

Annual General Meeting of WILEX AG on 23 May 2014

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.)

Information on procedure for voting by proxy

1. General information

If you are unable to attend the Annual General Meeting (AGM) personally, you can authorise a proxy to vote on your behalf.

To this end, you can issue a proxy to a person of your choice, a bank or a shareholders' association, authorising that proxy to attend the AGM in your place. Another possibility is to authorise the Company's proxies to exercise your vote in accordance with your instructions.

Timely registration for the AGM and timely submission of evidence of shareholdings in accordance with the provisions as stated in the notice of the AGM are required even if a proxy is appointed (see "*Requirements for participating in the Annual General Meeting and exercising the right to vote*" as published in the notice of the AGM in the Federal Gazette). An admission ticket must be ordered for this purpose as noted below (see "*3. How to order an admission ticket?*").

Appropriate forms which can be used to grant proxies will be sent to the shareholders along with the admission ticket; appropriate forms are also available for download from the website <http://www.wilex.de/press-investors/annual-general-meeting/agm2014/>. Information on how to issue a proxy is available below (see "*4. How to issue a proxy after ordering an admission ticket?*").

2. Procedure for voting by proxy as published in the notice of the AGM in the Federal Gazette

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 provisions as stated in the notice of the AGM are required even if a proxy is appointed (see "*Requirements for participating in the Annual General Meeting and exercising the right to vote*" as published in the notice of the AGM in the Federal Gazette). If a shareholder appoints more than one person to serve as his 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

or by fax to: +49 (0)89 889 690 655
or by 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.

3. How to order an admission ticket?

3.1. Shareholders with a depositary bank in Germany

Order an admission ticket for the AGM from your bank in accordance with the conditions governing attendance and the deadline for registration (see *notice of the AGM in the Federal Gazette*). All you have to do in this case is to send the form for ordering admission tickets, which you received from your depositary bank together with the invitation to the AGM, back to your depositary bank. The admission ticket will then be sent to you.

3.2. Shareholders with a depositary bank outside Germany

To order an admission ticket, you must have a record of your shareholding issued by your depositary bank with a record date at the beginning of 2 May 2014 (00:00 hrs. Central European Summer Time). This record must be received by the Company no later than at the end of 16 May 2014 (24:00 hrs. Central European Summer Time) at the following 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

or by fax to: +49 (0)89 889 690 633
or by 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.

The admission ticket will then be sent to you once we have received your record of shareholding and the formally correct registration for the AGM.

To simplify the registration procedure for you, you can request all the forms needed for ordering an admission ticket directly from us at the above address.

4. How to issue a proxy after ordering an admission ticket?

4.1. Issue a proxy to a person of your choice

A form for issuing a proxy to a person of your choice can be found on the back of the admission ticket. An appropriate form is also available for download from the website <http://www.wilex.de/press-investors/annual-general-meeting/agm2014/>. This proxy will then entitle your proxy to attend the AGM.

If you would like to authorise a bank, a shareholders' association or any of the other equivalent institutions or persons pursuant to the German Stock Corporation Act, please confer with the entity or person to be appointed as proxy.

4.2. Service for our shareholders: Issue a proxy and voting instructions to the Company's proxies

You can authorise the Company's proxies to vote in accordance with your instructions prior to the AGM.

Mr. Marcus Graf and Mr. Jens Hachenberg, both employees of Better Orange IR & HV AG, Munich, have been designated proxies of WILEX AG. Both are authorised to act alone.

To issue a proxy and voting instructions to the Company's proxies, please complete the form "*Issue a proxy and voting instructions to the Company's proxies*" enclosed with the admission ticket. An appropriate form 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 following postal address, fax number or e-mail address (e.g. as a pdf file) no later than **by the end of 22 May 2014**:

WILEX AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany

or by fax to: +49 (0)89 889 690 655
or by 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.

Legal notes concerning the issue of proxy and voting instructions to the Company's proxies

The Company's proxies exercise voting rights solely on the basis of the relevant shareholder's instructions and are obliged to vote as instructed. The Company's proxies do not have any discretionary powers whatsoever when casting their votes. During the voting procedure, the Company's proxies will, in the following cases, abstain in a subtractive procedure or not participate in the voting in an additive procedure: if voting instructions have not been issued or are unclear, when voting on a counter-motion or motion on published agenda items proposed by shareholders, on motions unknown prior to the AGM (e.g. procedural motions), and when voting on a resolution proposed by the Company's Management diverging from that published in the notice to the AGM in the Federal Gazette.

The Company's proxies shall not accept any proxies for filing objections to shareholders' resolutions, exercising the right to speak and ask questions or making applications.

If the Company's proxies receive several proxies with voting instructions from one individual shareholder and/or through different channels, the last valid proxy received will be considered binding with the corresponding voting instructions.

You or a proxy of your choice are/is entitled to personally attend the AGM on 23 May 2014 even after issuing a proxy to the Company's proxies. However it is mandatory to revoke the former issued proxy to the Company's proxies. A special form to revoke a former issued proxy to the Company's proxies is available at the registration desks on the site of the AGM and is also available for download from the website <http://www.wilex.de/press-investors/annual-general-meeting/agm2014/>.

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

If you have any queries in connection with the issue of a proxy, contact our hotline on telephone No. +49(0)89.889690-620, from Monday to Friday between 9:00 a.m. and 5:00 p.m. (Central European Summer Time).