

**Convenience Translation**

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

**Explanations on shareholder rights  
(pursuant to sections 122 para. 2, 126 para. 1, 127, 131  
para. 1 of the German Stock Corporation Act)**

**1. Requests to supplement the Agenda pursuant to section 122 para. 2 of the German Stock Corporation Act**

Shareholders whose total shareholdings are equivalent to 1/20th of the Company's share capital (i.e. 797,899 shares) or the pro rata amount of EUR 500,000.00 (i.e. 500,000 shares) may request to have items placed on the Agenda and published. Every request for a new Agenda item must be accompanied by an explanation of the reasons therefor or a proposed resolution. The request shall be sent to the Executive Management Board of WILEX AG, in writing, and the Company must receive it no later than by the end of

**20 April 2010**  
(24:00 hrs.)

Please send your request to the following postal address:

The Executive Management Board of WILEX AG  
Grillparzerstrasse 10  
81675 Munich, Germany

The shareholder applicants shall evidence that they have owned a sufficient amount of shares for the legally required minimum period of ownership of three months (sections 122 para. 2, 122 para. 1 sentence 3, 142 para. 2 sentence 2 of the German Stock Corporation Act as well as section 70 of the German Stock Corporation Act) and that they will hold the shares until a decision on their request has been made.

Any supplements to the Agenda that must be published – provided they were not already made public at the time the Annual General Meeting was convened – shall be published in the electronic Federal Gazette immediately after the request has been received and shall also be furnished to such suitable media as may be expected to disseminate the information throughout the European Union. They shall also be published on the website <http://www.wilex.de/Investoren/Hauptversammlung.php>.

The relevant sections of the German Stock Corporation Act upon which those shareholder rights are based are as follows:

*Section 122 of the German Stock Corporation Act: Convening a meeting upon the request of a minority*

- (1) A general meeting shall be convened if shareholders whose aggregate holding is not less than one-twentieth of the share capital require such meeting in writing, stating the purpose and grounds; such request shall be addressed to the executive management board. The articles of association may provide that the right to

request a general meeting is to depend on another form and on holding a lower proportion of the share capital. Section 142 para. 2 sentence 2 shall apply correspondingly.

- (2) In the same way shareholders, whose shares amount in aggregate to not less than one-twentieth of the share capital or represent a proportional amount of not less than 500,000 Euro, may request to have items placed on the agenda and published. Every request for a new agenda item must be accompanied by an explanation of the reasons therefor or a proposed resolution. The request in accordance with sentence 1 must be received by the company at least 24 days, in case of public companies at least 30 days prior to the general meeting; whereby the day of the receipt is not counted.
- (3) If any such request is not complied with, the court may authorise the shareholders who made the request to convene a general meeting or publish such items. At the same time the court may appoint the chairman of the meeting. The notice of the meeting or the publication shall refer to such authorisation. An appeal may be made against the decision of the court.
- (4) The company shall bear the costs of the general meeting and, in the case of paragraph (3), also the court costs if the court grants the application.

*Section 142 of the German Stock Corporation Act: Appointment of special auditors (excerpt)*

- (2) If the general meeting rejects a proposal to appoint special auditors to audit any matter relating to the formation of the company or to the management of the company's business occurring within the past five years, the court shall, upon application by shareholders whose aggregate holdings are at the time of such application at least one-hundredth of the share capital or represent a proportionate amount of at least 100,000 Euro, appoint special auditors, if there appear to be facts which give reason to suspect that improprieties or serious breaches of law or the articles of association have occurred in connection with such matter. The parties making the application shall furnish evidence that they have held such shares for not less than three months prior to the date of the general meeting and that they will hold the shares until a decision on their request has been made. Section 149 applies accordingly for an agreement to prevent such a special audit.

*Section 124 Publication for requests for supplements; proposals for resolutions (excerpt)*

- (1) If the minority has requested pursuant to Section 122 para. 2 that items shall be added to the agenda, these items shall be published either upon calling the meeting or immediately following receipt of the request. Section 121 para. 4 shall apply analogously; moreover, Section 121 para. 4a shall apply analogously to public companies. Publication and submission shall be made in the same way as applicable for calling the meeting.

*Section 121 General provisions (excerpt)*

- (4) The notice of the shareholders' meeting shall be published in the company's journals. If the shareholders of the company are known by name, the shareholders' meeting may be convened by registered letter, unless the articles of association provide otherwise; the day of dispatch shall be considered the day of publication. Sections 125 to 127 shall apply analogously.

- (4a) In case of public companies which have not exclusively issued registered shares and which do not send the notice directly to the shareholders pursuant to para. 4 sentences 2 and 3, the notice shall, at the latest on the date of announcement, be furnished to such suitable media as may be expected to disseminate the information throughout the European Union.

*Section 70 of the German Stock Corporation Act: Computation of the period of shareholding*

If the exercise of rights arising from a share shall require the shareholder to have been the holder of the share for a certain period of time, the right to claim transfer from a bank, a financial services institution or an enterprise active according to section 53 para. 1 sentence 1 or section 53b para. 1 sentence 1 or para. 7 of the Banking Act shall be deemed equivalent to ownership. The period during which the share was owned by a predecessor in title shall be attributed to the shareholder, if he acquired the share without consideration from his fiduciary, as universal successor, upon severance of co-ownership, or as a result of a transfer of assets pursuant to §14 of the Insurance Supervision Act or §14 of the Building Savings Bank Act.

**2. Counter-applications pursuant to section 126 para. 1 of the German Stock Corporation Act and election proposals pursuant to section 127 of the German Stock Corporation Act**

In addition, the Company's shareholders may send counter-applications to proposals of the Executive Management Board and/or the Supervisory Board concerning specific Agenda items as well as election proposals with regard to the election of Supervisory Board members or auditors. All counter-applications shall be accompanied by an explanation of the reasons for them. Counter-applications, election proposals and other inquiries from shareholders in regards to the Annual General Meeting may only be sent to:

WILEX AG  
Investor Relations  
Grillparzerstrasse 10  
D-81675 Munich, Germany  
Fax: +49 (0)89 / 41313899  
E-mail: investors@wilex.com

Counter-applications and election proposals that are sent to any other address shall not be considered. The Company will publish all counter-applications and election proposals that it receives from Shareholder's and which are to be made accessible, including the respective shareholder's name, as well as the underlying reasons on the website <http://www.wilex.de/Investoren/Hauptversammlung.php>. All counter-applications and election proposals regarding the items of this Agenda that have been received no later than by the end of

**6 May 2010**  
(24:00 hrs.)

at the address specified above shall be taken into consideration. Statements, if any, by the Management will also be published at the aforementioned Internet address.

Pursuant to section 127 sentence 2 of the German Stock Corporation Act the proposal of a shareholder in regards to the election of Supervisory Board members or auditors need not be justified. Aside from the reasons set forth in section 126 para. 2 of the German Stock Corporation Act, the Executive Management Board also need not make an election proposal available if the proposal does not contain the candidate's name,

profession and domicile. Proposals concerning the election of Supervisory Board members need not even be made available if they are not accompanied by information on the proposed candidate's appointments to other statutory supervisory boards as defined in section 125 para. 1 sentence 5 of the German Stock Corporation Act.

Please be advised that counter-applications and election proposals that were sent to the Company prior to the Annual General Meeting in due time shall only be considered at the Annual General Meeting if they are submitted orally during the Annual General Meeting.

This shall not affect every shareholder's right to submit counter-applications concerning various Agenda items or election proposals regarding the election of the Supervisory Board or the auditor during the Annual General Meeting even without having submitted them to the Company in advance and due time.

The relevant sections of the German Stock Corporation Act upon which those shareholder rights are based and which also set forth under which preconditions counter-proposals and election proposals do not need to be made available are as follows:

*Section 126 of the German Stock Corporation Act: Propositions by shareholders*

- (1) Information on shareholders propositions, including the respective shareholder's name, as well as the underlying reasons for the proposition and statements, if any, by the Management need only be given to the beneficiaries pursuant to section 125 para. 1 through 3, if the shareholder submits to the company at the address specified his counter-application stating the reasons for it to a proposal of the executive management board and the supervisory board concerning a specific agenda item at the latest 14 days prior to the general meeting. The day of the receipt is not counted. Public companies have to publish the propositions on their webpage. Section 125 para. 3 applies accordingly.
- (2) Information on a counter-application and the reasons therefor need not be given, if:
  1. the executive management board would by reason of giving such information become criminally liable;
  2. the counter-application would result in a resolution of the general meeting which would be unlawful or in breach of the articles;
  3. the grounds contain statements which are manifestly false or misleading in material respects or which are defamatory;
  4. a counter-application of such shareholder based on the same facts has already been communicated to a general meeting of the company pursuant to section 125;
  5. the same counter-application of such shareholder on essentially identical grounds has already been communicated pursuant to section 125 to at least two general meetings of the company within the past five years and at such general meetings less than one-twentieth of the share capital represented voted in favour of such counter-application;
  6. the shareholder indicates that he will neither attend nor be represented at the general meeting; or
  7. within the past two years at two general meetings the shareholder failed to move or cause to be moved on his behalf a counter-application communicated by him.

The statement of grounds need not be communicated if it exceeds 5,000 figures.

- (3) If several shareholder make counter-applications in respect of the same resolution, the management board may combine such counter-applications and their statements of grounds.

*Section 127 of the German Stock Corporation Act: Nominations by shareholders*

Section 126 shall apply analogously to nomination by a shareholder for election of supervisory board members or auditors. Such nomination need not be supported by statement of grounds. Nor need the executive management board give notice of such nomination if it fails to contain the particulars required by section 124 para. 3 sentence 3 and section 125 para. 1 sentence 5.

*Section 124 of the German Stock Corporation Act: Publication for requests for supplements; proposals for resolutions (excerpt)*

- (3) ...The nomination for the election of supervisory board members or auditors shall state their name, profession and domicile. ...

*Section 125 of the German Stock Corporation Act: Communications to shareholders and Members of the Supervisory Board (excerpt)*

- (1) In case of listed companies details on the membership in other supervisory boards to be established pursuant to statutory provisions must be added to any nomination for the election of supervisory board members; details on their membership in comparable domestic and foreign controlling bodies of enterprises shall be added.

*Section 137 of the German Stock Corporation Act: Voting on nomination made by shareholders*

If a shareholder has made a nomination for the election of members of the supervisory board pursuant to section 127 and proposes at the general meeting the election of the person nominated by him, such proposal shall be resolved upon prior to consideration of the proposal of the supervisory board if a minority of shareholders whose aggregate holding is at least one-tenth of the share capital represented at the meeting so requests.

**3. Right to be informed pursuant to section 131 para. 1 of the German Stock Corporation Act**

Every shareholder or proxy may ask the Executive Management Board at the Annual General Meeting to provide information on matters pertaining to the Company, to the extent that such information is necessary for making a reasonable assessment of an Agenda item and provided there is no statutory right to refuse to divulge the information requested.

All such requests for information must be made orally at the Annual General Meeting during the general debate. The Executive Management Board may refuse to provide the information requested if the circumstances set forth in section 131 para. 3 of the German Stock Corporation Act apply.

The relevant sections of the German Stock Corporation Act upon which those shareholder rights are based and which also set forth under which preconditions the Executive Management Board can refuse to answer are as follows:

*Section 131 of the German Stock Corporation Act: Shareholders right to information*

- (1) Each shareholder shall upon request be provided with information at a general meeting by the executive management board regarding the company's affairs, to the extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda. The duty to provide information shall also extend to the company's legal and business relations with any connected enterprise. If a company makes use of the simplified procedure pursuant to section 266 para. 1 sentence 2, section 276 or section 288 of the German Commercial Code, each shareholder may request that the annual financial statements be presented to him at the general meeting dealing with the annual financial statements in the form which would have been applicable if use of such provisions had not been made. The disclosure obligation of the executive management board of the parent company (section 290 para. 1 sentence 2 of the German Commercial Code) in the general meeting, to which the consolidated financial statements and the consolidated management report is presented, also extends to the situation of the consolidated group of companies and of the enterprises included in the consolidated financial statements.
- (2) The information provided shall comply with the principles of conscientious and accurate accounting. The articles of association or the by-laws according to section 129 can authorize the chairperson to set appropriate time limits in regards to shareholders' right to ask questions and speak and to make other determinations in this matter.
- (3) The executive management board may refuse to provide information:
  1. to the extent that providing such information is, according to sound business judgement, likely to cause not insignificant damage to the company or a connected enterprise;
  2. to the extent that such information relates to tax valuations or the amount of individual taxes;
  3. on the difference between the value at which items are shown in the annual balance sheet and the higher value of such items, unless the general meeting is to determine the annual financial statements;
  4. on methods of arriving at balances and valuation, if disclosure of such methods in the notes suffices to provide a factually accurate picture of the condition of the company's assets, financial position and profitability within the meaning of section 264 para. 2 of the German Commercial Code; this shall not apply if the general meeting is to determine the annual financial statements;
  5. insofar as provision of the information would render the executive management board criminally liable;
  6. insofar as, in the case of a bank or a financial services institution, information on methods adopted of arriving at balances, valuation and does not require to be given in the annual financial statements, management report, consolidated financial statements or consolidated management report;
  7. insofar as such information is available on the webpage of the company at least for a period of seven days prior to the general meeting and throughout the general meeting.

Provision of information may not be refused for other reasons.

- (4) If information has been provided to a shareholder, by reason of his status as a shareholder, outside the general meeting, such information shall upon request be provided to any other shareholder at the general meeting, even if such information is not necessary to permit a proper evaluation of an item on the agenda. The

executive management board may not refuse to provide such information on the grounds of paragraph (3) sentence 1 nos. 1 to 4. Sentences 1 and 2 shall not apply if a subsidiary enterprise (section 290 paragraphs (1) and (2) of the German Commercial Code) an enterprise with common management (section 310 paragraph (1) of the German Commercial Code) or an associated enterprise (section 311 paragraph (1) of the German Commercial Code) discloses the information to a parent enterprise (section 290 paragraphs (1) and (2) of the German Commercial Code) for the purposes of inclusion of the information in the consolidated financial statements of the parent enterprise and the information is necessary for that purpose.

- (5) A shareholder who has been denied information may request that his question, and the reason for which the information was denied, be recorded in the minutes of the meeting.

Pursuant to article 16 para. 2 of the Articles of Association, the chairperson may set appropriate limits in regards to shareholders' right to ask questions and speak; in particular, the chairperson 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.

The relevant sections of the Company's Articles of Association are as follows:

*Sec.16 para 2 of the Articles of Association of WILEX AG:*

- (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.

Munich, April 2010

WILEX AG

The Executive Management Board