

**Warimpex Finanz- und Beteiligungs Aktiengesellschaft**

**Vienna, FN 78485 w**

**("Company")**

**Agenda**

**and**

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

**33<sup>rd</sup> Annual General Meeting of Shareholders**

**of the Company**

**on**

**3 June 2019**

## **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 2018 as well as of the consolidated financial statements and the group management report as of 31 December 2018 as well as of the proposal for appropriation of the balance sheet result and of the supervisory board report regarding the financial year 2018.
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 2018.
4. Resolution on the discharge of the members of the supervisory board from liability for the financial year 2018.
5. Resolution on the determination of the remuneration for the members of the supervisory board for the financial year 2018.
6. Appointment of the auditor and the group auditor for the financial year 2019.
7. Resolution on
  - a) the revocation of the authorisation of the management board to acquire treasury shares (own shares) pursuant to section 65 para 1 no 8 as well as para 1a and para 1b Stock Corporation Act via the stock exchange or by means other than via the stock exchange in a volume of up to 10% of the Company's share capital, also with exclusion of the proportional right of disposal of shareholders, which may arise in the context of such acquisition (exclusion of reverse subscription rights), as well as the authorisation of the management board to sell treasury shares (own shares) by other means than via the stock exchange or via public offer and excluding the shareholders' right to purchase shares (exclusion of subscription rights), as resolved by the Annual General Meeting on 14 June 2017; as well as
  - b) the authorisation of the management board to acquire treasury shares (own shares) pursuant to section 65 para 1 no 4 and no 8 as well as para 1a and para 1b Stock Corporation Act via the stock exchange or by means other than via the stock ex-

change in a volume of up to 10% of the Company's share capital, also with exclusion of the proportional right of disposal of shareholders, which may arise in the context of such acquisition (exclusion of reverse subscription rights); as well as

- c) the authorisation of the management board to dispose treasury shares (own shares) by other means than via the stock exchange or a public offer and excluding the shareholders' right to purchase shares (exclusion of subscription rights); as well as
- d) the authorisation of the management board to redeem treasury shares (own shares).

**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 2018 as well as of the consolidated financial statements and the group management report as of 31 December 2018 as well as of the proposal for appropriation of the balance sheet result and of the supervisory board report regarding the financial year 2018.**

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 2018 show a balance sheet profit of EUR 10,754,773.67 for the financial year 2018.

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 2018 shall be used as follows:

For each share entitled to a dividend, a dividend of EUR 0.06 per 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 (*Einkommenssteuergesetz*). The dividend is due and payable on 12 June 2019 (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 2018.**

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 2018.

**Resolution Proposal regarding Agenda Item 4**

**4. Resolution on the discharge of the members of the supervisory board from liability for the financial year 2018.**

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 2018.

**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 2018.**

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 for the financial year 2018 (previous year: EUR 135,000.00 plus bonus of EUR 68,000.00); 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 2019.**

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 2019.

**Please note:**

The report of the proposed auditor pursuant to section 270 para 1a Austrian Commercial Code (information on transparency) will be published on the website of the Company ([www.warimpex.com](http://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. Resolution on**

- a) **the revocation of the authorisation of the Management Board to acquire treasury shares (own shares) pursuant to section 65 para 1 no 8 as well as para 1a and para 1b Stock Corporation Act via the stock exchange or by means other than via the stock exchange in a volume of up to 10% of the Company's share capital, also with exclusion of the proportional right of disposal of shareholders, which may arise in the context of such acquisition (exclusion of reverse subscription rights), as well as the authorisation of the management board to sell treasury shares (own shares) by other means than via the stock exchange or via public offer and excluding the shareholders' right to purchase shares (exclusion of subscription rights), as resolved by the Annual General Meeting on 14 June 2017; as well as**
- b) **the authorisation of the management board to acquire treasury shares (own shares) pursuant to section 65 para 1 no 4 and no 8 as well as para 1a and para 1b Stock Corporation Act via the stock exchange or by means other than via the stock exchange in a volume of up to 10% of the Company's share capital, also with exclusion of the proportional right of disposal of shareholders, which may arise in the context of such acquisition (exclusion of reverse subscription rights); as well as**
- c) **the authorisation of the management board to dispose treasury shares (own shares) by other means than via the stock exchange or a public offer and excluding the shareholders' right to purchase shares (exclusion of subscription rights); as well as**
- d) **the authorisation of the management board to redeem treasury shares (own shares).**

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

### Resolution

- 7.a) The authorisation of the management board granted by the Annual General Meeting on 14 June 2017 to acquire treasury shares (own shares) pursuant to section 65 para 1 no 8 as well as para 1a and para 1b Stock Corporation Act via the stock exchange or by means other than via the stock exchange in a volume of up to 10% of the Company's share capital, also with exclusion of the proportional right of disposal of shareholders, which may arise in the context of such acquisition (exclusion of reverse subscription rights), as well as the authorisation of the management board to dispose treasury shares (own shares) by other means than via the stock exchange or a public offer and excluding the shareholders' right to purchase shares (exclusion of subscription rights) is revoked.
- 7.b) The management board is authorised by the Annual General Meeting for a period of 30 months from the date of the resolution pursuant to section 65 para 1 no 4 and no 8 as well as para 1a and para 1b Stock Corporation Act to acquire shares in the Company up to the statutory limit of 10 % of the share capital, taking into account shares in the Company previously acquired. The consideration per share to be paid on the repurchase must not be lower than a maximum of 30% below and not higher than a maximum of 10% above the average of the unweighted closing price of the ten stock exchange trading days preceding the repurchase. Any acquisition may be carried out via the stock exchange or a public offer or other beneficial means permitted by law, including over the counter or by means of a negotiated purchase from individual shareholders intending to sell their shares, also in the form of futures, and also with exclusion of the proportional rights of disposal of shareholders, which may arise in the context of such acquisition (exclusion of reverse subscription rights). Furthermore, the management board is authorised to determine the conditions of any acquisition, whereby it shall publish its relevant resolution and the repurchase programme based thereon, including its duration, in accordance with the applicable legal requirements. This authorisation may be performed in full or in part or in several tranches and for one or several purposes by the Company or a subsidiary pursuant to section 189a of the Austrian Commercial Code (*Unternehmensgesetzbuch*) or by third parties for the account of the Company. Trading in own shares as the purpose of the acquisition is excluded.
- 7.c) The management board is authorised for a period of five years from the date of the resolution with the approval of the supervisory board to dispose of or use treasury shares (own shares) of the Company by other means than via the stock exchange or a public offer. The authorisation may be used fully or in part, also in several tranches and for one or more purposes. The proportional right of purchase of shareholders in case of sale or use by means

other than via the stock exchange or by way of a public offer is excluded (exclusion of subscription right). The treasury shares (own shares), in particular,

- i) may be used for payment to employees of the Company or a subsidiary, whether for consideration or free of charge;
  - ii) may be used with regard to convertible bonds (*Wandelschuldverschreibungen*) and/or warrant bonds (*Optionsschuldverschreibungen*);
  - iii) may be used as consideration for real estate, companies, businesses or shares in one or more companies domestically or abroad transferred to the Company or its subsidiaries;
  - iv) may be sold (1) at any time via the stock exchange or a public offer as well as (2) for a period of five years from the date of the resolution in any other legally permissible manner, including over-the-counter, pursuant to section 65 para 1b Stock Corporation Act.
- 7.d) The management board is authorised, without further approval by the Annual General Meeting, to cancel treasury shares (own shares) with the approval of the supervisory board. The supervisory board is authorised to resolve on amendments to articles of association resulting from a cancellation of own shares.

Vienna, May 2019

The Management Board

The Supervisory Board