

Convenience Translation

(The text decisive for the invitation to the 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: A1ML99
ISIN: DE000A1ML992**

Invitation to the Annual General Meeting of WILEX AG

We hereby invite our shareholders to our Company's Annual General Meeting
**on Friday 25 May 2012,
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 of WILEX AG and the approved consolidated financial statements and the management reports for WILEX AG and the WILEX Group, including the explanatory report of the Executive Management Board regarding the disclosures pursuant to section 289 (4) and section 315 (4) of the German Commercial Code as well as the report of the Supervisory Board – in each case for the 2010/2011 financial year ended 30 November 2011.**

The documents mentioned in Agenda Item 1 are available on the Internet at <http://www.wilex.de/press-investors/annual-general-meeting/agm2012/> 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 General Meeting. The Supervisory Board approved the annual financial statements and the consolidated financial statements prepared by the Executive Management Board. The annual financial statements are therefore adopted. Hence there is no need for the General Meeting to adopt a resolution on this Agenda item.

2. Resolution regarding 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 2010/2011 financial year ended 30 November 2011.

3. Resolution regarding 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 2010/2011 financial year ended 30 November 2011.

4. Resolution regarding the appointment of the auditor of the annual financial statements and the consolidated financial statements for the 2011/2012 financial year

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

Deloitte & Touche GmbH Wirtschaftsprüfungsgesellschaft, Munich, is elected to serve as the auditor of the annual financial statements and the consolidated financial statements for the 2011/2012 financial year ending 30 November 2012.

5. Resolution on the election of a Supervisory Board member

The Supervisory Board is constituted in accordance with section 95 and section 96 (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 (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. If a Supervisory Board member is elected to take the place of a departing Supervisory Board member, the former's term of office shall correspond to the latter's remaining term of office pursuant to article 10 (6) of the Articles of Association.

Dr Alexandra Goll stepped down from the Supervisory Board effective on 14 December 2011. As a result, the Supervisory Board currently has only five members. Hence the Annual General Meeting must elect a new Supervisory Board member. In doing so, it is not bound by election proposals. Dr Alexandra Goll was elected by the Annual General Meeting on 21 May 2010 for a term 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.

Following the recommendations of the nominating committee, the Supervisory Board proposes electing Dr Birgit Kudlek, Head of Sandoz Development Network at Sandoz International GmbH, Holzkirchen, place of residence in Bad Soden, to the Supervisory Board for the remaining term of office for which Dr Alexandra Goll had been elected, i.e. until 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):

Additional disclosures related to Agenda Item 5

Disclosures pursuant to section 125 (1) sentence 5 of the German Stock Corporation Act:

The proposed candidate for the Supervisory Board pursuant to Agenda Item 5 is not a member of the statutory Supervisory Board of a company and/or comparable national or foreign control committees of a company.

6. Resolution to revoke the existing Authorised Capital 2010/II and create new Authorised Capital 2012/I as well as to amend the Articles of Association correspondingly

Until the date on which this General Meeting was convened, the Company had utilised its extant authorised capital (Authorised Capital 2010/II) in accordance with Article 5 (5) of the Company's Articles of Association once, specifically, in connection with a cash capital increase subject to shareholders' subscription right pursuant to the resolutions of the Executive Management Board dated 1 February 2012 with the approval of the Supervisory Board of the same date. Upon registration of execution of the capital increase in the Commercial Register on 3 February 2012, the Company's share capital was increased by a total of EUR 3,201,928.00. This means that the Authorised Capital 2010/II extant on the date on which this General Meeting was convened had fallen to EUR 6,004,589.00.

In order to continue giving the Company's management the leeway it needs, the Company's Authorised Capital 2010/II extant on the day of the General Meeting shall be revoked in full and new authorised capital (Authorised Capital 2012/I) shall be created. The revocation of Authorised Capital 2010/II shall be effective only when Authorised Capital 2012/I takes its place to legal effect.

The Executive Management Board and the Supervisory Board thus propose adopting the following resolution:

1. The Authorised Capital 2010/II pursuant to Article 5 (5) of the Company's Articles of Association shall be revoked to the extent that it has not yet been utilised once the Authorised Capital 2012/I resolved in accordance with item 2 and 3 has been recorded in the Commercial Registry pursuant to said items.
2. The Executive Management Board shall be authorised to increase the Company's share capital, with the approval of the Supervisory Board, 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 (Authorised Capital 2012/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. The Executive Management Board is authorised, however, subject to the approval of the Supervisory Board, 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 share of the new shares issued in direct or analogous application of section 186 (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 options 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 (3) sentence 4 of the German Stock Corporation Act subject to the exclusion of shareholders' subscription right 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 2012/I.

3. Article 5 (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 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 (Authorised Capital 2012/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. The Executive Management Board is authorised, however, subject to the approval of the Supervisory Board, 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 share of the new shares issued in direct or analogous application of section 186 (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 options 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 (3) sentence 4 of the German Stock Corporation Act subject to the exclusion of shareholders' subscription right 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 2012/I."

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 Manage-

ment 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 capi-

tal 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.

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

The Company's share capital of EUR 24,814,963.00 was divided into 24,814,963 no par value bearer shares at the time the General Meeting was convened. Each no par value share grants one vote such that there were 24,814,963 voting shares at the time the General Meeting was convened. The Company did not hold any treasury shares at the time this General Meeting was convened.

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

Shareholders who have (i) registered with the Company prior to the General Meeting and (ii) verify their shareholdings to the Company shall be entitled to participate in the 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 126 b of the German Civil Code) at the postal address, fax number or e-mail address mentioned below.

The **evidence of shareholdings** must be provided by means of a confirmation in text form (pursuant to section 126 b 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 General Meeting, i.e. to

4 May 2012
(0:00 hrs.).

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

In accordance with article 15 (2) and (3) of the Articles of Association, the Company must receive both the registration and the evidence of shareholdings no later than on

18 May 2012
(24:00 hrs.)

at the following postal address, fax number or e-mail 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 General Meeting will be sent to the relevant shareholders or deposited at the place where the meeting is to take place. The tickets are only tools to facilitate organisation; they are not a requirement for participating in the Annual General Meeting and exercising the right to vote.

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 General Meeting. Relative to the Company, a person shall only be considered as a shareholder for the purpose of participating in or exercising the voting right at the 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 the Record Date thus cannot participate on their own behalf in the General Meeting. Shareholders who have duly registered and verified their shareholdings may even participate in the 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 General Meeting by appointing a proxy – e.g. a bank or a shareholders' association. Timely registration for the 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 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 a bank or shareholders' association nor an institution or person considered equivalent pursuant to section 135 (8) of the German Stock Corporation Act or section 135 (10) in conjunction with section 125 (5) of the German Stock Corporation Act is 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).

Neither law nor the Articles of Association require the appointment of banks, shareholders' associations or other institutes or persons considered equivalent pursuant to section 135 (8) of the German Stock Corporation Act or section 135 (10) in conjunction with section 125 (5) of the German Stock Corporation Act to be made in writing. However, an entity or person to be appointed as proxy in these cases may require a special form of proxy because section 135 (1) sentence 2 of the German Stock Corporation Act (in conjunction with section 135 (8) or sections 135 (10), 125 (5) of the German Stock Corporation Act, if applicable) requires them to record such authorisation 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 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 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 (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/press-investors/annual-general-meeting/agm2012/>.

The Company offers its shareholders the option of having the company-appointed proxy represent them at the 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 shareholders' resolutions, exercising the right to speak and ask questions or making applications.

Once shareholders 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/press-investors/annual-general-meeting/agm2012/>. 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 24 May 2012.

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

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

Requests to supplement the Agenda pursuant to section 122 (2) of the German Stock Corporation Act

Shareholders whose total shareholdings are equivalent to 1/20th of the Company's share capital (i.e. 1,240,748 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

24 April 2012
(24:00 hrs.).

Please send your request to the following postal address:

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

Applicants shall evidence that they have owned a sufficient number of shares for the legally required minimum period of ownership of three months (sections 122 (2), 122 (1) sentence 3, 142 (2) sentence 2 of the German Stock Corporation Act as well as section 70 of the German Stock Corporation Act) and that they will continue to hold them 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 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 online at the website <http://www.wilex.de/press-investors/annual-general-meeting/agm2012/>.

Counter-applications pursuant to section 126 (1) 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 in connection with 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
81675 Munich, Germany
Fax +49 (0)89 / 413 138 99
E-mail: investors@wilex.com

Counter-applications and election proposals that are sent to any other address shall not be considered. Subject to the provisions of section 126 (2) and (3) of the German Stock Corporation Act, the Company shall post all counter-applications and election proposals that it receives from shareholders, including the respective shareholder's name, as well as the underlying reasons online at <http://www.wilex.de/press-investors/annual-general-meeting/agm2012/>. All counter-applications and election proposals regarding the items of this Agenda that have been received no later than by the end of

10 May 2012
(24:00 hrs.)

at the postal address, fax number or e-mail address specified above shall be taken into consideration. Statements, if any, by the Company's management will also be posted 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 (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 (1) sentence 5 of the German Stock Corporation Act.

Please be advised that counter-applications and election proposals that were sent to the Company ahead of 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 General Meeting even without having submitted them to the Company in advance and due time.

Right under section 131 (1) of the German Stock Corporation Act to request information

Every shareholder or proxy may ask the Executive Management Board at the 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 required.

All such requests for information must be made orally at the 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 (3) of the German Stock Corporation Act apply.

Pursuant to article 16 (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 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 disclosures on shareholder rights pursuant to section 122 (2), section 126 (1), section 127 and section 131 (1) of the German Stock Corporation Act are available online at <http://www.wilex.de/press-investors/annual-general-meeting/agm2012/>.

Other information

All information and documents required under section 124a of the German Stock Corporation Act may be inspected online at <http://www.wilex.de/press-investors/annual-general-meeting/agm2012/> and may be downloaded from there. All documents to be made available to the 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 General Meeting.

This invitation to the General Meeting is published in the electronic Federal Gazette dated 13 April 2012 and was furnished to such suitable media for publication as may be expected to disseminate the information throughout the European Union.

Munich, April 2012

WILEX AG
Executive Management Board