

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

Invitation to the Annual General Meeting of WILEX AG

We hereby invite our shareholders to our Company's Annual General Meeting

**on Friday 21 May 2010,
at 11:00 a.m.**

at Haus der Bayerischen Wirtschaft (HBW), Europasaal, Max-Joseph-Strasse 5, 80333 Munich, Germany.

Agenda

- 1. Presentation of the adopted annual financial statements, the approved single-entity financial statements pursuant to section 325 para. 2a of the German Commercial Code, the respective management reports of the Executive Management Board, the explanatory report regarding the disclosures pursuant to section 289 para. 4 of the German Commercial Code as well as the report of the Supervisory Board – in each case for the 2008/2009 financial year ended 30 November 2009.**

The documents mentioned in Agenda Item 1 are available on the Internet at <http://www.wilex.de/Investoren/Hauptversammlung.php> and may be inspected in the offices of WILEX AG, Grillparzerstrasse 10, 81675 Munich. They will also be sent to shareholders at their request free of charge. The documents will also be available and explained in greater detail at the Annual General Meeting. The Supervisory Board approved the annual financial statements prepared by the Executive Management Board and the single-entity financial statements pursuant to section 325 para. 2a of the German Commercial Code on 23 February 2010. The annual financial statements are therefore adopted. In accordance with the law, no resolution is to pass on Agenda Item 1.

2. Resolution on the formal approval of the actions of the members of the Executive Management Board

The Supervisory Board and the Executive Management Board propose formally approving the actions of the members of the Executive Management Board during the 2008/2009 financial year ended 30 November 2009.

3. Resolution on the formal approval of the actions of the members of the Supervisory Board

The Executive Management Board and the Supervisory Board propose formally approving the actions of the members of the Supervisory Board during the 2008/2009 financial year ended 30 November 2009.

4. Resolution on the appointment of the auditor for the 2009/2010 financial year

Following the recommendation of the Supervisory Board's Audit Committee, the Supervisory Board proposes adopting the following resolution:

KPMG AG Wirtschaftsprüfungsgesellschaft, Munich, is appointed to serve as the auditor of the annual financial statements for the 2009/2010 financial year ending 30 November 2010.

5. Resolution to revoke the existing Authorised Capital and create new Authorised Capital 2010/I as well as to amend the Articles of Association correspondingly

The Authorised Capital under article 5 para. 5 of the Company's Articles of Association expires on 28 April 2010. Hence the existing provision in article 5 para. 5 of the Company's Articles of Association regarding Authorised Capital shall be deleted and new Authorised Capital 2010/I in return for cash contributions and/or contributions in kind, subject to the option of excluding shareholders' subscription right, shall be created.

Now, therefore, the Executive Management Board and the Supervisory Board propose adopting the following resolutions:

1. The Executive Management Board is authorised to increase the Company's share capital, with the approval of the Supervisory Board, 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 (Authorised Capital 2010/I).

The shareholders generally have a subscription right in connection with cash capital increases. The shares may also be acquired by one or more banks, subject to the obligation to offer them to the shareholders for subscription. However, subject to the approval of the Supervisory Board, the Executive Management Board is authorised to exclude shareholders' subscription right in connection with cash capital increases in the following cases:

- a) In the event of a cash capital increase, if the issue price of the new shares is not substantially lower than the market price and if the total amount of the new shares issued in direct or analogous application of section 186 para. 3 sentence 4 of the German Stock Corporation Act (AktG) in return for cash

contributions subject to the exclusion of shareholders' subscription right while this authorisation is in effect does not exceed a total of 10% of the share capital, specifically, neither at the date this authorisation takes effect nor at the time it is exercised. Shares that are, or shall be, issued for the purpose of satisfying bonds that are issued with conversion rights or option rights shall be counted toward this 10% limit of the share capital, to the extent that and insofar as these bonds 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 rights while this authorisation is in effect; or

- b) to avoid fractions of shares.

The Executive Management Board is also authorised to exclude shareholders' subscription right in connection with capital increases in return for contributions in kind with the approval of the Supervisory Board.

Finally, the Executive Management Board is authorised to determine both the additional content of the rights embodied in the shares and the conditions of the share issue, subject to 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 2010/I.

2. The Authorised Capital provided for to date in article 5 para. 5 of the Articles of Association is deleted, and article 5 para. 5 of the Articles of Association is revised 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 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 (Authorised Capital 2010/I).

The shareholders generally have a subscription right in connection with cash capital increases. The shares may also be acquired by one or more banks, subject to the obligation to offer them to the shareholders for subscription. However, subject to the approval of the Supervisory Board, the Executive Management Board is authorised to exclude shareholders' subscription right in connection with cash capital increases in the following cases:

- a) *In the event of a cash capital increase, if the issue price of the new shares is not substantially lower than the market price and if the total amount of the new shares issued in direct or analogous application of section 186 para. 3 sentence 4 of the German Stock Corporation Act in return for cash contributions subject to the exclusion of shareholders' subscription right while this authorisation is in effect does not exceed a total of 10% of the share capital, specifically, neither at the date this authorisation takes effect nor at the time it is exercised. Shares that are, or shall be, issued for the purpose of satisfying bonds that are issued with conversion rights or option rights shall be counted toward this 10% limit of the share capital, to the extent that and insofar as these bonds 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 rights while this authorisation is in effect; or*

b) to avoid fractions of shares.

The Executive Management Board is also authorised to exclude shareholders' subscription right in connection with capital increases in return for contributions in kind with the approval of the Supervisory Board.

Finally, the Executive Management Board is authorised to determine both the additional content of the rights embodied in the shares and the conditions of the share issue, subject to 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 2010/I.“

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.

6. Resolution on amendments of the Articles of Association for the purpose of adapting them to a new law and making the voting procedure at the Annual General Meeting more flexible

The German Act Implementing the Shareholder Rights Legislation (*Gesetz zur Umsetzung der Aktionärsrechterichtlinie* - ARUG) amends the German Stock Corporation Act in regard to the exercise of shareholder rights at the Annual General Meeting. Among other things, it makes it possible to participate in the Annual General Meeting by electronic means and to vote by post. The authority to decide whether or not to use these options shall be given to the Executive Management Board. At the same time, the provisions of the Articles of Association regarding broadcasts of the Annual General Meeting, the notice period for convening the Annual General Meeting, the registration period of shareholders to attend the Annual General Meeting, the procedure for appointing proxies as well as the requirements on making documents available shall all be adapted to the new statutory framework.

The Executive Management Board and the Supervisory Board thus propose the adoption of the following resolutions:

- a. Article 14 para. 2 of the Articles of Association is revised as follows:
"The chairperson is authorised to permit whole or partial audiovisual broadcasts of the Annual General Meeting in a manner to be specified by the chairperson. Such broadcast may also be executed in ways that give the public unlimited access to the Annual General Meeting."
- b. Article 14 para. 4 of the Articles of Association is revised as follows:
"At a minimum, the Annual General Meeting must be convened in compliance with the statutory notice period. The notice period shall satisfy statutory requirements, taking the registration set forth in article 15 of the Articles of Association into account."
- c. Article 15 para. 2 of the Articles of Association is revised as follows:
"The registration shall be sent in text form (section 126b German Civil Code - BGB), in German or English, to the address provided for such purpose in the invitation to the meeting. There must be a period of six days between the date on which the registration is received and the date of the Annual General Meeting. The invitation to the meeting may specify a shorter deadline, i.e. fewer days. All registration details shall be published at the time the Annual General Meeting is convened."
- d. Article 15 of the Articles of Association is supplemented as follows by para. 5:
"The Executive Management Board is authorised to provide for means that allow shareholders to participate in the Annual General Meeting without being physically present and without having to appoint a proxy as well as to exercise all or some of their rights, in whole or in part, by means of electronic communication. Further, the Executive Management Board is authorised to determine both the scope of and the procedure for participating and exercising rights pursuant to sentence 1. The attendant rules shall be published at the time the Annual General Meeting is convened, provided this authorisation is exercised."
- e. Article 15 of the Articles of Association is supplemented as follows by para. 6:
"The Executive Management Board is authorised to enable shareholders to exercise their voting rights, in writing or by means of electronic communication, without having to be physically present at the Annual General Meeting ("vote by post"). The Executive Management Board is also authorised to determine the requisite procedure. The attendant rules shall be published at the time the Annual General Meeting is convened, provided this authorisation is exercised."
- f. Article 17 para. 3 sentence 2 and 3 of the Articles of Association are replaced by the following new sentences 2 through 4:
"The proxy shall be granted or revoked, as well as evidenced vis-à-vis the Company, in text form (section 126b German Civil Code). All details with respect to the granting or revoking of proxies and the evidencing of same vis-à-vis the Company as well as at least one means of electronic communication shall be published at the time the Annual General Meeting is convened; the notice may also stipulate a simplification. Section 135 of the German Stock Corporation Act shall not be affected thereby."
- g. Article 18 para. 3 of the Articles of Association is supplemented by the following new sentence 3:

"Hard copies of the documents need not be made available if they are accessible on the Company's website during the same period."

7. Resolution on the election of Supervisory Board members

The Supervisory Board is constituted in accordance with section 95 and 96 para. 1 of the German Stock Corporation Act as well as article 10 of the Articles of Association of WILEX AG and has six members. Given that the Company is not subject to co-determination laws, its Supervisory Board comprises solely shareholder representatives. Pursuant to article 10 para. 2 of the Articles of Association, the members of the Supervisory Board are 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.

The term of office of the Supervisory Board's six members who were elected by the Annual General Meeting expires upon conclusion of the Annual General Meeting on 21 May 2010. Hence the Annual General Meeting must elect six new Supervisory Board members. In doing so, it is not bound by election proposals. The intention is to hold individual elections to the Supervisory Board in accordance with the German Corporate Governance Code.

Following the recommendations of the nomination committee, the Supervisory Board proposes electing the following individuals to the Supervisory Board for a term of office commencing upon the conclusion of this Annual General Meeting and ending at the conclusion of the Annual General Meeting that will decide on formally approving the actions of the Supervisory Board members during the financial year ended 30 November 2014 (i.e. presumably the Annual General Meeting in 2015):

- a) **Professor Iris Löw-Friedrich**, Ratingen,
Chief Medical Officer and Executive Vice President Global Projects and Development, UCB S.A.
- b) **Dr Alexandra Goll**, Munich,
General Partner, TVM Capital GmbH
- c) **Dr Georg F. Baur**, Hamburg,
Entrepreneur
- d) **Dr Friedrich von Bohlen und Halbach**, Heidelberg,
Managing Director of dievini Verwaltungs GmbH, which is the General Partner of dievini Hopp BioTech holding GmbH & Co. KG
- e) **Professor Christof Hettich**, Schwetzingen,
Lawyer and partner with RITTERSHAUS Rechtsanwälte, Mannheim / Frankfurt am Main / Munich and Managing Director of dievini Verwaltungs GmbH, which is the General Partner of dievini Hopp BioTech holding GmbH & Co. KG
- f) **Mr Andreas R. Krebs**, Langenfeld
Consultant

Of the candidates for the Supervisory Board, Dr. Baur is particularly qualified to serve as the independent financial expert as defined in section 100 para. 5 of the German Stock Corporation Act thanks to his professional experience and many years as member of the audit committee.

Additional disclosures related to Agenda Item 7

Disclosures pursuant to section 125 para. 1 sentence 5 of the German Stock Corporation Act

The proposed candidates for the Supervisory Board pursuant to Agenda Item 7 are listed under aa) as members of the statutory Supervisory Board of the specified companies and/or under bb) as members of comparable national or foreign boards of companies:

- a) **Professor Iris Löw-Friedrich,**
 - aa) none
 - bb) none
- b) **Dr Alexandra Goll**
 - aa) none
 - bb) Albireo Pharma Ltd., Gothenburg, Sweden (member of the Supervisory Board)
Biovertis AG, Vienna, Austria (member of the Supervisory Board)
Cerenis Therapeutics SA, Labege, France (member of the Supervisory Board)
- c) **Dr Georg F. Baur**
 - aa) Franz Haniel & Cie. GmbH, Duisburg (member of the Supervisory Board)
J.F. Müller & Sohn AG, Hamburg (Deputy Chairman of the Supervisory Board)
Versatel AG, Berlin (member of the Supervisory Board)
 - bb) KBH GmbH, Hannover (member of the Advisory Board)
LR HEALTH & BEAUTY SYSTEMS HOLDING GmbH, Ahlen (Chairman of the Advisory Board)
- d) **Dr Friedrich von Bohlen und Halbach**
 - aa) Curacyte AG, Munich, (member of the Supervisory Board)
Heidelberg Pharma AG, Ladenburg, (Chairman of the Supervisory Board)
SYGNIS Pharma AG, Heidelberg, (Chairman of the Supervisory Board)
 - bb) Apogenix GmbH, Heidelberg, (Chairman of the Advisory Board)
Cosmo S.p.A., Milan, Italy, (member of the Supervisory Board)
CureVac GmbH, Tübingen, (Chairman of the Advisory Board)
Cytonet GmbH & Co. KG, Weinheim (member of the Advisory Board)

febit holding GmbH, Heidelberg (member of the Advisory Board)
febit Inc., Massachusetts, USA (member of the Supervisory Board)
Immatics GmbH, Tübingen, (member of the Advisory Board)
Integrated Diagnostics Inc., Seattle, USA (member of the Supervisory Board)
Life Biosystems AG, Basel, Switzerland (Chairman of the Board of Directors)

e) **Professor Christof Hettich**

- aa) Agennix AG, Heidelberg (Chairman of the Supervisory Board)
InterComponentWare AG, Walldorf (Chairman of the Supervisory Board)
ACTRIS AG, Mannheim (Chairman of the Supervisory Board)
LTS Lohmann Therapie-Systeme AG, Andernach (member of the Supervisory Board)
PARK & Bellheimer AG, Pirmasens (member of the Supervisory Board)
SYGNIS Pharma AG, Heidelberg (Deputy Chairman of the Supervisory Board)
- bb) Cytonet GmbH & Co. KG, Weinheim (Chairman of the Advisory Board)
AC Immune AG, Lausanne, Switzerland (member of the Board of Directors)
febit holding GmbH, Heidelberg (Chairman of the Advisory Board)
febit Inc., Massachusetts, USA (Chairman of the Advisory Board)
immatics biotechnologies GmbH, Tübingen (member of the Advisory Board)
SRH Kliniken GmbH, Heidelberg (member of the Supervisory Board)
Vetter Pharma-Fertigung GmbH & Co. KG, Ravensburg (member of the Advisory Board)

f) **Mr Andreas R. Krebs**

- aa) none
- bb) none

**Total number of shares and voting rights
at the time this Annual General Meeting was convened**

The Company's share capital of EUR 15,957,965.00 was divided into 15,957,965 no-par bearer shares at the time the Annual General Meeting was convened. Each no-par share grants one vote such that there were 15,957,965 voting shares at the time the Annual General Meeting was convened. The Company did not hold any treasury shares at the time this Annual General Meeting was convened.

Requirements for participating in the Annual General Meeting and exercising the right to vote

Shareholders who have (i) registered with the Company prior to the Annual General Meeting and (ii) verify their shareholdings to the Company shall be entitled to participate in the Annual General Meeting and exercise their voting right pursuant to article 15 of the Articles of Association.

The **registration** must be provided in German or English and received by the Company in text form (pursuant to section 126b of the German Civil Code) at the address mentioned below.

The **evidence of shareholdings** must be provided by means of a confirmation in text form (pursuant to section 126b of the German Civil Code) prepared by the depository bank in German or English. Such evidence by the depository bank must refer to the beginning of the twenty-first day before the Annual General Meeting, i.e. to

30 April 2010
(0:00 hrs.).

The significance of the Record Date for evidencing shareholdings is explained separately below.

The Company must receive both the registration and the evidence of shareholdings no later than on the seventh day before the date of the Annual General Meeting, i.e. no later than on

14 May 2010
(24:00 hrs.)

at the following address:

WILEX AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich, Germany
Fax: +49 (0)89 / 889 690 633
E-mail: anmeldung@better-orange.de

Better Orange IR & HV AG is the Company's agent authorised to receive both the registrations and the evidence of shareholdings.

Upon timely receipt of the registration, including the evidence of shareholdings, the tickets for the Annual General Meeting will be sent to the relevant shareholders or deposited at the place where the meeting is to take place.

Significance of the Record Date

The Record Date is the date that governs both the scope and the exercise of a shareholder's right to participate in and vote at the Annual General Meeting. Relative to the Company, a person shall only be considered a shareholder for the purpose of participating in or exercising the voting right at the Annual General Meeting if they have verified their shareholdings by the Record Date. Any changes in shareholdings after the Record Date are irrelevant in this regard. Shareholders who do not acquire their shares until after the Record Date thus cannot participate in the Annual General Meeting. Shareholders who have duly registered and verified their shareholdings may even participate in the Annual General Meeting and exercise their voting right if they sell their shares after the Record Date. The

Record Date has no effect on the ability to sell shares, and it is not a date that is relevant to any right to participate in dividends.

Procedure for voting by proxy

Shareholders may also exercise their right to vote at the Annual General Meeting by appointing a proxy – e.g. a bank or a shareholders' association. Timely registration for the Annual General Meeting and timely submission of evidence of shareholdings in accordance with the foregoing provisions are required even if a proxy is appointed (see above "Requirements for participating in the Annual General Meeting and exercising the right to vote"). If a shareholder appoints more than one person to serve as their proxy, the Company may reject one or more of these appointments.

If neither banks or shareholders' associations nor institutions or persons considered their equals under corporation law are appointed, then appointing a proxy or revoking such appointment and evidencing it to the Company must be made in text form (section 126b of the German Civil Code).

The provision in article 17 para. 3 alternative 1 of sentence 2 of the Articles of Association – according to which the proxy shall be appointed in writing if neither a bank nor a shareholders' association have been authorised – shall not apply because the text form is considered adequate under section 134 para. 3 sentence 3 of the German Stock Corporation Act, as amended by the German Act Implementing the Shareholder Rights Legislation.

Neither law nor the Company's Articles of Association require the appointment of banks, shareholders' associations or other institutes or persons considered their equals under corporation law to be made in writing. However, the entities or persons to be appointed as proxies in these cases may require a special form of proxy because section 135 para. 1 sentence 2 of the German Stock Corporation Act (in connection with section 135 para. 8 or sections 135 para. 10, 125 para. 5 of the German Stock Corporation Act, if applicable) requires them to record such authorisations in a verifiable way. Hence we request that shareholders coordinate with the entities or persons to be appointed as proxies in regards to the form of the proxy.

The proxy itself may furnish evidence of appointment as such on the day of the Annual General Meeting on site. Evidence of proxy may also be transmitted to the following postal address, fax number or e-mail address (e.g. as scanned document e.g. as a pdf file):

WILEX AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich, Germany
Fax: +49 (0)89 889 690 655
E-mail: wilex@better-orange.de

A form pursuant to section 30a para. 1 no. 5 of the German Securities Trading Act that can be used to grant proxies is contained on the back of the ticket, which will be mailed to the shareholders who registered in due time and pursuant to the aforementioned formal

procedure; the form is also available for download from the website <http://www.wilex.de/Investoren/Hauptversammlung.php>.

The Company offers its shareholders the option of having the company-appointed proxy represent them at the Annual General Meeting pursuant to their instructions. This proxy exercises voting rights solely on the basis of the relevant shareholder's instructions and is obliged to vote as instructed. The Company's proxy shall not accept any proxies for filing objections to shareholder resolutions, exercising the right to speak and ask questions or making applications.

Once they have registered in due time and form in accordance with the procedure set forth above, along with their ticket shareholders will also be sent additional information on voting by proxy as well as a form that they may use to appoint the Company's proxy and give them instructions; the information is also available for download from the website <http://www.wilex.de/Investoren/Hauptversammlung.php>. Evidence that the Company's proxy has been appointed along with the attendant instructions must be received at the aforementioned postal address, fax number or e-mail address no later than by the end of 20 May 2010.

In addition, shareholders and proxies attending the Annual General Meeting will also have the option to appoint the Company's proxy during the Annual General Meeting and have them exercise their voting right as instructed.

**Shareholder inquiries, applications, election proposals and requests for information
(Information on shareholder rights pursuant to section 122 para. 2, section 126 para. 1,
section 127 and section 131 para. 1 of the German Stock Corporation Act)**

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 therefore 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>.

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. 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
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 shareholders, 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 Company's Executive Management Board 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.

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.

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.

Further explanations

Additional explanations on shareholder rights pursuant to section 122 para. 2, section 126 para. 1, section 127 and section 131 para. 1 of the German Stock Corporation Act are available on the website <http://www.wilex.de/Investoren/Hauptversammlung.php>.

Other information

All information and documents required under section 124a of the German Stock Corporation Act may be inspected on the website <http://www.wilex.de/Investoren/Hauptversammlung.php> and may be downloaded from there. All documents to be made available to the Annual General Meeting by law will be available for inspection during the meeting.

The voting results shall be published at the same Internet address after the Annual General Meeting.

This notice of the Annual General Meeting is published in the electronic Federal Gazette dated 09 April 2010 and was furnished to such suitable media for publication as may be expected to disseminate the information throughout the European Union.

Munich, April 2010

WILEX AG

The Executive Management Board