



Procedure for voting/proxy votes

Shareholders, who do not wish to attend the General Meeting in person, may exercise their voting rights through a proxy, including through a shareholders' association. Timely registration and proof of shareholding 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 one or more of them access.

The grant of the proxy, its revocation and proof of the authorization in relation to the Company are in principle required to be in text form (Section 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 bank, shareholders' association or another institution or person mentioned in Section 135 German Stock Corporation Act (AktG) is to be authorized to act as a proxy, the requirements as to form under Section 134(3) German Stock Corporation Act (AktG) do not apply; however, 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 in accordance with Section 135 German Stock Corporation Act (AktG). If a shareholder wishes to appoint a bank, a shareholders' association or another institution or person mentioned in Section 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:

HV2015-Wirecard@computershare.de

Proxy votes through proxies of the Company

The Company offers its shareholders the possibility of authorising 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 under an obligation to vote as instructed.

Shareholders will receive details on 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 admission ticket to the General Meeting. The relevant information can also be viewed on the Company's website at <http://www.wirecard.de> **(there in the navigation bar under "Investor Relations" under "Annual General Meeting")**.