, i.e. a total amount of EUR 12,341,146.51.
- To carry forward an amount of EUR 29,579,091.70 to new accounts.

3. Resolution on the ratification of the acts of the members of the Management Board during the fiscal year 2012

The Management Board and the Supervisory Board propose that the acts of the members of the Management Board during the fiscal year ending on 31 December 2012 be ratified.

4. Resolution on the ratification of the acts of the members of the Supervisory Board during the fiscal year 2012

The Management Board and the Supervisory Board propose that the acts of the members of the Supervisory Board during the fiscal year ending on 31 December 2012 be ratified.

5. Election of the auditor of the financial statements and the consolidated financial statements for the fiscal year 2013

The Supervisory Board proposes that it be resolved THAT:

Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Munich be elected as the auditor of the financial statements and the consolidated financial statements for the fiscal year 2013.

Further Information on the Notice calling the General Meeting

Total number of shares and voting rights

On the date of giving Notice of this General Meeting the Company's capital stock is divided into 112,192,241 bearer shares (no par value shares). All shares issued confer one vote.

Prerequisites for attending the General Meeting and exercising the voting rights

Registration

The shareholders entitled to attend the General Meeting and to exercise their voting rights are those, who have registered with the Company by no later than the close of **13 June 2013** (24:00h local time at the Company's registered seat) at the following address:

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

and have delivered to the Company, at the above address, proof issued by the custodian institution where their shares are kept that they were shareholders of the Company at the beginning of the 21st day prior to the General Meeting, i.e. at the beginning of **30 May 2013 ("Record Date")** at 00:00h (local time at the Company's registered seat). The registration and the record of proof must be in text form (Paragraphs 126b German Civil Code (BGB)) and must be filed in German or English language.

The Significance of the Record Date

In relation to the Company, only persons who have delivered proof of their shareholding as at the Record Date may attend the General Meeting and exercise their voting rights as shareholders. This means that shareholders, who did not acquire their shares until after the Record Date shall not be entitled to attend the General Meeting unless authorized to do so by the transferor. Shareholders, who transfer their shares after the

Record Date shall – providing they register and submit proof of their shareholding on time – nevertheless be entitled, in relation to the Company, to attend the General Meeting and to exercise their voting rights; they may also authorize the transferees of their shares to exercise the voting right. The Record Date has no impact on the ability to transfer the shares. Shareholders may continue to freely dispose of their shares even after registration has been completed.

Procedure for voting/proxy votes

Shareholders, who do not wish to attend the General Meeting in person, may exercise their voting rights via a proxy, including via a shareholders' association. Timely registration and proof of share ownership is also necessary in such cases. A power-of-attorney may be granted by means of a declaration to the person to be appointed as a proxy as well as by means of a declaration to the Company. The proxy may also be granted after the shareholder's registration for the General Meeting. The forms, which are sent to the shareholders after they have duly registered, can be used for granting the proxy. If a shareholder appoints more than one person as a proxy, the Company may deny access to one or more of them.

The grant of the proxy, its revocation and proof of the authorization in relation to the Company in principle require text form (Paragraph 126b German Civil Code (BGB)). Revocation may also occur by virtue of the grantor of the proxy appearing at the General Meeting personally. If a credit institution, a shareholders' association or another institution or person mentioned in Paragraph 135 German Stock Corporation Act (AktG) is to be authorized to act as a proxy it is possible that the institutions or persons to be appointed as proxies may demand a particular form of proxy because they must verifiably record the proxy pursuant to Paragraph 135 German Stock Corporation Act (AktG). If a shareholder wishes to appoint a bank, a shareholders' association or another institution or person mentioned in Paragraph 135 German Stock Corporation Act (AktG) as a proxy they are urgently advised to reach agreement with said institutions or persons about a possible form of proxy.

The Company offers the following e-mail address as an electronic means for sending the proof of the proxy:

HV2013-Wirecard@computershare.de

Proxy votes through proxies of the Company

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

Shareholders will receive details about granting proxies and issuing voting instructions to the proxies appointed by the Company as well as other details regarding attendance at the General Meeting and the exercise of voting rights together with their entrance ticket to the General Meeting. The relevant information can also be viewed on the website of the Company at <http://www.wirecard.de> (English version: under "Investor Relations" there "AGM").

Requests for additions to the agenda upon the demand of a minority in accordance with Paragraph 122(2) German Stock Corporation Act (AktG)

Pursuant to Paragraph 122(2) German Stock Corporation Act ("AktG") shareholders, whose aggregate shares amount to at least one-twentieth of the capital stock or a proportionate ownership of at least EUR 500,000 (equivalent to 500,000 no par value shares of the capital stock) may demand that items be included on the agenda and be published. Each new item must be accompanied by supporting information or a formal resolution proposal. The demand must be addressed to the Management Board of Wirecard AG in writing and must be received by the Company no later than **20 May 2013** by 24:00h (local time at the Company's registered seat).

Please send corresponding requests to the following address:

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

The applicants must deliver proof that they have held the shares for at least three months prior to the date upon which the request was received and that they will hold the shares until a decision has been made on the request. Supplements to the agenda which are to be announced will be announced in the German Federal Gazette (Bundesanzeiger) without undue delay following receipt of the request and forwarded for publication to such media as can be expected to distribute the relevant information throughout the European Union. They will also be announced on the website of the Company at <http://www.wirecard.de> (English version: under "Investor Relations" there "AGM").

Counter-motions and nominations for elections by shareholders in accordance with Paragraph 126(1) and Paragraph 127 German Stock Corporation Act (AktG)

Each shareholder of the Company has the right to submit counter-motions to proposals by the Management Board and/or the Supervisory Board regarding specific agenda items or nominations for election as well as motions regarding the rules of procedure in the General Meeting without the need for any notice, announcement or other particular act prior to the General Meeting.

The Company shall make counter-motions within the meaning of Paragraph 126 German Stock Corporation Act (AktG) and nominations for election within the meaning of Paragraph 127 German Stock Corporation Act (AktG) including the name of the shareholder, the reasons, which are however not required for nominations for election, and any comments by the administration accessible on the website of the Company at <http://www.wirecard.de> (English version: under "Investor Relations" there "AGM") if the shareholder has sent them at least 14 days prior to the Meeting, i.e. by the expiry of **5 June 2013** (24:00 h, local time at the Company's registered seat), to the address stipulated below

Wirecard AG
Investor Relations
Einsteinring 35
85609 Aschheim
Facsimile: +49 89 4424 2626
E-Mail: hauptversammlung@wirecard.com

and the remaining prerequisites for a corresponding publication obligation pursuant to Paragraph 126 and Paragraph 127 German Stock Corporation Act (AktG) are fulfilled.

Please note that counter-motions or nominations for election will be taken into consideration at the General Meeting only if put forward or submitted at said meeting.

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

Upon request made orally in the General Meeting, each shareholder shall be provided with information at the General Meeting by the Management Board on the Company's affairs including the legal and business relationships of the Company with affiliated undertakings and on the situation of the Group and of the undertakings included in the consolidated financial statements to the extent that such information is necessary for a proper evaluation of an item on the agenda and there is no right to refuse to provide information.

Publications on the website

This Notice of the General Meeting, the documents and motions by shareholders to be made available to the General Meeting as well as further information pursuant to Paragraph 124a German Stock Corporation Act (AktG) will also be accessible on the website of the Company at **<http://www.wirecard.de>** (English version: under "Investor Relations" there "AGM") as of the time when the General Meeting is called.

Aschheim, May 2013

The Management Board

Wirecard AG

Investor Relations

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E-mail: ir@wirecard.com

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

Please send us an e-mail or use the contact form on our website if you would like a printed copy of the annual report.

The logo for Wirecard AG, featuring the word "wirecard" in a bold, dark blue, lowercase sans-serif font. A small red square is positioned above the letter "i".

wirecard

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