



Convenience Translation

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

WILEX AG
Munich, Germany
German Securities Identification Number: 661 472
ISIN: DE0006614720

Invitation to the Annual General Meeting of WILEX AG

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

**on Friday 23 May 2014,
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 combined management report 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 2012/2013 financial year ended 30 November 2013**

The documents mentioned in agenda item 1 are available on the Internet at <http://www.wilex.de/press-investors/annual-general-meeting/agm2014> and may be inspected at 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 AGM. 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 AGM to adopt a resolution on this agenda item.

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 2012/2013 financial year ended 30 November 2013.

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 2012/2013 financial year ended 30 November 2013.

4. Resolution on the appointment of the auditor of the annual financial statements and the consolidated financial statements for the 2013/2014 financial year

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

Deloitte & Touche GmbH Wirtschaftsprüfungsgesellschaft, Mannheim, is elected to serve as the auditor of the annual financial statements and the consolidated financial statements for the 2013/2014 financial year ending 30 November 2014.

5. Amendment to the Articles of Association

The wording of the Company's purpose is to be amended.

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

a) Article 2 (1) of the Articles of Association shall be amended as follows:

“The Company's purpose is the research, development, production, approval, marketing and sales of medical products and diagnostic agents, primarily in the field of oncology, also through the provision of services for third parties, as well as the in- and out-licensing of intellectual property rights based thereon.”

b) A fourth sentence shall be added to Article 2 (2) of the Articles of Association as follows:

“The purpose of the Company can be fulfilled by the Company and its subsidiaries together or individually in segments.”

6. Share capital reduction through the cancellation of three shares by the Company in accordance with section 237 (1) sentence 1 alt. 2 in conjunction with (3) no. 1 of the German Stock Corporation Act

To give WILEX AG greater flexibility to implement any future capital increases, the share capital is to be reduced through the combination of shares (agenda item 7). Prior cancellation of three shares of the Company proposed in agenda item 6 which will be surrendered free of charge by one shareholder (section 237 (1) sentence 1 alt. 2 in conjunction with (3) no. 1 of the German Stock Corporation Act) is a requirement for the implementation of the capital reduction proposed in agenda item 7 through the combination of shares in an even ratio. Following the cancellation of the three shares, the share capital can be divided by the envisaged combination ratio for the capital reduction without fractions arising.

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

- a) The Company's share capital of EUR 31,275,507.00, divided into 31,275,507 no par value bearer shares with a pro-rata interest in the Company's share capital of EUR 1.00 per no par value share, shall be reduced by EUR 3.00 to EUR 31,275,504.00 by way of the capital reduction through the cancellation of shares in accordance with section 237 (1) sentence 1 alt. 2 in conjunction with (3) no. 1 of the German Stock Corporation Act. This reduction shall be implemented through the cancellation of three no par value shares with a pro-rata interest in the Company's share capital of EUR 1.00 per no par value share, thus totalling EUR 3.00, the issue price of which was fully paid in and which one shareholder surrendered to the Company free of charge and were thus acquired. The sole purpose of this capital reduction is to create a figure for the share capital that on the implementation of the capital reduction proposed in agenda item 7 for the Annual General Meeting on 23 May 2014 will allow shares to be combined in an even ratio. The amount of the share capital of EUR 3.00 attributable to the cancelled shares shall be transferred to the Company's capital reserves pursuant to section 266 (3) A. II. of the German Commercial Code.
- b) Once the capital reduction becomes effective, Article 5 (1) and (2) of the Articles of Association shall be worded as follows:
 - „(1) *The Company's share capital is EUR 31,275,504.00 (in words: thirty-one million two hundred and seventy-five thousand five hundred and four euros).*
 - (2) *The share capital is divided into 31,275,504 no par value bearer shares with an arithmetical proportion in the share capital of EUR 1.00 per share.*”

7. Ordinary share capital reduction through the consolidation of shares for the purpose of transferring a portion of the share capital to the capital reserves in accordance with sections 222 ff. of the German Stock Corporation Act

The share capital of WILEX AG is to be reduced in accordance with sections 222 ff. of the German Stock Corporation Act for the purposes of transferring a portion of the

share capital to the Company's capital reserves and giving WILEX AG greater flexibility to implement any future capital measures.

From an accounting perspective, the capital reduction effects a reclassification on the liabilities side of the balance sheet of WILEX AG from subscribed capital to the non-distributable capital reserves. A distribution will not be made to shareholders. Following the cancellation of three shares based on the resolution under agenda item 6, on the basis of the resolution under agenda item 7 the number of no par value shares issued will be reduced from 31,275,504 to 7,818,876 by combining the no par value shares in a 4:1 ratio. For several months, the price of WILEX AG's shares was repeatedly less than the nominal value of EUR 1.00. The issue of new shares is only permissible if the shares are issued at a value that is not lower than the shares' arithmetical proportion in the share capital. On account of the capital measure to be resolved in agenda item 7, it can be expected that following the implementation of the capital reduction the market price of the Company's shares will durably exceed the lowest pro-rate interest in the share capital of each no par value share. In view of the minimum issue price pursuant to section 9 (1) of the German Stock Corporation Act, this consequently gives WILEX AG greater flexibility to implement any future capital increases.

In the event of any future utilisations of authorisations to increase the share capital (authorised capital/contingent capital), the Executive Management Board will also take into account the percentage limits in existence to date in relation to the existing share capital in view of the reduced share capital. These limits for utilisation are waived only if approved by the AGM.

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

- a) The Company's share capital of EUR 31,275,504.00 following the prior cancellation of three shares, divided into 31,275,504 no par value bearer shares with a pro-rata interest in the share capital of EUR 1.00 per no par value share, shall be reduced by EUR 23,456,628.00 to EUR 7,818,876.00 such that four no par value shares will be combined into one no par value share in accordance with the provisions on the ordinary capital reduction pursuant to sections 222 ff. of the German Stock Corporation Act for the purposes of transferring a portion of the share capital to the Company's capital reserves and achieving a market price for the individual shares that is higher than the minimum issue price in accordance with section 9 (1) of the German Stock Corporation Act in order to facilitate capital increases.

The reduction amount of EUR 23,456,628.00 shall be transferred to the Company's capital reserves in accordance with section 266 (3) A. II. of the German Commercial Code.

The Executive Management Board is authorised to decide on all further details of the implementation of the resolution with the approval of the Supervisory Board.

- b) Once the capital reduction becomes effective, Article 5 (1) and (2) of the Articles of Association shall be worded as follows:

- „(1) *The Company's share capital is EUR 7,818,876.00 (in words: seven million eight hundred and eighteen thousand eight hundred seventy-six euros).*
- (2) *The share capital is divided into 7,818,876 no par value bearer shares with an arithmetical proportion in the share capital of EUR 1.00 per share.*”
- c) The Executive Management Board is instructed to file the capital reduction for registration in the commercial register in such a way that this will only be entered in the commercial register after the capital reduction in accordance with agenda item 6 for the AGM on 23 May 2014 has been entered in the commercial register and the cancellation of the three shares resolved thereat has been implemented.

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

The Company's share capital of EUR 31,275,507.00 is divided into 31,275,507 no par value bearer shares at the time the AGM is convened. Each no par value share grants one vote. Consequently, there are 31,275,507 voting shares at the time the AGM is convened. The Company does not hold any treasury shares at the time this AGM is 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 AGM and (ii) verify their shareholdings to the Company shall be entitled to participate in the AGM 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 AGM, i.e. to

02 May 2014
(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

16 May 2014
(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 AGM 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 AGM 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 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 AGM 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 are not entitled to participate in and vote at the AGM unless they are appointed as proxies or authorised to exercise legal rights. Shareholders who have duly registered and verified their shareholdings may even participate in the AGM 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 AGM by appointing a proxy – e.g. a bank or a shareholders' association. Timely registration for the AGM 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 AGM 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 a 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 126 b of the German Civil Code).

Neither law nor the Articles of Association require the appointment of banks, shareholders' associations or other institutions 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 section 135 (10) in conjunction with 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 AGM 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

Better Orange IR & HV AG is the Company's agent authorised to receive the evidence of appointment as proxy.

A form pursuant to section 30 a (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 sent 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/agm2014/>.

The Company offers its shareholders the option of having the company-appointed proxy represent them at the AGM 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, shareholders will receive along with their ticket additional information on voting by proxy as well as a form that they may use to appoint and instruct the Company's proxy. The information is also available for download from the website <http://www.wilex.de/press-investors/annual-general-meeting/agm2014/>. Evidence that the Company's proxy has been appointed along with the attendant instructions shall, for organisational reasons, be received at the aforementioned postal address, fax number or e-mail address no later than by the end of 22 May 2014.

In addition, shareholders and proxies attending the AGM will also have the option to appoint the Company's proxy during the AGM 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. 1,563,775 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

22 April 2014
(24:00 hrs.).

Please send your request to the following postal address:

WILEX AG
The Executive Management Board
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 AGM was convened – shall be published in the 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/agm2014/>.

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 (if it is on the agenda) 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 AGM may only be sent to:

WILEX AG
Investor Relations
Grillparzerstrasse 10
81675 Munich, Germany
Fax +49 (0)89 / 41 31 38 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/agm2014/>. All counter-applications and election proposals regarding the items of this agenda that have been received no later than by the end of

8 May 2014
(24:00 hrs.)

at the 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 (if it is on the agenda) 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 does not need to 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 (if it is on the agenda) 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 AGM in due time shall only be considered at the AGM 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 (if it is on the agenda) or the auditor during the AGM 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 AGM 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.

The duty to provide information also extends to the Company's legal and commercial relations with affiliates and the situation of the Group and the companies included in the consolidated financial statements.

All such requests for information must be made orally at the AGM 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 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 information 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/agm2014/>.

Other information

All information and documents required under section 124 a of the German Stock Corporation Act may be inspected online at <http://www.wilex.de/press-investors/annual-general-meeting/agm2014/> and may be downloaded from there. All documents to be made available to the AGM 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 invitation to the AGM was furnished to such suitable media for publication as may be expected to disseminate the information throughout the European Union and was published in the Federal Gazette.

Munich, April 2014

WILEX AG
Executive Management Board