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

Written report of the Executive Management Board on Agenda Item 6 pursuant to section 203 (2) sentence 2 and section 186 (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:

   The Executive Management Board and the Supervisory Board propose that the General Meeting revoke the extant authorised capital (Authorised Capital 2010/II) – which was utilised in part by means of the cash capital increase carried out in January/February 2012 – to the extent that it has not been used as at the day of the General Meeting and authorise the management to issue new WILEX shares pursuant to new authorised capital (Authorised Capital 2012/I).

   The aforementioned capital increase utilised a portion of the extant authorisation. At the time the invitation to the General Meeting was published, only EUR 6,004,589.00 of the Authorised Capital 2010/II remained. The new Authorised Capital 2012/I shall be created in order to give the Company comprehensive flexibility. The Company's Executive Management Board shall be authorised thereunder to increase the Company's share capital by up to EUR 12,407,481.00 by issuing up to 12,407,481 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 24 May 2017.

2. New Authorised Capital 2012/I and the attendant benefits for the Company:

   The intention is to create new Authorised Capital 2012/I up to an amount of EUR 12,407,481.00. 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 12,407,481.00 by issuing new no par value bearer shares in return for cash contributions and/or contributions in kind on one or several occasions. The Executive Management Board is authorised to exclude shareholders' statutory subscription right under special circumstances with the approval of the Supervisory Board (see below, item 3). This authorisation shall be in effect until 24 May 2017 (inclusive).

   The proposed authorisation regarding the issuing of new shares from Authorised Capital 2012/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 and procuring liquidity). The aim is also that the Executive Management Board, with the approval of the Supervisory Board, will continue to be able to procure new capital for the Company at all times and acquire companies, business units, stakes in companies, new technologies, additional products or product candidates in return

for shares. Such an anticipatory resolution is customary, both nationally and internationally.

With regard to the amount of the proposed Authorised Capital 2012/I (50% of the current share capital), it should be noted that the Company has the usual capital requirements for a company in its industry and therefore requires substantial authorised capital, among others to finance its advanced clinical trials. The amount of the previous Authorised Capital 2010/II, a portion of which has already been utilised, might not be sufficient to meet these requirements.

3. Exclusion of shareholders' subscription right:

The proposed resolution provides for an authorisation to exclude shareholders' subscription right, which exists in principle when authorised capital is utilised, for certain purposes individually listed in the proposed resolution:

- 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 options 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 (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 have the option to purchase the number of shares required to this end in the stock market.

- The Executive Management Board shall also be authorised in connection with Authorised Capital 2012/I to exclude shareholders' subscription right to fractional shares with the approval of the Supervisory Board. The authorisation to exclude shareholders subscription right for the purpose of using fractional shares is necessary to bring about a viable subscription ratio in a capital increase and thus only serves to use authorised capital in rounded amounts. Fractional shares arise whenever it is impossible to distribute all new shares equally among the shareholders due to either the subscription ratio or the amount of the capital increase. Absent this authorisation, carrying out the capital increase would be

substantially more difficult in technical terms, especially if the capital was increased by a rounded amount. The cost of trading subscription rights related to the fractional shares is disproportionate to the advantages for the shareholders. The new shares created by excluding shareholders' subscription right for fractional shares are not subject to subscription rights and may be disposed of in the Company's best interest on the stock market (if possible) 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. The Company's management should be able at any time to acquire companies, business units, stakes in companies, new technologies, additional products or product candidates in return for shares. In the 2008/2009 financial year, the Company made an acquisition using shares under authorised capital (acquisition of Octopus GmbH as part of the UCB transaction, 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, stakes in companies, new technologies, additional products or product candidates 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 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 is 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 in the 2010/2011 financial year and on the plans for utilising Authorised Capital 2012/I:

The Company did not utilise Authorised Capital 2010/II during the 2010/2011 financial year. It was, however, utilised during the current 2011/2012 financial year. As a result, the Company's share capital, as recorded in the Commercial Registry, was increased by a total of EUR 3,201,928.00 to EUR 24,814,963.00. The Company did not avail itself of the option to exclude shareholders’ subscription right in the capital increase, the implementation of which was recorded in the Commercial Registry on 3 February 2012.

While the Company has no concrete plans at present to use the Authorised Capital 2012/I, the Company does have the right under the SEDA programme to issue new WILEX shares in tranches to YA Global Master SPV LTD from authorised capital, subject to the exclusion of shareholders' subscription right, until 1 April 2013, 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. In this case, the issue amount per share is equivalent to 95% of the average volume-weighted daily price of the Company's shares in euros during a price determination period spanning five trading days starting with the day after the drawdown notice. The SEDA programme was completed on 13 March 2010 and has not been utilised to date. The Company will exercise its right only after duly weighing the interests of both the Company and its shareholders. A summary of the agreement with YA Global Master SPV LTD will be made available at the General Meeting and may be inspected at http://www.wilex.de/press-investors/annual-general-meeting/agm2012/ or at the offices of WILEX AG prior to the General Meeting. The summary of the agreement will be sent by post on request.

The Executive Management Board shall report any use of the Authorised Capital 2012/I to the Annual General Meeting.

Munich, April 2012

WILEX AG
Executive Management Board