

Warimpex Finanz- und Beteiligungs Aktiengesellschaft

Vienna, FN 78485 w

("Company")

Agenda

and

Resolution Proposals of the Management Board and the Supervisory Board for the

32nd Annual General Meeting of Shareholders

of the Company

on

14 June 2018

Agenda

1. Presentation of the approved annual financial statements including the management report, the separate (consolidated) non-financial report and the corporate governance report as of 31 December 2017 as well as of the consolidated financial statements and the group management report as of 31 December 2017 as well as of the supervisory board report regarding the financial year 2017.
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 2017.
4. Resolution on the discharge of the members of the supervisory board from liability for the financial year 2017.
5. Resolution on the determination of the remuneration for the members of the supervisory board for the financial year 2017.
6. Appointment of the auditor and the group auditor for the financial year 2018.
7. Election of supervisory board members.
8. Resolution
 - a) on the revocation of the existing authorised capital in item 5.3 of the articles of association, according to which the management board is authorised pursuant to section 169 Austrian Stock Corporation Act within five of the entry of the respective amendment to the articles of association in the companies to increase the share capital by up to EUR 5,400,000.00 by issuing up to 5,400,000 new ordinary bearer shares (no-par value shares) against cash payment or contribution in kind, also in one or several tranches, also with the exclusion of subscription rights, and to determine the issue price as well as the conditions for the issue in accordance with the supervisory board, and pursuant to which the supervisory board is authorised to adopt amendments to the articles of association due to the exercise of the authorised capital;

as well as

- b) on the creation of a new authorised capital by passing a resolution with which the management board is authorised within five years of the entry of the respective amendment to the articles of association in the companies register to increase the share capital by up to EUR 5,400,000.00 by issuing up to 5,400,000 new, ordinary bearer shares (no-par value shares) against cash payment and/or contribution in kind, also in one or several tranches, also with the partial or total exclusion of subscription rights, and to determine the issue price as well as the conditions for the issue in accordance with the supervisory board, as well as on the authorisation of the supervisory board to adopt amendments to the articles of association due to the exercise of the authorised capital;

as well as

- c) on the amendments to the articles of association related to the resolutions under items a) and b).

9. Resolution

- a) on the authorisation of the management board pursuant to section 174 para 2 Austrian Stock Corporation Act within five years of the date of the resolution and with the approval of the supervisory board to issue convertible and/or option bonds conferring the right of conversion or subscription to up to 9,000,000 ordinary bearer shares in the Company with a proportionate share in the share capital of up to EUR 9,000,000.00, also in one or several tranches, and to determine all further terms, the issue and the conversion procedure with regard to the convertible and/or option bonds, the issue price as well as the exchange and conversion ratio. The subscription right of the shareholders is excluded. The service of the conversion and subscription rights can be effected by means of conditional capital or the own shares or a combination of both. The issue price of the convertible and/or option bonds is to be determined by means of a market standard price determination scheme in consideration of generally acknowledged methods of mathematical finance;

as well as

- b) on the conditional increase in the share capital pursuant to section 159 para 2 item 1 Austrian Stock Corporation Act of up to a nominal value of EUR 9,000,000.00 through the issue of up to 9,000,000 new, ordinary bearer shares for the issuance to holders of convertible and/or option bonds – to which the management board is authorised by this annual general meeting – and the realisation of the requirements pursuant to section 160 para 2 Austrian Stock Corporation Act, with regard to the

authorisation of the management board to determine the further details of the conditional capital increase and its execution, in particular regarding the terms of the issue and the conversion procedure for the convertible and/or option bonds, the issue amount as well as the conversion and exchange ratio, and on the authorisation granted to the supervisory board to adopt amendments to the articles of association arising from the issue of shares pursuant to the conditional capital ("conditional capital 4");

as well as

- c) on the amendment to the articles of association related to the resolution under item b) by supplementing item 5. (Share Capital) of the articles of association with the new item 5.2 d).

Resolution Proposal regarding Agenda Item 1

- 1. Presentation of the approved annual financial statements including the management report, the separate (consolidated) non-financial report and the corporate governance report as of 31 December 2017 as well as of the consolidated financial statements and the group management report as of 31 December 2017 as well as of the supervisory board report regarding the financial year 2017.**

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.

The annual financial statements of Warimpex Finanz- und Beteiligungs Aktiengesellschaft as of 31 December 2017 show a balance sheet profit of EUR 16,565,193.77 for the financial year 2017.

The management board proposes that the net profit as shown in the annual financial statements of Warimpex Finanz- und Beteiligungs Aktiengesellschaft as of 31 December 2017 shall be used as follows:

For each share entitled to a dividend, a dividend of EUR 0.06 share shall be distributed, and the remaining amount shall be carried forward.

The distribution of the balance sheet profit shall be qualified under Austrian tax law as repayment of capital according to section 4 para 12 of the Austrian Income Tax Act. The dividend is due and payable on 22 June 2018 (dividend payment date).

Resolution Proposal regarding Agenda Item 3

3. Resolution on the discharge of the members of the management board from liability for the financial year 2017.

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

Resolution

The members of the management board of the Company are discharged from liability for the financial year 2017.

Resolution Proposal regarding Agenda Item 4

4. Resolution on the discharge of the members of the supervisory board from liability for the financial year 2017.

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

Resolution

The members of the supervisory board of the Company are discharged from liability for the financial year 2017.

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 2017.

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

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) as well as a one-time bonus of EUR 68,000.00 (previous year: EUR 0.00) for the financial year 2017; 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. Appointment of the auditor and the group auditor for the financial year 2018.

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

Resolution

Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H., Wagramer Strasse 19, 1220 Vienna, is appointed auditor and group auditor for the financial year 2018.

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.

Resolution Proposal regarding Agenda Item 7

7. Election of supervisory board members.

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

Resolution

Mr. Hubert Staszewski 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 2022.

Please note:

At the end of the annual general meeting of shareholders of 14 June 2018, the terms of the supervisory board member Mr. Hubert Staszewski will end, which is why an election to the supervisory board is required.

The declaration pursuant to section 87 para 2 Austrian Stock Corporation Act and the candidate's 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 8

8. Resolution

- a) **on the revocation of the existing authorised capital in item 5.3 of the articles of association, according to which the management board is authorised pursuant to section 169 Austrian Stock Corporation Act within five of the entry of the respective amendment to the articles of association in the companies to increase the share capital by up to EUR 5,400,000.00 by issuing up to 5,400,000 new ordinary bearer shares (no-par value shares) against cash payment or contribution in kind, also in one or several tranches, also with the exclusion of subscription rights, and to determine the issue price as well as the conditions for the issue in accordance with the supervisory board, and pursuant to which the supervisory board is authorised to adopt amendments to the articles of association due to the exercise of the authorised capital;**

as well as

- b) **on the creation of a new authorised capital by passing a resolution with which the management board is authorised within five years of the entry of the respective amendment to the articles of association in the companies register to increase the share capital by up to EUR 5,400,000.00 by issuing up to 5,400,000 new, ordinary bearer shares (no-par value shares) against cash payment and/or contribution in kind, also in one or several tranches, also with the partial or total exclusion of subscription rights, and to determine the issue price as well as the conditions for the issue in accordance with the supervisory board, as well as on the authorisation of the supervisory board to adopt amendments to the articles of association due to the exercise of the authorised capital;**

as well as

- c) **on the amendments to the articles of association related to the resolutions under items a) and b).**

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

Resolution

8.a) The annual general meeting passes a resolution upon the revocation of the existing authorised capital in item 5.3 of the articles of association, pursuant to which the management board is authorised pursuant to section 169 Austrian Stock Corporation Act within five years of the entry of the amendment to the articles of association in the companies register to increase the share capital by up to EUR 5,400,000.00 by issuing up to 5,400,000 new, ordinary bearer shares (no-par value shares) against cash payment or contribution in kind, also in one or several tranches, also with the exclusion of subscription rights, and to determine the issue price as well as the conditions for the issue in accordance with the supervisory board, and pursuant to which the supervisory board is authorised to adopt amendments to the articles of association due to the exercise of the authorised capital;

as well as

8.b) The annual general meeting authorises the management board within five years of the entry of the respective amendment to the articles of association in the companies register to increase the share capital by up to EUR 5,400,000.00 by issuing up to 5,400,000 new, ordinary bearer shares (no-par value shares) against cash payment and/or contribution in kind, also in one or several tranches, also with the partial or total exclusion of subscription rights, and to determine the issue price as well as the conditions for the issue in accordance with the supervisory board. Further the annual general meeting authorises the supervisory board to adopt amendments to the articles of association due to the issue of shares with regard to the exercise of the authorised capital;

as well as

8.c) Item 5.3 of the articles of association in the current version will be revoked. In its place, the following item is inserted as new item 5.3 in the articles of association:

"5.3 Pursuant to section 169 Austrian Stock Corporation Act the management board is authorised within five years of the entry of the respective amendment to the articles of association in the companies register to increase the share capital by up to EUR 5,400,000.00 by issuing up to 5,400,000 new, ordinary bearer shares (no-par value shares) against cash payment and/or contribution in kind, also in one or several tranches, also with the partial or total exclusion of subscription rights, and to determine the issue price as well as the conditions for the issue in accordance with the supervisory board. Further the supervisory

board is authorised to adopt amendments to the articles of association due to the issue of shares with regard to the exercise of the authorised capital."

Resolution Proposal regarding Agenda Item 9

9. Resolution

a) **on the authorisation of the management board pursuant to section 174 para 2 Austrian Stock Corporation Act within five years of the date of the resolution and with the approval of the supervisory board to issue convertible and/or option bonds conferring the right of conversion or subscription to up to 9,000,000 ordinary bearer shares in the Company with a proportionate share in the share capital of up to EUR 9,000,000.00, also in one or several tranches, and to determine all further terms, the issue and the conversion procedure with regard to the convertible and/or option bonds, the issue price as well as the exchange and conversion ratio. The subscription right of the shareholders is excluded. The service of the conversion and subscription rights can be effected by means of conditional capital or the own shares or a combination of both. The issue price of the convertible and/or option bonds is to be determined by means of a market standard price determination scheme in consideration of generally acknowledged methods of mathematical finance;**

as well as

b) **on the conditional increase in the share capital pursuant to section 159 para 2 item 1 Austrian Stock Corporation Act of up to a nominal value of EUR 9,000,000.00 through the issue of up to 9,000,000 new, ordinary bearer shares for the issuance to holders of convertible and/or option bonds – to which the management board is authorised by this annual general meeting – and the realisation of the requirements pursuant to section 160 para 2 Austrian Stock Corporation Act, with regard to the authorisation of the management board to determine the further details of the conditional capital increase and its execution, in particular regarding the terms of the issue and the conversion procedure for the convertible and/or option bonds, the issue amount as well as the conversion and exchange ratio, and on the authorisation granted to the supervisory board to adopt amendments to the articles of association arising from the issue of shares pursuant to the conditional capital ("conditional capital 4");**

as well as

- c) **on the amendment to the articles of association related to the resolution under item b) by supplementing item 5. (Share Capital) of the articles of association with the new item 5.2 d).**

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

Resolution

- 9.a) The annual general meeting authorises the management board pursuant to section 174 para 2 Austrian Stock Corporation Act within five years of the date of the resolution and with the approval of the supervisory board to issue convertible and/or option bonds conferring the right of conversion or subscription to up to 9,000,000 ordinary bearer shares in the Company with a proportionate share in the share capital of up to EUR 9,000,000.00, also in one or several tranches, and to determine all further terms, the issue and the conversion procedure with regard to the convertible and/or option bonds, the issue price as well as the exchange and conversion ratio. The subscription right of the shareholders is excluded. The service of the conversion and subscription rights can be effected by means of conditional capital or the own shares or a combination of both. The issue price of the convertible and/or option bonds is to be determined by means of a market standard price determination scheme in consideration of generally acknowledged methods of mathematical finance;
- as well as
- 9.b) The annual general meeting passes a resolution upon the conditional increase in the share capital pursuant to section 159 para 2 item 1 Austrian Stock Corporation Act of up to a nominal value of EUR 9,000,000.00 through the issue of up to 9,000,000 new, ordinary bearer shares for the issuance to holders of convertible and/or option bonds – to which the management board is authorised by this annual general meeting – and the realisation of the requirements pursuant to section 160 para 2 Austrian Stock Corporation Act, with regard to the authorisation of the management board to determine the further details of the conditional capital increase and its execution, in particular regarding the terms of the issue and the conversion procedure for the convertible and/or option bonds, the issue amount as well as the conversion and exchange ratio, and on the authorisation granted to the supervisory board to adopt amendments to the articles of association arising from the issue of shares pursuant to the conditional capital ("conditional capital 4");

as well as

- 9.c) The annual general meeting passes a resolution with regard to the amendment of the articles of association in connection with the resolution in item 9.2, whereby in item 5. (Share Capital) of the articles of association the following new item 5.2 d) shall be added and inserted:

"5.2 d) Pursuant to section 159 para 2 item 1 Austrian Stock Corporation Act the share capital shall be conditionally increased by up to EUR 9,000,000.00 through the issue of up to 9,000,000 new, ordinary bearer shares. The conditional share capital increase shall only be implemented where the holders of the convertible and/or option bonds, issued on the basis of the resolution passed on 14 June 2018, exercise the conversion right for shares of the Company attached to the convertible bonds. The management board is authorised, upon the approval of the supervisory board, to determine the details of the execution of the conditional share capital increase (in particular the issue price, the rights attached to the shares and the time from which on such shares carry dividend rights). The supervisory board is authorised to amend the articles of association as required due to the issue of shares on the basis of the conditional increase in the share capital ("conditional capital 4")."

Vienna, May 2018