

Warimpex Finanz- und Beteiligungs Aktiengesellschaft

Wien, FN 78485 w

("Company")

Agenda

and

Resolution Proposals of the Management Board and

the Supervisory Board for the

31st Annual General Meeting of Shareholders

of the Company

on

14 June 2017

Agenda

1. Presentation of the approved annual financial statements including the management report and the corporate governance report as of 31 December 2016 as well as of the consolidated financial statements and the group management report as of 31 December 2016 as well as the supervisory board report regarding the financial year 2016.
2. Resolution on the use of the balance sheet result as shown in the annual financial statements.
3. Resolution on the discharge of the members of the management board from liability for the financial year 2016.
4. Resolution on the discharge of the members of the supervisory board from liability for the financial year 2016.
5. Resolution on the determination of the remuneration for the members of the supervisory board for the financial year 2016.
6. Election of supervisory board members.
7. Resolutions on
 - a) the authorisation of the management board to purchase own shares of up to 10% of the company's capital stock pursuant to Sec. 65 par. 1 sub-par. 8 as well as par. 1a and par. 1b of the Austrian Stock Corporation Act (AktG) both on the stock exchange and off-market, subject, if so desired, to an exclusion of proportionate selling rights as may come with such a purchase (reversed exclusion of subscription rights); and
 - b) the authorisation of the management board to sell own shares other than on the stock exchange or through public offering and subject to the exclusion of a general option to buy for shareholders (exclusion of subscription rights).
8. Appointment of the auditor and the group auditor for the financial year 2017.

Resolution Proposal regarding Agenda Item 1

- 1. Presentation of the approved annual financial statements including the management report and the corporate governance report as of 31 December 2016 as well as of the consolidated financial statements and the group management report as of 31 December 2016 as well as the supervisory board report regarding the financial year 2016.**

No resolution is required regarding this agenda item.

Resolution Proposal regarding Agenda Item 2

- 2. Resolution on the use of the balance sheet result as shown in the annual financial statements.**

In view of the balance sheet loss in the annual financial statements as of 31 December 2016 no resolution is required regarding this agenda item.

Such loss is carried forward to new account.

Resolution Proposal regarding Agenda Item 3

3. Resolution on the discharge of the members of the management board from liability for the financial year 2016.

The management board and the supervisory board propose that the annual general meeting of shareholders adopt the following:

Resolution

The members of the management board of the Company are discharged from liability for the financial year 2016.

Resolution Proposal regarding Agenda Item 4

4. Resolution on the discharge of the members of the supervisory board from liability for the financial year 2016.

The management board and the supervisory board propose that the annual general meeting of shareholders adopt the following:

Resolution

The members of the supervisory board of the Company are discharged from liability for the financial year 2016.

Resolution Proposal regarding Agenda Item 5

5. Resolution on the determination of the remuneration for the members of the supervisory board for the financial year 2016.

The management board and the supervisory board propose that the annual general meeting of shareholders adopt the following:

Resolution

The members of the supervisory board are granted remuneration in a total amount of EUR 135,000.00 (previous year: EUR 135,000.00) for the financial year 2016; the distribution of such amount to the members of the supervisory board will be carried out by the supervisory board itself.

Resolution Proposal regarding Agenda Item 6

6. Election of supervisory board members.

The supervisory board proposes that the annual general meeting of shareholders adopt the following:

Resolution

Dr. Thomas Aistleitner is elected member of the supervisory board of the Company for a term up until the end of the annual general meeting of shareholders which resolves on the discharge from liability for the financial year 2021.

Mr. William Henry Marie de Gelsey is elected member of the supervisory board of the Company for a term up until the end of the annual general meeting of shareholders which resolves on the discharge from liability for the financial year 2021.

Dipl. Kfm. Günter Korp is elected member of the supervisory board of the Company for a term up until the end of the annual general meeting of shareholders which resolves on the discharge from liability for the financial year 2021.

Mr. Harald Wengust is elected member of the supervisory board of the Company for a term up until the end of the annual general meeting of shareholders which resolves on the discharge from liability for the financial year 2021.

Please note:

Pursuant to section 87 par. 3 Austrian Stock Corporation Act, the candidates to the supervisory board must be voted on separately and individually.

At the end of the annual general meeting of shareholders of 14 June 2017, the terms of the supervisory board members Mr. William Henry Marie de Gelsey, Dipl. Kfm. Günter Korp, Mr. Harald Wengust and Dr. Thomas Aistleitner will end, which is why elections to the supervisory board are required.

The declarations pursuant to section 87 par. 2 Austrian Stock Corporation Act and the candidates' curricula vitae will be published on the website of the Company (www.warimpex.com) and made available for inspection at the registered office of the Company separately from this resolution proposal.

Resolution Proposal regarding Agenda Item 7

- 7. Resolutions on**
- a) the authorisation of the management board to purchase own shares of up to 10% of the company's capital stock pursuant to Sec. 65 par. 1 sub-par. 8 as well as par. 1a and par. 1b of the Austrian Stock Corporation Act (AktG) both on the stock exchange and off-market, subject, if so desired, to an exclusion of proportionate selling rights as may come with such a purchase (reversed exclusion of subscription rights); and**
 - b) the authorisation of the management board to sell own shares other than on the stock exchange or through public offering and subject to the exclusion of a general option to buy for shareholders (exclusion of subscription rights).**

The management board and the supervisory board propose that the annual general meeting of shareholders adopt the following:

Resolution

The annual general meeting of shareholders authorises the management board for a period of 30 months from the date of adoption of this resolution pursuant to section 65 par. 1 sub-par. 8 as well as par. 1a and par. 1b Stock Corporation Act to purchase own shares of the company up to the legally permissible rate of 10% of the capital stock, including the shares already purchased. The price paid upon re-purchase must not be lower than a maximum of 30% below and not higher than a maximum of 10% above the average unweighted closing price of the ten days preceding the re-purchase. Purchase can be effected through the stock exchange or by public offering or in any other legally permitted and purposeful manner, including without being limited to, off-market purchases, also from individual shareholder willing to sell (*negotiated purchase*), or in the form of forward transactions and, if so desired, subject to an exclusion of proportionate selling rights as may come with such a purchase (reversed exclusion of subscription rights). Furthermore, the management board will be authorised to determine the respective re-purchase conditions; in this context, the management board shall publish the resolution of the management board and the respective re-purchase programme based thereon in each case as stipulated by law. The powers under such authorisation may also be exercised wholly or partly, and in several tranches, as well as in the pursuit of one or several purposes, by the company, by a subsidiary (Sec. 189a

Commercial Code) or by third parties for the account of the company. Trading in own shares shall be excluded as a purpose of the purchase;

and

the annual general meeting of shareholders authorises the management board for a period of 5 years from the date of adoption of this resolution to sell or use own shares of the company with the consent of the supervisory board, including off-market sales or sale by public offering. The powers under such authorisation may also be exercised wholly or partly, and in several tranches, as well as in the pursuit of one or several purposes. In the event of a sale other than on the stock exchange or by public offering, the proportionate right of shareholders to purchase shares shall be excluded (exclusion of subscription). Use of such own shares may include, without being limited to:

- i) granting such shares to employees of the company or one of its affiliates for good or valuable consideration;
- ii) using such shares for the redemption of convertible bonds and/or warrant bonds;
- iii) giving such shares in consideration of real property, undertakings, operations or shares in one or several companies in Austria and abroad which are transferred to the company or subsidiaries;
- iv) pursuant to section 65 par. 1b Stock Corporation Act (1) sale through the stock exchange or public offering at any time and (2) sale in any other legally permissible way, including off-market sale, during a period of 5 years from the date of adoption of this resolution.

Please note:

The report of the Management Board pursuant to section 65 par. 1b in conjunction with section 153 par. 4 of the Austrian Stock Corporation Act will be published on the website of the Company (www.warimpex.com) separately from this resolution proposal and made available for inspection at the registered office of the Company.

Resolution Proposal regarding Agenda Item 8

8. Appointment of the auditor and the group auditor for the financial year 2017.

The supervisory board proposes that the annual general meeting of shareholders adopt the following:

Resolution

Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H., Wagramer Strasse 19, 1220 Vienna, is appointed auditor and group auditor for the financial year 2017.

Please note:

The report of the proposed auditor pursuant to section 270 para 1a Austrian Commercial Code (information on accountability) will be published on the website of the Company (www.warimpex.com) and made available for inspection at the registered office of the Company separately from this resolution proposal.

Vienna, May 2017