

The following is a convenience translation. The German version shall be authoritative.

Articles of Association of WILEX AG

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**Articles of Association
of
WILEX AG**

**I.
GENERAL PROVISIONS**

**§ 1
Company, Domicile**

- (1) The name of the Company is:

WILEX AG

- (2) The Company is domiciled in Munich, Germany.

**§ 2
Purpose of the Company**

- (1) The Company's purpose is the research, development, production, approval, marketing and sales of medical products and diagnostic agents, primarily in the field of oncology, as well as the in- and out-licensing of industrial property rights based thereon.
- (2) The Company may engage in all transactions that are suitable for serving its purpose, directly or indirectly. In particular, the Company may take over or represent other companies of the same or a similar type; it may acquire interests in such companies, specifically, as a personally liable partner or shareholder. The Company may establish branch offices and subsidiaries nationally and internationally.

§ 3**Duration of the Company, Financial Year**

- (1) The Company has been set up for an indefinite period.
- (2) The Company's financial year runs from 01 December of a given year to 30 November of the following year.

§ 4**Announcements and Notifications**

- (1) The Company shall publish its announcements exclusively in the electronic Federal Gazette ("Bundesanzeiger"), unless expressly provided otherwise by law. For statements or information that must be made available to the shareholders by law but are not subject to specific form requirements posting on the Company's website is sufficient.
- (2) Information to be provided to the bearers of the Company's listed securities may also be transmitted by means of remote data transmission.

II.**SHARE CAPITAL AND SHARES****§ 5****Amount and Division of the Share Capital**

- (1) The Company's share capital is EUR 15,957,965.00 (in words: fifteen million nine hundred and fifty-seven thousand nine hundred and sixty-five euros)
- (2) The share capital is divided into 15,957,965 no par value bearer shares with an arithmetical proportion in the share capital of EUR 1.00 per share.
- (3) The Company's share capital is contingently increased by up to EUR 18,400.00 through the issue of up to 18,400 no par value bearer shares (Contingent Capital 2001). The contingent capital increase serves to grant options to the Company's

employees as resolved by the Annual General Meeting on 20 July 2001 (Item 6 on the agenda) taking into consideration the amendments as resolved by the Annual General Meetings on 29 April 2005 and 08 September 2005. The contingent capital increase will only be implemented to the extent that the holders of options make use of their option rights. The shares participate in profits for the first time in the financial year for which – at the time of the effective submission of the option exercise notice – the Company's Annual General Meeting had yet to adopt a resolution concerning the allocation of net retained profits. The Company's Executive Management Board is authorised, subject to the approval of the Supervisory Board, to determine any other details concerning the implementation of the contingent capital increase. The Supervisory Board is authorised to change the wording of the Articles of Association to reflect the scope of the capital increase from Contingent Capital 2001.

- (4) The Company's share capital is contingently increased by a further EUR 1,289,157.00 through the issue of up to 1,289,157 new no par value bearer shares (Contingent Capital II). The contingent capital increase will only be implemented to the extent that holders of the stock options issued by the Company on the basis of and subject to the terms and conditions of the authorisation by the Annual General Meeting on 08 September 2005 (resolution in accordance with item 9.1) make use of their stock options. In accordance with 9.1 (5) of the above-mentioned resolution by the Annual General Meeting, the shares will be issued at the exercise price set in each case as the issue price and also at the specific terms and conditions determined in this resolution. The new shares participate in profits from the start of the financial year in which they are issued. The Executive Management Board, with the approval of the Supervisory Board, and – to the extent that members of Executive Management Board are affected – the Supervisory Board are authorised to determine any other details concerning the contingent capital increase and its implementation. The Supervisory Board is authorised to change the wording of the Articles of Association to reflect the scope of the capital increase from Contingent Capital II.
- (5) The Executive Management Board is authorised to increase the Company's share capital, with the approval of the Supervisory Board, by up to EUR 1,430,918.00 by issuing up to 1,430,918 new no par value bearer shares in return for cash contributions or contributions in kind on one or several occasions up to and including 28 April 2010 (Authorised Capital).

The Executive Management Board is further authorised to exclude shareholders' statutory subscription rights with the approval of the Supervisory Board in the following cases:

- (a) for a portion of the Authorised Capital in the total amount of up to EUR 1,430,918.00 to the extent that this is required to cover over-allotments in connection with the placement of shares of the Company within the framework of the listing of the Company's shares on a German stock exchange;
- (b) for a portion of the Authorised Capital in the total amount of up to EUR 1,430,918.00 provided that the new shares are issued in return for cash contributions at an issue price which is not significantly lower than the market price of the shares (Section 186 Sub-section 3 Sentence 4 of the German Stock Corporation Act);
- (c) for a portion of the Authorised Capital in the total amount of up to EUR 1,430,918.00 provided that the new shares are issued in return for cash contributions or contributions in kind for the purpose of acquiring companies or equity interests in companies and provided that the acquisition of the company or the equity interest is in the best interests of the Company;
- (d) for the purpose of settling claims under contractual subscription rights on the basis of contracts concerning the establishment of silent partnerships; or
- (e) to avoid fractions of shares.

The Executive Management Board resolves on the content of the rights inherent in the relevant shares and the other terms of the share issue with the approval of the Supervisory Board. The Supervisory Board is authorised to amend the wording of the Articles of Association to reflect the scope of the capital increase from Authorised Capital.

§ 6**Share Certificates**

- (1) The Executive Management Board shall, subject to the approval of the Supervisory Board, determine the form of the share certificates and of the dividend and renewal coupons.
- (2) The Company may combine individual shares in global share certificates that document multiple shares (global shares, global certificates). Shareholders' right to securitisation of their shares shall be excluded.

III.**THE EXECUTIVE MANAGEMENT BOARD****§ 7****Term of Office, Composition, Resolutions**

- (1) The Supervisory Board shall nominate the members of the Executive Management Board for terms of office not to exceed five years. The appointment of members of the Executive Management Board may be renewed, or the term of office extended, provided that the term of each such renewal or extension does not exceed five years.
- (2) The Executive Management Board may comprise one or several persons. The Supervisory Board shall determine the number of Executive Management Board members in accordance with statutory requirements. The Supervisory Board may appoint one member of the Executive Management Board to serve as the latter's chairman. Deputy members of the Executive Management Board may be appointed.
- (3) The Executive Management Board shall adopt its resolutions by a simple majority of all votes cast. An application shall be deemed to have been rejected in the event of a tie. Resolutions may also be adopted by means of a circular in writing, by telegramme, by telex or fax, by e-mail or by telephone if no member of the Executive Management Board objects.

§ 8**Representative Authority**

- (1) If only one person has been appointed to the Executive Management Board, such Board member shall represent the Company alone. If the Executive Management Board is comprised of several members, however, the Company shall be represented jointly by two members of the Executive Management Board or by one member of the Executive Management Board together with an executive holding power of attorney ("Prokurist").
- (2) The Supervisory Board may grant sole representative authority to members of the Executive Management Board.
- (3) The Supervisory Board may exempt members of the Executive Management Board from the limitations of Section 181 German Civil Code (Bürgerliches Gesetzbuch) within the limits defined under Section 112 of the German Stock Corporation Act (Aktiengesetz).

§ 9**Management**

- (1) The Executive Management Board is responsible for running the Company. It must manage the Company's business in accordance with the law, its Articles of Association and the Executive Management Board's own internal rules of procedure.
- (2) The Supervisory Board shall issue internal rules of procedure for the Executive Management Board. It may define transactions – either in the internal rules of procedure or by means of resolutions – that are subject to its approval.

IV.**SUPERVISORY BOARD****§ 10****Composition of the Supervisory Board**

- (1) The Supervisory Board shall comprise six members.

- (2) All members of the Supervisory Board shall be elected for a term ending at the conclusion of the Annual General Meeting at which the actions of the Supervisory Board members during the fourth financial year following the commencement of their term of office are formally approved, not counting the financial year during which the relevant Supervisory Board members were elected. Appointments for shorter terms are possible. Supervisory Board members may be re-elected, even repeatedly.
- (3) Substitute members may be elected to replace Supervisory Board members resigning their seats early, either for the remainder of the respective departing member's term or until a new election is held pursuant to para. (6); the order in which they will do so shall be determined at the time they are elected.
- (4) At its first meeting following its election, the Supervisory Board shall elect one of its members as chairman and one or several members as deputy chairmen, specifying their ranking. The election shall be for the elected person's term of office.
- (5) Every member of the Supervisory Board may withdraw from office subject to four weeks' notice by submitting a written statement to the Executive Management Board, subject to notification of the Supervisory Board chairman.
- (6) If a Supervisory Board member is elected to take the place of a departing Supervisory Board member, the former's term of office shall correspond to the latter's remaining term of office. If a substitute member has taken the place of a departing member, the substitute member's term shall expire at the end of the next following Annual General Meeting at which a new Supervisory Board member shall be elected pursuant to sentence 1.

§ 11

Internal Rules of Procedure, Convening Meetings, Resolutions, Committees, Participation

- (1) The Supervisory Board may adopt internal rules of procedure for itself.
- (2) The Supervisory Board shall meet twice every six calendar months. It shall also be convened if business so requires.

- (3) Meetings of the Supervisory Board shall be convened by its chairman, or by the deputy chairman if the chairman is unavailable, with fourteen days' notice in writing, by e-mail or by fax (using any media) to the members' last known addresses or fax numbers. This notice period shall not include the day on which the notice of meeting is sent out and the day of the meeting itself. In urgent cases, the chairman (or the deputy chairman if the former is unavailable) may reduce the notice period and convene the meeting orally, by telephone, by fax, by telegram or by any other suitable electronic means. The individual agenda items shall be specified in the notice of meeting. A resolution regarding an agenda item not set forth in the notice of meeting may only be adopted if no member of the Supervisory Board objects immediately. Present members of the Supervisory Board may only object to the resolution during the meeting whilst its absent members shall be given the opportunity to object to the resolution within a reasonable period to be determined by the chairman (or by the deputy chairman if the chairman is unavailable) or to cast their vote in writing which may then also be transmitted by fax. The resolution shall only take effect if none of the absent Supervisory Board members have objected to it by the given deadline.
- (4) The Supervisory Board shall adopt its resolutions in its meetings. If so ordered by the chairman of the Supervisory Board, however, resolutions may also be adopted in writing, by telegram, by telex or fax, by e-mail or by telephone if no member immediately objects to this procedure.
- (5) The Supervisory Board constitutes a quorum if four of its members participate in adopting the resolution. Absent Supervisory Board members may participate in the process of adopting the resolution by having present Supervisory Board members or a person designated in para. (8) submit their written votes which may also be transmitted by fax. Members who have been linked up via video or telephone conference participate in the adoption of the relevant resolution.
- (6) Resolutions shall be adopted by a simple majority of all votes cast unless stipulated otherwise by law. Abstentions shall not be considered votes cast. In case of a tie, the chairman's vote shall decide the matter. If the chairman of the Supervisory Board is not participating in the vote, the vote of the next ranking deputy chairman shall break the tie.
- (7) The Supervisory Board may constitute committees from among its members and also transfer decision-making authority to them, to the extent legally permissible. Absent

- any decision by the Supervisory Board to the contrary, the provisions of this paragraph and the Supervisory Board's internal rules of procedure shall apply analogously to the committees' procedures.
- (8) Supervisory Board members who are unavailable may authorise a person who does not belong to the Supervisory Board by means of a written power of attorney (which may also be transmitted by fax) to participate in the meetings of both the Supervisory Board and its committees in their stead. However, the person so authorised shall not have the right to vote.
- (9) Minutes of the Supervisory Board meetings shall be prepared such that they reflect the participants, the agenda, the proposed resolutions and the results of the voting. These minutes shall be signed by the chairman of the Supervisory Board or, if the chairman is unavailable, by the deputy chairman and provided in photocopy to all members of the Supervisory Board within two weeks of the relevant meeting.
- (10) The members the Supervisory Board must maintain secrecy regarding confidential reports and confidential deliberations as well as corporate secrets – specifically, business and trade secrets – to which they have become privy as part of their activity on the Supervisory Board. This obligation shall survive the expiration of their term of office. Persons who are not members of the Supervisory Board but who attend meetings of the Supervisory Board must expressly be bound by the same obligation of professional secrecy.

§ 12

Compensation of Supervisory Board Members

- (1) Each member of the Supervisory Board receives a compensation of EUR 15,000.00 for each full financial year of service on the Supervisory Board, in addition to reimbursement of out-of-pocket expenses. The chairman of the Supervisory Board receives a compensation of EUR 35,000.00, and the deputy chairmen receive a compensation of EUR 25,000.00. The Supervisory Board compensation is payable to the members of the Supervisory Board in four equal instalments on the last day of February and on 31 May, 31 August and 30 November of each financial year. The compensation paid to Supervisory Board members who were not in office for a full financial year is pro rated in accordance with the duration of their membership on the Supervisory Board.

- (2) For serving on a Supervisory Board committee, every member of the Supervisory Board shall be paid a flat fee of EUR 3,000.00 per financial year and committee; the chairman of the committee shall be paid a flat fee of EUR 7,000.00 per financial year and committee. Paragraph (1) sentence 3 and 4 shall apply analogously. The Company shall limit the foregoing compensation for Supervisory Board members' activities on committees to no more than two (2) committee appointments. Without limiting the aforementioned individual restriction on the compensation to be paid for committee appointments, however, the Company shall only pay a total of EUR 39,000.00 per financial year in accordance with this para. (2) for the activities of Supervisory Board members on any of its committees. If this maximum amount does not suffice – simultaneously taking the individual limitation pursuant to sentence 3 of this para. (2) into account – to compensate Supervisory Board members for all of their activities in the committees as chairmen or regular members, then the maximum amount shall be divided proportionally among all committee members and chairmen, taking the foregoing requirements into account, unless the Supervisory Board unanimously adopts a different approach.
- (3) In addition to the compensation paid pursuant to preceding paras. (1) and (2), the person chairing the Supervisory Board meeting shall be paid a fee of EUR 3,000.00 per meeting and every other member of the Supervisory Board shall be paid a fee of EUR 1,500.00 for attending a meeting of the Supervisory Board; attendance at meetings of Supervisory Board committees shall not be compensated separately by way of attendance fees. If a member participates in a meeting via telephone, the aforementioned attendance fees shall be reduced by 50%. The Company shall pay attendance fees for a maximum of six (6) Supervisory Board meetings per annum for each Supervisory Board member. All attendance fees shall be due and payable to the Supervisory Board members along with the compensation paid to them for serving on the Supervisory Board pursuant to preceding paras. (1) and (2).
- (4) The Company shall reimburse all Supervisory Board members for VAT payable on their compensation and expenses pursuant to preceding paras. (1) to (3).
- (5) The foregoing provisions shall apply for the first time after the end of the 2007 Annual General Meeting; the compensation pursuant to preceding paras. (1) and (2) shall be paid from this date for the 2007 financial year pro rata temporis.

- (6) The Executive Management Board is authorised to purchase D & O liability insurance for the members of the Supervisory Board. The Company shall pay the relevant premiums for the D & O liability insurance purchased for the Supervisory Board members.

V.

ANNUAL GENERAL MEETING

§ 13

Annual General Meeting

The Annual General Meeting shall be held within the first eight months of each financial year. It is responsible, in particular, for allocating the net retained profits, selecting the auditor, formally approving the actions of the members of the Executive Management Board and the Supervisory Board, electing Supervisory Board members and, where required by law, approving the annual financial statements.

§ 14

Place of the Meeting and Convening Annual General Meetings

- (1) The Annual General Meeting shall take place at the Company's domicile or in a major German city with a population of more than 100,000.
- (2) The Annual General Meeting may be broadcast, in whole or in part, using audiovisual media. Such broadcast may also be executed in ways giving the public unlimited access to it. The Executive Management Board shall determine relevant procedural details with the Supervisory Board's approval and announce them to the shareholders at the time the Annual General Meeting is convened.
- (3) The Annual General Meeting shall be convened by the Executive Management Board, or by the Supervisory Board if the law so requires.
- (4) The Annual General Meeting shall be convened by publishing all details required by law once in the electronic Federal Gazette at least 30 days prior to the day by the end of which the shareholders must register for the Annual General Meeting pursuant to Article 15 para. 2 of these Articles of Association. The notice period for meetings shall satisfy statutory requirements.

- (5) The members of the Executive Management Board and the Supervisory Board shall attend the Annual General Meeting in person. Supervisory Board members who are prevented from attending the Annual General Meeting for cause or who cannot travel to and from the place at which the meeting will be held in a single day may also participate via audiovisual linkups.

§ 15

Right to Attend the Annual General Meeting

- (1) Shareholders who have registered prior to the Annual General Meeting and verified their shareholdings to the Company shall be entitled to participate in the meeting and exercise their voting right.
- (2) The registration must be provided in German or English and received by the Company in text form no later than on the seventh day prior to the date of the Annual General Meeting at the address provided for such purpose in the notice of meeting. Statutory provisions shall apply to the calculation of this deadline. The notice of meeting may provide for a shorter period between the date of the Annual General Meeting and the last registration day.
- (3) The evidence of shareholdings must be provided by means of a confirmation in text form prepared by the depository bank in German or English. Such evidence by the depository bank must refer to the date specified by law for this purpose. Paragraph 2 shall apply analogously to such verification.
- (4) The foregoing shall not affect the applicability of any other registration or verification procedure that is mandatory under the law.

§ 16

Chairperson of the Annual General Meeting

- (1) The Annual General Meeting shall be chaired by the chairman of the Supervisory Board or by the deputy chairman if the former is unavailable. If the Supervisory Board members who are supposed to chair the meeting pursuant to sentence 1 are both unavailable, then another Supervisory Board member to be determined by the Supervisory Board shall serve as the chairman. If no Supervisory Board member is

available to chair the Annual General Meeting, the notary public commissioned to certify the voting results shall open the Annual General Meeting and ask the latter to elect a chairman. If none of the candidates in such an election win the simple majority of the votes in the first round, a run-off vote shall be held between the two individuals who received the highest number of votes. The highest number of votes shall decide in the run-off; in case of a tie, a lot drawn by the notary commissioned to certify the voting results shall decide.

- (2) The chairman shall chair the Annual General Meeting and determine the order of the agenda items as well as both the sequence and the form of the voting procedure. The chairman may impose reasonable limits on shareholders' right to ask questions and speak; in particular, the chairman may reasonably determine the time allotted to the entire Annual General Meeting, to the discussion of individual agenda items as well as to the length of each individual's questions and statements.

§ 17

Voting Right, Resolution, Proxy

- (1) Each share grants the right to one vote at the Annual General Meeting.
- (2) The resolutions of the Annual General Meeting shall be adopted by a simple majority of all votes cast unless a larger majority of votes is required by mandatory law. Abstentions shall not be considered votes cast. If the German Stock Corporation Act also requires the majority of the share capital to be represented when resolutions are adopted, a simple majority of the capital represented shall suffice to the extent permitted in law.
- (3) The right to vote may be exercised by proxy. If neither a bank nor a shareholder's association have been authorised, the proxy shall be issued in writing or by other means of communication. The Executive Management Board shall determine relevant procedural details with the Supervisory Board's approval and announce them to the shareholders at the time the Annual General Meeting is convened.
- (4) The Company has the right, prior to a Annual General Meeting, to appoint a proxy that shall exercise the voting rights of absent shareholders at such Annual General Meeting pursuant to their instructions. All other details related to both the appointment of the proxy and the issuance of instructions shall be determined by the Executive

Management Board with the approval of the Supervisory Board. The procedure shall be announced to the shareholders at the time the Annual General Meeting is convened.

VI. ACCOUNTING AND ALLOCATION OF PROFITS

§ 18 Annual Financial Statements

- (1) The Executive Management Board must prepare the management report and the annual financial statements for the preceding financial year in the first three months of the subsequent annual period and submit them to the Supervisory Board. The Supervisory Board shall immediately commission the auditor to audit the annual financial statements. Once the Supervisory Board has received the audit report, other Supervisory Board members shall be notified that the annual financial statements, the management report, the proposal regarding the allocation of net retained profits as well as the audit report are available for inspection.
- (2) The Supervisory Board shall review the annual financial statements, the Executive Management Board's management report, and the proposal concerning the allocation of net retained profits, and shall submit a written report of its findings to the Annual General Meeting. The Supervisory Board shall transmit its report to the Executive Management Board within one month of the date on which it receives the documents. If the Supervisory Board approves the annual financial statements, the latter shall be deemed adopted, unless the Executive Management Board and the Supervisory Board resolve to have the Annual General Meeting adopt the annual financial statements.
- (3) The Executive Management Board shall convene the Annual General Meeting immediately after it receives the Supervisory Board's report. The annual financial statements, the management report prepared by the Executive Management Board, the report of the Supervisory Board and the Executive Management Board's proposal concerning the allocation of net retained profits shall be made available to the shareholders for inspection at the Company's offices from the date on which Annual General Meeting is convened.

§ 19**Allocation and Distribution of Profits**

- (1) Unless the Annual General Meeting passes a resolution to the contrary, the net retained profits shall be distributed to the shareholders in proportion to their share in equity.
- (2) A resolution regarding a capital increase may establish a percentage at which new shares are entitled to participate in profits in deviation from Section 60 para. 2 sentence 3 German Stock Corporation Act.
- (3) Dividend coupons that have not been redeemed within four years of the end of the calendar year in which they became due shall be deemed to have been forfeited.

VII.**CLOSING PROVISIONS****§ 20****Amendments of these Articles of Association**

The Supervisory Board is authorised to adopt amendments of these Articles of Association that are limited to their wording.

§ 21**Founding Costs**

The Company shall bear all costs related to its founding up to a total of DEM 5,000.00.

§ 22**Costs Related to Change in Legal Form**

The cost of changing the Company's legal form – taxes; notaries' fees and court costs; the fees of the auditor of the opening balance sheet as well as of the legal and tax advisers; costs of publication and of printing the share certificates – shall be borne by the Company up to an amount of EUR 27,000.00.