

Convenience Translation

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

Statement on corporate governance pursuant to section 289a of the HGB

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

The Executive Management Board and the Supervisory Board declare that WILEX AG has been in conformity 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 4 February 2016, the date of its most recent declaration of conformity, to 3 February 2017, the date of adopting the resolution regarding the declaration of conformity (Code as amended on 5 May 2015), and that the Company is and will be in conformity with said recommendations from 3 February 2017 (Code as amended on 5 May 2015), 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) sentence 1 Introductory Act to the German Stock Corporation Act (Einführungsgesetz zum Aktiengesetz), applies solely to insurance policies purchased for members of the Executive Management Board. Section 116 sentence 1 of the German Stock Corporation Act does not require a deductible for the Supervisory Board to be agreed. Instead the law expressly exempts the Supervisory Board from the requirement to agree a deductible. It seems appropriate 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) and (3) 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 elections to the Supervisory Board. The percentage of women for the Supervisory Board, the Executive Management Board and for the upper management level was defined and published in the Statement on corporate governance.

There are no women on WILEX AG's current two-member Executive Management Board. One member of WILEX AG's five-member Supervisory Board is a woman. The professional and personal qualifications of the given candidate, whether male or female, are at the forefront of the concerns 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, or fill, a vacant position 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.

Regarding its composition the Supervisory Board has not yet specified concrete objectives that – taking into account the company-specific situation – consider the international activities of the company, potential conflicts of interest, the number of independent members of the Supervisory Board, a specified age restriction for members of the Supervisory Board and a specified limit for the term of office as member of the Supervisory Board as well as diversity. Establishing general objectives to compose the Supervisory Board would constitute an inappropriate limitation of the selection of suitable individual candidates for the Supervisory Board. General objectives would interfere with the right of the shareholders to vote the members of the Supervisory Board.

Section 4.2.2 (2) Sentence 3 GCGC: Until now, the Supervisory Board has applied the criteria for determining appropriate compensation of the Executive Management Board based on the tasks of the individual member of the Management Board, his/her personal performance, the economic situation, the performance and outlook of the enterprise as well as the common level of the compensation taking into account the peer companies and the compensation structure in place in other areas of the Company. No specific and concrete comparison parameters with regard to the senior management and the staff overall, particularly in terms of its development over time, are considered above and beyond this. The Supervisory Board believes that it serves no purpose to base the determination of appropriate compensation of the Executive Management Board on specific comparison parameters.

Section 4.2.3 (2) Sentence 7 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 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 and no limit for the term of office as member to the Supervisory Board 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 or the term of office as member may result in the Company having to forego the expertise of key staff. In addition, such limits 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 7.1.2 Sentence 4 GCGC: The annual report and thus the consolidated financial statements for the 2015 financial year were not made publicly available within 90 days of the end of the financial year on 30 November 2015. Due to the course of business in 2015, considerable discussions were held, above all, regarding the business forecast, which in turn is material for the forecast in terms of continuing as a going concern. Therefore, the consolidated financial statements could not be published within the period specified by the GCGC.

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 2018.

Munich, 3 February 2017
Executive Management Board and Supervisory Board

All of WILEX AG's declarations of conformity are published on the Company's website for at least five years.

Procedures of the Executive Management Board and the Supervisory Board

The management of WILEX AG is structured as a dual system in accordance with the provisions of the German Stock Corporation Act. The corporate bodies of the company comprise the Annual General Meeting that represents the will of the shareholders, and the two corporate boards, the Executive Management Board and the Supervisory Board.

The Executive Management Board is responsible for managing the Company and represents it vis-à-vis third parties. The Supervisory Board's tasks include appointing, dismissing and

monitoring the members of the Executive Management Board. Whilst it must not make any management decisions under German corporate law, both of these corporate bodies work together in the Company's interest, jointly pursuing the goal of maximising the enterprise value for the Company's shareholders in the long term. This also includes coordinating the Company's strategic alignment and making joint decisions regarding material transactions.

The Company's current Articles of Association have been posted at www.wilex.com under the tab "Press+Investors > Corporate Governance".

Executive Management Board

The Executive Management Board of WILEX AG manages the Group on its own and runs its business with the assistance of a management team. Both the actions and the decisions of the Executive Management Board are strictly aligned with the Company's interest in order to maximise the enterprise value in the long term, taking into account primarily the interests of shareholders. The Executive Management Board is responsible for corporate policies; the Group's strategic alignment; its investment, finance and human resource planning; the allocation of resources as well as the Group's operating business. It is tasked with preparing the quarterly financial statements and the annual financial statements of the Group and WILEX AG. The Executive Management Board is also responsible for an effective risk management system; it ensures compliance with statutory requirements and corporate standards ("Compliance").

The Executive Management Board currently comprises two members:

Members of the Executive Management Board	Responsibility	End of term
Dr Jan Schmidt-Brand	Chief Executive Officer & Chief Financial Officer	31 August 2018
Prof Dr Andres Pahl	Head of Research and Development	1 June 2018

The percentage of women in the Executive Management Board will presumably amount to 0% during the term of office of the above mentioned Executive Management Board and thereby by 1 June 2018.

Currently, WILEX AG has only one management level below the Management Board; a structural change concerning or within the management levels is not planned. The Management Board has therefore decided to define that the percentage of women in the management level below the Management Board will presumably amount to 0% by 1 August 2018.

Under the Company's Articles of Association, decisions regarding the number of members of the Executive Management Board are reserved to the Supervisory Board. Pursuant to the German Stock Corporation Act, the Executive Management Board must have at least one member. The term of a member of the Executive Management Board is limited to a maximum of five years by law. Whilst it is WILEX's current practice however to limit it to two years, Executive Management Board members may be re-elected; they may also be dismissed for cause prior to the expiry of their term of office. None of the director's contracts of the Executive Management Board members provides for the payment of termination benefits in case the employment is terminated.

Both members of the Executive Management Board are furthermore members of the executive management of WILEX's subsidiary Heidelberg Pharma GmbH. Dr Jan Schmidt-Brand is also a member of the Board of Directors of the Bio Deutschland e.V. industry association. The Head of Research and Development Prof Dr Andreas Pahl is Professor at the University of Erlangen-Nuremberg too.

The work of the Executive Management Board is subject to Internal Rules of Procedure that govern, in particular, the cooperation among the members of the Executive Management Board; its resolutions; matters reserved to the full Executive Management Board; as well as transactions requiring the Supervisory Board's approval. The business area assigned to the members of the Executive Management Board follow from the schedule of responsibilities. Executive Management Board meetings are supposed to take place at regular intervals. Any member of the Executive Management Board may request that an extraordinary meeting of the Executive Management Board be convened outside of its regular meetings. Persons who do not belong to the Executive Management Board may be invited to attend its meetings in an advisory capacity, to the extent necessary for a given agenda item. Minutes must be prepared of every Executive Management Board meeting and specify the place and date of the meeting, its participants, the agenda and the content of the Executive Management Board's resolutions. Whilst the resolutions of the Executive Management Board shall generally be adopted at its meetings, they may also be adopted outside of meetings in writing, by telegram, by fax, by e-mail or by telephone. The Executive Management Board constitutes a quorum if at least one half of its members participate in the given resolution. Its resolutions are generally adopted by the simple majority of all votes cast.

The Executive Management Board regularly furnishes detailed written and oral reports concerning the Company's position to the Supervisory Board. It is also responsible for submitting the budget for the coming financial year to the Supervisory Board for approval. In addition, the Executive Management Board must notify the Supervisory Board of all transactions that might have a significant impact on the Company such that the Supervisory Board may state its views on the given transaction before it is carried out. The Chairman of the Supervisory Board and the Chief Executive Officer as well as other members of the Company's corporate bodies discuss current and ongoing issues in numerous conference calls as necessary above and beyond the regular exchanges of information and discussions between the Executive Management Board and the Supervisory Board.

The Executive Management Board has not established any committees.

For short CVs of the members of the Executive Management Board, please see the tab "Company > Management Team" at www.wilex.com.

Supervisory Board

Pursuant to the Company's Articles of Association, the Supervisory Board currently has five members. As recommended by the German Corporate Governance Code (GCGC), they are selected based on their professional experience and capabilities, as well as their independence and diversity. The members of the Supervisory Board are elected for a term of office not to exceed five years but may be appointed for shorter terms. Supervisory Board members may be re-elected, even repeatedly. The Supervisory Board appoints a Chairman from among its midst as well as one or more deputy chairmen. No members of the Supervisory Board are former members of the Company's Executive Management Board.

Please see the notes to the consolidated financial statements for more details on the Supervisory Board.

The current members of the Supervisory Board were elected by the simple majority of all votes cast at the Annual General Meeting on 30 July 2015. The terms of office will expire at the close of the 2020 Annual General Meeting.

The Supervisory Board member Andreas Krebs stepped down from the Supervisory Board at his own request after this year's Annual General Meeting on 13 May 2016. The same day the Annual General Meeting agreed to reduce the number of Supervisory Board members from six to five.

The Supervisory Board advises and monitors the Executive Management Board with regard to its management of the Company. Based on regular exchange with the Executive Management Board, the Supervisory Board is involved in strategy and planning and in all issues of fundamental significance to the Company. The Internal Rules of Procedure governing the work of the Executive Management Board provide for the Supervisory Board's right to approve material business transactions – such as for instance the Company's alignment in strategic and operational terms; fixing the annual budget; major acquisitions, investments or licence agreements; contracts closed outside of the regular course of business that substantially exceed the customary risk structure as well as the founding or material restructuring of existing business operations.

The Chairman of the Supervisory Board coordinates the work of the Supervisory Board, convenes and chairs its meetings (which must take place at least twice every six calendar months) and represents its interests vis-à-vis external parties. According to the Company's Articles of Association, the Supervisory Board shall adopt its resolutions at meetings. If so ordered by the chairman of the Supervisory Board, however, resolutions may also be adopted in writing, by telegram, by fax, by e-mail or by telephone if no member immediately objects to this procedure. The Articles of Association also establish that the Supervisory Board constitutes a quorum if at least four of its members participate in the resolution by means of any legal form of voting. Absent members may cast their vote on the resolution using written procedures. Resolutions of the Supervisory Board shall be adopted by a simple majority of all votes cast unless stipulated otherwise by law. Abstentions are not considered votes cast. In case of a tie, the Chairman's vote shall decide the matter.

The Supervisory Board has issued Internal Rules of Procedure for its work which establish not only the aforementioned procedures regarding its resolutions but also the Supervisory Board's general duties and tasks; its composition; the responsibilities of its Chairman and Deputy Chairman; the participation of third parties in meetings; convening the Supervisory Board; as well as the composition, responsibilities and procedures of the Supervisory Board's committees.

The Supervisory Board regularly performs an efficiency review every other year in accordance with Section 5.6 of the German Corporate Governance Code. The most recent review was carried out in February 2016. The previous reviews demonstrated that the Supervisory Board is efficiently organised and that the collaboration between the Executive Management Board and the Supervisory Board functions smoothly.

The Report of the Supervisory Board, which will be posted on the Company's website (www.wilex.com) under the tab "Press+Investors > Financial reports" as part of the annual report 2016, provides an overview of its work.

The appointments of the Supervisory Board members to other boards, as well as their business relationships to related parties, are set forth in the notes to the consolidated financial statements. For short CVs of the members of the Supervisory Board, please see the Company's website under the tab "Company > Supervisory Board".

Supervisory Board's work in committees

Working in committees is an integral part of the work of the Supervisory Board. The Supervisory Board of WILEX AG has established three committees: the Audit Committee, the joint Compensation and Nomination Committee, which covers both areas separately in its meetings, and the Research & Development Committee. All committees fulfil preparatory functions.

The following table shows the composition of the Supervisory Board and the membership in the three committees:

Supervisory Board	Function	Audit Committee	Compensation and Nomination Committee	R&D Committee
Professor Christof Hettich	Chairman		X (Chairman)	
Dr Georg F. Baur	Deputy Chairman	X (Chairman)	X	
Dr Birgit Kudlek	Member	X		X
Dr Friedrich von Bohlen und Halbach	Member	X		X (Chairman)
Andreas R. Krebs (up to 13 May 2016)	Member		X	X
Dr Mathias Hothum	Member			

As of the financial year 2017, starting on 1 December 2016, the Compensation and Nomination Committee has been changed. Dr Mathias Hothum replaced Dr Friedrich von Bohlen. Dr Georg F Baur und Dr Birgit Kudlek remain in the Committee.

The Audit Committee supports the Supervisory Board in carrying out its duty to independently monitor the Company's financial reporting and, in particular, reviews the financial statements and the risk management. This also includes discussing the half-yearly reports and the interim management statement with the Executive Management Board prior to publication. Furthermore, the Audit Committee discusses individual aspects of the audit with the independent auditors as part of the audit engagement issued by the Supervisory Board and proposes to the Supervisory Board that it approve the Company's annual and consolidated financial statements. Besides this supervisory responsibility, the Audit Committee also reviews the Company's control systems that have been established as part of its risk management, the Company's key risk potentials and the Executive Management Board's countermeasures. The committee is chaired by Dr Georg F. Baur, who possesses specialist knowledge and professional experience in accounting and in auditing financial statements, as required under Section 107 (4) and Section 100 (5) German Stock

Corporation Act as well as the German Corporate Governance Code. It is in principal ensured in that connection that neither the Chairman of the Supervisory Board nor a former member of the Executive Management Board chair the Audit Committee.

In its function as a personnel committee, the joint Compensation and Nomination Committee prepares personnel matters related to the Executive Management Board. In particular, it is responsible for the preparation, amendment and termination their directors' contracts; preparing pension or other commitments; as well as preparing grants, withdrawals or modifications of stock options, convertible bonds or similar rights related to the members of the Executive Management Board. In its function as a nominating committee, the joint Compensation and Nomination Committee proposes suitable candidates to the Supervisory Board for recommendation to the Annual General Meeting and prepares the appointment of new Executive Management Board members. Resolutions regarding the aforementioned matters are adopted in the Supervisory Board in accordance with Section 107 (3) German Stock Corporation Act and with the recommendations of the German Corporate Governance Code. Professor Christof Hettich is the Chairman of the joint Compensation and Nomination Committee.

The Research & Development Committee is tasked with issues related to research and development, and carries out related preparatory work for the Supervisory Board. In particular, this includes Heidelberg Pharma GmbH's ADC technology and its strategic development. Dr Friedrich von Bohlen und Halbach chairs the Research & Development Committee.

Objectives for the composition

In accordance with section 5.4.1. of the German Corporate Governance Code, the Supervisory Board has set the following objective: the percentage of women in the Supervisory Board shall amount to at least 20% by 31 July 2020.

Disclosures on corporate governance practices

Since its founding, WILEX AG has attached the greatest importance to responsible corporate management in the pursuit of shareholder value. Given its listing on Deutsche Börse's Prime Standard segment of the Frankfurt/Main Stock Exchange, the Company is committed with a few exceptions to the national rules and regulations of the German Corporate Governance Code and also fulfils most of its non-mandatory recommendations. The Executive Management Board and the Supervisory Board of WILEX AG are convinced that compliance with high standards in corporate governance is central to the Company's success.

WILEX AG and its subsidiary Heidelberg Pharma GmbH are conducting business in a highly regulated field and strive to act credibly, respectably and reliably, and to project these values. To this end the Company reviews and refines its corporate governance policies on a regular basis. There are clear goals, and the extent to which they have been accomplished is reviewed on a regular basis. These performance targets are a material element of the Company's management philosophy and an integral part of its compensation system.

The attitudes and actions of the Company's employees and how other parties perceive them contribute substantially to the reputation of WILEX AG.

It is for this reason that WILEX AG has adopted a Code of Conduct that sets out stringent requirements for correct business conduct. This Code of Conduct shall guide the conduct of WILEX AG as a company towards external parties and customers (referred to as “business partners” below) as well as and that of its employees towards colleagues (referred to as “colleagues” below); it must be accepted and signed by every employee at the start of employment. Every employee of the Company must be aware of these rules and regulations and act accordingly in their daily dealings with business partners and colleagues alike.

WILEX AG's Code of Conduct including its subsidiary

WILEX AG and its subsidiary Heidelberg Pharma GmbH (WILEX Group) desire under all circumstances to adhere to letter and spirit of the law.

1. Drug development. Our activities in the field of drug development are subject to extensive governmental regulations, installed to protect patients and to enhance the standards in healthcare. WILEX's policy is to adhere to the letter and the spirit of the laws and guidelines in this area. Any employee who notes a deviation from this policy in this area is obliged to alert his supervisor and the responsible member of the Executive Management Board immediately.

2. Protection of employee safety and welfare. In view of safety and a healthy work environment the law and any internal rules of WILEX regarding safety and hygiene must be complied with.

3. Environment. All rules and regulations regarding the handling of chemicals, organisms, waste products have to be observed. In general the Company expects its employees to act responsibly towards the environment, also where no mandatory rules apply.

4. Political and religious activities. Although WILEX respects the political or religious opinions of its employees, promotion of political or religious views is not allowed, by any means, on the Company's premises. Nor is the support of political parties or religious denominations with financial means from the Company allowed.

5. Unsuitable social activities. The distribution or promotion of racist, sexual or discriminatory opinions and materials of any kind is not allowed within WILEX or through the use of company equipment like email or copiers.

6. Behaviour of employees within WILEX. Employees of the WILEX Group shall at all times treat their colleagues with appropriate respect and shall not discriminate any of their colleagues in writing, verbally or any other form with regard to sex, race, handicap, political or religious opinions. The requirements of the German General Equal Treatment Act (Allgemeines Gleichbehandlungsgesetz) dated 14 August 2006 must be observed.

7. Protection of confidentiality. In the WILEX Group any confidential information received from third parties in the conduct of its business will be respected and such information will be protected as WILEX's own confidential information will be. The employees of WILEX are only allowed to use information rightfully obtained and are not allowed to distribute confidential information received in other ways than for the intended purpose.

8. Information policy. Any information regarding financial conditions, progress in clinical or product development, patent situations etc., provided by the Company's management or employees to third parties must conform with the actual situation. WILEX AG's management is responsible for providing updates on a regular basis to entitled parties within the Group.

9. Conflict of interest. The employees of WILEX at all times must avoid situations of conflict between company and personal interests. Where such situations exist or may occur the employee is responsible for immediately disclosing such conflicts of interest to a member of the Executive Management Board. Examples of situations to be avoided are: acceptance of presents, payments, loans or services of any kind by suppliers, customers, organisations, service providers or competitors in excess of what is customary in such cases, e.g. a normal business meal or a small present at the end of the year (less than € 25). Employees should also avoid doing business with former colleagues except when only WILEX business reasons are involved. In no case are the Company's employees allowed to use information obtained at WILEX for personal financial gain or for the benefit of family relations and friends.

10. Doing business. Interactions between WILEX and third parties will take place only according to legal and lawful practice. In case of major transactions multiple quotations will be compared to obtain the best possible deal for the Company. In no case will WILEX accept payments that have been made to illegally avoid taxation. The Company will not make any payments that are not legally due or that contradict existing law or the intention of the law. Equally, no payments will be made for a purpose that is different from that stated on the invoice.

Adhering to the rules and guidelines above will help WILEX to be a reliable, responsible and respectful partner for those who do business with the Company as well as for our employees.

Furthermore, there is an information memo on insider law and lockout periods for share transactions, which every employee receives and must observe.

Munich, 3 February 2017

For the Executive Management Board:



Dr Jan Schmidt-Brand
Chief Executive Officer & Chief Financial Officer



Prof Dr Andreas Pahl
Head of Research & Development

For the Supervisory Board:



Professor Christof Hettich
Chairman of the Supervisory Board