

**Warimpex Finanz- und Beteiligungs Aktiengesellschaft**

**Wien, FN 78485 w**

**("Company")**

**Agenda**

**and**

**Resolution Proposals of the Management Board and**

**the Supervisory Board for the**

**34th Annual General Meeting of Shareholders**

**of the Company**

**on**

**5 October 2020**

## **Agenda**

### A g e n d a

1. Presentation of the approved annual financial statements including the management report and the corporate governance report as of 31 December 2019 as well as of the consolidated financial statements and the group management report as of 31 December 2019 as well as the supervisory board report regarding the financial year 2019
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 2019
4. Resolution on the discharge of the members of the supervisory board from liability for the financial year 2019
5. Resolution on the determination of the remuneration for the members of the supervisory board for the financial year 2019
6. Appointment of the auditor and the group auditor for the financial year 2020
7. Resolution on remuneration policy

**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 2019 as well as of the consolidated financial statements and the group management report as of 31 December 2019 as well as the supervisory board report regarding the financial year 2019**

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 2019 show a balance sheet profit of EUR 27,312,967.83 for the financial year 2019.

In view of the ongoing Covid-19 pandemic, its short-term to medium term impact on the economy, markets and the business segments which the Company is active in cannot be forecast with the certainty required; however, negative future developments have to be expected. To be able to manage these in an optimum way, the management board attaches great importance to the formation of a sufficient liquidity reserve. Therefore, 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 2019 shall be used as follows:

For each share entitled to a dividend, a dividend of EUR 0.03 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 9 October 2020 (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 2019**

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 2019.

**Resolution Proposal regarding Agenda Item 4**

**4. Resolution on the discharge of the members of the supervisory board from liability for the financial year 2019**

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 2019.

**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 2019**

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 2019 and a one-off bonus of EUR 35,000.00; the distribution of such remuneration to the members of the supervisory board will be carried out by the chairman of the supervisory board.

**Resolution Proposal regarding Agenda Item 6**

**6. Appointment of the auditor and the group auditor for the financial year 2020**

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 2020.

**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](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 remuneration policy**

The supervisory board proposes the adoption of the remuneration policy drawn up by the supervisory board, as attached to the resolution proposals for the 34th Annual General Meeting of the Company as Schedule ./1 and made available on the Company's website, which is registered in the company register, be adopted. The supervisory board of a listed company shall draw up the principles for the remuneration of the members of the Management Board and the Supervisory Board in accordance with section 78a in conjunction with section 98a of the Austrian Stock Corporation Act (remuneration policy). The remuneration policy shall be submitted to the General Meeting for approval at least every fourth business year (as well as in the event of any material change). At the Company, this is required for the first time at the Annual General Meeting on 5 October 2020.

The vote at the General Meeting on the remuneration policy shall be recommendatory in nature. The resolution is not contestable (section 78b (1) Stock Corporation Act).

The supervisory board must make a proposal for a resolution on the remuneration policy in accordance with section 108 para 1 of the Stock Corporation Act. This proposal for a resolution made by the supervisory board and the remuneration policy shall be made available on the Internet site entered in the company register from the 21st day before the General Meeting in accordance with section 108 para 4 sub-para 4 Stock Corporation Act. Since 2019, the supervisory board of the Company, in its meeting on 28 August 2020, prepared the present remuneration policy regarding the principles for the remuneration of the members of the Management Board and the Supervisory Board in accordance with section 78a in conjunction with section 98a Stock Corporation Act. The remuneration policy will be made available on the Company's website, [www.warimpex.com](http://www.warimpex.com), which is registered in the company register, no later than on 14 September 2020 (21st day before the Annual General Meeting).

Vienna, September 2020

The Management Board

The Supervisory Board