



## Synopsis of the proposed amendments of the Articles of Association

Comparison of the current and the proposed version of Article 4 (4), Article 9 (1) and Article 14 of the Articles of Association

<b>Current version of the Articles of Association (Status: 25 January 2016)</b>	<b>Proposed version of the Articles of Association (Resolution of the General Meeting: 16 June 2016)</b>
<p style="text-align: center;"><b>Article 4 Nominal Capital</b></p> <p>(4) The nominal capital has been conditionally increased by up to EUR 25,000,000.00 divided into up to 25,000,000 no-par value bearer shares (<i>Stückaktien</i>) (Conditional Capital 2012). The conditional capital increase shall be implemented only to the extent that the holders of the rights of conversion or subscription warrants under the convertible bonds or option rights to be issued by the Company or its direct or indirect majority-held affiliated companies up until 25 June 2017 by reason of the authorisation of the Executive Board (<i>Vorstand</i>) resolved by the General Meeting (<i>Hauptversammlung</i>) of 26 June 2012 exercise their rights of conversion or option rights or the extent to which the holders of convertible bonds to be issued by the Company or its direct or indirect majority-held affiliated companies up until 25 June 2017, who are under an obligation to convert, fulfil their obligation to convert.</p> <p>The new shares shall participate in the profits as of the beginning of the financial year in which they are created by virtue of the exercise of rights of conversion or</p>	<p style="text-align: center;"><b>Article 4 Nominal Capital</b></p> <p>(4) 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.</p> <p>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.</p> <p>The new shares will participate in the profit from the start of the financial year</p>

<p>option rights or by the fulfilment of conversion obligations. The Executive Board (<i>Vorstand</i>) is authorised to determine the further details of implementing the capital increase with the consent of the Supervisory Board (<i>Aufsichtsrat</i>).</p>	<p>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.</p> <p>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.</p> <p>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.</p>
<p style="text-align: center;"><b>Article 9</b> <b>Composition and Period of Office</b></p> <p>(1) The Supervisory Board (<i>Aufsichtsrat</i>) shall consist of three members.</p>	<p style="text-align: center;"><b>Article 9</b> <b>Composition and Period of Office</b></p> <p>(1) The Supervisory Board (<i>Aufsichtsrat</i>) shall consist of five members.</p>
<p style="text-align: center;"><b>Article 14</b> <b>Remuneration</b></p> <p>(1) The members of the Supervisory Board shall receive an expense allowance in the amount of EUR 55,000.00 net for each full financial year for which they are a member of the Supervisory Board, payable after the expiry of the financial year. They shall further receive a long-term performance-related annual remuneration, the amount of which depends on the Company's consolidated EBIT (earnings from ordinary business activity</p>	<p style="text-align: center;"><b>Article 14</b> <b>Remuneration</b></p> <p>(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.</p> <p>(2) The remuneration pursuant to paragraph 1 above is payable in four equal parts,</p>

<p>before interest and taxes on earnings), namely for each full million euros by which the Company's consolidated EBIT as per 31 December 2008 exceeds a minimum sum of EUR 30,000,000.00 a variable remuneration component of EUR 1000.00 net; said minimum amount of EUR 30,000,000.00 shall automatically be increased by 10 % each year as of the beginning of the financial year 2009. The Chairman of the Supervisory Board shall receive double and the Deputy Chairman of the Supervisory Board shall receive one and a half times the remuneration pursuant to sentence 1 and sentence 2. If a member's period of office did not last over the entire financial year without interruption, the remuneration as a member of the Supervisory Board shall be calculated pro rata temporis. In addition the members of the Supervisory Board shall receive an attendance fee of EUR 1,250.00 plus value added tax for each meeting of the Supervisory Board they attend.</p> <p>(2) The members of the Supervisory Board shall further receive reimbursement of all expenses and reimbursement of the value added tax (Umsatzsteuer) that may apply to their remuneration and expenses.</p> <p>(3) Section 113(2) German Stock Corporation Act (AktG) shall remain unaffected.</p> <p>(4) The Company is authorised to insure the members of the Supervisory Board to a reasonable extent against the risks of their Supervisory Board activities at the Company's cost.</p>	<p>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.</p> <p>(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.</p> <p>(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.</p> <p>(5) The Company can conclude D&amp;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.</p>
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