

**Convenience Translation**

*(The text decisive for the Statement on corporate governance of WILEX AG is the one written in the German language.)*

**Declaration of Conformity by the Executive Management Board and the Supervisory Board of WILEX AG pursuant to Section 161 of the German Stock Corporation Act**

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The Executive Management Board and the Supervisory Board declare that WILEX AG has been in compliance with all recommendations (provisions containing terms such as “shall”) of the Government Commission on the German Corporate Governance Code (GCGC) as published by the Federal Ministry of Justice in the official section of the Federal Gazette from 10 February 2012, the date of its most recent declaration of compliance, to 7 February 2013, the date of adopting the resolution regarding the declaration of compliance (Code as amended on 26 May 2010), and that the Company is and will be in conformity with said recommendations from 7 February 2013 (Code as amended on 15 May 2012), in each case with the exception of the following:

**Section 3.8 (2) and (3) GCGC:** WILEX AG’s D&O insurance for the members of its Supervisory Board does not require a deductible. The statutory obligation effective 1 July 2010 to amend the given contracts pursuant to Section 93 (2) sentence 3 German Stock Corporation Act, in conjunction with Section 23 (1) section 1 Introductory Act to the German Stock Corporation Act (Einführungsgesetz zum Aktiengesetz), applies solely to insurance policies for members of the Executive Management Board. Section 116 sentence 1 of the German Stock Corporation Act does not require a deductible for insurance policies for members of the Supervisory Board. Instead the law expressly exempts the Supervisory Board from the requirement of a deductible. It seems appropriate in our view to distinguish between the Executive Management Board and the Supervisory Board, given the nature of service of the Supervisory Board, which is also evident in the different structure of compensation. Both the Executive Management Board and the Supervisory Board also believe that a deductible would not impact the sense of responsibility and the loyalty with which the members of corporate bodies carry out the tasks and duties assigned to them. In addition, a significant deductible, which – for reasons of equality – would have to be the same for each member, would affect the members of the Supervisory Board very differently, depending on their private income and financial circumstances.

**Section 4.1.5 GCGC, Section 5.1.2 (1) Sentence 2 GCGC, Section 5.4.1 (2) GCGC:** When appointing individuals to executive positions within WILEX AG, the Executive Management Board is guided solely by the professional and personal qualifications of the given candidate, male or female. The same applies to the Supervisory Board when it appoints individuals to

the Executive Management Board and suggests candidates for election to the Supervisory Board. There are no women on WILEX AG's current four-member Executive Management Board. In the four-member second management tier under the Executive Management Board (constituting the Company's management team together with the Executive Management Board) one female staff member has a management position. Two members of WILEX AG's six-member Supervisory Board are women. WILEX AG is a company with a steady need for qualified executives. The professional and personal qualifications of the given candidate, whether male or female, are the foremost concern of the Executive Management Board and the Supervisory Board when selecting candidates. Neither the Executive Management Board nor the Supervisory Board consider it effective not to fill a vacant position, or to fill it, with a woman solely in order to ensure adequate representation of women in leadership positions. In the view of the Executive Management Board and the Supervisory Board, such an approach would not be in the Company's interest.

The Supervisory Board has not yet specified concrete objectives regarding its composition. In its current form, it was essentially elected by the Annual General Meeting on 21 May 2010. However, one member left the Supervisory Board in December 2011 and this position was filled by the Annual General Meeting on 25 May 2012. Not until the amendment dated 26 May 2010 did the German Corporate Governance Code require the Supervisory Board to specify its objectives regarding its composition. Given that the current members of the Supervisory Board serve a term of office of five years, the Supervisory Board believes that stating specific objectives regarding its composition serves no purpose at this time because such objectives can only become relevant once the entire Supervisory Board is replaced.

**Section 4.2.3 (3) Sentence 2 GCGC:** The stock option plan launched in 2005 prior to the stock exchange listing of WILEX AG does not relate to comparison parameters, such as a share index. The new stock option plan launched in 2011, however, uses the TecDAX as a comparison parameter.

**Section 4.2.3 (3) Sentence 4 GCGC:** The Supervisory Board has not agreed a cap in the event of extraordinary and unforeseen developments in connection with the stock option plan that was launched in 2005 before WILEX AG was listed. The new stock option plan launched in 2011, however, provides for a cap equivalent to triple the annual gross compensation.

**Section 5.1.2 (2) Sentence 3 GCGC:** No age restriction has been or will be specified for members of the Executive Management Board. WILEX AG believes that such a regulation would not be in the best interest of its shareholders, as rigid regulations on the retirement age may result in the Company having to forego the expertise of key staff.

**Section 5.4.1 (2) Sentence 1 GCGC:** No age restriction has been or will be specified for members of the Supervisory Board. WILEX AG believes that such a regulation would not be in the best interest of its shareholders, as rigid regulations on the retirement age may result in the Company having to forego the expertise of key staff. In addition, an age limit for

Supervisory Board members would also restrict the rights of the Company's shareholders to elect their representatives to the Supervisory Board.

**Section 5.4.3 Sentence 3 GCGC:** The proposed candidates for the Supervisory Board chair are not announced to the shareholders during the Annual General Meeting at which the members of the Supervisory Board are elected. Since it is the task of the Supervisory Board to elect a chairman from among its members at its inaugural meeting, earlier announcement of possible candidates does not seem appropriate and would pre-empt the decision-making process.

**Section 5.4.6 (2) Sentence 1 GCGC:** The members of the Supervisory Board do not receive performance-related compensation. Both the Supervisory Board and the Executive Management Board of WILEX AG were of the opinion that there is no need for additional incentives in the form of performance-related compensation for the Supervisory Board members to carry out their Supervisory Board activities efficiently. Furthermore, the GCGC as amended on 15 May 2012 does not include a recommendation to pay performance-related compensation.

WILEX AG furthermore complies with the majority of the suggestions contained in the German Corporate Governance Code (provisions containing terms such as "should").

The next Declaration of Conformity of WILEX AG is scheduled to be published at the beginning of 2014.

Munich, 7 February 2013

For the Executive Management Board



Professor Olaf G. Wilhelm  
Chief Executive Officer



Dr Paul Bevan  
Head of Research & Development



Dr Thomas Borcholte  
Chief Business Officer



Dr Jan Schmidt-Brand  
Chief Financial Officer

For the Supervisory Board:



Professor Christof Hettich  
Chairman of the Supervisory Board