



## 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.**

### Invitation

**to the ordinary General Meeting**

**of**

**Wirecard AG**

**with registered seat in Aschheim**

**ISIN: DE0007472060**

We hereby invite the shareholders of our company to the ordinary general meeting which will take place at 10.00 am in the Haus der Bayerischen Wirtschaft, Max-Joseph-Straße 5, 80333 Munich, on Tuesday, 26 June 2012.

### Agenda

- 1 Presentation of the adopted annual financial statements and the approved consolidated financial statements as of 31 December 2011 as well as the management reports for the company and the group, the report of the Supervisory Board as well as the explanatory report of the Management Board concerning the details of takeover measures for the fiscal year 2011**

With regard to item on the agenda 1 it is not necessary for a resolution to be passed by the General Meeting as the Supervisory Board has already approved the annual and the consolidated financial statements. The submitted documents serve as information for the General Meeting about the closed fiscal year and the position of the company and of the group.

## CONVENIENCE TRANSLATION

### **2 Passing of a resolution concerning the appropriation of the profit of the fiscal year 2011**

EUR 0.10 per individual share certificate, which is entitled to a dividend, is to be distributed from the balance sheet profit of the fiscal year 2011.

Therefore, the Management Board and Supervisory Board propose using the balance sheet profit of the fiscal year 2011 in the amount of EUR 31,908,429.28 as follows:

- a) Distribution of a dividend in the amount of EUR 0.10 per individual share certificate, which is entitled to a dividend, i.e. in total an amount of EUR 11,198,345.20.
- b) The carrying forward of an amount of EUR 20,710,084.08 to new account.

### **3 Passing of a resolution about the discharge of the members of the Management Board for the fiscal year 2011**

The Management Board and Supervisory Board propose discharging the members of the Management Board for the fiscal year which ended on 31 December 2011.

### **4 Passing of a resolution about the discharge of the members of the Supervisory Board for the fiscal year 2011**

The Management Board and Supervisory Board propose discharging the members of the Supervisory Board for the fiscal year which ended on 31 December 2011.

### **5 Election of the auditor of the financial statements and of the auditor of the consolidated financial statements for the fiscal year 2012**

The Supervisory Board proposes deciding:

Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft mbH, Munich, shall be appointed as auditor of the financial statements and auditor of the consolidated financial statements for the fiscal year 2012.

### **6 Passing of a resolution concerning the approval for the conclusion of a domination and profit and loss transfer agreement with Wirecard Acquiring & Issuing GmbH**

The company as Dominating Company has concluded a domination and profit and loss transfer agreement with Wirecard Beteiligungs GmbH (in future: Wirecard Acquiring &

## CONVENIENCE TRANSLATION

Issuing GmbH) with registered seat in Grasbrunn (AG Munich HRB 156848) as dominated company on 10 May 2012. This agreement has the following wording:

Domination and profit and loss transfer agreement

between

Wirecard AG, Einsteinring 35, 85609 Aschheim – hereinafter referred to as “Dominating Company”– and Wirecard Beteiligungs GmbH (in future: Wirecard Acquiring & Issuing GmbH), Einsteinring 35, 85609 Aschheim, - hereinafter referred to as “Subsidiary Company” –

Preamble

The registered seat of the Dominating Company is in Aschheim near Munich and it is entered in the register of companies of Munich local Court under HRB 169227.

The registered seat of the Subsidiary Company is in Aschheim near Munich and it is entered in the register of companies of Munich local Court under HRB 156848.

### 1. Management

- a) The Subsidiary Company subordinates the management of its company to the Dominating Company.
- b) The Dominating Company is entitled by its Management Board or by an agent explicitly authorized hereby to issue general instructions or instructions relating to individual cases to the management of the Subsidiary Company. It may however not issue the instruction to the Subsidiary Company to change, maintain or to end this domination and profit and loss agreement.
- c) The Subsidiary Company undertakes the following the instructions of the Dominating Company.

### 2. Transfer of profit

- a) The Subsidiary Company undertakes, in analogue application of the statutory regulation of § 301 AktG [German Stock Companies Act] for the duration of this contract, to transfer its total profit, as determined according to the regulations under commercial law, to the Dominating Company. To be transferred – subject to a formation or writing back of reserves according to Subclause b) – is the total net income for the year produced without the transfer of profits, insofar as it

## CONVENIENCE TRANSLATION

exceeds a possible loss carried forward from the previous year and is not blocked against distribution according to § 268 Par. 8 HGB [Commercial Code].

- b) The Subsidiary Company may only insofar transfer amounts from the net income for the year with the consent of the Dominating Company into the retained earnings with the exception of the statutory reserves to the extent that this is permitted under commercial law and is substantiated with a reasonable commercial assessment. In this case the amount which is to be transferred as profit is reduced by the amount transferred into the retained earnings. Other retained earnings formed during the term of this contract according to § 272 Par. 3 HGB are to be written back at the request of the Dominating Company and to be used to compensate for a net loss for the year or to be transferred as profit.
  - c) The transfer of amounts from the writing back of other retained earnings and from profit carried forward, which were formed or established before this contract came into force as well as of capital reserves according to § 272 Par. 2 No. 1 to 4 HGB (irrespective whether these were formed before or during the term of this contract) is excluded; neither may they be used to compensate for a net loss for the year.
  - d) The obligation to transfer the profits shall apply for the first time to the profit of the whole fiscal year of the Subsidiary Company, in which this contract shall become effective according to Subclause 6 a). The entitlement to transfer of profits shall respectively be established at the end of a fiscal year and will be due and payable immediately. The entitlement is to bear interest at a rate of 5% per annum from this time.
3. Right to information
- a) The Dominating Company is entitled at all times to inspect books and written documents of the Subsidiary Company. The management of the Subsidiary Company undertakes to provide the Dominating Company with requested information at all times about all legal, business and organisational matters of the Subsidiary Company.
  - b) Irrespective of the rights agreed above the Subsidiary Company has to report regularly to the Dominating Company about the business development, in particular about essential business transactions.
4. Take over of losses

## CONVENIENCE TRANSLATION

- a) The Dominating Company undertakes according to § 302 Par. 1 AktG to compensate each net loss for the year of the Subsidiary Company otherwise occurring during the term of the contract insofar as this is not compensated for by the fact that amounts are withdrawn from the other retained earnings which have been transferred hereto during the term of the contract.
  - b) Incidentally the provisions of § 302 AktG in their respective valid version shall apply to the take over of losses.
  - c) The obligation for the compensation of losses shall apply for the first time to the loss of the whole fiscal year of the Subsidiary Company, in which this contract shall become effective according to Subclause 6 a). The entitlement to compensation for losses shall respectively be established at the close of a fiscal year and will be due and payable immediately. The entitlement is to bear interest at a rate of 5% per annum from this time.
5. Tax allocation
- a) The Dominating Company is entitled to collect an allocation from the Subsidiary Company for trade tax and corporate income tax (including solidarity surcharge).
  - b) The allocation will be calculated according to the so-called distribution method, i.e. only the actually incurred tax expense at the Dominating Company will be allocated. It is to be ensured hereby that the used distribution key takes into consideration that the tax share which is to be borne by the Subsidiary Company on average for the years only comprises the tax actually paid by the Dominating Company and financially caused by the Subsidiary Company.
  - c) The allocation or reimbursement amount shall be incurred with the close of the fiscal year, to which it belongs financially, and will be due and payable after notification of the calculation to the Subsidiary Company. The Dominating Company is entitled to request advance payments on the expected allocation amount during the current year already.
6. Validity, term of the contract
- a) This domination and profit and loss transfer agreement is executed under the reservation of the approval of the General Meeting of the Dominating Company as well as of the shareholders' meeting of the Subsidiary Company. This domination and profit and loss transfer agreement shall become effective with the registration in the company register of the Subsidiary Company.

## CONVENIENCE TRANSLATION

- b) This domination and profit and loss transfer agreement can be terminated within a period of notice of six months, no earlier however than as of the expiry of 31 December 2017. If it is not terminated it shall be extended respectively by one year with the same period of notice. The termination requires a written form in order to be legally effective.
- c) The right to termination for cause of this domination and profit and loss transfer agreement remains unaffected. Deemed as important reason is in particular, (i) the sale of all shares of the Subsidiary Company; (ii) the contribution of the participation in the integrated relationship by the Dominating Company; (iii) the re-organisation, merger, demerger or liquidation of the Dominating Company or the Subsidiary Company.
- d) Upon termination of this domination and profit and loss transfer agreement the Dominating Company shall provide collateral to the creditors of the Subsidiary Company according to § 303 AktG.

### 7. Miscellaneous

- a) The amendment or addendum to this contract including its annexes requires a written form in order to be valid insofar as no stricter form is absolutely essential. This shall in particular also apply to this Subclause 7 lit. a).
- b) Headings of this contract are legally non-binding and only have explanatory significance.
- c) Should a provision of this contract be or become null and void, invalid or unenforceable in full or in part this shall have no effect on the validity of the contract on the whole. A provision shall be deemed as agreed to replace a null and void, legally invalid or unenforceable provision which shall as far as possible correspond with that provision, which the Parties would have intended according to the sense and purpose of this contract if they had considered this in the light of the nullity, invalidity or unenforceability. This shall also apply in the event of the nullity, invalidity or unenforceability of a determination of service or time contained in this contract. In this case the determination of service or time which is permitted by law shall be deemed as agreed, which shall as far as possible correspond with the null and void, invalid or unenforceable provision. The same shall apply to loopholes in the contract.

Aschheim, 10 May 2012

Wirecard AG, The Management Board  
sgd. Dr. Markus Braun, Burkhard Ley, Jan Marsalek

## CONVENIENCE TRANSLATION

Wirecard Beteiligungs GmbH, The Management  
sgd. Dr. Markus Braun"

The Management Board and Supervisory Board therefore propose passing the following resolution:

The General Meeting approves the domination and profit and loss transfer agreement which was executed between the company as Dominating Company and Wirecard Beteiligungs GmbH with registered seat in Aschheim (AG Munich HRB 156848) as dominated company on 10 May 2012.

**7 Resolution concerning the approval of a domination and profit and loss transfer agreement with Trustpay International GmbH (in future: Wirecard Sales International GmbH)**

The company as Dominating Company concluded a domination and profit and loss transfer agreement with Trustpay International GmbH (in future: Wirecard Sales International GmbH) with registered seat in Grasbrunn (AG Munich HRB 187465) as dominated company on 10 May 2012. This has the following wording:

Domination and profit and loss transfer agreement

between

Wirecard AG, Einsteinring 35, 85609 Aschheim – hereinafter referred to as “Dominating Company” – and Trustpay International GmbH (in future: Wirecard Sales International GmbH), Einsteinring 35, 85609 Aschheim, - hereinafter referred to as “Subsidiary Company” –

Preamble

The registered seat of the Dominating Company is in Aschheim near Munich and is entered in the register of companies of Munich local Court under HRB 169227.

The registered seat of the Subsidiary Company is in Aschheim near Munich and is entered in the register of companies of Munich local Court under HRB 187465.

8. Management

a) The Subsidiary Company subordinates the management of its company to the Dominating Company.

## CONVENIENCE TRANSLATION

- b) The Dominating Company is entitled by its Management Board or by an agent explicitly authorized hereby to issue general instructions or instructions referring to individual cases to the management of the Subsidiary Company. It may however not issue the instruction to the Subsidiary Company to change, maintain or terminate this domination and profit and loss transfer agreement.
  - c) The Subsidiary Company undertakes to follow the instructions of the Dominating Company.
9. Transfer of profits
- a) The Subsidiary Company undertakes, in analogue application of the statutory regulation of § 301 AktG [German Stock Companies Act] for the duration of this contract, to transfer its total profit, as determined according to the regulations under commercial law, to the Dominating Company. To be transferred – subject to a formation or writing back of reserves according to Subclause b) – is the total net income for the year produced without the transfer of profits, insofar as it exceeds a possible loss carried forward from the previous year and is not blocked against distribution according to § 268 Par. 8 HGB (Commercial Code).
  - b) The Subsidiary Company may only insofar transfer amounts from the net income for the year with the consent of the Dominating Company into the retained earnings with the exception of the statutory reserves to the extent that this is permitted under commercial law and is substantiated with a reasonable commercial assessment. In this case the amount which is to be transferred as profit is reduced by the amount transferred into the retained earnings. Other retained earnings formed during the term of this contract according to § 272 Par. 3 HGB are to be written back at the request of the Dominating Company and to be used to compensate for a net loss for the year or to be transferred as profit.
  - c) The transfer of amounts from the writing back of other retained earnings and from profit carried forward, which were formed or established before this contract came into force as well as of capital reserves according to § 272 Par. 2 No. 1 to 4 HGB (irrespective whether these were formed before or during the term of this contract) is excluded; neither may they be used to compensate for a net loss for the year.
  - d) The obligation to transfer the profits shall apply for the first time to the profit of the whole fiscal year of the Subsidiary Company, in which this contract shall become effective according to Subclause 6 a). The entitlement to transfer of profits shall respectively be established at the end of a fiscal year and will be



## CONVENIENCE TRANSLATION

due and payable immediately. The entitlement is to bear interest at a rate of 5% per annum from this time.

### 10. Right to information

- a) The Dominating Company is entitled at all times to inspect books and written documents of the Subsidiary Company. The management of the Subsidiary Company undertakes to provide the Dominating Company with requested information at all times about all legal, business and organisational matters of the Subsidiary Company.
- b) Irrespective of the rights agreed above the Subsidiary Company has to report regularly to the Dominating Company about the business development, in particular about essential business transactions.

### 11. Take over of losses

- a) The Dominating Company undertakes according to § 302 Par. 1 AktG to compensate each net loss for the year of the Subsidiary Company otherwise occurring during the term of the contract insofar as this is not compensated for by the fact that amounts are withdrawn from the other retained earnings which have been transferred hereto during the term of the contract.
- b) Incidentally the provisions of § 302 AktG in their respective valid version shall apply to the take over of losses.
- c) The obligation for the compensation of losses shall apply for the first time to the loss of the whole fiscal year of the Subsidiary Company, in which this contract shall become effective according to Subclause 6 a). The entitlement to compensation for losses shall respectively be established at the close of a fiscal year and will be due and payable immediately. The entitlement is to bear interest at a rate of 5% per annum from this time.

### 12. Tax allocation

- a) The Dominating Company is entitled to collect an allocation from the Subsidiary Company for trade tax and corporate income tax (including solidarity surcharge).
- b) The allocation will be calculated according to the so-called distribution method, i.e. only the actually incurred tax expense at the Dominating Company will be allocated. It is to be ensured hereby that the used distribution key takes into consideration that the tax share which is to be borne by the Subsidiary

## CONVENIENCE TRANSLATION

Company on average for the years only comprises the tax actually paid by the Dominating Company and financially caused by the Subsidiary Company.

- c) The allocation or reimbursement amount shall be incurred with the close of the fiscal year, to which it belongs financially, and will be due and payable after notification of the calculation to the Subsidiary Company. The Dominating Company is entitled to request advance payments on the expected allocation amount during the current year already.

### 13. Validity, term of the contract

- a) This domination and profit and loss transfer agreement is executed under the reservation of the approval of the General Meeting of the Dominating Company as well as of the shareholders' meeting of the Subsidiary Company. This domination and profit and loss transfer agreement shall become effective with the registration in the company register of the registered seat of the Subsidiary Company.
- b) This domination and profit and loss transfer agreement can be terminated within a period of notice of six months, no earlier however than as of the expiry of 31 December 2017. If it is not terminated it shall be extended respectively by one year with the same period of notice. The termination requires a written form in order to be legally effective.
- c) The right to termination for cause of this domination and profit and loss transfer agreement for an important reason remains unaffected. Deemed as important reason is in particular, (i) the sale of all shares of the Subsidiary Company; (ii) the contribution of the participation in the integrated relationship by the Dominating Company; (iii) the re-organisation, merger, demerger or liquidation of the Dominating Company or the Subsidiary Company.
- d) Upon termination of this domination and profit and loss transfer agreement the Dominating Company shall provide collateral to the creditors of the Subsidiary Company according to § 303 AktG.

### 14. Miscellaneous

- a) The amendment or addendum to this contract including its annexes requires a written form in order to be valid insofar as no stricter form is absolutely essential. This shall in particular also apply to this Subclause 7 lit. a).
- b) Headings of this contract are legally non-binding and only have explanatory significance.

## CONVENIENCE TRANSLATION

- c) Should a provision of this contract be or become null and void, invalid or unenforceable in full or in part this shall have no effect on the validity of the contract on the whole. A provision shall be deemed as agreed to replace a null and void, legally invalid or unenforceable provision which shall as far as possible correspond with that provision, which the Parties would have intended according to the sense and purpose of this contract if they had considered this in the light of the nullity, invalidity or unenforceability. This shall also apply in the event of the nullity, invalidity or unenforceability of a determination of service or time contained in this contract. In this case the determination of service or time which is permitted by law shall be deemed as agreed, which shall as far as possible correspond with the null and void, invalid or unenforceable provision. The same shall apply to gaps in the contract.

Aschheim, 10 May 2012

Wirecard AG, The Management Board  
sgd. Dr. Markus Braun, Burkhard Ley, Jan Marsalek

Trustpay International GmbH, The Management  
sgd. Jan Marsalek"

The Management Board and Supervisory Board therefore propose passing the following resolution:

The General Meeting approves the domination and profit and loss transfer agreement executed between the company as Dominating Company and Trustpay International GmbH with registered seat in Aschheim (AG Munich HRB 187465) as dominated company on 10 May 2012.

### **8 Passing of resolution concerning the creation of new approved capital 2012 as well as concerning the amendment to the statutes**

With a capital stock of EUR 111,983,452.00 the company currently has approved capital in the amount of EUR 27,119,339.00 (approved capital 2009/I). The corresponding authorization contained in § 4 Par. 2 of the statutes is going to expire on 18 June 2014. New approved capital shall be created and the currently existing approved capital shall be entirely replaced by the new approved capital in order to also grant the company the greatest possible flexibility in future.

This having been said Management Board and Supervisory Board propose passing the following resolutions:

## CONVENIENCE TRANSLATION

The Management Board is authorized to increase the capital stock with the approval of the Supervisory Board one time or several times by up to a total of EUR 30,000,000.00 against cash deposits and/or contributions in kind (including so-called mixed contributions in kind) by issuing up to 30,000,000 new individual share certificates denominated in the holder's name until 25 June 2017 (approved capital 2012) and to hereby determine a start of the profit participation which deviates from the law, also retrospectively to an already closed fiscal year, insofar as no resolution has been passed yet concerning the profit of the fiscal year. The shareholders are principally to be granted a subscription right. The new shares can also be taken over by one or several credit institutions determined by the Management Board with the obligation to offer these to the shareholders (indirect subscription right).

The Management Board is however authorized to exclude the statutory subscription right of the shareholders with the approval of the Supervisory Board in the following cases:

- in order to avoid peak amounts;
- with a capital increase against cash deposits if the issue amount of the new shares issued under the exclusion of the subscription right according to § 186 Par. 3 Sentence 4 AktG does not substantially fall short of the stock exchange price and the new shares issued under the exclusion of the subscription right according to § 186 Par. 3 Sentence 4 AktG in total do not exceed 10 % of the capital stock neither at the time when they become effective nor at the time when this authorization is exercised. Shares are to be credited against this limitation which were sold or issued or are to be issued during the term of this authorization owing to other authorizations in the direct or corresponding application of § 186 Par. 3 Sentence 4 AktG under the exclusion of the subscription right;
- with a capital increase against contributions in kind, in particular for the purpose of acquiring a company, of divisions of companies, a participation in a company or other essential company equipment;
- in order to grant the holders of warrants or convertible or option bonds a subscription right to the extent to which they would be entitled as shareholder after exercising a convertible or option right or in satisfaction of a conversion obligation; as well as
- with a capital increase to issue employee stock options according to § 204 Par. 3 AktG if the issue amount of the new shares issued under the exclusion of the subscription right does not fall short of the stock exchange price by more than a maximum of 30 % and the new shares issued under the exclusion of the

## CONVENIENCE TRANSLATION

subscription right in total do not exceed 5 % of the capital stock and neither at the time when this authorization becomes effective nor at the time when it is exercised. All shares will be credited against the afore-mentioned 5 % limit which are issued to employees of the company and members of the managements and employees of the companies affiliated with the company during the term of this authorization owing to other authorizations under the exclusion of the subscription right of the shareholders as employee stock options at a price, which is below the stock exchange price. The 5 % limit shall not apply if the stock exchange price is hereby not substantially fallen short of within the meaning of § 186 Par. 3 Sentence 4 AktG;

- the total number of the shares issued or to be issued under the exclusion of the subscription right owing to one of these authorizations may not exceed 20% of the capital stock at the time when the authorization is exercised; shares are to be offset against this limitation, which were sold or issued or are to be issued during the term of this authorization owing to other authorizations under the exclusion of the subscription right.

The Management Board is authorized, with the approval of the Supervisory Board, to stipulate the further details of the capital increase and its execution, in particular the contents of the share rights, the conditions for the issue of shares including the issue amount. The Supervisory Board is authorized to change the version of the statutes in line with the scope of the respective capital increase from approved capital.

§ 4 Par 5 of the statutes is abolished. § 4 Par. 2 of the statutes is replaced in full by the following regulation:

"The Management Board is authorized to increase the capital stock with the approval of the Supervisory Board one time or several times by up to a total of EUR 30,000,000.00 against cash deposits and/or contributions in kind (including so-called mixed contributions in kind) by issuing up to 30,000,000 new individual share certificates denominated in the holder's name until 25 June 2017 (approved capital 2012) and to hereby determine a start of the profit participation which deviates from the law, also retrospectively to an already closed fiscal year, insofar as no resolution has been passed yet concerning the profit of the fiscal year. The shareholders are principally to be granted a subscription right. The new shares can also be taken over by one or several credit institutions determined by the Management Board with the obligation to offer these to the shareholders (indirect subscription right).

The Management Board is however authorized to exclude the statutory subscription right of the shareholders with the approval of the Supervisory Board in the following cases:

## CONVENIENCE TRANSLATION

- in order to avoid peak amounts;
- with a capital increase against cash deposits if the issue amount of the new shares issued under the exclusion of the subscription right according to § 186 Par. 3 Sentence 4 AktG does not substantially fall short of the stock exchange price and the new shares issued under the exclusion of the subscription right according to § 186 Par. 3 Sentence 4 AktG in total do not exceed 10 % of the capital stock neither at the time when they become effective nor at the time when this authorization is exercised. Shares are to be credited against this limitation which were sold or issued or are to be issued during the term of this authorization owing to other authorizations in the direct or corresponding application of § 186 Par. 3 Sentence 4 AktG under the exclusion of the subscription right;
- with a capital increase against contributions in kind, in particular for the purpose of acquiring a company, of divisions of companies, a participation in a company or other essential company equipment;
- in order to grant the holders of warrants or convertible or option bonds a subscription right to the extent to which they would be entitled as shareholder after exercising a convertible or option right or in satisfaction of a conversion obligation; as well as
- with a capital increase to issue employee stock options according to § 204 Par. 3 AktG if the issue amount of the new shares issued under the exclusion of the subscription right does not fall short of the stock exchange price by more than a maximum of 30 % and the new shares issued under the exclusion of the subscription right in total do not exceed 5 % of the capital stock and neither at the time when this authorization becomes effective nor at the time when it is exercised. All shares will be credited against the afore-mentioned 5 % limit which are issued to employees of the company and members of the managements and employees of the companies affiliated with the company during the term of this authorization owing to other authorizations under the exclusion of the subscription right of the shareholders as employee stock options at a price, which is below the stock exchange price. The 5 % limit shall not apply if the stock exchange price is hereby not substantially fallen short of within the meaning of § 186 Par. 3 Sentence 4 AktG;
- the total number of the shares issued or to be issued under the exclusion of the option right owing to one of these authorizations may not exceed 20% of the capital stock at the time when the authorization is exercised; shares are to be offset against this limitation, which were sold or issued or are to be issued

## CONVENIENCE TRANSLATION

during the term of this authorization owing to other authorizations under the exclusion of the subscription right.

The Management Board is authorized, with the approval of the Supervisory Board, to stipulate the further details of the capital increase and its execution, in particular the contents of the share rights, the conditions for the issue of shares including the issue amount. The Supervisory Board is authorized to change the version of the statutes in line with the scope of the respective capital increase from approved capital.”

**9 Passing of a resolution concerning the authorization to issue warrant and/or convertible debentures and to exclude the subscription right together with the simultaneous creation of conditional capital as well as a corresponding amendment to the statutes**

The Management Board and Supervisory Board propose passing the following resolution:

- d) Authorization for the issue of warrant and convertible debentures and to exclude the subscription right

The Management Board is authorized, with the approval of the Supervisory Board, to issue one time or several times warrant and/or convertible debentures in the holder's name with a total nominal amount of up to EUR 300,000,000.00 until 25 June 2017 and to grant the holders or creditors of warrant debentures option privileges or the holders or creditors of convertible debentures, conversion privileges to new shares of the company in the holder's name up to a pro rata amount of the capital stock of in total up to EUR 25,000,000.00 according to the more detailed conditions of the option or convertible debenture conditions.

The warrant debentures and convertible debentures (partial debentures) can apart from in Euro– limited to the corresponding Euro counter-value – also be issued in the statutory currency of an OECD country. They can also be issued by direct or indirect majority holding companies of Wirecard AG; in this case the Management Board is authorized, with the approval of the Supervisory Board, to take over the guarantee for the company for the warrant debentures / convertible debentures and to grant the holders of such warrant debentures/ convertible debentures, option privileges/conversion privileges on new shares of Wirecard AG.

The shareholders are principally entitled to a subscription right to the debentures. The statutory subscription right on the warrant or convertible debentures can also be granted to the shareholders to the extent that the debentures are taken over by a credit institution or the members of a consortium of credit institutions or companies deemed

## CONVENIENCE TRANSLATION

equivalent hereto according to § 186 Par. 5 S. 1 AktG with the obligation, to offer these to the shareholders for subscription.

The Management Board is however authorized, with the approval of the Supervisory Board, to remove peak amounts, which are produced owing to the subscription relationship, from the subscription right of the shareholders and to also exclude the subscription right to the extent as it is necessary in order to grant the holders of already previously issued debentures with option or conversion privileges or obligations a subscription right to the extent as they would be entitled as shareholder after exercising the option or conversion privileges or after satisfying the option or conversion obligations.

The Management Board is further authorized, with the approval of the Supervisory Board, to fully exclude the subscription right of the shareholders on debentures issued against cash payment, which are issued with option or conversion privileges or obligations, insofar as the Management Board after a dutiful examination is of the opinion that the issue price of the debentures does not substantially fall short of the hypothetical market value, which is determined according to recognised financial mathematical methods. This authorization to exclude the subscription right shall apply to debentures with option or conversion privileges or option or conversion obligations on shares with a pro rata amount of the capital stock, which in total may not exceed 10 % of the capital stock, neither at the time when the resolution is passed nor – insofar as this amount is lower – at the time when this authorization is exercised. Offset against the afore-mentioned 10 % limit are

- both new shares, which are issued after the start of the 26 June 2012 under the exclusion of the subscription right of the shareholders according to § 203 Par. 1 and 2 in conjunction with § 186 Par. 3 S. 4 AktG,
- as well as those own shares which are sold after the start of the 26 June 2012 under the exclusion of the subscription right of the shareholders according to § 71 Par. 1 No. 8 S. 5 in conjunction with § 186 Par. 3 S. 4 AktG.

The afore-mentioned authorizations to exclude the subscription right are moreover respectively insofar limited to the extent that these only apply to debentures with option or conversion privileges or with option or conversion obligations on shares with a pro rata amount of the capital stock, which in total may not exceed 20 % of the capital stock at the time when this authorization is exercised; shares are to be offset against this limitation, which were sold or issued or are to be issued during the term of this authorization owing to other authorizations under the exclusion of the subscription right.



## CONVENIENCE TRANSLATION

In the event of the issue of warrant debentures one or several warrants will be enclosed with each partial debenture, which entitle the holds to subscribe to individual share certificates of the company, denominated in the holder's name, according to the more specified details of the option conditions which are to be stipulated by the Management Board. The option conditions can also envisage that the option price can be satisfied by the assignment of partial debentures and if applicable an additional cash payment. The pro rata amount of the capital stock of the shares which are to be subscribed to per partial debenture may not exceed the nominal amount of the warrant debentures. Insofar as fractions of shares are produced it can be envisaged that these fractions can be added together to subscribe to whole shares according to the option conditions, if applicable against additional payment.

In the event of the issue of convertible debentures the holders – otherwise the creditors – of the debentures shall be granted the right to convert their debentures according to the more detailed specifications of the convertible bond conditions into new individual share certificates of the company denominated in the holder's name. The conversion relationship can be derived from the division of the nominal amount or the issue amount of a partial debenture which is below the nominal amount by the fixed conversion price for a share of the company and can be rounded up or down to a full number; an additional payment in cash which is to be paid can further be stipulated. Incidentally it can be envisaged that peak amounts are amalgamated and/or compensated for in cash.

§ 9 Par. 1 in conjunction with § 199 Par. 2 AktG are respectively to be complied with.

The conversion conditions can also substantiate a conversion obligation as of the end of the term (or at another time). The conversion conditions can further give the company the possibility that in line with a separate authorization of the Management Board in this respect by the General Meeting conversion and option privileges may be serviced by own shares held by the company. Finally the conversion bond conditions can envisage that in the event of the conversion the company does not grant shares of the company to the party entitled to the conversion, but pays the counter value in cash, which according to the more specified details of the bond conditions corresponds with the average value of the shares in the XETRA final auction during the last ten stock exchange days before declaration of the conversion on the Frankfurt Securities Stock Exchange. The pro rata amount of the capital stock of the shares to be issued with conversion may not exceed the nominal amount of the convertible debentures.

The conversion/option price may not fall short of 80 % of the price of the shares in the XETRA-trade (or a comparable successor system). Decisive for this is the average closing price on the 10 stock exchange trading days before the final decision of the Management Board about the submission of an offer for the subscription of debentures or concerning the declaration of the acceptance by the company after a public request

## CONVENIENCE TRANSLATION

for the submission of subscription offers. In case of a subscription right trading the days of the subscription right trading are decisive with the exception of the last two stock exchange days of the subscription right trading. § 9 Par. 1 AktG remains unaffected.

The option or conversion price shall be reduced irrespective of § 9 Par. 1 AktG owing to a dilution protection clause according to the more detailed determination of the option or convertible bond conditions by payment of a corresponding amount in cash with the exploitation of the conversion privilege or by reducing the additional payment if the company increases the capital stock or issues further option or convertible bonds or other warrants during the option or conversion deadline by granting a subscription right to its shareholders and does not grant the holders of option or conversion privileges any subscription right to the extent as they would be entitled after exercising the option or conversion privilege. Instead of a payment in case of a reduction in the additional payment the exchange relationship can also be adjusted by division by the reduced conversion price. The conditions can in addition envisage an adjustment to the option/ conversion privileges for the event of the reduction in capital.

The Management Board is authorized to stipulate the further details of the issue and provision of the warrant and/or convertible debentures, in particular interest rate, issue price, term and denomination, option or conversion price and the option or conversion period or stipulate these by mutual agreement with the bodies of the holding companies issuing the warrant and/or convertible debentures.

### e) Conditional capital

The capital stock shall be increased conditionally by up to EUR 25,000,000.00 by issue of up to 25,000,000 new individual share certificates denominated in the holder's name (conditional capital). The conditional capital increase serves to grant rights to the holders of warrant or convertible debentures, which according to the afore-mentioned authorization under a) will be issued until 25 June 2017 by Wirecard AG or by a direct or indirect majority holding company of the company. The issue of the new shares is carried out at the conversion or option price which is respectively to be stipulated according to a).

The conditional capital increase is only insofar to be carried out to the extent how option or conversion privileges are exercised or how the holders who are obliged to conversion satisfy their obligation for conversion. The new shares will participate in the profit from the start of the fiscal year in which they are established.

The Management Board is authorized, with the approval of the Supervisory Board, to stipulate the further details of the execution of a conditional capital increase.

## CONVENIENCE TRANSLATION

f) Amendment to the statutes

§ 4 Par. 4 of the statutes (capital stock) (so far empty) is written new as follows:

“The capital stock is increased conditionally by up to EUR 25,000,000.00, divided into up to 25,000,000 units of individual share certificates denominated in the holder’s name (conditional capital 2012). The conditional capital increase shall only be carried out to the extent as the holders of conversion privileges or warrants or the convertible or warrant debentures, which are to be issued by the company or its direct or indirect majority holding companies owing to the authorization of the Management Board which is decided by the General Meeting of 26 June 2012 by 25 June 2017 exercise their conversion or option privileges or to the extent that the holders obliged to conversion of the convertible debentures, which are to be issued by the company or its direct or indirect majority holding companies by 25 June 2017, satisfy their obligation for conversion.

The new shares will participate in the profit from the start of the fiscal year, in which they are established by the exercising of conversion or option privileges or by the satisfaction of conversion obligations. The Management Board is authorized, with the approval of the Supervisory Board, to stipulate the further details of the execution of the conditional capital increase.”

g) Authorization to adjust the statutes

The Supervisory Board is authorized to adjust the version of § 4 Par. 1 and Par. 4 of the statutes in line with the respective issue of the subscription shares as well as to make all other thus associated adjustments to the statutes, which only relate to the version. The same shall apply in the event of the non-exploitation of the authorization to issue warrant or convertible debentures after the expiry of the authorization period as well as in the event of the non-exploitation of the conditional capital after expiry of the deadlines for the exercising of option or conversion privileges or for the satisfaction of conversion or option obligations.

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## CONVENIENCE TRANSLATION

### **Report of the Management Board relating to the item on the agenda 8 according to §§ 203 Par. 2 Sentence 2, 186 Par. 4 Sentence 2 AktG concerning the reasons for the authorization of the Management Board, to exclude the subscription right of the shareholders with the exploitation of the approved capital:**

The authorization proposed under TOP 8 serves to retain and to extend the equity basis of the company. The authorization further allows the Management Board to be able to react flexibly to financing requirements which occur at short notice in connection with the implementation of strategic decisions. Specifically:

1. Current approved capital and reason for the creation of further approved capital 2012:

The Management Board and Supervisory Board will propose to the General Meeting on 26 June 2012 to create new approved capital 2012.

The capital stock of the company is currently EUR 111,983,452.00.

According to § 4 Par. 5 of the statutes of the company in the version which was valid at the time when invitation was published the Management Board was authorized until 18 June 2014 to increase the capital stock of the company, with the approval of the Supervisory Board, one time or several times by up to EUR 37,299,652.00 by issuing up to 37,299,652 new individual share certificates denominated in the holder's name (approved capital 2009/I). The approved capital 2009/I was originally decided at the General Meeting of 18 June 2009 in the amount of EUR 37,299,652.00 and entered in the register of companies on 20 August 2009. On 7 March 2012 the Management Board decided, with the approval of the Supervisory Board, to increase the capital stock of the company with exclusion of the submission right according to § 186 Par 3 Sentence 4 AktG from approved capital by EUR 10,180,313.00 to EUR 111,983,452.00 by the issue of 10,180,313 new individual share certificates denominated in the holder's name with a pro rata amount of the capital stock of Euro 1.00 per share against cash deposits. The capital increase was also carried out in full and entered in the register of companies on 9 March 2012. After a partial exploitation the approved capital 2009/I is currently still EUR 27,119,339.00.

The capital approved on December 14, 2004 according to § 4, Par 2 of the statutes expired on December 14, 2009. There is no further approved capital.

In order to nevertheless grant the company the best possible flexibility new approved capital (approved capital 2012) should be created which authorizes the management of the company to increase the capital stock of the company until 24 May 2017 one time or several times by up to a total of EUR 30,000,000.00 against cash deposits and/or contributions in kind by issuing up to 30,000,000 new individual share certificates denominated in the holder's name.

2. New approved capital 2012 and thus associated benefits for the company:

## CONVENIENCE TRANSLATION

The Management Board proposes revoking the regulations in the statutes concerning the existing approved capital 2009/I and to create new approved capital 2012 up to an amount of EUR 30,000,000.00.

The approved capital 2012 makes it possible for the Management Board, with the approval of the Supervisory Board, to increase the capital stock of the company one time or several times by up to a total of EUR 30,000,000.00 against cash deposits and/or contributions in kind by issuing new individual share certificates denominated in the holder's name. The Management Board is authorized to exclude the statutory subscription right of the shareholders in certain cases and limited to a partial quantity of the approved capital (more in this respect in 3. below). The authorization is to be granted until 25 June 2017.

The proposed authorization for the issue of new shares from the approved capital 2012 is to place the Management Board in the position, with the approval of the Supervisory Board, to be able to react better to financing requirements occurring at short notice in connection with the implementation of strategic decisions as well as to retain price-sparing possibilities for reacting to market conditions.

### 3. Exclusion of the subscription right:

The Management Board is to be authorized within the framework of the approved capital 2012, with the approval of the Supervisory Board, to remove peak amounts from the subscription right of the shareholders. The exclusion of the subscription right for peak amounts with the approved capital 2012 is necessary in order to be able to present a subscription relationship which can be carried out from a technical point of view. The shares excluded as free peaks from the subscription right of the shareholders are either sold for the company to the best possible extent by sale on the stock exchange or in any other manner. The possible dilution effect for the shareholders is low owing to the restriction to the peak amount.

It should further be possible to exclude the subscription right with the approved capital 2012 if the volume stipulations and the other requirements for an exclusion of the subscription amount have been satisfied according to § 186 Par. 3 Sentence 4 AktG. A possible deduction from the actual stock exchange price is expected to not exceed 3 %, in any case however to a maximum of 5 % of the stock exchange price. This possibility to exclude the subscription right should place the management in the position to exploit short-term favourable stock exchange situations and through the market-related stipulation of the price to achieve an as far as possible high issue amount and thus the best possible strengthening of the equity. Experience has shown that such a capital increase, owing to the faster possibility for action, leads to a higher cash inflow than a comparable capital increase subscription right of the shareholders. It is thus in the best interest of the company and the shareholders. This does in fact lead to a reduction in the relative participation ratio and the relative voting right share of the existing shareholders. Shareholders, who would like to receive their relative participation ratio and their relative voting

## CONVENIENCE TRANSLATION

right share, have however the possibility to acquire the number of shares, which are necessary for this through the stock exchange.

This possibility for the exclusion of the subscription right is limited to a maximum share of 10 % of the capital stock. Shares are to be offset against this limitation which were sold or issued or are to be issued during the term of this authorization owing to other authorizations in the direct or corresponding application of § 186 Par. 3 Sentence 4 AktG under the exclusion of the subscription right. This offsetting is carried out in the interest of the shareholders in an as far as possible lower dilution of their participation.

The Management Board should moreover be authorized within the framework of the approved capital 2012, with the approval of the Supervisory Board, to exclude the subscription right in case of capital increases against contributions in kind for the granting of shares for the purpose of acquiring companies, divisions of companies, participations in companies or other essential company equipment.

This authorization for the exclusion of the subscription right should serve the purpose to enable the acquisition of companies, divisions of companies, participations in companies or other essential company equipment against the granting of shares of the company. The company is subject to global competition. It must be in the position at all times to be able to act quickly and flexibly on the international markets in the interest of its shareholders. This also includes the option to acquire companies, parts of companies, participations herein or other essential company equipment in order to improve the competitive position. The optimum implementation of this option in the interest of the shareholders and the company consists in an individual case of the acquisition of a company, the part of a company, a participation herein or of other essential company equipment through the granting of shares of the acquiring company. The practice has shown that the holders of attractive acquisition objects as consideration for a sale frequently request the procurement of shares of the acquiring company which are entitled to vote. In order to be able to also acquire such companies the company must have the possibility to grant own shares as a consideration. The proposed authorization for the exclusion of the subscription right should give the company the necessary flexibility in order to be able to exploit opportunities which offer themselves for the acquisition of companies, divisions of companies, participations in companies or of other essential company equipment quickly and flexibly. With an exclusion of the subscription it respectively leads in fact to a reduction in the relative participation ratio and the relative voting right share of the existing shareholders. With the granting of an unlimited subscription right however the acquisition of companies, divisions of companies, participations in companies or of other essential company equipment against the granting of shares would not be possible and the thus associated benefits for the company and the shareholders could not be achieved.

If opportunities for the acquisition of companies, divisions of companies, participations or other essential company equipment are specified the Management Board shall carefully examine whether it should use part of the approved capital 2012 for the purpose of acquiring companies,

## CONVENIENCE TRANSLATION

divisions of companies, participations in companies, other essential company equipment against the issue of new shares. It shall only do this if the acquisition of the company or participation or the acquisition of other essential company equipment against the granting of shares is in the best interest of the company. Only if this pre-requisite exists will the Supervisory Board also grant its necessary approval. The basis for the valuation of the shares of the company on the one hand and the companies, company participations or other essential company equipment, which is to be acquired, on the other hand will be neutral enterprise value appraisals of auditing companies and/or well-known international investment banks.

In addition, the Management Board should be entitled to exclude the subscription right in order to grant the holders of warrants or conversion or option bonds a subscription right to the extent as they would be entitled as shareholder after exercising a conversion or option privilege or in the satisfaction of a conversion obligation; the company has currently not issued any warrants or conversion or option bonds. The General Meeting of 26 June 2012 will however be requested to authorize the company to issue warrant and convertible debentures.

Through the authorization on the one hand the possibility should furthermore be created to be able to offer the shares as employee stock options to members of the management of the company at a price, which does not substantially fall short of the stock exchange price. On the other hand the possibility should be created to be able to offer the shares as employee stock options to employees of the company as well as members of the managements and employees of affiliated companies at a price of up to 30 % below the stock exchange price for acquisition. This authorization shall occur in addition to the existing authorization to be able to issue repurchased shares to employees and members of the Management Board of the company in order to satisfy existing option or acquisition rights or acquisition obligations on shares of the company.

The authorization to issue employee stock options at a price below the stock exchange price to employees of the company and members of the managements and employees of the companies affiliated with the company is limited to a total of a maximum of 5 % of the capital stock of the company in fact both at the time when they become effective as well as at the time when they are exercised. The 5 % limit shall however not apply if the issue price does not substantially fall short of the stock exchange price within the meaning of § 186 Par. 3 Sentence 4 AktG. Shares are to be offset against the limitation of 5 % of the capital stock which are issued when this authorization becomes effective under the exploitation of an authorization which is applicable at the time when the proposed authorization becomes effective or replaces it for the issue of new shares from approved capital under the exclusion of the subscription right as employee stock options at a price below the stock exchange price to employees of the company and members of the managements and employees of the companies affiliated with the company. The offsetting of the issue of new shares from approved capital against this 5 % limit shall cease to apply if the issue of the shares from approved capital is carried out at a price, which does not substantially fall short of the stock exchange price within the meaning of § 186 Par. 3 Sentence 4 AktG.

## CONVENIENCE TRANSLATION

The issue of employee stock options is in the interest of the company and its shareholders as hereby the identification of the members of the managements and the employees with the company, the willingness to assume co-responsibility and the commitment of the workforce to the company are promoted. It is requested by the legislator and is facilitated by the law in several ways. To be included in the group of beneficiaries, towards whom the possibility should exist, to offer them shares of the company at a price of up to 30 % below the stock exchange price as employee stock options for acquisition should only be employees of the company and members of the managements and employees of affiliated companies. Members of the management of the company should only be able to be offered employee stock options at a price which does not substantially fall short of the stock exchange price.

By the issue of employee stock options it is possible to create long-term incentives, with which not just positive, but also negative developments are taken into consideration. By granting shares with a multi-year sales block or holding incentives in addition to the bonus a negative penalty effect is created in the event of negative developments. It thus concerns a tool that in the interest of the company and the shareholders can achieve greater financial co-responsibility.

In order to be able to issue acquired shares as employee stock options it is necessary to exclude the subscription right of the shareholders. Otherwise the thus associated benefits for the company and its shareholders could not be achieved. When weighing up all stated circumstances the Management Board in agreement with the Supervisory Board considers the exclusion of the subscription right in the stated cases to be factually justified and reasonable towards the shareholders for the presented reasons – also by taking into consideration a possible dilution effect.

The Management Board will carry out the exercising of the authorization with the approval of the Supervisory Board; the Supervisory Board shall decide about the issue of employee stock options to members of the Management Board of the company. The conditions shall respectively be stipulated in due time so that by taking into consideration the respective circumstances the interests of the shareholders and the interests of the company are reasonably safeguarded. The Management Board will report to the General Meeting about the details of an exploitation of the authorization to repurchase own shares or for their use.

The total number of the shares to be issued and issued pursuant this authorization excluding any pre-emptive rights may not exceed 20% of the authorized capital at the time of the exercise of the authorization; shares, which have been sold or issued or will be issued during the validity of this authorization of other authorizations excluding pre-emptive rights are to be calculated against this restriction.

When weighing up all stated circumstances the Management Board and Supervisory Board consider the exclusion of the subscription right in the stated cases to be factually justified and reasonable for the presented reasons also by taking into consideration the dilution effect occurring for the burden of the shareholders.



## CONVENIENCE TRANSLATION

### 4. Report of the Management Board about the exploitation of the approved capital:

The Management Board will report to the General Meeting about each exploitation of the approved capital 2012.

Report of the Management Board concerning item on the agenda 9

Report of the Management Board to the General Meeting according to § 221 Par. 4 S. 2 in conjunction with § 186 Par. 4 S. 2 AktG concerning item on the agenda 9

The proposed authorization for the issue of option and convertible bonds with a nominal amount of up to EUR 300,000,000.00 as well as for the creation of the associated conditional capital of up to EUR 25,000,000.00 should make it possible for the company to use attractive financing possibility flexibly and in real time. If applicable it should also be possible to use German or international capital markets through holding companies depending on the market position and the debentures should also be able to be issued in the statutory currency of an OECD country in addition to in Euro.

The shareholders are principally entitled to a subscription right hereby. In order to be able to facilitate the processing the Management Board should be able to use the possibility to offer the debentures to a credit institution or the members of a consortium of credit institutions or companies deemed equivalent hereto according to § 186 Par. 5 S. 1 AktG with the obligation to offer the debentures to the shareholders in line with their subscription right (indirect subscription right within the meaning of § 186 Par. 5 AktG).

Within the framework of this general authorization the Management Board is also authorized to exclude the statutory right of the shareholders to subscribe to debentures, however only in certain limits, on the one hand only to the limited extent and on the other hand to a greater extent only under certain restricted pre-requisites. The authorization to exclude the subscription right for peak amounts serves the purpose that with regard to the amount of the respective issue a practical subscription relationship can be presented. Without the exclusion of the subscription right for peak amounts the technical execution of the capital increase and the exercising of the subscription right would be made substantially more difficult in particular with the issue of debentures with round amounts. The debentures excluded from the subscription right of the shareholders as free peaks are sold to the best possible extent for the company either by sale via the stock exchange or in any other manner. The exclusion of the subscription right for the benefit of the holders of already issued debentures with option or conversion privileges or obligations is carried out with consideration for the so-called protection against dilution, to which it is as a rule entitled according to the conditions of the debentures. This has the benefit that the option or conversion price for the already issued option or conversion privileges or obligations does not need to be reduced and hereby a higher cash inflow is made possible for the company on the whole. Both cases of the exclusion of the subscription right are therefore in the interest of the company and its shareholders.

## CONVENIENCE TRANSLATION

The Management Board is further authorized, with the approval of the Supervisory Board, to exclude the subscription right of the shareholders in full, if the issue of the debentures associated with option or conversion privileges or obligations is carried out against cash payment at an issue price, which does not substantially fall below the market value of these debentures. This way the company is given the possibility to use favourable market situations at very short notice and quickly and through a market-related stipulation of the conditions to achieve better conditions for the provision of the debentures. Such a market-related stipulation of conditions and smooth positioning would not be possible when safeguarding the subscription right. § 186 Par. 2 AktG does in fact permit a publication of the subscription price (and thus the conditions of the debentures) by no later than three days before expiry of the subscription deadline. In view of the volatility on the stock markets which can frequently be observed there is however also a market risk over several days, which leads to reductions in security when stipulating the conditions for the debentures and thus to conditions which are not related to the market. The successful positioning with third parties is also in danger or associated with additional expenses with the existence of a subscription right owing to the uncertainty when it is exercised (subscription behaviour). Finally, when granting a subscription right, the company cannot react to favourable or unfavourable market circumstances at short notice owing to the length of the subscription deadline.

According to § 221 Par. 4 S. 2 AktG the provision of § 186 Par. 3 S. 4 AktG applies accordingly to this case of a full exclusion of the subscription right. The limited for exclusions of subscription rights of 10 % of the capital stock as regulated therein is to be complied with according to the contents of the resolution. The volume of the conditional capital, which is to be made available for securing the option or conversion privileges or obligations with exclusion of subscription right with the corresponding application of § 186 Par. 3 S. 4 AktG, is a maximum of 10 % of the current capital stock. Through a corresponding stipulation in the authorization resolution it is also ensured that the 10 % limit is not exceeded even in the case of a capital reduction as the authorization to exclusion of the subscription right may explicitly not exceed 10 % of the capital stock neither at the time when the resolution is passed nor – insofar as this amount is lower – at the time when this authorization is exercised. Both new shares, which are issued after the start of the 26 June 2012 under the exclusion of the subscription right of the shareholders according to § 203 Par. 1 and 2 in conjunction with § 186 Par. 3 S. 4 AktG, will be credited against the afore-mentioned 10 % limit, as well as such own shares, which are sold after the start of the 26 June 2012 according to § 71 Par. 1 No. 8 S. 5 in conjunction with § 186 Par. 3 S. 4 AktG until the issue of the debentures with option and / or conversion privilege or obligation under the exclusion of the subscription right of the shareholders which is free of subscription rights according to § 221 Par. 4 in conjunction with § 186 Par. 3 S. 4 AktG.

The Management Board shall incidentally – subject to a renewed authorization for the exclusion of subscription rights by a subsequent General Meeting – not use the authorization to issue debentures with option or conversion privileges or obligations under the exclusion of the subscription right of the shareholders based on the authorization resolution in an amount of the pro rata capital stock, to which the debentures refer, which relates to shares, which are issued

## CONVENIENCE TRANSLATION

or sold under the exclusion of the subscription right of the shareholders owing to other authorization granted to the Management Board insofar as the scope of the pro rata capital stock, which relates to these shares, exceeds 10 % of the actual capital stock of the company. This offsetting should cease to apply and the original authorization volume be available again as soon as a subsequent General Meeting authorizes the Management Board once again, under the exclusion of the subscription right of the shareholders to issue or to sell shares or to issue debentures with option or conversion privileges or obligations on shares of the company.

It can further be derived from § 221 Par. 4 in conjunction with § 186 Par. 3 S. 4 AktG that the issue price may not substantially fall short of the stock exchange price. It should hereby be ensured that a significant financial dilution of the value of the shares will not occur. Whether such a dilution effect occurs with the issue of debentures associated with option or conversion privileges or obligations, free of subscription rights, can be determined by the fact that the hypothetical stock exchange price (market value) of the debentures is calculated according to recognised, in particular financial mathematical, methods and compared with the issue price. If, according to a dutiful examination, this issue price is only insignificantly below the hypothetical stock exchange price (market value) at the time when the debentures are issued, an exclusion of subscription rights is permitted according to the sense and purpose of the regulation of § 186 Par. 3 S. 4 AktG owing to the only insignificant deduction. The resolution therefore envisages that the Management Board must be of the opinion that the envisaged issue price does not lead to any significant dilution of the value of the shares before issue of the debentures, association with option or conversion privileges or obligations after a dutiful examination. Thus, the calculable market value of a subscription right would fall to almost zero so that the shareholders cannot suffer any significant financial disadvantage through the exclusion of the subscription right.

The afore-mentioned authorizations for the exclusion of the subscription right are moreover respectively limited to the extent that they only apply to debentures with option or conversion privileges or with option or conversion obligations on shares with a pro rata amount of the capital stock, which in total may not exceed 20 % of the capital stock at the time when this authorization is exercised; shares are to be credited against this limitation which were sold or issued or are to be issued during the term of this authorization owing to other authorizations under the exclusion of the subscription right.

In addition the shareholders have the possibility to maintain their share of the capital stock of the company also after exercising option or conversion privileges or the occurrence of the option or conversion obligations at all times by purchases of shares via the stock exchange. Compared with this the authorization to exclude the subscription right of the company enables a market-related stipulation of conditions, the greatest possible security with regard to the ability for placement with third parties and the exploitation of favourable market situations at short time.

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## CONVENIENCE TRANSLATION

Further details concerning the convening

### **Total number of shares and voting rights**

The capital stock of the company is divided into 111,983,452 shares denominated in the holder's name (individual share certificates) on the day on which this General Meeting is convened. All issued shares grant one vote and are entitled to vote.

### **The pre-requisites for the participation in the General Meeting and the exercising of the voting right**

#### **Registration**

Those shareholders are entitled to participate in the General Meeting and to exercise the voting right, who have registered with the company by no later than as of the expiry of **19 June 2012** (12:00 (midnight), local time at the registered seat of the company) under the following address

Wirecard AG  
c/o Computershare Operations Center  
Prannerstraße 8  
D-80333 Munich  
Fax: 089 / 309037-4675  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

and have provided the proof towards it under this address prepared by the deposit-keeping institution that they were a shareholder of the company at the beginning of the 21st day before the General Meeting, thus at the beginning of **5 June 2012** ("**Proof key date**") at 0:00 (midnight) (local time at the registered seat of the company). The registration and the proof require a text form (§ 126b BGB) and must be carried out in the German or English language.

#### **Significance of the proof key date**

In the relationship to the company only a person is deemed a shareholder for the participation in the General Meeting and the exercising of the voting right who has provided the proof of the shareholding as of the proof key date. This means that shareholders, who have only acquired their shares after the proof key date, cannot take part in the General Meeting unless they had been authorized accordingly by the seller. Shareholders, who sell their shares after the proof key date, are – with the timely registration and submission of the proof of the shareholding – nevertheless entitled to participate in the General Meeting and to exercise the voting right in the relationship to the company; they can also authorize the buyer of their shares to exercise the voting right. The proof key date has no implications on the ability to sell the shares. Shareholders can also continue to dispose freely over their shares after a registration.

## CONVENIENCE TRANSLATION

### **Procedure for the casting of votes /voting right representation**

Shareholders, who could not like to personally take part in the General Meeting, can have their voting right exercised by an authorized agent, also by an association of shareholders. A timely registration and the proof of the shareholding are also necessary in this case. For the granting of a power of attorney both declarations towards the authorized agent as well as towards the company can be taken into consideration. The authorization can also be carried out after the registration of the shareholder to the General Meeting still. The forms can be used for the authorization, which are sent to the shareholders after their proper registration. If a shareholder authorizes more than one person then the company can reject one or several of these persons.

The granting of the power of attorney, its revocation and the proof of the authorization towards the company principally require a text form (§ 126b BGB). The revocation can also be carried out by the personal appearance of the principal in the General Meeting. If a credit institution, an association of shareholders or another institution or person named in § 135 AktG is to be authorized it is possible that the institutions or person who are to be authorized request a special form of the power of attorney, because according to § 135 AktG they must record the power of attorney in a verifiable manner. Should a shareholder intend to authorize a credit institution, an association of shareholders or another of the institutions or persons named in § 135 AktG then it is urgently advised to coordinate a possible form of the power of attorney with these institutions or persons.

As electronic means for the sending of the proof of the power of attorney the company offers the following e-mail address:

[HV2012-WireCard@computershare.de](mailto:HV2012-WireCard@computershare.de)

### **Voting right representation by voting right representatives of the company.**

The company offers its shareholders to authorize voting right representatives who are appointed by the company, however are bound to the instructions of the shareholders, to exercise their voting right before the General Meeting already. Insofar as voting right representatives are authorized, who are appointed by the company, these must in any case be given instructions for the exercising of the voting right. The power of attorney is invalid without these instructions. The voting right representatives are obliged to coordinate according to instructions.

The shareholders will be sent details concerning the granting of the power of attorney and instructions to the voting right representatives appointed by the company and other details concerning the participation in the General Meeting and the exercising of the voting rights together with the entrance ticket to the General Meeting. Corresponding information can also be viewed in the Internet under <http://www.wirecard.de/investor-relations-de/hauptversammlung.html>.

## CONVENIENCE TRANSLATION

### **Supplementary motions to the agenda at the request of a minority according to § 122 Par. 2 AktG**

Shareholders, whose shares together achieve a twentieth part of the capital stock or the pro rata amount of EUR 500,000, this corresponds with 500,000 individual share certificates, of the capital stock, can request according to § 122 Par. 2 AktG that items are placed on the agenda and announced. A substantiation or template for a resolution must be enclosed with each new item. The request is to be sent in writing to the Management Board of Wirecard AG and must have been received by the company by no later than **26 May 2012** by 12:00 (midnight) (local time at the registered seat of the company).

Please send corresponding requests to the following address:

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

Persons filing a motion have to prove that they have been holders of the shares for at least three months before the day of the receipt of the request and that they will hold the shares until the decision about the motion. Supplements to the agenda which are to be announced will be announced in the Bundesanzeiger [German Federal Gazette] immediately after receipt of the request and forwarded to such media for publication with which it can be assumed that they distribute the information in the whole of the European Union. They will also be announced in the Internet under <http://www.wirecard.de/investor-relations-de/hauptversammlung.html>.

### **Counter-motions and proposals for the elections by shareholders according to § 126 Par. 1 and § 127 AktG**

Each shareholder of the company is entitled to file counter-motions against proposals of the Management Board and/ or Supervisory Board relating to certain items on the agenda or proposals for elections as well as motions for the rules of procedure in the General Meeting, without this requiring an announcement, publication or other special act before the General Meeting.

The company will make counter-motions within the meaning of § 126 AktG and proposals for elections within the meaning of § 127 AktG including the name of the shareholder, the substantiation, which is however not necessary for proposals for elections, and a possible statement concerning the management accessible under <http://www.wirecard.de/investor-relations-de/hauptversammlung.html> if the shareholder has sent it at least 14 days before the meeting, thus by the expiry of the **11 June 2012** (12:00 (midnight), local time at the at the registered seat of the company) to the address named below

## CONVENIENCE TRANSLATION

Wirecard AG  
Investor Relations  
Einsteinring 35  
85609 Aschheim  
Fax: +49 89 4424 0726  
E-Mail: [hauptversammlung@wirecard.com](mailto:hauptversammlung@wirecard.com)

and the other pre-requisites have been satisfied for a corresponding publication obligation according to § 126 AktG and § 127 AktG.

We would like to point out the counter-motions or proposals for elections will only be taken into consideration in the General Meeting if they are filed or submitted therein.

### **Information obligation of the shareholder according to § 131 Par. 1 AktG**

Each shareholder is to be provided information in the General Meeting by the Management Board following a request made orally in the General Meeting about matters of the company including the legal and business relationships to affiliated companies as well as about the position of the group and the companies integrated into the consolidated financial statements insofar as it is necessary for the proper assessment of an item of the agenda and there is no right to refuse information.

### **Publications on the website**

This invitation to the General Meeting, the documents and motions of shareholders which are to be made accessible to the General Meeting as well as further information according to § 124a AktG are also be made accessible from the convening of the General Meeting on the website of the company under <http://www.wirecard.de/investor-relations-de/hauptversammlung.html>.

Aschheim in May 2012

The Management Board