

Convenience Translation

(The text decisive for the invitation to the Annual General Meeting of WILEX AG is the one written in the German language.)

Explanatory report of the Executive Management Board under Section 289 Sub-section 4 German Commercial Code (HGB)

Summary of subscribed capital

The Company's subscribed capital amounted to € 13,780,935.00 at the end of the financial year. It is composed of 13,780,935 no par value bearer shares. These shares are fully paid in. The Company does not hold any treasury shares.

The Executive Management Board resolved on 11 November 2009 with the approval of the Supervisory Board to execute a capital increase subject to shareholders' subscription rights and a subsequent private placement of unsubscribed shares with both German and international institutional investors. A total of 2,177,030 new shares were issued. The Company's share capital of € 13,780,935.00 was raised by € 2,177,030.00 using authorised capital to € 15,957,965.00 by issuing 2,177,030 new no par value shares with an arithmetical proportion in the share capital of € 1.00 and full rights to dividends from 1 December 2008 in return for cash contributions.

The execution of the capital increase was completed and recorded in the appropriate Commercial Register on 4 December 2009, i.e. after the close of the financial year. The new shares have not yet been listed in the Regulated Market of the Frankfurt/Main Stock Exchange. The listing is planned for the 2010 financial year.

Restrictions on voting rights or on the transfer of shares

The rights and duties related to the shares arise, in particular, from Sections 12, 53a ff, 118 ff and 186 of the German Stock Corporation Act (AktG) and the Company's Articles of Association. There are no restrictions on voting rights or on the transfer of shares. No shareholder or shareholder group has special rights. Each share entitles the holder to one vote at the Annual General Meeting and is determinant for the proportion of the Company's profits the shareholder will receive.

As of the reporting date, UCB Pharma S.A. held 1,818,181 shares in WILEX AG, which corresponds to a share of 13.19%. 50% of the shares (909,091 shares) are to be listed at the Frankfurt/Main stock exchange. Under the terms of the strategic alliance, the other half of the shares (909,090 shares) will be subject to a lock-up period until 9 January 2011.

In addition to this, no shareholder is prohibited from selling, pledging or otherwise disposing of the Company's securities (shares and options).

Equity interests exceeding 10% of voting rights

The German Securities Trading Act (WpHG) sets out that any investor whose shareholding in the Company reaches, exceeds or falls below certain percentages of the Company's voting rights through acquisition, sale or other means must notify the Company and the Federal Financial Supervisory Authority (BaFin). The thresholds requiring such disclosure are 3, 5, 10, 15, 20, 25, 30, 50 and 75 %. Section 289 Sub-section 4 HGB requires any interest in a Company's capital in excess of ten percent of the voting rights to be disclosed.

On 30 November 2009, WILEX was in the process of executing a capital increase. As part of this transaction, dievini Hopp BioTech holding GmbH & Co. KG (dievini), the Company's largest shareholder, made available 18.81 % of WILEX shares to Sal. Oppenheim jr. & Cie. KGaA (Sal. Oppenheim) by means of a share loan in order to make immediately listed shares available to old and new shareholders. Following the capital measure, both the shares that dievini had made available in connection with the share loan and the shares that dievini had newly subscribed in connection with the capital increase were transferred to dievini.

Entity with disclosure requirement	Voting interest *	Voting interest **
	As of the balance sheet day 30.11.2009	After the balance sheet day 14.12.2009
Sal. Oppenheim	18.81 %	0.00 %
dievini	5.95 %	29.00 %
Apax Europe IV - A, L.P.	12.24 %	10.57 %
UCB	13.19 %	11.39 %

* Base: share capital of 13,780,935

** Base: share capital of 15,957,965

Shares with special rights conferring powers of control

None of the shareholders have shares with special rights conferring powers of control. In particular, no individual may claim a right to be appointed to the Supervisory Board pursuant to Section 101 Sub-section 2 of the German Stock Corporation Act.

Nature of voting control where employees have an equity interest and do not directly exercise their control rights

Any employees of WILEX AG who hold an equity interest in the Company exercise their voting rights directly.

Legal regulations and provisions of the Articles of Association on the appointment and dismissal of members of the Executive Management Board and on amendments to the Articles of Association

The members of the Executive Management Board are appointed for a maximum of five years by the Supervisory Board in accordance with Section 84 of the German Stock Corporation Act and Articles 7 - 9 of the Articles of Association. 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. The Supervisory Board may revoke appointments to the Executive Management Board for good cause as defined by Section 84 Sub-section 3 of the German Stock Corporation Act.

If the Executive Management Board does not have the required number of members, a court shall make the necessary appointment in urgent cases in accordance with Section 85 of the German Stock Corporation Act.

Pursuant to Section 179 Sub-section 1 of the German Stock Corporation Act, any amendment to the Articles of Association requires a resolution by the Annual General Meeting to be passed with a majority of at least three-quarters of the share capital represented at the adoption of the resolution.

Authority of the Executive Management Board to issue and buy back shares

In accordance with Article 5 (3) of the Articles of Association, the share capital is contingently increased by up to € 18,400.00 through the issue of up to 18,400 no par value bearer shares (Contingent Capital). The contingent capital increase serves to grant options to the Company's employees and Executive Management Board members 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, 8 September 2005 and 26 May 2009. 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 unless options are to be granted to members of the Company's Executive Management Board. In such cases, the Supervisory Board determines 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.

In accordance with Article 5 (4) of the Articles of Association, the Company's share capital is contingently increased by a further € 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 8 September 2005 (resolution in accordance with item 9.1) make use of their stock options. In accordance with the specific terms and conditions determined in this resolution, the shares will be issued.. 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.

According to Article 5 (5) of the Company's Articles of Association, the Executive Management Board as of the reporting date was authorised to increase the Company's share capital, with the approval of the Supervisory Board, by up to € 3,607,948.00 by issuing up to 3,607,948 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).

On 3 December 2009, the Executive Management Board resolved, with the approval of the Supervisory Board, to utilise this authorisation to some extent. Article 5 (5) of the Articles of Association was amended as follows:

"The Executive Management Board is authorised to increase the Company's share capital, with the approval of the Supervisory Board, by up to € 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 € 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 € 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 € 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."

The Company is not authorised at present to acquire treasury shares pursuant to Section 71 Sub-section 1 No. 8 of the German Stock Corporation Act.

Key agreements entered into by the Company providing for a change of control following a takeover bid

WILEX and UCB agreed on 8 January 2009 to enter into a strategic alliance. Under this agreement, WILEX AG took over a UCB subsidiary, which is a limited liability company under German law ("GmbH") and which was merged into WILEX AG in the course of the financial year. If WILEX is subject to a change of control following a takeover bid, UCB is entitled but not obligated to make use of its buyback option (so-called opt-in right) prematurely.

Initially, a change of control is deemed to have taken place in particular if a party holds at least 50% of the shares in WILEX AG. The requirements of the German Stock Corporation Act regarding the allocation of voting shares shall apply. In the event of a takeover bid as defined in the German Securities Acquisition and Takeover Act (WpÜG), acceptance of an offer for 50% or more of the voting shares suffices. Furthermore, the transfer to a third party of all or essentially all assets of WILEX AG as well as the acquisition of the right to appoint or dismiss 50% or more of the members of the Supervisory Board of WILEX AG are considered a change of control

In particular, the parties also stipulated that if 50% or more of the Company's Executive Management Board members and second management tier (vice presidents or higher) leave the Company within a period of three years from the closing of the strategic alliance, UCB may exercise the change of control provision inasmuch as these persons occupy key positions in regards to the expertise of WILEX, i. e. to develop and market drug candidates for oncological indications.

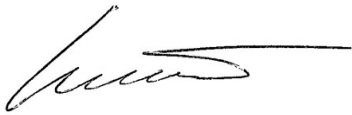
All stock options issued to employees and the Executive Management Board vest at the time of the change of control and may be exercised immediately without regard for any waiting period.

Compensation agreements between the Company and members of the Executive Management Board or employees concluded in the event of a takeover bid

WILEX AG has not entered into any compensation agreements that provide for compensation to members of the Executive Management Board or employees in the event of a takeover bid.

Munich, 23 February 2010

For the Executive Management Board




Prof. Dr. Olaf G. Wilhelm
Chief Executive Officer



Dr. Paul Bevan
Head of Research & Development



Dr. Thomas Borcholte
Chief Business Officer



Peter Llewellyn-Davies
Chief Financial Officer