

Warimpex Finanz- und Beteiligungs Aktiengesellschaft

FN 78485 w with its registered office in Vienna

("Company")

Invitation

to the

33rd Annual General Meeting

of shareholders

at A-1210 Vienna, "floridotower", Floridsdorfer Hauptstraße 1, 30th floor
taking place on **Monday, 3 June 2019 at 10.00 am**

A g e n d a

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 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).

Documents:

The following documents are available for inspection by the shareholders at the registered office of the Company ("floridotower", Floridsdorfer Hauptstraße 1, A-1210 Vienna):

- annual financial statements and management report,
- separate (consolidated) non-financial report pursuant to section 243b Austrian Commercial Code,
- corporate governance report pursuant to section 243c Austrian Commercial Code,
- consolidated financial statements and group management report,
- proposal on the use of the balance sheet result as shown in the annual financial statements,
- report of the supervisory board,

each with regard to the financial year 2018, and

- resolution proposals regarding the agenda items 2. to 7.,
- information on transparency relating to agenda item 6. pursuant to section 270 para 1a Austrian Commercial Code,

- report pursuant to section 65 para 1b in connection with 153 para 4 Stock Corporation Act (exclusion of subscription rights upon disposal of treasury (own) shares) regarding the agenda item 7.,
- form for the granting of a power of attorney,
- form for the revocation of a power of attorney,
- form for the granting of a power of attorney to a representative of the IVA,
- form for the revocation of a power of attorney to a representative of the IVA,
- the full text of this invitation,
- further information with regard to the rights of shareholders pursuant to sections 109, 110, 118 and 119 Austrian Stock Corporation Act.

Starting from the 21st day prior to the annual general meeting at the latest, i.e. 13 May 2019, the above mentioned documents are available for inspection at the registered office of the Company as well as on the website of the Company (www.warimpex.com), subpage Investors, subpage Annual General Meeting. These documents will also be available at the annual general meeting.

Information pursuant to section 106 no 5 Austrian Stock Corporation Act:

Pursuant to section 109 Austrian Stock Corporation Act, shareholders whose participation in the share capital amounts to or exceeds 5% of the share capital may request in writing to include other items on the agenda of the annual general meeting and to publish them. Every agenda item must be accompanied by an underlying proposal for a resolution together with an explanation. The applicants are required to be shareholders for at least three months prior to filing the request. The request must be received by the Company by 13 May 2019 at the latest. Such requests may be sent to the Company in writing to its registered seat at "floridotower", Floridsdorfer Hauptstraße 1, A-1210 Vienna, attn. Mr. Daniel Folian. Any such item request must be accompanied by an underlying proposal for a resolution together with an explanation. The capacity of shareholder must be proven by presentation of a deposit confirmation pursuant to section 10a Austrian Stock Corporation Act, confirming that the requesting shareholder was bearer of shares for more than three months before such request was made. Such deposit confirmation may not be older than seven days. In respect of further requirements regarding deposit confirmation, see exemplifications on requirements for participation below.

Pursuant to section 110 Austrian Stock Corporation Act, shareholders of the Company whose participation in the share capital amounts to at least or exceeds 1% of the share capital may file proposals in writing to the Company (in written form but no signature required) for a resolution and may demand

that these proposals be made available on the website of the Company (www.warimpex.com), subpage Investors, subpage Annual General Meeting, together with the names of the relevant shareholders requesting such resolutions and an explanation for those proposals, along with a statement by the management or supervisory board if applicable, dealing with those proposals. Such request must be received by the Company by 22 May 2019 at the latest.

These requests must be delivered in writing to the Company's address "floridotower", Floridsdorfer Hauptstraße 1, A-1210 Vienna, to the attention of Mr. Daniel Folian in electronic form (email to daniel.folian@warimpex.com, or via fax to +43 (0) 1 310 55 00 122). The capacity as shareholder must be verified by presentation of a deposit confirmation pursuant to section 10a Austrian Stock Corporation Act, confirming that the requesting shareholder was bearer of shares for more than three months before such request was made. Such deposit confirmation may not be older than seven days. In respect of further requirements regarding deposit confirmation, see exemplifications on requirements for participation below.

Pursuant to section 118 Austrian Stock Corporation Act, every shareholder has the right to receive information regarding the Company if requested by the shareholder, provided that this information is necessary for an informed judgement regarding a particular item of the agenda.

Shareholder rights which are bound to the shareholding for a certain period of time can only be exercised if, pursuant to section 10a Austrian Stock Corporation Act, such shareholder can demonstrate his shareholding for the relevant period of time by means of a deposit confirmation.

Further information regarding the shareholders' rights granted under sections 109, 110, 118 and 119 Austrian Stock Corporation Act, as well as the question until when such rights can be exercised, may be obtained from the website of the Company (www.warimpex.com), subpage Investors, subpage Annual General Meeting, as of now.

Requirements for participation, deposit confirmation, verification deadline and proxy voting:

Only such shareholders are entitled to attend the annual general meeting who have been shareholders until the end of the tenth day before the annual general meeting is to take place (record date). The record date is **24 May 2019**.

Evidence of the shareholding on the record date for custodial bearer shares vis-à-vis the Company to exercise its rights is provided by a deposit confirmation issued by the custodian bank keeping the securities account domiciled in a Member State of the European Economic Area or in a full member state of the OECD (deposit confirmation). The deposit confirmation must be received by the Company at the latest on the third working day before the Annual General Meeting, i.e. on 28 May 2019, i) by post to the Company's address "floridotower", Floridsdorfer Hauptstrasse 1, A-1210 Vienna, to the

attention of Mr. Daniel Folian, or ii) in electronic form via email to daniel.folian@warimpex.com or via fax to +43 (0)1 310 55 00 122 or per SWIFT mt 599 to WOODCZPPXXX. The deposit confirmation must at least contain the information described in section 10a Austrian Stock Corporation Act, namely:

- information about the issuer: name/company name and address or a standard code used for transactions between banks,
- information about the shareholder: name/company name, address, date of birth in case of individuals, register and register number in case of legal entities if applicable,
- information about the shares: number of shares held by the shareholder, ISIN AT0000827209,
- securities account number or any other designation,
- point in time to which the deposit confirmation refers.

The deposit confirmation as evidence of shareholding must refer to the record date stated above, **24 May 2019**.

If evidence of shareholding is to be provided by the deposit confirmation, it must not be older than seven days at the time of submission to the Company. Deposit confirmations will be accepted in German or in English.

Every shareholder who is entitled to attend the annual general meeting has the right to appoint any individual or legal entity as proxy holder. The Company itself as well as a member of the management board or supervisory board may only exercise the right to vote as proxy holder if the shareholder has given an express instruction to do so with respect to an item of the agenda. To grant proxy, it is mandatory to use the form provided by the Company which is available on the Company's website (www.warimpex.com), subpage Investors, subpage Annual General Meeting, and which also allows the granting of restricted proxy, unless proxy was granted to a custodian bank and the regulations for deposit confirmations were complied with.

Completed proxy forms shall be sent to the Company either electronically (to the e-mail address daniel.folian@warimpex.com) or by fax (to the fax number +43 (0) 1 310 55 00 122) or shall be brought to the Annual General Meeting.

As a special service, a representative of the Austrian Shareholders' Association (IVA – *Interessenverband für Anleger*), Feldmühlgasse 22, A-1130 Vienna, is available to shareholders as an independent proxy holder for the exercise of voting rights at the Annual General Meeting on the basis of ex-

PLICIT instructions; a special proxy form for this purpose can be downloaded from the Company's website (www.warimpex.com), subpage Investors, subpage Annual General Meeting. Mr. Florian Beckermann of the IVA can also be contacted directly at +43 1 8763343-30, via fax +43 1 8763343-39 or via e-mail florian.beckermann@iva.or.at.

The above mentioned provisions regarding the granting of a proxy shall apply correspondingly to the revocation of a proxy.

Information on data protection for shareholders

Warimpex Finanz- und Beteiligungs Aktiengesellschaft processes **personal data of shareholders** (in particular those pursuant to section 10a para 2 Austrian Stock Corporation Act, i.e. name, address, date of birth, number of the securities account, number of shares of the shareholder, type of share if applicable, number of the voting card and, if applicable, name and date of birth of the proxy) on the basis of the applicable data protection provisions, in particular the **European General Data Protection Regulation (GDPR)** and the **Austrian Data Protection Act**, in order to enable shareholders to exercise their rights at the Annual General Meeting.

The processing of shareholders' personal data is mandatory for the participation of shareholders and their representatives in the Annual General Meeting pursuant to the Austrian Stock Corporation Act. The legal basis for the processing is therefore Article 6 para 1 subpara c) GDPR, in particular in connection with the stock corporation provisions mentioned below.

Warimpex Finanz- und Beteiligungs Aktiengesellschaft is **responsible** for the processing. For the purpose of organizing the Annual General Meeting, the Company makes use of external **service providers** such as notaries, lawyers, banks and IT service providers. They will only receive personal data from the Company that is necessary for the execution of the commissioned service. Insofar as they act as contract processors, they process the data exclusively in accordance with the Company's instructions. To the extent legally necessary, the Company has concluded a **data protection agreement** with these service providers.

If a shareholder participates in the Annual General Meeting, all shareholders present or their representatives, the members of the management board and supervisory board, the notary and all other persons with a legal right to participate may inspect the legally prescribed **list of participants** (section 117 Austrian Stock Corporation Act) and thereby also inspect the personal data mentioned therein (including name, place of residence, shareholding). The Company is also legally obliged to submit personal shareholder data (in particular the list of participants) as part of the notarial protocol to the **companies register** (section 120 Austrian Stock Corporation Act).

Shareholders' data will be anonymized or deleted as soon as they are no longer necessary for the purposes for which they were collected or processed, and unless other legal obligations require further storage. **Obligations to provide evidence and to retain records** arise in particular from corporate, share and takeover law, tax law and money laundering regulations. If legal claims are raised by shareholders against the Company or vice versa by the Company against shareholders, the storage of personal data serves to **clarify and enforce claims** in individual cases. In connection with court proceedings before civil courts, this can lead to the storage of data for the duration of the statute of limitations plus the duration of the court proceedings up to its legally binding completion.

Every shareholder has a **right to information, correction, restriction, objection and deletion** with regard to the processing of personal data and a **right to data transmission** in accordance with Chapter III of the GDPR in accordance with the provisions of data protection law. Shareholders may exercise these rights vis-à-vis the Company free of charge via the e-mail address daniel.folian@warimpex.com or via the following **contact details**:

Warimpex Finanz- und Beteiligungs Aktiengesellschaft

For the attention of Dr. Daniel Folian

Floridsdorfer Hauptstraße 1

1210 Vienna

In addition, shareholders have the right to appeal to the competent supervisory authority pursuant to Article 77 GDPR; in Austria this is the Data Protection Authority.

Further information on data protection can be found in the data protection declaration on the Company's website (www.warimpex.com) under "Data protection".

Shares and voting rights:

Pursuant to section 106 no 9 Austrian Stock Corporation Act, we announce that at the date of this convocation, 3 May 2019, the Company's share capital amounts to EUR 54,000,000 and is divided into 54,000,000 no-par value ordinary bearer shares. Each share entitles the holder to one vote. Taking into account the 597,333 own shares for which voting rights cannot be exercised in accordance with section 65 para 5 Austrian Stock Corporation Act, a total of 53,402,667 voting rights exist on 3 May 2019.

Questions that require a longer preparation period may be submitted to the management board in advance in written form in order to preserve the meeting economy.

Admission to the Annual General Meeting

For the admission to the Annual General Meeting, you have to prove your identity. Please provide an official photo identification. If you attend the Annual General Meeting as a proxy holder, please also take the proxy with you in addition to your official photo identification. If the original of the proxy was already sent to the Company, you may facilitate your admission if you can provide a copy of the proxy. The Company reserves the right to verify the identity of the persons attending the meeting. If an identity verification is not possible, the entrance can be denied. Admission for the collection of voting cards starts at 9.00 am.

Vienna, May 2019

The Management Board