Voluntary Public Share-Buyback Tender Offer

of

Vtion Wireless Technology AG, Frankfurt am Main
Westhafen Plaza 1, 60327 Frankfurt am Main, Germany

to its shareholders

for the acquisition of in the aggregate up to 1,449,508 no-par value bearer shares
of Vtion Wireless Technology AG (ISIN DE000CHEN993 / WKN CHEN99)

against payment of a lump sum in the amount of

EUR 4.15

per no-par value bearer share of Vtion Wireless Technology AG

Offer period:

Wednesday, 5 September 2012 until and including Wednesday, 26 September 2012, 24:00 p.m.

Convenience Translation

The German version shall be decisive

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1. GENERAL INFORMATION AND NOTICES

1.1 Execution of the Share Buyback Tender Offer pursuant to German law

The share buyback offer described in this offer document (the "**Offer Document**") and directed to the shareholders of Vtion Wireless Technology AG with registered seat in Frankfurt am Main, EBC Excellent Business Center, Westhafen Plaza 1, 60327 Frankfurt am Main, Germany (also "**Vtion**" or the "**Company**" and the shareholders of the Company each a "**Vtion-Shareholder**" and together the "**Vtion-Shareholders**"), is a voluntary public offer in the form of a partial offer for the acquisition of up to 1,449,508 shares of the Company (the "**Offer**").

The Offer is exclusively carried out under the laws of the Federal Republic of Germany. The submission or publication of the Offer pursuant to the provisions of other jurisdictions than the Federal Republic of Germany (the "**Foreign Jurisdictions**") or any public solicitation for the public repurchase offer that may fall within the scope of provisions of jurisdictions other than the Federal Republic of Germany do not take place, are not provided for and are not intended. In addition, no announcements, registrations or approvals of the Offer Document and/or the Offer have been made or caused outside the Federal Republic of Germany. Accordingly, Vtion-Shareholders may not claim for or rely on the applicability of Foreign Jurisdictions concerning the protection of investors.

According to the legal opinion of the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht – BaFin*), offers for the repurchase of treasury shares do not fall within the scope of the provisions of the German Securities Takeover Act (*Wertpapiererwerbs- und Übernahmegesetzes – WpÜG*). Accordingly, this Offer has not been submitted to BaFin for review and does not comply with the provisions of the WpÜG.

1.2 Publication of the Offer Document

The Offer Document will be published in the Bundesanzeiger (http://www.bundesanzeiger.de) as well as on the website of Vtion Wireless Technology AG (http://www.vtion.de) under the heading "Investor Relations / Share Buyback". Apart from these publications, no further publication or distribution of the Offer Document is intended.

1.3 Distribution and Acceptance of the Offer outside the Federal Republic of Germany

The publication of this Offer Document by the Company is exclusively based on the laws of the Federal Republic of Germany. A publication under the laws of any other

jurisdiction has not occurred and is neither intended nor permitted by the Company. Any such non-permitted publication, dispatching, distribution or dissemination may be subject to the provisions (particularly restrictions) of Foreign Jurisdictions. This also applies to any summary or other description of the terms and conditions contained in the Offer Document.

In particular, the Offer is not, whether directly or indirectly, made or distributed in the United States of America. Therefore, neither the Offer Document nor its content may be published, dispatched, distributed or disseminated within the United States of America, and in each case neither by means of utilization of any postal service nor by any other means or instruments of business communication between single states or foreign trade or any facilities of a national stock exchange of the United States of America. This includes, among others, submission by Fax, electronic post, Telex, telephone and the Internet. Copies of this Offer or any other documents related to this Offer may also not be distributed or submitted to or within the United States of America.

To the extent a custodian bank or securities services provider with registered seat in Germany or any German branch of a custodian bank or securities services provider ("**Custodian Bank**") has information or transmission obligations in connection with this Offer vis-à-vis its customers which are based on the legal provisions governing the custodian relationship, the Custodian Bank is obliged to comply with the aforementioned restrictions and to examine the potential impact of Foreign Jurisdictions in its own responsibility. Any transmissions of the Offer Document, a summary of the Offer Document or any other description of the terms and conditions of this Offer Document or documents containing information related to the Offer to shareholders outside of Germany by Custodian Banks or third parties take place neither on behalf of nor upon initiation nor in the responsibility of the Company.

Apart from said restrictions, and subject to the terms and conditions of this Offer Document, the Offer may generally be accepted by all domestic and foreign shareholders. The Company advises its shareholders that acceptances of this Offer from outside the Federal Republic of Germany may be subject to legal restrictions. Shareholders intending to accept the Offer from outside the Federal Republic of Germany and/or who are subject to jurisdictions other than the Federal Republic of Germany are recommended to inform themselves about the applicable laws and its restrictions and to comply with them. The Company does not warrant that the acceptance of this Offer from outside the Federal Republic of Germany is permitted. In addition, the Company cannot assume any responsibility for non-compliance with applicable laws or the restrictions of this Offer by third parties. The Company further advises its shareholders that declarations of acceptances which would directly or indirectly constitute an infringement of the aforementioned restrictions, in particular acceptances by shareholders with seat, registered address or usual domicile in the United States of America, will not be accepted by the Company.

1.4 Publication of the Decision to launch the Buyback Offer

Vtion has published its decision to launch the Offer on 3 September 2012 by means of an ad-hoc-dissemination pursuant to Sec. 15 of the German Securities Trading Act (*Wertpapierhandelsgesetz – WpHG*). The ad-hoc-dissemination is also available on the Company's website under http://www.vtion.de under the heading "Investor Relations / Ad-hoc releases".

1.5 Status of the Information contained in this Offer Document / Forward-looking Statements

All information, opinions and intentions as well as all forward-looking statements contained in this Offer Document (together the "**Information**") are based, if not explicitly stated otherwise, on the currently available information, planning and certain assumptions of the Company at the time of the preparation of this Offer Document. These Information may change in the future. Save for statutory obligations, Vtion does not assume any responsibility to update this Offer Document, even if the Information on which this Offer Document is based on change in the future.

2. OFFER TO ACQUIRE TREASURY SHARES

2.1 Subject Matter of the Offer

With this Offer, and subject to the terms and conditions specified in this Offer Document, Vtion offers all Vtion-Shareholders to acquire their no-par value bearer shares of the Company with a notional amount of the Company's share capital of EUR 1.00 per share (ISIN DE000CHEN993 / WKN CHEN99) including all dividend claims (together the "**Vtion-Shares**" and each a "**Vtion-Share**") for a purchase price of

EUR 4.15 per Vtion-Share
("Offer Price")

and subject to the terms and conditions of this Offer Document.

The Offer is restricted to the acquisition of in total up to 1,449,508 Vtion-Shares, representing a notional share of the share capital of in total up to EUR 1,449,508.00. This corresponds to approx. 10% (commercially rounded) of the current share capital of the Company (*partial offer*). In the event more than 1,449,508 shares are tendered under this Offer ("**Over-Subscription**"), the declarations of acceptance will be considered proportionally as specified in more detail in Section 3.5.

2.2 Offer Period

The term for the acceptance of the Offer starts on **Wednesday, 5 September 2012** and expires on **Wednesday, 26 September 2012, 24:00 p.m.** (the "**Offer Period**").

The provisions of the German Securities Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz – WpÜG*), particularly the provisions on a potential extension of the offer period, do not apply to this Offer. The Company reserves, however, the right to extend the Offer Period. Should the Company decide to extend the Offer Period, such decision will be published prior to the expiry of the Offer Period in the Bundesanzeiger (http://www.bundesanzeiger.de) and on the Company's website (http://www.vtion.de) under the heading "Investor Relations / Share Buyback".

2.3 Conditions

The consummation of this Offer and the sale and transfer agreements concluded upon acceptance of the Offer are neither subject to any conditions nor to any consents or approvals by public authorities.

3. CONSUMMATION OF THE OFFER

The Company has appointed M.M.Warburg & CO KGaA, Ferdinandstraße 75, 20095 Hamburg, as its central clearing agent with the technical processing of the Offer (the "**Central Clearing Agent**").

3.1 Declaration of Acceptance and Rebooking

Vtion-Shareholders may only accept the Offer within the Offer Period (see Section 2.2 above) by written declaration vis-à-vis their custodian bank. The declaration has to contain a statement by the respective Vtion-Shareholder on how many Vtion-Shares the Offer is accepted for. In addition, the respective custodian bank has to be instructed to rebook the Vtion-Shares the Offer is accepted for from the custodian account of the respective shareholders to the interim class ISIN DE000CHEN977 / WKN CHEN97 (the "**Interim Class**") with Clearstream Banking AG, Frankfurt am Main. A form for the acceptance of the Offer will be made available to Vtion-Shareholders by their custodian banks.

The declaration of acceptance only becomes effective if the Vtion-Shares for which acceptance was declared for are rebooked in time to the Interim Class created for the purpose of the consummation of this Offer with Clearstream Banking AG, Frankfurt am Main. The rebooking will be initiated by the custodian banks upon receipt of the declaration of acceptance. The rebooking of Vtion-Shares to the Interim Class is deemed to be in time if the rebooking is effected by 6:00 p.m. (Central European

Time) on the second banking day (including) following the expiry of the Offer Period, i.e., and subject to an extension of the Offer Period, until Friday, 28 September 2012, 6:00 p.m. (the "**Technical Post-Rebooking Period**").

Acceptance declarations that are not received by the respective custodian banks within the Offer Period or that are filled in deficiently or incompletely are not deemed as acceptance of the buyback offer and do not entitle the respective Vtion-Shareholder to the receipt of the Offer Price.

3.2 Further Declarations of Accepting Vtion-Shareholders

Upon declaration of acceptance of the Offer

a) the accepting Vtion-Shareholders declare (i) that they accept the Offer of the Company to conclude a sale and purchase agreement – subject to the terms and conditions of this Offer Document – for the number of Vtion-Shares stated in the declaration of acceptance, and (ii) that they agree with the transfer of ownership of the respective Vtion-Shares to the Company;

b) the accepting Vtion-Shareholders warrant by means of an independent warranty that they are the sole owner of the Vtion-Shares tendered for repurchase at the time of the transfer of ownership, that the Vtion-Shares tendered for repurchase are not subject to any transfer restrictions and that the Vtion-Shares tendered for repurchase are free from any third-party rights;

c) the accepting Vtion-Shareholders instruct their custodian banks, (i) to temporarily leave the Vtion-Shares tendered for buyback in their respective custodian account but to rebook them into the Interim Class with Clearstream Banking AG; and (ii) to instruct and authorize Clearstream Banking AG, while taking into account a potential proportionate consideration in case of Over-Subscription (see Section 3.5), to transfer the shares booked in the Interim Class to the custodian account of the Central Clearing Agent with Clearstream Banking AG immediately following the expiry of the Offer Period to allow for a transfer of ownership to the Company;

d) the accepting Vtion-Shareholders instruct and authorize the Central Clearing Agent and their respective custodian bank (in each case under exemption of the prohibition of self dealing pursuant to Sec. 181 of the German Civil Code (*Bürgerliches Gesetzbuch – BGB*)) to take all steps and to issue and receive all declarations that are required or useful under

this Offer Document for the processing of the Offer, particularly to effect the transfer of ownership of the Vtion-Shares tendered for buyback to the Company;

e) the accepting Vtion-Shareholders instruct their custodian banks to instruct and to authorize Clearstream Banking AG to make available on each trading day, either directly via the Central Clearing Agent or via the custodian banks, all information required for the publication of the results of this Offer to the Company, particularly the number of Vtion-Shares in the custodian account of the respective custodian bank with Clearstream Banking AG that are booked into the Interim Class;

f) the accepting Vtion-Shareholders instruct and authorize their respective custodian banks, subject to the terms and conditions of this Offer, to transfer the Vtion-Shares for which the Offer has been accepted, and in each case including all rights pertaining to them, to the Company against payment of the respective Offer Price to the account of the respective custodian bank with Clearstream Banking AG, Frankfurt am Main. In case the acceptances are only considered proportionally, the declaration for the transfer of ownership only refers to the Shares the Offer is accepted for following the allocation procedure, as specified in more detail in Section 3.5.

To allow for a smooth and efficient processing of this Offer, the instructions, orders, authorizations and declarations described in paragraphs a) to f) above shall be issued and/or declared irrevocably with the declaration of acceptance of the Offer.

3.3 Legal Consequences of the Acceptance of the Offer

By accepting this Offer, and subject to the terms and conditions contained in this Offer Document, a contract regarding the sale and transfer of the Vtion-Shares tendered for buyback – and including all rights pertaining to them (including all potential dividend claims) – is concluded between the respective accepting Vtion-Shareholder and the Company.

In case of a proportionate consideration of acceptances, the Company shall be entitled to adjust the share sale and transfer agreements concluded between Vtion and the Vtion Shareholders in accordance with the allocation pursuant to the allocation procedure as specified in more detail under Section 3.5. Following the determination of the allocation quota, the Central Clearing Agent will, as representative of the Company, issue the required adjustment declaration by submitting the allocation quotas to the custodian banks of the Vtion-Shareholders. Pursuant to Section 3.2d) of this Offer Document, the custodian banks of the Vtion-Shareholders are irrevocably authorized

as authorized recipients to receive the declaration of adjustment. Upon receipt of the declaration of adjustment by the custodian banks of the Vtion-Shareholders, the adjustments of the respective share sale and transfer agreements become effective.

3.4 Clearing of the Offer and Payment of the Offer Price

The payment of the purchase price will be effected – subject to a potential proportionate consideration of acceptances pursuant to Section 3.5 – against charging off the shares from the Interim Class by Clearstream Banking AG and crediting the shares to the account of the Central Clearing Agent for the transfer to the Company. The purchase price will presumably be available on the account of the respective custodian bank with Clearstream Banking AG on the fifth Banking Day following the expiry of the Offer Period. In case of a proportionate consideration of acceptances, the payment of the purchase price may, irrespective of the Company's obligation to immediately effect the payment of the purchase price, delay by few days due to reasons of technical processing. In case Vtion-Shares could not be allocated due to a proportionate consideration of acceptances, the Central Clearing Agent will instruct Clearstream Banking AG to rebook these remaining Vtion-Shares into the former ISIN.

The custodian banks are instructed to credit the Offer Price to the account specified in the written declaration of acceptance of the respective Vtion-Shareholder. The obligation of the Company to pay the purchase price shall, however, be deemed fulfilled upon crediting the owed purchase price to the account of the respective custodian bank with Clearstream Banking AG,

3.5 Allocation in case of Over-Subscription of the Offer

If more than 1,449,508 Vtion-Shares are tendered for repurchase under this Offer, the declarations of acceptance will be considered proportionally, i.e. corresponding to the quota of the Shares to be accepted (1,449,508) to the aggregate number of Vtion-Shares tendered for repurchase. In this case, the Company acquires from each shareholder the proportional part of the shares tendered by him. The proportionate part is calculated from the quotient of A divided by B, which is multiplied with C, and therefore as follows:

$$\text{Proportionate Part} = \frac{A}{B} \times C$$

„A“ corresponds to the aggregate amount of shares this Offer refers to, i.e. 1,449,508 shares;

„B“ corresponds to the aggregate number of shares tendered to the Company by all shareholders on time;

„C“ corresponds to the number of shares tendered on time by the respective shareholder (i.e. a maximum of 1,449,508 Vtion-Shares).

The result of the calculation will be rounded down to the next whole number; fractions of shares are to be disregarded.

3.6 Right of Withdrawal

Shareholders who have accepted this Offer are not entitled to any contractual right of withdrawal with respect to the agreement concluded upon acceptance of this Offer.

3.7 Costs of Acceptance

The custodian banks will receive a lump sum of EUR 2.00 per custody account of Vtion-Shareholders whose shares are booked into the Interim Class from the Company for the technical processing of the Offer. All other costs related to the acceptance of the buyback offer and the transfer of the Vtion-Shares, particularly any costs, expenses or fees imposed by the custodian banks, are to be borne by Vtion-Shareholders themselves.

3.8 No Stock Exchange Trading with Tendered Vtion-Shares

The Vtion-Shares tendered for repurchase and booked under the separate ISIN are not admitted to stock market trading. Vtion-Shareholders may therefore not sell their Vtion-Shares tendered for repurchase over the stock market. This applies irrespective of whether the shares will be transferred under the Offer or whether they are returned due to an over-subscription of the Offer. The trading of the Vtion-Shares booked under the ISIN DE000CHEN993 remains unaffected.

3.9 Enquiries

Vtion-Shareholders who intend to accept the Offer should address potential enquiries regarding the acceptance of the Offer and its technical processing to their respective custodian banks. The custodian banks have been separately informed about the handling of the acceptance of the Offer and its technical processing and are instructed to inform clients holding Vtion-Share in their custody account about the Offer and the steps required to accept the Offer.

4. STATUTORY BASIS FOR THE OFFER

4.1 Capital Structure and Authorization to Repurchase Treasury Shares

The share capital of the Company currently amounts to EUR 14,495,086.00 and is divided into 14,495,086 no-par value shares made out to the bearer with a notional amount of EUR 1.00 per no-par value bearer share. The shares are admitted to stock exchange trading at the regulated market of the Frankfurt Stock Exchange (Prime Standard).

The ordinary annual general meeting of the Company dated 26 June 2012 has authorized the Management Board under agenda item 6 to repurchase treasury shares as follows:

> "Vtion Wireless Technology AG is authorised to repurchase treasury shares with an aggregate notional amount of the share capital of up to 10% of the share capital existing at the time of the Annual General Meeting until the expiration of 25 June 2017. The authorisation can be exercised in whole or in instalments, once or several times.
>
> At the discretion of the Management Board, the repurchase may be effected on the open market or by means of a public offer or a public invitation to all shareholders. If the shares are repurchased on the open market, the counter value per share paid by the Company (excluding incidental costs) may not be more than 10% higher or lower than the price at the Frankfurt Stock Exchange, Frankfurt am Main ("**Frankfurt Stock Exchange**") determined on the day of trading by the opening auction in the Xetra trading system (or a comparable successor system).
>
> If the shares are repurchased by means of a public offer or invitation to all shareholders, the purchase price (excluding incidental costs) must not be more than 20% higher or lower than the price at the Frankfurt Stock Exchange determined on the fourth until the tenth day of trading by the closing auction in the Xetra trading system (or a comparable successor system) before publication of the public offer. The volume of the offer can be limited. If the total subscriptions exceed this volume, acceptations shall be considered proportionally. The Company can provide for preferred consideration of up to 100 shares per shareholder.
>
> Besides offering the shares through the stock market or by means of a public acquisition offer to all shareholders, the Executive Board is authorized, subject to the approval of the Supervisory Board, to utilize of the treasury shares that

have been purchased under the aforesaid or previous authorizations of the Annual General Meeting by means of:

- offering the treasury shares to third parties as consideration within the context of company mergers or for the direct or indirect acquisition of companies, parts of companies or participations in companies, in each case while excluding the shareholders' purchase or subscription rights;

- selling the treasury shares for cash – while excluding the shareholders' purchase or subscription rights – at a price which is not significantly lower than the stock market price of same-class Company shares at the time of the sale; provided that the amount of shares that can be disposed of under exclusion of the shareholders' purchase or subscription rights pursuant to sec. 186 para 3 sent. 4 of the German Stock Corporation Act may not exceed the computed proportion of 10% of the share capital; this limit is reduced by the proportional amount of the share capital falling upon shares that have been issued during the duration of this authorisation or due to other authorisations according to or within the meaning of sec. 186 para 3 sent. 4 of the German Stock Corporation Act under exclusion of the shareholders' subscription rights;

- discharging conversion or subscription rights or conversion privileges in respect of convertible bonds, convertible profit participation rights as well as bonds with warrants or profit participation rights with warrants, in each case under exclusion of the shareholders' subscription rights. The total amount of shares transferred on the grounds of this authorisation may not exceed a proportional amount of 10% of the share capital, if such shares are used to discharge conversion or subscription rights or conversion privileges, that have been issued or established pursuant to sec. 186 para 3 sent. 4 of the German Stock Corporation Act analogically. This limit is reduced by the proportional amount of the share capital falling upon shares that have been issued during the duration of this authorisation or due to other authorisations according to or within the meaning of sec. 186 para 3 sent. 4 of the German Stock Corporation Act excluding shareholders' subscription rights;

- redeeming and cancelling the treasury shares while decreasing the Company's share capital without a further resolution of the Annual General Meeting on the redemption or the cancellation.

The abovementioned authorizations concerning the use of treasury shares may be exercised once or several times, in whole or in installments, individually or altogether. Upon effectiveness of this resolution, the authorization to acquire

treasury shares according to the resolution of the Annual General Meeting as of 22 June 2010 shall be revoked."

The complete wording of the authorization of the annual general meeting dated 26 June 2012 was published with the convocation of the general meeting in the electronic Federal Gazette on 18 May 2012 and is also available on the Company's website (http://www.vtion.com) under the heading "Investor Relations / AGM / Archive / Annual General Meeting 2012".

4.2 Resolution of the Management Board to launch the Offer and intended Utilization of the acquired Vtion-Shares

Based on the authorization of the annual general meeting of the Company dated 26 June 2012, which is reproduced in extracts under Section 4.1 above, the Management Board has resolved on 3 September 2012 to repurchase up to 1,449,508 Vtion-Shares by means of a public share buyback tender offer. The decision of the Management Board to launch the Offer was published as described in more detail in Section 1.4.

The shares repurchased under the public buyback offer may be utilized for all purposes allowed by law; in particular, the shares may be used in the context of the acquisition of companies, parts of companies or participations in companies and/or for the purpose of redemption of shares. They may also be sold against a cash payment. By now, the Management Board has not taken a decision on how the Vtion-Shares acquired under the Offer shall be used. It is also possible that the acquired Vtion-Shares will not be immediately used but that they will merely be held by the Company.

5. FORMER SHARE BUYBACKS OF THE COMPANY

Under the former authorization of the annual general meeting of the Company dated 22 June 2012 for the repurchase and utilization of treasury shares, the Company had repurchased in total 1,484,914 shares until 18 June 2012 by means of a public tender offer and via the stock exchange. On 22 June 2012 the Management Board and the Supervisory Board resolved to redeem these shares while correspondingly decreasing the Company's share capital. Consequently, these shares no longer exist.

Based on the authorization dated 26 June 2012, the Company has not repurchased any treasury shares until the date of publication of this Offer Document, and consequently does not hold any treasury shares at the moment. Therefore, in accordance with statutory provisions up to 1,449,508 Vtion-Shares may be repurchased by the Company by means of the Offer.

6. DEVELOPMENT OF THE TREASURY SHARES PORTFOLIO

Currently, the Company does not hold any shares in treasury. Assuming complete acceptance and consummation of the buyback offer, the total number of treasury shares held by Vtion would increase from 0 to a total of 1,449,508 bearer shares. This would correspond to nearly 10% of the Company's share capital and hence to the maximum allowed by law and the authorization dated 26 June 2012.

7. REMARKS ON THE OFFER PRICE

The Offer Price of EUR 4.15 per each no-par value bearer share of the Company takes into account the provisions for the determination of the purchase price of the authorization of the annual general meeting dated 26 June 2012. According to said authorization, the purchase price offered per share (excluding incidental costs) may not be more than 20% higher or lower than the closing auction price at the Frankfurt Stock Exchange in the Xetra trading system (or a comparable successor system) on the fourth until the tenth day of trading prior to the publication of the public offer.

In accordance with the terms of the authorization, the time period relevant for the determination of the consideration includes the trading days from (in each days including) 22 August 2012 until 30 August 2012 (the "**Reference Period**"). On these days, the following closing auction prices were determined for the share of Vtion Wireless Technology AG in the Xetra-trading at the Frankfurt Stock Exchange:

Date	**Xetra-closing price**
22 August 2012:	EUR 3.93
23 August 2012:	EUR 3.901
24 August 2012:	EUR 3.86
27 August 2012:	EUR 3.792
28 August 2012:	EUR 3.839
29 August 2012:	EUR 3.82
30 August 2012:	EUR 3.82

The average closing price for the Reference Period amounted to EUR 3.85.

The Offer Price in the amount of EUR 4.15 exceeds said average market price by approx. 8%.

8. IMPACT OF THE OFFER

The Vtion-Shares admitted to trading at the Frankfurt stock Exchange will remain tradable at the stock exchange under the ISIN DE000CHEN993 during the whole Offer Period as well as after the consummation of the Offer

The current stock market price of Vtion-Shares could be influenced by the fact that the Company on 3 September 2012 announced its decision to submit this Offer with an Offer Price of EUR 4.15 per share. It cannot be predicted how the stock market price of the Vtion-Shares will develop during and after the Offer Period. It cannot be excluded that the supply and demand for Vtion-Shares decreases after the consummation of the Offer and depending on the acceptance quota, which would negatively affect the trading liquidity of the Vtion-Share. This applies even more taking into account that the Company formerly had continuously acquired shares through the market from 26 April 2011 to 18 June 2012. In addition, assuming complete acceptance of the Offer the maximum amount of 10% in treasury shares would be reached, so that the Company would be prohibited from acquiring further treasury shares under the existing authorization. Notwithstanding the aforesaid, it is also possible that the Company voluntarily refrains from repurchasing further treasury shares following the expiry of the Offer Period. A potential restriction of the trading liquidity may also lead to higher price fluctuations when compared to the past.

Vtion is not entitled to any shareholder rights with respect to the shares acquired under this Offer. In particular, the Company is not entitled to any voting or dividend rights. Hence, the influence of Vtion-Shareholders who do not accept the Offer tends to increase. Since no voting rights may be exercised from treasury shares held, the shareholding of each shareholder proportionally increases. Treasury shares held by the Company are also disregarded for the purpose of the dividend payment from the net profits.

9. TAX NOTICE

The acceptance of this Offer leads – pursuant to the terms and conditions of this Offer Document – to the disposal of Vtion-Shares of Vtion-Shareholder accepting the Offer. Vtion recommends Vtion-Shareholders to obtain tax advice prior to the acceptance of the Offer regarding the tax consequences of the acceptance of the Offer which takes into account the personal circumstances.

10. PUBLICATIONS

To the extent no specific publication obligations exist, all notifications in connection with the Offer will be published on the Company's website (http://www.vtion.de) under the heading "Investor Relations / Share Buyback".

The Company will – presumably on the third banking day following the expiry of the Offer Period – only publish the final results of the share buyback offer. In case acceptances can only be considered proportionally (see Section 3.5), the Company will further publish the acceptance quota the acceptances will be considered with.

11. APPLICABLE LAW AND PLACE OF JURISDICTION

This Offer and the share sale and transfer agreements concluded upon acceptance of the Offer shall be exclusively governed by the laws of the Federal Republic of Germany.

In case a Vtion-shareholder is a businessman, a legal entity under public law or a separate estate pursuant to public law, the courts of Frankfurt am Main, Germany, as the registered seat of the Company shall have exclusive jurisdiction for all claims made under or in connection with this Offer and the share sale and transfer agreements concluded upon acceptance of this Offer. To the extent legally permissible, the same applies via persons that have no general place of jurisdiction in the Federal Republic of Germany or persons that have relocated their domicile or common residential seat to a place outside of the Federal Republic of Germany following the conclusion of the share sale and transfer agreements by means of acceptance of this Offer, or whose domicile or common residential seat is unknown at the time of filing of the lawsuit.

12. MISCELLANEOUS

All time data in this Offer Document refer to Central European Standard Time. References to a "Banking Day" refer to a day where banks in Frankfurt am Main, Germany, are open for general business and where the Trans-European Automated Real-time Gross settlement Express Transfer system (TARGET) or a comparable system is ready to operate.

Hamburg, 3 September 2012

Vtion Wireless Technology AG

– The Management Board –