

**Convenience Translation**

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

**WILEX AG, Munich**

German Securities Identification Number: 661 472, ISIN: DE0006614720

German Securities Identification Number: A0XFV5, ISIN: DE000A0XFV54

German Securities Identification Number: A1A60D, ISIN: DE000A1A60D6

**Report of the Executive Management Board on Agenda Item 5 pursuant to section 203 para. 2 sentence 2 and section 186 para. 4 sentence 2 of the German Stock Corporation Act on the reasons for authorising the Executive Management Board to exclude shareholders' subscription right:**

1. Authorised Capital provided for in the Articles of Association and reasons for the amendment:

Under the Authorised Capital existing at the time this Invitation to the Annual General Meeting is published (article 5 para. 5 of the Articles of Association), 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 Authorised Capital was initially resolved at the Annual General Meeting on 29 April 2005 in the amount of EUR 7,600,000.00 and registered in the Commercial Register on 31 May 2005. The initial Authorised Capital of EUR 7,600,000.00 has already been used on several occasions such that EUR 1,430,918.00 in Authorised Capital is left at the time this Invitation of Annual General Meeting is published.

This Authorised Capital will expire on 28 April 2010, after which date it can no longer be utilised. The new Authorised Capital 2010/I shall be created in order to give the Company the greatest possible flexibility. The Company's Executive Management Board shall be authorised thereunder to increase the Company's share capital by up to EUR 7,978,982.00 by issuing up to 7,978,982 new no par value bearer shares in return for cash contributions and/or contributions in kind on one or several occasions up to and including 20 May 2015.

2. New Authorised Capital 2010/I and the attendant benefits for the Company:

The intention is to create new Authorised Capital 2010/I up to an amount of EUR 7,978,982.00. The Authorised Capital enables the Executive Management Board to increase the Company's share capital, with the approval of the Supervisory Board, by up to EUR 7,978,982.00 by issuing new no par value bearer shares in return for cash contributions and/or contributions in kind once or in increments. The Executive Management Board is authorised to exclude shareholders' statutory subscription right

with the approval of the Supervisory Board (see below, item 3). This authorisation shall be in effect until 20 May 2015 (inclusive).

The proposed authorisation regarding the issuing of new shares from Authorised Capital 2010/I is designed to enable the Executive Management Board to react to short-term funding requirements in connection with the implementation of strategic decisions with the Supervisory Board's approval. A prompt and flexible funding tool is not only necessary, given the current economic situation, it is also in the interest of both the Company and all of its shareholders (e.g. for the purpose of enabling an acquisition). Such an anticipatory resolution is customary, both nationally and internationally.

3. Exclusion of shareholders' subscription right:

- The Executive Management Board is authorised to exclude shareholders' subscription right in the event of capital increases in return for cash considerations up to a maximum of 10% of the share capital, where the issue price of the new shares may not be substantially lower than the market price of the Company's share. The Executive Management Board shall count all shares that are, or shall be, issued for the purpose of satisfying conversion rights or option rights toward the 10% limit of the share capital, to the extent that and insofar as the convertible bonds or bonds with warrants giving rise to these rights are issued in analogous application of section 186 para. 3 sentence 4 of the German Stock Corporation Act subject to the exclusion of shareholders' subscription right while this authorisation is in effect.

This option to exclude shareholders' subscription right enables the Company to exploit favourable opportunities in the stock market as they arise and achieve the highest possible issue amount in order to increase the Company's equity to the greatest extent possible by setting an issue price that closely tracks the market. Experience shows that such a capital increase results in a greater inflow of funds due to the ability to react more quickly than a comparable capital increase that includes shareholders' subscription right. Such a capital increase is thus in the best interest of both the Company and its shareholders. While it may result in lower relative shareholdings and a lower relative voting interest of existing shareholders, shareholders wanting to maintain their relative shareholdings and their relative voting interest nevertheless have the option to purchase the number of shares required to this end in the stock market.

- The Executive Management Board shall be authorised to exclude shareholders' subscription right to fractional shares with the approval of the Supervisory Board. It is necessary to exclude shareholders' subscription right to fractional shares in connection with Authorised Capital 2010/I in order to enable a technically feasible subscription ratio. The shares excluded from shareholders' subscription right due to their fractional nature may be disposed of in the Company's best interest on the stock market or by other means. A dilutive effect, if any, will be minor given the limitation to fractional amounts.
- Subject to the approval of the Supervisory Board, the shareholders' subscription right may also be excluded in connection with capital increases in return for contributions in kind. In the previous financial year, the Company made an acquisition using shares (acquisition of Octopus GmbH, which was merged into WILEX AG after having been renamed WILEX Research GmbH). The Company wants to remain in a position enabling it to acquire companies, business units and stakes in companies with the aim of strengthening its competitiveness, enhancing its financial position and boosting its earning power. Using shares under authorised capital frequently constitutes the only meaningful compensation for such acquisitions in an era of tight financial resources and credit facilities. The ability to use shares of the Company from authorised capital as acquisition currency gives the Company the leeway it needs to exploit acquisition opportunities rapidly and flexibly. Because such acquisitions must be made on short

notice in most cases, they cannot be resolved by the Annual General Meeting which convenes just once a year, not to mention that there in general is no time to convene an extraordinary General Meeting in such situations owing to statutory deadlines. This calls for authorised capital, that the Executive Management Board can access quickly – subject to the Supervisory Board's approval of course.

Having weighed all aforementioned circumstances, the Executive Management Board and the Supervisory Board believe that the option to exclude shareholders' subscription right in the aforementioned cases as justified and appropriate, even if it has a dilutive effect for shareholders.

4. Report of the Executive Management Board on the utilisation of Authorised Capital 2010/I:

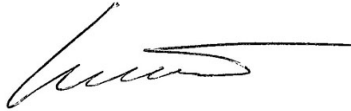
While the Company has no concrete plans at present to use the Authorised Capital 2010/I, the Company does have the right under an agreement to issue new WILEX shares from authorised capital, subject to the exclusion of shareholders' subscription right, in tranches to YA Global Master SPV LTD, which would generate cash for WILEX AG as necessary. YA Global Master SPV LTD has the obligation to accept these new shares if the Company exercises this right. The Company will exercise its right only after duly weighing the interests of both the Company and its shareholders.

The Executive Management Board will report any use of the Authorised Capital 2010/I to the Annual General Meeting.

Munich, April 2010

WILEX AG

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